



DIRECTORS' REPORT

Bismillahir Rahmanir Rahim.

Dear Shareholders,

Assalamu Alaikum.

The Board of Directors of Doreen Power Generations and Systems Limited (DPGSL) has the pleasure of welcoming you all to the 18th Annual General Meeting of the Company. The Directors delightfully presents before you the Audited Financial Statements of the Company for the year ended 30 June 2025 together with the Auditors' Report thereon and the Directors' Report for your consideration and adoption.

The Directors like to furnish a clear picture of the Company to its valued shareholders. The reports on internal audit and internal control system, on risk management framework and on corporate governance annexed hereto and tables, graphs and profiles shown separately will be treated as integral parts of this report.

1. GLOBAL AND NATIONAL ECONOMY

Global Economic Outlook

The global economy is facing substantial headwinds, emanating largely from an increase in trade tensions and heightened global policy uncertainty. This contributing to a deterioration in prospects across most of the world's economies. Weaker-than-expected growth in major economies with adverse global spillovers, worsening conflicts, and extreme weather events accelerated down turn of the growth prospects.

The global economy is expected to experience subdued growth amid a challenging trade environment and heightened macroeconomic uncertainties. As per the United Nations Department of Economic and Social Affairs, the world economy is projected to grow by 2.5 per cent in both 2025 and 2026 — below the 2.8 per cent recorded in 2024 and the pre-pandemic average of 3.2 per cent (2010–2019).

As per World Bank's Global Economic Prospect, June 2025, the economic growth is projected at 2.3 percent for 2025 and 2.4 percent for 2026. The advanced economies will have forecasted growth of 1.2 percent for 2025 and 1.4 percent for 2026. On the other hand, emerging market and developing economies will have forecasted growth of 3.8 percent each for both of 2025 and 2026. Countries of South Asia (Bangladesh, Pakistan, and India) will have forecasted growth of 5.8 percent each for both 2025 and 2026.

While major escalation in trade tensions with spiraling retaliation has been avoided and new bilateral trade deals between the United States and its trading partners have eased some concerns, broader economic uncertainties remain elevated. The ongoing global headwinds underscore the need for determined multilateral policy efforts to foster a more predictable and transparent environment for resolving trade tensions. Global policy efforts are also needed to confront the deteriorating circumstances amid prevalent conflict and debt distress while addressing long-standing challenges including effects of climate change.

Bangladesh Economic Outlook

The macroeconomic performance in FY 2025, under the interim government, shows a mixed outlook when compared to FY 2024. Despite some improvements, challenges persist, particularly in macroeconomic stability, inflation control, and the banking sector. While efforts to stabilize the fiscal situation and boost foreign exchange reserves have yielded some positive results, key indicators like GDP growth and private investment continue to underperform.

Private investment-to-GDP ratio remained subdued as investors were hesitant to commit, given the political instability and economic uncertainty during the interim government period. The tax-to-GDP ratio continued to fall short of targets, limiting revenue mobilization. The Annual Development Program (ADP) implementation rate is significantly lower due to poor project management, the suspension of some mega projects, and the departure of contractors from certain projects following the ouster of the previous regime. However, the interim government made strides in reducing the budget deficit share, suggesting more efficient public investment.

As per World Bank's Global Economic Prospect, June 2025, the economic growth is projected at 3.3 percent for 2025 and 4.9 percent for 2026. In accordance with the provisional estimates by the Bangladesh Bureau of Statistics (BBS), the GDP for FY 2024-25 is projected at 3.97 percent and per capita income is \$ 2,820.

The overall inflation rose from 9.7 percent to 10 percent in FY 2024-25, mainly driven by an increase in non-food prices. Due to higher inflation, the rising costs of both food and non-food goods remain a big concern for many people.

Forex reserve increased from USD 21.7 billion in FY 2024 to 26.7 billion in FY 2025, mainly due to higher remittance inflows and a rebound in exports. This increase helped the country maintain financial stability, making it easier to import essential goods and pay foreign debts.

2 INDUSTRY SCENARIO AND FUTURE OUTLOOK OF THE INDUSTRY

Electricity is crucial to economic growth, sustainable infrastructure development as well as poverty reduction and security of any country. Future economic growth crucially depends on the long-term availability of uninterrupted and quality electricity supply.

Bangladesh is currently facing one of the most disruptive energy crises in recent months. Extended load shedding, acute gas shortages, and high fuel price hikes have severely impacted daily life and economic activity across the country. As a result, the industrial production has slowed, transport services have been disrupted, and businesses—especially small and medium enterprises—have reported financial losses and operational downtime. As demand continues to rise—driven by urbanization, industrial expansion, and agricultural mechanization—the country's limited and inefficient energy supply has struggled to keep up.

Private power producers are suffering for insufficient working capital and facing difficulties in importing furnace oil and spare parts for plant operation.

The government has prioritized the power sector right from the beginning and undertaken immediate, short, medium and long-term plans to meet the increasing demand of electricity. At present the installed generation capacity of the country has been increased to 31,772 MW including captive, renewable energy and off-grid power. Per capita power generation has increased to 661 kWh. At present, the total distribution line is 6.50 lakh kilometer and total consumer is 4.89 crore and government has brought all its citizen under 100 percent electricity facility.

As per vision 2041, government is working towards the implementation of power generation capacity of 40,000 MW by 2030 and 60,000 MW by 2041 as per Power System Master Plan (PSMP).

To encourage private sector investment in the power sector of the country, Government has adopted several policies namely Private Sector Power Generation Policy of Bangladesh, 1996 (revised in 2004) and Policy Guideline for Enhancement of Private Participation in the Power Sector, 2008. Some of such benefits for potential investors are as follows:

Facilities and Incentives for Private Power Companies

- Exemption from corporate income tax for 15 years
- Allowed to import plant equipment and spare parts at up to a maximum of ten percent (10%) of the original value of total plant and equipment within a period of twelve (12) years of commercial operation without payment of customs duties, VAT and any other surcharges as well as import permit fee except for indigenously produced equipment manufactured according to international standards.
- Repatriation of equity along with dividends allowed freely.
- Exemption from income tax for foreign lenders to such companies.
- The foreign investors will be free to enter into joint ventures but this is optional and not mandatory.
- Tax exemption on royalties, technical know-how and technical assistance fees, and facilities for their repatriation.
- Tax exemption on interest on foreign loans.
- Tax exemption on capital gains from transfer of shares by the investing company.
- Avoidance of double taxation case of foreign investors on the basis of bilateral agreements.
- Exemption of income tax for up to three years for the expatriate personnel employed under the approved industry.
- Facilities for repatriation of invested capital, profits and dividends.

Facilities and Incentives enjoyed by the Group

Among the above facilities DPGSL has already enjoyed 15 years tax exemption period and its two subsidiaries (DNPGL and DSPGL) have enjoyed 9 years tax exemption period each and another subsidiary CPGL has enjoyed 3.5 years tax exemption out of its 14 years exception period. All the companies of the Group have imported plant equipment without payment of customs duties, VAT and any other surcharges as well as import permit fee. The Group has been enjoying exemption from paying customs duties, VAT and any other surcharges as well as import permit fee in importing spare parts. Impact of availing the above incentives and facilities has been reflected on the profitability of the company, the benefits of which has been ultimately enjoyed by the shareholders.

3. PERFORMANCE OF THE COMPANY

DPGSL is one of the largest private sector power generation companies in Bangladesh which has started its power generation in November 2008 and proved its ability by successfully completing about two decades of commercial operation.

The company was incorporated as a private limited company in 2007 and converted into public limited company in 2011 and became listed with the DSE and CSE in 2016. It owns almost 100% shares of its three subsidiaries namely Dhaka Southern Power Generations Ltd. (99.15% owned), Dhaka Northern Power Generations Ltd. (99.40% owned) and Chandpur Power Generations Limited (99.90% owned). Commercial Operation of Dhaka Northern Power Plant and

Dhaka Southern Power Plant having 55 MW capacity each has started in mid-2016; and Chandpur Power Plant having 115 MW capacity has started commercial operation in February 2022.

During the year 2024-25, three HFO based power plants were available to generate and supply to the extent required as per the Power Purchase Agreement (PPA), indicating excellent operational performance of your Company. As a result, this year our Group's power plants could deliver total 641.11 million Kwh of electricity to the national grid which is less than last year's generation as 15 years contract period of PPAs of three gas-based power plants has already expired in 2023-24.

Plant-wise performances during the year 2024-25, comparing that of previous year, were as stated below:

| Name of Power Plant | Installed Capacity (Mwh) | Net Energy Output (Mwh) | | Gas/HFO Consumption (Cubic Feet/MT) | | Revenue (in million BDT) | |
|---------------------|--------------------------|-------------------------|---------|-------------------------------------|------------|--------------------------|----------|
| | | 2024-2025 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| Feni Plant | 192,720 | - | 88,710 | - | 25,726,010 | - | 523.18 |
| Narsingdi Plant | 192,720 | - | 58,710 | - | 16,124,902 | - | 352.58 |
| Tangail Plant | 192,720 | - | 50,266 | - | 14,176,035 | - | 292.34 |
| Northern Plant | 481,800 | 135,992 | 111,083 | 27,165 | 21,651 | 3,392.75 | 2,632.68 |
| Southern Plant | 481,800 | 116,257 | 103,369 | 23,780 | 21,061 | 3,049.96 | 2,638.38 |
| Chandpur Plant | 1,007,400 | 388,865 | 307,196 | 77,919 | 60,651 | 8,620.71 | 6,885.63 |

4. RISKS AND CONCERNS

The Board of Directors of DPGSL has overall responsibility for the establishment and oversight of the Company's Risk Management Framework. The Board oversees how management monitors compliance with risk management policies and procedures and reviews the adequacy of the risk management framework in relation to risks faced by the company. The Board is assisted in its oversight role by Audit Committee. Internal Audit, under the purview of Audit Committee, undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The Board carries out a robust assessment of company's emerging and principal risk continuously and take appropriate action to mitigate or minimize the identified risks. The Company has exposures to the following risks and frame work for managing thereof:

Credit Risk: Credit Risk is the risk of financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivable from customers and investment securities. The company's sales are made to two Government-owned entities i.e. Bangladesh Power Development Board (BPDB) and Bangladesh Rural Electrification Board (BREB) under the conditions of Power Purchase Agreements (PPAs). Therefore, sales are fully secured by Power Purchase Agreement (PPA) with these two state-owned entities. Credit risk does not arise in respect of any other receivables.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position that has been disclosed in note 42.1 of the Financial Statements.

Liquidity Risk: Liquidity Risk is the risk of inability to meet financial obligations as they fall due. The Company's approach to managing liquidity risk 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 damage to the Company's reputation. Typically, Management ensures that it has sufficient cash and cash equivalent to meet expected operational expenses and financial obligations through cash forecast prepared based on timeline of payment of the financial obligation and accordingly arranging for sufficient fund and/or maintaining short term lines of credit with scheduled commercial banks to make the expected payment within due date. Financial Liabilities are expected to be repaid in due time from operational cash flows.

The contractual cash flows in terms of bank loan, trade payable, liabilities for expenses and provision for income tax have been disclosed in note 42.2 of the Financial Statements.

Market Risk: Market Risk is the risk associated with changes in market forces such as demand and supply situation, foreign exchange rates and interest rates that may affect the Company's income or the value of its holding of financial instruments. The objective of market risk management frame work is to manage and control market risk exposures within acceptable parameters while optimizing the return.

Currency Risk: Currency Risk is the risk associated with changes in foreign exchange rates that may affect the Company's purchases of spare parts and furnace oil that are denominated in a currency other than the functional currency, primarily Euro and US Dollars. Such risk may be hedged through entering into appropriate derivative financial instruments. However, the Company has not yet entered into any type of derivatives instrument in order to hedge foreign currency risk.

Interest Rate Risk: Interest Rate Risk is the risk that arises due to changes in interest rates on borrowings. Both local and foreign loans are significantly affected by fluctuations in interest rates. Such risk may be hedged through entering into appropriate derivative financial instruments. However, the Company has not yet entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

Capital Risk: Capital Risk is the risk associated with maintaining an optimal capital structure and minimal cost of capital. The objective of managing capital risk is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Board of DPGSL is careful to maintain a balance between risks and return that might be possible with a sound capital structure of equity and borrowed funds.

5. OPERATIONAL AND FINANCIAL RESULTS

The Directors are pleased to present the comparative operational and financial results (consolidated) for the year ended 30 June 2025 based on the year ended 30 June 2024:

| Particulars | Amount (Taka) | | % of Change |
|-------------------|----------------|----------------|---------------------|
| | 2024-2025 | 2023-2024 | |
| Revenue | 15,063,413,715 | 13,332,636,864 | Increased by 12.98% |
| Cost of Sales | 11,866,179,624 | 10,101,771,837 | Increased by 17.47% |
| Gross Profit | 3,197,234,091 | 3,230,865,027 | Decreased by 1.04% |
| Operating Profit | 990,682,295 | 759,983,588 | Increased by 30.36% |
| Profit Before Tax | 581,673,235 | 347,745,194 | Increased by 67.27% |
| Profit After Tax | 584,841,934 | 332,626,596 | Increased by 75.83% |

Consolidated revenue has increased by 12.98% for increase in sales revenue of HFO based plants as demand for electricity was higher than that of last year. For the same reason, cost of sales has increased by 17.47%. As a result, gross profit has decreased by 1.04% from the previous year. However, operating profit has increased by 30.36% for significant decrease in general and administrative expense and for decrease in finance cost due to decrease in foreign exchange loss. Profit before tax and after tax has increased by 67.27% and 75.83% respectively for the same reasons.

6. EXTRA-ORDINARY GAIN OR LOSS

During the year, the company has incurred an impairment loss of Tk.409,908,184 on measuring the assets of Narshingdi 22 MW power plant at their forced sale value from carrying value of the assets as there is no possibility of renewal of the PPA of the plant and value of the assets will be realized through sale. There has been no other continuing extra-ordinary activity resulting to extra-ordinary gain or loss.

7. RELATED PARTY TRANSACTIONS

During the year, with approval of the Board, some transactions have taken place as temporary loans between the Company and its subsidiaries and/or sister concerns in order to meet emergency business needs by

charging/paying interests on outstanding balances at prevailing interest rates. This matter is placed in the AGM for approval of the valued shareholders. These transactions with other related party transactions of the Company during the year have been disclosed in note-44 of the Notes to the Financial Statements complying the requirements of IAS 24 and it is stated that all such transactions have taken place on a commercial basis.

8. UTILIZATION OF PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES AND/OR THROUGH ANY OTHER INSTRUMENTS

Initial Public Offering (IPO) of Doreen Power Generations and Systems Limited was made in 2016 and the fund raised thereby has already been utilized as reported to the regulators. No further issue of any instrument was made during the year.

9. SIGNIFICANT VARIANCE BETWEEN QUARTERLY AND ANNUAL FINANCIAL STATEMENTS

In compliance with the applicable rules and regulations of the regulatory authorities, the Company has prepared and submitted the quarterly reports with the regulators and communicated the results with the valued shareholders and stakeholders accordingly. We have discussed the significant differences between quarterly report and annual audited financial statements clearly in the year ended financial statements of the Company. During fourth quarter of the reporting period, Company has incurred an impairment loss of Tk.409,908,184 on measuring the assets of Narshingdi 22 MW power plant at their forced sale value from carrying value of the assets. As a result, year-end EPS (Tk.3.19) and NAV (Tk.52.43) has increased slightly compared to third quarter end EPS (Tk.3.05) and NAV (Tk.52.28).

10. REMUNERATION TO DIRECTORS

Remuneration, performance and other related perquisites/benefits of Directors are reviewed by the Nomination and Remuneration Committee (NRC). During the year ended 30 June 2025, only the Managing Director was paid remuneration/ allowance amounting Tk.600,000. No other Director (even the Independent Director) did take any remuneration/ allowance from the Company as disclosed in Note - 44 to the financial statements.

11. GOING CONCERN

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

12. STATEMENT REGARDING FAIR PRESENTATION OF STATE OF AFFAIRS AND COMPLIANCE OF ACCOUNTING POLICIES, STANDARDS ETC.

The Board, in accordance with the Corporate Governance Code is pleased to make the following declarations/statements

- i)** The financial statements prepared by the management of the Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- ii)** Proper books of account of the company have been maintained.
- iii)** Appropriate accounting policies have been consistently applied in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.
- iv)** International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS) as applicable in Bangladesh have been followed in preparation of the financial statements
- v)** The system of internal control is sound in design and has been effectively implemented and monitored.
- (vi)** Minority shareholders have been duly protected as there are effective means of redressal.
- (vii)** There is no significant doubt upon the company's ability to continue as a going concern.
- (viii)** Significant deviations from last year in operating results of the Company are highlighted and the reasons have been explained in Operation and Financial Results sections.

13. KEY OPERATING AND FINANCIAL DATA

Directors are pleased to present the Key Operating and Financial Data for the last year as well as previous 5 (five) years in the table below:

| PARTICULARS | 2024-2025 | 2023-2024 | 2022-2023 | 2021-2022 | 2020-2021 | 2019-2020 |
|-------------------------------------|------------------------|------------------------|------------------------|------------------------|----------------------|----------------------|
| | Taka | Taka | Taka | Taka | Taka | Taka |
| Revenue | 15,063,413,715 | 13,332,636,864 | 18,429,490,701 | 15,024,099,403 | 6,656,732,440 | 4,746,318,581 |
| Cost of Sales | (11,866,179,624) | (10,101,771,837) | (14,466,933,286) | (11,930,074,748) | (5,000,968,629) | (3,420,871,587) |
| Gross profit | 3,197,234,091 | 3,230,865,027 | 3,962,557,415 | 3,094,024,654 | 1,655,763,811 | 1,325,446,993 |
| General & Admin. Exp. | 227,562,199 | 291,800,115 | (509,468,527) | (309,110,181) | (142,013,064) | (138,484,575) |
| Profit from Operation | 2,969,671,892 | 2,939,064,913 | 3,453,088,888 | 2,784,914,474 | 1,513,750,748 | 1,186,962,418 |
| Non-operating Income | 899,125 | 1,578,829 | 1,133,539 | 7,629,582 | 10,123,809 | 2,112,462 |
| Financial Expense | (1,978,989,598) | (2,179,081,325) | (2,804,710,237) | (1,111,334,669) | (344,095,022) | (386,380,325) |
| Impairment loss | (409,908,184) | (413,817,223) | - | - | - | - |
| Non-operating Loss | (2,387,998,657) | (2,591,319,131) | (2,803,576,698) | (1,103,705,087) | (333,971,213) | (384,267,863) |
| Net profit before income tax | 581,673,235 | 347,745,194 | 649,512,190 | 1,681,209,386 | 1,179,779,534 | 802,694,555 |
| Current tax expense | 3,168,698 | (15,118,598) | (789,474) | (3,544,689) | (3,643,390) | (431,757) |
| Net profit after income tax | 584,841,934 | 332,626,596 | 648,722,716 | 1,677,664,697 | 1,176,136,144 | 802,262,798 |
| Dividend | 10% | 10% | 11% | 30% | 25% | 20% |
| Share Capital | 1,811,189,010 | 1,811,189,010 | 1,811,189,010 | 1,617,133,050 | 1,443,868,800 | 1,312,608,000 |
| Net Non-Current Assets | 11,895,640,926 | 12,954,016,233 | 14,743,760,030 | 15,724,159,815 | 15,923,373,903 | 10,249,739,424 |
| EPS | 3.19 | 1.81 | 3.56 | 10.31 | 8.09 | 6.08 |

14. MANAGEMENT'S DISCUSSION AND ANALYSIS

As per Corporate Governance Code-2018 issued by BSEC, a Report on Management's Discussion and Analysis presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements signed by Managing Director has been annexed as **Annexure – II**.

15. EXPLANATION ON QUALIFIED OPINION & EMPHASIS OF MATTER PARAGRAPH IN INDEPENDENT AUDITOR'S REPORT

In the Independent Auditor's Report on the financial statements for 2024-25, auditor have issued a qualified opinion and emphasis of matter paragraphs on the following points and as per section 184(3) of the Companies Act 1994, our explanation regarding these issues is also given below:

Basis for Qualified Opinion

"According to the auditor's report of subsidiaries, the subsidiary entities namely Dhaka Northern Power Generations Limited (DNPGL), Dhaka Southern Power Generations Limited (DSPGL) and Chandpur Power Generations Limited (CPGL) did not establish Gratuity Fund or Compensatory benefits, as per the requirement of the sub-section 2(c) of section 20 of the Bangladesh Labour Act 2006 (amended in 2018). As a result, no provision associated with the Gratuity Fund has been recognized in the accompanying Financial Statements for the year ended 30 June 2025. However, the management of these companies has not ascertained the amount of Gratuity Fund which is due to be recognized in the Financial Statements. Hence, had the Gratuity Fund been recognized, the consolidated profit after tax would have been reduced and the liabilities associated with the Gratuity Fund would have been increased by the same amount."

Explanation:

Doreen Power Generations & Systems Limited is paying Compensatory Benefits to its outgoing employees and made provision required for serving employees as per Bangladesh Labour Act 2006 (amended in 2018). But its

subsidiaries are yet to make such provision for Compensatory Benefits or Gratuity Fund. However, management is actively planning to establish a uniform Gratuity Fund policy for the Group.

Material Uncertainty Related to Going Concern

“We draw attention to Note-2.5 in the financial statements that the PPAs with BREB and BPDB for three gas-based power plants with 66 MW capacity for a period of 15 years already expired between November 2023, December 2023 and February 2024 respectively. Although three gas based power plants with 66 MW capacity have been shut-down, the Company has almost 100% owned furnace oil based three subsidiaries total of 225 MW capacity which are currently operational and PPAs of these subsidiaries will expire on 16 June 2031, 16 August 2031 and 10 February 2037 respectively. Accordingly, the Company will receive dividend from its subsidiaries and will be able to bear its operational expenses out of dividend receipts. Based on this circumstance, the management believes that the Company will continue in operational existence in the foreseeable future in spite of having net loss for the year ended by the receipts of dividend and temporary loan from its subsidiary entities. Our opinion is not modified in respect of this matter.”

Explanation:

The Group have three fully operational furnace oil based power plants with 225 MW capacity, PPAs of which have 06 to 12 years of remaining contract period. These power plants are generation handsome amount of net profit from which they will be able to pay dividend to Doreen Power Generations & Systems Limited (the Company) in future as and when required and the Company will able to continue as going concern entity. So, we found no material uncertainty about the operational existence of the Company in the foreseeable future.

Emphasis of Matter

“We draw attention to Note- 3.7 of the financial statements of subsidiary entities, which describes that the management of the Company decided not to make any further provision for Workers Profit Participation Fund (WPPF) as the decision of Ministry of Power, Energy and Mineral Resources on the request of Bangladesh Independent Power Producers Association (BIPPA) approached the Ministry of Labour and Employment to exempt the power producers in private sector from implementation of WPPF as required by the Labour Act 2006 (amended in 2013) is yet to be formed. Our opinion is not modified in respect of this matter.”

Explanation:

The issue is still under consideration of the Ministry of Labor and Employment as per the update from Bangladesh Independent Power Producers Association (BIPPA) and they are hopeful to get positive opinion from the Ministry. As a result, the management has decided not to make provision for WPPF until the decision of the Ministry of Labor & Employment is known.

16. DECLARATION OF DIVIDEND

The Board has recommended 10% cash dividend for all shareholders excluding the Sponsors/ Directors for the year ended 30 June 2025. The Sponsor/s Directors who shall not be entitled to recommended cash dividend, holds 120.64 million shares out of total 181.12 million Shares. The amount of cash dividend payable to the General Shareholders is Tk.60.48 million. So, the shareholders are entitled to get Tk.1.00 for holding a share of Tk.10 each. The aforementioned dividend has been recommended being the “final dividend” for the year and no interim dividend was declared during the year.

Shareholders' whose name will be appearing in the Shareholders' Register as on the Record Date (19 November 2025) shall be eligible to receive the dividends subject to approval by the shareholders in the Annual General Meeting (AGM).

The Directors state that, no bonus share or stock dividend has been declared during the year or shall be declared in future as interim dividend.

17. DIRECTORS' RETIREMENT & RE-APPOINTMENT/RE-ELECTION

With regard to the appointment/election, retirement and re-appointment/re-election of directors, the company is governed by its Articles of Association, the Companies Act 1994 and other related legislations. Accordingly, at the 18th Annual General Meeting, Mr. Md. Abul Hasnat and Mr. Ali Akbar will retire from the office of Director. As they are eligible for re-appointment, the Board of Directors have recommended to re-appoint them as director by the shareholders in the 18th Annual General Meeting (AGM). As required by BSEC's Corporate Governance Code [condition 1.5 (xxii)], their details is disclosed separately under Profiles of Directors and Disclosures of Directors' Interest.

18. APPOINTMENT OF INDEPENDENT DIRECTOR

Dr. Muhammad Shahin Miah, PhD, CPA, Associate Professor of Accounting, Department of International Business, University of Dhaka was appointed as Independent Director of the Company for a term of 3 (three) years with effect from 19 December 2022. Such appointment was made with proper recommendation from NRC and upon obtaining prior consent of BSEC and the same was approved by the shareholders in their 15th AGM. He is going to complete three years tenure and expressed his intention not to continue as an Independent Director of the Group for further tenure due to his other professional engagements. But he assured that he will remain in his role until the new Independent Director takes over his position.

In the meantime, NRC has proposed the name of a new Independent Director to replace him the matter of obtaining consent of BSEC to appoint him is under process. Once BSEC's consent is received, the Board will proceed with appointing the new Independent Director.

Additionally, the NRC has also proposed the name of a female candidate for the Independent Director position, and the matter of obtaining BSEC's consent for her appointment is under process. Appointment of female independent director will made upon obtaining the necessary approval from BSEC.

19. APPOINTMENT OF SAME PERSON AS MANAGING DIRECTOR IN SUBSIDIARIES AND/OR SISTER CONCERNS

Mr. Tahzeeb Alam Siddique has been reappointed as the Managing Director of the Company for a further period of five (5) years, effective from 19 December 2024. This re-appointment was duly approved by the honorable shareholders at the 17th Annual General Meeting of the Company. It is also noted that Mr. Siddique also serves as the Managing Director of three (3) subsidiary companies namely Dhaka Southern Power Generations Limited (DSPGL) and Dhaka Northern Power Generations Limited (DNPGL) and Chandpur Power Generations Limited (CPGL) with due approval of the Government in accordance with the provisions of the Companies Act, 1994.

20. APPOINTMENT OF AUDITORS

M/s. Hoda Vasi Chowdhury & Co. Chartered Accountants was appointed as the Company's Auditors in its 17th AGM for a term till the conclusion of the 18th AGM of the Company. They have successfully completed the audit for the year ending 30 June 2025.

Since they meet the eligibility requirements as per the Bangladesh Securities and Exchange Commission's Code-2018, M/s. Hoda Vasi Chowdhury & Co. Chartered Accountants have indicated their readiness to be re-appointed as Auditors for the upcoming year. The Audit Committee and the Board have endorsed their re-appointment as Auditors for the subsequent term, concluding at the 19th AGM. This matter is now presented for consideration and approval by the esteemed shareholders.

21. APPOINTMENT OF CORPORATE GOVERNANCE AUDITORS

As a publicly listed company, DPGSL is required to secure a compliance certificate from a practicing professional accountant or secretary each year affirming adherence to the Corporate Governance Code-2018.

M/s SARashid & Associates Chartered Secretaries was appointed as the Corporate Governance Auditors in its 17th AGM for a term till the conclusion of the 18th AGM of the Company. Being eligible for re-appointment, the firm has expressed their interest for being re-appointed as the Corporate Governance Auditors of the company for the fiscal year 2025-2026. The Board of Directors has recommended for the re-appointment of SARashid & Associates Chartered Secretaries as the Corporate Governance Auditors for the year ending on 30 June 2026, and this matter will be presented at the 18th Annual General Meeting for consideration and approval by the esteemed shareholders.

22. BOARD MEETINGS AND ATTENDANCE

The Directors meet regularly for smooth operation and management of Company. During the year ended 30 June 2025, total of 08 (Eight) Board Meetings were held. Attendance of the Directors in the meetings was as follows:

| NAME & DESIGNATION OF DIRECTORS | TENURE OF DIRECTORSHIP | NUMBER OF MEETINGS | |
|---|------------------------|--------------------|----------|
| | | HELD | ATTENDED |
| Ms. Anjabeen Alam Siddique, Chairman | Since 23.12.2015 | 8 | 8 |
| Mr. Tahzeeb Alam Siddique, Managing Director | Since 17.08.2017 | 8 | 8 |
| Mr. Md. Abul Hasnat, Director | Since 18.03.2019 | 8 | 8 |
| Mr. Md. Ali Akbar, Director | Since 18.03.2019 | 8 | 8 |
| Dr. Muhammad Shahin Miah, CPA, Independent Director | Since 19.12.2022 | 8 | 5 |

The Directors who could not attend the Board Meetings were granted leave of absence.

23. THE PATTERN OF SHAREHOLDING

As per condition 1(5)(xxiii) of the Corporate Governance Code issued by BSEC, the shareholding pattern as on 30 June 2025 was as follows:

| SL | Name of Shareholder | Description | Number of Shares | Amount (Taka) | % |
|--|--|---|------------------|---------------|--------|
| A. Parent/Subsidiary/Associated Companies and other related parties (name wise details) | | | | | |
| 1 | Asian Entech Power Corporation Limited | Parent Company | 115,079,712 | 1,150,797,120 | 63.54% |
| 2 | OPG Energy Pvt. Ltd. | Sponsor Company | 123,497 | 1,234,970 | 0.07% |
| B.(i) Directors and their spouses and minor children (name wise details) | | | | | |
| 1 | Mrs. Anjabeen Alam Siddique | Chairman [Nominated by Asian Entech Power Corporation Limited] | 1,113,448 | 11,134,480 | 0.61% |
| 2 | Mr. Tahzeeb Alam Siddique | Managing Director | 3,833,807 | 38,338,070 | 2.12% |
| 3 | Mr. Md. Ali Akbar | Director [Nominated by Asian Entech Power Corporation Limited] | 6,177 | 61,770 | 0.003% |
| 4 | Mr. Md. Abul Hasnat | Director [Nominated by Asian Entech Power Corporation Limited] | 2,639 | 26,390 | 0.001% |
| 5 | Dr. Muhammad Shahin Miah, CPA | Independent Director | Nil | Nil | Nil |
| B. (ii) CEO, CFO, Company Secretary & Head of Internal Audit and their spouses and minor children (name wise details) | | | | | |
| 1 | Mr. Mostafa Moin | Chief Executive Officer | Nil | Nil | Nil |
| 2 | Mr. Afroz Alam | Chief Financial Officer | Nil | Nil | Nil |
| 3 | Mr. Mohammad Abir Islam, FCS | Company Secretary | Nil | Nil | Nil |
| 4 | Mr. Taimur Alam FCMA | Head of Internal Audit | Nil | Nil | Nil |
| C. Executives [Other Top 5 salaried employees other than CEO, CFO, CS & HIAC] | | | | | |
| 1 | Mr. Md. Wahiduzzaman Khan | Chief Operating Officer (HFO Plants) | 30,000 | 300,000 | 0.017% |
| 2 | Engr. Mostafizur Rahman | Chief Operating Officer (Gas Plants) | Nil | Nil | Nil |
| 3 | Mr. Iqbal Hossain | Chief Administrative Officer | Nil | Nil | Nil |
| 4 | Mr. Sultan Reza Bin Mahmud | Sr. GM & Plant In Charge | Nil | Nil | Nil |
| 5 | Mr. Md. Abul Kalam Azad | GM & Plant In charge | Nil | Nil | Nil |
| D. Shareholders holding ten percent (10%) or more voting interest in the Company | | | | | |
| 1 | Asian Entech Power Corporation Limited | Parent Company | 115,079,712 | 1,150,797,120 | 63.54% |

24. CORPORATE SOCIAL RESPONSIBILITY

Doreen Power Generations and Systems Limited supports and contributes towards many social and humanitarian causes as part of its Corporate Social Responsibility. Company along with its three subsidiaries has spent Tk.450,000 in CSR activities by donating warm clothes and different educational institutions and welfare foundation. Doreen Power also recognizes the importance of creating sustainability directly around the power plants that we operate in. This goes to the heart of our CSR initiatives, helping to provide the fundamentals to foster sustainable communities.

25. AUDIT COMMITTEE

The Audit Committee (AC) was formed on 30 December 2018 as the sub-committee of the Board and was re-constituted on 30 June 2023 to include Dr. Muhammad Shahin Miah, CPA. The AC consists of three non-executive directors and the chairman of the committee is an independent director. Dr. Muhammad Shahin Miah, CPA is the chairman of the committee and Mr. Md. Ali Akbar and Mr. Md. Abul Hasnat are members of the committee. Mr. Mohammad Abir Islam, FCS, Company Secretary, is the secretary of the Committee. The AC was set up with clear terms of reference. The committee assists the Board to ensure that the financial statements reflect true and fair view of the state of affairs of the Company by ensuring a good monitoring system within the business. Audit Committee is responsible to the Board of Directors for its role and responsibilities that are clearly set forth by the Company. The AC met 04 (four) times during the year 2024-25. The report of AC is attached as **Annexure-III** of this Report

26. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) was formed on 30 December 2018 as the sub-committee of the Board and was re-constituted on 19 December 2022 to include Dr. Muhammad Shahin Miah, CPA. The NRC consists of three non-executive directors and the chairman of the committee is an independent director. Dr. Muhammad Shahin Miah, CPA is the chairman of the committee and Mr. Md. Ali Akbar and Mr. Md. Abul Hasnat are members of the committee. Mr. Mohammad Abir Islam, FCS, Company Secretary, is the secretary of the Committee. The NRC was set up with clear terms of reference. The NRC is responsible to assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executives as well as a policy for formal process of considering remuneration of directors and top-level executives. The NRC met once during the year 2024-25. The report of NRC is attached as **Annexure-IV** of this Report.

27. CORPORATE GOVERNANCE

Corporate Governance is the system through which a company is directed, guided and controlled by the Board, while keeping in view its accountability to the shareholders. DPGSL strives to ensure full compliance with the laws and regulations that govern its business and to uphold the highest standards. The Status of Compliance of BSEC's Corporate Governance Code is shown at **Annexure - XIV** and a separate Report on Corporate Governance is placed as **Annexure - X**. Certificate on Compliance with Corporate Governance Code shall be placed as **Annexure - XI** of this Report.

28. ACKNOWLEDGEMENT

The Directors like to extend appreciation to the shareholders, customers, government agencies, regulatory authorities, bankers, business constituents, suppliers, auditors, consultants and other stakeholders of the company for their continued co-operation and support. The Directors also express their deep appreciation for the devoted and sincere services rendered by the employees at all levels of the Company and expect that such devotion will continue in future.

The Directors sincerely look forward to welcoming you at our 18th Annual General Meeting. May you all have peaceful and progressive life.

Thank you all.

For and on behalf of the Board of Directors



Anjabeen Alam Siddique

Chairman

Dated: 23 October 2025