



Annual Report 2025

CONTENTS

02	Vision & Mission
03	Values
04	Business Principles
05	Corporate Directory
06	Key Milestone
08	Five Years Financial Data
09	Graphical Presentation
10	Creating Sustainable Value
12	Sustainable Approach
13	Letter of Transmittal
14	Notice of the 13 th Annual General Meeting
15	Board & Committees
16	Board of Directors
19	Senior management
21	Chairman's Message
23	Managing Director's Message
25	Management's Discussion and Analysis
35	Directors' Report
48	Meetings and Attendance
49	Shareholding Pattern
50	Status of Compliance on Corporate Governance Code of BSEC
62	Certification on Compliance of the Corporate Governance Code
63	Chairperson Letter on Corporate Governance
64	Report on Corporate Governance
76	Charter of the Board
88	Board Evaluation Policy
91	Board Diversity Policy
93	Policy on Nomination
95	Remuneration Policy
96	Charter of the Audit Committee
100	Report of the Audit Committee
101	Charter of the Nomination and Remuneration Committee
104	Report of the Nomination and Remuneration Committee
105	Dividend Distribution Policy
108	Report on Risk Management
109	Report on Human Resources
112	Share Information
113	Key Events of Last AGM
114	Declaration by CEO and CFO
115	Independent Auditor's Report
122	Statement of Financial Position
123	Statement of Profit or Loss and other Comprehensive Income
124	Statement of Changes in Equity
125	Statement of Cash Flows
126	Notes to the Financial Statements
149	Schedule of Property, Plant and Equipment
151	Document Verification System
152	Proxy Form



VISION

Sustaining the leadership position in the industry by continuous improvement of our products with superior technologies we aim to improve customer satisfaction and advance our committed relationship with all our stakeholders.

MISSION

CTIL's mission is to create a long-term, sustainable value for our customers. CTIL's will achieve this by manufacturing, developing, marketing, and supporting products that deliver rapid returns through lower costs and improved customer responsiveness. More importantly, CTIL's motto is to enable our customers obtain the best satisfaction and attain duly their business objectives through our dedicated endeavor.

VALUES

//// Integrity-

Doing what is right and doing what we say we will do.

Performance- ////

Achieving superior business results by stretching our capabilities.

//// Simplicity-

Focusing our efforts on the things that matter most.

Respect- ////

Embracing openness, trust teamwork diversity and relationships that are mutually beneficial.

//// Sustainability-

Putting health and safety first, being environmentally responsible and supporting our communities.

Accountability- ////

Defining and accepting responsibility and delivering on our commitments.





BUSINESS PRINCIPLES

We recognize that how we do business is as important as what we do.

Our Business Principles describe who we are and what we aspire to be. Respect is at the core of our operating ethos. We apply this value in all our dealings with stakeholders, no matter how large or small.

Customer satisfaction & Integrity

We think of our customers' perspectives at all times and continue to design trusted products that cater to the needs of our customers. We are straightforward and honest in our business relationships. We are truthful about the products we provide, the knowledge we possess, and the experience we have gained.

Quality & Fair business practices

We are committed to providing quality products by bringing together the breadth and depth of our resources, experience and insights. We respect our competitors and are committed to fair business practices.

Respect, diversity and fair treatment

We foster a culture and working environment where our people treat each other with respect, courtesy and fairness, promoting equal opportunity for all. We encourage and value a diverse mix of people, viewpoints, talents, and experiences. We create inclusive working environments that not only address individual needs but allow our people to

utilize their unique strengths. We do not tolerate discrimination or harassment of any nature on the grounds of gender, race, religion, age, disability, gender identity, sexual orientation, etc.

Diverse values and teamwork

We strengthen teamwork by recognizing the value of a diverse workforce and creating synergies between individuals and our organization.

Security of people, assets, and information

We protect the safety and security of people and company assets, and we exercise strict care in the management of all information.

Effective governance and compliance

We institute effective corporate governance and internal controls, and we observe laws, regulations, and other rules and maintain the highest ethics in all activities.

Mutual benefit & Anti-corruption

We seek to maintain mutually beneficial relationships with our suppliers, sales channels, collaborators, and other business partners, whom we ask to live up to the highest standards of ethical conduct while respecting their autonomy and independence. We are against corruption and neither make bribes nor accept them nor induce or permit any other party to make or receive bribes on our behalf. We support efforts to eradicate corruption and financial crime.

CORPORATE DIRECTORY



Registered Office
Haritola,
Shahpur Bazar,
Madhabpur,
Hobiganj



Corporate Office
House No. 207,
Road No. 10,
Mohakhali DOHS
Dhaka-1206.
www.coppertechbd.com



Chattagram Office
SA Tower (5th Floor)
269, Anayet Bazar
Women College Road,
Anayet Bazar, Kotawali,
Chattagram.



Factory Address
Haritola,
Shahpur Bazar,
Madhabpur,
Hobiganj



Ware House Address
4/4, Chondi Charan
Bosh Street, Wari,
Dhaka-1100. 263
Tejgoan, Industrial
Area, Dhaka-1208.



Statutory Auditors
T.Hussain & Co.
HB Tower, 1st & 4th Floor,
23/G/1 Free School
Street, Panthapath
Dhaka-1205



Compliance Auditors
M.Mohashin & Co.
Chartered Secretaries
49/1, Sher-E-Bangla Road
(opposite of Madina Maszid),
4th floor, Zigatola,
Dhaka-1209.



Investor Relation
Contact
01917701642



Sales & Service
Contact
01713254306



Legal Advisor
Zaman & Associates
Official Address: 56,
Inner Circular (VIP)
Road Room No: 1-4
& 7-10 (3rd Floor),
Dhaka.

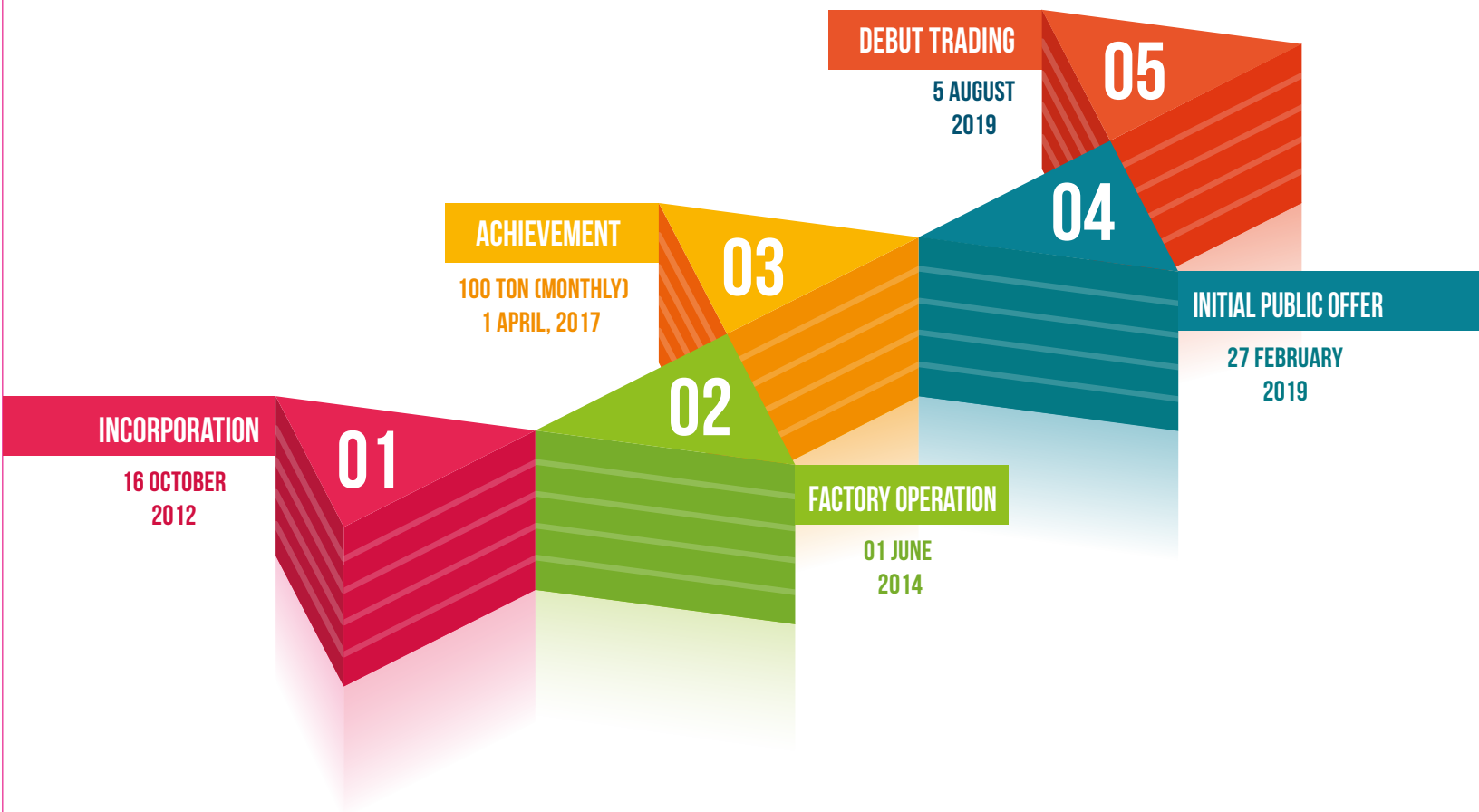


Principal Bankers
Social Islami Bank PLC,
Gulshan Branch, Dhaka
Dhaka Bank PLC,
Gulshan Branch,
Dhaka

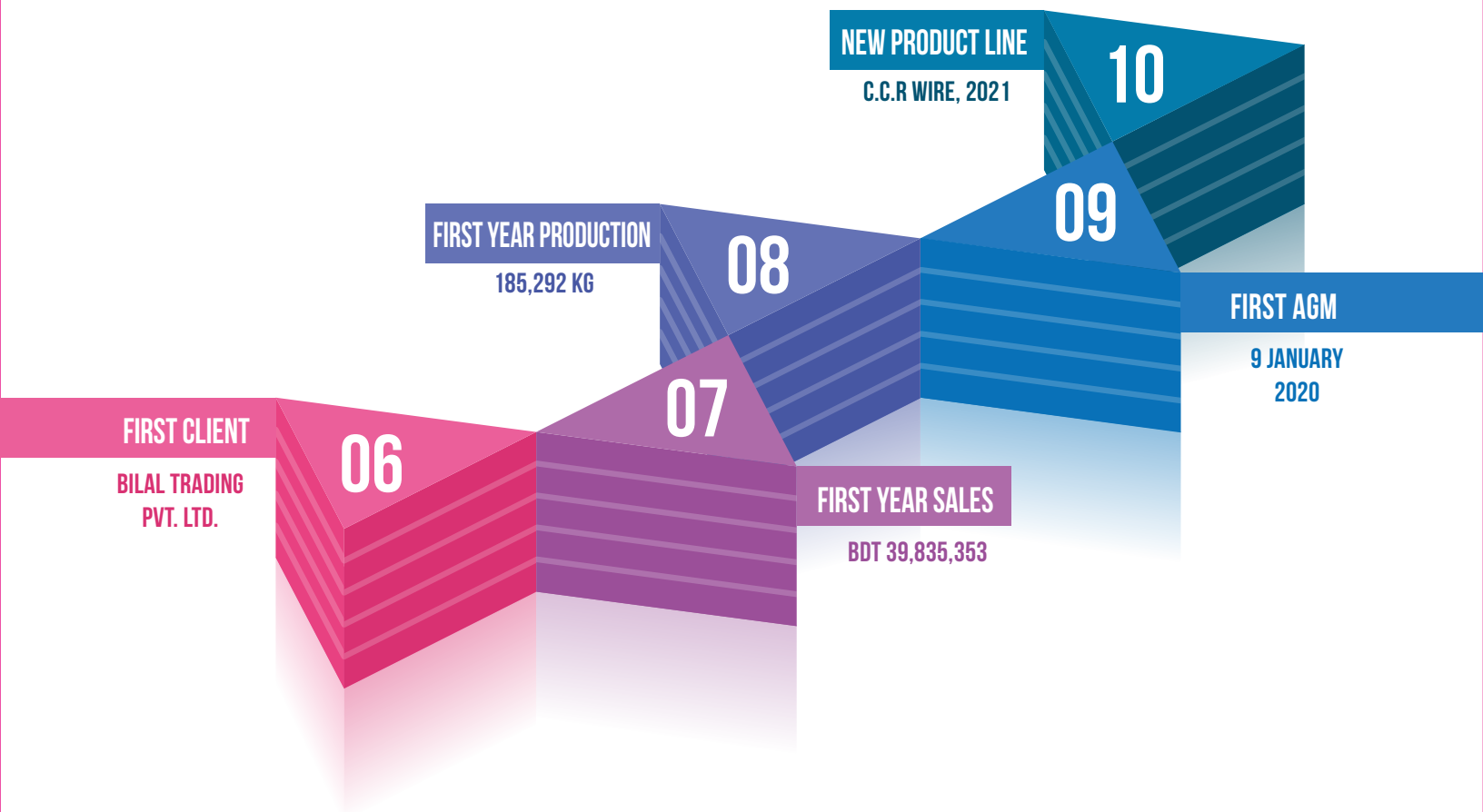


Insurer
Janata Insurance
Company PLC

KEY MILESTONE



KEY MILESTONE

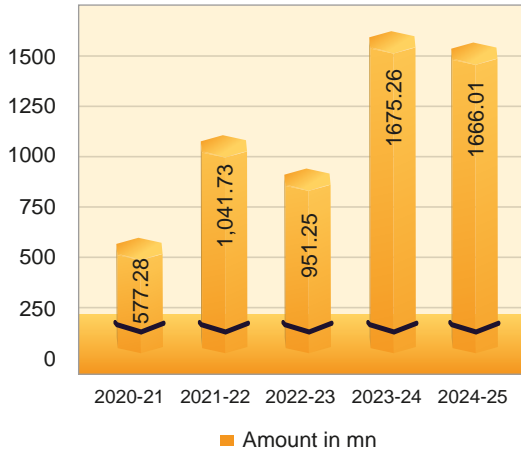


FIVE YEARS FINANCIAL DATA

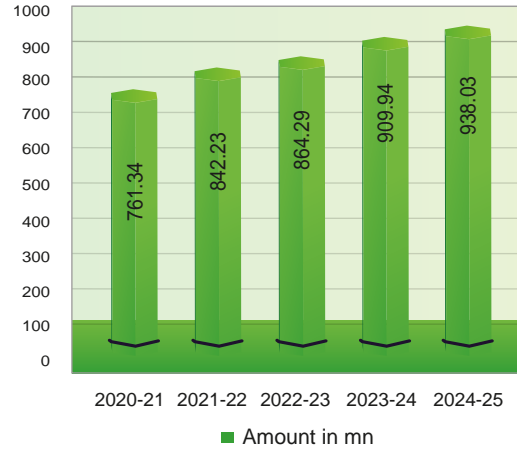
Particulars	FY(2024-2025) Taka	FY(2023-2024) Taka	FY(2022-2023) Taka	FY(2021-2022) Taka	FY(2020-2021) Taka
Revenue	1,666,019,957	1,675,261,668	951,257,587	1,041,738,613	577,284,037
Gross Profit	227,438,688	217,985,703	171,021,025	241,580,420	158,301,176
Profit from Operation	170,108,719	160,198,564	115,297,982	190,411,087	131,402,042
Profit/(Loss) before Tax	58,222,676	73,584,150	51,288,423	132,966,283	76,199,611
Net Profit after Tax	46,415,447	58,756,154	39,679,725	112,388,626	644,20,654
Property, Plant & Equipment	768,231,811	805,603,565	820,926,163	776,977,286	742,041,940
Current Assets:	1,138,962,001	1,008,871,737	821,725,433	776,199,333	674,073,167
Share Capital	655,200,000	655,200,000	655,200,000	630,000,000	63,000,000
Retained Earnings	282,832,542	254,745,224	209,093,070	212,236,545	131,347,919
Current Liabilities	884,403,993	793,023,559	681,525,120	679,836,083	576,539,337
Net cash flows from operating activities	97,372,611	51,084,778	104,847,810	150,461,119	104,542,870
Net cash flows from investing activities	(23,910,700)	(5,854,221)	(17,001,397)	(144,808,581)	(36,323,113)
Net cash flows from financing activities	(48,263,499)	(27,562,723)	(103,240,201)	18,018,382	(53,952,428)
Net Asset Value (NPV) per share	14.32	13.89	13.19	13.37	12.08
Earnings Per Share (EPS)	0.71	0.90	0.61	1.78	1.02
Net Operating Cash Flow Per Share	1.49	0.78	1.60	2.39	1.66
Current Ration	1.29	1.27	1.19	1.14	1.17
Quick ration	0.67	0.77	0.73	0.67	0.53
Time Interest Earned Ratio (Times)	1.54	1.91	1.81	3.37	3.16
Debt to Equity Ratio	0.94	0.88	0.84	0.89	0.85
Account Receivable Turnover Ratio (Times)	5.9	6.31	4.31	6.29	5.51
Inventory Turnover Ratio (Times)	3.05	4.09	2.45	2.31	1.07
Assets Turnover Ratio (Times)	0.85	0.91	0.54	0.63	0.38
Gross Margin Ratio	13.65%	13.01%	17.98%	23.19%	27.42%
Operating Income Ratio	10.21%	9.56%	12.12%	18.28%	22.76%
Net Income Ratio	2.79%	3.51%	4.17%	10.79%	11.16%
Return on Assets Ratio	2.36%	2.26%	2.26%	6.82%	4.25%
Return on Equity Ratio	5.02%	6.62%	4.65%	14.02%	8.77%
Debt to Total Assets Ratios	0.44	0.42	0.41	0.43	0.42
Net Operating Cash Flow Per Share	1.49	0.78	1.60	2.39	1.66
Net Operating Cash Flow Per Share to EPS Ratio	2.1	0.87	2.64	1.34	1.63

GRAPHICAL PRESENTATION

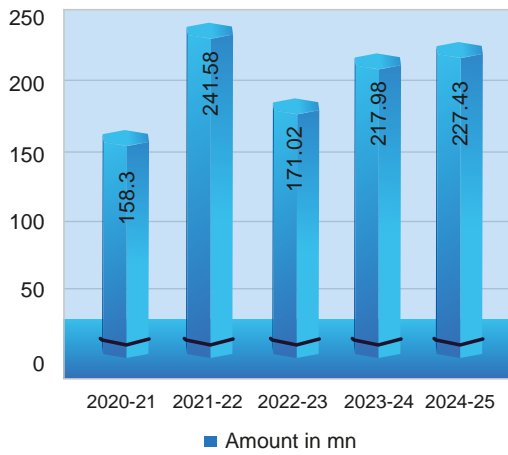
Revenue



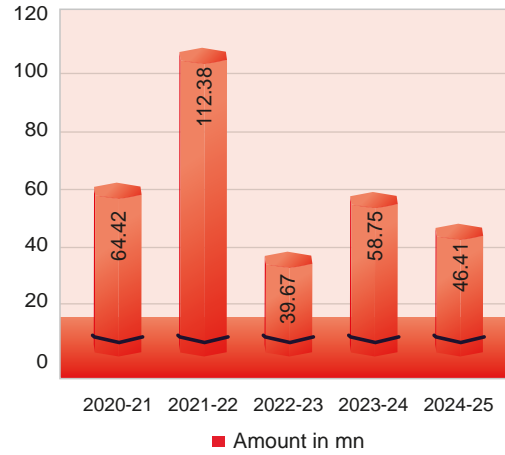
Shareholder's Equity



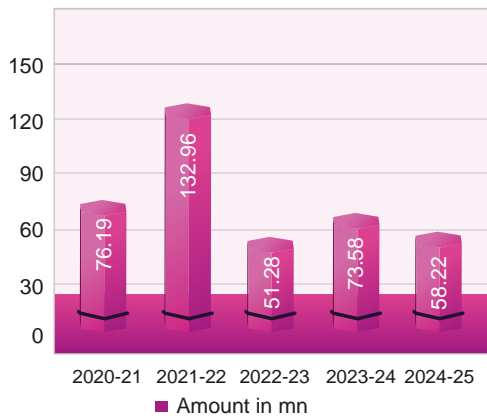
Gross Profit



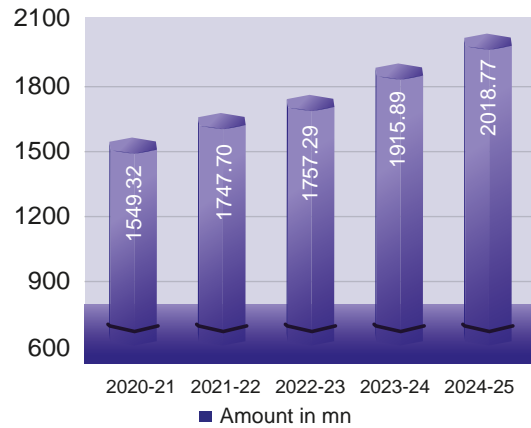
Profit after Tax

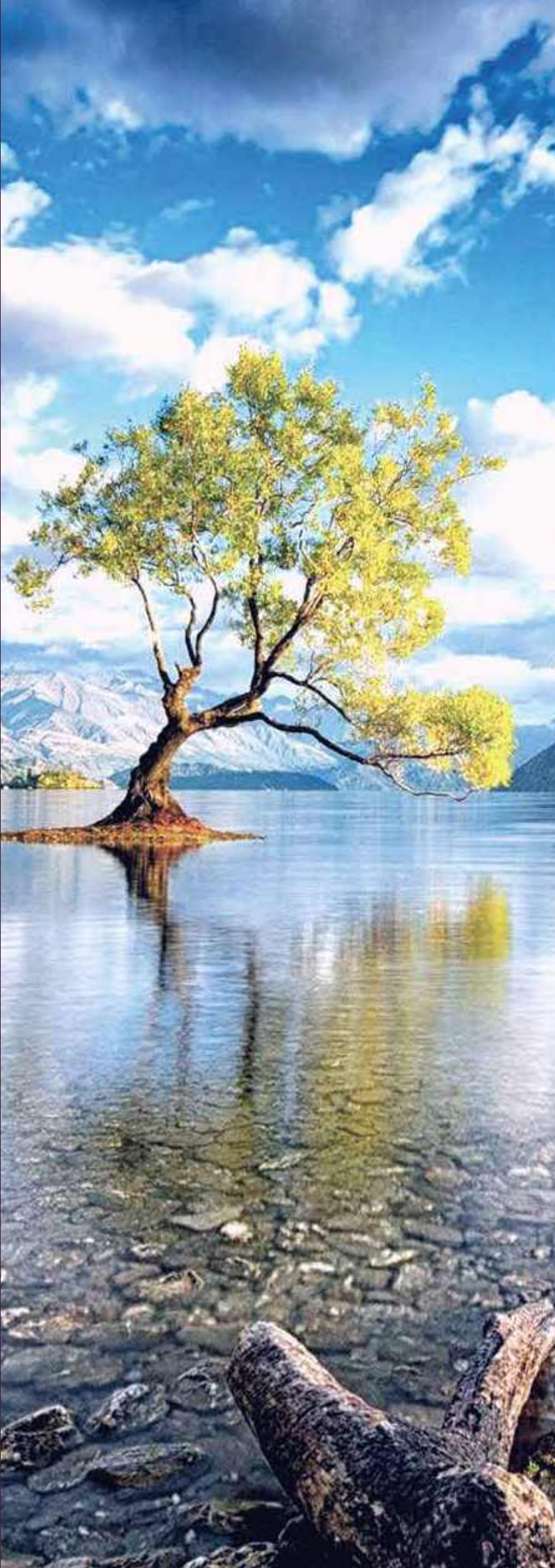


Profit before Tax



Total Assets





CREATING SUSTAINABLE VALUE

We are committed to conducting our business responsibly, so that our people are safe and well supported. Our goal is for sustainability to be part of every decision we make. We believe that non-financial performance is connected to long term value creation and that this is best effected when sustainability is embedded throughout our business. Our commitment to sustainable development is underpinned by our management approach. Our sustainability strategy supports the Company's defined purpose of 'Creating Sustainable Value through opportunity'.

Health Safety and Well-being

The safety, health and wellbeing of our people are integral to our success. We strive to create a positive work place culture in which everyone actively contributes and carries out their work in a manner what does not threaten the safety and health of themselves or others. We actively encourage our people to speak up and report work hazards and unsafe practices.

Our objectives are to:

- Take a holistic approach to health and wellbeing which extends beyond activities we control,
- Strive for continuous improvement in health and safety performance, and
- Foster a culture of compliance, where our people uphold the Coppertech Values.

We actively promote a healthy lifestyle and mental well-being. To achieve this, we have a number of initiatives focused on the health and well-being of our workforce. A key focus of Coppertech's health and well-being in FY2025 was to minimize the impacts of COVID-19 on our workforce. We continued to monitor the effects of the COVID-19 global pandemic and developed appropriate protocols, in line with the formal guidance of health authorities, to limit the risk to our people and impacts on our operations. Key measures implemented during the year included; boosting workforce social distancing measures, sanitization of workplaces, practice no mask no entry; emphasizing cleanliness, temperature screening, and forcing leave if any close one identified positive.

Creating Sustainable Value continued...

Fair Employment Practices

We thrive in an inclusive culture where differences in our employees are valued as it brings the ability to share new ideas and ways of working, different skills, and ultimately the joint capability to realise the Company's full potential. We are committed to fair and equal treatment of all employees and all people who seek employment at Coppertech, including equal opportunities for development and advancement. The Company instituted Service Rules that do not tolerate any form of discrimination or harassment based on gender, race, disability, nationality, religion or age.

We Value Our Behaviours underpinned by the following taglines;

Honesty

- Act with integrity in all your dealings
- Be open to feedback and viewpoints
- Speak up, be authentic and talk straight
- Ensure that we do as we say

Respect

- Empower and trust each other
- Value diversity and act inclusively
- Use real words so we communicate effectively
- Respect the reputation we've earned

Collaboration

- Put the company first and work for the shared purpose

- Collaborate within and across teams
- Be open to new information, ideas and approaches
- Invest the time and effort to build strength in your relationships
- Engage with and value team members
- Be curious - ask questions, challenge, explore and think together

Accountability

- Own our tasks, successes and our mistakes - and learn to improve
- Be dependable in delivering in your role/s
- Take responsibility for your priorities, choices, actions and behaviours

Performance

- Excel in planning and execution to drive safety and profitability
- Bring energy and resilience to your work
- Deliver on our shared goals
- Be agile and adaptable when circumstances change
- Get clear on our performance targets

We live Our Values committed to acting respectfully and with integrity across all stakeholders. Our diverse and inclusive culture contributes to our successes and enables a sense of belonging and pride. We deliver on our commitments and responsibilities together. Our fit for purpose approach drives excellence, ownership, productivity, growth and development. We are committed to achieving sustainable and profitable operations.



SUSTAINABLE APPROACH

Our People

We uphold the highest ethical standards in personal and professional conduct at all levels of our organization. This entails always attempting to conduct our business in an ethical, fair, and honest manner. We expect our staff and partners to uphold these high behavioral standards. We strive to create a courteous and ethical atmosphere not only in our own workplaces, but in all aspects of our organization.

Environment

Our business myth emphasizes limiting environmental damage. Coppertech's operations are carried out in accordance with the industry's highest standards and with environmental sensitivity. Following and adhering to the nation's environmental regulations is essential for us. The long-term potential presented by our operations excite us notably.

Community Relations

We acknowledge that the way we operate has the potential to have a major social and economic impact. Therefore, Coppertech considers community

engagement and support as essential stakeholders in our business operations. By doing this, we support the economic well-being and quality of life in the places where we operate, both directly and indirectly.

Health and Safety

The health and well-being of our workers, contractors, partners, and any other people impacted by our business activities is critical to the Company. We shall always provide safe working conditions for all employees by continually assessing and removing workplace hazards.

Human Rights

We promote respect for all individuals, and the dignity and rights of our employees, neighbors, partners, suppliers, and contractors are important to our operations. We are an equal-opportunity employer and will never discriminate on the basis of gender or ethnicity. Furthermore, we seek to create a working atmosphere in which everyone has equal access to promotion based purely on their credentials, experience, and skill set.

LETTER OF TRANSMITTAL

January 7, 2026

To
The Members
Bangladesh Securities and Exchange Commission
Registrar of Joint Stock Companies & Firms
Dhaka Stock Exchange Ltd.
Chittagong Stock Exchange Ltd.
Central Depository Bangladesh Limited
Auditors, Bankers and other stakeholders

Annual Report for the year ended June 30, 2025

Dear Sir(s),

We are pleased to enclose a copy of the Annual Report 2025 of Coppertech Industries Ltd. containing Directors' Report, Auditors' Report along with Audited Financial Statements which includes Statement of Financial Position as at June 30, 2025, Statement of Profit or Loss and other Comprehensive Income, Changes in Equity and Cash Flows for the year ended June 30, 2025 along with notes thereon for your kind record.

Sincerely,



SK Miraj Ali
Company Secretary

NOTICE OF THE 13TH ANNUAL GENERAL MEETING

NOTICE is hereby given to all Shareholders of Coppertech Industries Ltd. that the 13th Annual General Meeting of the Company will be held on Thursday, January 29, 2026 at 10.00 a.m. through a Hybrid System in combination of digital platform (<https://coppertech13vagm.hisoftcloud.com/users/login>) and Physical presence at Horitola, Shahpur Bazar, Madhabpur, Hobiganj (at factory premises) to transact the following business.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2025 together with the Reports of the Directors and the Auditors thereon.
2. To declare dividend for the year ended June 30, 2025 as recommended by the Board of Directors of the Company.
3. To re-elect the retiring Directors.
4. To appoint an Independent Director.
5. To re-appoint T. Hussain & Co., Chartered Accountants as Statutory Auditors of the Company and fix their remuneration.
6. To re-appoint M. Mohashin & Co., Chartered Secretaries as BSEC's Corporate Governance Code Compliance Auditor and fix their remuneration.



SK. Miraj Ali
Company Secretary

Dhaka, January 07, 2026

Notes:

1. Members whose names appeared on the Depository Register as on the "Record Date" i.e. December 04, 2025 are eligible to attend the Annual General Meeting (AGM) and receive the dividend.
2. A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote in his/her stead. A copy of the "Proxy Form", duly filled and stamped is required to email address at info@coppertechbd.com not later than 48 hours before the AGM.
3. According to the Bangladesh Securities & Exchange Commission's Notification No. BSEC/CMRRC-D/2016-158/208/Admin/81 dated June 20, 2018, the Company will send the Annual Report 2025 in soft-copy format to the e-mail of the shareholders available in their Beneficial Owners (BO) accounts maintained with the CDBL.
4. In case of non-receipt of the Annual Report 2025 of the Company sent through email, Members may download the same from the 'Investors Relations' section of the Company's website: www.coppertechbd.com
5. The login process along with the joining link of the 13th AGM will be available at the 'Investors Relations' section of the company's website, Members are requested to check the login details. Members may also send an email to info@coppertechbd.com for queries or assistance to join the AGM.

BOARD & COMMITTEES

Board of Directors

Sl. No.	Name	Designation
1	Rashida Abbas	Chairperson
2	Abbasi Adam Ali	Managing Director
3	Zulfikar Ali	Director
4	Shoeb Adam Ali	Director
5	Mustafa Shoeb	Director
6	Md. Anamul Haque	Independent Director
7	Sultan Mahabubul Haque	Independent Director

Sk. Miraj Ali
Company Secretary

Audit Committee

Sl. No.	Name	Designation
1	Md. Anamul Haque	Chairman
2	Sultan Mahabubul Haque	Member
3	Mustafa Shoeb	Member

Nomination & Remuneration Committee

Sl. No.	Name	Designation
1	Sultan Mahabubul Haque	Chairman
2	Mr. Anamul Haque	Member
3	Mustafa Shoeb	Member

Sk. Miraj Ali
Secretary to the Committees

BOARD OF DIRECTORS



Rashida Abbas
Chairperson

Rashida Abbas is The Chairperson of Coppertech Industries Ltd. with over 15 (Fifteen) years of working experience in heavy metal industries. Before establishing CTIL, she worked as a director of Steeltech Industries Ltd. Rashida Abbas has core expertise on business analytics and business strategies. She has excellent organizational skills, analytical and problem solving skills, an understanding of complex information and requirements and good prioritization skills and be flexible enough to adapt plans. She is also an expert in analyzing market share, profit performance with converse a clear, strategic sales vision. Mrs. Rashida Abbas also provides strategic directions in order to strengthen the capacity of the organization for continuous growth. She is involving various social and charitable organizations for improving the living standard of under privileged population in our society.



Abbasi Adam Ali
Managing Director

Abbasi Adam Ali is the Managing Director of Coppertech Industries Limited. He has several years of working experience in the Engineering Industry of Bangladesh. He is a committed businessman in Bangladesh with an established track record of leading and creating large sustainable organizations. Before starting his career, he had completed Bachelor of Commerce. After completing his studies, Mr. Abbasi joined his father's trading business and later, went on to start several supplies businesses in both local and foreign projects. However, he has expertise in metal industry as he had worked for "Steeltech Industries Limited", the most successful steel business company in Bangladesh, for long time. He was the part of the management Board of Steeltech Industries Limited, who was responsible for its business expansion and growth. He has an entrepreneurial mind set with a good marketing network and better insight into the Copper industry of Bangladesh. He has travelled to several countries across the globe for exploring better business opportunities.



Zulfikar Ali
Director

Zulfikar Ali was born to be an entrepreneur whom we see from his past successful working experience. He started business with the name of "Ezzy Enterprise" as a small retailer and supplier of automobile spare parts in 1984 in the port city of Chittagong, It's now a renowned business house of the country with the diversified involvement in different growing sectors providing one stop solution in communication, security intelligence, drilling, manufacturing, supplies, home office automations and fire solutions. Mr. Zulfikar Ali was involve in various renowned project of Bangladesh government such as supply contract of Jamuna Multipurpose Bridge project done by Hyundai in 1996, supply contract of Bakhrabad Gas Transmission Pipeline Project done by McConnell Dowell in 1997, completed the contract of supplying Dual band UHF Receiver & Surveillance Equipment, Programmed Substance Detector & X- Ray equipment to Rapid Action Battalion (RAB) successfully in 2006, supply contract of Biometric Solution and Lamination in the project of National Voter ID card project in 2007 and launching of WATCHMAN- Digital Police Protection System (DPSS) with the partnership of Dhaka Metropolitan Police in 2011.



Shoeb Adam Ali
Director

Shoeb Adam Ali is a successful entrepreneur with over 40 years of experienced in his own organizations Safina Enterprise and other small medium organization with a veteran specialized in sourcing, product development and distribution. After completing his academic education Adam Ali has entrepreneurial drive with business-management skills to transform aims into revenue. He is an expert in developing marketing strategy, performance analysis; drive the sales team to fulfill sales targets. Adam Ali is very efficient in identifying and analyzing business opportunities, business processes, and operational efficiency to formulate strategic decision making. He has extensive experience in developing business and client relationships both in a local and international context. He is willing to enrich the overall industry and thus contribute towards development of good organizational practice.



Md. Anamul Haque
Independent Director

Md. Anamul Haque is the Chief Financial Officer of Aamra Networks Limited (ATL) besides overseeing the Group's financial activities and operations as Group CFO . He joined aamra companies in 2012, during his 13 years with the aamra companies, Mr. Haque helped grow the group's value and was closely supervised Initial Public Offering which resulted in ANL becoming a publicly-traded company. Specializing in fast-growing, listed companies, Mr. Haque has a proven track record in change management, integration, mergers, project financing, and project development.

Mr. Haque was previously at Keya Group where he served for more than 13 years. Before left the Keya Group he was the General Manager-Finance & Accounts. After completing graduation, he joined K.M.Hassan & Co., in 1996 and completed the Chartered Accountancy Course. He also completed Chartered Accountancy Intermediate from the Institute of Chartered Accountants of Bangladesh.

Mr. Haque has over 26 years of extensive experience in finance & accounts having worked in a large group of companies. He is an experienced executive with financial and strategic focus, financial services and commercial background and driving corporate transformation programs. His key responsibilities include all aspects of the Group's financing, financial performance, and stakeholder reporting; board accountability for internal audit, tax and strategic development; leading the executive relationship with the external auditor; and leadership of the Group Finance & Accounts and other corporate functions.

Mr. Haque joined Coppertech Industries Ltd. as an Independent Director in March 2024. He is also Chairman of the Audit Committee of Coppertech Industries Ltd.



Mustafa Shoeb
Director

Mustafa Shoeb has a couple of years' experience in business development, sales and marketing, business operations and market expansion in multinational and local organizations in Bangladesh. He did his graduation from a reputed Private University of Bangladesh. Shoeb has start-up expertise and having merchandizing business entrepreneurial drive with business-management skills to transform aims into revenue generation. Shoeb is also an expert in supply chain management especially import management and inventory management. He is an expert in training and coaching both general and sales team members. He also provides strategic directions in order to strengthen the capacity of the organization for continuous growth.



Sultan Mahabubul Haque
Independent Director

A dynamic HR professional and organizational transformation specialist with 19 years of experience in diversified industries, including Apparel Manufacturing, Financial Industry, Telecom Sector, Media & Communication, Non-profit organization, and MFS (Mobile Financial Services).

Mr. Sultan Mahbubul Haque has started his exciting career with the country's largest telecom operator, Grameenphone. Departing as an HR Manager, he entered the financial and mobile financial sector where he worked in bKash, The City Bank and Prime Bank as Assistant Vice President in HR. His praiseworthy leadership has taken him to lead the corporate HR of Bengal Group and Bengal Foundation as the Deputy Director & Head of HR in the year 2015. Later, he joined Meghna Bank as Vice President & Head of Human Resources Division as a member of the Bank's Core Management Committee.

Further, Mr. Sultan decided to utilize his expertise in the apparel manufacturing sector, which made him take the steering as Head of HR in country's one of the top garment exporters of world renowned brands, named Fakir Fashion Limited.

Then, Mr. Sultan has been awarded a much bigger role as the Group HR Head at Babylon Group, a prestigious name in the apparel sector for the last 36 years. He has driven change at Babylon by building a capable generation to sail the ship, with around 20 SBUs.

Currently, he is the HR Head at Square Textiles Division, leading the HR transformation and strategic initiatives. Square Textiles is a major, vertically integrated textile manufacturer in Bangladesh, part of the larger Square Group, established in 1997, producing high-quality cotton, organic, blended yarns, and denim for weaving and knitting, known for modern technology, skilled workforce, and serving both local and international market

In his academic life, Mr. Sultan graduated from the University of Dhaka and did his Bachelor's in Management Studies. He did his Master's degree in Human Resource Management from the Institute of Business Administration (IBA, Dhaka University) under the Executive Program. He has been awarded as PGDHR by the Association of Business Practitioners, UK.

Mr. Sultan joined Coppertech Industries Ltd. as an Independent Director in May 2022. He is also Chairman of the Nomination and Remuneration Committee of Coppertech Industries Ltd.

SENIOR MANAGEMENT



Muhammed Mizanur Rahman
Chief Financial Officer

Muhammed Mizanur Rahman joined Coppertech Industries Limited in March 2023 as CFO. Mr. Rahman has over 20 years of extensive experience in corporate finance, restructuring, supply chain, Tax & Vat and operations management. Commencing his career at Opex & Sinha Textile Group in 2005, he has held diverse roles in many renowned groups like Runner Group, Scholastic, Concord Group & Akij Group. In 2018, he assumed the position of Chief Financial Officer at R.N. Spinning Mills Ltd. Mr. Rahman obtained his Master's in Accounting. He has also completed CMA (Inter) from the Institute of Cost and Management Accountants of Bangladesh (ICMAB).



Major Mohammad Asif Iqbal (Retd)
Chief Operating Officer

Major Mohammad Asif Iqbal (Retd) is working as the Chief Operating Officer of Coppertech Industries Limited. He looks after the Operations and HR & Administration of the Industry. He retired as a Major of the Bangladesh Army after serving 21 years and joined Coppertech in 2014. He has attained comprehensive and in-depth knowledge of copper products and their use in our country. His hard work has helped us to build an efficient, knowledge-based, and honest workgroup which is the main strength in the production line of Coppertech. Several times he visited abroad to develop his skills and learn about new types of machinery for the improvement of productivity. Besides this, he visited many countries for training and government duties while in military service.



Sk. Miraj Ali
Company Secretary

Sk. Miraj Ali started with Coppertech in 2012. Mr. Miraj has over 17 year of experience in finance, accounts, Commercial, VAT and Tax in renowned companies. During his long tenure at Coppertech he has successfully in various roles, i.e. Executive, Senior Executive, Assistant Manager, Deputy Manager and Sr. Manager. During the 12 years with the company Miraj helped grow the company's value and was closely supervised initial public offering which resulted in Coppertech becoming a Publicly-traded company. Miraj is popular for his casual and approachable personality, that is helped him build a wide network of acquaintances, friend and well-wisher in the business community. Miraj completed his Master of Business Administration major in Finance. Before Joining in the Coppertech, he worked in Steeltech Industries Ltd. and Leads Corporation Limited.



Md. Shamsur Rahman
Head of Procurement

Md. Shamsur Rahman is the Assistant General Manager, Procurement in Coppertech Industries Ltd. He is a skilled Procurement head with over 21 year experience in the industry and he has 10 year experience as the head of procurement in Steeltech Industries Limited. He is a qualified Procurement, who has gained varied managerial experience throughout his career. He has adopted flexibility approach to management style. He did his graduation from Shaheed Suhrawardi College, Dhaka. He has an excellent background in providing service for large corporations that encounter detailed and ever fluctuating purchasing needs. He is extremely detail oriented with a positive upbeat personality. He is an ambitious procurement professional who creates strategic alliances with organization leaders effectively align with and support key business in initiatives. He is contributing to this company with his skills in order to strengthen the growth of the company.



Md. Ashraf Siddiqi
Head of Sales

Md Ashraf Siddiqi has more than 20 years of working experience with leading companies at home & abroad. He completed an MSS (Political Science) from Jagannth University. Before to joining Coppertech, he worked at Paradise Group, BRB Group, SQ Wire & Cables Ltd., Meghna Star Cables & Electrical Application Ltd., and Jamuna Fan & Cables Ltd. Since joining he worked hard to improve Sales management, Receivables management, Documentation and Workplace discipline. Within a few months of his joining, receivables collection geared up and helped order processing a lot. Sales activities are more organized following proper documentation and work scheduling.



Abdullah Al Faruq
Head of Supply Chain

Abdullah Al Faruq has completed his post-graduation in Finance & Accounts. After that, he received his MBA degree in International Business from Dhaka University. He has 16 years of experience in the field of Supply Chain Management, who can seamlessly shift gears to help to lead the company's project procurement sourcing and product development. He was born in a respectable Muslim family in Mymensingh. After completion of his academic career, he started his professional career in Steeltech Industries Ltd as an Executive in the commercial and supply chain department in 2008. He also works for an international company and a renowned large group of companies as a supply chain manager. Through his inborn leadership and immense knowledge, Coppertech Industries Limited has dramatically improved in supply chain management by utilizing limited resources economically and efficiently resulting in cost minimization at minimum inventory level. He introduced JIT (just in time) system in Coppertech Industries Limited of which directly impacts cost minimization. He received training from the International Chamber of Commerce (ICC) on "Incoterms and LC operation" and received training on "Supply Chain Management" from different renowned organizations.

CHAIRPERSON'S MESSAGE

Dear Shareholders,

Assalamualikum.

On behalf of Coppertech Industries Limited, it is my utmost pleasure to welcome you to the 13th Annual General Meeting and take this opportunity to present to you the Annual Report of Coppertech Industries Limited for the financial year ended 30 June 2025, explaining our value creation for the year under review, leveraging our collective strength as a team, quality manufacturing capabilities, and the deep understanding of market needs, that enabled us to navigate the challenges and deliver consistent value to our stakeholders. Our unwavering drive to maintain operational and financial metrics would be impossible without focusing on consistent revenue generation. Our strategic efforts to reduce expenses for sustained profitability and resilient performance not only protected the company's long-term viability but also proved effective in the face of pricing volatility, a dire business situation, growing input costs, and persistent geographical uncertainty.

Bangladesh's economy was already under pressure on a number of fronts, including growing inflation, a budget deficit and balance of payments deficit, diminishing foreign exchange reserves, a declining currency, a contraction in remittances, growing income inequality, and an imbalance between supply and demand in the energy sector. Significant economic and governance issues that persisted as a result of previous leadership decisions continued to undermine investor confidence. As a result, the interim government, which was sworn in for radical reforms in July and August amid a student-led revolution, found itself in an increasingly dire situation. Due to stagnating private investment, input import limitations, and rising energy prices, the expansion of industrial output has slowed. Bangladesh's business environment was difficult due to political unpredictability, bureaucratic obstacles, declining law and order, and regulatory inefficiencies.

Our nation's people have long been known for their tenacity in the face of these difficulties, and current economic metrics show this fortitude. Due to an increase in exports and remittances, the nation's current account deficit significantly shrank. The country is at a pivotal point as it is ready to graduate as an LDC and looks to improve its trade and investment environment. A multifaceted approach emphasizing trade diversification, digital transformation, investment facilitation, and regulatory efficiency is necessary to promote long-term economic resilience.

FY 2024-25 was a study in resilience and dynamism, shaped by the push and pull of uncertainty and the powerful force of adaptive leadership. We witnessed, in vivid form, the breadth, depth, and scale of our

businesses, reflected in the sheer simultaneity of strategic moves. Last year, we reached sales of more than BDT 1.67 billion for the first time in our 12th year of operation, and maintaining this level of revenue was extremely tough given the challenging business environment. However, Alhamdulillah, we were once again able to generate BDT 1.66 billion in revenue this year. It is extremely wonderful to see the organization move toward a more sustainable future. This success in a variety of market situations was fueled by the benefits of our product portfolio's diversity, the agility provided by our organizational style, and, most crucially, the talent within our organizations.

Sustainability is embedded throughout our strategy. We understand the importance of operating in a safe and sustainable manner, for the benefit of our people, local communities, and other stakeholders. Through developments in areas such as safety, creating a balanced workforce, DE carbonization and responsible water sourcing, we aim to build a strong and positive culture that drives improvements across our operations. Sustainability will remain central to our future growth and expansion efforts, as we surge towards value accretion for our stakeholders, while further augmenting our market position in the highly competitive external environment.

We understand our responsibility in society, which includes providing the industry with the copper products it needs, interacting with the local communities in where we operate, developing livelihoods, jobs, and skills, generating income for our shareholders, and being a responsible environmental steward. We have effectively implemented our business strategy and achieved record safety performance at our operations in 2024–2025 by cultivating a positive culture and preserving safe working environments. We are pleased to once again have delivered a fatality-free year, as well as a record low injury frequency rate, an achievement that required continuous effort and oversight to ensure best practices throughout our operations. This is all underpinned by our five strategic pillars that are at the core of everything we do: safety and sustainability, people and culture, competitiveness, innovation and growth.

Our corporate governance framework, built on a system of well-defined rules and practices, is fundamental to aligning our operations with stakeholder interests and promoting ethical, financially sustainable business practices. We have established a robust governance structure that embeds transparency, accountability, and integrity across every level of the organization. We believe this strong foundation not only drives responsible

decision-making but also fosters lasting relationships with stakeholders that are built on trust and mutual respect. In line with this commitment, we adhere to all relevant regulatory and compliance standards. We continue to focus on embracing sustainability, integrating sustainable principles within our operations and extending their impact beyond our organizational boundaries. We believe this approach will enable us to make meaningful contributions to both the environment and the communities we serve.

It was a defining year where our inherent resilience helped us navigate a challenging business environment. Geopolitical tensions, now more durable than episodic, compounded market uncertainty. A more fragmented world economy, shaped by competing spheres of influence and rising trade friction, added further complexity. Navigating such a landscape requires more than just experience – it calls for purpose, performance, and perseverance. Coppertech has exemplified all three for over the decades.

The Interim Government's first budget brought assistance to the public while maintaining economic discipline. Increased foreign inflows from worker remittances and the conversion of export revenues boosted reserves and allowed for further relaxation of import restrictions. The adoption of green alternatives, the application of smart technology, and a relentless focus on skill development across the value chain are shaping the future of the copper products business. The Company's continued efforts to optimize working capital will result in lower finance charges and less reliance on an inclining interest rate environment, hence increasing margins and overall profitability. The Company's systematic approach to better working capital management, productivity

enhancements, and cost-cutting initiatives will result in margin growth across all sectors.

The company is implementing a new operating model to improve responsiveness, sharpen strategic focus, and better align with our long-term goals in order to further facilitate strategy execution. In a changing business climate, this endeavor will improve organizational agility, decentralize decision-making, and put the company in a better position to seize new growth opportunities.

We are confident in our capacity of sustaining and increase growth in the foreseeable future by leveraging on our stellar performance this year. In closing, I would like to express my sincere gratitude to the Board of Directors for their unflinching support and firm direction in guiding the company through a difficult and complex environment. My heartfelt gratitude also goes out to the Managing Director, whose strategic execution and creative leadership have been essential in bringing the company into line with changing industry trends. I also want to express my gratitude to our talented management team and staff, whose honesty, dedication, and relentless work have been crucial in generating value for our stakeholders. Lastly, I want to sincerely thank our devoted clients and investors, whose unwavering faith in our abilities fortifies our alliances and motivates us to surpass expectations in the years to come.

A handwritten signature in black ink, appearing to read 'Rashida', with a horizontal line underneath.

Rashida Abbas
Chairperson

MANAGING DIRECTOR'S MESSAGE

Dear Shareholders,

Assalamualikum.

Despite operating in the most challenging conditions, which brought several challenges that affected the entire country's industrial sector, I am delighted to say that the year still served to display our capabilities. In terms of market share, product quality, quantity of products, and process development, our combined ingenuity and unwavering pursuit of efficiency and sustainability enabled us to maintain our position as the industry leader in the production of fully integrated copper products. The business faced a severe macroeconomic challenge that had persisted since the end of the prior year. The economy faced considerable hurdles, including moderate investment, high inflation, and financial sector risks. External sector challenges appear to have eased with a strong increase in remittance inflows and exports boosting the current account balance in FY25. The newly formed Interim Government effectively stabilized the economy and controlled inflation, which was reduced to single digits by the fourth quarter. Prices of necessary commodities fell towards the end of the year, owing to a robust local harvest, government efforts such as lowering or removing taxes on imported vital products, and more market surveillance. These steps brought much-needed relief to low- and middle-income families.

S&P 9 claims that the rating reflects increased institutional and economic vulnerabilities, made worse by governance shortcomings in several Shariah-based banks that had experienced management and liquidity crises. Bangladesh's banking sector, which was once the cornerstone of the country's economic growth, is about to become its weakness. Mounting classified loans, capital shortages, and liquidity issues in the five Shariah banks have prompted the Bangladesh Bank to urge a merger to ensure financial stability. Social Islami Bank PLC, the company's primary bank, was also designated as a problem bank, and an administrator from Bangladesh Bank was assigned. Due to the bank's liquidity problem, it was challenging to extend credit facilities and open LCs, which forced us to secure costly capital to maintain production at the factory. This has led to a substantial increase in financing costs. Nonetheless, the full-year price of copper increased by 8% to \$4.15/lb in 2025 due to growing supply-side constraints and a slow expansion of copper demand from various industries. Due to a limited supply of physical copper and financial market players looking to purchase physical copper to offset short positions, copper prices momentarily reached an all-time high in May 2025.

Despite changing geopolitical conditions, we once again demonstrated our leadership in FY25 with

robust revenue performance. For the second year in a row, Coppertech was able to generate more than Tk. 1.5 billion in revenue. The company's turnover in FY 25 was Tk. 1.66 billion, a minor .55% drop from the same period the previous year. Meanwhile, the company's gross profit reached Tk. 227.43 million, up 4.34%. Tk. 170.10 million, operating profits demonstrated an improvement in efficiency. Operating profit grew by 6% over the previous year despite a minor decline in revenue. However, the increased financial expenses were the primary cause of the 4% decline in bottom-line profitability. Building on a year of solid performance, we are now focused on laying the foundation for the next phase of growth. Our core businesses continue their strong performance, generating strong cash flows and improving the balance sheet creating the headroom for sustained investment in strategic growth initiatives. Our long-standing relationships with customers and other business partners will continue to be a key driver of our success. We will therefore continue to nurture these relationships to create greater value and impact across our operations.

Reflecting on our performance during the fiscal year under review, we highlighted important operational areas that require particular attention and action in the next year. Margin management, working capital optimization, and the development of new structures and processes for overhead cost control have emerged as operational goals to improve operating profitability and cash flow management, which will support our growth plans. To achieve our goals of faster development and strategic transformation, we are committed to producing long-term value for all stakeholders. As a key enabler of this journey, we focused on optimizing value chains throughout the company. Information flow mechanisms have been streamlined, allowing for more flexible decision-making and a better customer focus across the company, ultimately leading to an improved customer experience.

The perseverance and success of the company were largely attributed to the dedication and skills of our employees during these challenging times. We remained steadfast in our pursuit of profitability throughout the year. We are setting ourselves up for long-term success and sustainable growth by proactively resolving immediate issues and coordinating our long-term plans with changing market conditions. We implemented a number of short-term strategies to boost cost-effectiveness and fill capacity with new clients. As part of our Operational Excellence Journey, these include optimizing capacity utilization and cost reduction that prioritize cost savings and

productivity gains. We are dedicated to achieving operational excellence and are always looking for ways to cut costs and boost productivity.

I want to reaffirm our dedication to upholding the company's policies, which place a high value on moral and legal behavior. Corruption, bribery, harassment, and discrimination in any job-related context are not tolerated, and we work hard to uphold a respectful and trusting workplace culture. This guarantees that our stakeholders' interests are safeguarded and that the business can generate long-term value for sustained success. Additionally, we are still dedicated to investing in the future, with an emphasis on improving capacities, upgrading staff, and giving their physical and mental health top priority. In order to enable our staff to adapt and take advantage of new opportunities, we strive to offer training and development opportunities.

At the heart of Coppertech's culture is our proven capacity to design and manufacture multidimensional copper wire for cabling solutions, including energy, industrial, and communication sectors. Hence, the Company continues to uphold its quality excellence, implementing necessary quality management measures and ISO 9001, and BUET certifications to ensure that only premium products enter the market, ensuring that our products meet international standards, providing reliable and efficient solutions for diverse industry requirements.

Bangladesh has doubled its 2025 green finance target for banks and financial institutions to Tk. 67,820 crore, up from Tk. 30,653 crore in 2024, as part of its shift to green financing. In the same vein, the sustainable finance goal for 2025 has been set at Tk. 5,42,563 crore, which is 18% more than the Tk. 4,59,483 crore was attained in the previous year. Bangladesh has 1,559 MW of renewable energy capacity, with solar

accounting for 1,265 MW (81%), hydro (230 MW), and wind (63 MW). The solar market is expected to increase at a CAGR of 38.6% from 2025 to 2030, reaching 3.9 GW. Additionally, multinational corporations are establishing their production facilities in Bangladesh. For example, Honor plans to establish a manufacturing facility in Bangladesh next year. Bangladesh is also prepared to install a 5G data network. The need for copper will be generated by all of these industries.

Finally, I would like to express my sincere gratitude for the enthusiasm and commitment of the Coppertech team. We have been able to accomplish our objectives and maintain our resilience thanks to your dedication to excellence and unflinching will to face new obstacles with optimism. I am honored and proud to be in charge of such a brilliant and enthusiastic team. In addition, I would like to take this chance to thank the Board for their unwavering support and direction during yet another challenging year. Additionally, I want to express my gratitude to our clients for their ongoing support. We are dedicated to giving you the best products and services and are honored to serve you. I would like to express my heartfelt gratitude to our shareholders for their commitment in our company despite the current national challenges. We appreciate your trust in us, and we are committed to delivering long-term, sustainable value. I am enthusiastic about our company's future and believe that we will continue to achieve amazing accomplishments together.



Abbasi Adam Ali
Managing Director



MANAGEMENT'S DISCUSSION AND ANALYSIS

On behalf of the Management, It is indeed a great privilege for me to present you the discussion and analysis for the year ended June 30, 2025.

The Management and Analysis has been prepared in compliance with the Code no. 5 (XXV) of BSEC's Corporate Governance Code.

World Economy

The global economy in FY 2024-25 has seen a mix of cautious optimism and a continued uncertainty. The sharp increase in tariffs and the ensuing uncertainty is contributing to a broad-based growth slowdown and deteriorating prospects in most of the world's economies. Subdued global growth prospects are unlikely to improve materially without policy actions to address increasing trade restrictions, geopolitical tensions, heightened uncertainty, and limited fiscal space. Global financial conditions have been tighter this year, on average, relative to late 2024, principally reflecting trade policy uncertainty. Most U.S. trading partners now face tariff increases ranging from 10 to 50 percent.

In the first quarter of 2025, global trade growth jumped to 4.5 percent as firms built up inventories in anticipation of higher tariffs. Growth eased to 3.5 percent in May and a sharper slowdown is expected over the remainder of the year. A similar trend was apparent with services trade, where growth slowed to 5 percent year-on-year in the first quarter of 2025 about half the pace seen in 2023 and 2024. Early signs suggest the uncertain international trade environment is beginning to dampen investment. Amid trade tensions and policy unpredictability, many firms have adopted a "wait-and-see" approach, postponing or scaling back capital expenditures. In the second quarter of 2025, private investment

stagnated in the United States, while gross fixed capital formation contracted in both France and Germany. Prolonged weakness would likely constrain productivity growth and erode the global economy's long-term potential.

The global disinflationary trend continues, though with notable cross-country divergence. In most other developed economies, including much of Europe, inflation has eased to around 2 percent, supported by lower energy prices, moderating wage growth and currency appreciation. In developing economies, inflation is generally declining, with sharp reductions in several Asian countries, where rates have fallen below targets. In China, price pressures remain subdued, with consumer prices unchanged from a year ago in July. However, inflationary pressures persist in parts of Africa, Western Asia, and Latin America due to domestic cost factors, climate-related disruptions, and currency volatility.

Product specific tariffs display a similar pattern: by August 2025, the United States had imposed tariffs under Section 232 of the Trade Expansion Act of 1962 on aluminum, copper, steel, automobile and automobile parts. Ongoing section 232 investigations for potential future tariffs (on timber and lumber, semiconductors and semiconductor manufacturing equipment, pharmaceuticals, trucks, processed critical minerals, commercial aircraft, polysilicon, unmanned aircraft systems and wind turbines) add to the uncertainty.

Global supply chains are grappling with unprecedented challenges due to escalating geopolitical tensions and the intensifying impacts of climate change. Trade conflicts, particularly between major economies, have led to significant disruptions,

with new tariffs and protectionist policies forcing companies to diversify their supplier bases and rethink their manufacturing strategies. Regional conflicts, such as the crisis in the Red Sea, have resulted in a 67% decrease in container ship transits compared to the previous year, causing vessels to reroute and increasing transit times and costs. On the other hand, a weakening dollar helps dollar-denominated exports while rising import prices.

In future, the convergence of geopolitical instability and climate change is expected to continue posing significant risks to global supply chains. Businesses that proactively adapt by enhancing flexibility, investing in technology, and prioritizing sustainability will be better positioned to navigate the complexities of the global trade environment.

Bangladesh Economy

Bangladesh's economy showed signs of recovery in the latter part of FY25, with real GDP growth declining only slightly to 4.0 percent in FY25 from 4.2 percent in FY24, despite a FY25 first-quarter slump due to the student-led mass uprising. This was driven by subdued investment, high interest rates, and elevated input costs. Real GDP growth picked up in the second half of FY25, following a deceleration in the first half. Pressures in the external sector have eased, with the current account balance returning to a surplus for the first time in eight years. This improvement in external balance has been underpinned by a substantial increase in remittance inflows, resilient export performance, and budgetary support from development partners. Consequently, foreign exchange reserves which have been on a declining trajectory in recent years have now stabilized. The exchange rate has also remained steady, notwithstanding the adoption of a more flexible exchange rate regime in May 2025. Furthermore, inflationary pressures have moderated in recent months.

Private sector credit growth fell to a 22-year low, and capital goods imports dropped significantly. Inflation, although recently showing signs of easing, stayed elevated throughout FY25. However, exports, especially ready-made garments (RMGs), provided a notable boost to GDP growth. Exports benefited from favorable base effects following a sharp contraction in the previous year, a depreciation of the taka that improved price competitiveness, and resilient external demand despite episodes of domestic political unrest. RMG exports increased by 8.9 percent, while non-RMG exports also strengthened, led by leather and leather products (10.3 percent), plastic products (15.9 percent), agricultural products (2.6 percent), and footwear (25.2 percent). Despite these gains, the share of non-RMG exports in total exports remained relatively unchanged, underscoring the limited progress in export diversification. On the supply side, industrial growth improved slightly but remained below historical averages, while construction activity declined sharply. Agriculture began to recover in later quarters following early setbacks caused by flooding,

and services growth was limited by slowdowns in trade, transport, and real estate.

Substantial remittance inflows and sustained export growth resulted in a current account surplus of US\$149 million in FY25 the first such surplus in eight years contrasting sharply with the US\$6.6 billion deficit in FY24. Remittances increased significantly by 26.8 percent year-on-year (y-o-y), and export earnings grew by 8.8 percent, driven by robust performances in RMG, leather, plastics, agriculture, and footwear. Import activity rebounded by 4.3 percent, primarily due to a pronounced rise in rice and intermediate goods imports, while imports of capital goods and machinery contracted, indicating subdued private and public investment. Significant budgetary support from development partners also supported the financial account. Net Foreign Direct Investment (FDI) grew 20.1 percent to US\$1.7 billion, though this remained just 0.4 percent of GDP. As a result, the overall balance of payments improved significantly, shifting from a US\$4.3 billion deficit in the previous year to a US\$3.4 billion surplus in FY25. This positive shift contributed to the stabilization of foreign exchange (FX) reserves. The exchange rate has remained broadly stable following the adoption of a more flexible, market-based regime in May 2025.

The investment climate has shown limited signs of improvement, as both private and public sector activities have remained subdued. Political uncertainty continues, and the law-and-order situation remains a concern, despite some progress since the first quarter of FY25. As a result, new job creation has stalled, leading to a rise in the unemployment rate. The financial sector remains vulnerable, characterized by elevated levels of NPLs and several banks requiring substantial liquidity support from the BB to sustain operations. Revenue collection has also remained weak. After the regime change in the summer of 2024, BB and scheduled banks started disclosing past mismanagement. To improve banks' balance sheet transparency, BB started aligning regulatory policies on NPLs, loan loss provisions, and governance with international standards, revealing previously under reported NPLs and significant under capitalization across the banking sector. Banking sector-wide NPLs reached 24.1 percent by March 2025, far above the average for South Asian banks (excluding Bangladesh's) of 7.9 percent.

Private consumption growth remained robust, despite elevated inflation, buoyed by record remittance inflows. This resilience was reflected in the 15.3 percent increase in imports of consumer goods in FY25, which turned positive after two consecutive years of contractions. Despite disruptions in industrial areas during the first half of FY25 and prevailing domestic and global uncertainties, export growth remained strong. The depreciation of the taka, sustained demand from major export markets, and a shift in garment orders to Bangladesh from some

of its competitors contributed to strong export growth. Though import growth turned positive, the trade deficit narrowed as export growth outpaced import growth.

Outlook

Real GDP growth is projected to rise to 4.8 percent in FY26, supported by moderating inflation that bolsters private consumption. Investment is expected to improve relative to FY25 but remain subdued, reflecting election-related political uncertainty and ongoing vulnerabilities in the banking sector. Export growth should stay robust despite global tariff uncertainty. From FY27, growth is expected to accelerate with investment rebounds. The current account balance is likely to revert to a deficit as imports normalize; nevertheless, the external balance should remain supportive of a gradual buildup of foreign exchange reserves. The fiscal deficit is anticipated to remain below 5 percent of GDP, underpinned by revenue gains from reform initiatives. However, downside risks have increased materially: further banking sector weakness, heightened political instability around the election, shortfalls in reform implementation, international trade disruptions from policy uncertainty, persistent inflation, and energy supply constraints could all weigh on the economic outlook.

World Copper

Copper supply remains constrained overall. But rather than being exceptionally tight globally, visible copper inventory is significantly dislocated and imbalanced.

The Copper Market size was valued at USD 3.32 billion in 2024, and the total Copper revenue is expected to grow at a CAGR of 4.21% from 2025 to 2032, reaching nearly USD 4.62 billion. The copper market has transitioned from a modest surplus in early 2024 to a significant deficit in 2025. Current estimates place the 2025 market deficit at approximately 500,000-700,000 tonnes, representing about 2-3% of global consumption. This deficit is expected to widen in the coming years as demand growth outpaces new supply additions. Industry analysts project cumulative deficits of 4-6 million tonnes over the 2025-2030 period, even assuming all announced projects proceed as planned. Copper prices have climbed to near-record levels in 2025, driven by a complex interplay of surging demand and significant supply disruptions. This essential industrial metal has seen price increases of nearly 40% since early 2024, with values hovering around \$5.00 per pound—close to the all-time high of \$5.11 reached in May 2024. Market experts point to this dramatic price movement as evidence of a fundamental shift in the copper market's dynamics.

The current market tightness is reflected in historically low warehouse inventories, with LME stocks covering just 3.2 days of global consumption well below the historical average of 10-14 days. Combined inventories across the LME, COMEX, and Shanghai exchanges represent less than 10 days of global demand, creating significant vulnerability to supply disruptions. Regional

imbalances have emerged, with particularly acute shortages in European markets where industrial users report difficulty securing physical material despite willingness to pay substantial premiums over exchange prices.

The current price trajectory reflects more than just typical commodity cycles. Unlike previous boom periods, today's copper market is experiencing structural changes driven by the global energy transition and persistent supply challenges. Industry analysts note that these factors create a "perfect storm" for higher prices that may persist well into the future.

Copper's unique properties make it irreplaceable in the global transition to clean energy. Its excellent electrical conductivity (second only to silver among common metals), corrosion resistance, and malleability have positioned copper as a critical material for decarbonization efforts worldwide.

As countries accelerate their climate commitments, copper demand has become increasingly decoupled from traditional economic cycles. Even during periods of slower economic growth, copper demand surges as renewable energy deployment, grid modernization, and vehicle electrification progress. This fundamental shift represents a significant departure from historical patterns where copper demand closely tracked industrial production and construction activity.

The global push toward renewable energy and electrification represents the single largest driver of copper demand growth. Wind turbines require approximately 2.5-6.4 tonnes of copper per megawatt, while solar photovoltaic systems need about 2.8-4.8 tonnes per megawatt. These requirements represent a dramatic increase compared to traditional power generation methods, which typically use 1-2 tonnes per megawatt.

The International Energy Agency estimates that achieving net-zero emissions by 2050 would require a fourfold increase in mineral demands for clean energy technologies by 2040, with copper being among the most critical materials. This acceleration in deployment creates sustained pressure on copper supplies that transcends typical market cycles.

Electric vehicles further intensify demand pressures, with each EV requiring 2-4 times more copper than conventional internal combustion engine vehicles. An average electric vehicle contains approximately 180 pounds of copper, compared to 40-50 pounds in traditional vehicles. As global copper supply trends evolve, this demand multiplier effect becomes increasingly significant for copper markets.

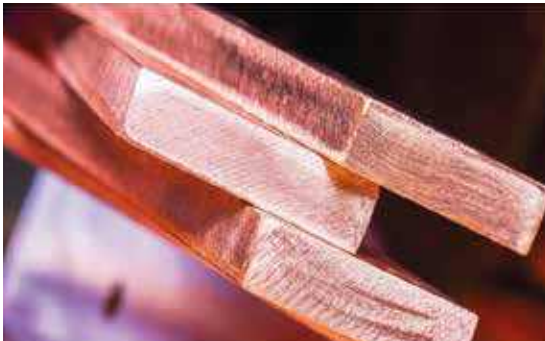
The infrastructure to support EVs adds another layer of demand. Charging stations require substantial copper content between 18-22 pounds for typical Level 2 chargers and up to 40 pounds for DC fast chargers. With millions of new charging points needed globally, this represents a significant new consumption source that didn't exist a decade ago.

Beyond renewable energy and EVs, copper faces

growing demand from several emerging technology sectors:

- **Data Centers and AI Infrastructure:** The expansion of artificial intelligence capabilities requires massive computing power. A typical hyperscale data center uses between 500,000 to 1,000,000 pounds of copper. The rapid growth in AI applications has accelerated data center construction globally.
- **5G Networks:** The rollout of next-generation telecommunications infrastructure uses significantly more copper than previous network generations. A standard 5G base station requires approximately 4 times more copper than a 4G installation due to higher power requirements and greater network density.
- **Smart Buildings:** Modern construction increasingly incorporates smart systems requiring extensive copper wiring for sensors and controls. A typical smart building uses 2-3 times more copper than conventional structures built a decade ago.
- **Industrial Automation:** Advanced manufacturing facilities with high levels of automation require substantially more copper for control systems, motors, and power distribution.

Copper Industry



As the global copper market faces challenges of supply shortfalls and potential demand destruction, Bangladesh finds itself at an interesting crossroads. While the world grapples with the substitution and thrifting of copper, our local market dynamics are equally complex, influenced by both global trends and domestic factors. The global copper market size has grown strongly in recent years. It will grow from \$105.6 billion in 2024 to \$114.09 billion in 2025 at a compound annual growth rate (CAGR) of 8%. The growth in the historic period can be attributed to the electrical and electronics industry, construction sector, industrial machinery manufacturing, automotive manufacturing, and infrastructure development. The copper market size is expected to see strong growth in the next few years. It will grow to \$166.46 billion in 2029 at a compound annual growth rate (CAGR) of 9.9%.

The market for copper and copper-manufactured products has been segmented extensively depending on various uses, which is indicative of

the crucial role copper plays in a variety of global sectors. Construction, electrical & electronics, transportation, industrial machinery & equipment, renewable energy, and consumer goods are all included in this categorization. The use of copper in the building industry is extensive and includes wiring, plumbing, roofing, and structural elements. It is essential for electrical and electronic applications, from wires and cables to connections and circuit boards, because to its exceptional conductivity and endurance. Copper is used in the transportation sector for electrical systems, radiators, and aeronautical parts due to its advantages in thermal conductivity and mechanical strength. Due to its wear resistance and thermal stability, the industrial machinery and equipment sectors use copper in the form of bearings, valves, pumps, and specialized tools. Copper plays a crucial role in solar panels and wind turbines, enabling efficient power generation as renewable energy gathers traction. Additionally, copper's malleability and appealing appearance make it appropriate for consumer goods like jewelry, cookware, and decorative items.

The market for copper and copper manufactured products worldwide displays a complex segmentation based on product types, which reflects the wide range of industries and applications that depend on this adaptable metal. Copper Cathodes & concentrates, copper semis, and copper alloys are the three main categories. The primary raw materials for procedures further down the production chain are copper cathodes and concentrates. These sections cover the mining, extraction, and refining processes that take place during the first phases of copper production. On the other hand, copper semis cover a wide range of intermediate goods, including rods, bars, sheets, and tubes. These semis act as the fundamental components of numerous end-use applications, including as industrial machinery, electrical systems, and construction.

Copper demand has exploded in recent years, with the metal needed for solar panels, wind turbines, electric-vehicle batteries, and consumer electronics. The metal is also used in military hardware, including aircraft, while there is growing demand linked to the boom in artificial intelligence and data centers. As Bangladesh powers through rapid urbanization, industrial expansion, and infrastructure megaprojects, three sectors are proving vital to this transformation: steel, ceramics, and cables-copper-intensive. Once modest and largely import-dependent, these industries have grown into dynamic drivers of national development.

As of mid-2025, the current copper price trend 2025 is marked by notable volatility. After surpassing \$10,000 per metric ton in late 2024, copper prices stabilized around the \$9,200 per metric ton mark still notably above historical averages. These peaks and subsequent stabilization were driven largely by supply disruptions in major producing countries like Chile and Peru, which together account for nearly 40% of global copper output.

Management's Discussion and Analysis continued...

- Price per metric ton: ~\$9,200 (mid-2025 average, per LME data)
- Late 2024 High: >\$10,000/ton triggered by South American supply shocks
- Volatility Range: \$8,700–\$10,300/ton over the past 12 months

The price of copper reached a record high, the industrial metal boosted by hopes of a truce in the US-China trade war. Copper hit \$11,143 a tonne on the London Metal Exchange, also on concerns about tight global supply as a major mine in Indonesia remains shut following a deadly mudslide in April.

Due to this price concern, import of copper cathodes, the primary raw material of copper products, in Bangladesh decreased notably in the number of shipments compared to the prior year. Bangladesh had 146 shipments of copper cathode between September 2024 and August 2025. On the other hand, copper waste and scrap imported only valued at \$ 3.74 million. One significant obstacle is the informal nature of the local scrap recycling industry, which lacks proper regulation and oversight. This informal sector often operates with poor safety standards and environmental practices, posing risks to human health and the environment. Moreover, the lack of awareness among scrap generators about the importance of proper segregation and recycling processes contributes to contamination and reduces the quality of recycled copper. Additionally, the absence of reliable data on scrap generation and recycling rates hampers market planning and development. Implementing regulations, promoting awareness campaigns, and investing in recycling infrastructure are essential steps to address these challenges and foster a more sustainable copper scrap market.

In Bangladesh, it has offset a slowdown in demand for construction, historically a major driver of copper demand. The Bangladesh Copper Wire Market has witnessed negative growth in recent years, due to subdued development across industries such as construction, electronics, telecommunications, and the power transmission sector. Housing slowdown drags down Tk. 6,500 crore electrical and electronic market. The housing market's contraction has severely impacted the electrical and electronic goods sector, which had successfully transitioned from being import-driven to largely reliant on local manufacturing. The slowdown in the country's housing sector, primarily triggered by new building restrictions, has caused demand for electrical and electronic fittings to plummet by up to 50%, delivering a sharp blow to a critical local manufacturing industry. Despite the industry-wide slump, some of the larger companies have managed to maintain stability through diversification. Rising production costs have, however, led to moderate price increases across the

board. The government of Bangladesh has implemented policies to encourage local production of copper wire, aiming for self-sufficiency in this critical material for various industries. Import tariffs and regulations are in place to protect local manufacturers and promote domestic production.

Industry outlook prospects in the country

However, the future looks promising. The government's plan to install underground cables in cities has spurred fresh investments. BRB and BBS have launched marine cable units, while Walton, Partex, and Alco Group are entering the market with export-quality ambitions. Unprecedented supply-demand dynamics, geopolitical events, and a global push towards renewable energy and sustainable practices have combined to create both opportunity and volatility in the copper market. The demand for copper is significantly driven by the increasing global focus on electrification and the energy transition, alongside advancements in technologies that rely heavily on its conductive properties. The wires segment is expected to dominate the market with a market share of 29.63% due to its expansion of renewable energy projects and the electrification of transportation systems, further amplifying the need for efficient copper wiring. In addition, rapid urbanization and infrastructure development in emerging economies contribute to this segment's growth. The global shift toward renewable energy sources such as wind, solar, and hydroelectric power is significantly boosting copper demand, as these systems require extensive copper wiring and components for efficient power generation and transmission. The Copper's superior electrical conductivity makes it an essential material in solar panel wiring, wind turbine generators, inverters, and energy storage systems. For instance, a single wind turbine can contain up to several tons of copper, while photovoltaic solar systems rely heavily on copper cabling for both current collection and grounding. As countries accelerate their efforts to reduce carbon emissions and achieve net zero targets, the deployment of renewable energy infrastructure is expected to surge, further driving copper consumption.

The government has formulated the Electric Vehicle Industry Development Policy 2025, outlining a time-bound action plan to identify and register electric vehicles (EVs) by June 2026 and 2030, with the aim of promoting domestic production and reducing carbon emissions from the transport sector. In 2022, the government announced duty cuts to encourage localization of petrol cars, prompting Hyundai, Mitsubishi, and Kia to establish local plants, which lowered prices and boosted sales of several models. Similarly, electric bikes, which save significant energy compared to petrol models, face about a 37% duty burden if imported directly. The government has reduced this to roughly 11% for locally made e-bikes.

As part of its goal to achieve a 30% electric vehicle market share by 2030, the government has also introduced significant incentives for lithium and graphene batteries used in green vehicles.

Bangladesh Auto Industries Limited has built a factory in Chattogram for complete EV manufacturing and has been awaiting supportive policy measures. Bangladesh has made significant progress in developing its industry, with major investments from local companies for both assembly and full-scale manufacturing. Bangladesh Auto Industries Limited is setting up the country's first comprehensive EV manufacturing plant in Mirsarai, Chattogram, while Palki Motors is focusing on commercial and delivery vehicles supported by local parts sourcing and battery-swapping networks. Atlas Bangladesh Ltd has entered the market through local assembly of electric bikes in partnership with a Chinese firm, and Bangladesh Lithium Battery Limited is establishing a factory to produce lithium batteries for EVs and other applications, strengthening the country's emerging EV ecosystem.

Bangladesh too has embarked on a transformative energy journey, also placing solar power at the core of its energy transition plans. The nation has set forth ambitious targets: achieving 15% of its energy needs from renewables by 2030, 40% by 2041, and a complete transition to 100% renewable energy by 2050. In 2025, renewables only made up 5.2% of the country's 31 GW installed capacity. Out of which solar covered 1,300 MW (covering roughly over 3 million households*) and made up for 80% of the renewable energy installed capacity. Signs of progress in the solar energy sector have already been visible. Bangladesh is struggling to boost renewable energy capacity amid the energy crisis and spiraling power tariffs. However, the Bangladesh government recently unveiled an ambitious plan to install new rooftop solar capacity of 3,000 megawatts (MW) by December 2025, after more than 15 years of lackluster growth in the sector. The decision came on the back of a new Renewable Energy Policy approved on 16 June 2025 to achieve 30% renewable energy by 2040.

The Volatility in copper prices continues to pose a significant restraint for the copper market, particularly when it comes to long-term investment planning. Sudden fluctuations driven by geopolitical tensions. This instability makes it difficult for producers and investors to forecast returns and secure financing for long-term projects, potentially slowing the expansion needed to meet rising demand from sectors such as electric vehicles, renewable energy, and data centers. Chile's state copper commission Cochilco, increased its forecast for copper prices for 2025 and 2026 to record highs amid weak production. Cochilco now sees average copper prices in 2025 of \$4.45 per pound and hiked its 2026 forecast to \$4.55 per pound, both from a prior view of \$4.30 per pound.

The forecasts are the highest copper price estimates ever projected by the copper commission, which also expects the price of the metal to remain on an upward trend at least until 2030 as supply lags demand. A more stable pricing environment is crucial to fostering the confidence required for sustained growth and supply chain resilience in the copper industry.

In addition, there will be intense competition because two Hong Kong-China-owned businesses, DJ Copper Co Ltd and GRX Technology (BD) Co Ltd, have agreed to invest a total of \$70.66 million in the Bepza Economic Zone (EZ) in Mirsharai. This represents a new wave of foreign investment in Bangladesh's light engineering and apparel-supporting industries. The Bangladesh Export Processing Zones Authority (Bepza) reports that DJ Copper will invest \$50.66 million to manufacture a variety of light engineering and copper-based products, including as copper wire, copper sheets, cable lines, zipper teeth, brass wire, and electronic accessories.

Operating and Financial Performance of the Company

Revenue for the financial year was BDT 1,666.01 mn, a decrease of over 0.55% on the prior year. The greatest portion, 83.71% percent of this revenue was derived through the sale of CCR, which usually has less profitability margin. In addition, revenue from the other mainstream products was affected due to the subdued demand it has contributed 16.29 percent of total revenue and declined 15.11% compared to the prior year.

The Company posted a Profit before Tax from continuing operations of BDT 58.22 mn during the year, as against BDT 73.58 mn recorded during the previous year, registering a decrease of 20.87%. The Profit after Tax from continuing operations during FY 2024-25 is BDT 46.41 mn as against BDT 58.75 mn in FY 2023-24, registering a decrease of around 21.00%.

During FY25, the gross profit is BDT 227.43 mn, which was BDT 217.98 mn during FY24, registering an increase of 4.34%. During FY25, COGS was BDT 1,438.58 mn and BDT 1457.27 mn in FY24. The company paid BDT 11.80 mn tax during the year under review, which was BDT 14.82 mn in FY24.

The financial results of the Company for the year 2025, with a comparison to 2024, are summarized below:

(BDT in million except per share data)

	2025	2024
Revenue	1,666.01	1,675.26
Gross profit	227.43	217.98
Operating profit	170.10	160.19
Profit before tax	58.22	73.58
Tax	118.07	148.27
Profit after tax	46.41	58.75
Earnings per Share (EPS)	0.71	0.90

Management's Discussion and Analysis continued...

Five years data

Key operating and financial data of preceding 5 (five) years of the Company are the part of this report and have been summarized on 08 page of this Annual Report.

Particulars	FY(2024-2025)	FY(2023-2024)	FY(2022-2023)	FY(2021-2022)	FY(2020-2021)
	Taka	Taka	Taka	Taka	Taka
Revenue	1,666,019,957	1,675,261,668	951,257,587	1,041,738,613	577,284,037
Gross Profit	227,438,688	217,985,703	171,021,025	241,580,420	158,301,176
Profit from Operation	170,108,719	160,198,564	115,297,982	190,411,087	131,402,042
Profit/(Loss) before Tax	58,222,676	73,584,150	51,288,423	132,966,283	76,199,611
Net Profit after Tax	46,415,447	58,756,154	39,679,725	112,388,626	644,20,654
Property, Plant & Equipment	768,231,811	805,603,565	820,926,163	776,977,286	742,041,940
Current Assets:	1,138,962,001	1,008,871,737	821,725,433	776,199,333	674,073,167
Share Capital	655,200,000	655,200,000	655,200,000	630,000,000	63,000,000
Retained Earnings	282,832,542	254,745,224	209,093,070	212,236,545	131,347,919
Current Liabilities	884,403,993	793,023,559	681,525,120	679,836,083	576,539,337
Net cash flows from operating activities	97,372,611	51,084,778	104,847,810	150,461,119	104,542,870
Net cash flows from investing activities	(23,910,700)	(5,854,221)	(17,001,397)	(144,808,581)	(36,323,113)
Net cash flows from financing activities	(48,263,499)	(27,562,723)	(103,240,201)	18,018,382	(53,952,428)
Net Asset Value (NPV) per share	14.32	13.89	13.19	13.37	12.08
Earnings Per Share (EPS)	0.71	0.90	0.61	1.78	1.02
Net Operating Cash Flow Per Share	1.49	0.78	1.60	2.39	1.66
Current Ration	1.29	1.27	1.19	1.14	1.17
Quick ration	0.67	0.77	0.73	0.67	0.53
Time Interest Earned Ratio (Times)	1.54	1.91	1.81	3.37	3.16
Debt to Equity Ratio	0.94	0.88	0.84	0.89	0.85
Account Receivable Turnover Ratio (Times)	5.9	6.31	4.31	6.29	5.51
Inventory Turnover Ratio (Times)	3.05	4.09	2.45	2.31	1.07
Assets Turnover Ratio (Times)	0.85	0.91	0.54	0.63	0.38
Gross Margin Ratio	13.65%	13.01%	17.98%	23.19%	27.42%
Operating Income Ratio	10.21%	9.56%	12.12%	18.28%	22.76%
Net Income Ratio	2.79%	3.51%	4.17%	10.79%	11.16%
Return on Assets Ratio	2.36%	2.26%	2.26%	6.82%	4.25%
Return on Equity Ratio	5.02%	6.62%	4.65%	14.02%	8.77%
Debt to Total Assets Ratios	0.44	0.42	0.41	0.43	0.42
Net Operating Cash Flow Per Share	1.49	0.78	1.60	2.39	1.66
Net Operating Cash Flow Per Share to EPS Ratio	2.1	0.87	2.64	1.34	1.63

Explanation of few ratios:

Current Ratio (Times): The current ratio greater than one indicates the ability of the company to remain solvent after adjustment of its debt at a time in the short term. Though the higher current ratio reflects the more capable of paying the obligations but on the other hand it indicates that it's not using its current assets efficiently, is not securing financing very well, or is not managing its working capital. However, the company has been maintaining consistency in managing working capital prudently for the last five years.

Debt to Equity Ratio (Times): The debt-to-equity (D/E) ratio compares a company's total liabilities to its shareholder equity and can be used to evaluate how much leverage a company is using. A low debt-to-equity ratio suits companies operating in volatile and unpredictable business environments as they cannot afford financial commitments that they cannot meet in case of sudden downturns in economic activity.

Accounts Receivable Turnover Ratio (ARTR): During the year ended 30 June 2025, the Accounts Receivable Turnover Ratio stood at 5.90, indicating an average collection period of approximately 61 days. While this reflects a relatively extended collection cycle, the ratio shows signs of stabilization compared to prior periods. Management has advised that measures are being implemented to strengthen credit control and improve receivables collection efficiency in future periods.

Operating Profit Ratio (OPR): For the year ended 30

June 2025, the Operating Profit Ratio stood at 10.21%, compared to 9.56% in the preceding year. The improvement in the current year indicates a favorable trend in operational performance, reflecting better utilization of resources and improved control over operating expenses. Although the ratio remains below the levels achieved in earlier years, the year-on-year increase demonstrates management's continued efforts to enhance operational efficiency amid prevailing business and economic challenges.

Net Profit Ratio (%): The Net Profit Ratio for the year ended 30 June 2025 was 2.79% (2024: 3.51%). The decrease reflects continued pressure on profitability compared to prior years. Management has indicated that measures are being undertaken to improve cost efficiency and enhance net margins in future periods.

Return on Equity Ratio (%): Return on equity is seen as a measure of a company's profitability and how effectively it makes earnings. The greater the ROE, the more effective a company's management is in creating income and growth from its equity financing. ROE should be no less than 10%.

Net Operating Cash Flow Per Share to EPS Ratio: Operating cash flows per share measures the value of the company's operations, it better reflects the company's long-term core operations. An investor can get an idea about how the company is allocating resources by observing the degree of difference between cash flows per share and earnings per share.

Comparison of Financial Performance in the peer industry scenario:

At the end of 2025

Particulars	BBS CABLES Taka	NAHEE ALUMINUM	ANWAR GALVANIZING Taka	BDTHAI Taka
Fixed assets	1,847,333,406	411,247,644	273,848,205	3,057,540,927
Current Assets	7,674,145,680	580,865,371	505,829,905	3,248,708,936
Share Capital	2,117,097,670	683,601,600	301,870,800	1,277,752,500
Retained Earnings	3,813,904,810	130,421,878	(260,244,158)	119,404,656
Current Liabilities	3,045,988,415	76,353,297	703,003,695	1,428,559,968
Revenue	2,104,754,920	347,616,560	612,323,038	180,719,184
Gross Profit	317,582,332	66,315,084	(52,600,485)	(19,295,036)
Profit from Operation	(310,255,788)	43,666,126	(106,165,778)	(256,262,036)
Profit/(Loss) before Tax	(988,777,520)	(489,604,370)	(363,762,461)	(253,312,221)
Net Profit after Tax	(856,590,708)	(490,517,700)	(371,884,790)	(257,146,479)
Net cash flows from operating activities	293,628,325	(37,195,869)	(107,540,965)	(168,926,541)
Net cash flows from investing activities	(34,726,278)	(68,285,385)	(4,684,393)	(18,933,717)
Net cash flows from financing activities	(505,639,218)	67,657,404	113,988,284	189,884,444
Net Asset Value (NPV) per share	28.01	11.91	1.38	28.60
Earnings Per Share (EPS)	(4.05)	(7.18)	(12.32)	(2.01)
Net Operating Cash Flow Per Share	1.39	(0.54)	(3.56)	(1.32)

Accounting Policies and Estimation for the preparation of Financial Statements

Coppertech Industries Limited followed International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) along with prevailing local rules and regulations applicable for preparation of financial statements. Detail description of accounting policies and estimation used for preparation of the financial statements are disclosed in the Notes to the Financial Statements.

Changes in Accounting Policies and Estimation

Coppertech has adopted consistent policies and estimation and thus, there is no such change in accounting policies or estimation which has a material impact on financial statements.

Risk and concerns

The Board of Directors are responsible for formulating risk policies, determining methods to measure and manage risk, setting commensurate risk limits and monitoring their performance. Risk management policies require establishing standard procedures to identify and analyze the main risks to which the Company is exposed and continually deploying and managing risk management systems designed to eliminate or reduce the probability that risks will arise and to limit their impact. The Company is exposed to credit risk, liquidity risk and market risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and other current assets. The management will establish a credit policy under which each new customer will analyze individually for creditworthiness. Therefore, credit limits will be established for each customer and will be reviewed on a regular basis. Any sales exceeding those limits will require approval from the management.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Market risk

Market risk is the risk that changes in market prices, e.g. foreign exchange rates and interest rates will impact on the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

SWOT analysis

Strength

- Only Company having stock exchange listing status and public ownership of all copper products manufacturer in Bangladesh
- Fully developed infrastructure facilities
- Fully integrated operations from raw copper cathode to finished metal
- Around 90 percentage purity from copper scrap recycling
- Skilled and experienced work force
- Established brand value

Weakness

- Higher working capital requirement
- High logistics cost
- Relatively smaller sized plants
- Limited value-added products
- Limited source for raw materials

Opportunity

- Scope for expansion of capacity
- Opportunity to explore new products and market
- Opportunity to penetrate ready market for copper products in neighboring countries due to large demand

Threat

- High volatility of LME price of copper
- Rising cost of inputs
- Continuous attrition of skilled manpower

Human Resource

Your Company acknowledges the commitment, competence, and dedication of its employees to all areas of business. The Company is committed to nurture, enhance, and retain best talent through investment in its people to upgrade their technical, domain and leadership capability. To retain leadership position, the Company continuously innovates and customizes its Human Resource (HR) strategy to meet changing employee need. The Company has taken the initiative for the safety of employees and implemented regular safety audit, imparted machine safety training, and wearing protective equipment's etc.

Strategy execution

We embraced a strategy to strengthen our relevance with clients and drive accelerated value creation. We continued to execute on this strategy and will generate significant outcomes. In the coming years, we will continue to execute our strategy along the same dimensions. We believe the investments we have made, and continue to make, in our strategy will enable us to advise and help our clients as they tackle these market conditions.

Exchange of Ideas

Every year the company arranges exchange of views and ideas sharing seminars with its customers in the various regions of the country. The objective of this seminar is to identify the limitations of the existing products, price competitiveness, on time delivery feedback, satisfaction with quality, explore new demands etc.

Compliant practice

When it comes to paying the exchequer, your organization always tries to ensure compliance. Being a law-abiding business, we make sure that VAT is paid all over transactions. At times, it grows challenging, and we lose our ability to compete on pricing because a lot of our peer companies don't adhere to the policies correctly. Nonetheless, we anticipate that the oversight provided by the government will contribute to balancing the playing field.

For and on behalf of the Board,

A handwritten signature in black ink, appearing to read 'Abbasi Adam Ali', written over a faint, illegible stamp or background.

Abbasi Adam Ali

Managing Director

DIRECTORS' REPORT

On behalf of the Board of Directors and Management, it is indeed a great privilege for me to welcome you to the 13th Annual General Meeting of the Company and the 7th meeting after listing. We are pleased to place herewith the Directors' Report and the Auditors' Report together with the Audited Financial Statements of the Company for the year ended June 30, 2025, for your valued consideration, adoption, and approval.

The Directors' Report has been prepared in compliance with Section 184 of the Companies Act 1994, BSEC's Notification of 2018, the Listing Regulations of Dhaka and Chittagong Stock Exchanges, and other applicable rules and regulations. Relevant disclosures and explanations relating to certain issues have been given by the Directors, which they consider important to ensure transparency and good governance practices.

Bangladesh Economy

Bangladesh's economy showed signs of recovery in the latter part of FY25, with real GDP growth declining only slightly to 4.0 percent in FY25 from 4.2 percent in FY24, despite a FY25 first-quarter slump due to the student-led mass uprising. This was driven by subdued investment, high interest rates, and elevated input costs. Real GDP growth picked up in the second half of FY25, following a deceleration in the first half. Pressures in the external sector have eased, with the current account balance returning to a surplus for the first time in eight years.

This improvement in external balance has been underpinned by a substantial increase in remittance inflows, resilient export performance, and budgetary support from development partners. Consequently, foreign exchange reserves which have been on a declining trajectory in recent years have now stabilized. The exchange rate has also remained steady, notwithstanding the adoption of a more flexible exchange rate regime in May 2025. Furthermore, inflationary pressures have moderated in recent months.

Private sector credit growth fell to a 22-year low, and capital goods imports dropped significantly. Inflation, although recently showing signs of easing, stayed elevated throughout FY25. However, exports, especially ready-made garments (RMGs), provided a notable boost to GDP growth. Exports benefited from favorable base effects following a sharp contraction in the previous year, a depreciation of the taka that improved price competitiveness, and resilient external demand despite episodes of domestic political unrest. RMG exports increased by 8.9 percent, while non-RMG exports also strengthened, led by leather and leather products (10.3 percent), plastic products (15.9 percent), agricultural products (2.6 percent), and footwear (25.2 percent). Despite these gains, the share of non-RMG exports in total exports remained relatively unchanged, underscoring the limited progress in export diversification. On the supply side, industrial

growth improved slightly but remained below historical averages, while construction activity declined sharply. Agriculture began to recover in later quarters following early setbacks caused by flooding, and services growth was limited by slowdowns in trade, transport, and real estate.

Substantial remittance inflows and sustained export growth resulted in a current account surplus of US\$149 million in FY25 the first such surplus in eight years contrasting sharply with the US\$6.6 billion deficit in FY24. Remittances increased significantly by 26.8 percent year-on-year (y-o-y), and export earnings grew by 8.8 percent, driven by robust performances in RMG, leather, plastics, agriculture, and footwear. Import activity rebounded by 4.3 percent, primarily due to a pronounced rise in rice and intermediate goods imports, while imports of capital goods and machinery contracted, indicating subdued private and public investment. Significant budgetary support from development partners also supported the financial account. Net Foreign Direct Investment (FDI) grew 20.1 percent to US\$1.7 billion, though this remained just 0.4 percent of GDP. As a result, the overall balance of payments improved significantly, shifting from a US\$4.3 billion deficit in the previous year to a US\$3.4 billion surplus in FY25. This positive shift contributed to the stabilization of foreign exchange (FX) reserves. The exchange rate has remained broadly stable following the adoption of a more flexible, market-based regime in May 2025.

The investment climate has shown limited signs of improvement, as both private and public sector activities have remained subdued. Political uncertainty continues, and the law-and-order situation remains a concern, despite some progress since the first quarter of FY25. As a result, new job creation has stalled, leading to a rise in the unemployment rate. The financial sector remains vulnerable, characterized by elevated levels of NPLs and several banks requiring substantial liquidity support from the BB to sustain operations. Revenue collection has also remained weak. After the regime change in the summer of 2024, BB and scheduled banks started disclosing past mismanagement. To improve banks' balance sheet transparency, BB started aligning regulatory policies on NPLs, loan loss provisions, and governance with international standards, revealing previously underreported NPLs and significant undercapitalization across the banking sector. Banking sector-wide NPLs reached 24.1 percent by March 2025, far above the average for South Asian banks (excluding Bangladesh's) of 7.9 percent.

Private consumption growth remained robust, despite elevated inflation, buoyed by record remit-

tance inflows. This resilience was reflected in the 15.3 percent increase in imports of consumer goods in FY25, which turned positive after two consecutive years of contractions. Despite disruptions in industrial areas during the first half of FY25 and prevailing domestic and global uncertainties, export growth remained strong. The depreciation of the taka, sustained demand from major export markets, and a shift in garment orders to Bangladesh from some of its competitors contributed to strong export growth. Though import growth turned positive, the trade deficit narrowed as export growth outpaced import growth.

Real GDP growth is projected to rise to 4.8 percent in FY26, supported by moderating inflation that bolsters private consumption. Investment is expected to improve relative to FY25 but remain subdued, reflecting election-related political uncertainty and ongoing vulnerabilities in the banking sector. Export growth should stay robust despite global tariff uncertainty. From FY27, growth is expected to accelerate with investment rebounds. The current account balance is likely to revert to a deficit as imports normalize; nevertheless, the external balance should remain supportive of a gradual buildup of foreign exchange reserves. The fiscal deficit is anticipated to remain below 5 percent of GDP, underpinned by revenue gains from reform initiatives. However, downside risks have increased materially: further banking sector weakness, heightened political instability around the election, shortfalls in reform implementation, international trade disruptions from policy uncertainty, persistent inflation, and energy supply constraints could all weigh on the economic outlook.

World Copper Market

Copper supply remains constrained overall. But rather than being exceptionally tight globally, visible copper inventory is significantly dislocated and imbalanced.

The Copper Market size was valued at USD 3.32 billion in 2024, and the total Copper revenue is expected to grow at a CAGR of 4.21% from 2025 to 2032, reaching nearly USD 4.62 billion. The copper market has transitioned from a modest surplus in early 2024 to a significant deficit in 2025. Current estimates place the 2025 market deficit at approximately 500,000-700,000 tonnes, representing about 2-3% of global consumption. This deficit is expected to widen in the coming years as demand growth outpaces new supply additions. Industry analysts project cumulative deficits of 4-6 million tonnes over the 2025-2030 period, even assuming all announced projects proceed as planned. Copper prices have climbed to near-record levels in 2025,

driven by a complex interplay of surging demand and significant supply disruptions. This essential industrial metal has seen price increases of nearly 40% since early 2024, with values hovering around \$5.00 per pound close to the all-time high of \$5.11 reached in May 2024. Market experts point to this dramatic price movement as evidence of a fundamental shift in the copper market's dynamics.

The current market tightness is reflected in historically low warehouse inventories, with LME stocks covering just 3.2 days of global consumption well below the historical average of 10-14 days. Combined inventories across the LME, COMEX, and Shanghai exchanges represent less than 10 days of global demand, creating significant vulnerability to supply disruptions. Regional imbalances have emerged, with particularly acute shortages in European markets where industrial users report difficulty securing physical material despite willingness to pay substantial premiums over exchange prices.

The current price trajectory reflects more than just typical commodity cycles. Unlike previous boom periods, today's copper market is experiencing structural changes driven by the global energy transition and persistent supply challenges. Industry analysts note that these factors create a "perfect storm" for higher prices that may persist well into the future.

Copper's unique properties make it irreplaceable in the global transition to clean energy. Its excellent electrical conductivity (second only to silver among common metals), corrosion resistance, and malleability have positioned copper as a critical material for decarbonization efforts worldwide.

As countries accelerate their climate commitments, copper demand has become increasingly decoupled from traditional economic cycles. Even during periods of slower economic growth, copper demand surges as renewable energy deployment, grid modernization, and vehicle electrification progress. This fundamental shift represents a significant departure from historical patterns where copper demand closely tracked industrial production and construction activity.

The global push toward renewable energy and electrification represents the single largest driver of copper demand growth. Wind turbines require approximately 2.5-6.4 tonnes of copper per megawatt, while solar photovoltaic systems need about 2.8-4.8 tonnes per megawatt. These requirements represent a dramatic increase compared to traditional power generation methods, which typically use 1-2 tonnes per megawatt.

The International Energy Agency estimates that achieving net-zero emissions by 2050 would require a fourfold increase in mineral demands for clean energy technologies by 2040, with copper being among the most critical materials. This acceleration in deployment creates sustained pressure on copper supplies that transcends typical market cycles.

Electric vehicles further intensify demand pressures, with each EV requiring 2-4 times more copper than conventional internal combustion engine vehicles. An average electric vehicle contains approximately 180 pounds of copper, compared to 40-50 pounds in traditional vehicles. As global copper supply trends evolve, this demand multiplier effect becomes increasingly significant for copper markets.

The infrastructure to support EVs adds another layer of demand. Charging stations require substantial copper content between 18-22 pounds for typical Level 2 chargers and up to 40 pounds for DC fast chargers. With millions of new charging points needed globally, this represents a significant new consumption source that didn't exist a decade ago.

Beyond renewable energy and EVs, copper faces growing demand from several emerging technology sectors:

- **Data Centers and AI Infrastructure:** The expansion of artificial intelligence capabilities requires massive computing power. A typical hyperscale data center uses between 500,000 to 1,000,000 pounds of copper. The rapid growth in AI applications has accelerated data center construction globally.
- **5G Networks:** The rollout of next-generation telecommunications infrastructure uses significantly more copper than previous network generations. A standard 5G base station requires approximately 4 times more copper than a 4G installation due to higher power requirements and greater network density.
- **Smart Buildings:** Modern construction increasingly incorporates smart systems requiring extensive copper wiring for sensors and controls. A typical smart building uses 2-3 times more copper than conventional structures built a decade ago.
- **Industrial Automation:** Advanced manufacturing facilities with high levels of automation require substantially more copper for control systems, motors, and power distribution.

Industry scenario, outlook, and prospects in the country

As the global copper market faces challenges of supply shortfalls and potential demand destruction,

Bangladesh finds itself at an interesting crossroads. While the world grapples with the substitution and thriving of copper, our local market dynamics are equally complex, influenced by both global trends and domestic factors. The global copper market size has grown strongly in recent years. It will grow from \$105.6 billion in 2024 to \$114.09 billion in 2025 at a compound annual growth rate (CAGR) of 8%. The growth in the historic period can be attributed to the electrical and electronics industry, the construction sector, industrial machinery manufacturing, automotive manufacturing, and infrastructure development. The copper market size is expected to see strong growth in the next few years. It will grow to \$166.46 billion in 2029 at a compound annual growth rate (CAGR) of 9.9%.

The market for copper and copper-manufactured products has been segmented extensively depending on various uses, which is indicative of the crucial role copper plays in a variety of global sectors. Construction, electrical & electronics, transportation, industrial machinery & equipment, renewable energy, and consumer goods are all included in this categorization. The use of copper in the building industry is extensive and includes wiring, plumbing, roofing, and structural elements. It is essential for electrical and electronic applications, from wires and cables to connections and circuit boards, because to its exceptional conductivity and endurance. Copper is used in the transportation sector for electrical systems, radiators, and aeronautical parts due to its advantages in thermal conductivity and mechanical strength. Due to its wear resistance and thermal stability, the industrial machinery and equipment sectors use copper in the form of bearings, valves, pumps, and specialized tools. Copper plays a crucial role in solar panels and wind turbines, enabling efficient power generation as renewable energy gathers traction. Additionally, copper's malleability and appealing appearance make it appropriate for consumer goods like jewelry, cookware, and decorative items.

The market for copper and copper-manufactured products worldwide displays a complex segmentation based on product types, which reflects the wide range of industries and applications that depend on this adaptable metal. Copper Cathodes & concentrates, copper semis, and copper alloys are the three main categories. The primary raw materials for procedures farther down the production chain are copper cathodes and concentrates. These sections cover the mining, extraction, and refining processes that take place during the first phases of copper production. On the other hand, copper semis cover a wide range of intermediate goods, including rods, bars, sheets, and tubes. These semis act as

the fundamental components of numerous end-use applications, including as industrial machinery, electrical systems, and construction.

Copper demand has exploded in recent years, with the metal needed for solar panels, wind turbines, electric-vehicle batteries and consumer electronics. The metal is used also in military hardware, including aircraft, while there is growing demand linked to the boom in artificial intelligence and data centers. As Bangladesh powers through rapid urbanization, industrial expansion, and infrastructure megaprojects, three sectors are proving vital to this transformation: steel, ceramics, and cables-copper-intensive. Once modest and largely import-dependent, these industries have grown into dynamic drivers of national development.

As of mid-2025, the current copper price trend 2025 is marked by notable volatility. After surpassing \$10,000 per metric ton in late 2024, copper prices stabilized around the \$9,200 per metric ton mark still notably above historical averages. These peaks and subsequent stabilization were driven largely by supply disruptions in major producing countries like Chile and Peru, which together account for nearly 40% of global copper output.

- Price per metric ton: ~\$9,200 (mid-2025 average, per LME data)
- Late 2024 High: >\$10,000/ton triggered by South American supply shocks
- Volatility Range: \$8,700 – \$10,300/ton over the past 12 months

The price of copper reached a record high, the industrial metal boosted by hopes of a truce in the US-China trade war. Copper hit \$11,143 a tonne on the London Metal Exchange, also on concerns about tight global supply as a major mine in Indonesia remains shut following a deadly mudslide in April.

Due to this price concern, import of copper cathodes, the primary raw material of copper products, in Bangladesh decreased notably in the number of shipments compared to the prior year. Bangladesh had 146 shipments of copper cathode between September 2024 and August 2025. On the other hand, copper waste and scrap imported only valued at \$ 3.74 million. One significant obstacle is the informal nature of the local scrap recycling industry, which lacks proper regulation and oversight. This informal sector often operates with poor safety standards and environmental practices, posing risks to human health and the environment. Moreover, the lack of awareness among scrap generators about the importance of proper segregation and recycling processes contributes to contami-

nation and reduces the quality of recycled copper. Additionally, the absence of reliable data on scrap generation and recycling rates hampers market planning and development. Implementing regulations, promoting awareness campaigns, and investing in recycling infrastructure are essential steps to address these challenges and foster a more sustainable copper scrap market.

In Bangladesh, it has offset a slowdown in demand towards construction, historically a major driver of copper demand. The Bangladesh Copper Wire Market has witnessed negative growth in recent years, due to subdued development across industries such as construction, electronics, telecommunications, and the power transmission sector. Housing slowdown drags down Tk. 6,500 crore electrical and electronic market. The housing market's contraction has severely impacted the electrical and electronic goods sector, which had successfully transitioned from being import-driven to largely reliant on local manufacturing. The slowdown in the country's housing sector, primarily triggered by new building restrictions, has caused demand for electrical and electronic fittings to plummet by up to 50%, delivering a sharp blow to a critical local manufacturing industry. Despite the industry-wide slump, some of the larger companies have managed to maintain stability through diversification. Rising production costs have, however, led to moderate price increases across the board. The government of Bangladesh has implemented policies to encourage local production of copper wire, aiming for self-sufficiency in this critical material for various industries. Import tariffs and regulations are in place to protect local manufacturers and promote domestic production.

Outlook

However, the future looks promising. The government's plan to install underground cables in cities has spurred fresh investments. BRB and BBS have launched marine cable units, while Walton, Partex, and Alco Group are entering the market with export-quality ambitions. Unprecedented supply-demand dynamics, geopolitical events, and a global push towards renewable energy and sustainable practices have combined to create both opportunity and volatility in the copper market. The demand for copper is significantly driven by the increasing global focus on electrification and the energy transition, alongside advancements in technologies that rely heavily on its conductive properties. The wires segment is expected to dominate the market with a market share of 29.63% due to its expansion of renewable energy projects and the electrification of transportation systems, further amplifying the need for efficient copper wiring. In addition, rapid urbanization and infrastructure development in emerging

economies contribute to this segment's growth. The global shift toward renewable energy sources such as wind, solar, and hydroelectric power is significantly boosting copper demand, as these systems require extensive copper wiring and components for efficient power generation and transmission. The Copper's superior electrical conductivity makes it an essential material in solar panel wiring, wind turbine generators, inverters, and energy storage systems. For instance, a single wind turbine can contain up to several tons of copper, while photovoltaic solar systems rely heavily on copper cabling for both current collection and grounding. As countries accelerate their efforts to reduce carbon emissions and achieve net-zero targets, the deployment of renewable energy infrastructure is expected to surge, further driving copper consumption.

The government has formulated the Electric Vehicle Industry Development Policy 2025, outlining a time-bound action plan to identify and register electric vehicles (EVs) by June 2026 and 2030, with the aim of promoting domestic production and reducing carbon emissions from the transport sector. In 2022, the government announced duty cuts to encourage localization of petrol cars, prompting Hyundai, Mitsubishi, and Kia to establish local plants, which lowered prices and boosted sales of several models. Similarly, electric bikes, which save significant energy compared to petrol models, face about a 37% duty burden if imported directly. The government has reduced this to roughly 11% for locally made e-bikes. As part of its goal to achieve a 30% electric vehicle market share by 2030, the government has also introduced significant incentives for lithium and graphene batteries used in green vehicles.

Bangladesh Auto Industries Limited has built a factory in Chattogram for complete EV manufacturing and has been awaiting supportive policy measures. Bangladesh has made significant progress in developing its industry, with major investments from local companies for both assembly and full-scale manufacturing. Bangladesh Auto Industries Limited is setting up the country's first comprehensive EV manufacturing plant in Mirsarai, Chattogram, while Palki Motors is focusing on commercial and delivery vehicles supported by local parts sourcing and battery-swapping networks. Atlas Bangladesh Ltd has entered the market through local assembly of electric bikes in partnership with a Chinese firm, and Bangladesh Lithium Battery Limited is establishing a factory to produce lithium batteries for EVs and other applications, strengthening the country's emerging EV ecosystem.

Bangladesh too has embarked on a transformative energy journey, also placing solar power at the core of its energy transition plans. The nation has set forth ambitious targets: achieving 15% of its energy needs from renewables by 2030, 40% by 2041, and a complete transition to 100% renewable energy by 2050. In 2025, renewables only made up 5.2% of the country's 31 GW installed capacity. Out of which solar covered 1,300 MW (covering roughly over 3 million households*) and made up for 80% of the renewable energy installed capacity. Signs of progress in the solar energy sector have already been visible. Bangladesh is struggling to boost renewable energy capacity amid the energy crisis and spiraling power tariffs. However, the Bangladesh government recently unveiled an ambitious plan to install new rooftop solar capacity of 3,000 megawatts (MW) by December 2025, after more than 15 years of lackluster growth in the sector. The decision came on the back of a new Renewable Energy Policy approved on 16 June 2025 to achieve 30% renewable energy by 2040.

The Volatility in copper prices continues to pose a significant restraint for the copper market, particularly when it comes to long-term investment planning. Sudden fluctuations driven by geopolitical tensions. This instability makes it difficult for producers and investors to forecast returns and secure financing for long-term projects, potentially slowing the expansion needed to meet rising demand from sectors such as electric vehicles, renewable energy, and data centers. Chile's state copper commission Cochilco, increased its forecast for copper prices for 2025 and 2026 to record highs amid weak production. Cochilco now sees average copper prices in 2025 of \$4.45 per pound and hiked its 2026 forecast to \$4.55 per pound, both from a prior view of \$4.30 per pound. The forecasts are the highest copper price estimates ever projected by the copper commission, which also expects the price of the metal to remain on an upward trend at least until 2030 as supply lags demand. A more stable pricing environment is crucial to fostering the confidence required for sustained growth and supply chain resilience in the copper industry.

In addition, there will be intense competition because two Hong Kong-China-owned businesses, DJ Copper Co Ltd and GRX Technology (BD) Co Ltd, have agreed to invest a total of \$70.66 million in the Bepza Economic Zone (EZ) in Mirsharai. This represents a new wave of foreign investment in Bangladesh's light engineering and apparel-supporting industries. The Bangladesh Export Processing Zones Authority (Bepza) reports that DJ Copper will invest \$50.66 million to manufacture a variety of light engineering and copper-based products,

including as copper wire, copper sheets, cable lines, zipper teeth, brass wire, and electronic accessories.

Capital Market Scenario

Bangladesh's stock market was the second worst performer among Asian frontier markets in the first half of 2025, with the benchmark index sliding and no new listing. Sri Lanka showed the best performance as its equity index had a 13.9 percent return, while Thailand is at the bottom of the ranking with its index losing more than 22 per cent.

Factors such as high interest rates, declining corporate profitability, ongoing economic and political uncertainties and the legacy of negative equity have diminished investor confidence in Bangladesh. Global aspects, notably US tariff imposition and India-Pakistan and Iran-Israel conflicts also impacted Bangladesh's market sentiment. A glimmer of hope ensued soon after the political changeover in August last year only to be doused as political uncertainties have loomed centering on the next national elections.

The DSEX, the benchmark free-float weighted market index, lost 378 points or 7.25 per cent to 4,838 by June 30, while the market cap shed 8.1 per cent during the time under review. The blue-chip DS30 index, a group of 30 prominent companies, also plunged by 124 points to 1,816 while the DSES Index, which represents Shariah-based companies, fell 108 points to 1,061. Average daily turnover of the prime bourse, which means the value of shares transacted in a day, tumbled to Tk 3.84 billion, a whopping 39 per cent decline year-on-year.

Following the implementation of the market-driven system, the currency market has shown stability and inflation is steadily declining, but interest rates are still high and the number of non-performing loans has skyrocketed. There hasn't been an IPO in the main market or SME market in the past year, which hasn't happened in decades, so stock investors in the down market haven't even had the opportunity to profit from IPOs.

The new commission is focused on bringing stability and discipline in the capital market, hence priority on bringing IPOs to the market has taken a back seat, the main problem of the stock market is that the market does not have enough investable equity. Along with ensuring transparency and accountability, companies with a good track record should be listed to restore investor confidence. Making the secondary market vibrant is one of the key tasks to create scope for new companies to raise funds through IPOs.

To address the issue of listing, the new commission has, nevertheless, established a committee and met

Directors' Report continued...

with significant domestic and international business entities. The stocks of both local and international companies that performed well were also affected by the general negative sentiment. In the six months leading up to June, the stock values of every multinational company declined, with the exception of Heidelberg Materials and Marico. Reckitt Benckiser is the biggest loser, with a 24% loss in market value.

At least ten institutions' financial scars were discovered, causing the major banking industry to lose 8.4% throughout that period. Following the political shift last year, the interim government compelled banks to demonstrate their actual financial condition, which caused non-performing loans in the banking industry to rise dramatically to a record Tk 4.20 trillion at the end of March this year, a 130 percent year-over-year increase. The Bangladesh Bank's control over troubled non-bank financial institutions has also been strengthened. A BB plan proposes the merger or liquidation of 20 non-bank financial firms.

In its May 2025 review, the international investment research firm Morgan Stanley Capital International (MSCI) did not make any recommendations for the Bangladeshi market. The market continues to receive "special treatment". As of May of this year, the FTSE Frontier Index included just 24 DSE companies.

Deterioration of nearly all shares with the main and SME boards of the exchanges during the fiscal year under consideration. The aggressive price dilution of most scripts throughout the year was not unique to Coppertech. By the end of June 30, 2025, the company's price had fallen 24.10% from Tk. 27.80 at the beginning of the year to its second-lowest point ever at Tk. 21.10. By the end of the year, Coppertech's market capitalization had similarly dropped from Tk. 1,821.45 mn to Tk. 1,382.47 mn.

Principal Activities

The principal activities of the company are to trade and manufacture copper products. Coppertech commenced operations in 2014 through the production of copper bar and pipe later in 2015 introduced copper rod and tube in 2016 copper wire in 2017 copper strip in late 2021, a new product line Continuous Casting and Rolling production line (CCR) has started commercial operation.

Continuous Casting Rod (CCR)

Coppertech began manufacturing Copper CCR in 2021 as a medium-scale installed production capacity. High quality Grade A LME Registered Copper Cathode is continuously cast and hot rolled (micro-processor controlled) to produce Copper Rod with a purity of at least 99.95%. Although Coppertech

began producing CCR in late 2021, it has quickly established itself as a reliable brand for 8mm rod. Coppertech offers continuous cast copper rods in 8, 11, 12, and 16 mm diameters.

All wire and cable businesses, including those that produce enameled copper wire, paper-coated flat wire, power cables, distribution cables, house wiring, and telephone cables, employ copper rod (CCR) as their primary raw material.

Net sales under CCR were BDT 1,394.64 million during the year, or 83.71% of total sales. respectively, which was previous year net sales under CCR were BDT 1,353.73 million, or 80.81% of total sales.

Copper Busbar

Busbars are robust conductors that function as electrical manifolds to distribute power from a single source to several users. Because of its good conductivity, strength, connectivity, ductility, and resistance to oxidation, copper is the most obvious material to specify for the manufacture of busbars. High-conductivity copper billets are hot extruded into a regular cross-section, followed by drawing down to the necessary finished size.

Coppertech is able to fabricate copper bus bars using the full range of domestic customary units and metric sizes. We carefully select our copper suppliers and work exclusively with suppliers' organizations to get quality copper at competitive rates. At Coppertech, we pride ourselves on quality material selection, timeliness, and our ability to continuously exceed the specifications & expectations of our customers. We focus on process technicalities and work with state-of-the-art equipment to provide efficient, quality bus bar fabrication. We manufacture high-quality copper bus bars that are used in electrical applications for various industries throughout the country. The benefits of our busbar include high electrical and thermal conductivity, high electrical relativity, high electrical modulus, long reliable service, and minimal maintenance costs.

We ended the year with net sales in busbar of BDT 145.91mn, 12.13% percent decreased compared to last year's sales of BDT 166.06 mn. Busbar is amongst Coppertech's mainstream products, which contributed 8.75 percent of total sales this year, which was 9.91 percent last year.

Copper Pipe and Tube

Copper pipes are commonly used in the construction industry for water supply lines and refrigerant lines in HVAC (heating, cooling, and air-conditioning) systems. Copper pipes can be manufactured as soft or rigid copper and offer excellent corrosion-resistance and reliable connections. Coppertech has in-house modern facility for manufacturing various

copper connecting pipes. We are experienced in producing of copper tube elements in numerous shapes and bending choices. We produce seamless tubes in copper and copper alloys for diverse requirements. Before delivery to the assembly line, leaks are tested & cleaned ultrasonically to ensure high-quality copper parts.

During the year, net sales under Copper Pipe and Tube were BDT 65.75mn and BDT 43.32mn, respectively, which were BDT 76.28 mn and BDT 63.86 mn last year. Compared to last year, Pipe sales decreased 65.75 percent, and on the other hand, tube sales decreased by 32.16 percent.

Operating and Financial Performance of the Company

Revenue for the financial year was BDT 1,666.01 mn, a decrease of over 0.55% on the prior year. The greatest portion, 83.71% percent of this revenue was derived through the sale of CCR, which usually has less profitability margin. In addition, revenue from the other mainstream products was affected due to the subdued demand it has contributed 16.29 percent of total revenue and declined 15.11% compared to the prior year.

The Company posted a Profit before Tax from continuing operations of BDT 58.22 mn during the year, as against BDT 73.58 mn recorded during the previous year, registering a decrease of 20.87%. The Profit after Tax from continuing operations during FY 2024-25 is BDT 46.41 mn as against BDT 58.75 mn in FY 2023-24, registering a decrease of around 21.00%.

During FY25, the gross profit is BDT 227.43 mn, which was BDT 217.98 mn during FY24, registering an increase of 4.34%. During FY25, COGS was BDT 1,438.58mn and BDT 1457.27mn in FY24. The company paid BDT 11.80 mn tax during the year under review, which was BDT 14.82 mn in FY24.

The financial results of the Company for the year 2025, with a comparison to 2024, are summarized below:

(BDT in million except per share data)	2025	2024
Revenue	1,666.01	1,675.26
Gross profit	227.43	217.98
Operating profit	170.10	160.19
Profit before tax	58.22	73.58
Tax	118.07	148.27
Profit after tax	46.41	58.75
Earnings per Share (EPS)	0.71	0.90

Significant deviation in operating results

Despite macroeconomic challenges throughout the year, we concentrate our efforts and investments on achieving the best possible results, diving deeper in

areas where we believe we have a competitive advantage, defocusing on others, and scaling up to establish leadership positions.

The company's primary source of revenue, the CCR business, was able to continue even with a very small profit margin and no appreciable effect on overall operating performance. The low demand for busbar, copper tube, and pipe goods necessitated a concentrated effort to maintain market share in the CCR product line in order to ensure adequate cash flows from operations and sustainability.

Significant variance between quarterly and annual results:

Throughout the year under examination, the company's sales were steady. Despite an increase in gross profit and operational profit, the company's net profitability growth was constrained, and earnings per share declined, since finance expenses rose significantly from the prior year.

Five years data

Key operating and financial data of the preceding 5 (five) years of the Company are part of this report and have been summarized on 8 page of this Annual Report.

Related party transaction

Compliant steps have been taken by the Board to avoid any conflict of interest that may arise in transacting with related parties as per the definition of IAS. A statement of related party transactions has been presented in note no. 35.01 on 142 page of the Annual Report.

Capital Expenditure

The Total Capital Expenditure on the acquisition of Property, plant, and equipment of the Company amounted to BDT 768.23 million. The detailed note on acquisition of Property, Plant and Equipment is given under note no 4 of the Financial statements in page no 133.

Material changes after Balance Sheet data (June 30, 2025)

There have been no material changes and commitments between the end of FY25 and the date of this report, affecting the financial position of the Company.

Management Discussion and Analysis:

A management discussion and analysis signed by the Managing Director regarding the company's operation and position along with a brief discussion of changes in the financial statements, has been attached in the page no 25.

Appropriations of profit

We focus on cash conversion as part of our wider focus on capital management and maintaining a prudent balance sheet. Working capital is a key

Directors' Report continued...

focus within the business in order that all capital is employed where it can best deliver returns for the business.

Taking into account the profit available for distribution after complying with the regulatory requirements, the Board recommended 2.15 percent cash dividend for the year ended June 30, 2025, for approval of Shareholders in the thirteenth Annual General Meeting. The Board proposed the following appropriations:

Amount in million BDT	
Net profit for the year 2024	46.41
Retained earnings at the beginning of 2025	254.74
Total profit available for appropriation	301.16
Proposed appropriation	
Proposed cash dividend	14.08
Retained earnings	282.83

Dividend

Although growth is our primary goal, we constantly assess our portfolio of businesses to ensure they remain aligned with our long-term goals. If an investment no longer fits our long-term growth strategy or is no longer on track to meet our high financial and operational performance standards, we consider other options. When deciding on a dividend, the board considered the dividend distribution policy as well as the goals for retaining cash to reinvest in the running operation.

The Board expressed concern that the trend of higher raw materials price and financial costs, which had impacted the net profitability of the company despite steady turnover, might persist in the coming years, so the Board decided to retain profitability with the objective of reinvesting profits in raw material purchases and meeting operating expenses by reducing dependency on bank financing.

The Company will be paying a 2.15% cash dividend for the year ended 2025. The Board of Directors, in its meeting held on 28 October 2025, recommended a "2.15%" cash dividend for the year 2025. As per Article 89, Schedule 1 of the Companies Act 1994, a dividend shall be declared out of profit, i.e., from the current year's profit and from previous years' retained profit. During the year ended, the company registered a profit of BDT 46.41mn.

The Board of Directors affirms that no bonus share or stock dividend has been or shall be declared as interim dividend.

Annual General Meeting

The Annual General Meeting is the biggest program for the Company in a year. All shareholders are encouraged to attend and/or participate in AGM to deliberately give their opinion regarding any facts of the company. Shareholders can attend in person or send a proxy as their representative. The notice of AGM and proxy form is also available for all shareholders in the official website.

The notice of the Thirteenth Annual General Meeting is given on page 14 of this Annual Report. A summary of the agenda is given below:

Ordinary Business:

- Adoption of Directors' Report, Auditors Report and Audited Financial Statements;
- Declaration of dividend;
- Re-appointment of retiring Directors;
- Appointment of Independent Director;
- Re-appointment of Statutory Auditors & Compliance auditor.

Special Business: Nil

Notice of the Annual General Meeting

Notice of the Thirteenth Annual General Meeting of the Company is given on page no14 of the Annual report.

Contribution to the National Exchequer

As a law-abiding and responsible company of Bangladesh, Coppertech is firmly committed to the state and society. Coppertech contributes to the national exchequer in the form of income tax & VAT. During the year 2024-25 company's contribution to the national exchequer is given below.

Particulars	(Figures in Million BDT)	
	Jul'24- June'25	Jul'23- June'24
Income Tax	57.94	79.34
Value Added Tax (VAT)	249.89	243.09
Total	307.83	322.43

Directors' statement pursuant to the disclosure and transparency

The Directors confirm that to the best of each director's knowledge and belief:

- the financial statements, prepared in accordance with IAS/IFRS, give a true and fair view of the assets, liabilities, financial position and results of the Company, and

- the management report contained in the operational and financial review includes a fair review of the development and performance of the business and the position of the company, together with a description of principal risks and uncertainties that may face.
- the internal control system is properly designed, implemented, and effectively monitored.

Directors' Responsibilities for Financial Statements

The Board is responsible for presenting a fair, balanced, and understandable assessment of the Company's position and prospects as part of good corporate governance, and to that end, the directors confirm to the best of their knowledge that-

- the Financial Statements, prepared by the Management of the Company, present fairly its state of affairs, the result of its operations, cash flows and changes in equity;
- proper books of account as required by the law have been maintained;
- appropriate accounting policies have been consistently applied in preparation of the Financial Statements and that the accounting estimates are based on reasonable and prudent judgments;
- the Financial Statements prepared in accordance with IAS//IFRS;
- the Financial Statements prepared on going concern basis;
- The minority shareholders have been protected from abusive action by or in the interest of controlling shareholders acting either directly or indirectly and have effective means of redress;

Directors' Responsibility to the Internal Control System

The Board of Directors are responsible to ensure that the system of internal control is sound in design and has been effectively implemented and monitored. In this regard, the board has taken proper steps and sufficient care in building a system of internal control, which is reviewed, evaluated and updated regularly. The internal audit department of the Company conducts periodic audit to provide reasonable assurance that the established policies and procedures of the Company are consistently followed. The Audit Committee consists of three members from the Board of Directors. The Chairman of the Audit Committee is an Independent Director.

Accounting policies and maintenance of books of accounts

The Directors consider that in preparing the Financial Statements, the Company has used appropriate accounting policies, consistently

applied and supported by reasonable and prudent judgments and estimates and that the International Accounting Standards have been followed. In preparing financial statements, information has been obtained from the books of accounts, which have been maintained properly as required by the applicable rules and regulations.

Directors' responsibilities of preparation of Financial Statements

The Directors are of the view that the Annual Report and Company's financial statements have been prepared in accordance with applicable laws and regulations and as per requirement of regulatory authorities. The Board confirms that a true and fair view of the state of the affairs of the Company has been ensured while preparing the Financial Statements of the Company. A statement of the Directors' responsibility in relation to financial statements has been given on page 69 of this Annual Report.

Observance of IAS, IFRS & applicable laws

The Directors have the responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable to ensure that the financial statements comply with the Companies Act, 1994, the Securities and Exchange Rules, 1987 and other applicable laws. The Directors also confirm that the financial statements have been prepared in accordance with the International Accounting Standards and other applicable rules and regulations. A separate report on Directors' Responsibilities as to the preparation of financial statement is set out on page 69 in this Annual Report.

Fairness of the accounts

The Directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates, in conformity with International Financial Reporting Standards (IFRS) and the requirements of Companies Act, 1994. The Directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of their profits for the year ended June 30, 2025.

Going concern

The Board of Directors has reviewed the Company's overall business plans, strategies and is satisfied that the Company has adequate resources to continue its operations in the foreseeable future. Accordingly, the financial statements of the Company are prepared based on the going concern concept.

Risk and concerns

The Board of Directors is responsible for formulating risk policies, determining methods to measure and manage risk, setting commensurate risk limits, and monitoring their performance. Risk management policies require establishing standard procedures to identify and analyze the main risks to which the Company is exposed and continually deploying and managing risk management systems designed to eliminate or reduce the probability that risks will arise and to limit their impact. The Company is exposed to credit risk, liquidity risk, and market risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and other current assets. The management will establish a credit policy under which each new customer will be individually evaluated for creditworthiness. Therefore, credit limits will be established for each customer and will be reviewed regularly. Any sales exceeding those limits will require approval from the management.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Market risk

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

Report on the compliance of the conditions of BSEC's notification

In accordance with the BSEC's Notification dated 3 June 2018, the Board of Directors is required to report on the compliance of certain conditions. The notification was issued for the purpose of establishing a framework for ensuring good governance practices in the listed companies in the interest of the investors and the capital market. The overall shareholding pattern and a

statement on the compliance with the BSEC's conditions is given on Annexure-II and Annexure-III on page 49 and 50 respectively of this annual report.

Directors' meeting, attendance & remuneration During the year ended June 30, 2025 total of 4 (four) board meetings, 4 (four) audit committee meetings, and 2 (two) nomination and remuneration committee meetings were held. The attendance in the board and committee meetings by each Director is given in Annexure-I on page 48 of this Annual Report. The amount of total remuneration that has paid to the Directors, including Independent Directors, is given in Note 36 on page 142 of this Annual Report.

Directors to retire, re-appointment and biographies of the Directors

As per Article 115 of the Articles of Association of the Company, one-third of the Directors of the Company are required to retire by rotation at each Annual General Meeting (AGM). The retiring Directors are eligible to stand for re-election. In this connection, the following Directors will retire in the 13th Annual General Meeting and being eligible offered themselves for re-election as per Article 116 of the Articles of Association of the Company:

- i) Mr. Shoeb Adam Ali
- ii) Mr. Zulfikar Ali
- iii) Mr. Mustafa Shoeb

Biographies of the Directors (including retiring Directors) and the names of the Company where they have an interest are mentioned in this annual report on 16 page.

Shareholding pattern

As on June 30, 2025, the paid-up capital of the Company is Tk. 655,200,000 subdivided by 655,20,000 shares of Tk. 10 each, where the Sponsor Shareholders' holding is 27.57% which has decreased below from the regulatory 30% shareholding requirement due to death of Dr. Abul Basher, one of Coppertech's directors who held 2.5% shares.

The overall shareholding patterns of the Company as at the end of the year 2025 are shown on page 49 of this Annual Report. The distribution of shareholdings as required by the regulatory authorities is also given in page 49 of this Annual Report.

Substantial shareholdings

BSEC's Corporate Governance Notification dated June 3, 2018, requires a listed company to disclose in the Directors' Report, the list of share-

holders holding ten percent or more voting interest in the Company. Shareholders who hold ten percent or above shares in Coppertech, including the shareholding status of all sponsor shareholders as on June 30, 2025, are shown in page 49 of this Report.

Corporate governance

Fundamentally, the conduct of the Company is guided by our core values, our code of ethics and a commitment to openness and transparency. Coppertech's Board of Directors endeavors always to provide learned and strategic direction for the Company through applying the highest standards of corporate governance practice. To this end, we comply with all reporting regulations and requirements as defined in the Code of Corporate Governance issued by the Bangladesh Securities and Exchange Commission. We are in the process of establishing necessary policies and procedures to protect the Company from risk and to provide it with clear strategic direction. We work to ensure all governance matters are transparent to stakeholders as well as shareholders through channels such as the Annual General Meeting (AGM), quarterly financial statements and this annual report.

Corporate responsibility

Coppertech defines Corporate Responsibility as operating with integrity at all the times, sustaining the Company's long-term viability while contributing to the present and future well-being of all stakeholders.

At Coppertech, we recognize that we have certain responsibilities to our clients, shareholders, employees and to the communities in general. But the biggest contribution of the Company has to make the long-term sustainability of its business.

We value our shareholders and their rights. We are always committed towards our shareholders to preserve their rights and to enhance their return as much as possible. Considering this fact the management of Coppertech gives its best effort to:

- Keep standard operating performance that ranks among the best in the industry;
- Ensure Effective corporate governance;
- Provide Full and complete financial information;
- Give attractive dividend.

Coppertech is committed to be equal opportunity employer, adhering to the highest social standards, the company seeks to provide a superior working environment for its employees based

on diversity and respect for the importance of the individual. Based on these Coppertech is committed to:

- Provide a workplace in which employees are respected;
- Encourage a management style that empowers and develops employees;
- Ensure proficient training and development program that emphasis the employees to add value;
- Measure progress in employment practices and employee morale.

Business ethics

Our customer welfare comes first. We ensure understanding our client's need, extending facilities to the right clients at just terms. We care our clients to enjoy consistent continuous service wherever we operate. We have dedicated customer care executive and also have complain box for taking care of customer complaints with highest priority. All our Board, Management and employees strictly follows regulatory guidelines, instructions and all applicable laws, rules and regulations of the country.

Audit information

The Directors who held office at the date of this Director's Report confirm that:

- So far as the Directors are aware, there is no relevant audit information of which the company's auditors are unaware; and
- The Directors have taken all the steps that they themselves ought to have taken as Directors in order to make themselves aware of any relevant information and to establish that the company's Auditors are aware of that information.

Auditors

T.Hussain & Co., Chartered Accountants expressed their willingness to be appointed as statutory auditor of the company for the year 2025-2026. The Audit Committee reviewed their expression of interest and recommended it to the Board. The Board, in its meeting held on 28 October 2025, recommended to the shareholders regarding the appointment of T.Hussain & Co., Chartered Accountants, at a remuneration of BDT 400,000 excluding VAT. Now, in exercise of the power conferred upon Section 210 (10) of the Companies Act, 1994, the shareholders of the company will approve the re-appointment and fix the Auditor's remuneration in the general meeting.

The Audit Committee scrutinized and reviewed the proposals of M. Mohashin & Co., Chartered Secretaries, to be the compliance auditor of the

company and recommended to the Board for re-appointment.

The Board, in its meeting held on October 28, 2025, also recommended the shareholders to re-appoint M. Mohashin & Co., Chartered Secretaries, at a remuneration of Tk. 30,000 plus VAT as the compliance auditor for the year 2025-26.

Credit Rating

ARGUS Credit Ratings Limited reaffirms A- in the long-term and ST-3 in the short-term rating of Coppertech Industries Limited based on the Company's latest year-end financials of 2024. This rating is valid till May 28, 2026.

Our employees and environment

The Management of Coppertech believes that Human Resources of any organization can make the difference in the Industry. Considering this thought Coppertech recruits competent people, develop them as per the demand of the time and situation, and retain them with competitive and standard motivation-award and retention policies and practices.

The Company is committed to creating a working environment based on the values of equal opportunity, diversity and meritocracy. All the Company's activities are reinforced by its governance structure, which complies with the leading codes of best practices.

With respect to issues that are relevant to its operating environment, Coppertech promises to:

- Avoid and discourage discrimination and provide equal opportunity and respect diversity;
- Ensure frequent interaction between employees and senior Management for constructive development in systems & procedure;
- Support employee efforts to achieve a healthy work-life balance;
- Organizing Training & Seminar for employee development

- Ensuring best HR practices
- An empowering Management style that develops employee and encourages performance;
- Coppertech seeks to enhance employee motivation and performance in line with Company's strategic objectives and in accordance with "Coppertech" brand promises: ethics, professionalism, innovation, pragmatism, team spirit and integrity.

Signing of Report

The Board, in its meeting held on 28 October 2025, authorized the Chairperson, Rashida Abbas, to sign the Directors' report and any addendum thereto.

Acknowledgement

We would like to acknowledge and place on record our gratitude to our valued clients, depositors, and shareholders for their confidence in Coppertech. Our sincere appreciation to the Bangladesh Securities and Exchange Commission, Dhaka and Chittagong Stock Exchanges, NBR, Banks and Financial Institutions, Other government bodies, and statutory auditors for their constructive suggestions and cooperation. We also express our appreciation for the dedication and efforts put in by the employees at all levels of the Company.

For and on behalf of the Board,



Rashida Abbas
Chairperson
Dhaka, October 28, 2025

Annexure-I

Board Meetings and Attendance by the Directors

Attendance by the Directors in the Board of Directors' Meeting in 2024-25 is summarized below:

SI No	Name	Status	No. of Meetings held during his /her tenure	Meeting Attended	(%)
1	Rashida Abbas	Chairman	4	2	50%
2	Abbasi Adam Ali	Manging Director	4	4	100%
3	Zulfikar Ali	Director	4	1	25%
4	Shoeb Adam Ali	Director	4	1	25%
5	Mustafa Shoeb	Director	4	3	75%
6	Md. Anamul Haque	Independent Director	4	4	100%
7	Sultan Mahabubul Haque	Independent Director	4	4	100%

Audit Committee Meetings and Attendance by the Members

Attendance by the Members in the Audit Committee Meeting in 2024-25 is summarized below:

SI No	Name	Status	No. of Meetings held during his /her tenure	Meeting Attended	(%)
1	Md. Anamul Haque	Chairman of the committee	4	4	100%
2	Sultan Mahabubul Haque	Member	4	4	100%
3	Mustafa Shoeb	Member	4	3	75%

NRC Meetings and Attendance by the Members

Attendance by the Members in the NRC Meeting in 2024-25 is summarized below:

SI No	Name	Status	No. of Meetings held during his /her tenure	Meeting Attended	(%)
1	Sultan Mahabubul Haque	Chairman of the committee	2	1	50%
2	Md. Anamul Haque	Member	2	2	100%
3	Mustafa Shoeb	Member	2	2	100%

Total board meetings (nos.)	4
Total board audit committee meetings (nos.)	4
Total board NRC meetings (nos.)	2
Total fees paid	201,250
No. of Directors in Board	7
No. of members in Audit Committee	3
No. of members in Remuneration Committee	3

Annexure-II

A. Parent/Subsidiary/Associated Companies/Others Related Party: N/A

B (1). Director & their Spouses and Minor Children

Name	Status	No. of Shareholding	%
Rashida Abbas	Chairperson	40,18,560	6.13%
Abbasi Adam Ali	Managing Director	5,241,600	8.00%
Zulfikar Ali	Director	6,115,200	9.33%
Mustafa Shoeb	Director	1,343,160	2.05%
Shoeb Adam Ali	Director	1,343,160	2.05%
Their Spouses & Minor Children do not have shareholding			

B (2). Chief Financial Officer, Company Secretary & Head of Internal Audit & Compliance and their Spouses and Minor Children: No Share held By them

Name	Status	No. of Shareholding	%
Muhammed Mizanur Rahman	CFO	-	-
SK. Miraj Ali	Company Secretary	-	-
Md. Emtiaz Shadi Shohelen	In charge of Internal Audit and Compliance	-	-
Their Spouses & Minor Children do not have shareholding			

C. Top 5 (Five) Executive and their Spouse and Minor Children

Name	Status	No. of Shareholding	%
Asif Iqbal	Chief Operating Officer	-	-
Md. Shamsur Rahman	AGM, Procurement	-	-
Md. Ashraf Siddiqi	AGM, Sales & Marketing	-	-
Abdullah Al Faruq	Senior Manager, Supply Chain	9,500	0.014%
Md. Shah Alam	Deputy Manager, Accounts & finance	40,000	0.06%
Their Spouses & Minor Children do not have shareholding			

D. Shareholders holding 10% or more voting interest : No Shareholders in this category

Percentage of share held by Sponsors/directors, foreigners, institutions and shareholders as on 30th June 2025:

Particulars	%
Sponsors/Director	27.57%
Institutions	22.28%
General Shareholders	50.15%
Total	100.00%

status of compliance on Corporate governance code of BSEC

Status of compliance for the period ended 30 June 2025 of Coppertech Industries Ltd. with the Conditions imposed by BSEC's Notification on Corporate Governance Code No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under Section 2CC of the Securities and Exchange Ordinance, 1969 is presented below:

Condition No.	Title	Compliance Status (* ✓ has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1	Board of Directors (BoD)			
1(1)	Size of the Board of Directors (number of Board members - minimum 5 and maximum 20).	✓		The Board Consists of 7 (Seven) Directors
1(2)	Independent Directors			
1(2)(a)	<p>"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):"</p> <p>"Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;</p>		✓	There is 2 (two) male Independent Director in the Board. The appointment of the female Independent Director will comply in due time
1(2)(b)	"Without contravention of any provision of any other laws, for the purpose of this clause, an "independent director" means a director--"			
1(2)(b)(i)	Does not hold any share or holds less than 1% shares of the total paid-up shares of the company.	✓		
1(2)(b)(ii)	Not a sponsor of the company or not connected with the company's any sponsor/director/nominated director/shareholder/associates/sister concerns/subsidiaries and parents or holding entities who holds 1% or more shares of the total paid-up shares of the company on the basis of family relationship and his/her family member also shall not hold said mentioned shares in the company.	✓		
1(2)(b)(iii)	Not been an executive of the Company in immediately preceding 2 (two) financial years.	✓		
1(2)(b)(iv)	Does not have any other relationship, whether pecuniary or otherwise, with the company/ subsidiary/ associated companies.	✓		
1(2)(b)(v)	Not a member or TREC holder, director or officer of any stock exchange.	✓		
1(2)(b)(vi)	Not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market.	✓		
1(2)(b)(vii)	Not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or conducting special audit or professional certifying compliance of the Code.	✓		

Condition No.	Title	Compliance Status (“✓” has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1(2)(b)(viii)	Not be an independent director in more than 5 (five) listed companies.	✓		
1(2)(b)(ix)	“who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for nonpayment of any loan or advance or obligation to a bank or a financial institution; and”	✓		
1(2)(b)(X)	Not been convicted for a criminal offence involving moral turpitude.	✓		
1(2)(c)	The Independent Director (s) shall be appointed by the Board and approved by the Shareholders in the Annual General Meeting (AGM): “Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company;”	✓		
1(2)(d)	Not remain vacant for more than 90 (ninety) days.	✓		No such incident happened
1(2)(e)	The office tenure of an Independent Director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.	✓		
1.3	Qualification of Independent Director			
1(3)(a)	Shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to the business.	✓		
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”	---		Not applicable
1(3)(b)(ii)	Corporate Leader: Top level executive not lower than Chief Executive Officer /Managing Director/Deputy Managing Director/Chief Financial Officer/Head of Finance or Accounts/Company Secretary/Head of Internal Audit and Compliance/Head of Legal Service or a person with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100 million or of a listed company.	✓		Sultan Mahabul haque MBA (IBA) is the CHRO of Renowned Group and Md. Anamul Haque is CFO of a Stock Exchange listed Company.
1(3)(b)(iii)	“Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or”	---		Not applicable

Condition No.	Title	Compliance Status (*√"has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1(3)(b)(iv)	University Teacher: Having educational background in economics or commerce or business studies or law.	.....		Not applicable
1(3)(b)(v)	Professional: An advocate practicing in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification.	.....		Not applicable
1(3)(c)	Shall have at least 10 (ten) years of experiences as mentioned in clause 1(3)(b)(1) to (v).	✓		
1(3)(d)	In special cases, the above qualifications may be relaxed subject to prior approval of the Commission.	.....		None
1(4)	Duality of Chairperson of the Board of Directors and Managing Director			
1(4)(a)	Chairperson of the Board and the Managing Director of the Company shall be filled by different individuals.	✓		
1(4)(b)	The Managing Director of a listed company shall not hold the same position in another listed company.	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company.	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director.	✓		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		
1(5)	The Directors' Report to Shareholders			
1(5)(i)	An industry outlook and possible future developments in the industry.	✓		
1(5)(ii)	The segment-wise or product-wise performance.	✓		
1(5)(iii)	Risks and concerns.	✓		
1(5)(iv)	Discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin.	✓		
1(5)(v)	Discussion on continuity of an extraordinary activities and their implications (gain or loss).	✓		
1(5)(vi)	Disclosure for related party transactions.	✓		
1(5)(vii)	Utilization of proceeds from public issues, rights issues and/or any other instruments.	.....		Not applicable
1(5)(viii)	Explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Share Offer, Direct Listing, etc.	.....		Not applicable

Status of Compliance Report *continued...*

Condition No.	Title	Compliance Status (“✓” has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1(5)(ix)	Explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements.	✓		
1(5)(x)	Disclosure for remuneration paid to the directors including independent directors.	✓		
1(5)(xi)	Fairness of financial statements.	✓		
1(5)(xii)	Maintenance of proper books of accounts.	✓		
1(5)(xiii)	Adoption of appropriate accounting policies and estimates.	✓		
1(5)(xiv)	Followed IAS or IFRS as applicable in preparation of the financial statement and departure there from has been adequately disclosed.	✓		
1(5)(xv)	Internal control system is sound in design and has been effectively implemented and monitored.	✓		
1(5)(xvi)	The interest of the minority shareholders have been duly protected.	✓		
1(5)(xvii)	Going concern (ability to continue as a going concern).	✓		
1(5)(xviii)	Highlight and explain significant deviations from the last year's operating results.	✓		
1(5)(xix)	Key operating and financial data of at least preceding 5 (five) years shall be summarized.	✓		
1(5)(xx)	Reasons for non-declaration of dividend.	.....		2.15% Cash Dividend has proposed
1(5)(xxi)	No bonus share or stock dividend has been declared as interim dividend during the year.	✓		
1(5)(xxii)	Total number of Board meetings held during the year and attendance by each director.	✓		
1(5)(xxiii)	Pattern of shareholding and name wise details (disclosing aggregate number of shares)			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties.	✓		
1(5)(xxiii)(b)	Directors, MD, CS, CFO, HIAC and their spouses and minor children.	✓		
1(5)(xxiii)(c)	Executives(top five (5) other than mentioned 1(5)(xxiii)(b).	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest.	✓		
1(5)(xxiv)	In case of the appointment/reappointment of a director, disclose			
1(5)(xxiv)(a)	A brief resume of the director.	✓		
1(5)(xxiv)(b)	Expertise in specific functional areas.	✓		
1(5)(xxiv)(c)	Holding the directorship and the membership of committees of the Board other than AFL.	✓		
1(5)(xxv)	Management's Discussion and Analysis			

Condition No.	Title	Compliance Status (*√"has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements.	✓		
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, disclose the effects on financial results and position as well cash flows.	✓		
1(5)(xxv)(c)	Comparative analysis of financial results and position as well as cash flows for current year with immediate preceding five years.	✓		
1(5)(xxv)(d)	Compare financial results and positions as well as cash flows with the peer industry.	✓		
1(5)(xxv)(e)	Discussion on financial and economic scenario of the country and the global.	✓		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements.	✓		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position.	✓		
1(5)(xxvi)	Declaration on Financial Statements for the year ended on 30 June 2025 by the MD and the CFO to the Board.	✓		
1(5)(xxvii)	The report and the certificate regarding compliance of conditions of Corporate Governance Code.	✓		
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."	✓		
1(6)	Meetings of the Board of Directors			
	Meeting of the Board of Directors and record the minutes as well as keep required statutory books and records in line with the relevant provisions of Bangladesh Secretarial Standards (BSS) of ICSB .	✓		
1(7)	Code of Conduct (CoC) for Board of Directors			
1(7)(a)	The Board shall lay down a code of conduct, for the Chairperson of the Board, other board members and Managing Director.	✓		
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.	✓		
2	Governance of Board of Directors of Subsidiary Company			
2(a)	The composition of the Board of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.	---		Not Applicable

Status of Compliance Report *continued...*

Condition No.	Title	Compliance Status (*✓"has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
2(b)	At least 1 (one) Independent Director on the Board of the holding company shall be a Director on the Board of the subsidiary company.	---		Not Applicable
2(c)	Submission of Minutes to the holding company.	---		Not Applicable
2(d)	Review of Minutes by the holding company.	---		Not Applicable
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	---		Not Applicable
3	Managing Director (MD), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)			
3(1)(a)	The Board shall appoint a Managing Director (MD), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC).	✓		
3(1)(b)	The positions of the MD, CS, CFO, HIAC shall be filled by different individuals.	✓		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed Company shall not hold any executive position in any other Company at the same time: "Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission: Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately;"	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of CFO, HIAC and CS.	✓		
3(1)(e)	With Board's approval the MD, CS, CFO and HIAC are removed from their position and immediate dissemination to the commission and stock exchanges.	--	--	No such event has occurred
3(2)	The MD, CS, CFO and HIAC of the Company shall attend the meetings of the Board except such part of the meeting which involves an agenda relating to their personal matters.	✓		
3(3)(a)	The MD and CFO shall certify to the board that they have reviewed financial statements for the year and to the best of their knowledge and belief			
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.	✓		
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.	✓		

Condition No.	Title	Compliance Status (*✓"has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
3(3)(b)	There are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's code conduct for Board of Directors.	✓		
3(3)(c)	The certification of the MD and CFO shall be disclosed in the Annual Report.	✓		
4	Board of Directors' Committee			
4(i)	Audit Committee	✓		
4(ii)	Nomination and Remuneration Committee (NRC)	✓		
5	Audit Committee			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	The Company shall have an Audit Committee as a sub-committee of the Board.	✓		
5(1)(b)	Assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business.	✓		
5(1)(c)	Responsible to the Board and the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5(2)	Constitution of the Audit Committee			
5(2)(a)	Shall be composed of at least 3 (three) members.	✓		
5(2)(b)	The Board shall appoint members of the Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director.	✓		
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;"	✓		
5(2)(e)	The Company Secretary shall act as the secretary of the Committee.	✓		
5(2)(f)	The quorum of the Committee meeting shall not constitute without at least 1 (one) independent director.	✓		

Status of Compliance Report *continued...*

Condition No.	Title	Compliance Status (“✓” has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
5(3)	Chairperson of the Audit Committee			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Committee, who shall be an independent director.	✓		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	---		No such event in the year
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM).	✓		
5(4)	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year.	✓		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		
5(5)	Role of Audit Committee			
5(5)(a)	Oversee the financial reporting process.	✓		
5(5)(b)	Monitor choice of accounting policies and principles.	✓		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report.	✓		
5(5)(d)	Oversee hiring and performance of external auditors.	✓		
5(5)(e)	Hold meeting with the statutory auditors for review of the annual financial statements before submission to the Board for approval.	✓		
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval.	✓		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval.	✓		
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 all related party transactions.	✓		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.	✓		

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.	✓		
5(5)(m)	Oversee whether IPO proceeds utilized as per the published Prospectus.	---		Not applicable
5(6)	Reporting of the Audit Committee			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	✓		
5(6)(a)(ii)(a)	Report on conflicts of interests.	---		No such incident
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.	---		No such incident
5(6)(a)(ii)(c)	Report on suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations.	---		No such incident
5(6)(a)(ii)(d)	Report on any other matter deems necessary shall be disclosed to the Board immediately.	---		No such incident
5(6)(b)	Reporting to BSEC (If any material impact on the financial condition and results of operation, unreasonably ignored by the Board and management).	---		No such incident
5(7)	Reporting to the shareholders of Audit Committee activities, which shall be signed by the Chairperson of the committee and disclosed in the Annual Report.	✓		
6	Nomination and Remuneration Committee (NRC)			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board.	✓		
6(1)(b)	Assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive.	✓		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing.	✓		
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director.	✓		
6(2)(b)	“At least 02 (two) members of the Committee shall be non-executive directors;”	✓		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board.	✓		

Status of Compliance Report *continued...*

Condition No.	Title	Compliance Status (*✓"has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee.	✓		
6(2)(e)	Casual vacancy shall be filled by the Board within 180 days of occurring such vacancy.	--	--	No such event has occurred
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee.	---		No such event in the year
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.	✓		
6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director.	✓		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	---		No such event in the year
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders.	✓		
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year.	✓		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC.	---		No such case in the year
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.	✓		
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.	✓		

Condition No.	Title	Compliance Status (* ✓ has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders.	✓		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully.	✓		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.	✓		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance 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.	✓		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies.	✓		
6(5)(c)	Disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		
7	External or Statutory Auditors			
7(1)(i)	Non-engagement in appraisal or valuation services or fairness opinions.	✓		
7(1)(ii)	Non-engagement in designing and implementation of Financial Information System.	✓		
7(1)(iii)	Non-engagement in Book Keeping or other services related to the accounting records or financial statements.	✓		
7(1)(iv)	Non-engagement in Broker-Dealer services.	✓		
7(1)(v)	Non-engagement in Actuarial services.	✓		
7(1)(vi)	Non-engagement in Internal Audit or special audit services.	✓		
7(1)(vii)	Non-engagement in any other services that the Audit Committee determines.	✓		

Status of Compliance Report *continued...*

Condition No.	Title	Compliance Status (* ✓ "has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
7(1)(viii)	Non-engagement in audit or certification services on compliance of Corporate Governance as required under condition no. 9(1).	✓		
7(1)(ix)	Non-engagement of any other service that creates conflict of interest.	✓		
7(2)	No partner or employees of the external audit firms shall possess any share of the company during the tenure of their assignment; his or her family members also shall not hold any shares in the said company.	✓		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting to answer the queries of the shareholders.	✓		
8	Maintaining a website by the Company			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	✓		
8(2)	The Company shall keep the website functional from the date of listing.	✓		
8(3)	The Company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	✓		
9	Reporting and Compliance of Corporate Governance			
9(1)	The Company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	✓		
9(3)	The directors of the Company shall attach the compliance status in the directors' report whether the Company has complied with these conditions or not.	✓		

DR. MOHASHIN
(Principal)

M. MOHASHIN & CO.

CHARTERED SECRETARIES IN PRACTICE

A leading Chartered Secretary firm rendering comprehensive professional services which include Corporate Laws, Secretarial Compliances, Secretarial Audit and Independent Scrutinizer.



49/A Sher-E-Bangla Road, (opposite Modina masjid), 4th floor, Zigatola, Dhaka-1209.



+8801815-583682, +8801700-871806
+8801990-618253



mmohashinn@gmail.com

Report to the Shareholders of Coppertech Industries Ltd. on Compliance on the Corporate Governance Code

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

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

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

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

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

Place : Dhaka
Dated : December 29, 2025



For
M Mohashin & Co.



Md. Mohashin FCS
Chartered Secretary in Practice

56, Mouchak Road, Narayanganj, Dhaka. Mobile: 01815583682, 01700871806, mail: mmohashinn@gmail.com

CHAIRPERSON LETTER ON CORPORATE GOVERNANCE

Dear Shareholder,

I am pleased to report that once again, your Company has complied with the Bangladesh Securities and Exchange Commission's Corporate Governance Code. At Coppertech, we believe that good corporate governance is more than just an awareness and adherence to rules. It is about the Board setting clear expectations for conduct throughout the business, embracing difficult issues and being honest and open in our business dealings.

We monitor developments in corporate governance, both in nationally and internationally. We adopt emerging practice where it has the potential to enhance transparency and improve our business performance over the long term, whether or not it becomes mandatory.

A system of good governance keeps shareholder interests front of mind, and ensures a balanced outcome for stakeholders in general. Tone is always set from the top and an effective Board comprised with right composition, structure, processes and a clear understanding of its role maneuvering the Company towards right course. All our Board members are independent and we have appropriate processes in place that are crucial for the effective functioning of our Board. They ensure efficient and balanced decision making, and guarantee a seamless information transfer, allowing the Board to perform

its supervisory duty and to make decisions that are reserved for the Board.

In my role as independent, non-executive Chairman I provide leadership to the Board and make sure that it has an excellent collaboration with our Managing Director and the Management. Leading the Board I ensure that the Board and its committees work effectively. I set the agenda, style and tone of the Board discussions, promote constructive debate and effective decision-making. I support and counsel our MD, while not interfering with the operational management of Coppertech.

Our corporate governance system consistently meets the best-practice standards as we continually strive to improve our leadership principles and practices that supports in protecting the interests of our shareholders, by creating long term and sustainable shareholder value. To achieve this, our governance is structured to address conflicts, align interests and allow for efficient and well-founded Board and management decisions.



Rashida Abbas
Chairperson



REPORT ON CORPORATE GOVERNANCE

"Good corporate governance is an indispensable requirement for sustainable corporate success"

Corporate Governance Philosophy

Corporate Governance is a set of policies, processes and procedures affecting the way a company is controlled and administered. It covers stakeholders, the relationship between them, the company and the strategic vision of the company. The stakeholders comprise shareholders, management, board of directors, employees, depositors, customers, creditors, suppliers, regulators and society at large.

The Company believes that principles of Corporate Governance belong to the foundation of transparency, fairness, accountability, compliance with the laws, required disclosures, professionalism, and maximizing shareholder value. The Board considers itself a Trustee of its Shareholders and acknowledges its responsibilities towards them for the creation and safeguarding their wealth.

The Company's philosophy of Corporate Governance represents the dual goals of protecting the interests of all stakeholders while respecting the duty of the board and management to oversee the affairs of the company and promote long-term growth and profitability.

Corporate Governance Approach

Coppertech's approach to governance, which has remained largely consistent over time, is to:

- promote the long term profitability of Coppertech while prudently managing risk
- drive superior and sustainable shareholder value over the long term through the alignment of the interests of stakeholders and employees
- meet stakeholder expectations of sound corporate governance as part of Coppertech's broader responsibility to clients, shareholders, investors and the community in which it operates.

Coppertech recognizes that a key factor in delivering long term shareholder returns is providing superior services to the clients. High standards in corporate governance are fundamental in maintaining CTIL's one of the leading position within the Copper sector. Continuous review and adherence to strong corporate governance practices help enhance compliance levels according to standards and best practice. Coppertech (the Company/Company) shall continue its effort to enhance shareholders' value, protect their interests and defend their rights by practicing the pursuit of excellence in corporate life. The Company shall not only comply with all statutory requirements including the Corporate Governance Code of the Bangladesh Securities and Exchange Commission and the regulations of the stock exchanges but also formulate and adhere to strong corporate governance practices.

Corporate Governance Principle

The core corporate governance principles that regulate the relationships between Coppertech's management, shareholders, employees and third parties (i.e. customers, legal authorities, suppliers, and all types of individuals and institutions with which the Company does business) are stipulated below.

Integrity

The Company is committed to the principle of integrity in its activities, operations and relationships with all of its stakeholders and other parties.

Credibility

Aware that customer confidence lies at the heart of business, Coppertech provides customers and all other stakeholders with clear, comprehensive and accurate information and offers timely and comprehensive services.

Non-discrimination

Coppertech refrains from anchoring prejudice against stakeholders based on gender, behavior, opinion or ethnic origin and does not discriminate against anyone under any condition or circumstance.

Compliance

Coppertech abides by all applicable laws, regulations and standards.

Transparency

Except for the information deemed commercial secret, the Company informs clients and the public at large thoroughly, accurately and promptly.

Statement of Compliance

Coppertech being a listed company in the Dhaka Stock Exchange and the Chittagong Stock Exchange is committed to maintaining the highest standards of Corporate Governance. The adoption and implementation of corporate governance framework is the responsibility of the Board of Directors (Board), and this effort is in line with the policies of regulatory authorities and statutory requirements in Bangladesh. The Board has adopted a comprehensive framework of Corporate Governance Guidelines which are designed to properly balance performance and conformance and thereby allow the Company to undertake, in an effective manner, the prudent risk-taking activities that are the basis of its business. The Guidelines and the practices of the Company comply among others with the Guidelines issued by

the Bangladesh Securities and Exchange Commission (BSEC) vide its notification dated June 03, 2018, as well as the continuous compliance with the listing regulations of stock exchanges.

Statement of Ethics

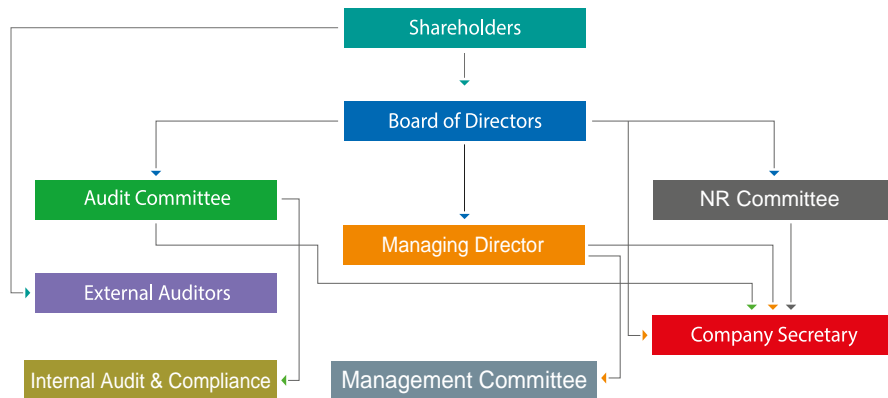
Coppertech ensures high standards of ethics and corporate behavior including transparency in the conduct of business. Understanding the client's expectation, Coppertech always concentrates on extending and fixing fair terms in favor of the client. The Management always have keen interest for setting and promoting ethical standards, ensuring compliance indicator and empowering to improve moral of the employees.

Bangladesh Securities and Exchange Commission's Notification on Corporate Governance

As Coppertech is listed on the Stock Exchanges in Bangladesh, we comply with the BSEC's notification on Corporate Governance. For the year ended June 30, 2025, we have complied with the relevant provisions set out in page 50 in this report.

Corporate Governance Framework

Good corporate governance practices are not just a matter for the Board but are at the heart of everything that we do within the Company. The Company operates within a comprehensive governance framework, which is outlined in the diagram below and set out in the report that follows.



Shareholders

The Company has only ordinary shares and strategic shares are held by the sponsors. All the shares of the Company are in dematerialized form and are freely tradable in both the stock exchanges except sponsor shares. Trading of sponsor shares is subject to compliance with relevant laws in this regard.

As of June 30, 2025 the paid up capital of the Company was Tk. 655,200,000 subdivided into 655,20,000 ordinary shares of Tk. 10 each where the Sponsor Shareholders' holding was 27.57%. At the end of 2025, there was 69.93% of free float of shares.

General Meetings of shareholders

The decision-making rights of shareholders in Coppertech are exercised at shareholders' meetings. The AGM of Coppertech is held within the factory premises (registered address of the Company), Bangladesh, during the last quarter of the year. Extraordinary General Meetings may be held at the discretion of the Board or, if requested, by shareholders owning at least 10% of the shares.

Participation in decision-making requires the shareholder's presence at the meeting, either personally or through a proxy. In addition, the shareholder must have own of shares on Record Date for attending the meeting. Decisions on ordinary businesses at the AGM are usually taken on the basis of a simple majority.

Annual General Meeting 2024

The 12th Annual General Meeting of the Company was held on January 09, 2025 at Digital Platform. The total shareholders' presence at the AGM was representing a total of 27.56 % of the paid-up share capital and 27.56% voting rights. The Annual General Meeting is the company's supreme decision-making body. The shareholders in 12th AGM of the Company were unanimously resolved:

1. Adoption of audited financial statements of the company for the year ended 30 June 2024 and receives and considers the Auditors' and Directors' report.
2. Declare dividend of Tk. 0.40 per share
3. Re-elect Directors and
4. Appointment of Independent Director
5. Appoint Auditors and fix their remuneration

Shareholder's right

A shareholder can appoint a proxy to attend the meeting. In accordance with the provisions of the Companies Act, 1994, the Notice of the 13th Annual General Meeting along with Audited Accounts, Directors' Report, and Proxy Card was sent to shareholders 21 days before the meeting. The notice also published in the national dailies. The AGM may, in principle, pass resolutions without regard to the number of shareholders present at the meeting or represented by proxy as the case may be. Resolutions generally require the approval of a simple majority of the votes represented at the meeting. The Shareholders of the Company will exercise their voting rights in the 13th AGM in connection with resolving the following ordinary businesses:

1. Adoption of audited financial statements of the company for the year ended 30 June 2025 and receives and considers the Auditors and Directors' report.
2. To declare dividend for the year ended June 30, 2025 as recommended by the Board of Director of the company

3. Re-elect the retiring Directors
4. To Appointment Independent Director
5. To reappointment Auditors and fix their remuneration

Five members present in person or by proxy or any member or members holding not less than one-tenth of the issued capital which carries voting rights shall be entitled to demand a poll.

Dividend Announcements

The Board of Directors of the Company has recommended 2.15% Cash Dividend for the financial year ending June 30, 2025, subject to the declaration by shareholders at the ensuing AGM. The dividend, if declared, will be paid within 30 days of the meeting.

Record date for the purpose of Dividend and AGM

All the shares of the Company are in dematerialized form and to determine the entitlement of shareholders to attend the AGM and receive the Dividend, if any, for the year ended June 30, 2025, the Board of Directors has fixed the Record Date on December 04, 2025 for cash dividend.

Dividend Remittance

Dividend on Equity Shares as recommended by the Directors for the financial year ended June 30, 2025, when declared at the AGM will be paid to all those equity shareholders whose names shall appear in the CDS Register as on December 04, 2025 for cash dividend (the record date). The dividend will be directly to be credited to the bank account of the respective shareholders. After completion of disbursement an announcement will be made on its website informing the shareholders about the date of dividend disbursement.

Board of Directors

Role of the Board

The Board is collectively responsible for the long term success of the Company. The role and responsibilities of the Board of Directors are set out in the Board Charter in addition to the responsibilities outlined in the Memorandum and Articles of Association. It achieves this by:

- Setting the strategic direction and long-term goals of the Company and ensuring that adequate resources are available to meet these objectives and overseeing delivery against them;
- Approving and monitoring capital and financial plans to ensure that they are in line with the Company's strategic directions; the annual budget; the annual and interim financial statements; and capital expenditures and strategic acquisitions and divestments;
- Establishing a risk strategy and a framework for risks to be assessed and managed;
- Determining the culture, values and standards;
- Monitoring financial performance and deviations of

the budgeted and the actual figures;

- Monitoring and reviewing management performance;
- Oversight of resources including people and other key resources and ensuring that appropriate and effective remuneration policies and succession planning arrangements are in place;
- Ensuring that the necessary policies are in place to meet the strategic objectives and oversee the effective implementation of the same.

Composition of the Board

The Board composition is based on the Company's Articles of Association and the guidelines of regulatory authorities in this regard. The Board represents a mix of high-level professional skills and expertise. The Board provides leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

As on June 30, 2025 the Board of Coppertech have 07 Directors, comprising four non-executive Directors, including the Chairman and one executive directors and two independent director as defined under the Corporate Governance Guidelines of the Bangladesh Securities and Exchange Commission. Detailed profiles of the Directors have been discussed on page 15 of this annual report. Furthermore, in compliance with the corporate governance requirements, the Board Committees consist of members with adequate professional background and experience. The composition of Board of Directors as on June 30, 2025 is as follows:

Non-executive Directors		
i)	Rashida Abbas	Chairperson
ii)	Zulfikar Ali	Director
lii)	Shoeb Adam Ali	Director
iv)	Mustafa Shoeb	Director
Independent Director		
i)	Md. Anamul Haque	Independent Director
ii)	Sultan Mahabubul Haque	Independent Director
Executive Director		
i)	Abbasi Adam Ali	Managing Director

Director's Independence

Other than Managing Director all directors in the Board are non-executive Director. The non-executive Directors are independent from management. Their role is to advise and constructively challenge management and monitor the success of management

in delivering the agreed strategy within the risk appetite and control framework that is set by the Board. There are no such relationships or circumstances relating to any of the Directors, which might cause any of them not to be considered independent. The Board considers that its constitution brings an appropriate balance of experience and expertise in judging matters of strategy, performance, resources, internal controls and corporate governance. Their wide-ranging experience and particular areas of knowledge and expertise continue to add value to the deliberations of the Board. The Directors biographies appear on pages 15 illustrate that the Directors have a complementary range of financial, operational and entrepreneurial experience which ensures that no single Director dominates in the decision making process.

Term of Board Membership

As per the provisions of the Companies Act, 1994 and Articles of Association, one-third of the Board members (other than Executive Directors) who are subject to retire by rotation, retire every year and approval of shareholders is sought for the re-appointment of such retiring members, if eligible. Election or re-election of a Director to shareholders shall be accompanied by a recommendation from the Board. Approval of shareholders was sought for appointment of Independent Director. As per Corporate Governance Guidelines, term of the Independent Director is for three years and upon completion of the term they are eligible for re-appointment by the shareholders for another one term for three years.

Selection and Appointment of New Directors

Induction of any new member is the responsibility of the Board of Directors. The Board can exercise its authority for appointing alternative director and additional director. While inducting a new member the Board considers existing composition and organization of the Board, and the requirement of new skill sets, if any, potentiality of the candidates in terms of expertise, skills, attributes, personal and professional backgrounds and ability to attend meetings. The person being appointed as an additional director shall retire in the immediate next Annual General Meeting (AGM) and may offer himself for re-appointment.

The Managing Director is also appointed by the Board subject to approval of the Shareholder. Any new appointment to the Board requires intimation to the Bangladesh Securities and Exchange Commission (BSEC) and Stock Exchanges.

Except for the Managing Director, Articles of Association of the Company requires that at least one-third of the Directors to retire by rotation in each year. They are, however, eligible for reappointment

by the Shareholders in the Annual General Meeting (AGM).

Induction, Business Awareness and Development

Each new Director receives an induction presentation, an information memorandum and a personalized induction program. The induction presentation explains their responsibilities as a Director of the company and sets out an overview of the company and its businesses. The information pack gives details of the disclosures that Directors are required to make to comply with various laws and regulations. The Company Secretary along with other existing Directors conducts the induction presentation session.

Meetings of the Board

The Company plans and prepares the schedule of the Board and Board Committee meetings in advance to assist the Directors in scheduling their program. The schedule of meetings and agenda for meeting is finalized in consultation with the Chairman of the Company. The agenda of the meeting is pre-circulated with detailed notes and supporting documents.

Under Companies Act, the Board of Directors must meet at least four times a year. The Company held a minimum of one Board meeting in each quarter as required under the Companies Act, 1994. During the year under review the Board of Coppertech met Seven times on the following dates:

- (i) October 26, 2024 (ii) November 13, 2024
(iii) January 29, 2025 (iv) April 30, 2025

Attendance of Directors

Details of Directors attendance at Board meetings and Committee meetings are given in page 48 of this annual report.

Operating Principles of the Board of Directors

A secretariat is present to inform and communicate with the members of the Board of Directors. The Board of Directors met five times during the year. Members of the Board of Directors make every effort to attend every meeting and to convey their opinions. The Chairman of the Board of Directors determines the agenda of the Board of Directors meetings in consultation with the other Board members and the Managing Director. Information and documents related to the matters on the meeting agenda are made available for the examination of the members of the Board of Directors sufficiently before the meeting. Members of the Board of Directors may make motions to the Chairman of the Board to amend the agenda prior to the meeting. Agendas are discussed openly and from every possible perspective at the Board of Directors meetings. The Chairman of the Board of

Directors makes the best effort to ensure the active participation of the members in Board meetings. For a resolution to be passed by the Board of Directors, a quorum consisting of three member's presence is necessary. A simple majority of the members in attendance is sufficient to adopt resolutions. Decisions of Board of Directors on the respective agenda items are recorded by the Company Secretary. The minutes of the meeting is signed by the Chairman and present it in the subsequent Board meeting for confirmation. If there be any dissenting votes regarding the resolution(s), the name of the member and reason are recorded in the minutes and dissenting reason also signed by the dissenting member(s).

Members of the Board of Directors are not participated in the discussion of matters concerning their personal benefit or the benefit of their relatives/related concern. In case such a matter becomes the subject of a Board discussion, the concerned member is required to inform the Board of his connection. The interested director is not counted in the quorum and the director remains silent while passing the resolution and the same is recorded in the minutes of that meeting.

In the course of Board and Committee meetings, the Managing Director, unit heads and key management personnel make presentations to the Board. The Board is updated on the discussions at the Committee meetings and their recommendations through the Chairman of the respective Committees.

Information given to the Board

As part of the regulatory requirement the Company provides the following information to the Board. Such information is submitted either as part of the agenda papers in advance of the meetings or by way of presentations and discussion materials during the meetings. Few of the agenda are presented below:

- Approval Dividend Distribution policy
- Approval Training and Development policy
- Approval Procurement Policy

Post meeting follow-up mechanism

The important decisions taken at the Board/Board Committees' meetings are communicated to the concerned departments/divisions promptly. An action taken/status report on the decisions of the previous meeting(s) is placed at the next meeting of the Board/Board Committees for information and further recommended action(s), if any.

Conflict of Interest

Directors are required to monitor continuously and disclose any potential conflicts of interest that may arise. Directors must:

- disclose any actual or potential conflicts of interest that may exist as soon as the situation arises;
- take necessary and reasonable steps to resolve any conflicts of interest within an appropriate period, if required by the Company's Board or deemed appropriate by that director;
- comply with the requirements of Companies Act 1994 about disclosing interests and restrictions on voting.

Any proposed board or executive appointments being considered by Directors must be discussed with the Chairman. Any related-parties transactions by Directors must be reported in writing to the Chairman and, where appropriate, raised for consideration at the next Board meeting.

Material Contracts

Since the end of the previous financial year, no material contracts involving the interest of any director or controlling shareholder of the Company has been entered into by the Company and no such contract subsisted as at June 30, 2025, save as disclosed via stock exchanges and publications.

Related Party Transactions

The Company has embedded procedures to comply with all regulations governing related party transactions. All new directors are briefed on all relevant provisions that affect them. All credit facilities to related party are continually monitored. Checks are conducted before the Company enters into credit or other transactions with related parties to ensure compliance with regulations.

The details of related party transactions are discussed in detail in page no 142 of this annual report. All related party transactions during the year, in the ordinary course of business or otherwise, were placed before the Board. All related party transactions were on arm's length basis.

Dealings in securities

In conformance with the notification prescribed by Bangladesh Securities and Exchange Commission, Coppertech directors and employees are prohibited from trading in Coppertech securities two months before the end of the financial year to till approval of financials by the Board. In addition, directors and officers are prohibited at all times from trading in Coppertech securities if they are in possession of material non-public information.

Directors' Remuneration

The Directors do not get any performance based remuneration or incentives. The Board members get only fees for attending Board/Committee meetings to the maximum of Tk. 5,000 per meeting. The remuneration package of the Managing Director is

determined by the Board which requires approval from the Shareholders.

The Managing Director is appointed for a period of five years during which the remuneration cannot be reviewed without the approval of the shareholders. Renewal is considered prior to the expiration of each term. The fixed compensation components are negotiated and determined at the time of appointment/renewal.

Delegation of Authority

To assist the Board in carrying out its functions and to provide independent oversight of the internal control and risk management framework, a substantial part of the Board's responsibilities are delegated to the Board's Committees. These committees enable the Board to better carry out its stewardship and fiduciary responsibilities. Each of the Committees is chaired by an experienced Chairman and comprises Independent Non-Executive Members only. The Board is kept up to date on the activities of the Committees through reports from the Committee Chairmen at each board meeting.

In addition, the Board has delegated certain responsibilities to the Management on some matters within defined parameters. These include development and recommendation of strategic plans for consideration by the Board reflecting the long term objectives and priorities established by the Board, including implementation of the strategies and policies of the Company as determined by the Board; monitoring the operating and financial results against plans and budgets; monitoring business operations against objectives; prioritizing the allocation of capital, management and control of borrowing limits and treasury policy; technical and human resources and developing and implementing risk management systems and operation of Bank Account.

Board Committees

The Board committees are formed and their members are appointed by the Board of Directors amongst the non-executive and Independent Directors. They are considered the high level link between the Board and the Senior Management. The objective of these committees is to assist the Board in supervising the actual operations of the Company, by reviewing any issues that are submitted by the Senior Management and making recommendations to the Board for their final review. The Board reserves the right to form temporary committees and discontinue them, from time to time as necessary. Furthermore, the members of the Board are provided with copies of the meeting minutes of the said committees as required by the regulators. In accordance with the Corporate Governance Code of BSEC the Board formed the

following two committees;

- Audit Committee
- Nomination and Remuneration Committee

The Board also laid down specific roles and responsibility of the committees. Details of the Terms of Reference for Board Committees can be found in the Company's website and summary can be found later of this annual report.

Audit Committee

Audit Committee comprises with three non-executive Directors including one Independent Director who is also the Chairman of the Committee. The members of the Committee are elected by the Board. In 2025, the mandate of the Audit Committee was updated to include additional corporate governance responsibilities.

The committee among others is also responsible for:

- Assisting the Board in its oversight of (i) the integrity and reporting of the Company's quarterly and annual financial statements, (ii) compliance with legal and regulatory requirements; and (iii) the qualifications, independence and performance of the Company's internal and external auditors.
- Assisting the Board in fulfilling its statutory and fiduciary responsibilities with respect to internal controls, accounting policies, auditing and financial reporting practices.
- Overseeing performance of the Company's internal audit function, independent audits.
- Overseeing the Company's compliance with the rules of good corporate governance.

As per BSEC Notification, the members must meet at least 4 times in a year. The mandate of the Audit Committee provides further particulars on financial reporting processes, process improvements, and additional ethical and legal compliance overview responsibilities. The Head of Internal Audit and Control reports functionally to the Audit Committee and administratively to the Managing Director.

Review of quarterly Financials

The Audit Committee reviewed quarterly, half yearly and annual financials of the Company prior to submission to the Board of Directors for approval. The review ensures that the financial reporting and disclosure are in compliance with the Companies Act 1994, Securities and Exchange Rules 1987 and other applicable approved accounting standards such as IAS, IFRS etc.

In case of reviewing of the annual audited financial

statements, the Audit Committee discussed with the Management and the statutory auditors regarding the accounting principles and standards that were applied and their judgment of the items that may affect the financial statements and after satisfying the Committee recommended to the Board for approval.

Nomination and Remuneration Committee

Nomination and Remuneration Committee comprises with three non-executive Directors including one Independent Director who is also the Chairman of the Committee. The members of the Committee are elected by the Board. The mandate of the Nomination and Remuneration Committee requires it, among other things, to:

(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:

a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;

b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

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;

(ii) devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;

(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;

(iv) formulating the criteria for evaluation of performance of independent directors and the Board;

(v) identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and

(vi) developing, recommending and reviewing annually the company's human resources and training policies;

The Board may advise or modify or amend any decision of the committee. In all cases, the members of the committee must exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders.

Members of the Board Committee

As mentioned earlier, each Committee of the Board has been formed with specific Charter. The Charter

defines the extent of the authority delegated to each Committee. The Charter, including the composition of the Committee, are reviewed and updated as and when necessary to ensure ongoing compliance. The Board is kept fully informed of the work of those Committees from time to time. The list of different Board Committees and its members is given hereunder:

Disclosure of Directors' Remuneration

Name of the Members	Audit Committee	Nomination and Remuneration Committee	Tenure
Md. Anamul Haque	Chairman	Member	Continuing
Sultan Mahabubul Haque	Member	Chairman	Continuing
Mustafa Shoeb	Member	Member	Continuing

Directors of the Company are not eligible for any remuneration other than the meeting attendance fee as prescribed by the articles of association or as fixed by the board. During the year under review, Board of Directors was eligible for attendance fee of Tk. 5,000 per meeting of Board, NR Committee and Audit Committee. Remuneration paid to the Managing

responsibilities of the Chairman and the Managing Director are separate, thereby preventing unfettered powers of decision making on a single hand. The Chairman is a Non-executive Director while the Managing Director is an Executive Director.

Role of the Chairman

The Chairman is elected by the board from the non-executive directors. The Chairman is responsible

for the overall leadership and efficient functioning of the Board of Directors. The Chairman of the Board is also responsible of maintaining a role in recommending the skills and experience that the Board should contain and exhibit, for its effective operation, encourage active engagement and participation by all members of the Board, promote

Name of the Directors	Board		Audit Committee		NR Committee		Total
	Attendance	Fee	Attendance	Fee	Attendance	Fee	
Rashida Abbas	2	11,500	---	---	---	---	11,500
Abbasi Adam Ali	4	23,000	---	---	---	---	23,000
Zulfikar Ali	1	5,750	---	---	---	---	5,750
Shoeb Adam Ali	1	5,750	---	---	---	---	5,750
Mustafa Shoeb	3	17,250	3	17,250	2	11,500	46,000
Md. Anamul Haque	4	23,000	4	23,000	2	11,500	57,500
Sultan Mahabubul Haque	4	23,000	4	23,000	1	5,750	51,750
Total		1,09,250		63,250		28,750	2,01,250

Director is disclosed on page 142 of this Report. Remuneration paid to the Directors for attending Board/ Committee Meetings during the year 2024-2025 is given below:

Charter of the Board and its Committee

The Charter of the Board and Committees setting out its key functions has been given on pages 76 to 87 of this Annual Report.

Setting out the Directors Responsibilities

A separate statement as to the preparation and presentation of financial statements is given on page 122 of this Report. A Management report on the operational review and segmental analysis of the Company is given on pages 41 of this Report.

Separate role of the Chairman & Managing Director

The Chairman of the Board and the Managing Director of the Company are different persons. The

highest standards of corporate governance, ensure clear structure for the effective running of the Board Committees, ensure the long-term sustainability of the Company, set the Board's agenda, ensure that Directors receive accurate, timely and clear information to enable the Board to take sound decisions and to identify the development needs of the Board as a whole to enhance its overall effectiveness as a team.

Role of the Managing Director

The Managing Director is responsible for the day-to-day management, operations and administration of the company. He also responsible to implement, manage and administer corporate business strategy, ensure adherence to policies and procedures, applicable regulations and laws, and monitoring exceptions and serious deviations, manage the overall human resources and skills/competencies pool to ensure the effective and efficient running of the company, represent

the company with customers, suppliers, governments, financial institutions, the media, the community and the public. He is also accountable to the Board for the financial and operational performance of the company.

Role of the Chief Financial Officer

The CFO plays four critical role as Catalyst

Catalyze behaviors across the organization to execute strategic and financial objectives while at the same time creating a risk intelligent culture

Steward

Protect and preserve the critical assets of the organization and accurately report on the financial position and operations to internal and external stakeholders

Strategist

Provide financial leadership in determining strategic business direction, M&A, financing, capital market and longer-term strategies vital to the future performance of the company

Operator

Balance capabilities, talent, costs and service levels to fulfill the finance organization's core responsibilities efficiently

Role of the Company Secretary

The Company Secretary is responsible for ensuring appropriate information flow within and to the Board, the Board Committees and between the senior management and non-executive directors. The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information and documents are made available to the directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible for ensuring compliance with applicable statutory requirements and is the interface between the management and regulatory authorities for governance matters. The Company Secretary supports in designing and facilitating induction programs for new non-executive Directors and in putting together development program for Directors. The authority of the appointment of the Company Secretary is vested in the Board.

Role of the Head of Internal Audit and Control

The head of Internal Audit and Control is responsible for reporting to the Board Audit Committee regarding any deviation from the accounting and internal control systems of the company. He is also responsible for ensuring regulatory compliance of the company. The authority of the appointment of the head of Internal

Audit and Control is vested in the Board.

Management

The senior management team is responsible for the day-to-day management of the Company entrusted to it by the Board. It is headed by the Managing Director, who is assisted by the Chief Financial Officer, Chief Operating Officer, General Managers, Company Secretary and Head of Departments. The biographies of the members of the senior management team are set out on page 19 of this Annual Report.

Appraisal of the Managing Director

The Managing Director is entrusted with the Management of the Company's operations and he is fully accountable to the Board. Performance of the Managing Director including the top Management is assessed by the Board on a yearly basis.

Removal of the Managing Director

The Board is authorized to remove the Managing Director and fill the vacancy with consent from the shareholders.

Risk Management

The Risk Management Policy acts as an enabler of growth for the Company by helping its businesses to identify the inherent risks, assess, evaluate and monitor these risks continuously and undertake effective steps to manage risks.

The risks are assessed by the senior executives of the Company and periodically reviews the robustness of the Risk Management Policies. The periodic update on the risk management practices and mitigation plan of the Company is presented to the Audit Committee and Board of Directors. The Audit Committee and Board periodically review such updates and findings and suggest areas where internal controls and risk management practices can be improved. The senior management team also ensure compliance of the respective policies approved by the Board.

Internal Control

The Board has ultimate responsibility for establishing an effective system of internal control. It is designed to manage rather than eliminate the risk of failure to achieve the business objectives and to provide reasonable but not absolute assurance that assets are safeguarded against unauthorized use or material loss and those transactions are properly authorized and recorded. The internal control system embraces all business risks, including financial, operational and strategic risks. Accountability for managing risks is delegated to the senior management team who review and assess risk management matters as part of their business processes and risks controls and actions are regularly adjusted in response to the changing market environment.

Major elements of the control environment are as

Report on Corporate Governance continued...

follows:

- Regular Board meeting with comprehensive agenda dealing with all major aspects of business;
- Regular Board Committee meeting to discuss issues as clearly defined in their charter;
- An established management structure and delegation of authorities with job descriptions for each division and section;
- Defined operating guidelines and procedures with authorization limits at appropriate levels;
- An internal audit department directly reporting to the Board Audit Committee in compliance with procedures and authority limits;
- A comprehensive annual budgetary system with ultimate approval by the Board;
- Accounting and operational manuals;
- Review and analysis of fund position on daily basis;
- Well defined policies relating to personnel issues;
- A comprehensive financial reporting system including actual performance with budget.

Standards Issued by ICSB

The Institute of Chartered Secretaries of Bangladesh (ICSB) has issued 'Secretarial Standards' on key corporate functions like Board Meetings and General Meetings. The Company adheres to them.

MD and CFO certification

Certification as required under the Corporate Governance Notification has provided by Abbasi Adam Ali, Managing Director and Muhammed Mizanur Rahman, CFO of the Company and it can be found on page 114 of this annual report.

Appointment of Compliance Auditor

According to the BSEC Notification dated June 03, 2018 on Corporate Governance the company is required to obtain a certificate from a practicing Professional Accountant/Secretary (Chartered Accountant/Cost and Management Accountant/Chartered Secretary) regarding compliance with the conditions of Corporate Governance Guidelines. In compliance with the above Notification M. Mohasin & Co. practicing Chartered Secretaries firm has been appointed to conduct compliance audit in this regard.

Auditors' Certificate on Corporate Governance

The Auditors' certificate on compliance of Corporate Governance Notification can be found in page 62 of this Annual Report.

Appointment of Statutory Auditors

The Auditor is appointed by the shareholders in the AGM. Based on the recommendation of the Audit Committee, the Board of Directors recommends to the Shareholders for appointment of Auditors. The

remuneration of the Auditors is also fixed by the shareholders in the AGM. As per the BSEC's Order an Auditor cannot be appointed for more than three consecutive years.

Independence of Statutory Auditors

The Company's statutory auditors are prohibited from non-audit services as prescribed by the Bangladesh Securities and Exchange Commission vide its Notification dated 03 June 2018. Tax and other professional services of the Company are conducted by separate professional Firms to ensure the Auditors' independence. Zaman & Associates, Law and Tax Consultant retains for company taxation services of the Company. If there is uncertainty as to whether a matter falls within the permitted services, the matter is referred to the Head of Internal Audit and Control, the Chief Financial Officer and the Company Secretary who will consult with the Audit Committee.

Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting standards as prescribed under the Companies Act 1994, Securities and Exchange Rules and IAS. The Accounting Policies followed by the Company, to the extent relevant, are set out elsewhere in this Annual Report.

Budgetary Process

Each year, the Board approves the annual budget. Performance is monitored and relevant actions are taken throughout the year through quarterly reporting to the Board on variances from the budget, together with information on key operational areas.

Means of Communication

Interim and final financial results are communicated to the concern regulators within the stipulated time line and also published in two national daily news papers, one in Bangla and another in English and in online publications. Audited final financial statements along with Directors' report and notice of the AGM are sent to the respective shareholders email address. All the financial results are also posted in the company's website at www.coppertechbd.com.

Price Sensitive Information

Price Sensitive Information means any such information which if published, may influence the market price of the concerned security. According to the guideline, price sensitive information is disseminated within 30 minutes of the decision or immediately upon getting such information to the BSEC and the Stock Exchanges. Besides, the price sensitive information also was published in two widely circulated national daily newspapers, one in Bangla and the other in English and also in an online newspaper.

Website: The basic information about the company is provided on the Company's website and the same is updated regularly. It contains comprehensive database of information of interest to our investors including the financial results and Annual Report of the Company, information on dividend declared by the Company, any price sensitive information disclosed to the regulatory authorities from time to time.

Annual Report: Annual Report containing, inter alia, Audited Financial Statements, Directors' Report, Auditors' Report, Notice of AGM and other important information is circulated to members and others entitled thereto.

AGM Minutes Submission

In accordance with the requirement of the regulatory authority minutes of the Annual General Meeting are submitted to the respective regulators within the stipulated timeline.

Communication with Shareholders

The investor relations activities of the Company are designed to provide a balanced level of communication between the Company and its stakeholders. Established procedures are in place to ensure timely release of price sensitive information. The Company also publishes its quarterly, half yearly and annual results within the time periods stipulated by the Bangladesh Securities and Exchange Commission, Stock Exchanges.

The announcements and other important information are posted on the Company's website. The website also contains corporate information which is updated on a regular basis and includes a corporate governance section which contains details of the Company's adherence to the Code and the full terms of reference of the Board and its Committees.

Human Capital

Human capital is the stock of competencies, knowledge, social and personality attributes, including creativity, cognitive abilities, embodied in the ability to perform labor so as to produce economic value. It is an aggregate economic view of the human being acting within economies, which is an attempt to capture the social, biological, cultural and psychological complexity as they interact in explicit and/or economic transactions.

Human capital is distinctly different from the tangible monetary capital due to the extraordinary characteristic of human capital to grow cumulatively over a long period of time. The growth of tangible monetary capital is not always linear due to the shocks of business cycles. During the period of prosperity, monetary capital grows at relatively higher rate while during the

period of recession and depression there is deceleration of monetary capital. On the other hand, human capital has uniformly rising rate of growth over a long period of time because the foundation of this human capital is laid down by the educational and health inputs.

Coppertech emphasizes on managing the human capital in a prudent way. True human capital management is more than just an HR function. It requires strategic analysis of the entire organization. We consider Human as Capital. So to manage Human Capital, Coppertech focuses on Workforce Planning, Compensation Management, Succession Planning, Career Planning and Learning Management specifically & strategically.

Compensation

The Company remunerates its officers fairly and responsibly. The remuneration of officers must be sufficient to attract, retain and motivate persons of the quality needed to run the Company successfully, and the Company must avoid paying more than is necessary for that purpose. The Board ensures that the remuneration policies are in line with the strategic objectives and corporate values of the Company, and do not give rise to conflicts between the objectives of the Company and the interests of individual Directors and key executives.

Environmental and Social Compliance

Coppertech recognizes that it is part of a wider community of shareholders, customers, suppliers, employees and other stakeholders and recognizes that the Company has a responsibility to act in a way that respects the environment. It is the policy of Coppertech, so far as is reasonably practical, to protect and conserve the local and wider environment from any adverse impacts caused by its operations.

Working environment

The Company provides its employees state of the art office equipment and encourages employees to save energy while working with these equipment. All the equipment are configured in such a way that consumes less power and energy. We also maintain better control of temperature. The promotion of electronic mail and telephone rather than paper mail is encouraged. Energy saving lamps are used wherever possible and steps are taken to ensure that all lights are turned off when they are not in use.

Recycling and waste reduction

Recycling is implemented where possible in relation to paper, glass and residual waste. Printing is carried out through central printers in order to reduce paper consumption. Employees are encouraged to separate waste.

Health and safety

The Company strives to provide and maintain a safe environment for all employees, customers and visitors to its premises and to comply with relevant health and safety legislation.

Transportation

Transport pools are regularly monitored and maintained properly with an objective to ensure reducing of carbon emission. Drivers are asked to conserve their speed as this is more energy efficient and ensure prevention of accident.

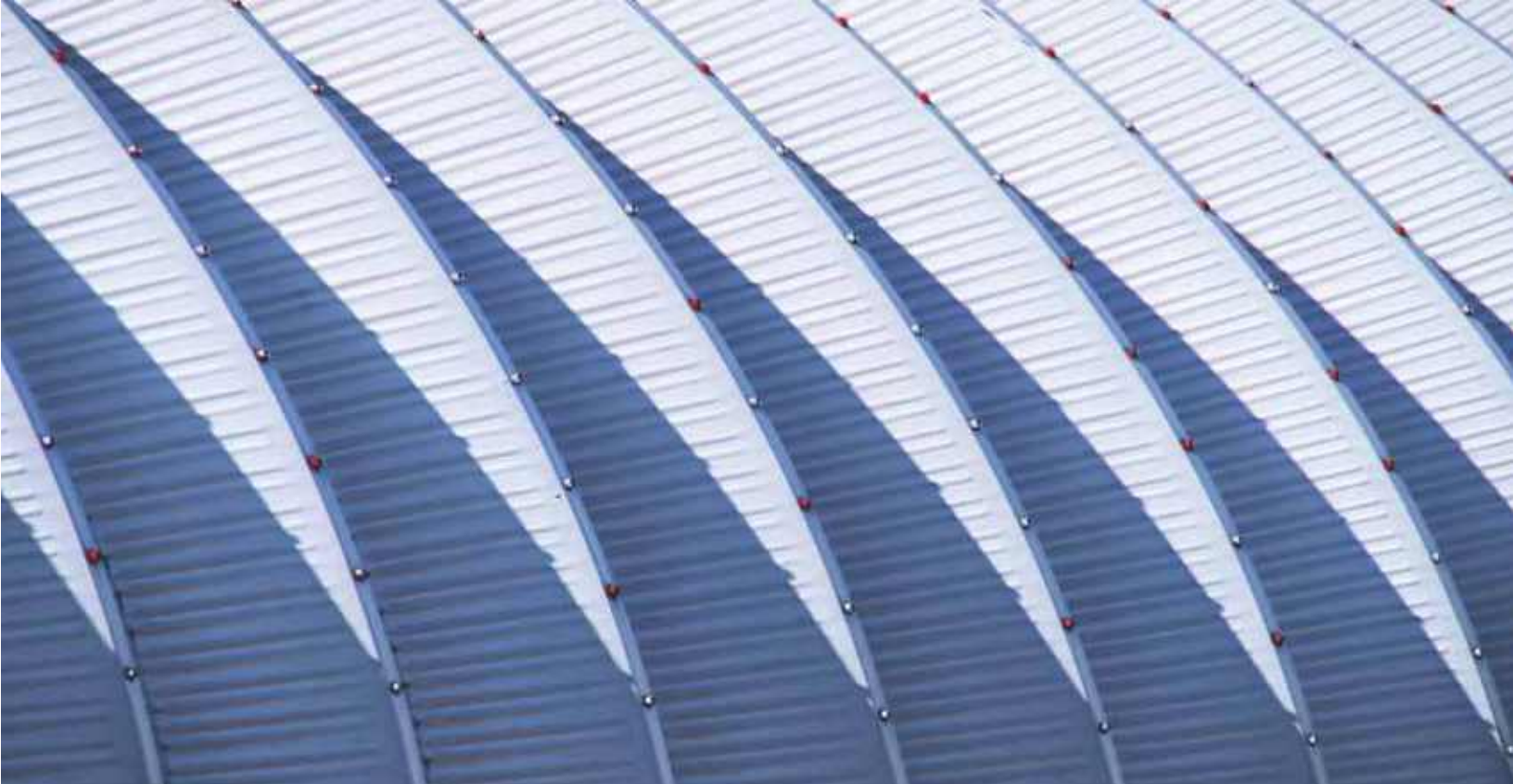
Social

Coppertech always encourages its clients and vendors to comply with relevant legislation to ensure

environmental issues and before establishing business relations, properly scrutinize to ensure that the client may not have any direct/indirect influence in terrorist financing activities.

Review of Governance Practices

It has been attempted in this Report to present the governance practices and principles being followed at Coppertech, as evolved over the years, and as best suited to the needs of the Company's business and stakeholders. Disclosures and governance practices are continually revisited, reviewed and revised to respond to the needs of business and ensure that the standards are at par with the globally recognized practices of governance, so as to meet the expectations of all our stakeholders.



CHARTER OF THE BOARD

1. INTRODUCTION

The Board of Directors (the "Board") of Coppertech Industries Limited (the "Company" or "Coppertech") is the supreme authority in matters of governance and in managing the business of the Company. Within their authority under the Companies Act and other applicable laws and the Articles of Association the Company, the Directors, acting as a Board, have the fullest powers to regulate the concerns of the Company according to their best judgment.

The Board is responsible to promoting and adhering to the principles and best practices of corporate governance, to foster the long-term success of the Company and to secure its sustained competitiveness in the global environment in a manner consistent with its fiduciary responsibility.

The Board shall exercise its powers and duties in the best interest of the Company, its shareholders and other stakeholders.

The purpose of the Board Charter is to outline the principal role of the Board of Directors, the demarcation of the roles, functions, responsibilities and powers of the Board, various Board Committees of the Company and matters reserved for final decision-making or pre-approval by the Board; and the policies and practices of the Board in respect of matters such as conflicts of interest and convening of Board meetings.

This Charter further defines the specific responsibilities of the Board of Directors, in order to enhance

coordination and communication between the Managing Director and the Board and more specifically, to clarify both Board and Management accountability for the benefit of the Company and its shareholders.

This charter is subject to the provisions of the Company's articles of association and to applicable laws. This charter is not intended to limit, enlarge or change in any way the responsibilities of the Board as determined by such articles and applicable laws. Directors are elected annually by the shareholders of the Company and together with those appointed to fill vacancies or appointed as additional directors throughout the year, collectively constitute the Board.

2. BOARD'S ROLE, AUTHORITY AND COMPOSITION

Role of the Board:

The role of the board has two fundamental elements: Decision-making: The decision-making function is exercised and respect to the formulation with management of fundamental policies and strategic goals and through the approval of certain significant actions;

Oversight: The oversight function concerns the review of management decisions, the adequacy of systems and controls and the implementation of policies.

The Board of Directors establishes formal delegations of authority, defining the limits of management's power and authority and delegating to management

certain powers to manage the business. The delegations of authority conform to statutory limitations specifying responsibilities of the board that cannot be delegated to management. Any responsibilities not delegated to management remain with the Board of Directors and its committees.

The Board ensures the adequacy of financial and operational systems and internal control, as well as the implementation of corporate ethics and the code of conduct. The Board reserves a formal schedule of matters for its decision to ensure that the direction, management and control of the Company rests with the Board. This includes strategic issues and planning, performance reviews, material acquisition and disposal of assets, capital expenditure, authority levels, appointment of auditors and review of the financial statements, financing and borrowing activities including annual operating plan and budget, ensuring regulatory compliance and reviewing the adequacy and integrity of internal controls.

All policies pertaining to the Company's operation and functioning are to be approved by the Board. The Board must ensure equitable treatment of the minority shareholders.

Authority

The Board of Directors is the ultimate decision making body of the Company except for matters reserved for the shareholders. Consistent with the Board's power to delegate to the Management the day-to-day operation of the Company's business, the Board shall exercise judgment in establishing and revising the delegation of authority for Board Committees and Management. The issues of major capital expenditure, divestitures, mergers and acquisitions, and certain strategic investments would be within the Board's authority.

The recommendations of the Committees will be referred to the Board. In the event that the Board is unable to approve a decision of the Committee, the matter will be referred back to the Committee for further consideration.

The Board has full authority to seek any information it requires from the Management or any employee of the company. The Board reports to and is accountable to the shareholders of the Company.

Board Composition and Skills

The Board composition will be guided by the Company's Memorandum of Association and Articles of Association and shall presently comprise of maximum 20 members or as per the guidelines of Bangladesh Securities and Exchange Commission including required number of Independent Directors.

The Board of the Company recognizes the need for composition of the Board to reflect fair mix of

independence, skills and expertise; and facilitate objectivity in decision making. High levels of professional skills and appropriate personal qualities are pre-requisite for directorships.

Fresh appointment of the members for the Board shall be considered by the Board for onward recommendation to the shareholders for appointment, at their next general meeting, in accordance with the qualifications acceptable by the Board taking into consideration the overall composition and diversity of the Board and areas of expertise that new Board members might be able to offer.

The Board shall consist of non-executive directors. The Board will have at least 1/5th number of "Independent" Directors in keeping with regulatory requirements.

There will be separation and clear division in the roles and responsibilities of the Chairman and the Managing Director. The Chairman of the Board shall be a "Non-Executive" Director.

Rotation

All Directors appointed by way of casual vacancy are required by the Company's Constitution to be elected by the shareholders at the first annual meeting after their appointment. At least one third of all Directors except Independent Directors, or, if their number is not a multiple of three, then the number nearest to one third, shall retire from office at the annual meeting each year, but shall be eligible for re-election at that meeting. In each year the Directors who retire are those who have been longest in office since their last election. There is no maximum term for which a person can remain a Director. The Managing Director is the only executive Director. 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.

Induction

The Board seeks to ensure that new Directors are appropriately introduced to management and the business, that all Directors are acquainted with relevant industry knowledge and that Directors receive a copy of this Charter, the Charters of all Committees, recent Board and Committee papers, recent Board minutes and relevant Company policies.

Relationship between the Chairperson and the Managing Director

The Board supports the concept of the separation of the role of Chairperson from that of the Managing Director. The Chairperson's role is to manage the Board effectively, to provide leadership to the Board, and to interface with the Company's Managing Director.

Remuneration of Directors

The Directors' remuneration is paid in the form of Directors' fees. The Board may determine that

additional allowances be paid to a Director, as appropriate, to reflect additional services provided to the Company by that Director. The total fees available to be paid to Directors are subject to shareholders' approval.

3. BOARD'S RESPONSIBILITY

The Board of Directors is responsible for establishing clear roles and responsibilities in discharging its fiduciary and leadership functions. The Board is responsible for ensuring that the strategies adopted promote the sustainability of the company.

Principal responsibilities of the Board

Strategic planning process

- Determine the yearly goals of the Company and to draw up strategic plan and technique
- Supervising the formulation of the strategic direction, plans and priorities of the company and approving the strategic plan
- Monitor quarterly implementation and effectiveness of the approved strategic plan and technique and make necessary changes, if any, after discussion with management
- Review & analyze the status of success/failure of the implemented strategic plans & techniques and include a comparative report on it in the Annual Report
- Inform the shareholders about the strategic plans & techniques shall be adopted in future
- Reviewing and approving the organizational structure
- Reviewing and approving the corporate financial objectives and operating plans and actions of the company, including capital allocations, expenditures and transactions set by the board
- Approving major business decisions
- Review the Company's business plans and the inherent level of risk in these plans
- Assess the adequacy of capital to support the business risks of the Company

Identification and management of risks

- Ensuring that processes are in place to identify the principal risks of the business
- Reviewing the systems that are implemented by management to manage those risks
- Overseeing and approving the Risk Appetite Framework
- Reviewing the processes that ensure compliance with applicable regulatory, corporate, securities and other legal requirements
- Assess the adequacy of the systems of risk management, internal control, control environment and legal compliance

Succession planning and evaluation of management performance

- Supervising the succession planning processes of the company, including the selection, appointment and development of the Chief Executive Officer/MD and the senior management team
- Evaluating and recommending compensation of the MD/Chief Executive Officer and the senior management team in a manner that is consistent with appropriate prudential incentives
- Approve performance objectives and performance measurement systems
- Review the performance of Board, Board Committees and Executive Management

Financial Performance

- Approve the annual budget and targets, quarterly and annual financials, management discussion and analysis and interim results and monitor financial performance
- Ensure financial results are reported fairly and in accordance with IFRS
- Recommend to shareholders the Directors Report / financial statements and ensure that any reports issued by the company, including the financial statements, present a 'true and fair' view of its position and performance
- Recommend to shareholders on appropriation of profit, payment of dividend, allocation to reserve account/retained earnings and remuneration to Directors
- Approve and monitor the progress of material financial restructurings, including mergers, acquisitions, divestitures and acquisitions, annual budgets, dividends etc. affecting the balance sheet
- Approve entering into, or withdrawing from, businesses or service lines
- Approve policy for purchase and collection proposed by Management
- Approve the delegation of responsibilities and authorities to Board Committees and to Managing Director and Executive Management;
- Approve purchase/construction of land, building and vehicle
- Approve authority for bank account operation

Risk Management

- Approve and review the risk management guideline
- Ensure principal risks are identified and Management has implemented appropriate systems to manage these risks

Charter of the Board continued...

- Ensure that the systems and controls framework, including the Board structure and organizational structure of the Company is appropriate for the Company's business and associated risks
- Review the processes that ensure compliance with applicable regulatory, corporate, securities and other legal requirements

Internal Control

- Assess the adequacy of the systems of risk management, internal control, control environment and legal compliance
- Reviewing the effectiveness of the company's internal controls and the company's management information systems

Human Resource Management

- Approve service rules of the Company and any amendment thereof
- Ensure independence of the administrative system regarding recruitment, promotion, transfer and disciplinary action are governed under the service rules
- Ensure that succession programs and plans are in place

Governance

- Approve the Company's corporate governance framework and ensure it conforms to best practices and regulatory and statutory requirements
- Approve the organizational/management structure and responsibilities
- Appointing from its membership a non-executive Chairman of the Board
- Provide effective oversight over Management's activities
- Establish appropriate structures and procedures to allow the board to function independently
- Establish the Company's values
- To the extent feasible, satisfying itself that the Managing Director and other senior officers create a culture of integrity throughout the organization
- Establish board committees and defining their mandates to assist the board in carrying out its roles and responsibilities
- Undertake regular evaluation of the board, its committees and its members, and reviewing its composition with a view to the effectiveness and independence of the board and its members
- Review the code of conduct and business ethics at least annually
- Review the charter of the Board and its Committees for necessary modification

Compliance

- Ensure the Company operates at all times within applicable laws and regulations, including an effective Code of Conduct and business ethics policies
- Ensure that the Company's policies and procedures manuals comply with all government and regulatory requirements covering all operations

Communications

- The Board should ensure that there is an agreed communications strategy and procedure including agreement about appropriate channels and spokespersons
- Develop and implement an investor relations program or shareholder communications process for the Company
- Oversight of communications and public disclosure
- Assessing the effectiveness of the company's communications, including measures for receiving feedback from stakeholders
- Overseeing establishment of processes for accurate, timely and full public disclosure, including the company's disclosure policy

Delegation of Authority

- Approve the delegation of responsibilities and authorities to Board Committees and to Executive Management; and reserve certain powers for the Board

External Auditors

- Recommend the appointment of the external auditors (and the remuneration payable); to the shareholders and seek their no objection

Listing Requirements

- Oversee the ongoing obligations in respect of the listing requirements, including but not limited to issues relating to disclosure, dissemination of price sensitive information and other communication, and the prevention of market abuse and insider trading;

Reporting to Shareholders

Report annually to the Shareholders on the Board's stewardship for the preceding year. The directors of the companies shall include the following additional statements in the Directors' Report prepared under section 184 of the Companies Act, 1994:-

- An industry outlook and possible future developments in the industry;
- The segment-wise or product-wise performance;
- Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;

Charter of the Board continued...

- A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin
- A discussion on continuity of any extraordinary activities and their implications (gain or loss);
- 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;
- A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;
- An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Rights Share Offer etc.;
- An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;
- A statement of remuneration paid to the directors including independent directors;
- A statement that the financial statements prepared by the management of the company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;
- A statement that proper books of account of the company have been maintained;
- 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;
- A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;
- A statement that the system of internal control is sound in design and has been effectively implemented and monitored;
- 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;
- A statement that there is no significant doubt upon the company's ability to continue as a going concern
- An explanation that significant deviations from the last year's operating results of the company shall be highlighted and the reasons thereof shall be explained;
- A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;
- An explanation on the reasons if the company has not declared dividend (cash or stock) for the year;
- Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;
- The total number of Board meetings held during the year and attendance by each director;
- A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:
 - (a) Parent or Subsidiary or Associated Companies and other related parties (name-wise details);
 - (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);
 - (c) Executives; and
 - (d) Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);
- In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders: (a) a brief resume of the director; (b) nature of his or her expertise in specific functional areas; and (c) names of companies in which the person also holds the directorship and the membership of committees of the Board;
- 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:
 - (a) accounting policies and estimation for preparation of financial statements;
 - (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;
 - (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;
 - (d) compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;
 - (e) briefly explain the financial and economic scenario of the country and the globe;

(f) risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and

(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;

- Declaration or certification by the CEO and the CFO to the Board regarding financial statements
- Certificate regarding compliance of Corporate governance Code

Specific responsibilities of the Board set by articles of association

The Directors of the company shall be the policy making body with responsibility for achieving the objectives for which the company has been established and shall have the power to delegate authority to any one for implementing the policy and for ensuring the best use of resources of the company by achieving optimum efficiency against budgeted expenditure and commercial potentialities of the highest level. Without prejudice to the general power conferred by these presents, it is hereby expressly declared that directors shall have the following powers, that is to say:

- To pay costs, charges and expenses preliminary and incidental to the promotion formation establishment and registration of the company.
- To pay and charge to the capital account of the company any interest lawfully payable thereabout under the provisions of the Act.
- To purchase or otherwise acquire for the company any property, right or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit and subject to the provisions of Section 106 of the Act. to sell, let exchange or otherwise dispose of absolutely or conditionally any part of the property, privileges and undertaking of the Company upon such terms and conditions and for such consideration as they may think fit.
- At their descriptions to pay for any property or rights acquired by or services rendered to the company either wholly or particularly in cash or in shares bonds debentures debenture stock or other securities of the company and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon and any such bonds, debentures, debenture stock, preference shares or other securities may be either specifically charged upon or any part of the property of the company and its uncalled capital or not so charged.
- To insure and keep insured against loss or damage

by fire or otherwise for such period and to such extent as they may think proper all or any part of the building, machinery goods, stores, products and other movable and immovable property of the Company either separately or jointly; also to insure all or any portion of the machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

- To open account with any bank or bankers or with any Company, firm or individual and to pay, money into and draw money from any such account from time to time as the Directors may think fit. The persons who will operate the account will be decided by the Board of Directors in its meetings from time to time.
- To secure the fulfillment or any contracts or engagements entered into by the company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being or in such other manner as they think fit.
- To attach to any shares to be issued as the consideration or part of the consideration for any contract with or property acquired by the Company or in payment for services rendered to the Company such conditions as to the transfer thereof as they think fit.
- To accept from any member on such terms and conditions as shall be agreed a surrender of his shares or stock or any part thereof.
- To appoint any person (whether incorporated or not) to accept and hold in trust for the company any property belonging to the company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite of such trust provide for the remuneration of such trustee or trustees.
- To institute, conduct, defend compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the company and also to compound and allow time for payment or satisfaction or any debts due or of any claims demands by or against the Company.
- To refer any claim or demand by against the company to arbitration and observe and perform the awards.
- To acts on behalf of the company in all matters relating to bankrupts, and insolvent.
- To make and give receipts releases and other discharges for money payable to the company and for the claims and demands of the company.

- To determine from time to time who shall be entitled to sign on the company's behalf bill, promissory note, acceptance, endorsements, cheques, dividend warrants, release, contracts and documents.
- To invest and deal with any of the money of the company not immediately required for the purposes thereof, upon such securities and in such manner as they may think fit from time to time vary or release such investments.
- To execute in the name and on behalf of the company in favor of any director or other persons who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on.
- To give to any Director, Officer or the person employed by the Company in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company and such interest, commission of share of profits shall be treated as a part of the working expenses of the Company.
- To provide for welfare of employees or ex-employees of the Company and the Wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses dwellings or chaws or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident or other associations funds or trusts and by providing or subscribing or contributing towards places of instructions and recreations mosques, schools, colleges, universities, hospitals, dispensaries, medical and other attendance and other assistance as the Directors shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either be reason or locality of operations or of public and general utility or otherwise.
- To reserve a sum not exceeding ten percent of the net profit in a particular year for charitable and other purposes to be spent at their discretion.
- Before recommending any dividend to set aside out of the profits of the Company such sums as they may think proper for Depreciation or Depreciation Fund, Reserve Fund or Sinking Fund or any special fund to meet contingencies or to repay redeemable preference shares of any special fund to meet contingencies or to repay redeemable preference shares, debenture stock or for special dividends or for equalizing, improving, extending and maintaining any part of the property of the Company And the for such other purposes (including the purposes referred to in the preceding clause) as the Directors may in their absolute discretion think conducive to the interest of the Company and to invest the several sums so set aside or so much the thereof as the required to be invested upon such investment as the Directors may think the fit and from time to time to deal with and very such investments dispose of and apply and expends all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors in their absolute discretion think conducive to the interests of the Company not with standing that the matters to which the Directors apply or upon which they expend the same or any part thereof may be matters to or upon which the capital money of the Company might rightly be applied for or expended and to divide the Reserve Fund into such special funds as the Directors may think fit and to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment or redeemable preference shares, debenture stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same; with power, however to the Directors at their discretion to pay or allow to the credit or such fund interest at such rate as the Directors may think proper, not exceeding nine percent per annum.
- To appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit And also without prejudice as aforesaid from time to time provide for the management and transaction of the affairs of the Company in any specified locality in Bangladesh in such manner s they think fit and the provisions contained in sub-clauses 24 and 25 following shall be without prejudice to the general powers conferred by this sub-clause.
- To comply with the requirements of any local law which in their opinion it shall in the interest of the Company is necessary or expedient to comply with.

Charter of the Board continued...

- From time to time and at any time establish any local board for managing any of the affairs of the Company in any specified locality in Bangladesh or elsewhere and to appoint any persons to be members of any local boards and to fix their remuneration. And from time to time and at any time to delegate to any persons so appointed any of the powers authorities and discretion's for the time being vested in the Directors others than their power to make calls and to authorize the members for the time being of any such local board or any of them to fill up any vacancies therein and to act not withstanding vacancies and subjects to such conditions as the Directors may think fit and the Directors may at any time remove any person appointed and may annul or vary any such delegation.
- At any time and from time to time by power of attorney to appoint and person or persons to be the attorney or attorneys to the Company for such purposes and with such authorities and discretion (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment may (in the Directors think fit) be made in favor of the members or any of the members of any local board established as aforesaid or in favor of any company or the members, directors, nominees or managers or any company or otherwise in favor of any fluctuating body or persons whether nominated directly or indirectly by the Directors and any such power of attorney may contain such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Directors may think fit and may contain powers enabling any such delegate or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and directions for the time being vested in them.
- To enter into all such negotiations and contracts and rescind any very all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.
- To make, draw, endorse, sing, accept, negotiate and give all cheques, bills of lading, drafts, orders, and bills of exchange, Government of Bangladesh and other Promissory Notes and other negotiable interments required in the business of the Company.
- To delegate, entrust to and confer from time to time upon the manager or managers or attorney or attorneys for the time being such of the powers

exercisable by the Directors as they may think fit and confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

4. RESPONSIBILITY OF THE CHAIRMAN AND MANAGING DIRECTOR:

Principal Responsibilities of the Chairman

The Chairman is responsible for the overall leadership and efficient functioning of the Board of Directors. The Chairman of the Board shall have the following duties:

- Maintain a role in recommending the skills and experience that the Board should contain and exhibit, for its effective operation;
- Encourage active engagement and participation by all members of the Board;
- Ensure that new Directors participate in a full, formal and tailored induction program;
- Identify the development needs of the Board as a whole to enhance its overall effectiveness as a team;
- Promote the highest standards of corporate governance;
- Ensure the long-term sustainability of the Company;
- Ensure the continual improvement in quality and caliber of the Executive Management;
- Establish a close relationship of trust with the Managing Director and the Executive Management, provide support and advice while respecting their executive responsibility;
- Meet regularly with the Managing Director to discuss issues of importance and to ensure the effective alignment of goals of Executive Management with that of the Board;
- Provide coherent leadership to the Company including, in conjunction with the Managing Director, representing CTIL with customers, suppliers, governments, financial institutions, the media, the community and the public;
- Set the Board's agenda;
- Preside over the board and general meetings and sign minutes
- Exercise casting vote in case of equality of votes
- Ensure that Directors receive accurate, timely and clear information to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of CTIL;

- Ensure clear structure for the effective running of the Board Committees

Principal Responsibilities of the Managing Director

The Managing Director is responsible for the day-to-day management, operations and administration of the Company. The Managing Director shall have the following duties:

- Implement, manage and administer corporate business strategy with the aim of executing the business plans and budgets of the Company;
- Manage the overall human resources and skills/competencies pool to ensure the effective and efficient running of the Company;
- Represent CTIL with customers, suppliers, governments, financial institutions, the media, the community and the public;
- Formulate and recommend strategic objectives and plan of action for continuously enhancing shareholders' value to Board of Directors;
- Ensure adherence to policies and procedures, applicable regulations and laws, and monitoring exceptions and serious deviations,;
- Manage the Assets and Liabilities of the Company in accordance to Board policy and regulatory requirements;
- Manage the risk portfolio of the Company.

5. ELECTION OF DIRECTORS, BOARD MEETINGS, RIGHTS OF DIRECTORS:

Election

- Directors will be elected/appointed by the shareholders at the Annual General Meeting.
- Each proposal by the Board to the shareholders for election or re-election of a Director shall be accompanied by a recommendation from the Board, with the following specific information:
 - a. The term to be served
 - b. Biographical details and professional qualifications
 - c. In the case of an Independent Director, a statement that the Board has determined that the criteria of independent Director have been met
 - d. Any other directorships held
 - e. Particulars of other positions which involve significant time commitments
 - f. Details of relationship between the candidate and the Company or other Directors of the Company.

Board Membership and Tenure:

Pursuant to the Company's Memorandum of Association and Articles of Association, one third of Directors must retire by rotation in every year but

shall be eligible for re-election; Independent Director shall be appointed for a 3 years term and can be re-appointed for one term only.

Filling of Vacancies on the Board of Directors:

If the office of one of the Board members becomes vacant, he shall be replaced by the Board. The new member shall complete the unexpired term of his predecessor.

Board Attendance:

- All Board members are expected to attend majority of all Board meetings within a calendar year.
- Board membership may be terminated if Board members are unable to attend three consecutive Board meetings (without lawful excuse notified in writing to the Board).
- The absence of Board members at Board and committee meetings shall be noted in the minutes.
- Voting and attendance proxies by Directors for Board and committee meetings are prohibited at all times.

Appointment of Company/Board Secretary:

The appointment and removal of the Company/Board Secretary is subject to the approval of the Board. The Board recognizes the fact that the Company/Board Secretary should be suitably qualified and capable of carrying out the duties required for the post.

Meetings and Quorum:

- Board meetings will be conducted at least on a quarterly basis (minimum four) and Board Committees will meet as often as required.
- The Company/Board Secretary shall prepare and distribute a timetable for the meetings.
- If permitted by the law, meetings may also be held through video/tele-conferencing facility.
- At least 2/3 Directors (including the Chairman and/or Deputy Chairman) are required to attend the Board meetings in person in order to ensure a quorum.
- The Chairman will chair all sessions of the Board. In absence of the Chairman at a meeting, Deputy Chairman will chair the meeting.
- The Chief Financial Officer, Company Secretary and Head of Internal Audit and Control will be a permanent invitee in all Board meetings.
- The Board may also invite external parties such as the auditors, solicitors and consultants as and when the need arises.

Voting Rights:

- A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board.

Charter of the Board continued...

- Any attendee who is not a member of the Board shall not vote on any matter coming before the Board for a vote.
- All decisions of the Board will be based on a simple majority of the members present at the meeting in person. In the event of a tie, the Chairman or in his absence, the Deputy Chairman of the Board will have a casting vote.
- The Board may adopt resolutions by circulations/correspondence, including mail, electronic or fax correspondence, provided that in order for resolutions taken in this manner to be valid, they shall be approved by all the members. Any member to whom a proposed resolution is sent and who fails to respond within three working days following the date on which the proposed resolution is sent to him shall be considered to have approved the resolution.

Meetings and agenda

- The Board of Directors shall meet at the summons of its Chairman or his Deputy, if any or if requested to do so by a Director. A meeting of the Board of Directors shall be valid if attended by not less than 2/3 Directors in person.
- The notice of a Board meeting should be given in advance of the meeting. The Chairman, Managing Director and Company/Board Secretary shall undertake the primary responsibility of preparing the Board's agenda. The agenda should include matters specifically reserved for the Board's decision.
- Save in urgent cases, as a matter of best practice and to allow sufficient time for Directors to consider the information, the Company/Board Secretary shall provide the members with an agenda and any necessary documentation as early as possible and in general, at least two days before a meeting takes place. Where there is a need to table a report, a brief précis of findings and/or recommendations should be presented.
- A record of Board submissions and papers, and of materials presented to the Board, shall be maintained and held by the Company/Board Secretary together with minutes of meetings. All such records are accessible to members.
- Directors shall have complete access to the Company's Executive Management through the Managing Director or through the Company/Board Secretary as per arrangement consented by the Managing Director.

Independent Professional Assistance

The Board members are entitled to obtain independent professional advice relating to the affairs of the Company or to their individual responsibilities as

members subject to approval by the Board.

Director's Professional Development:

- The Board is required to be up to date with current business, industry, regulatory and legislative developments and trends that will affect the Company's business operations.
- Immediately after appointment, the Company will provide a formal induction, if necessary.
- Meetings will also be arranged with Executive Management, Heads of Divisions and the Company's auditors. This will foster a better understanding of the business environment and markets in which the Company operates.
- The induction program will also include meetings with the Chairman and, if necessary, legal counsel to review the Board's role and duties, particularly covering legal and regulatory requirements.
- A continuing awareness program is essential and it may take many different forms, through distribution of publications, workshops, presentations at Board meetings and attendance at conferences encompassing topics on directorship, business, industry, regulatory developments. Company will have rigorous training procedures for the continuous development and awareness of Board members, on need-based basis.

6. CODE OF CONDUCT, CONFLICTS OF INTEREST, INSIDER TRADING

- The members of the Board should ensure that they conduct their affairs with a high degree of integrity, taking note of applicable laws, codes and regulations. The Board has approved a Code of Conduct for Directors.
- A Director shall declare to the Board any personal interest, whether direct or indirect (of 'connected persons'), he may have in matters brought before the Board. This declaration shall be recorded in the minutes and the interested Director shall not participate in the debates or voting on the resolutions to be adopted in this respect.
- Any decisions to enter into transactions, under which Company's Directors, would have conflicts of interest that are material, shall be formally and unanimously approved by the full Board. Directors must inform the entire Board of (potential) conflicts of interest in their activities with, and commitments to other organizations as they arise and abstain from voting on the matter. This disclosure must include all material facts in the case of a contract or transaction involving the Director.
- The Chairman of the Board shall communicate to the Annual General Meeting, when it is convened, the result with respect to the significant transactions and contracts in which any Director has a personal

interest. Such communication shall be accompanied by a special report from the External Auditor. The Company shall disclose such transactions in its financial statements/Annual Report.

- The Board may disclose to the shareholders in the Annual Report any abstention from voting motivated by a conflict of interest and will disclose to the shareholders any authorization of a conflict of interest contract or transaction.

7. BOARD RESOLUTIONS AND MINUTES

- The Company/Board Secretary shall minute the proceedings and resolutions of all Board and its Committee meetings.
- Minutes will be signed by the Chairman within 7 working days after each meeting and tabled for circulation for confirmation at the subsequent meeting by the members present at the meeting.
- A Director who objects to any resolution adopted by the Board shall have his objection recorded in the minutes.
- All resolutions by circulation should be tabled at the subsequent Board meeting for ratification.

8. BOARD AND COMMITTEE EVALUATION

- The Board shall perform a self-evaluation on an annual basis. The Board shall annually review its Charter and its own effectiveness and composition; and initiate suitable steps for any amendments.
- The evaluation process shall also cover the review of the performance of each individual Board member, his attendance and his constructive involvement in discussions and decision making.
- The Board will also review self-evaluations of the Board Committees and consider appropriately any recommendations arising out of such evaluation.

9. COMMUNICATION WITH SHAREHOLDERS

- The Board will ensure that the Annual General Meeting (AGM) is conducted in an efficient manner and serves as a crucial mechanism in active shareholder communications. Key ingredients behind this include the supply of comprehensive timely information to shareholders and the encouragement for their active participation in the AGM.
- The Chairman and other Directors attend the AGM and will be available to answer any questions.
- The Company is at all times mindful and conscious of its regulatory and statutory obligations regarding dissemination of information to its stakeholders.
- A suitable section on the website may be separately considered to provide appropriate and useful information to the shareholders.
- Shareholders can complete an online form on the

Company's website to forward any queries they may have.

Shareholders Meeting

- The ordinary General Meeting of the shareholders will be summoned by the Secretary of the Board of Directors at the time and place as decided by the Board of Directors subject to provisions of the law in this respect. The Ordinary General Meeting will be held at least once in every financial year within six months following the end of the financial year of the company. The Board of Directors may summon the General Meeting at any time if requested to do so by the a number of shareholders representing 10% of the capital of the company provided that they shall have serious cause for such request.

10. SHAREHOLDERS RIGHTS

Shareholders of the Same Class

- All shareholders of the same type, class and series shall be treated equally and will carry the same rights.
- All investors shall be able to obtain information about the rights attached to all types, series or classes of shares before they purchase, where applicable. Any changes in voting rights shall be subject to approval by those shareholders which are negatively affected.
- Company shall protect the interests of minority shareholders and ensure their equitable treatment.
- The Company shall encourage the attendance of shareholders at all shareholder meetings.
- Where shareholders are unable to attend, the Company will make provision for such shareholders to vote by proxy.
- Processes and procedures for general meetings shall allow for equitable treatment of all shareholders.
- Other Shareholders Rights
- The Company will protect all rights of shareholders in keeping with the Companies Act and Memorandum and Articles of Association of the Company.

11. EXTERNAL TRANSPARENCY

- The Company provides information on all events that merit announcement, either on its website - www.coppertechbd.com or through newspapers, stock exchanges and other channels.
- The Company's five-year financials are posted on the website together with the last two years' financials in the Company's Annual Reports.
- The Company uses a bulletin board for communicating with its staff on general matters and sharing information of common interest and concern.

Charter of the Board continued...

- The Annual Report will contain a separate section on Corporate Governance and Disclosures, which will cover details on the number of Board meetings, information on Directors, Board Committees and other related information. The Chairman's Report in the Company's Annual Report may review major events during the past financial year and the outlook for the future.
- The remuneration paid to the Chairman and members of the Board may be published in the Annual Report.

12. CONCLUSION

- This Board Charter had been developed with the intention of providing an informative written reference for Board members and for others who work with the Board. The provisions in this document

are consistent with the regulatory requirements and with best market practice. Although this document sets forth the key principles under which the Board operates; it is a statement of intention. Accordingly, it is a working document that can change from time to time as the Board considers appropriate and as circumstances and conditions change.

- This document is not intended to supersede the requirements under Company's Memorandum of Association and Articles of Association. In the case of a conflict between this document and the Memorandum of Association and Articles of Association, the provisions in the Memorandum of Association and Articles of Association will govern, unless and until the relative provisions are duly amended through appropriate corporate action.



BOARD EVALUATION POLICY

INTRODUCTION

This policy is framed to encourage open and effective evaluation of performance of Directors of Coppertech Industries Limited (the Company) and to lay down the guidelines and mechanism for undertaking programme of evaluation. The Company believes that performance evaluation is a key, by which the Board and its Committees can recognize and address corporate governance challenges and enhance value to the Company.

The evaluation of Board of Directors involves board members undertaking a constructive but critical review of their own performance, identifying their strengths and weaknesses.

To enable Directors of the Company for evaluating their individual performance, as well as collective performance of the Board, the Nomination and Remuneration Committee (NR Committee) of the Company, has developed a framework for evaluating the Board effectiveness. This Policy is in compliance with Corporate Governance Code of Bangladesh Securities and Exchange Commission read along with the applicable rules thereto.

PURPOSE

The primary objective of the Policy is to provide a framework and set standards for the evaluation of the Board as a whole and each Director individually. Coppertech Industries Limited aims to achieve a balance of merit, experience and skills on the Board. The policy is to assess and enhance the effectiveness of the Board as a whole. Individual Board members are assessed on their effective contribution and commitment to their role and responsibilities as Directors. The Board evaluation process shall be carried out by the Nomination and Remuneration Committee.

OBJECTIVES OF EVALUATION

The objective to undertake evaluation of Board and individual directors are as under:

- To ensure commitment to performance management;
- To review challenges in the dynamics of the Board or among the Board and management;
- To enhance good corporate governance;
- To develop appropriate skills, competencies and motivation on the Board.

SCOPE OF EVALUATION

The scope of the evaluation extends to Directors including Independent Directors, the Chairman, the Managing Director/Whole Time Directors on the basis of the Criteria set forth by the NR Committee.

METHOD OF EVALUATION OF BOARD

Depending on the objectives of the evaluation, and the resources available, the evaluation process will involve a range of qualitative and quantitative techniques.

Evaluation of the Board

The evaluation / assessment of the Directors of Coppertech Industries Limited, is to be conducted on an annual basis, which helps Directors to develop a shared understanding of their governance role and responsibilities; thereby complying with the provisions of the Corporate Governance Code.

The Chairman of the NR Committee shall collect the input and prepare a report that will be submitted to the NR Committee on an annual basis, within 45 days of the end of every financial year.

BOARD EVALUATION POLICY continued...

Based on the reports submitted, the NR Committee shall assess and discuss the performance of the Board as a whole every year, and ascertain key areas for improvement and the requisite follow-up actions.

Process of Self Evaluation of the Board

The Self Evaluation shall be mandatory for all the Board Members.

The process shall be initiated by NR Committee. A Self Evaluation form prepared by the NR Committee shall be distributed to the all the Board Members. The form shall be different for the Executive Directors and Non- Executive Directors.

The said form shall be required to be filled as per the instructions provided therein. The filled up Self Evaluation form shall be submitted to the Chairman of the NR Committee. The Chairman of NR Committee shall submit his self-evaluation form to the Chairman of the Board.

The NR Chairman may, if he deems necessary, do

the necessary discussions with the individual Board members for proper evaluation.

Thereafter, the NR Chairman shall place all forms and data about the outcome of individual meetings with directors before the NR committee. The NR Committee shall analyze the data and prepare a final report which shall be placed before the Chairman of the ensuing Board Meeting wherein Annual accounts of the Company are to be discussed and approved.

In the Board meeting, the Chairman of the Board shall discuss the Final report placed by NR Committee among the Board members wherein the individual Board member whose evaluation discussion is proposed by the Chairman of the Board shall be required to excuse himself/herself for such span of time when his/her discussion takes place. Evaluation of all the directors shall take place in same manner. The meeting will be conducted in the manner that is most constructive and useful to the Board.

Criteria	Scope of Performance Evaluation
Work Profile	Knowledge of the Profile Skills required to perform or execute the Profile
Strategic	Formulation of Corporate Strategy and its Implementation Contribution on Key Issues pertaining to the Company
Responsibility	Participation and Attendance in Meetings Quality of opinion on serious issues Role model for the Senior Management
Performance	Performance of the Company Financial Performance
Risk Management	Identifying, monitoring & mitigating significant corporate risks Avoidance of High financial risk Avoidance of any significant risk
Resource Management	Quality of Human Resource retained at Top, Middle and Lower levels Safeguarding assets and other resources of the Company Reviewing management's succession plan
Achieving Targets	Sales and Marketing targets Manufacturing targets
Integrity	Maintenance of high level of Integrity Maintenance of high level of ethics
Compliance with Code of Conduct	Carrying out Responsibilities as per the Code of Conduct Conduct of behaviour as per the Code of Conduct Reviewing the Corporate Ethical Conduct,
General Knowledge & Skills	Knowledge of the Copper industry Skills required for carrying out business activities in this sector Communication Skill and quick responsiveness Monitoring performance against plans Exercising duties diligently Leadership Punctuality Disclosure of Interest Motivating employees, providing assistance & directions Attendance & presence in the meetings of the Board & Committees Monitoring policies, encouraging suggestions Safeguarding of Confidential Information

BOARD EVALUATION POLICY *continued...*

Evaluation of Individual Directors provides the board with an opportunity to address specific issues in depth. It also serves as a tool to evaluate the performance and contribution of each Director, individually. The Chairman of the Board shall also place before the Board his report on evaluation of the Chairman of NR Committee and his performance will be evaluated in the similar manner.

The following criteria, to the extent applicable, may assist in determining how effective the performances of the Directors including the Independent Directors have been:

The effectiveness of the Board as a whole and of its committees is assessed against the accountabilities set down in the Board Charter and the Charter of each of its committees. It also takes account of the creation of shareholder value and the effectiveness of corporate strategy.

The Board evaluation process asks**ROLE OF BOARD**

1. Do we have the balance right with regard to the time we spend on monitoring monthly performance, future opportunities and challenges, and governance?
2. Do we understand the capabilities of our KMP sufficiently to judge fairly KPI parameters and to appreciate succession planning issues?
3. How would we rate the Board's relationship with the MD?
4. How could we spend our time more effectively?

MEETINGS

1. Are Board meetings well organised, with an appropriate agenda and accurate and up-to-

date papers, including appropriate past minutes?

2. Are all Directors contributing?
3. What could be done to improve our meetings?

COMMITTEES

1. Do we have the right Board Committees?
2. Do we have the right people on our current committees?
3. How well are the present Committees meeting needs?
4. What could be done to improve the usefulness of our committees?

COMPETENCIES

1. Do we have the right skills on the Board?
2. Are all directors oriented and trained sufficiently to understand the needs and complexities of the Company?
3. What could be done to improve the capabilities of the Board?

RESULTS

1. Was shareholder value created in the period?
2. Have the corporate strategies implements been effective?
3. What can we do to further improve the financial performance of the company?

REVIEW OF POLICY

The 'Nomination and Remuneration Committee' reserves its right to review and place before the board for amend this policy, if required, to ascertain its appropriateness as per the needs of the company. The policy may be amended by passing a resolution at a meeting of the Board.

BOARD DIVERSITY POLICY

Objectives

The objectives of this Policy are, with the support of our shareholders, to have a Board which

- a) is characterized by a broad range of views arising from different experiences when discussing business;
- b) facilitates the making of informed and critical decisions; and
- c) has sustainable development as its core value, and thus promotes the interests of all our stakeholders, particularly the long term interests of our shareholders, fairly and effectively.

Scope

For purposes of Board composition, diversity includes, but is not limited to, business and industry skills and experience, age, educational background, gender, and ethnicity. The Board will make good use of these differences and distinctions among individuals in determining the optimum composition of the Board.

Independence

The Board shall have an optimum balanced composition of Executive, Non-executive Directors and Independent Non-executive Directors as required by applicable laws so that there is a strong element of independence in the Board. The Independent Non-executive Directors shall be of sufficient calibre and stature for their views to carry weight. In so far as the independence of each of the Directors is concerned, this is a question of fact and the Board is committed to assessing this on an ongoing basis with regard to all relevant factors concerned.

Gender

CTIL is committed to maintaining an environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment or discrimination on the basis of gender, physical or mental state, race, nationality, religion, age, family status, or any other attribute recognised by the laws of the country. The same principle is applied to the selection of potential candidates for appointment to the Board and thus the Board intends to ensure at least one female representation.

Nationality and Ethnicity

CTIL shall encourage of having a board of directors of different nationalities or ethnic backgrounds, subject to the fulfilment of required qualifications, who can contribute their knowledge and understanding of the environment, in which the company operates.

Skills and Experience

The Board shall possess a balance of skills appropriate for the requirements of the business of the Company. The Directors will have a mix of finance, marketing, legal and management backgrounds that taken together, provide the Company with considerable experience in a range of activities.

Age

The Board shall comprise of directors with a range of ages and tenure on the CTIL Board that can enhance diversity and minimize succession risks. In support of that objective, Non-executive Directors (excluding the Chairman) will not be considered for re-election at an Annual General Meeting ("AGM") of the Company if, as at the date of the relevant AGM, they will have reached the age of 75 years. The Board may from time to time determine to relax or waive this guideline in relation to any director whom the Board considers has skills, experience or capabilities that cannot be replaced at the relevant time.

Board Size

The size of the Board can have a significant impact on board diversity. The Board shall ensure that the total number of members shall not be less than 5 (five) and more than 20 (twenty).

Implementation

The Nomination and Remuneration Committee (NRC) has been delegated with the overall responsibility for implementation, monitoring and periodic review of this Policy. In assessing potential candidates for the Board, the NRC will consider the diversity perspectives, as set out in this policy.

The shareholders shall provide required information about the qualifications, experience, and other engagements etc. of each individual Board member so that the shareholders are aware of the composition of their Board, including diversity.

Publication and Revision

A summary of this Policy will be included annually in the Annual Report. This Policy is will also be available on the company's website.

Any revisions to the Policy as recommended by the Nomination and Remuneration Committee will be submitted to the Board for consideration and approval.



POLICY ON NOMINATION

Nomination Policy

Regulatory Framework

Clause 6 (5) (b) read with the applicable Clauses of Corporate Governance Code of Bangladesh Securities and Exchange Commission require the Nomination and Remuneration Committee of a company ("NRC") to recommend to the Board of Directors a policy, relating to the appointment, removal and remuneration of the directors, top level executives and to devise a policy on Board diversity.

The said governance code also requires NRC to lay down the evaluation criteria for performance evaluation of the Board, its Committees and individual directors. Further, the Board of Directors is responsible for monitoring and reviewing the Board Evaluation framework.

The Board of Directors is also required to satisfy itself that plans are in place for orderly succession for appointments to the Board and to senior management.

This nomination policy is framed as per the requirements of the aforesaid governance code.

Criteria for Board Nominations

The Nomination and Remuneration Committee (NRC) of the Board is responsible for identifying persons for initial nomination as directors and evaluating incumbent directors for their continued service. The following are the qualifications, positive attributes and independence criteria laid down by the NRC of Coppertech Industries Limited in terms of Corporate Governance Code, Notification of BSEC and Companies Act, 1994 to be considered for nominating candidates for Board positions/appointment of directors.

Qualifications

Personal Traits

- Highest personal and professional ethics, integrity and values

- Shares the values and beliefs of the Company.
- Inquisitive and objective perspective, practical wisdom and mature judgment
- Demonstrates intelligence, maturity, wisdom and independent judgment
- Self-confidence to contribute to board deliberations, has a stature that other board members will respect his or her views.

Experience and Background

- Well accomplished in his / her respective field.
- Demonstrated success at policy-setting and strategy development levels in a large organization (such as a corporation, government, academic institution or profession)
- Typically a first-level leadership position (i.e., Chair, MD & CEO or equivalent) or second-level (i.e., COO, CFO or other CXO's) unless the Board is seeking a particular skill set (e.g., technology, human resources management or financial expert)
- Leadership role at the time a potential director's initial candidacy is evaluated must either be current or very fresh and recent, and incumbent directors should continue to demonstrate a sophisticated understanding and current knowledge of complex business issues
- A mastery of a broad knowledge area (e.g., engineering, finance, marketing, corporate affairs, technology, law, human resources management, executive leadership) that complements the skills of current board members and proposed board role
- Absence of adverse events (e.g., bankruptcy affiliations, disqualifications under Companies Act 1994 or other applicable laws etc.) that either disqualify or require adverse disclosures

Fit and proper

- The intangibles of demeanor, attitude and interpersonal skills that indicate the candidate will be an effective member of the board of directors

"team" in a major company setting

- Should act on fully informed basis, in good faith, with due diligence and care and in the best interest of the Company and its stakeholders
- Should be able to exercise objective independent judgment on corporate affairs
- Special skills, expertise and background that contribute to the diversity of views and perspective of the board as a whole
- with respect to Directors being nominated for Independent position, the candidate should comply with the "Independence qualifications" as defined by applicable laws
- Willingness to devote sufficient time to carry out the duties and responsibilities effectively, including attendance at meetings
- Willingness to undertake appropriate induction and regularly update and refresh his/ her skills, knowledge and familiarity with the Company
- Commitment to representing the long-term interests of the shareholders and balancing the interests of stakeholders
- Willingness to challenge management in a constructive manner while working effectively as a part of a team in an environment of collegiality and trust
- Adhere to the code of conduct of the Company
- Protecting the legitimate interests of the Company, its shareholders and employees and maintain confidentiality
- Meets the age criteria and applicable tenor restrictions placed by the Board

- Absence of an unacceptable number of other board commitments
- Absence of personal and business relationships/directorship that would pose a conflict of interest to the Board position
- Absence of unfair obstruction in the functioning of the Board/Committees

Positive Attributes

The positive attributes for a director would encompass:

- Ethical Integrity & transparency
- Has/acquires sufficient knowledge in the Company's business and operations
- Demonstrate sound judgment gained through experience & expertise in management/ technical/ financial /governance or regulatory matters
- Foresight - ability to see and prepare for future, anticipate needs, opportunities and threats
- Managerial abilities required to lead and guide the management such as effective communication skills, cultural sensitivity, flexibility, team player, strategic thinking, balancing risk with opportunity, ability to juggle several variables and make complicated decisions etc.

Independence of Directors (only in the case of Independent Directors):

Any relationship between the Company and Directors other than in the normal course will affect the Independence of Directors in many ways. The Committee shall assure that the candidate proposed for the position of Independent Director meets the minimum criteria for Independence set out in the Corporate Governance Code of BSEC.



REMUNERATION POLICY

The principles and criteria for the director, MD & CEO, Senior Management employee remuneration policy will be annually reviewed by the Nominations and Remuneration Committee and the Board of Directors within the framework of their powers to maintain the alignment of the Company's remuneration policy with the best practices and trends in the market.

Therefore, the directors' remuneration for exercising their supervision and decision-making functions is based on the following main principles:

- The remuneration must be sufficient and conform to the directors' dedication, qualification and responsibilities but it must not compromise their independent criteria.
- The remuneration must be sufficient to attract and retain directors with the talent and profile desired by the Company.
- The remuneration must be competitive, which is achieved by establishing a remuneration package in line with market standards of comparable sectors and companies.

The MD & Chief Executive's remuneration for exercising his/her functions is based on the following main principles:

- Making sure that the compensation package can attract, retain and motivate the Chief Executive thanks to its structure and overall amount and be

competitive with respect to the similar trend business standards, so that the Company can meet its strategic objectives within the increasingly competitive environment in which it operates.

- The MD & Chief Executives remuneration will necessarily be approved by the shareholders and disclosed in annual report.

The Nomination and Remuneration Committee shall recommend to the Board, remuneration by way of salary, perquisites and allowances (fixed component) and variable pay to the managing director, the whole-time director, the executive directors, the chief executive officer and other senior management employee.

The remuneration to be paid to the managing director, the whole-time director, the executive directors, the chief executive officer and other senior management employee shall be determined keeping in view the market practice, the relative performance of the Company to the industry performance and individual performance and shall be subject to approval of appropriate authorities, as and when required.

Independent and non - executive directors may be paid such sitting fees for attending the meeting of the Board and its committees, as approved by the Board time to time.



CHARTER OF THE AUDIT COMMITTEE

Constitution

The Board has resolved to establish a Committee of the Board to be known as the Audit Committee. The Audit Committee assists the Board in fulfilling its oversight responsibilities in respect of:

- the integrity of the Company's financial statements;
- Company's risk management and internal control arrangements;
- Company's compliance with legal and regulatory requirements;
- the performance, qualifications and independence of the external auditors; and
- the performance of the internal audit function.

Membership

- The membership of the Committee is appointed by the Board from time to time;
- The Committee comprises of three members including Independent Directors;
- Each member of the Committee should be 'financially literate'. One member of the Committee should be a 'financial expert'. The 'financial expertise' of this member is adjudged by the Board in accordance with the requirements of current legislation and regulation, and in the light of relevant codes of practice;
- Each Director is appointed a member of the Committee for a term (subject to annual re-election by the shareholders) of approximately three years and such term normally expires at the close of the Annual General Meeting at which his/her appointment as a Director expires. The appointment may be extended to a second three-year term.

- The Committee has a Chairman selected by the Board who shall be an Independent Director. The chairman of the Board shall not be appointed to the Committee;
- When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be unable to hold office until expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number, the Board of Directors shall appoint the new Committee member(s) to fill up the vacancy(ies) immediately or not later than 1 (one) month from the date of vacancy(ies) in the Committee.
- The members of the committee can be changed/removed at the discretion of the Board of Directors at anytime.

Secretary

The Company Secretary shall act as the Secretary of the Committee.

Meetings

- The Committee meets at least four times a year, with authority to convene additional meetings as circumstances require;
- Meetings are convened by written notice served on each of the members by the Secretary of the Audit Committee, such notice to be served at least three days prior to the meeting;
- All members of the Committee are expected to attend each meeting;
- The quorum necessary for the transaction of business shall be two Committee members; the quorum of the Audit Committee meeting shall

not be constituted without the presence of at least 1(one) independent director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, duties and discretions vested in or exercisable by the Committee;

- Meetings of the Committee may be attended by the Chief Executive Officer, Chief Financial Officer, Chief Auditor, Chief Legal Officer, the lead partner of the external auditors, and other Directors and executives at the invitation of the Committee;
- In the absence of the Committee Chairman, the remaining members shall elect one of their numbers present to chair the meeting;
- Formal decisions are made by a simple majority vote, with the Chairman of the meeting holding a casting vote; and
- The Secretary shall be responsible, in conjunction with the Chairman of the Committee, for compiling and circulating the agenda and papers for the meeting. The Secretary will also be responsible for liaising with the Executive Team to ensure that all papers, reports etc. required by the Committee are forwarded to them in a timely manner.

Minutes of Meetings

- The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- Conflicts of interest must be declared by Committee members at the beginning of meetings and the Secretary should record any such declaration in the minutes.
- The Committee Secretary shall promptly circulate draft meeting minutes to the Committee Chairman for review and subsequently to all members of the Committee. Meeting minutes shall be confirmed at the next meeting of the Committee and tabled as soon as practicable thereafter at a meeting of the Board.

Annual General Meeting

The Committee Chairman shall present at the Annual General Meeting and respond to any questions regarding the Committee's activities at the Annual General Meeting of the Company's Shareholders.

Duties & Responsibilities

1. Risk Management and Internal Control

The Committee shall:

- Evaluate whether:

the Management has been able to build up the appropriate administration culture regarding the importance of internal control system and risk management;

employees have been provided clear instruction on their duties & responsibilities and full control on their work.

- Review all the policies developed by the Management regarding IT system and the management information system (MIS);
- Review the recommendations as provided time to time by the internal and external auditors to build a strong internal control framework have been administered by the Management or not;
- Review the existing Risk Management process to ensure an effective mitigation & control system;
- Inform the Board regularly after review of the steps taken against findings of forgery, limitations of internal control system or identification of similar sectors by the internal, external and inspection team of regulatory authority;
- Monitor the effectiveness of the Company's risk based internal control system, make such recommendations as the Committee considers desirable. Among other things the Committee shall have access to all reports of the Chief Internal Auditor and the External Auditors and information relating to policy and management responsibilities with regard to risk management and internal control, the adequacy of disclosure controls and procedures (including related certification and attestation processes), the avoidance of illegal payments and improper accounting practices, and identified weaknesses in the effectiveness of risk and control management.

2. Financial Reporting

The Committee shall

- Review whether the financial statements are contained with full & applicable disclosures and are prepared in accordance with the International Accounting Standard and procedures directed by the Companies Act 1994 and BSEC and in compliance with accounting and reporting standards required by law or supported by appropriate professional or other authorities.;
- Oversee the financial reporting process;
- Monitor choice of accounting policies and principles;
- Discuss with the external auditors and management before finalization of financial statements;
- Review and discuss the integrity of annual audited Company financial statements and quarterly financial statements with management and the External Auditors, including the financial contents of (and the notes to) the financial statements and management's commentary or discussion and analysis of the financial information and recommend to the Board for approval;

- Monitor and recommend interim results announcements and any other formal announcement relating to its financial performance;
- Review statement of significant related party transactions submitted by the management.
- Review along with the management, the annual financial statements before submission to the Board for approval;
- Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;
- Review the Management's Discussion and Analysis before disclosing in the Annual Report;
- Review statement of all related party transactions submitted by the management;
- Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;
- Oversee whether the proceeds raised through Initial Public Offering (IPO) have been utilized as per the purposes stated in prospectus approved by the BSEC.

3. Internal Audit

The Committee shall:

- Consider and approve the remit of the internal audit function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate standing and is free from management or other restrictions;
- Review and monitor management's responsiveness to the findings and recommendations of the internal auditor;
- Review and assess the annual internal audit plan;
- Monitor and review the expertise & effectiveness of the company's internal audit function in the context of the company's overall risk management system;
- Approve the appointment and removal of the head of the internal audit function. The Committee shall consider, at least annually, the standards employed by the internal audit function, quality assurance procedures and auditor competence.
- Recommend to the Board for changing accounting principles, if any.
- The Chief Internal Auditor shall have direct access to the Committee Chairman and to the Committee as a whole, and any member of the Committee shall also have direct access to the Chief Internal Auditor.

4. External Audit

The Committee shall:

- Consider and make recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, re-appointment and removal of the company's external auditor. The Committee shall oversee the selection process for new auditors and if an auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required;
- Review the annual audit activities and audit report;
- Approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
- Assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
- Satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the company (other than in the ordinary course of business);
- Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors.
- Review the management's response to the auditor's findings and recommendations
- Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors.

5. Compliance with existing Laws & Regulations

Review compliance with existing laws & regulations of the relevant regulators and policies approved by the Board.

6. Reporting Responsibilities

- The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- The Committee shall compile a report to shareholders on its activities to be included in the company's Annual Report.
- The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:-

Charter of the Audit Committee continued...

- a) report on conflicts of interests;
- b) suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;
- c) suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and
- d) any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;

7. Reporting to the Authority

- If the Audit Committee has reported to the Board of Directors about anything which has material impact on the financial condition and results of operation and has discussed with the Board of Directors 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 Securities and Exchange Commission, upon reporting of such matters to the Board of Directors for three times or completion of a period of 6 (six) months from the date of first reporting to the Board of Directors, whichever is earlier.

8. Others

The Committee shall also:

- Review annually its own performance, constitution and terms of reference to ensure it is operating at

maximum effectiveness and recommend any changes it considers necessary to the Board for approval;

- Report to the Board quarterly, regarding corrective measures taken against error, fraud, deceit, or other irregularities identified by the auditors (internal or external) or regulatory authority;
- Undertake any other projects relating to its remit which it considers appropriate or as requested by the Board.

9. Authority

The Committee is authorized by the Board:

- To seek any information it requires from any employee of the company in order to perform its duties;
- To obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference;
- To call any employee to be questioned at a meeting of the Committee as and when required; and
- To gain unrestricted access to all books and records of the Company.



REPORT OF THE AUDIT COMMITTEE

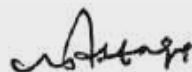
The Audit Committee is a sub-committee of the Board of Directors of the Company and its role is to assist the Board in fulfilling their oversight responsibilities regarding the integrity of Coppertech financial statements, risk management, internal control & compliance with legal and regulatory requirements, the external auditors' performance, qualifications and independence and the performance of the internal audit function.

The Audit Committee, in compliance with the Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC), is comprised of three Directors of the Board of which two are Independent Directors. One of the Independent Director is the Chairman of the Committee.

For the purposes of the Corporate Governance Code, all the members of Committee are financially literate and Mr. Anamul Haque, Chairman of the Committee is the financial expert. During the year under review the Committee met four times. Detailed qualifications of the existing members of the Committee are set out on pages 16 of this Annual Report. During the year 2024-2025, the Audit Committee of the Company met four times and reviewed the following:

- Reviewed the financial statements of the company for the year ended on June 30, 2025
- Reviewed the Company's 1st Quarterly Un-Audited Financial Statements Statement of Financial Position, Statement of Comprehensive Income, statement of Changes in Equity, statement of Cash Flows and related explanatory notes as on 30 September 2024.
- Reviewed the Company's 2nd quarterly Un-Audited Financial Statements Statement of Financial Position, Statement of Comprehensive Income, and Statement of Changes in Equity, statement of Cash Flows and related explanatory notes as on 31 December 2024.
- Reviewed the Company's 3rd Quarterly Un-Audited Financial Statements Statement of Financial Position, Statement of Comprehensive Income, statement of Changes in Equity, statement of Cash Flows and related explanatory notes as on 31 March 2025.
- Recommended for appointment of External Auditors and fixation of their remuneration.
- Recommended for appointment of compliance auditor.
- Reviewed the management discussion and analysis.
- Reviewed the Internal Audit Report and Compliance plan.
- Reviewed the adequacy of internal control and systems.
- Reviewed the financial reporting process
- Reviewed the choice of accounting policies and principles
- Reviewed the management letter issued by the statutory auditor
- Reviewed the effectiveness and independence of the statutory auditors.
- Evaluate the performance of statutory auditor.
- Reviewed 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.

The Audit Committee expressed its sincere thanks to the members of the Committee, Board, Management and the auditors for their support in carrying out their duties and responsibilities.



Md. Anamul Haque
Chairman, Audit Committee
October 28, 2025



CHARTER OF THE NRC

Constitution

The Board has resolved to establish a Committee of the Board to be known as the Nomination and Remuneration Committee. The Nomination and Remuneration Committee assists the Board in fulfilling its oversight responsibilities in respect of:

- 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;

Membership

- The membership of the Committee is as appointed by the Board from time to time;
- The Committee comprises of three members including Independent Directors;
- Each member of the Committee shall be non-executive director.
- Each Director is appointed a member of the Committee for a term (subject to annual re-election by the shareholders) decided by the Board and such term normally expires at the close of the Annual General Meeting at which his/her appointment as a Director expires.
- The Committee has a Chairman selected by the Board who shall be an Independent Director. The chairman of the Board shall not be appointed to the Committee;

- When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be unable to hold office until expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number, the Board of Directors shall appoint the new Committee member(s) to fill up the vacancy (ies) immediately or not later than 180 (one eighty days) from the date of vacancy (ies) in the Committee.
- The members of the committee can be changed/removed at the discretion of the Board of Directors at any time.

Secretary

The Company Secretary shall act as the Secretary of the Committee.

Meetings

- The Committee meets at least once a year, with authority to convene additional meetings as circumstances require;
- Meetings are convened by written notice served on each of the members by the Secretary of the NRC, such notice to be served at least three days prior to the meeting;
- All members of the Committee are expected to attend each meeting;
- The quorum necessary for the transaction of business shall be two Committee members, the quorum of the Audit Committee meeting shall not

constitute without presence of at least 1(one) independent director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, duties and discretions vested in or exercisable by the Committee;

- Meetings of the Committee may be attended by the Chief Executive Officer, Chief Financial Officer, Chief Auditor, Chief Legal Officer, the lead partner of the external auditors, and other Directors and executives at the invitation of the Committee;
- In the absence of the Committee Chairman, the remaining members shall elect one of their numbers present to chair the meeting;
- Formal decisions are made by a simple majority vote, with the Chairman of the meeting holding a casting vote; and
- The Secretary shall be responsible, in conjunction with the Chairman of the Committee, for compiling and circulating the agenda and papers for the meeting. The Secretary will also be responsible for liaising with the Executive Team to ensure that all papers, reports etc. required by the Committee are forwarded to them in a timely manner.

Minutes of Meetings

- The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- The Committee Secretary shall promptly circulate draft meeting minutes to the Committee Chairman for review and subsequently to all members of the Committee. Meeting minutes shall be confirmed at the next meeting of the Committee and tabled as soon as practicable thereafter at a meeting of the Board.

Annual General Meeting

The Committee Chairman shall present at the Annual General Meeting and respond to any questions regarding the Committee's activities at the Annual General Meeting of the Company's Shareholders.

Responsibilities

- NRC shall be independent and responsible or accountable to the Board and to the shareholders;
- NRC shall oversee, among others, the following matters and make report with recommendation to the Board:
- 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:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
- the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- 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;
- devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- 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;
- formulating the criteria for evaluation of performance of independent directors and the Board;
- identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;
- developing, recommending and reviewing annually the company's human resources and training policies;
- review and recommend, subject to the Shareholders' approval, the remuneration of the Managing Director and other Whole-time / Executive Directors;

Reporting Responsibilities

- The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- The Committee shall compile a report to shareholders on its activities to be included in the company's Annual Report.
- The policy and evaluation criteria of the nomination and remuneration committee shall disclose in annual report.

Charter of the NRC continued...

Others

The Committee shall also:

- Review annually its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;
- Undertake any other projects relating to its remit which it considers appropriate or as requested by the Board.
- 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

Authority

The Committee is authorized by the Board

- 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;
- To seek any information it requires from any employee of the company in order to perform its duties;

- To obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference;
- To call any employee to be questioned at a meeting of the Committee as and when required; and
- To gain unrestricted access to all books and records of the Company

The Committee is also authorized to review the following:

- elements of the remuneration package i.e. salary, perquisites, retirement benefits, pension, separation compensation, and the structure of the remuneration package viz., the proportion of fixed and variable component, annual / mid-term increments, merit rewards, special payments, etc., of the Managing / Executive Director and that of the Key Managerial Personnel;
- changes to remuneration package, terms of appointment, notice period, severance fees, recruitment, retention and termination policies and procedures;
- changes to service rules and organogram;
- review and recommend entitlement for usage of company provided vehicle/transport and related facilities for the Key Managerial Personnel;



REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE (NRC)

The Nomination and Remuneration Committee is a sub-committee of the Board of Directors of the Company and its role is to assist the Board in fulfilling their oversight responsibilities defined in the BSEC's Corporate Governance Code.

The NRC, in compliance with the Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC), is comprised of three Directors of the Board of which two are Independent Directors.

The terms of reference of the Nomination and Remuneration Committee (NRC) have been adopted by the Board as per BSEC notification. The NRC 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 to develop policy for formal process of considering remuneration of directors, top level executives.

Mr. Sultan Mahabubul Haque, HR expert, Independent Director is the chairman and Mr. Anamul Haque, financial expert, Independent Director is the member of the committee. Detailed qualifications of the existing members of the Committee are set out on pages 16

of this Annual Report. The Committee formally met Two Times during the year under review. The NRC of Coppertech Industries Limited observed the following activities:

- Review the Nomination for reappointment of Directors.
- Review the appointment of Independent Directors.
- Review the appointment of HICA.

Nomination and Remuneration Committee (NRC) expressed their sincere thanks to the members of the Board of Directors, management of the Company for their support and co-operation.

Sultan Mahabubul Haque
Chairman

Nomination and Remuneration Committee
October 28, 2025



DIVIDEND DISTRIBUTION POLICY

Preamble

This policy is being adopted in compliance with Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2021-386/03 dated January 14, 2021. According to Clause No. 1 of the aforesaid Directive, the Company (CTIL) is required to formulate and disclose its Dividend Distribution Policy in its annual report and website. Accordingly the Board of Directors of the Company ('the Board') has approved this Dividend Distribution Policy for the Company at its meeting held on 30 September, 2021.

Objective

The objective of this policy is to ensure a regular dividend income for the shareholders and long term capital appreciation for all stakeholders of the Company and to strike the right balance between the quantum of dividend and amount of profits to be retained in the business for future requirements. The Board of Directors will refer to the policy while declaring/recommending dividends on behalf of the Company. Through this policy, the Company would endeavour to maintain a consistent approach to dividend pay-out plans but various factors having impact on the profits and operations of the Company will be required to be considered before recommending / declaring dividends.

The Company operates in the high potential and fast growing business segment which offers huge investment opportunities. Therefore, the retention of surplus funds for future growth will override considerations of returning cash to the shareholders. In case in future, the Company generates profit and decides to pay dividend to its shareholders, in this context, it is important to provide clarity on dividend pay-out philosophy of the Company.

Philosophy

The philosophy of the Company is to maximise the shareholders' wealth in the Company through various means. The Company believes that driving growth creates maximum shareholder value. Thus, the Company would first utilise its profits for working capital requirements, capital expenditure to meet expansion needs, reducing debt from its books of accounts, earmarking reserves for growth opportunities and thereafter distribute the surplus profits in the form of dividend to the shareholders.

Dividend

Dividend means distribution of profits, earned in the current year or earlier years, by the Company, to its shareholders in proportion to the amount paid-up on shares held by them. A Company can either declare dividend during the year, which is called interim dividend, or can declare dividend after the end of financial year, which is called final dividend.

Interim dividend can be declared by the Board of Directors during the financial year by passing a resolution at its meeting. Final dividend is recommended by the Board of Directors for approval by the shareholders at the annual general meeting. This policy applies to declaration of interim dividend and recommendation of final dividend by the Board:

- no dividend shall be paid other than out of profits of the year or accumulated profits of earlier financial years or any other undistributed profits
- the shareholders who shall be entitled to such dividend, if recommended
- the decision about recommending or not recommending dividend and entitlement for such dividend, if recommended, shall be taken after considering the interim dividend already distributed and cannot be changed prior to holding of the annual general meeting

- no dividend shall be declared out of the capital reserve account or the revaluation reserve account or any unrealized gain or out of profit earned prior to the incorporation of the company, if any, or through reducing paid-up capital or through doing anything so that the post dividend retained earnings become negative or a debit balance

The Board if deemed fit may capitalize the profits of the company by issuing fully paid-up bonus shares. Provided that in case of declaration of stock dividend for the year, the company shall follow the proportion of Cash and Stock or Bonus prescribed by the Finance Act, the bonus shares shall be recommended out of accumulated profit or share premium and shall explain the reason for recommending stock dividend and utilization of such retained amount as capital (stock dividend) shall be disclosed in the annual report. The bonus shares shall be issued having justified reasons including the company's BMRE (Balancing, Modernization, Rehabilitation and Expansion) or any of its components. The Company shall disclose the following while disseminating Price Sensitive Information in this regard:

- a) the reasons for declaration of bonus shares and utilization of such retained amount as capital;
- b) the bonus shares is declared out of accumulated profit or share premium;
- c) the bonus shares is not declared from capital reserve or revaluation reserve or any unrealized gain or out of profit earned prior to incorporation of the company or through reducing paid up capital or through doing anything so that the post-dividend retained earnings become negative or a debit balance.

Dividend Decision

Dividend for the year shall be decided by the Board of Directors considering various statutory requirements, financial performance of the company and internal and external factors enumerated below. However, the Company shall distribute not less than 20% of its Profit after Tax as dividend (interim and final together).

- a) Internal factors
 - Current year's profits and future outlook for the Company and the industry
 - Liquidity position of the Company
 - Investment plans
 - Working capital requirements
 - Past dividend pay-out trends of the Company
 - Rate of growth in net profits and turnover during the preceding three financial years
 - Likelihood of crystallization of any of Company's contingent liabilities

- Such other parameters as may be considered appropriate by the Board of Directors from time to time

b) External factors

- Prevailing legal requirements, regulatory conditions or restrictions laid down under the Applicable Laws including tax laws;
- Dividend pay-out ratios of companies in the same industry.

The Board may decide not to recommend/ pay any Dividend during a financial year in the following circumstances:

- In the event of loss or inadequacy of profit;
- Where Company needs to conserve its profits/ surplus funds for business plans and other exigencies;
- Non availability of surplus cash and liquid funds;
- Such other circumstances where Board is of the opinion to not declare/ pay any Dividend.

Utilisation of retained earnings

Subject to applicable regulations, the Company's retained earnings shall be applied for:

- Business expansion and up-gradation-Expansion and modernization of infrastructure facilities, product development, market expansion, business promotion and related activities
- Payment of Dividend
- Issue of Bonus shares
- Investments and new business opportunities
- Meeting financial emergencies and other contingencies
- Any other purpose as may be deem proper by the Board

Payment of Dividend

The Company shall pay off the annual or final dividend to the entitled shareholders within 30 (thirty) days of approval. The Interim dividend shall pay off within 30 (thirty) days from Record Date.

Cash dividend shall be distributed in the following manner and procedures:

- An amount equivalent to the declared cash dividend payable for the concerned year shall be kept in a separate bank account within 10 (ten) days of declaration of cash dividend by the Board
- The Company shall pay off cash dividend directly to the bank account of the entitled shareholders, as per CDS database on record date, through Bangladesh Electronic Funds Transfer Network (BEFTN)
- 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 stock broker or to the separate bank account of the merchant banker or portfolio manager through BEFTN

- In case of non-availability of bank account information or if not possible to distribute cash dividend through BEFTN, the Company shall issue dividend warrant and shall send it by post to the registered address of the shareholders
- The Company shall pay off cash dividend to non-resident shareholders or foreign portfolio investor through the security custodian in compliance with the rules or regulations in this regard
- The Company after disbursement of cash dividend shall send through email a dividend notice to the shareholder containing the bank details, date of transfer, applicable tax deducted at source, net dividend amount etc.

Stock dividend shall directly credit to the BO account of the entitled shareholders as per CDS database on record date within 30 (thirty) days of approval subject to clearance of the exchange(s) and the Central Depository Bangladesh Limited (CDBL).

The Company shall follow the provisions of প্রবিধান 46 the ডিপজিটরি (ব্যবহারিক) প্রবিধানমালা, 2003 for issuance of bonus shares.

The Company shall maintain a Suspense BO Account for undistributed or unclaimed stock dividend or bonus shares and the Suspense BO Account shall be held under Block Module. 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.

The Company shall, upon receiving application from the shareholders and after proper verification of identity and entitlement, credit the bonus shares lying with the Suspense BO Account to the BO account of the shareholder, within 15 (fifteen) days of receiving application with an intimation to the Bangladesh Securities and Exchange Commission (BSEC) and Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange Limited (CSE).

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.

Unclaimed or unpaid cash dividend and stock dividend

The Company shall not forfeit any unclaimed cash dividend or stock dividend till the claim becomes barred by the law of land in force. The unclaimed dividend for a period of three years from the date of declaration/approval shall be transferred by the Company to an account of the Fund Manager, in this regard, will be prescribed by the Bangladesh Securities and Exchange Commission. After transfer of the unclaimed dividend, the Company may recommend the fund manager for payment of dividend within 15 days of receiving a valid claim.

Disclosures

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, and shall also disclose the summary of aforesaid information in the annual report and shall also report in the statements of financial position (Quarterly/annually) as a separate line item 'Unclaimed Dividend Account. The Company shall publish the year-wise summary of its unpaid or unclaimed cash dividend along with the dividend compliance report in the website.

The Company shall place this policy on its website and shall also disclose the same in its Annual Report.

Dividend distribution compliance report

The Company shall submit a dividend distribution compliance report to BSEC, DSE & CSE in the prescribed format issued by the regulator(s) within the stipulated time of completion of dividend distribution to the entitled shareholders.

Classes of shares

As on the date of this Policy, issued, subscribed and paid-up share capital of the Company consist of only Equity Shares of face value of Tk. 10/- each. There is no other class of shares.

Review and amendment of policy

This Policy shall be subject to periodical review by the Board.



REPORT ON RISK MANAGEMENT

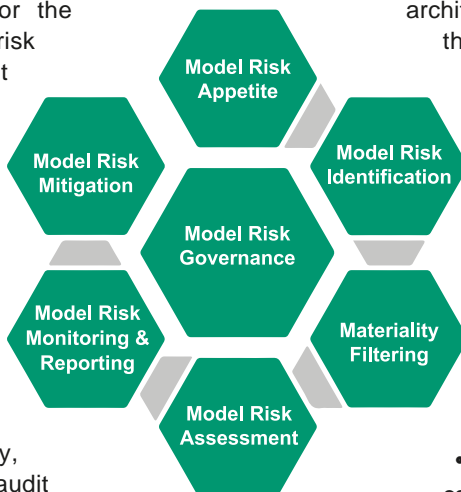
We believe that risk is inherent in innovation and the pursuit of long-term growth opportunities. Coppertech's management is responsible for day-to-day risk management activities. The Board of Directors, acting directly and through its committees, is responsible for the oversight of Coppertech's risk management. With the oversight of the Board of Directors, Coppertech has implemented practices, processes, and programs designed to help manage the risks to which we are exposed in our business and to align risk-taking with our efforts to increase shareholder value.

Coppertech's management has implemented an enterprise risk management strategy, managed by our internal audit function, that is designed to work across the business to identify, assess, govern, and manage risks and response to those risks. Coppertech's internal audit function performs an annual risk assessment. Both internal, external and global risks are weighed and measured during this process.

Going forward, Coppertech is working to integrate our functional and operational architecture development process with the security and regulatory compliance initiatives that traditionally existed within multiple individual organizations throughout the enterprise. The regulatory compliance element will

address the industry rules and regulations of Bangladesh, and the security element will provide a safe environment for employees and business partners to conduct business transactions. These elements are integrated into the core

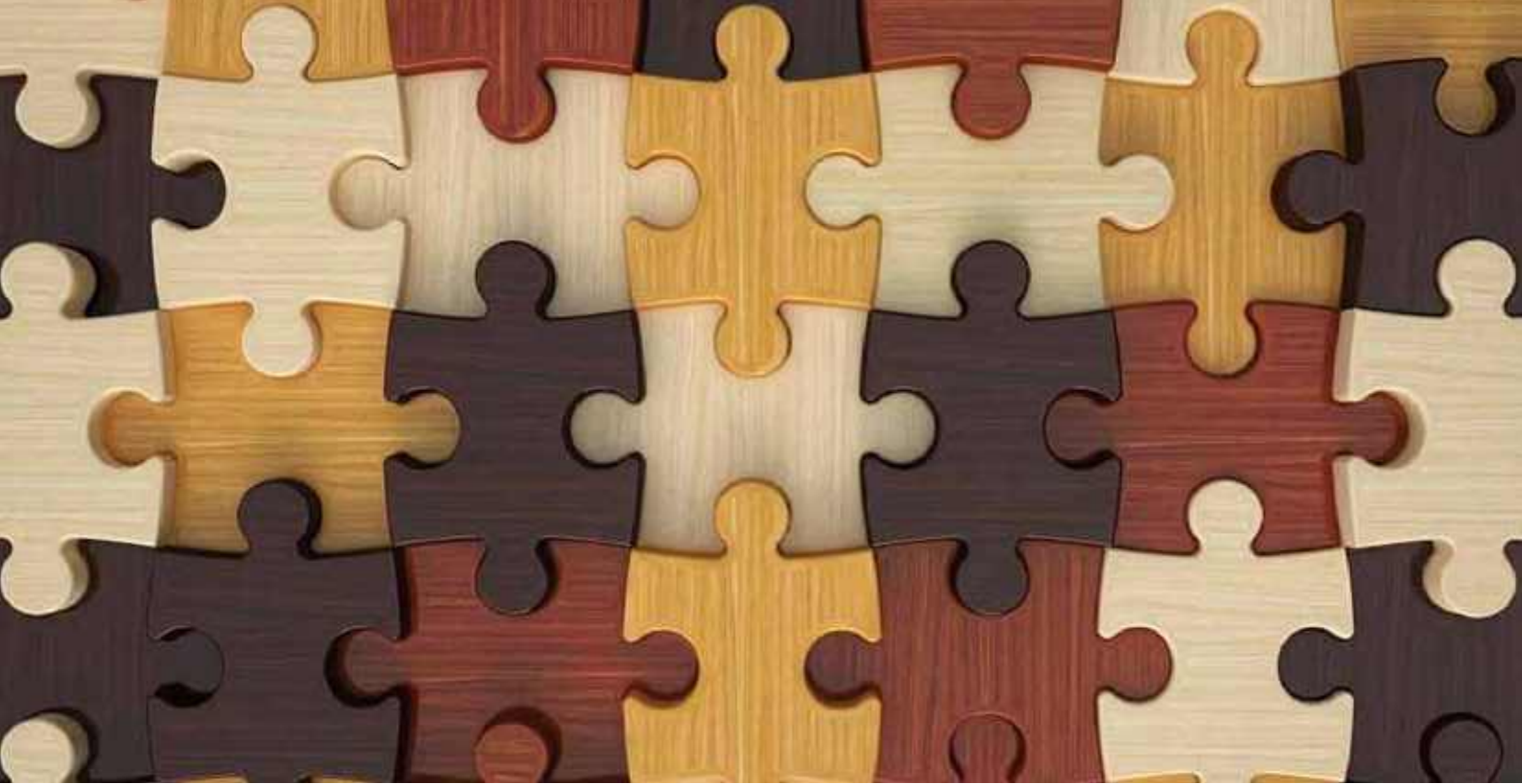
architecture without detracting from the existing functional and operational architectural strengths, so we remain competitive. At the core of our risk management strategies, we have the following components:



- Mitigate risks (market, credit, operational, reputation)
- Facilitate compliance with government regulatory requirements
- Provide the functional capabilities needed to compete in a regulated marketplace

- Support secure trading transactions and interactions within the enterprise, with customers, and with business partners
- Protect critical assets (customer information, corporate information, and infrastructure)
- Provide efficient security and compliance monitoring, operation, management, and reporting to regulatory bodies.

We are continuously working on our polishing our risk management strategy, in compliance to national statutory bodies and international best practices.



REPORT ON HUMAN RESOURCES

"Unless, not fully sentient with the significant role of the HR; an organization cannot attain evolution through its human capital"

One of Coppertech's principal strength is the quality and dedication of its employees and their shared sense of being part of a team. Their diverse vantage points and unique abilities create a broad range of skills and knowledge that underpin Company's work. In order to continue the steady growth of Coppertech it is essential that it retains key employees and provides attractive opportunity for new personnel. A great part of success in the manufacturing industry depends, more than anything else on the know-how, experience, talent and commitment of a Company's human capital. For Coppertech to continue to succeed, the Company must be able to attract, develop and retain highly qualified people. Coppertech's employees should be able to benefit from its strong business principles, its fast-moving and entrepreneurial spirit and the broad opportunity for individual and team success. Coppertech places great emphasis on keeping employees informed about the Company's vision, strategy and focus. Moreover, the company regularly communicates information regarding current-news of events and achievements with its employees.

HUMAN RESOURCE STRATEGY

- Attract qualified personnel by creating a motivated workplace;

- Retain competent employees by creating a superior workplace;
- Provide new employees with appropriate training from the outset;
- Encourage employees to maintain professional skills and give them the opportunity to develop and grow;
- Ensure maximum employees success - empower the individual, provide an opportunity to show initiative and command independent initiative;
- Maintain a spirit of ambition, efficient decision making, flexibility and quick responses to changes;
- Create a strong management team;
- Sustain an environment that supports a balance between work and life;
- Ensure equal opportunities, with regard to employment, work facilities, assignments, training, job development and salaries;
- Align the interests of employees with the interests of the organization.

STAFFING

Coppertech comprises a league of enterprising women and men who are distinguished by their initiative, diligence, imagination, and ambition. The Company's work is driven by a sense of team work and solidarity that transcends Company's

hierarchy. The people of Coppertech are part of a culture of integrity and leadership, which they have an active role in creating.

They form a community in which people's potential and talents are cultivated with the aim of establishing lifelong careers. High quality employees are trained and fostered, with the goal of developing tomorrow's leaders. A career with Coppertech demands a high level of diligence and dedication.

The work of the Company requires individuals of unique ability and to this end great efforts have been made in assembling company's current group of employees. Coppertech consistently seeks to recruit who can strengthen this diversity, but still support its corporate culture. Likewise, as the Company has grown and expanded its operations, the number of applications from highly qualified people has increased indicating interest from people who are attracted by Company's distinct position and ideology. Coppertech believes that having a broad range of age and experience in its workforce helps the Company meet the varied needs of its clients. This is reflected in the structure of the workforce. 81.5 percent of the Company's employee population is in the 21-40 age range, with the average age of Coppertech employee being 33 years. Coppertech places a special emphasis on ensuring that new positions are filled by the most accomplished candidates, in terms of their education, experience and ability. Coppertech's recruitment strategy is based on attracting highly qualified candidates through employee networks, selective head-hunting and advertisement. Management Committee is responsible to ensure the recruitment of diverse talent. The Human Resource Department is an important partner in achieving this.

SMART & BEST HR PRACTICES:

We ensure one of the best HR practices in our organization which leads the attractiveness for new hires and also the retention of competent personnel with their wholehearted effort and loyalty to wards the organization. The parameters of our best HR practices are as follows:

Congenial working environment:

We believe that the congenial working environment is one of the best perquisites for employees. We assured this perquisite for employees.

Equal employment opportunity:

We ensure equal employment opportunity in considering gender, region, religion etc.

Employee development:

A strategic skills improvement plan is a key factor in ensuring the company's success in a rapidly changing world. It's not enough to know what we can achieve today-we must also ensure that we develop at a pace that makes us competitive in the future too. Each employee's development opportunities and willingness to change is of significant importance. In this perspective we are maintaining such working environment and management approaches that prioritizes these factors.

Recognition of achievements:

We recognize the achievements of employees in terms of monetary and non-monetary values. We give appreciation letter and also promotions who deserve that in recognition of their performance.

Personal & professional life balancing:

We encourage people to stay with family. We maintain the exact work time, we never discourage people to take leave when required. Even we encourage not to encash the annual leave for balancing the personal and professional life. Also we are arranging some social events where the family members are also invited.

Job satisfaction:

CTIL seeks not only to attract the most qualified personnel, but to retain them by creating a superior working environment and attending to their needs. To ensure success for the Company as a whole, employees are encouraged to engage in synergetic teamwork, and every effort is made to facilitate communication and the flow of information. Employee initiative and responsibility are promoted through challenging assignments where rewards are determined by results.

Employee retention:

The Management of CTIL believes on long term relationship with the employees. In this connection we are having some strategy like: career progression opportunity, WPPF, Health Insurance etc.

Length of service:

The average length of service within the Company is almost 8 years.

Employee Turnover:

Employee turnover at the Company was at a comparable level to the previous year. The total turnover rate for the Company was 5.5 percent, which is largely dependent on external factors. The real challenge is to keep unwanted turnovers (resignation) at a minimum and we may state that we could meet this challenge with success.

Incentives & rewards:

We are always giving incentives and rewards as per the recognition of their contribution towards organization's goal achievement.

Best corporate culture:

Our Corporate culture based on common values &

practices developed in recent years is a major factor behind our success.

Competent, standard and socially based HR policies:

Our Management approach is 'Policy Talks'. The Management encourages taking all operational and functional decisions as per policy. In this regard we have competent, standard, updated and socially based policies to run the functions of the organization in a standard manner. Enabling people to harmonize working life with family life has been one of the strengths of our HR policies.



KEY SHARE INFORMATION

Scrip code	13247
Sector	Engineering
Platform	Main Board
Listing year	2019
Listed on	DSE and CSE
Share price	21.10
52 weeks high	31.90
52 weeks low	15.40
Year -end P/E	29.71

SHAREHOLDING INFORMATION

(as on 30 June 2025)

Authorized Capital	70,00,00,000
Paid up Capital	65,52,00,000

	NO. OF SHARES	PERCENTAGE
Sponsor shareholding	180,61,680	27.57
Institutional shareholding	145,98,584	22.28
Other shareholders	328,59,736	50.15

FEW EVENTS OF LAST AGM



DECLARATION BY MANAGING DIRECTOR AND CFO

October 28, 2025

The Board of Directors
Coppertech Industries Limited

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

Dear Sirs,

Pursuant to the condition No. 1(5) (xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 Dated June 03, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- (1) The Financial Statements of Coppertech Industries Limited for the year ended on June 30, 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure 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 June 30, 2025 and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements collectively present 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,



Muhammed Mizanur Rahman
Chief Financial Officer (CFO)



Abbasi Adam Ali
Managing Director



Independent Auditor's Report of Coppertech Industries Limited

Opinion

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

In our opinion, the accompanying financial statements present fairly, in all material respects (or give a true and fair view of) the financial position of the Company as at June 30, 2025 and (of) its financial performance for the year then ended in accordance with the International Financial Reporting Standards (IFRSs).

Basis for opinion

We conducted our audit in accordance with the International Standards on Auditing (ISAs) as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) and Bangladesh Financial Reporting Council (FRC). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

Without qualifying our opinion, we draw attention to the following:

- We draw attention to the note number 3.15. Company did not recognize gratuity fund till now. According to Finance Act 2020, Gratuity Fund need to be approved by NBR but company yet not recognized gratuity fund and not took approval from NBR.

- We draw attention to Note 3.15 of the financial statements, which describes that the Company has not implemented a provident fund scheme for its eligible employees as required under the provisions of the Bangladesh Labor Act, 2006 and relevant rules. Non-compliance with these statutory requirements may expose the Company to regulatory penalties and employee claims. Our opinion is not modified in respect of this matter.

Other Matters

The financial statements of the Company for the year ended 30 June 2025 were audited by another auditor who expressed an unmodified opinion on those statements on 26 October 2024.

Key Audit Matters

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

1. Valuation of Property, Plant and Equipment (PPE)

Description of key Audit Matters	Our Response to the key Audit Metters
<p>The carrying value of the PPE was Taka as 768,231,811 at June 30, 2025</p>	<p>Our audit included the following procedure.</p> <p>We have tested the design and operating effectiveness of key controls over PPE. Our audit procedures included, among others, considering the impairment risk of the assets"</p> <p>"Followings are our audit procedures on the carrying value and impairment risk of PPE:</p> <ul style="list-style-type: none"> Reviewing basis of recognition, measurement and valuation of assets; Review of procedures of assets acquisition, depreciation and disposal; Checking ownership of the major assets; Checking the Capital-Work-in-Progress (CWIP) and its transfer to PPE; Performing due verification on sample basis; Evaluating the Group's assumptions to identify if there is any requirement of recognition of impairment; Checking fixed asset register of the company, performing test check of depreciation calculation, checking fixed assets schedule and books of accounts maintained by the company; and Finally, assessing the appropriateness and presentation of disclosures in line with relevant Our testing did not identify any issues with regard to PPE and related depreciation."
<p>PPE includes the Company's Non-Current assets, which flow economic benefits to the entities more than one year.</p>	
<p>PPE is measured at cost less accumulated depreciation. The carrying value of PPE represents significant portion of total assets, which is amounting to Tk. 768,231,811 at the reporting date. In other words, for the Company approximately 38.05% of total assets are represented by PPE.</p>	
<p>Therefore, it has been considered as a significant area of auditor's judgment. It is a matter of consideration that the carrying value of PPE may be higher than the recoverable amount and the impairment thereon may not have been recognized.</p>	
<p>See note no. 4.00 for details</p>	

2. Short-term loan ("Loans")	
Description of Key Audit Matters	Our Responses to the Key Audit Matters
At reporting date, the position of short term loan remained amounting to Tk. 664,242,068 for the Company. In other words, approximately 61.46% of total liabilities for the Company are represented by Short-Term loans	<p>We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company's key controls over the loans.</p> <p>Our audit procedures included, among others, the followings:</p>
Evidently, the Company is using loans to operate the business and also, to acquire non-current assets. Therefore, it has been considered as key audit area.	<ul style="list-style-type: none"> • Obtained loan statements and facility offer letters to review terms, debt covenants, interest rates and other conditions associated with the loans. • Obtained external confirmation of the bank to ensure accuracy of the figures reported. • Checked interest calculation on test basis.
	<ul style="list-style-type: none"> • Checked whether there is any overdue payments and penal interests. • Checked the adjustments or repayments of loans through bank statements as per repayment schedule. <p>Our audit procedures did not identify any issues with regard to the loans.</p>
See note no. 17:00 for details	
3. Revenue Recognition	
Description of Key Audit Matters	Our Responses to the Key Audit Matters
At year end, the Company reported net revenue of Tk. 166,60,19,958	Our audit procedures in relation to the revenue recognition comprises the followings:
Revenue is recognized when the performance obligation is satisfied by transferring goods or services to a customer, either at a point in time or over time.	We also assessed the completeness and accuracy of the data used for the estimations of future taxable expenses.
Goods or services are "transferred" when the customer obtains control of it. Furthermore, revenue is measured at net of trade discounts, markdown adjustment, returns and allowances	<ul style="list-style-type: none"> • Observing and evaluating whether proper segregation of duties put in place; • Preparing work flow of sales process for different business unit."
It is a matter of concern that revenue may be misstated due to recognition of sales transaction before performance obligation being satisfied.	<ul style="list-style-type: none"> • Obtaining month wise breakdown of sales per business unit. • Months were selected on random basis and GL obtained to select transactions for substantive testing, • Comparing prices and terms on samples of sales invoices to the price list. • Checking invoice raised at the year end and delivery of goods with acknowledgement of customer to ensure that cut off principle has been properly applied." • Assessing revenue recognition accounting policies by comparison with IFRS 15. • Testing the effectiveness of the controls over the calculation of discounts. • Assessing manual journals made to revenue to identify unusual or irregular items; • Comparing ledger balances with 12 months VAT returns; and • Finally, assessing the appropriateness and presentation of disclosures against relevant accounting standards. <p>Our testing did not identify any issues with regard to revenue."</p>
See note no. 20.00 for details	

4. Valuation of Inventories:

Description of Key Audit Matters	Our Responses to the Key Audit Matters
The Company has significant volume of inventory and the Company's financial statement as at 30 June 2025 reflects a total inventory of BDT 544,880,945. It is worth noting that the inventories are measured at the lower of cost and net realizable value, as per the relevant accounting standards.	We evaluated the design and implementation of key inventory controls operating across the Company. We also reviewed management's process of identifying slow-moving and obsolete inventories and determining net realizable value of the inventories. Apart from that, we conducted the following activities:
Given the nature of the inventory, which includes bulk quantities such as Raw Material, Store & Spares, Packing Materials, Work in Process, and Finished Goods, the measurement process requires.	<ul style="list-style-type: none"> • We observed physical inventory counts and reviewed the reconciliation process of the count results to the inventory records maintained in the system. • Reviewing the survey reports of inventories prepared by the external experts, considering competence of the experts, adequacy of their work and the methods and judgment used by them;
Inventories are carried at the lower of cost and net realizable value (NRV). As a result, management has applied judgement in determining the appropriate values for inventories which may be slow-moving or obsolete and need to apply impairment provision creating valuation risk.	<ul style="list-style-type: none"> • Conducting survey of our own expert to evaluate the accuracy of the Company's external expert's survey result; • We reviewed the historical accuracy of inventory provisioning, and the level of inventory write-offs during the year;
While excess holding of inventories could impact efficient use of working capital, similarly lower level of inventories can result in stock outs or irregular supply to the market.	<ul style="list-style-type: none"> • Evaluating the Company's accounting treatment of the changes in the prices of raw materials, including the appropriateness of the related disclosures in the financial statements.
"Furthermore, the Company reported raw material consumption of BDT 137,20,00,118 for the current year, which is 95.37% of total cost of goods sold." See note no. 7.00 for details	<ul style="list-style-type: none"> • We compared the net realizable value on test basis through a review of subsequent period sales and the cost price of a sample of inventories and comparison to the associated provision to assess whether inventory provisions are complete. <p>We discussed with management about their sales forecasting procedures and ordering of stocks, and inquired about remedial action taken in case of excess or shortage of inventories due to difference in forecast and actual results.</p>

5. Measurement of deferred tax liability:

Description of Key Audit Matters	Our Responses to the Key Audit Matters
<p>Company reported net deferred tax liability totaling BDT 61,700,646 as at June 30, 2025.</p>	<p>We obtained an understanding, evaluated the design and tested the operational effectiveness of the company's key controls over the recognition and measurement of deferred tax assets and liabilities based on prevailing tax rates and the assumptions used in estimating the future taxable expenses of the company.</p>
<p>Significant judgement is required in relation to deferred tax liability as their liability is dependent on forecast of future profitability over a number of years.</p> <p>See note no. 14.00 for details</p>	<p>We also assessed the completeness and accuracy of the data used for the estimations of future taxable expenses.</p>
	<p>We evaluated the reasonableness of key assumptions, timing of reversal of temporary differences and expiration of tax loss carry forwards, recognition and measurement of deferred tax liability.</p>
	<p>We involved tax specialists to assess key assumptions, controls, recognition and measurement of deferred tax assets.</p>
	<p>We assessed the adequacy of the company's disclosures setting out the basis of deferred tax liability balances and the level of estimation involved. We also assisted in evaluating the tax implications, the reasonableness of estimates and calculations determined by management.</p>
	<p>Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Tax.</p>

6. Going Concern Assessment	
The Key Audit Matter	How the matter was addressed in our audit
In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in Note 2.04 to the financial statements concerning the Company's ability to continue as a going concern.	We reviewed the cash flows statements as well as the management assessment about positive net cash flows and liquidity position, which has been led to take decisions about the entity's ability to run business on a going concern basis and we found company has sufficient positive operating and overall net cash flows which dictates company has no financial crisis to serve debts.
According to cash flow analysis, company shows positive operating cash flows as well as positive overall net cash flow even though during the year sales has been decreased marginally.	We reviewed the debt services to find out whether company facing any trouble to repay debt and found no defaulter exist.
The financial statements do not include the adjustments that would result if the company were unable to continue as a going concern.	We reviewed the reasons for marginal decrease of sales and found due to current economic situations, cost of materials increased and customer purchase power has been temporarily decreased which would not be affected company's going concern ability for forthcoming years and no need to account for any adjustments.
See note no. 2.04 for details	



Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information 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.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error

and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statement, 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, international omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the Management' 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 entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.



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

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

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

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, the Securities and Exchange Rules 2020 and Financial Reporting Act 2015, we also report the following:

- "we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;"
- in our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of these books;
- the statement of financial position and the statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account and returns; and
- The expenditures incurred were for the purpose of the Company' Business.

The engagement partner on the audit resulting in this independent auditor's report is Mohammad Abu Kawsar FCA

Date: Dhaka
28-Oct-2025



Mohammad Abu Kawsar FCA,
ICAB Enrolment No. 1497
Partner
T. Hussain & Co.
Chartered Accountants
DVC 2510281497AS946958

Coppertech Industries Ltd.

STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

T. Hussain & Co.
Chartered Accountants

Particulars	Notes	Amount in Taka	
		30 June 2025	30 June 2024
ASSETS			
Non-Current Assets			
Property, Plant & Equipment	4.00	768,231,811	805,603,565
Capital Work in Progress	5.00	89,401,429	78,532,657
Security Deposits	6.00	22,181,846	19,681,846
Current Assets		1,138,962,001	1,012,075,190
Inventories	7.00	544,880,945	399,994,841
Trade & Other Receivable	8.00	275,611,858	289,207,139
Advance, Deposit & Prepayments	9.00	239,437,567	269,039,990
Cash & Cash Equivalents	10.00	79,031,631	53,833,219
TOTAL ASSETS		2,018,777,087	1,915,893,257
EQUITY & LIABILITIES			
Shareholders Equity:			
Share Capital	11.00	655,200,000	655,200,000
Retained Earnings	12.00	282,832,542	254,745,224
LIABILITIES			
Non Current Liabilities:			
Long Term Borrowings	13.00	134,639,906	147,036,288
Deferred Tax Liability	14.00	61,700,646	62,684,734
Current Liabilities:		884,403,993	796,227,011
Current Maturity of Term Loan & Lease	15.00	83,282,949	73,890,091
Trade Payable	16.00	36,925,813	45,312,628
Short Term Borrowings	17.00	664,242,068	580,055,088
Creditors & Accruals	18.00	98,942,863	95,180,469
Unclaimed Dividend	19.00	1,010,301	1,788,736
Total Liabilities		1,080,744,545	1,005,948,034
Total Equity & Liabilities:		2,018,777,087	1,915,893,257
Net Asset Value Per Share (NAVPS)	29.00	14.32	13.89

The accounting policies, other notes from 1 to 50 and Annexure-A & B form an integral part of the financial statements.



Company Secretary




Managing Director



Chairperson

Signed in terms of our report of even date.

Place: Dhaka
Date: October 28, 2025

Mohammad Abu Kawsar FCA,
ICAB Enrolment No. 1497
Partner
T. Hussain & Co.
Chartered Accountants
DVC 2510281497A5946958

Coppertech Industries Ltd.

T. Hussain & Co.
Chartered Accountants

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2025

Particulars	Notes	Amount in Taka	
		30 June 2025	30 June 2024
Revenue	20.00	1,666,019,957	1,675,261,668
Cost of Goods Sold	21.00	(1,438,581,269)	(1,457,275,966)
Gross Profit		227,438,688	217,985,703
Less: Operating Expenses		57,329,969	57,787,138
Administrative Overhead	22.00	30,778,490	31,180,770
Selling & Distribution Overhead	23.00	26,551,479	26,606,369
Profit from Operation		170,108,719	160,198,564
Add: Non-Operating Income	24.00	3,253,906	2,223,306
Less: Financial Expenses	25.00	112,228,815	85,158,514
Profit/(Loss) Before WPPF & Tax		61,133,810	77,263,357
Less: Contribution to WPPF		2,911,134	3,679,207
Profit/(Loss) before Tax		58,222,676	73,584,150
Less: Income Tax Expenses		(11,807,230)	(14,827,996)
Current Tax	26.00	(12,791,318)	(10,468,106)
Deferred Tax Expenses/(Income)	27.00	984,088	(4,359,890)
Profit after tax for the year		46,415,447	58,756,154
Earnings per share (Basic)	28.00	0.71	0.90

The accounting policies, other notes from 1 to 50 and Annexure-A & B form an integral part of the financial statements.



Company Secretary




Managing Director



Chairperson

Signed in terms of our report of even date.

Place: Dhaka
Date: October 28, 2025

Mohammad Abu Kawsar FCA,
ICAB Enrolment No. 1497
Partner
T. Hussain & Co.
Chartered Accountants
DVC 2510281497AS946958

Coppertech Industries Ltd.

STATEMENT OF CHANGES IN EQUITY

T. Hussain & Co.
Chartered Accountants

For the year ended 30 June 2025

Particulars	Amount in Taka		
	Share Capital	Retained Earnings	Total Equity
Balance as at 01 July 2024	655,200,000	254,745,224	909,945,224
Profit after tax for the year	-	46,415,447	46,415,447
Total Comprehensive Income for the Year ended 30 June, 2025	655,200,000	301,160,670	956,360,670
Dividend Paid			
Cash Dividend	-	(18,328,128)	(18,328,128)
Balance as on 30 June, 2025	655,200,000	282,832,542	938,032,542

Coppertech Industries Ltd.

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2024

Particulars	Amount in Taka		
	Share Capital	Retained Earnings	Total Equity
Balance as at 01 July 2023	655,200,000	209,093,070	864,293,070
Profit after tax for the year	-	58,756,154	58,756,154
Total Comprehensive Income for the year ended 30 June, 2024	655,200,000	267,849,224	923,049,224
Dividend Paid			
Cash Dividend	-	(13,104,000)	(13,104,000)
Balance as on 30 June, 2024	655,200,000	254,745,224	909,945,224

The accounting policies, other notes from 1 to 50 and Annexure-A & B form an integral part of the financial statements.


Company Secretary



Managing Director


Chairperson

Signed in terms of our report of even date.

Place: Dhaka
Date: October 28, 2025




Mohammad Abu Kawsar FCA,
ICAB Enrolment No. 1497
Partner
T. Hussain & Co.
Chartered Accountants
DVC 2510281497AS946958

Coppertech Industries Ltd.

STATEMENT OF CASH FLOWS

T. Hussain & Co.
Chartered Accountants

For the year ended 30 June 2025

Particulars	Notes	Amount in Taka	
		2024-2025	2023-2024
A. Cash Flows from Operating Activities			
Cash Receipts from Customers		1,679,094,526	1,629,030,609
Non-Operating Income		3,253,906	2,223,306
Cash Payment to Suppliers		(1,366,784,315)	(1,341,083,208)
Cash Payment to Employees		(80,899,407)	(75,697,328)
Cash Payment to Others		(79,349,299)	(83,778,051)
Cash Generate from Operation		155,315,411	130,695,328
Cash Payment Against Income Tax		(57,942,800)	(79,610,550)
Net Cash Generate from Operating Activities		97,372,611	51,084,778
B. Cash Flows from Investing Activities			
Acquisition of Property, Plant and Equipment		(5,735,702)	-
Capital Work in Progress		(15,674,998)	-
Security Deposits		(2,500,000)	(5,854,221)
Net Cash used in Investing Activities		(23,910,700)	(5,854,221)
C. Cash Flows from Financing Activities			
Dividend Paid		(18,328,128)	(13,104,000)
Unclaimed Dividend		(778,435)	(211,726)
Financial Expenses		(110,340,391)	(90,709,372)
Increase/(Decrease) Short Term Borrowing		84,186,979	96,418,299
Increase/(Decreases) Loan Liabilities (Long term)		(3,003,524)	(19,955,924)
Net Cash Provided by Financing Activities		(48,263,499)	(27,562,723)
D. Net increase in Cash and Cash Equivalent (A+B+C)		25,198,412	17,667,834
E. Cash and Bank Balances at Beginning the Year		53,833,219	36,165,385
F. Cash and Bank Balances at End of the Year (D+E)		79,031,631	53,833,219
Net Operating Cash Flow Per Share (NOCFPS)	30.00	1.49	0.78

The accounting policies, other notes from 1 to 50 and Annexure-A & B form an integral part of the financial statements.



Company Secretary




Managing Director



Chairperson

Signed in terms of our report of even date.

Place: Dhaka
Date: October 28, 2025

Mohammad Abu Kawsar FCA,
ICAB Enrolment No. 1497
Partner
T. Hussain & Co.
Chartered Accountants
DVC 2510281497AS946958

Coppertech Industries Ltd.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2025

1.00 The background and activities of the Company :

1.01 Legal form of the Company :

Coppertech Industries Ltd. was registered as a private limited company under the Companies Act-1994 on 16 October 2012 vide Registration No.C-105188/12. And the company started its commercial operation on June 2014.

The company was converted into a public limited company on May 31, 2018 and its shares are quoted in Dhaka and Chittagong Stock Exchanges.

1.02 Address of the Registered & Corporate Office :

The registered office of the Company is located at Haritala, Shahpur Bazar, Madhabpur, Habiganj, Bangladesh.

1.03 Nature of Business Activities :

The principal activities of the Company are manufacturing and marketing of all kinds of Copper. The company manufactures copper pipe, tube, copper billet, copper flat hexagonal and copper rod, copper wire, brass rod and all related items of copper.

2.00 Summary of Significant Accounting Principle and Valuation Policies :

2.01 Basis of Preparation and Presentation of Financial Statements :

The financial statements have been prepared and the disclosures of information were made in accordance with International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs), The Companies Act 1994, the Bangladesh Securities and Exchange Rules 2020, guidelines issued by FRC & all other applicable rules & regulations of the country. The Statement of Financial Position and Statement of Comprehensive Income have been prepared according to IAS-1 "Presentation of Financial Statements" under generally accepted accounting principles which are stated as under:

2.01.1 Statement of Compliance with Applicable Laws and Standards :

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

- The Income Tax Act, 2023;
- The Income Tax Rules 2023;
- The Finance Ordinance 2025;
- Financial Reporting Act, 2015
- The Bangladesh Securities and Exchange Rules 2020
- The Value Added Tax and Supplementary Duty Act, 2012;
- The Value Added Tax Rules, 2016;

- The Customs Act, 2023
- Bangladesh Labor Act, 2006 (as amended to 2023)
- International Accounting Standards (IAS)
- International Financial Reporting Standard (IFRS)
- International Valuation Standards (IVS)
- The Listing Regulations of Dhaka Stock Exchange Ltd. & Chittagong Stock Exchange Ltd.

2.02 Measurement bases :

These financial statements have been prepared on a historical cost basis with the except for certain assets which are stated either at revalued amount or fair market value as explained in the accompanying note and, therefore, do not take into consideration the effect of inflation. The accounting policies, unless otherwise stated, have been consistently applied by the Company and are consistent with those of the previous period/year.

2.03 Risk and uncertainty for use of estimates and judgments :

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

Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of accounting estimates are recognized in the period/year in which the estimate is revised and in any future period/years affected as required by IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors"

2.04 Going Concern :

The financial statements of the Company are prepared on a going concern basis. As per management assessment there are no material uncertainties related to events or conditions which may cast significant doubt upon Company's ability to continue as a going concern.

2.05 Accrual basis :

The company has prepared the financial statements, except cash flow information, using the accrual basis of accounting in accordance with IAS-1 Para-27.

2.06 Components of the Financial Statements :

According to the International Accounting

Standards (IAS)-1 "Presentation of Financial Statements" the complete set of Financial Statements includes the following components":

- i Statement of Financial Position as at 30 June, 2025"
- ii Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June, 2025;
- iii Statement of Changes in Equity for the year ended 30 June, 2025;
- iv Statement of Cash Flows for the year ended 30 June, 2025 &
- v Notes to the Financial Statements.

2.07 Reporting Period :

The financial period of the Company covers from 01 July to 30 June. The Company follows its reporting period from 01 July to 30 June in order to comply with the provision of section 9 of the Finance Act, 2015 and interpretations and

implementation of Bangladesh Securities and Exchange Commission Directive No.

SEC/SRMIC/2011/1240/445 dated April 27, 2016 concerning uniform income year. However, the company was followed its reporting period from 01 January to 31 December up to 30 June 2016. The financial statements cover twelve months from 01 July, 2024 to 30 June, 2025.

2.08 Authorization for Issue :

The Board of Directors has approved these financial statements in its meeting held on 28 October, 2025.

2.09 Application of Standards :

Accounting standards set out below have been applied consistently to all periods presented in these financial statements. The company's compliance with accounting standards is stated below:

IAS-1	Presentation of Financial Statements	Complied
IAS-2	Inventories	Complied
IAS-7	Statement of Cash Flows	Complied
IAS-8	Accounting Policies, Changes in Accounting Estimates & Errors	Complied
IAS-10	Events After the Reporting Period	Complied
IAS-12	Income Taxes	Complied
IAS-16	Property, Plant & Equipment's	Complied
IAS-19	Employee Benefits	Complied
IAS-20	Accounting for Government Grants and Disclosure of Government Assistance	Not Applicable
IAS-21	The Effects of Changes in Foreign Exchange Rates	Complied
IAS-23	Borrowing Costs	Complied
IAS-24	Related Party Disclosures	Complied
IAS-26	Accounting & Reporting by Retirement Benefit Plans	Complied
IAS-27	Consolidated & Separate Financial Statements	Not Applicable
IAS-28	Investments in Associates	Complied
IAS-29	Financial Reporting in Hyperinflationary Economies	Not Applicable
IAS-31	Interest in Joint Ventures	Not Applicable
IAS-32	Financial Instruments: Presentation	Complied
IAS-33	Earning Per Share	Complied
IAS-34	Interim Financial Reporting	Complied
IAS-36	Impairment of Assets	Complied
IAS-37	Provisions, Contingent Liabilities & Contingent Assets	Complied
IAS-38	Intangible Assets	Complied
IAS-40	Investment Property	Complied
IAS-41	Agriculture	Not Applicable
IFRS-1	First Time Adoption of International Financial Reporting Standards	Complied
IFRS-2	Share Based Payment	Not Applicable
IFRS-3	Business Combinations	Not Applicable
IFRS-4	Insurance Contracts	Not Applicable
IFRS-5	Non-Current Assets Held for Sale and Discontinued Operations	Not Applicable
IFRS-6	Exploration for and Evaluation of Mineral Resources	Not Applicable
IFRS-7	Financial Instruments: Disclosure	Complied
IFRS-8	Operating Segments	Complied

IFRS-9	Financial Instruments	Complied
IFRS-10	Consolidated Financial Statements	Not Applicable
IFRS-11	Joint Arrangements	Not Applicable
IFRS-12	Disclosure of Interest in Other Entities	Not Applicable
IFRS-13	Fair Value Measurements	Complied
IFRS-14	Regulatory Deferral Accounts	Not Applicable
IFRS-15	Revenue from Contracts with Customers	Complied
IFRS-16	Leases	Complied

2.10 Functional and Presentation Currency :

Functional and presentation currency items included in these financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). These financial statements are presented in Bangladesh Taka ("BDT") which is also the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest BDT except otherwise indicated.

2.11 Compliance with the Requirements of Notification of the Securities and Exchange Commission dated: 04.06.2008 under Ref. # SEC/CMMRPC/2008-81/53/Adm/03/28

Notes to the financial statements marked from 3.00 to 3.27 setting out the policies are unambiguous with respect to the reporting framework on which the accounting policies are based. The accounting policies on all material areas have been stated clearly in the notes marked from 3.00 to 3.27

3.00 Significant Accounting Policies :

3.01 Classification of Current versus Non-current : Current versus Non-Current Classification

The company presents assets and liabilities in statement of financial position based on current/non-current classification.

An asset is current when it is :

- expected to be realized or intended to be sold or consumed in normal operating cycle,
or-expected to be realized within twelve months after the reporting period,

or-held primarily for the purpose of trading,

or - cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is :

- expected to be settled within twelve months after the reporting period,

or - held primarily for the purpose of trading,
or - there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period The company classifies

All other liabilities as non-current.

Deferred tax assets and liabilities are always classified as non-current assets and liabilities

3.02 Property, Plant & Equipment :

a) Recognition and Measurement :

All property, plant and equipment are initially accounted for at cost and depreciated over their expected useful life in accordance with IAS-16. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use inclusive of inward freight, duties and non-refundable taxes. In respect of major projects involving construction, related pre-operational expenses form part of the value of asset capitalized.

b) Capitalization of Borrowing Cost :

Finance costs that are directly attributable to the construction of plants are included in the cost of those plants in compliance with IAS-23: Borrowing Cost, allowed alternative treatment.

c) 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 maintaining cost on PPE are recognized in the Statement of Profit or Loss and Other Comprehensive Income as incurred.

d) Depreciation :

No depreciation is charged on land, land development and Capital Work-in-Progress. Consistently, depreciation is provided on diminishing balance method based on written down value at which the asset is carried in the books of account. Depreciation continues to be provided until such time as the written down value is reduced to Taka one.

Each item of PPE is depreciated when it is available for use i.e. when it is in the location and condition

necessary for it to be capable of operating in the manner intended by management. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with IFRS 5 and the date that the asset is derecognized. The depreciation/amortization rate(s) are as follows:

Fixed Assets	Dep. Rates
Land & Land Development	0%
Building & Civil construction	2.5%
Gas Line Installation	15%
Electric Equipment	15%
Plant & Machineries	10%
Furniture & Fixture	10%
Gas & Diesel Generator	10%
Vehicle	15%

N.B.- Land is not depreciated.

e) Retirements and Disposals :

An asset is derecognized on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gains or losses arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized as gain and loss from disposal of asset under other income in the Statement of Profit or Loss and Other Comprehensive Income.

3.03 Software :

Software is generally charged off as revenue expenditure. Customized software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

Acquired computer software's capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives.

3.04 Intangible assets :

a) Recognition and Measurement :

Intangible assets have finite useful lives and are stated at cost less accumulated amortization and any impairment losses. Intangible assets are recognized in accordance with IAS 38-Intangible assets. Intangible assets include cost of acquisition of computer software, intellectual property, copyright and other costs incidental to such capital expenditure.

b) Subsequent costs :

Subsequent costs are capitalized only when they increase the future economic benefits embodied in the specific asset to which they

relate. All other costs are recognized in profit or loss as incurred.

c) Amortization :

Amortization is recognized in profit or loss on straight line basis over the estimated useful lives of intangible assets from the date they are available for use. Intangible asset (Computer Software) is amortized at the rate of 5% to 33%.

d) Derecognition :

An intangible asset is derecognized on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of intangible assets, measured as the difference between the net disposal proceeds and the carrying amount of the assets, are recognized in profit or loss.

3.05 Impairment of Assets :

All assets have been reviewed according to IAS-36 and it was confirmed that no such assets have been impaired during the year and for this reason no provision has been made for impairment of assets.

3.06 Capital Work-in-Progress :

Property, plant and equipment under construction or not available for use are accounted for as capital works in progress and are measured at cost until completion of construction or installation or available for use. In conformity with IAS 16: property, plant & equipment; no depreciation is charged on Capital work in progress as it is not available for use.

3.07 Financial Instruments :

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

3.07.01 Financial Assets :

The Company initially recognizes receivables and deposits on the date that they are originated. All other financial assets are recognized initially on the date at which the Company becomes a party to the contractual provisions of the transaction.

The Company derecognizes a financial asset when the contractual rights or probabilities of receiving the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

Financial assets include cash and cash equivalents, accounts receivable, and long term receivables and deposits.

3.07.02 Financial Liabilities :

The Company initially recognizes debt

securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognized initially on the transaction date at which the company becomes a party to the contractual provisions of the liability.

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.

Financial liabilities include loans and borrowings, accounts payable and other payables.

3.08 Inventories :

Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on weighted average cost method and includes expenditure incurred in acquiring the inventories, production or conversion costs,

and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity. Stores and spares and material in transit are measured at cost.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses. Inventories consist of raw materials, finished goods, and stores and spares.

3.09 Cash & Cash Equivalents :

Cash & cash equivalents include cash in hand, cash at banks, term deposits which are available for use by the Company without any restrictions. There is an insignificant risk of change in value of the same.

3.10 Accounts Receivable :

Accounts receivables are created at original invoice amount less any provision for doubtful debts. Provision are made where there is evidence of a risk of non-payment, taking into account ageing, provision experience and general economic conditions. When an accounts receivable is determined to be uncollectible it is written off, firstly against any provision available and then to the statement of comprehensive income.

3.11 Creditors & Other Payables :

Liabilities are recorded at the amount payable for settlement in respect of goods and services received by the Company.

3.12 Provisions & Contingencies :

Provisions were made considering risk and

un-certainties at best estimate of the probable expenditure that would require to meet the current obligation at the date of statement of financial position. Contingent liabilities and assets are current or possible obligations on liabilities or assets, arising from past events and existence of which depends upon the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the company.

3.13 Leases :

IFRS-16: "Leases" has come into force on 01 January 2019 as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB). The Company entered into lease agreements with lessors to use floor space for head office accommodation. It does not includes any Machinery, Copy Right, Software, Vehicles etc. The contracts are three-years cancellable (both parties three months notice period). The contracts does not offer any buying option, commitment to buy or any assurance of post use minimum market price for the used floors. Considering exemptions allowed in IFRS-16 (does not transfers substantially all the risk and rewards incidental to ownership, the rental agreements are not considered as finance lease).

Right-of-Use Assets :

In Financial Year 2024-2025, the Company recognized right of use assets at the inception date which was measured at cost, less any accumulated depreciation and captioned in respective asset category. Right of use assets were depreciated on a straight-line basis over the lease term. The right of use assets were presented under Non-current Asset in Statement of Financial Position which has be derecognized during the current year due to cancellation of lease agreement with associate.

Lease Liability :

As the company recognized right-of-use of assets, at the commence date of the lease, the company recognized lease liabilities measured at the present value of lease payments to be made over the lease term using the incremental borrowing rate. Lease liabilities was measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment.

3.14 Revenue & Other Income:

Revenue from Contracts with Customers :

Revenue is recognized when invoice for products and service are made and the significant risk and reward of ownership are

transferred to the dealers, recovery of the consideration is probable, associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. The five steps model as suggested by IFRS-15 has been complied in case of revenue recognition.

The five steps model consists of :

1. Identification of contract(s) with a customer
2. Identification of performance obligation
3. Determination of transaction price
4. Allocation of transaction price to separate performance obligations
5. Recognition of revenue when entity satisfies performance obligations

(a) Sales of Goods :

In compliance with the requirements of IFRS-15 revenue is recognized for local sales of Copper CCR, Copper Busbar and Copper pipe & Tubes at the time of delivery from Factory Godown. Revenue is recognized when goods are supplied to external customers against orders received, title and risk of loss is transferred to the customer, reliable estimates can be made of relevant obligations have been fulfilled, such that the earnings process is regarded as being completed.

(b) Interest Income :

Interest income comprises interest on financial deposits with banks. The amount of interest income is recognized on an accrual basis using the effective interest rate method.

3.15 Employees' Benefit :

Employees of the Company are entitled to get the following benefits from the Company :

a) Short-term Benefits :

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

b) Provident Fund :

Company has not implemented a provident fund scheme for its eligible employees as required under the provisions of section 237 to 327 of the Bangladesh Labor Act, 2006

c) Gratuity :

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The employee gratuity plan is considered as defined benefit plan as it meets the recognition criteria. The company's obligation is to provide the agreed benefits to current and former employees. This fund yet to be recognized by the company and need to be get approval from

National Board of Revenue (NBR).

d) Workers' Profit Participation Fund :

This represents 5% of the net profit after charging such contribution but before tax contribution by the Company as per provisions of Bangladesh Labor Law 2006 (Amendments 2018) and is payable to the workers as define in the said Law. During the current year, company provision WPPF BDT 29,11,134 and shown in statement of profit or loss and other comprehensive income.

3.16 Borrowing Costs :

In compliance with the requirements of IAS-23 "Borrowing Costs", borrowing costs of operational period on short-term loan facilities from commercial banks was charged off as revenue expenditure as they incurred.

3.17 Net Profit before Tax :

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

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

3.18 Taxation :

Provision is made at the ruling rate, considering tax, applied on 'estimated' taxable profit as a "Public Limited Company Listed with Stock Exchanges".

a) Current Tax :

Provision for income tax has been made as per requirements of the Income Tax Act, 2023, Income Tax Rules 2023 & Finance Ordinance 2025. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense has been recognized on the basis of the Finance Ordinance 2025 and Income Tax Act, 2023 and Income Tax Rules 2023 and the tax rate of the company is @ 20% or subject to minimum tax on the gross receipts or Tax deducted at source whichever is higher is treated as taxable income.

b) Deferred Tax :

Deferred tax is recognized on temporary 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 Statement of Financial Position as liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and 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 those deductible temporary differences can be utilized. Coppertech Industries Ltd. recognized deferred tax liabilities for all taxable temporary differences.

3.19 Earnings per Share :

The Company calculates Earnings per Share (EPS) in accordance with IAS-33: "Earning per Share", which has been shown on the face of Statement of Profit or Loss and Other Comprehensive Income, and the computation of EPS is stated in the note.

(a) Basic Earnings

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

(b) Weighted Average Number of Ordinary Shares Outstanding during the period :

Computation of weighted average number of ordinary shares is not required, as number of shares outstanding has been not changed during the reporting year.

(c) Basic Earnings per Share :

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

(d) Diluted Earnings per Share :

No diluted EPS is required to be calculated for the year, as there was no scope for dilution during the year under review.

3.20 Foreign Currency Transactions :

Foreign currencies are translated into taka at the exchange rates ruling on the date of transactions in accordance with IAS-21 "The Effects of Changes in Foreign Exchange Rates". Bank deposit in foreign currency has been translated into taka at the year end at the rate of exchange ruling on that date and gain/ (loss) if any have been accounted for as other income/(loss) in the Income Statement.

3.21 Statements of Cash Flows :

Statement of Cash Flows is prepared principally in accordance with IAS-7: Cash Flow Statements and the cash flows from operating activities have been presented under direct method.

3.22 Related Parties Disclosure :

As per IAS-24 'Related Party Disclosures', parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The company carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties. Related party transactions have been disclosed under Note-35 of the notes to the financial statements.

3.23 Segment Reporting :

No segmental reporting is applicable for the company as required by IFRS-8: "Operating Segment" as the company operates in a single industry segment and within a single geographical territory.

3.24 Offsetting :

No assets and liabilities or income and expenses were offset that may contradict requirements of any IFRSs/IASs.

3.25 Concentration of Counterparty Risk :

As of June 30, 2025, the company does not have any significant concentration of business transacted with a particular customer, supplier or lender that could, if suddenly eliminated, have severely impacted the company's operations. The company also does not have any concentration of available source of labor, service or licenses or other rights that could, if suddenly eliminated, have severe impact on the operations of the company.

3.26 Comparative Information :

Comparative information has been disclosed in respect of the year ended June 2025 for all numerical information in the financial statements where it is relevant for understanding of the current year's financial statements. Figures for the year ended June 2023 have been re-arranged wherever considered necessary to ensure better comparability with the current year.

3.27 General :

Previous year's figures have been regrouped/reclassified wherever considered necessary to conform to current year's presentation. Figures have been rounded off to the nearest Taka, as the currency represented in this Financial Statements.

		Amount in Taka	
		30 June 2025	30 June 2024
4.00	Property, Plant and Equipment		
	A. At Cost		
	Opening Balance	1,195,819,512	1,159,712,007
	Add: Addition During the year	10,541,928	36,107,505
	Closing Balance	1,206,361,440	1,195,819,512
	B. Accumulated Depreciation		
	Opening Balance	390,215,947	338,785,844
	Add: Charged during the year	47,913,682	51,430,103
	Closing Balance	438,129,629	390,215,947
	C. Written down value on cost (A-B) :	768,231,811	805,603,565
	N.B.-The Details Property, Plant & Equipment Schedule has been shown in Annexure -A.		
5.00	Capital Work in Progress		
	A. Factory Building		
	Opening Balance	26,196,146	49,851,021
	Add: Addition made during the year	-	-
		26,196,146	49,851,021
	Less: Transfer to PPE.	(3,451,680)	(23,654,875)
	Closing Balance	22,744,466	26,196,146
	B. Plant and Machinery		
	Opening Balance	46,330,011	58,782,641
	Add: Addition made during the year	15,674,998	-
		62,005,009	58,782,641
	Less: Transfer to PPE.	-	(12,452,630)
	Closing Balance	62,005,009	46,330,011
	C. Electric Equipment		
	Opening Balance	6,006,500	6,006,500
	Add: Addition made during the year	-	-
		6,006,500	6,006,500
	Less: Transfer to PPE.	(1,354,546)	-
		4,651,954	6,006,500
	Closing Balance (A+B+C)	89,401,429	78,532,657
	The above amount includes partial completion of work. After completion of the entire work or part thereof it will be transferred to Fixed Asset.		
6.00	Security Deposits		
	Hobigonj Polli Bidduit Samity	3,480,724	3,480,724
	Central Depository Bangladesh Limited	500,000	500,000
	Jalalabad Gas Transmission and Distribution System Ltd	17,084,550	14,584,550
	Bank Guaranty Margin	1,116,572	1,116,572
	Closing Balance	22,181,846	19,681,846
	Security Deposits: The above balance represents security deposit made by the company for electricity, Gas, bank guarantee margin and others.		
7.00	Inventories		
	Raw Material	21.01 170,754,650	122,558,799
	Work in Process	21.00 175,461,321	133,264,250
	Finished Goods	21.00 152,222,020	106,654,520
	Store & Spares	21.02.01 43,098,520	32,752,422
	Packing Materials	23.01 3,344,434	4,764,850
	Total	544,880,945	399,994,841

		Amount in Taka	
		30 June 2025	30 June 2024
<p>-The above inventories has been physically counted and valued by the inventory team consists of management staffs and audit teams.</p> <p>-Inventories in hand have been valued at the lower of weighted average cost and net realizable value.</p> <p>-As the Company deals in large number of items which vary in units, item-wise quantity statement of inventories could not be given.</p>			
8.00	Trade & Other Receivable		
	Trade Receivable	8.01 275,611,858	289,207,139
		275,611,858	289,207,139
<p>-The trade receivables occurred in the ordinary course of business are unsecured but considered good and is falling due within one year.</p> <p>-Details receivables movement and ageing thereof has been given below:</p>			
8.01	Trade & Other Receivable		
	Opening Balance	289,207,139	242,158,750
	Add: Sales during the year	20.00 1,666,019,958	1,675,261,668
		1,955,227,097	1,917,420,418
	Less: Collection during the year	1,679,615,239	1,628,213,279
		275,611,858	289,207,139
8.02	Ageing of Trade Receivables		
	More than Six Months	-	-
	Less than Six Months	275,611,858	289,207,139
		275,611,858	289,207,139
9.00	Advance, Deposit & Prepayments		
	A.Advance:		
	Advance Income Tax	9.01 190,177,966	142,703,272
	Insurance Premium	199,266	406,077
	Advance Against Expenses	1,705,548	2,469,204
	Advance Against Local Purchase	30,081,793	91,330,869
	Advanced Against Rent	1,287,500	1,670,000
	Advance Against Land Purchase	5,351,322	10,351,322
	Advance Against LC Margin	9,701,663	5,087,330
	VAT Current A/C	932,509	15,021,916
		239,437,567	269,039,990
<p>Advance: All advances amount has been considered good and recoverable. There is no agreement amount due from directors or officers of the Company.</p>			
9.01	Advance Income Tax		
	Opening Balance	142,703,272	63,092,723
	Add: AIT on FDR	267,616	260,724
	Add :TDS against supply	41,684,990	55,850,726
	Add : TDS against Vehicle	315,000	290,500
	Add :Tax paid at import stage & Others	15,675,194	23,208,599
		200,646,072	142,703,272
	Less: Adjusted during the year	(10,468,106)	
		190,177,966	142,703,272
10.00	Cash and Cash Equivalent		
	Cash in Hand	10.01 7,254,620	7,784,560
	Cash at Banks	10.02 71,777,011	46,048,659
		79,031,631	53,833,219

			Amount in Taka		
			30 June 2025	30 June 2024	
10.01	Cash In Hand :				
	Cash in Hand		7,254,620	7,784,560	
	Total		7,254,620	7,784,560	
10.02	Cash at Banks :				
	Cash at Bank	10.03	51,207,710	29,784,678	
	FDR with Banks	10.04	20,569,301	16,263,981	
	Total		71,777,011	46,048,659	
10.03	A. Cash at Bank :				
	Premier Bank Ltd.	A/C No #9078	18,081	18,771	
	Premier Bank Ltd.	A/C No #2954	2,745	3,805	
	Premier Bank Ltd.	A/C No #2925	-	-	
	AB Bank Ltd.	A/C No #9-000	2,162	3,312	
	The City Bank Ltd.	A/C No #1001	1,741,100	773,216	
	Social Islami Bank Ltd.	A/C No #8297	43,472,245	1,259,466	
	Social Islami Bank Ltd.	A/C No #9988	46,908	143,362	
	Dutch -Bangla Bank Ltd.	A/C No #20624	4,459,945	25,186,746	
	Social Islami Bank Ltd.	A/C No #0075	-	7,279	
	Bank Asia Ltd.	A/C No #1632	28,459	-	
	Dhaka Bank Ltd.	A/C No #3185	425,766	599,985	
	Total		50,197,409	27,995,942	
	B. Dividend Account :				
	Social Islami Bank Ltd.	Div - 23	676,813	278,755	
	Dutch-Bangla Bank Ltd.	Div - 22	332,178	355,077	
	Social Islami Bank Ltd.	Div - 21	1,310	1,154,903	
	Sub Total		1,010,301	1,788,736	
	Grand Total (A+B)		51,207,710	29,784,678	
10.04	Fixed Deposit Receipts (FDR)				
	Social Islami Bank Ltd.	A/C #16222	5,909,882	5,554,400	
	Social Islami Bank Ltd.	A/C # 6233	3,309,534	3,110,464	
	Social Islami Bank Ltd.	A/C # 6255	2,600,348	2,443,936	
	Meridian Finance & Investment Limited	A/C # 1176-0	3,240,000	-	
	Dhaka Bank Ltd.	A/C # 7936	5,227,044	4,890,966	
	Dhaka Bank Ltd.	A/C # 7898	282,493	264,216	
	Total		20,569,301	16,263,981	
11.00	Share Capital				
A.	Authorized Share Capital				
	70,000,000 Ordinary Shares of Tk. 10 each		700,000,000	700,000,000	
B.	Issued, Subscribed & Paid-up :				
	65,520,000 Ordinary Shares of Tk. 10 each issued and fully paid		655,200,000	655,200,000	
			655,200,000	655,200,000	
C.	Shareholding Position				
	Particulars	% of shares	No. of Share	30-06-2025	30-06-2024
	Sponsor/Director	27.57%	18,061,680	180,616,800	196,996,800
	Institutions	22.28%	14,598,584	145,985,840	127,569,330
	Public	50.15%	32,859,736	328,597,360	330,633,870
	Total:	100.00%	65,520,000	655,200,000	655,200,000

		Amount in Taka	
		30 June 2025	30 June 2024
12.00	Retained Earnings :		
	Opening Balance	254,745,224	209,093,070
	Net profit during the year	46,415,447	58,756,154
		301,160,670	267,849,224
	Less: Dividend Paid		
	Cash Dividend	18,328,128	13,104,000
	Total Dividend paid for the year 2023-2024	18,328,128	13,104,000
	Closing Balance	282,832,542	254,745,224
13.00	Long Term Borrowings :		
	HPSM - Real Estate	25,370,730	25,711,607
	HPSM - Machinery	165,544,360	176,537,025
	Lease Finance	13.01 27,007,765	18,677,747
		217,922,854	220,926,379
13.01	Lease Finance		
	Dhaka Bank Limited	9,514,230	18,677,747
	Meridian Finance & Investment Limited	17,493,535	-
		27,007,765	18,677,747
	Less: Current Maturity		
	Long Term Loan	61,995,729	63,152,568
	Lease Loan	21,287,220	10,737,523
	Total Current Maturity	83,282,949	73,890,091
	Balance after Current Maturity	134,639,906	147,036,288
14.00	Deferred Tax (Assets)/Liability :		
	Opening Deferred Tax Liability	62,684,734	58,324,844
	Charged during the year	(984,088)	4,359,890
	Deferred Tax Liability	61,700,646	62,684,734
15.00	Current Maturity of Term Loan & Lease Finance :		
	Bank Loan	15.01 61,995,729	63,152,568
	Lease Loan	15.02 21,287,220	10,737,523
	Closing balance	83,282,949	73,890,091
15.01	Current Maturity of Long Term Loan :		
	HPSM - Real Estate	7,309,167	7,183,548
	HPSM - Machinery	54,686,562	55,969,020
	Balance after Current Maturity	61,995,729	63,152,568
15.02	Current Maturity of Lease Loan :		
	Dhaka Bank Limited	9,118,707	10,737,523
	Meridian Finance & Investment Limited	12,168,513	-
	Balance after Current Maturity	21,287,220	10,737,523
16.00	Trade Payable :		
	Opening Balance	45,312,628	19,781,300
	Add: Purchase during the year	1,438,281,560	1,398,339,623
		1,483,594,187	1,418,120,923
	Less: Payment during the year	(1,446,668,374)	(1,372,808,295)
	Closing Balance	36,925,813	45,312,628

		Amount in Taka	
		30 June 2025	30 June 2024
17.00 Short Term Borrowings :			
Social Islami Bank Limited	17.01	480,029,683	439,426,456
Dhaka Bank Limited	17.02	184,212,385	140,628,632
		664,242,068	580,055,088
17.01 Social Islami Bank Limited			
Bai-Murabaha TR		199,600,000	199,700,000
Bai Muazzal - WC CMSME		171,700,000	170,150,000
Letter of Credit (Revolving) / TR		108,729,683	69,576,456
		480,029,683	439,426,456
17.02 Dhaka Bank Limited :			
Revolving Overdraft -Work Order		66,495,853	52,117,809
Letter of Credit (Revolving)		117,716,531	88,510,823
		184,212,385	140,628,632
18.00 Creditors & Accruals			
Liabilities for Expenses	18.01	63,305,918	61,346,023
Current Tax Payable	18.02	32,791,766	30,468,554
Advance Against Sales	18.03	2,845,179	3,365,892
		98,942,863	95,180,469
18.01 Liabilities for Expenses :			
Utility Bill		554,337	706,172
Salary & Allowance		7,158,887	6,066,366
Payable to WPPF	18.01.01	2,911,134	3,679,207
Audit Fees		460,000	460,000
Office Rent Payable		264,000	276,000
Rental Expenses-Nitrogen Container		20,000	20,000
Interest Payable (Machineries & RE)		12,234,670	15,186,251
Interest Payable (Bai-Muazzal & Working Capital)		36,387,997	31,547,992
Gas Bill Payable		3,314,893	3,404,035
		63,305,918	61,346,023
18.01.01 Provision for WPPF :			
Opening Balance		3,679,207	2,564,421
Add: Addition during the year		2,911,134	3,679,207
		6,590,341	6,243,628
Less: Payment during the year		(3,679,207)	(2,564,421)
Balance as on 30th June,2025		2,911,134	3,679,207
18.02 Current Tax Payable			
Opening Balance		30,468,554	20,000,448
Add: Charge for the year		12,791,318	10,468,106
		43,259,872	30,468,554
Less: Adjustment during the year		(10,468,106)	
Closing Balance		32,791,766	30,468,554
18.03 Advance Against Sales			
Amount received from dealer and retailer		2,845,179	3,365,892
		2,845,179	3,365,892
19.00 Unclaimed Dividend			
CTIL Div - 23		676,813	278,755
CTIL Div - 22		332,178	355,077
CTIL Div - 21		1,310	1,154,903
		1,010,301	1,788,736

		Amount in Taka	
		30 June 2025	30 June 2024
20.00	Revenue :		
	Gross Sales	1,915,914,964	1,918,357,300
	Less: VAT	249,895,006	243,095,632
	Net Sales	1,666,019,958	1,675,261,668
21.00	Cost of Goods Sold :		
	Raw Materials Consumption	21.01 1,372,000,118	1,366,339,694
	Manufacturing Overhead	21.02 154,496,313	155,916,447
	Cost of Manufacturing	1,526,496,431	1,522,256,142
	Add : Opening Work-in-Progress	133,264,250	43,569,520
	Less: Closing Work-in-Progress	(175,461,321)	(133,264,250)
	Cost of goods Manufactured	1,484,299,360	1,432,561,412
	Add : Opening Stock of Finished Goods	106,654,520	131,425,605
	Less: Sample Expense	(150,591)	(56,531)
	Less: Closing Stock of Finished Goods	(152,222,020)	(106,654,520)
		1,438,581,269	1,457,275,966
21.01	Raw Materials Consumption		
	Opening stock of raw materials	122,558,799	111,254,420
	Add: Purchase during the year	1,420,195,969	1,377,644,073
	Raw materials available for production	1,542,754,768	1,488,898,493
	Less: Closing stock of raw materials	(170,754,650)	(122,558,799)
		1,372,000,118	1,366,339,694
21.02	Manufacturing Overhead		
	Salary & Wages	42,582,356	38,388,345
	Conveyance	86,048	232,395
	Tours & Travel	156,675	204,315
	Carriage Inward	404,500	478,228
	Gas Bill	45,680,537	46,427,229
	Utility Expenses	9,625,890	9,705,972
	Power & Fuel	2,157,295	2,121,086
	Entertainment	695,463	682,034
	Cleaning Expense	177,628	334,231
	Fire Insurance Expenses	535,401	645,379
	Internet Expenses	123,222	113,600
	License & Renewal	49,576	173,150
	Loading & Unloading Expenses	97,215	58,752
	Medical Expenses	126,568	97,230
	Mobile Bill	176,093	135,279
	Printing & Stationery	157,983	94,157
	Rental Expenses-Nitrogen Container	240,000	240,000
	Repairs & Maintenance	155,275	178,954
	Store & spares	21.02.01 4,011,580	4,690,837
	Testing Fees	-	17,020
	Uniform & Gloves	223,000	341,973
	Miscellaneous Expenses	316,227	215,425
	Staff Fooding	1,020,603	1,224,783
	Utensil & Crockeries	16,992	22,226
	Training, R&D Expenses	162,189	235,250
	Depreciation (Annexure-A)	45,517,997	48,858,598
		154,496,313	155,916,447

		Amount in Taka	
		30 June 2025	30 June 2024
21.02.01	Store & Spares Expenses		
	Opening Balance	32,752,422	20,059,523
	Add: Purchase during the Year	14,357,678	17,383,736
	Available for use	47,110,100	37,443,259
	Less: Closing Balance	(43,098,520)	(32,752,422)
		4,011,580	4,690,837
22.00	Administrative Overhead		
	Salary & Allowance	19,462,616	18,475,484
	Conveyance	382,321	302,860
	Managing Directors Remuneration	2,880,000	2,640,000
	Board & Committee Meeting Fees	201,250	345,000
	Utility Expenses	794,453	976,580
	Entertainment	614,765	858,381
	Internet Expenses	207,900	157,500
	Mobile Bill	317,295	354,088
	Renewal & Registration	726,777	715,550
	Health & Life Insurance	-	264,533
	Paper & Periodical	6,581	5,978
	Postage & Courier	22,175	17,067
	Advertisement	108,215	120,540
	Printing & Stationery	31,214	249,936
	Audit Fee	460,000	460,000
	Professional Fee	34,500	34,500
	Rental Expenses	2,640,000	3,168,000
	Repair & Maintenance	191,142	208,861
	Others Administrative Expenses	153,876	152,460
	Service Charge (CDBL)	106,000	130,548
	Depreciation (Annexure-A)	1,437,410	1,542,903
		30,778,490	31,180,770
23.00	Selling & Distribution Overhead		
	Salary & Allowance	16,442,331	15,932,562
	Conveyance	120,705	211,783
	Tours & Travels	57,829	56,876
	Entertainment	177,673	438,903
	Packing Expenses	5,148,329	5,109,085
	Sales Promotion Expense	321,000	476,020
	Carriage Outward	530,335	523,600
	Postage & Courier	6,200	3,356
	Printing & Stationery	87,675	114,812
	Vehicle Running Cost	202,806	356,204
	Mobile Bill	363,150	359,096
	Rental Expense	1,637,962	1,741,630
	Repair & Maintenance	210,771	77,084
	Vehicle Tracking Expense	81,820	56,100
	Sample Expense	150,591	56,531
	Internet Expenses	54,028	54,000
	Tender Expenses	-	10,125
	Depreciation (Annexure-A)	958,274	1,028,602
		26,551,479	26,606,369

		Amount in Taka	
		30 June 2025	30 June 2024
23.01	Packing Material		
	Opening Balance	4,764,850	6,562,121
	Add: Purchase During the Year	3,727,913	3,311,814
		8,492,763	9,873,935
	Less: Closing Balance	(3,344,434)	(4,764,850)
		5,148,329	5,109,085
24.00	Non-operating Income		
	Interest Income on FDR	1,578,086	1,303,622
	Scrap Sales	1,675,820	919,684
		3,253,906	2,223,306
25.00	Financial Expenses		
	Lease Finance Interest	2,310,754	552,359
	Bank Charges	450,458	143,807
	Interest on Bank Loan	25.01 109,467,603	84,462,349
		112,228,815	85,158,514
25.01	Interest on Bank Loan		
	Interest on Short Term Loan	75,614,154	55,442,391
	Interest on Long Term Loan	33,853,449	29,019,958
		109,467,603	84,462,349
26.00	Current Tax Expenses		
	A) Current Tax :		
	Profit Before Tax as per Account	58,222,676	73,584,150
	Add: Accounting Depreciation	47,913,682	51,430,103
	Less: Tax base Depreciation	(42,993,245)	(73,229,551)
	Less: Non-Operating Income	(3,253,906)	(2,223,306)
	Taxable Income	59,889,207	49,561,395
	Tax on Taxable Income @20%	11,977,841	9,912,279
	Tax on Non-Operating Income @25%	813,477	555,827
	Total Current Tax	12,791,318	10,468,106
	B) Minimum Tax:		
	Gross Receipts	1,669,273,863	1,677,484,975
	Minimum Tax @ 0.60%	10,015,643	10,064,910
	Whichever is Higher from above calculation (A & B)	12,791,318	10,468,106
27.01	Deferred Tax Expenses/ (Income) :		
	Carrying amount of PPE (Accounting Base)	768,231,812	805,603,565
	Carrying amount of PPE (Tax Base)	459,728,580	492,179,897
	Taxable Temporary Difference	308,503,232	313,423,668
	Tax Rate	20.00%	20.00%
	Closing Deferred Tax Liability	61,700,646	62,684,734
	Opening Deferred Tax Liability (Adjusted)	62,684,734	58,324,844
	Deferred tax expenses/ (Income)	(984,088)	4,359,890
28.00	Earnings Per Share (Basic)		
	A. Net Profit after Tax	46,415,447	58,756,154
	B. Weighted average number of Share	65,520,000	65,520,000
	Earnings per Share (A/B)	0.71	0.90

Earnings Per Share (EPS): Despite revenue and other expenditures were closely comparable to the previous year, the higher financial expenses this year largely impacted net profitability. As a result, earnings per share has declined.

		Amount in Taka	
		30 June 2025	30 June 2024
29.00	Net Asset Value (NAV) Per Share		
	Total Assets	2,018,777,087	1,915,893,257
	Less: Total Liabilities	1,080,744,545	1,005,948,034
	A. Net Asset Value (NAV)	938,032,542	909,945,224
	B. Total Number of Share Outstanding	65,520,000	65,520,000
	Net Asset Value (NAV) Per Share (A/B)	14.32	13.89
30.00	Net Operating Cash Flows Per Share (NOCFPS)		
	Net Operating Cash Flows (Numerator)	97,372,611	51,084,778
	Weighted average number of Share	65,520,000	65,520,000
	Net Operating Cash Flow Per Share	1.49	0.78

Net Operating Cash Flow Statement (NOCFPS): While cash payments against advance income tax has decreased this year, cash collections from customers has increased in comparison to the previous year. As a result, the cash flow was positively impacted, and the NOCFPS increased significantly.

30.01 Reconciliation of Net Profit with Cash Flows from Operating Activities:
Cash flows from Operating Activities:

Cash Generated from Operation	Note: A	155,315,411	130,695,327
Income Tax		(57,942,800)	(79,610,550)
Net Cash flows from Operating Activities:		97,372,611	51,084,777

Note: A Cash Generated from Operation :

Net Income Before Tax	58,222,676	73,584,150
Depreciation on property, plant and equipment	47,913,682	51,430,103
Interest Paid	110,340,391	90,709,372
(Increase) / Decrease in Trade and Other Receivables		
(Increase) / Decrease in Trade and Other Receivables	13,595,282	(47,048,389)
(Increase) / Decrease in Advance, Deposit & Prepayments	77,077,117	27,273,044
(Increase) / Decrease in Inventories	(144,886,104)	(87,123,652)
Increase / (Decrease) in Trade Payables	(8,386,814)	25,531,328
Increase / (Decrease) in Liabilities for Expenses	1,439,182	(3,660,628)
Cash Generated from Operations	155,315,411	130,695,327

31.00 Commission, Brokerage or Discount :

No brokerage and discount against sales was paid during the year.

32.00 Payment made in Foreign Currency :

No expenses including Royalty, Technical Experts & Professional Advisory Fees and Interest etc.were incurred or paid in foreign currencies during the financial year.

33.00 Finance Lease Commitment :

As at 30-06-2025, there was no lease commitment under finance lease.

34.00 Claim not Acknowledged as debt :

There was no claim against the company acknowledged as debt as on 30 June, 2025.

35.00 Related Party Transactions :

During the year ended June 30, 2025 the Company entered into transactions with related party in the normal course of business. All these transactions took place in an arm length basis. Name of the related parties, nature of these transactions and amount thereof been set out below in accordance with the provisions of IAS 24: Related party disclosure.

35.01 Transactions with Related Parties :

Name of related party	Designation	Transaction during the year	Outstanding as on June 30, 2025	Outstanding as on June 30, 2024
Rashida Abbas	Chairman			
Abbasi Adam Ali	Manging Director	2,880,000		
Zulfikar Ali	Director			
Shoeb Adam Ali	Director			
Mustafa Shoeb	Director			
Abul Basher	Director			
Total		2,880,000		

The company carried out all related party transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties.

36.00 Payment /Perquisites to Directors and Officers :

The aggregate amount paid/provided during the year in respect of "Directors" and "Officers" of the company as defined in the Securities and Exchange rules 1987 are disclosed below:

Particulars	30-06-2025	30-06-2024
Directors Remuneration	2,880,000	2,640,000
Managerial Remuneration	-	-
Board meeting attendance fees	201,250	345,000
Managerial Benefits:		
Bonus	-	-
House Rent	-	-
Conveyance	-	-

(a) no compensation was made to the Managing Director of the company.

(b) no amount was spent by the company for compensating any member of the Board of Directors except as stated in (35) above.

37.00 Key Management Personnel Compensation :

The Board of Directors' is directly and indirectly responsible for directing and controlling the business of the company. Some of the Directors takes benefit from the Company as remuneration and board meeting attendance fee. Therefore, disclosure on this matter was primarily essential for us. However, we will provide necessary disclosures in future if they decide to enjoy any kind of benefit from the company against their contributions or services to the company.

Particulars	30-06-2025	30-06-2024
Short-Term Employee Benefits	2,880,000	2,640,000
Post-Employment Benefits	-	-
Other Long-Term Benefits	-	-
Termination Benefits		
Share-Based Payment	-	-

38.00 Attendance Status of Board Meeting of Directors :

During the year ended 30 June, 2025 total Eight Board Meetings were held. The attendance status of all the meetings is as follows:

Name of the Directors	Designation	Meeting held	Attendance
Rashida Abbas	Chairman	4	2
Abbasi Adam Ali	Manging Director	4	4
Zulfikar Ali	Director	4	1
Shoeb Adam Ali	Director	4	1
Mustafa Shoeb	Director	4	3
Md. Anamul Haque	Independent Director	4	4
Sultan Mahabubul Haque	Independent Director	4	4

A. Audit Committee

Name of the Directors	Designation	Meeting held	Attendance
Md. Anamul Haque	Chairman of the committee	4	4
Sultan Mahabubul Haque	Member	4	4
Mustafa Shoeb	Member	4	3

B. Remuneration Committee

Name of the Directors	Designation	Meeting held	Attendance
Sultan Mahabubul Haque	Chairman of the committee	2	1
Mustafa Shoeb	Member	2	2
Md. Anamul Haque	Member	2	2

39.00 Audit Fees :

Auditors' remuneration comprises annual audit fees only.

40.00 Un-availed Credit Facilities :

There are no credit facilities available to the Company under any contract (other than credit available in ordinary course of business) at the Statement of Financial Position date.

41.00 Contingent Liabilities :

There is no contingent liabilities of the Company during the year.

42.00 Board Meeting Fees :

Board meeting attendance fees has been given to the Board of Directors.

43.00 Subsequent Disclosure of Events after the Balance Sheet Date- Under IAS 10 :

The financial statements were authorized for issue on 28 th October 2025 by the Board of Directors who had the power to amend the financial statements after issue. There is no other significant event that has occurred between the Financial Position date and the date when the financial statements were authorized for issue by the Board of Directors of the company.

44.00 Internal Control :

The following steps have been taken for implementation of an effective internal control procedure of the company:

- A strong internal control and compliance division has been formed with a view to establish a well designated system of internal control;
- Regular review of internal audit reports with a view to implement the suggestion of internal auditors in respect of internal control technique;
- To establish an effective management system that includes planning, organizing and supervising culture in the factory as well as at head office.

45.00 Events After Reporting Period :

45.01 Declaration of dividend and date of Annual General Meeting (AGM)

Meeting of the Board of Directors of Coppertech Industries Ltd. was held on October 28, 2025 from 7.00 PM to 8.00 PM. Following decision was unanimously taken in the said meeting:

Particulars	Decision of the Board
Recommendation of Dividend for the Financial Year 2024-2025	2.15%
Date of 13th AGM	29-Jan-26
Record Date	4-Dec-25
Venue of AGM	Hybrid System

46.00 Segment Reporting :

The Company is domiciled in Bangladesh. The gross revenue from Copper CCR, Copper Busbar and Copper pipe & Tubes is BDT 1866 million (2025); BDT 1675 million(2024). The Company does not have any non current assets that are located outside Bangladesh

The Company is primarily engaged in the manufacturing and sale of Copper CCR, Copper Busbar and Copper pipe & Tubest in Bangladesh and this forms the focus of the Company's internal reporting system. While the Company has clearly differentiated brands, segmentation within a wide portfolio of brands is not part of the regular internally reported financial information to the chief operating decision maker. Therefore, it is not possible to segment the Company's results by brand without a high degree of estimation.

As there is single business and geographic segment within the company operates as such no segment reporting is felt necessary.

47.00 Dividend Paid to the Shareholder :

During the year under review total 1,83,28,128 taka has been transferred to the respective shareholders BO account through CDBL who were the owner of shares at record date.

48.00 Dividend paid to the Capital Market Stabilization (CMS) Fund:

The unclaimed/unsettled cash dividend for the year from 2018-2019 & 2019-2020 has been deposited to the Capital Market Stabilization (CMS) Fund as instructed by the Bangladesh Securities and Exchange Commission. Summary of unclaimed/unsettled cash dividend deposited to CMS Fund is as under:

Year	Amount in Tk.
2018-2019	585,653
2019-2020	488,108
Total	1,073,761

49.00 Financial Risk Management :

International Financial Reporting Standard (IFRS) 7- Financial instruments: Disclosures - requires disclosure of information relating to: both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information- the Company's policies for controlling risks and exposures.

The management has overall responsibility for the establishment and oversight of the company's risk management framework. The company's risk management policies are established to identify and analyze the risks faced by the company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the company's activities. This note presents information about the company's exposure to each of the following risks, the company's objectives, policies and processes for measuring and managing risk, and its management of capital. The company has exposure to the following risks from its use of financial instruments.

- a) Credit Risk
- b) Liquidity Risk
- c) Market Risk

49.01 Credit Risk :

Credit risk is the risk of a financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from institutional and export customers etc. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. In monitoring credit risk, debtors are grouped according to their risk profile, i.e. their legal status, financial condition, ageing profile etc. Accounts receivable are related to sale of generic pharmaceuticals products, basic chemical products, animal health products and pesticide products. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

(a) Exposure of Credit Risk :

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

Particulars	30-06-2025	30-06-2024
Trade & Other Receivables	275,611,858	289,207,139
Advances, Deposits and Prepayments	239,437,567	269,039,990
Cash and Bank Balances	79,031,631	53,833,219
Total	594,081,056	612,080,349

(b) Ageing of Receivables :

Particulars	30-06-2025	30-06-2024
More than Six Months	-	-
Less than Six Months	275,611,858	289,207,139
Total	275,611,858	289,207,139

(C) Cash and Cash Equivalents :

Particulars	30-06-2025	30-06-2024
Cash in hand	7,254,620	2,333,135
Cash at bank	71,777,011	46,048,659
Total	79,031,631	48,381,794

Bank & Branch Name	Account No.	Balance as on 30-06-2025	Balance as on 30-06-2024
Premier Bank Ltd.	A/C No #9078	18,081	18,771
Premier Bank Ltd.	A/C No #2954	2,745	3,805
Premier Bank Ltd.	A/C No #2925	-	-
AB Bank Ltd.	A/C No #9-000	2,162	3,312
The City Bank Ltd.	A/C No #1001	1,741,100	773,216
Social Islami Bank Ltd.	A/C No #8297	43,472,245	1,259,466
Social Islami Bank Ltd.	A/C No #9988	46,908	143,362
Dutch -Bangla Bank Ltd.	A/C No #20624	4,459,945	25,186,746
Social Islami Bank Ltd.	A/C No #0075	-	7,279
Bank Asia Ltd.	A/C No #1632	28,459	-
Dhaka Bank Ltd.	A/C No #3185	425,766	599,985
Social Islami Bank Ltd.	Div - 23	676,813	278,755
Dutch-Bangla Bank Ltd.	Div - 22	332,178	355,077
Social Islami Bank Ltd.	Div - 21	1,310	1,154,903
Social Islami Bank Ltd.	A/C #16222	5,909,882	5,554,400
Social Islami Bank Ltd.	A/C # 6233	3,309,534	3,110,464
Social Islami Bank Ltd.	A/C # 6255	2,600,348	2,443,936
Meridian Finance & Investment Limited	A/C # 1176-0	3,240,000	-
Dhaka Bank Ltd.	A/C # 7936	5,227,044	4,890,966
Dhaka Bank Ltd.	A/C # 7898	282,493	264,216
Total		71,777,011	46,048,659

49.02 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 always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or jeopardizing to the company's reputation. Typically, the company ensures that it has sufficient cash and cash equivalent to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast, based on time line of payment of financial obligations and accordingly arrange for sufficient liquidity/fund to make the expected payments within due dates. Moreover, the company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligation in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flow projections and credit lines with banks are negotiated accordingly. The following are the contractual maturities of financial liabilities:

Category of Liabilities	Year	Carrying Amount Taka	Contractual Cash Flow Taka	Cash Flow Within 0-12 Months Taka
Short Term Borrowings	30.06.25	664,242,068	664,242,068	664,242,068
Trade Payable	30.06.25	36,925,813	36,925,813	36,925,813
Creditors & Accruals	30.06.25	98,942,863	98,942,863	98,942,863
Long Term Borrowings	30.06.25	134,639,906	134,639,906	-
Total		934,750,649	934,750,649	800,110,744

49.03 Market Risk :

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

(a) Currency Risk

The company is exposed to currency risk on sales, purchase that are denominated in a currency other than the respective functional currencies of the entities, primarily the BDT Tk. but also USD. The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to Company's operating activities with the foreign suppliers.

(i) Foreign exchange rate sensitivity analysis for foreign currency expenditures:

A strengthening or weakening of the Taka, as indicated below, against the USD at 30 June 2025 would have increased/(decreased) equity and profit or loss. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the reporting date. The analysis assumes that all other variables, in particular interest rates, remain constant.

(b) Interest Rate Risk

The risk is that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Interest Rate Sensitivity

A +/- 1% change in short-term interest rates calculated on the financial assets and financial liabilities, would have a maximum impact on the company's profit before tax of +/- taka 205 (Taka 163 for 2024) in thousands and taka 8,822(Taka 8,001 for 2024) in thousands respectively.

	Amount in Taka	
	30 June 2025	30 June 2024
Interest bearing financial instruments of the company at reporting date are as follows-		
Financial Assets :		
Short Term Deposits	20,569,301	16,263,981
	20,569,301	16,263,981
Financial Liabilities :		
Long Term Borrowings	217,922,854	220,926,379
Short Term Borrowings	664,242,068	580,055,088
	882,164,922	800,981,467

c) Other Price risk

Equity price risk arises from available-for-sale equity securities held for meeting partially the unfunded portion of the Company's defined benefit pension obligations as well as investments at fair value through profit and loss (other than those arising from interest rate risk and currency risk). The Company is not exposed to any equity price risk, as the Company does not have any investment in equity shares and also to commodity price risk.

50.00 Disclosure as per requirement of Schedule XI, Part II of the Companies Act, 1994:

- A. Disclosure as per requirement of Schedule XI, Part II, Note 5 of Para 3:
Employee position of the company as at 30 June, 2025:

Salary (Monthly)	Officer & Staff		Worker	Total Employees
	Factory & Head Office			
Below Tk. 3,000/-	-	-	-	-
Above Tk. 3,000/-	79	169	169	248
Total	79	169	169	248

The company has complied with the Minimum Wages Gazette Notification: SRO No. 39/Law/2017 dated 23 February, 2017 and there are no employees to receive below minimum wages during the reporting year.

B. Disclosure as per requirement of Schedule XI, Part II, Para 4:

Name of Directors	Designation	Salary	Festival Bonus	Total Payment
Rashida Abbas	Chairman	-	-	-
Abbasi Adam Ali	Manging Director	2,880,000	-	2,880,000
Zulfikar Ali	Director	-	-	-
Shoeb Adam Ali	Director	-	-	-
Mustafa Shoeb	Director	-	-	-
Abul Basher	Director	-	-	-
Mukit Ahmed, ACMA, FCA	Independent Director	-	-	-
Md. Anamul Haque	Independent Director	-	-	-
Sultan Mahabubul Haque	Independent Director	-	-	-
Total		2,880,000	-	2,880,000

Period of payment to Directors is from 01 July, 2024 to 30 June, 2025.

The above Directors of the company did not take any benefit from the company and the follows:

- Expenses reimbursed to the managing agent - Nil
- Commission or other remuneration payable separately to a managing agent or his associate -Nil
- Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into such concerns with the company-Nil

- d. The money value of the contracts for the sale or purchase of goods and materials or supply of services, enter into by the company with the managing agent or his associate during the financial year- Nil
- e. Any other perquisites or benefits in cash or in kind stating- Nil
- f. Other allowances and commission including guarantee commission- Nil

Pensions, etc.-	Amount in Taka	
	30 June 2025	30 June 2024
1) Pensions- Nil		
2) Gratuities : Gratuity Payment	-	-
3) Payment from WPPF Fund : Company's Contribution to WPPF	3,679,207	2,564,421
4) Compensation for loss of office- Nil		
5) Consideration in connection with retirement from office- Nil		

C. The disclosure of Schedule XI, part-II, Para 3 :

a) Turnover:

Particulars	30 June 2025
Turnover in BDT.	1,666,019,957
Turnover in Quantity	1,341,609

- b) No Commission paid to selling agents during the year.
- c) No brokerage and discount paid on sales during the year.

D. Disclosure as per requirement of Schedule XI, Part II, Para 8:

Raw materials, spare parts, packing materials and capital machinery:

Items	Opening Balance	Total Purchase	Consumption	Closing Balance
Raw materials (In Tk.)	122,558,799	1,420,195,969	1,372,000,118	170,754,650
Packing materials (In Tk.)	4,764,850	3,727,913	5,148,329	3,344,434
Total Raw materials (In Tk.)	127,323,649	1,423,923,882	1,377,148,447	174,099,084

Value of export and Domestic Sales :

Particulars	In foreign currencies (US\$)	In BDT
Export	-	-
Domestic Sales	-	1,666,019,958
Total	-	1,666,019,958

- i) The company has not incurred any expenditure in foreign currencies for the period from 01 July, 2024 to 30 June, 2025 on account of royalty, know-how, professional fees, consultancy fees and interest;
- ii) The company has not earned any foreign exchanges for royalty, know-how, professional fees, consultancy fees and interest;

Coppertech Industries Ltd.

SCHEDULE OF PROPERTY, PLANT & EQUIPMENT

As on 30 June, 2025

Sl. No	PARTICULARS	Accounting Base				Rate of Dep(%)	Depreciation				Written down Value As on 30.06.2025
		Cost		Total cost as on 30.06.2025	Charged during the year		Adjustment/ Disposal	Accumulated Dep. on 30.06.2025			
		Balance as on 01.07.2024	Addition during the year						Adjustment/ Disposal	Balance as on 01.07.2024	
		1	2	3	4	5	6	7	8	9	10
01.	Land & Land Development	72,789,375	-	-	72,789,375	0%	-	-	-	-	72,789,375
02.	Building & Civil construction	425,612,498	3,451,680	-	429,064,178	2.5%	59,319,326	9,178,902	-	68,498,229	360,565,949
03.	Gas Line Installation	6,248,479	-	-	6,248,479	15%	3,240,364	451,217	-	3,691,582	2,556,897
04.	Electric Equipment	52,876,398	1,354,546	-	54,230,944	15%	31,475,166	3,311,776	-	34,786,942	19,444,002
05.	Plant & Machineries	593,457,387	-	-	593,457,387	10%	270,764,072	32,269,332	-	303,033,404	290,423,984
06.	Furniture & Fixture	5,074,383	-	-	5,074,383	10%	2,111,181	296,320	-	2,407,501	2,666,882
07.	Gas & Diesel Generator	15,595,986	-	-	15,595,986	10%	10,051,436	554,455	-	10,605,891	4,990,095
08.	Vehicle	24,165,006	5,735,702	-	29,900,708	15%	13,254,401	1,851,680	-	15,106,081	14,794,627
	Balance as on 30 june, 2025	1,195,819,512	10,541,928	-	1,206,361,440		390,215,947	47,913,682	-	438,129,628	768,231,812
	Balance as on 30 june, 2024	1,159,712,007	36,107,505	-	1,195,819,512		338,785,844	51,430,103	-	390,215,947	805,603,565

Allocation of Depreciation:

	30-06-2025	30-06-2024
Manufacturing	45,517,997	48,858,598
Administration	1,437,410	1,542,903
Selling & Distributing	958,274	1,028,602
Total	47,913,682	51,430,103

Coppertech Industries Ltd.
SCHEDULE OF PROPERTY, PLANT & EQUIPMENT

As on 30 June, 2025

Tax base :

Annexure- B

SL	Particulars	Cost			Rate of Dep.	Depreciation		Written Down Value as on 30.06.2025
		Balance as at 01.07.2024	Addition	As on 30.06.2025		Balance as at 01.07.2024	Charged during the period		Balance as on 30.06.2025
01.	Land and Land Development	72,789,375		72,789,375	0%	-	-	72,789,375
02.	Building & Civil Construction	425,612,498	3,451,680	429,064,178	10%	22,822,312	223,663,367	205,400,811
03.	Utility Line Installation	6,248,479		6,248,479	10%	236,213	4,122,560	2,125,919
04.	Electric Equipment	52,876,398	1,354,546	54,230,944	10%	1,545,985	40,317,081	13,913,863
05.	Plant & Machineries	593,457,387		593,457,387	10%	16,517,638	444,798,645	148,658,742
06.	Gas & Diesel Generator	11,175,986		11,175,986	10%	122,469	10,073,762	1,102,224
07.	Vehicles	24,165,006	5,735,702	29,900,708	10%	1,422,787	17,095,628	12,805,080
08.	Diesel Generator	4,420,000		4,420,000	10%	37,967	4,078,293	341,707
09.	Furniture & Fixture	5,074,383		5,074,383	10%	287,873	2,483,525	2,590,858
	Balance as on 30 June, 2025	1,195,819,512	10,541,928	1,206,361,440		42,993,245	746,632,860	459,728,580

Document Verification System (DVS)

DVC Preview

DVC: 2510281497AS946958

Membership (Enrl.) Number :	<input type="text" value="1497"/>	Member's Name :	Mohammad Abu Kawsar FCA
CA Firm's Name :	<input type="text" value="T Hussain & Co"/>		
Client's Name :	<input type="text" value="COPPERTECH INDUSTRIES LIMITED"/>		
Client's Registration :	<input type="text" value="RJSC"/>	Ref. Number :	<input type="text" value="C-105188/12"/>
Client's Category :	<input type="text" value="Manufacturing"/>	Client's Industry :	<input type="text" value="Others"/>
Period :	<input type="text" value="01/07/2024"/>	To :	<input type="text" value="30/06/2025"/>
Document Name :	<input type="text" value="Auditors Report and Finan"/>		
Document Type :	<input type="text" value="Statutory Audit"/>		
Date of Issue :	<input type="text" value="28/10/2025"/>	Listing Status :	<input type="text" value="Y"/>

Key Information :

Total Liabilities	1,080,744,545.00
Gross Revenue Shown in IS	1,666,019,957.00
Profit before taxes	58,222,676.00
Retained Earnings	282,832,542.00
Total Assets	2,018,777,087.00

Coppertech Industries limited

Registrated Office: Haritola, Shahpur Bazar, Madhabpur, Hobiganj
Corporate Office :House 207, (6th Floor), Road-10
New DOHS, Mohakhali, Dhaka-1206
Phone+880 2 8715809, Fax- +880 2 8715867,
E-mail : info@coppertechbd.com

PROXY FORM

I/We.....
of..... being Member of
Coppertech Industries limited and a, holder of
shares hereby appoint Mr./Ms.....
as my/our proxy to vote for me/us and on my/our behalf at the **13th Annual General Meeting** of the company to be
held on **Thursday, January 29, 2026** at 10 : 00 a.m. and any adjournment thereof.

Signed this day of 2026.

(Signature of the Proxy)

(Member) (Proxy)

BO A/C No.



- 1) This form of proxy, duly completed must be emailed/ deposited at least 48 hours before the meeting at the Company's corporate office. Proxy is invalid if not duly signed and stamped.
- 2) Signature of the shareholder should agree with the Specimen Signature registered with the Company and depository register.



COPPERTECH INDUSTRIES LTD.

REGISTERED OFFICE:

Haritola, Shahpur Bazar, Madhabpur
Hobiganj

CORPORATE OFFICE:

House 207, (6th Floor), Road-10, New DOHS, Mohakhali, Dhaka-1206
Phone-+880 2 8715809, Fax- +880 2 8715867, E-mail : info@coppertechbd.com

www.coppertechbd.com