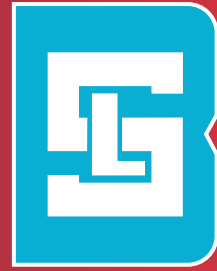


65th ANNUAL REPORT 2025

BIBOJEE GROUP



JANANA DE MALUCHO

TEXTILE MILLS LIMITED

يَارَبُّ الْعَزَّةِ

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

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COMPANY'S PROFILE

BOARD OF DIRECTORS	MR. AHMAD KULI KHAN KHATTAK LT. GEN. (RETD.) ALI KULI KHAN KHATTAK MRS. SHAHNAZ SAJJAD AHMAD DR. SHAHIN KULI KHAN KHATTAK MRS. ZENAB ADNAN AURANGZEB MAJ. GEN. (RETD) SAEED AHMED WAHLA COL. (RETD) SYED YUNUS ALI RAZA	Chairman Chief Executive
AUDIT COMMITTEE	MAJ. GEN. (RETD) SAEED AHMED WAHLA MR. AHMAD KULI KHAN KHATTAK COL. (RETD) SYED YUNUS ALI RAZA	Chairman Member Member
HUMAN RESOURCE & REMUNERATION COMMITTEE	COL. (RETD) SYED YUNUS ALI RAZA LT. GEN. (RETD.) ALI KULI KHAN KHATTAK MR. AHMAD KULI KHAN KHATTAK MRS. SHAHNAZ SAJJAD AHMAD	Chairman Chief Executive / Member Member Member
CHIEF FINANCIAL OFFICER	MR. SALMAN KHAN, ACA	
COMPANY SECRETARY	MRS. JAHANARA SAJJAD AHMED, FCA	
AUDITORS	SHINEWING HAMEED CHAUDHRI & CO., Chartered Accountants	
BANKERS	NATIONAL BANK OF PAKISTAN THE BANK OF KHYBER BANK ALFALAH LIMITED PAK OMAN INVESTMENT COMPANY LTD. MEEZAN BANK LIMITED HABIB METROPOLITAN BANK LTD.	
LEGAL ADVISOR	HASSAN & HASSAN (ADVOCATES) PAAF BUILDING, 7 D, KASHMIR ROAD, LAHORE	
TAX CONSULTANTS	M. NAWAZ KHAN & CO. GROUND FLOOR, FARRAH CENTRE, 2-MOZZANG ROAD, LAHORE	
REGISTRARS & SHARES REGISTRATION OFFICE	VISION CONSULTING LIMITED 5-C, LDA FLATS, 1ST FLOOR, LAWRENCE ROAD, LAHORE TEL. 042-36283096-97, FAX. 042-36312550 EMAIL: info@vcl.com.pk	
REGISTERED OFFICE & MILLS	HABIBABAD, KOHAT (KPK) TEL. 0922 - 862161 - 512930 - 510494 FAX. 0922 - 510474 E-MAIL: janana@brain.net.pk, janana.textile@gmail.com WEB SITE: www.jdm.com.pk	

VISION

“TO BE MARKET LEADERS IN YARN, BUILDING COMPANY IMAGE THROUGH INNOVATION AND COMPETITIVENESS, ENSURING SATISFACTION TO CUSTOMERS' AND STAKEHOLDERS AND TO FULFILL SOCIAL OBLIGATIONS.”

MISSION STATEMENT

“LEAD PRODUCER OF QUALITY YARN WE SHALL BUILD ON OUR CORE COMPETENCIES AND ACHIEVE EXCELLENCE IN PERFORMANCE. WE AIM AT EXCEEDING EXPECTATIONS OF ALL STAKEHOLDERS. WE TARGET TO ACHIEVE TECHNOLOGICAL ADVANCEMENTS TO INCULCATE THE MOST EFFICIENT, ETHICAL AND TIME TESTED BUSINESS PRACTICES IN OUR MANAGEMENT.

WE SHALL STRIVE TO INNOVATE AND INTRODUCE ALTERNATE USES OF PRODUCT TO BROADEN OUR CUSTOMER BASE TO HELP STRENGTHEN THE PHYSICAL INFRASTRUCTURE OF THE COUNTRY.”

OVER ALL CORPORATE STRATEGY

1. TO ACHIEVE GROWTH BY MONITORING OUR MARKET NICHE IN SUPER FINE & FINE COUNTS, AND AT THE SAME TIME DIVERSIFYING OUR PRODUCTS RANGE TO ENTER NEW PROFITABLE MARKETS.
2. TO CONSTANTLY IMPROVE PRODUCTIVITY, QUALITY AND SERVICES WHICH WILL NOT ONLY SERVE THE MARKET CONSUMERS BUT WILL ALSO RESULT IN ENHANCED PAYMENT OF SALES TAX, INCOME TAX AND OTHER GOVERNMENT LEVIES.
3. TO PROVIDE CLEAN AND POLLUTION FREE ENVIRONMENT TO OUR EMPLOYEES FOR IMPROVING THEIR PERFORMANCE & CREATING A CORPORATE CULTURE THAT FOSTERS INITIATIVE IN ITS WORK FORCE.
4. TO CONSTANTLY STRIVE FOR INCREASING INVESTOR'S SHARE VALUE BY ACHIEVING COMMENDABLE RESULTS EVEN IN VERY DIFFICULT AND HIGHLY COMPETITIVE INTERNATIONAL & LOCAL MARKETS.


NOTICE OF 65TH ANNUAL GENERAL MEETING

Notice is hereby given that 65th Annual General Meeting (AGM) of the Company will be held on **Saturday, the 18th October 2025**, at **11:00 A.M.** at the registered office of the Company, Habibabad, Kohat, to transact the following business.

ORDINARY BUSINESS:

1. To confirm the minutes of the last Annual General Meeting held on 26th October 2024.
2. To receive, consider and adopt the annual audited Financial Statements of the Company together with the Chairman's Review Report and the Directors' and Auditors' reports thereon for the year ended 30th June 2025.

As required under section 223(6) of the Companies Act, 2017 ("the Act"), Financial Statements of the Company has been uploaded on the website of the Company, which can be downloaded from the following link / QR code

Weblink	QR enabled Code
https://www.jdm.com.pk/Products/Gallery/invinfdocen391.pdf	

3. To appoint statutory Auditors for the financial year 2025-26 and to fix their remuneration. The retiring Auditors M/s ShineWing, Hameed Chaudhri and Co., Chartered Accountants, Lahore, being eligible, have consented and offered themselves for re-appointment.
4. To transact any other ordinary business of the company with the permission of the Chairman.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass the following Resolutions as „Special Resolution“ with or without modification:

A. Sale of 134 Kanal of Land:

“RESOLVED THAT the freehold land of the Company adjacent to Mills area, measuring 134 Kanals, located at various Khasra Nos Mouza Garhi Mawaz Khan, is authorized to be sold at maximum realizable value, subject to the approval of the shareholders, as specified in the Statement of Material Information under Section 134(3) of the Companies Act 2017”

“FURTHER RESOLVED THAT Mr. Khalid Kuli Khan Khattak Executive Director (Finance & Production) and the Chief Financial officer of the Company be and are hereby authorized to represent, on behalf of the Company to do all acts, deeds and take all necessary actions, including to complete all legal formalities and file all documents as may be necessary, to implement the aforementioned resolution, as well as carry out any other act which may be ancillary and/or incidental to the above and necessary to achieve the objective of the aforesaid resolution and their approvals shall be treated as approval of the Company”.

“FURTHER RESOLVED THAT:

- i. The Chief Executive Officer and the Company Secretary, be and are also hereby jointly authorized to take any further modifications/amendments/corrections at a later stage if pointed out by the Securities and Exchange Commission of Pakistan (the Commission) and to take such other steps, execute such other documents and make necessary corporate and other filings as may be necessary or expedient for the purpose of giving effect to the above resolutions and all other matters incidental or ancillary thereto.”

A statement of material facts under Section 134 (3) of the Companies Act, 2017 pertaining to the Special Business as stated above is annexed to this notice of meeting being sent to the Members.

6. To consider and if deemed fit, ratify and approve (as the case may be), the following resolutions, as „SpecialResolutions“, with respect to related party transactions/arrangements conducted / to be conducted, in terms of Sections 207 and/or 208 of the Companies Act, 2017 (to the extent applicable), with or without modification:

A **“RESOLVED THAT** the transactions carried out in the normal course of business with associated companies/ related parties during the year ended June 30, 2025 (as disclosed in Note No. 44of Financial Statements for the year ended June 30, 2025) be and are hereby ratified, confirmed and approved.”

A statement of material facts under Section 134 (3) of the Companies Act, 2017 pertaining to the Special Business as stated above is annexed to this notice of meeting being sent to the members.

B **“FURTHER RESOLVED THAT**the Chief Executive and Chief Financial Officer of the Company be and are hereby authorized jointly to approve all the transactions carried out and to be carried out with associated companies/related parties during the year ending June 30, 2026 and, in this connection, the Chief Executive and Chief Financial officer of the Company be and are hereby also authorized jointly to take any and all necessary actions and sign/execute any and all such documents/indentures as may be required in this regard on behalf of the Company. The members have noted that some or a majority of the Directors may be interested in the aforesaid arrangements and transactions. Notwithstanding the same, the members hereby grant an advance authorization and approval to the Chief Executive and Chief Financial Officer jointly, including under Sections 207 and or 208 of the Companies Act, 2017, to review and approve all related party transactions.”

C**“FURTHER RESOLVED THAT** the related party transactions, for the period ending June 30, 2026, shall be deemed to have been approved by the members, and shall subsequently be placed before the members in the next Annual General Meeting for ratification and confirmation.”

A statement of material facts under Section 134 (3) of the Companies Act, 2017 pertaining to the Special Business as stated above is annexed to this notice of meeting being sent to the Members.

ANY OTHER BUSINESS:

7. To transact any other business with the permission of the Chair.

By order of the Board



**JAHANARA SAJJAD
AHMAD**

Company Secretary

Kohat

Dated: 27th September, 2025

NOTES:

1. The register of members of the Company will remain closed from October 11, 2025, to October 18, 2025 (both days inclusive). Transfers received in order by the Company's Shares Registrar, M/s. Vision Consulting Limited, 5-C LDA Flats, 1st Floor, Lawrence Road, Lahore by the close of business hours (till 5:00 pm) on October 10, 2025, will be considered in time for registration in the name of the transferees, and be eligible for the purpose of attending and voting at the AGM.
2. A member entitled to attend and vote at the meeting may appoint another member of the Company as a proxy to attend and vote instead of him/her. Proxy Form duly completed must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. Attested copies of the CNIC or the Passport of beneficial owners and the proxy shall be furnished along with the proxy form. In case of a corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished along with the proxy form.
3. Any individual beneficial owner having an account or sub-account with the Central Depository Company ("CDC"), is entitled to attend and vote at this meeting, must provide his/her "CNIC" or Passport to prove his/her identity, and in case of proxy must enclose an attested copy of his/her CNIC. Representatives of the corporate entities should provide attested copies of the board of directors' resolution/power of attorney with specimen signatures required for the purpose and all such documents as are required under Circular No.1 dated 26th January 2000 issued by the Securities and Exchange Commission of Pakistan for the purpose.
4. Pursuant to provisions of section 134 of the Act, if the Company receives consent from members holding aggregate 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least Seven (7) days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.
5. The Securities and Exchange Commission of Pakistan ("SECP") vide Circular No. 4 of 2021 dated February 15, 2021, has advised to provide participation of the members through electronic means. Members interested to participate in the AGM are requested to email their name, Folio Number, Number of shares held in their name, Cell Number, CNIC Number (along with valid copy of both sides of CNIC) with subject "Registration for Participation in

AGM” at “janana.textile@gmail.com”. Video link and login credentials shall be shared with only those members whose emails, containing all the required particulars, are received by the close of business hours (till 5:00 pm) on October 16, 2025.

6. ELECTRONIC VOTING AND POSTAL BALLOT

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business (es) in the meeting, in accordance with the conditions mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting:

i. E-VOTING PROCEDURE

- a. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on October 10, 2025.
- b. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of Vision Consulting Ltd. (being the e-voting service provider).
- c. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d. Members shall cast vote online at any time from October 15, 2025, 9:00 a.m. (PST) to October 17, 2025 till 5:00 p.m. (PST). Voting shall close on October 17, 2025, at 5:00 p.m. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

ii. POSTAL BALLOT VOTING PROCEDURE

- a. Members may alternatively opt for voting through postal ballot. For convenience of the members, Ballot Paper will be available on the Company’s website www.jdm.com.pk within stipulated time to download.
- b. The members must ensure that the duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post at the Company’s registered address, Habibabad, Kohat, or email at janana.textile@gmail.com one day before the AGM, i.e., on October 17, 2025 before 05:00 pm. A postal ballot received after this time/date shall not be considered for voting. The signature on the Ballot Paper shall match with signature on the CNIC.

7. INFORMATION ABOUT SCRUTINIZER

M/s. Rafaqat Babar & Co. Chartered Accountants has been appointed as scrutinizers as required under the Companies (Postal Ballot) Regulations, 2018, in respect of Agenda to be transacted at the forthcoming AGM, in order to observe the satisfactory procedures of the voting process including adequate precautionary measures are ensured and reported as mentioned under regulation 11A. They have experience in rendering such services to clients. They are providing professional services in audit and assurance, accounting, tax and advisory, due diligence and other services to various listed and unlisted companies across Pakistan.

8. Members are requested to notify immediately any change in their address to the Company’s Share Registrar.

9. To comply with requirement of section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provision and Forms) Regulations, 2018, all CDC and physical shareholders are requested to provide their email address and cell phone number incorporated/updated in their physical folio or CDC account
10. Members are informed that, in accordance with the SECP's S.R.O. 389(i)/2023 dated March 21, 2023, and the Companies Act, 2017, the company will distribute its annual audited financial statements via email to members who have provided their email addresses to the Company. The audited financial statements can also be downloaded from the QR enable Code. However, if a request has been made by a member, the Company shall send hard copy of complete financial statements, at his registered address, within one week of request.
11. The audited financial statements of the Company for the year ended June 30, 2025 and the notice of Annual General Meeting have also been posted and are made available on the Company's website www.jdm.com.pk and can be downloaded from the website.
12. Members are requested to replace their physical shares in Book-entry form and get their Names registered with the CDC, as early as possible, in compliance with the provisions of Section 72 (2) of the Companies Act, 2017.
13. In compliance with Section 185 of the Companies Act, 2017 and SRO 452(I)/2025 dated March 17, 2025 issued by SECP, it is hereby notified that no gifts in any form or manner, shall be distributed to shareholders at the Annual General Meeting.

**STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017
REGARDING THE SPECIAL BUSINESS**

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the Company to be held on 18th October 2025.

Item No. 05 (A) of the Agenda: Sale of 134 Kanal of Land

- i. The sale of land is to be passed as a Special Resolution. The BOD of the Company hereby approves the sale of the land of the Company at the maximum realizable Price.
- ii. The BOD of the Company has already passed the said Resolution through circulation, that have approved to sell the Company's land consisting of 134 Kanal to be sold at the maximum realizable value, subject to the approval of the shareholders' details as mentioned below:

Disclosures Under Clause B(5)(I) Of S.R.O. 423(I)/2018

Details of Assets to be sold, leased, or disposed of shall include the following	
a) Description/Name of asset	Freehold land disclosed as Property, Plant and Equipment
b) Acquisition date of the asset	These investment properties were acquired by the Company from 1961 to 1962
c) Cost	Rs.107,023,589/-
d) Revalued amount & date of revaluation (if applicable)	Rs. 1,032,086,760/- Year of Valuation 2022
e) Book Value	Rs.1,032,086,760/-
f) Approximate current market price/fair value:	Rs.1,726,000,000/-However, the precise amount will be determined at the time of finalizing the transaction with the prospective buyers.
g) In case of sale, if the expected sale price is lower than book value or fair value, then the reasons thereof:	The sale price is expected not to be lower than fair value.

h) In case of lease of assets, tenure, lease rentals, increment rate; mode/basis of determination of lease rentals and other important terms and conditions of the lease;	Not Applicable
Additional information in case of disposal of land	
i. Location	Mouza Garhi Mawaz Khan, Kohat
ii. Khasra No.	5670, 5672, 5674, 2668/5665, 5663 & 5630
iii. Nature of land (e.g., commercial, agriculture etc.) and	Commercial and Agriculture
iv. Area proposed to be sold	134 Kanals
v. The proposed manner of disposal of the said assets.	The land will be sold to prospective buyers, either directly or through authorized agents, in a manner deemed most advantageous to the Company and its shareholders.
vi. In case of the Company has identified a buyer, who is a related party the fact shall be disclosed in the statement of material facts.	There is currently no identified buyer who constitutes a related party necessitating disclosure in the statement of material facts.
vii. Purpose of the sale, lease or disposal of assets along with following details:	
a. Utilization of the proceeds received from the transaction.	The proceeds will be utilized towards repayment of the company's debts, installation of alternative renewable energy projects & BMR, and/or to support working capital requirements.
b. Effect on operational capacity of the Company, if any and	The sale of the land does not affect the Company's ability to maintain its operational capacity.
c. Quantitative and qualitative benefits expected to accrue to the members.	The use of cost-effective energy resources, BMR, and the repayment of outstanding loans are expected to enhance operational efficiency and increase distributable profits by rationalizing energy and financing costs. Ultimately, this is anticipated to create additional value for the Company and its shareholders.

Interest of directors:

The Directors of the Company have no interest in this business except to the extent of their relation, common directorship and respective shareholding in the Company and its Associated Companies.

The following Directors are interested in the resolution to the extent of their relation, common directorship and their shareholding in the Associated Companies:

1. Lt. Gen. (Retd.) Ali Kuli Khan Khattak
2. Mr. Ahmad Kuli Khan Khattak
3. Mrs. Shahnaz Sajjad Ahmad
4. Dr. Shahin Kuli Khan Khattak
5. Mrs. Zenab Adnan Aurangzeb

Item No. 06 (A) of the Agenda: Transactions with Related Parties

- iii. The transactions carried out with associated companies during the year ended June 30, 2025 to be passed as a Special Resolution. The transactions carried out in normal course of business with associated companies (Related parties) were approved by the Board as recommended by the Audit Committee on quarterly basis.

Since the majority of Directors were interested in this/these transactions(s) due to their common directorship and holding of shares in the associated companies, therefore these transactions have to be approved by the members in the General Meeting.

In view of the above, the transactions conducted during the financial year ended June 30, 2025 with associated companies and related parties as shown in relevant notes of the Audited Financial Statements are being placed before the members for their consideration, confirmation and approval.

The Directors are interested in the Resolutions to the extent of their common directorship and their shareholding in the associated companies.

The following Directors are interested in the resolution to the extent of their relation, common directorship and their shareholding in the Associated Companies:

1. Lt. Gen. (Retd.) Ali Kuli Khan Khattak
2. Mr. Ahmad Kuli Khan Khattak
3. Mrs. Shahnaz Sajjad Ahmad
4. Dr. Shahin Kuli Khan Khattak
5. Mrs. Zenab Adnan Aurangzeb

Approval of the members is, therefore sought in order to comply with the requirements of Section 207 and 208 of the Companies Act, 2017.

Item No. 06 (B and C) of the Agenda: Transactions with Related Parties

The Company shall be conducting transactions with its related parties during the year ending June 30, 2026 on an arm's length basis as per the approved policy with respect to „transactions with related parties“ in the normal course of business. The majority of Directors are interested in these transactions due to their common directorship in the associated companies. Therefore, such transactions with associated companies have to be approved by the members.

The shareholders should note that it is not possible for the Company or the Directors to accurately predict the nature of related party arrangements / transactions, or the specific related parties with whom the transactions will be carried out. The members should also note that, for the Special Resolutions described in the Notice of AGM, it is not possible for the Company to predict the quantum of related party transactions / arrangements to be undertaken in the period ending June 30, 2026; accordingly, the members are also requested to authorize the Board of Directors to determine the quantum of the related party transactions / arrangements that may be undertaken from time to time. The Company will present the actual figures for subsequent ratification and confirmation by the members, at the next AGM.

- iv. The shareholders are requested to authorize the Chief Executive and the Chief Financial Officer jointly to approve transactions carried out and to be carried out in normal course of business with associated companies during the ensuing year ending June 30, 2026 as a special resolution.

اطلاع برائے 65 واں سالانہ اجلاس عام

بذریعہ ہذا مطلع کیا جاتا ہے کہ کمپنی کا 65 واں سالانہ اجلاس عام (AGM)، کمپنی کے رجسٹرڈ دفتر، حبیب آباد، کوہاٹ پر درج ذیل امور کی انجام دہی کیلئے بروز ہفتہ 18 اکتوبر 2025ء کو صبح 11:00 بجے منعقد ہوگا۔

عام امور:

- 1- 26 اکتوبر 2024 کو منعقدہ سالانہ اجلاس عام کی کارروائی کی توثیق کرنا۔
- 2- 30 جون 2025 کو ختم ہونے والے سال کے لئے کمپنی کے سالانہ آڈٹ شدہ مالیاتی حسابات معاً ان پر چیئرمین کا جائزہ، ڈائریکٹرز اور آڈیٹرز کی رپورٹس پر غور و خوض اور منظوری دینا۔
- جیسا کہ کمپنیز ایکٹ، 2017 کے سیکشن (6) 223 کے تحت کمپنی کے سالانہ مالیاتی حسابات کمپنی کی ویب سائٹ پر پوسٹ کیے گئے ہیں، جنہیں درج ذیل لنک اور QR فعال کوڈ کا استعمال کرتے ہوئے ملاحظہ/ڈاؤن لوڈ کیا جاسکتا ہے:

ویب لنک: <https://www.jdm.com.pk/Products/Gallery/invinfdocen391.pdf>



- 3- مالی سال 2025-26 کے لئے قانونی آڈیٹرز کا تقرر اور ان کے معاوضہ کا تعین کرنا۔ ریٹائرڈ ہونے والے آڈیٹرز میسرز شائن ونگ حمید چوہدری اینڈ کمپنی، چارٹرڈ اکاؤنٹنٹس، لاہور اہل ہونے کی بناء پر دوبارہ تقرری کے لئے خود کو پیش کرتے ہیں۔
- 4- صاحب صدر کی اجازت سے کسی دیگر عام امور پر کارروائی کرنا۔

خصوصی امور:

- 5- غور و خوض اور اگر بہتر خیال کیا گیا تو، درج ذیل خصوصی قراردادوں کو ترمیم کے ساتھ یا اس کے بغیر بطور خصوصی قراردادیں پاس کرنا:-

A- 134 کنال اراضی کی فروخت:

"قرار پایا کہ مزا ایریاسے متصل کمپنی کی فری ہولڈ اراضی جس کی پیمائش 134 کنال ہے، جو کہ بیان کردہ خسران نمبر موضع گڑھی مواز خان میں واقع ہے، شیئر ہولڈرز کی منظوری کے ساتھ زیادہ سے زیادہ قابل وصول قیمت پر فروخت کرنے کی مجاز ہے، جیسا کہ کمپنیز ایکٹ، 2017 کے سیکشن (3) 134 کے تحت مواد کی معلومات کے بیان میں واضح ہے۔"

"قرار پایا کہ جناب خالد قلی خان خٹک ایگزیکٹو ڈائریکٹر (فنانس اینڈ پروڈکشن) اور کمپنی کے چیف فنانشل آفیسر، کمپنی کی جانب سے تمام کاروائیاں کرنے کے لئے اور نمائندگی کرنے کے مجاز ہیں، بشمول تمام قانونی رسمی کاروائیوں کو مکمل کرنے، اور تمام دستاویزات فائل کرنے کے لئے، جو کہ مذکورہ قرارداد کو

نافذ کرنے کے لئے ضروری ہو، مندرجہ بالا ذیلی اور ایذا واقعاتی اور مزکورہ قرارداد کے مقصد کو حاصل کرنے کے لئے ضروری ہو اور ان کی منظور یوں کو کمپنی کی منظوری کے طور پر سمجھا جائیگا۔"

"مزید قرار پایا کہ:

(i) چیف ایگزیکٹو آفیسر اور کمپنی سیکرٹری مشترکہ طور پر مجاز ہیں کہ وہ بعد کے مرحلے میں مزید کوئی ترمیم/تبدیلی/اصلاح کریں اگر سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (کمیشن) کی طرف سے نشاندہی کی جائے اور اس طرح کے دیگر اقدامات اٹھائے جائیں، اس طرح کے دیگر دستاویزات اور ضروری کارپوریٹ اور دیگر فائلنگز جو کہ مندرجہ بالا قراردادوں کو نافذ کرنے کے مقصد کے لئے ضروری یا مناسب ہو اور دیگر تمام واقعاتی یا ذیلی معاملات کریں۔

کمپنیز ایکٹ 2017 کے سیکشن (3) 134 کے تحت مادی حقائق کا بیان جو خصوصی امور سے متعلق اوپر بیان کیا گیا ہے اس نوٹس اجلاس کے ساتھ منسلک ممبران کو ارسال کیا جا رہا ہے۔

6- کمپنیز ایکٹ، 2017 کے سیکشن 207 اور ایسا 208 کے تحت، متعلقہ پارٹی ٹرانزیکشنز کے انتظامات کے حوالے سے خصوصی قراردادوں کے طور پر، مندرجہ ذیل قراردادوں پر غور کرنا، توسیع کرنا اور ان کو (معاملات کے مطابق) منظور کرنا۔

A- "قرار پایا کہ 30 جون 2025 کو ختم ہونے والے سال کے دوران متعلقہ کمپنیوں/متعلقہ فریقین کے ساتھ کاروبار کے معمول کے مطابق کیے گئے لین دین (جیسا کہ 30 جون 2025 کو ختم ہونے والے سال کے مالیاتی حسابات کے نوٹ 44 میں ظاہر کیا گیا ہے) اس کی توثیق، تصدیق اور منظور کیا جاتا ہے"

کمپنیز ایکٹ، 2017 کے سیکشن (3) 134 کے تحت مادی حقائق کا بیان جو خصوصی امور سے متعلق اوپر بیان کیا گیا ہے اس نوٹس اجلاس کے ساتھ منسلک ممبران کو ارسال کیا جا رہا ہے۔

B- "مزید قرار پایا کہ، کمپنی کے چیف ایگزیکٹو آفیسر اور چیف فنانشل آفیسر مشترکہ طور پر 30 جون 2026 ختم ہونے والے سال کے دوران متعلقہ کمپنیوں/متعلقہ فریقین کے ساتھ کئے گئے تمام لین دین کو منظور کرنے اور کاروبار کے معمول کے مطابق کرنے کے مجاز ہیں اور اس سلسلے میں چیف ایگزیکٹو آفیسر اور چیف فنانشل آفیسر مشترکہ طور پر کوئی بھی اور تمام ضروری کارروائی کرنے اور اس سلسلے میں درکار کسی بھی ایسے تمام دستاویزات یا کمپنی کی جانب سے دستخط/عمل درآمد کرنے کے مجاز ہیں۔ ممبران نے نوٹ کیا ہے کہ کچھ یا زیادہ تر ڈائریکٹرز مزکورہ انتظامات اور لین دین میں دلچسپی لے سکتے ہیں۔ اس کے باوجود ممبران اس کے ذریعے مشترکہ طور پر چیف ایگزیکٹو آفیسر اور چیف فنانشل آفیسر کو پیشگی اجازت اور منظوری دیتے ہیں، بشمول کمپنیز ایکٹ، 2017 کے سیکشن 207 اور ایسا 208 کے تحت، متعلقہ پارٹی ٹرانزیکشنز کا جائزہ لینا اور ان کو (معاملات کے مطابق) منظور کرنا۔

C- "مزید قرار پایا کہ، 30 جون، 2026 کو ختم ہونے والی مدت کے لئے متعلقہ فریقین کے لین دین کو اراکین کے ذریعے منظور شدہ تصور کیا جائے گا اور بعد میں توثیق اور تصدیق کے لئے اگلے سالانہ اجلاس عام میں اراکین کے سامنے رکھا جائے گا۔

کمپنیز ایکٹ، 2017 کے سیکشن (3) 134 کے تحت مادی حقائق کا بیان جو خصوصی امور سے متعلق اوپر بیان کیا گیا ہے اس نوٹس اجلاس کے ساتھ منسلک

ممبران کو ارسال کیا جا رہا ہے۔

کوئی دیگر امور:

7- صاحب صدر کی اجازت سے کسی دیگر امور پر کارروائی کرنا۔

بھگم پورڈ
Jalman
جہاں آرا سجاد احمد
کمپنی سیکرٹری

کوہاٹ

27 ستمبر، 2025ء

نوٹ:

1- کمپنی کے ممبران کا رجسٹر 11 اکتوبر 2025ء تا 18 اکتوبر 2025ء (بشمول دونوں ایام) بند رہے گا۔ منتقلیاں کمپنی کے شیئرز رجسٹرار کے دفتر، میسرز وٹن کنسلٹنگ لمیٹڈ، C-5 ایل ڈی اے فلیٹس، پہلی منزل، لارنس روڈ، لاہور میں 10 اکتوبر 2025ء کو (5:00pm بجے تک) کاروبار کے اختتام تک وصول ہونے والی ٹرانسفریز کے نام میں رجسٹریشن اور AGM میں شرکت اور ووٹنگ کے مقصد کے لئے بروقت تصور ہوگی۔

2- اجلاس میں شرکت اور ووٹ دینے کا مستحق کوئی ممبر اپنی بجائے شرکت اور ووٹ دینے کیلئے کسی دیگر ممبر کو اپنا اپنی پراکسی مقرر کر سکتا رہتا ہے۔ باقاعدہ مکمل شدہ پراکسی فارم اجلاس کے وقت سے کم از کم 48 گھنٹے قبل کمپنی کے رجسٹرڈ دفتر میں لازماً وصول ہو جانی چاہئیں۔ بینیفیشل اونرز اور پراکسی کے کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقول، پراکسی فارم کے ہمراہ جمع کرانا ہوگی۔ کارپوریٹ ادارہ کی صورت میں، بورڈ کی قرارداد/مختار نامہ مع پراکسی ہولڈر کے دستخط شدہ پراکسی فارم کے ہمراہ کمپنی میں جمع کرانا ہوگا۔

3- سنٹرل ڈیپازٹری کمپنی (سی ڈی سی) کا کوئی انفرادی بینیفیشل مالک جو اجلاس ہذا میں شرکت اور ووٹ دینے کا اہل ہو کو اپنی شناخت ثابت کرنے کے لئے اپنا کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ لازماً ہمراہ لانا چاہئے، اور پراکسی کی صورت میں اپنے کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ کاپی لازماً لف کرنی چاہئے۔ کارپوریٹ اداروں کے نمائندہ کو اس مقصد کے لئے نمونہ دستخط کے ساتھ بورڈ کی قرارداد/مختار نامہ اور سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) کے جاری شدہ سرکلر نمبر 1 مورخہ 26 جنوری 2000 کے تحت درکار تمام ایسے دستاویزات کی مصدقہ نقول فراہم کرنی چاہئیں۔

4- ایکٹ کے سیکشن 134 کی پروویژن کے مطابق، اگر کمپنی 10 فیصد یا اس سے زیادہ شیئرز ہولڈنگ رکھنے والے ارکان جو جغرافیائی محل وقوع میں رہائش پذیر ہوں سے ووٹوں کا نفرنس کے ذریعے اجلاس میں شرکت کی رضامندی اجلاس کی تاریخ سے کم از کم سات (7) دن پہلے وصول کرتی ہے تو، کمپنی اس شہر میں ویڈیو کانفرنس کی سہولت کا بندوبست کرے گی جو اس شہر میں ایسی سہولت کی دستیابی سے مشروط ہے۔

5- SECP نے 15 فروری 2021 کے سرکلر نمبر 4 آف 2021 کے ذریعے اراکین کو الیکٹرانک ذرائع سے شرکت فراہم کرنے کی ہدایت کی ہے۔ AGM میں شرکت کے خواہشمند ممبران سے درخواست کی جاتی ہے کہ وہ اپنا نام، فوٹیو نمبر، اپنے نام پر رکھے گئے حصص کی تعداد، سیل نمبر، CNIC نمبر (CNIC کے دونوں اطراف کی موثر کاپی کے ساتھ) موضوع "AGM" میں شرکت کے لیے رجسٹریشن کے ساتھ

"janana.textile@gmail.com" پر ای میل کریں۔ ویڈیولنک اور لاگ ان کی اسناد صرف ان ممبران کے ساتھ شیئر کی جائیں گی جن کی ای میلز، تمام مطلوبہ تفصیلات پر مشتمل، 16 اکتوبر 2025 کو کاروباری اوقات کے اختتام پر (شام 5 بجے تک) موصول ہوں گی۔

6۔ الیکٹرانک ووٹنگ اور پوسٹل بیلٹ:

بذریعہ ہذا مطلع کیا جاتا ہے کہ کمپنیز (پوسٹل بیلٹ) ریگولیشنز، 2018 اور SRO 2192(1)/2022 مورخہ 5 دسمبر 2022 کی رو سے ہونے والی ترامیم کے تحت، اراکین کو اجلاس میں، مذکورہ ضوابط میں بیان کردہ شرائط کے مطابق خصوصی امور کے لیے اپنے ووٹ کا حق استعمال کرنے کی اجازت ہوگی۔ کمپنی اپنے اراکین کو ووٹنگ کے لیے درج ذیل آپشنز فراہم کرے گی:

i۔ ای ووٹنگ کا طریقہ کار

- ای ووٹنگ کی سہولت کی تفصیلات کمپنی کے ان ممبران کے ساتھ ای میل کے ذریعے شیئر کی جائیں گی جن کے 10 اکتوبر 2025 کو کاروبار کے اختتام تک کمپنی کے ممبران کے رجسٹر میں کارآمد CNIC نمبر، سیل نمبر، اور ای میل ایڈریس دستیاب ہوں گے۔
- ویب ایڈریس، لاگ ان کی تفصیلات، اور پاس ورڈ، ای میل کے ذریعے اراکین کو مطلع کیا جائے گا۔ سیکورٹی کوڈ ممبران کو ویرین کنسلٹنگ لمیٹڈ کے ویب پورٹل (ای ووٹنگ سروس فراہم کنندہ ہونے کے ناطے) سے ایس ایم ایس کے ذریعے بتائے جائیں گے۔
- ای ووٹنگ کے ذریعے ووٹ ڈالنے کا ارادہ رکھنے والے اراکین کی شناخت الیکٹرانک دستخط یا لاگ ان کے لیے تصدیق کے ذریعے کی جائے گی۔

- اراکین 15 اکتوبر 2025 صبح 9:00 بجے (PST) سے 17 اکتوبر 2025 شام 5:00 بجے (PST) تک کسی بھی وقت آن لائن ووٹ ڈالیں گے۔ ووٹنگ 17 اکتوبر 2025 کو شام 5:00 بجے بند ہوگی۔ ایک بار جب کسی رکن کی طرف سے قرارداد پر ووٹ ڈال دیا گیا، تو اسے بعد میں تبدیل کرنے کی اجازت نہیں ہوگی۔

ii۔ پوسٹل بیلٹ ووٹنگ کا طریقہ کار

- اراکین متبادل طور پر پوسٹل بیلٹ کے ذریعے ووٹ ڈالنے کا انتخاب کر سکتے ہیں۔ اراکین کی سہولت کے لیے بیلٹ پیپر کمپنی کی ویب سائٹ www.jdm.com.pk پر ڈاؤن لوڈ کرنے کے لیے مقررہ وقت کے اندر دستیاب ہوں گے۔
- اراکین کو یقینی بنانا چاہیے کہ صحیح طریقے سے پُر شدہ اور دستخط شدہ بیلٹ پیپر، کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) کی کاپی کے ہمراہ کمپنی کے رجسٹریڈ ایڈریس، حبیب آباد، کوہاٹ، یا janana.textile@gmail.com پر ای میل کے ذریعے AGM سے ایک دن پہلے، یعنی 17 اکتوبر 2025 کو شام 05:00 بجے سے پہلے پہنچ جانا چاہئے۔ اس وقت/ تاریخ کے بعد موصول ہونے والا پوسٹل بیلٹ ووٹنگ کے لیے زیر غور نہیں لایا جائے گا۔ بیلٹ پیپر پر دستخط CNIC پر دستخط سے مماثل ہوں گے۔

7۔ سکروٹائزر کے بارے میں معلومات:

میسرز زرافت باہریڈ کمپنی، چارٹرڈ اکاؤنٹنٹس کلپینز (پوسٹل بیلٹ) ریگولیشنز، 2018 کے تحت ضرورت کے مطابق جانچ کنندگان کے طور پر مقرر کیا گیا ہے، آئندہ AGM میں لین دین کرنے والے ایجنڈے کے سلسلے میں، تاکہ ووٹنگ کے عمل کے تسلی بخش طریقہ کار کا مشاہدہ کیا جاسکے، بشمول ضابطہ 11A کے

تحت بیان کر کے مناسب احتیاطی اقدامات کو یقینی بنایا گیا ہے۔ جنہیں گا ہوں کو ایسی خدمات فراہم کرنے کا تجربہ ہے، وہ پاکستان بھر میں مختلف غیر لسٹڈ اور لسٹڈ کمپنیوں کو آڈٹ اور یقین دہانی، اکاؤنٹنگ، ٹیکس اور ایڈوائزری، ڈیوڈ پلیننگ اور دیگر خدمات میں پیشہ وارانہ خدمات فراہم کر رہے ہیں۔

8- ارکان سے درخواست ہے کہ اپنے تہوں میں کسی تبدیلی، اگر کوئی ہو، فوری طور پر شیئر رجسٹرار کو مطلع کریں۔

9- کمپنیز ایکٹ، 2017 کے سیکشن 119 اوکینیٹر (جنرل پروویژنز اینڈ فارمز) ریگولیشنز، 2018 کے ضابطے 19 کی ضرورت کی تعمیل کرنے کے لئے، تمام سی ڈی سی اور فزیکل شیئرز ہولڈرز سے درخواست کی جاتی ہے کہ وہ اپنا ای میل ایڈریس، سیل فون نمبر، فزیکل فوئیو یا سی ڈی سی اکاؤنٹ نمبر فراہم کریں۔

10- ممبران، جو اپنا ای میل کمپنی کو مہیا کر چکے ہیں، کو بذریعہ ہذا مطلع کیا جاتا ہے کہ ایس ای سی پی کے S.R.O NO. 389(i)/2023 مورخہ 21 مارچ 2023 اوکینیٹر ایکٹ، 2017 کے مطابق، کمپنیوں کو اجازت دی گئی ہے کہ وہ سالانہ رپورٹیں اراکین کو ای میل کے ذریعے ترسیل کریں۔ آڈٹ شدہ مالیاتی حسابات کو QR Enable Code سے ڈاؤن لوڈ کیا جاسکتا ہے تاہم، اگر کسی رکن کی طرف سے درخواست کی گئی ہے تو، کمپنی درخواست کے ایک ہفتے کے اندر اس کے رجسٹرڈ پتے پر مکمل مالیاتی حسابات کی ہارڈ کاپ بھیجے گی۔

11- 30 جون، 2025 کو ختم ہونے والے سال کے لئے کمپنی کے آڈٹ شدہ مالیاتی حسابات اور سالانہ اجلاس عام کانولس بھی کمپنی کی ویب سائٹ www.jdm.com.pk پر پوسٹ کر دیا گیا ہے۔

12- ارکان سے درخواست ہے کہ کمپنیز ایکٹ 2017 کی دفعہ (2) 72 کی دفعات کی تعمیل میں، اپنے فزیکل شیئرز کو بک انٹری فارم میں تبدیل کریں اور جتنا جلدی ممکن ہو سکے، اپنے ناموں کو سی ڈی سی (CDC) کے ساتھ رجسٹر کروائیں۔

13- کمپنیز ایکٹ، 2017 کے سیکشن 185 اور SRO 452(I) 2025، مورخہ 17 مارچ، 2025 کو ایس ای سی پی کی طرف سے جاری کئے گئے بیان میں اراکین کو مطلع کیا جاتا ہے کہ، سالانہ جنرل میٹنگ میں شیئرز ہولڈرز کو کسی بھی شکل یا انداز میں کوئی تحفہ تقسیم نہیں کیا جائے گا۔

خصوصی کاروبار کے حوالے سے کمپنیز ایکٹ، 2017 کے سیکشن (3) 134 کے تحت بیان

یہ بیان 18 اکتوبر، 2025 کو ہونے والے کمپنی کے سالانہ اجلاس عام میں لین دین کے نوٹس کے خصوصی کاروبار سے متعلق مادی حقائق کا تعین کرتا ہے۔

ایجنڈا کا آئٹیم نمبر 05: 134 کنال اراضی کی فروخت:

(i) زمین کی فروخت کو خصوصی قرارداد کے طور پر منظور کیا جاتا ہے، کمپنی کا BOD اس طرح کمپنی کی زمین کی زیادہ سے زیادہ قابل وصول قیمت پر فروخت کی منظوری دیتا ہے۔

(ii) کمپنی کا BOD پہلے ہی مذکورہ قرارداد کو سرکولیشن کے ذریعے پاس کر چکا ہے، جس نے کمپنی کی 134 کنال اراضی کو زیادہ سے زیادہ قابل وصول قیمت پر فروخت کرنے کی منظوری دی ہے، جو کہ ذیل میں بیان کردہ شیئر ہولڈرز کی تفصیلات کی منظوری سے مشروط ہے:-

SRO 423(i)2018 کی شق (I) B(5) کے تحت انکشاف:

بیچنے، لیز پر دیئے جانے یا تصرف کرنے والے اثاثوں کی تفصیلات میں درج ذیل شامل ہوں گے۔

<p>پراپرٹی، پلانٹ اور آلات کے طور پر ظاہر کردہ فری ہولڈز میں</p>	<p>(a) تفصیل / اثاثہ کا نام</p>
<p>یہ سرمایہ کاری کی جائیدادیں، کمپنی نے 1961 سے 1962 تک حاصل کی تھیں۔</p>	<p>(b) اثاثہ کے حصول کی تاریخ</p>
<p>-/107,023,589 روپے</p>	<p>(c) لاگت</p>
<p>(ویلیو ایسٹیمینٹ کا سال: 2022) 1,032,086,760/- روپے</p>	<p>(d) از سر نو قیمت کا تعین اور اس کی تاریخ (اگر قابل اطلاق ہو)</p>
<p>-/1,032,086,760 روپے</p>	<p>(e) کتابی قیمت</p>
<p>-/1,726,000,000 روپے، تاہم ممکنہ خریداروں کے ساتھ، لین دین کو حتمی شکل دینے کے وقت درست رقم کا تعین کیا جائے گا۔</p>	<p>(f) تخمینی موجودہ مارکیٹ کی قیمت / منصفانہ قیمت:</p>
<p>توقع ہے کہ فروخت کی قیمت، مناسب قیمت سے کم نہیں ہوگی۔</p>	<p>(g) فروخت کی صورت میں اگر، متوقع قیمت فروخت، کتابی قیمت فروخت یا مناسب قیمت سے کم ہے، تو اس کی وجوہات:</p>
<p>- قابل اطلاق نہیں۔</p>	<p>(h) اثاثوں کی لیز کی صورت میں، مدت، لیز، کرایہ، اضافہ کی شرح، لیز کے کرایہ کے تعین کا طریقہ / بنیاد اور لیز کی دیگر اہم شرائط ضوابط:</p>

زمین کے تصرف کی صورت میں اضافی معلومات

موضوع: گڑھی موہان خان، کوہاٹ	i- مقام
5670, 5672, 5674, 2668/5665, 5663 & 5630	ii- خسرانمبر
زرعی اور تجارتی	iii- زمین کی نوعیت (مثلاً زرعی / تجارتی)
134 کنال اراضی	iv- رقبہ (جس کو فروخت کرنے کی تجویز)
زمین مکہ خریداروں کو یا تو براہ راست یا محاذ ایجنٹوں کے ذریعے، کمپنی اور اس کے شیئر ہولڈرز کے لئے سب سے زیادہ فائدہ مند سمجھی جائے گی۔	v- مزکورہ اثاثوں کو ضائع کرنے کا مجوزہ طریقہ:
فی الحال کوئی شناخت شدہ خریدار نہیں ہے جو متعلقہ فریق کی شناخت کرتا ہو، جس کے لئے مادی حقائق کے بیان میں شناخت کی ضرورت ہو	vi- اگر کمپنی نے خریدار کی شناخت کی ہے جو کہ متعلقہ فریق ہے، حقیقت کو مادی حقائق کے بیان میں ظاہر کیا جائے گا۔
اس رقم کو کمپنی کے قرضوں کی ادائیگی، متبادل قابل تجدید توانائی کے منصوبوں اور BMR کی تنصیب اور ایوارنگنگ کیلکولیشن کی ضروریات کو پورا کرنے کے لئے استعمال کیا جائے گا۔	vii- مندرجہ ذیل تفصیلات کے ساتھ اثاثوں کی فروخت، لیز یا تصرف کا مقصد: a- لین دین سے حاصل ہونے والی آمدنی کا استعمال:
زمین کی فروخت کمپنی کی اپنی آپریشنل صلاحیت کو برقرار رکھنے کی صلاحیت کو متاثر نہیں کرتی۔	b- کمپنی کی آپریشنل صلاحیت پر اثر:
سرمایہ کاری، موخر توانائی کے وسائل کا استعمال، BMR اور ہٹا یا قرضوں کی ادائیگی سے توانائی اور مالیاتی اخراجات کو متقول بنا کر آپریشنل کارکردگی میں اضافہ اور قابل تقسیم منافع میں اضافہ متوقع ہے۔ بالآخر اس سے کمپنی اور اس کے شیئر ہولڈرز کیلئے اضافی قدر پیدا ہونے کی توقع ہے۔	c- اراکین کو حاصل ہونے والی مقداری اور معیاری فوائد کی توقع ہے۔

ڈائریکٹرز کی دلچسپی:

ڈائریکٹرز اس قرارداد میں اپنی مشترکہ ڈائریکٹرشپ اور متعلقہ کمپنیوں میں اپنے شیئر ہولڈنگ کی حد تک دلچسپی رکھتے ہیں۔

درج ذیل ڈائریکٹرز اس قرارداد میں اپنے تعلق، مشترکہ ڈائریکٹرشپ اور متعلقہ کمپنیوں میں اپنے شیئر ہولڈنگ کی حد تک دلچسپی رکھتے ہیں:

1- لیفٹیننٹ جنرل (ریٹائرڈ) علی قلی خان خٹک

2- جناب احمد قلی خان خٹک

3- محترمہ شہناز سجاد احمد

4- ڈاکٹر شاہین قلی خان خٹک

5- محترمہ زینب عدنان اورنگزیب

ایجنڈا کا آئیٹم نمبر 06 (A) متعلقہ فریقین کے ساتھ لین دین:

iii - 30 جون 2025 کو ختم ہونے والے سال کے دوران متعلقہ کمپنیوں کے ساتھ کیے گئے لین دین کو خصوصی قرارداد کے طور پر منظور کیا جائے گا۔ متعلقہ کمپنیوں (متعلقہ فریقین) کے ساتھ معمول کے کاروبار میں کیے گئے لین دین کو سہ ماہی بنیادوں پر آڈٹ کمیٹی کی سفارش کے مطابق بورڈ نے منظور کیا تھا۔

چونکہ ڈائریکٹرز کی اکثریت اپنی مشترکہ ڈائریکٹر شپ اور متعلقہ کمپنیوں میں شیئرز رکھنے کی وجہ سے اس/ان لین دین میں دلچسپی رکھتی تھی، اس لیے اس لین دین کو عام اجلاس میں ممبران سے منظور کرانا ضروری ہے۔

مذکورہ بالا کو مد نظر رکھتے ہوئے، متعلقہ کمپنیوں اور متعلقہ فریقین کے ساتھ 30 جون 2025 کو ختم ہونے والے مالی سال کے دوران کیے گئے لین دین جیسا کہ آڈٹ شدہ مالیاتی حسابات کے متعلقہ نوٹس میں ظاہر کیا گیا ہے، اراکین کے سامنے ان کے غور و خوض، تصدیق اور منظوری کے لیے رکھا جا رہا ہے۔

ڈائریکٹرز اس قرارداد میں اپنی مشترکہ ڈائریکٹر شپ اور متعلقہ کمپنیوں میں اپنے شیئرز ہولڈنگ کی حد تک دلچسپی رکھتے ہیں۔

درج ذیل ڈائریکٹرز اس قرارداد میں اپنے تعلق، مشترکہ ڈائریکٹر شپ اور متعلقہ کمپنیوں میں اپنے شیئرز ہولڈنگ کی حد تک دلچسپی رکھتے ہیں:

1- لیفٹیننٹ جنرل (ریٹائرڈ) علی قلی خان خٹک

2- جناب احمد قلی خان خٹک

3- محترمہ شہناز سجاد احمد

4- ڈاکٹر شاپین قلی خان خٹک

5- محترمہ زینب عدنان اورنگزیب

لہذا کمپنیز ایکٹ، 2017 کے سیکشن 207 اور 208 کے تقاضوں کی تعمیل کرنے کے لیے اراکین کی منظوری طلب کی جاتی ہے۔

ایجنڈا کا آئیٹم نمبر 06 (B اور C): متعلقہ فریقین کے ساتھ لین دین:

ii - 30 جون 2026 کو ختم ہونے والے آئندہ مالی سال کے دوران متعلقہ کمپنیوں کے ساتھ کیے جانے والے لین دین کے لیے چیف ایگزیکٹو آفیسر اور چیف فنانشل آفیسر کو مشترکہ طور پر با اختیار بنانے کے لئے ایک خصوصی قرارداد کے طور پر منظور کیا جائے گا۔ کمپنی متعلقہ کمپنیوں کے ساتھ کاروبار کے معمول کے مطابق لین دین کرے گی۔ زیادہ تر ڈائریکٹرز اپنی مشترکہ ڈائریکٹر شپ اور متعلقہ کمپنیوں میں شیئرز ہولڈنگ کی وجہ سے ان لین دین میں دلچسپی رکھتے ہیں۔ لہذا، متعلقہ کمپنیوں کے ساتھ اس طرح کے لین دین کو ممبران سے منظور ہونا ضروری ہے۔

شیئرز ہولڈرز کو نوٹ کرنا چاہیے کہ کمپنی یا ڈائریکٹرز کے لئے متعلقہ فریق کے انتظامات لین دین کی نوعیت یا مخصوص متعلقہ فریق جن کے ساتھ لین دین کئے جائیں گے، درست طریقے سے پیش گوئی کرنا ممکن نہیں ہے۔ ممبران کو بھی یاد رکھنا چاہیے کہ، AGM کے نوٹس میں بیان کردہ خصوصی قراردادوں کے لئے، کمپنی کے لئے 30 جون، 2026 کو ختم ہونے والی مدت میں کئے جانے والے متعلقہ فریق کے لین دین انتظامات کی مقدار کا تعین کرنے کا اختیار دیں جو وقتاً فوقتاً کئے جاسکتے ہیں۔ کمپنی اگلے AGM میں اراکین کی طرف سے تصدیق و تصحیح کے لئے اصل اعداد و شمار پیش کرے گی۔

CHAIRMAN'S REVIEW

I am pleased to present the Chairman's Review for the year ended June 30, 2025, outlining the Company's performance and governance practices.

BOARD'S PERFORMANCE AND GOVERNANCE

The Board, entrusted with the Company's governance, provides visionary guidance to the management, ensures an effective risk management structure, transparency, accountability, and alignment of daily operations with the Board's long-term strategy.

Moreover, the Board has ensured unwavering compliance with regulatory requirements and embraced best corporate governance practices, embedding them into the Company's ethos to uphold the highest standards of professionalism and business integrity.

MACRO ECONOMIC AND INDUSTRY REVIEW

The textile sector, particularly the spinning sector, faced an extremely challenging environment in FY 2024-25, marked by elevated energy costs, high interest rates, high taxation rates, inflationary pressures, and broader political and social instability. These factors constrained demand, disrupted supply chains, and increased operating costs. Nevertheless, with anticipated improvements in macroeconomic indicators, including a decreasing trend in interest rates and inflationary pressure and stable currency rate, a gradual recovery in FY 2025-26 is anticipated.

COMPANY'S BUSINESS PERFORMANCE

Operations were temporarily suspended during the first quarter of the financial year owing to unprecedented industry conditions as outlined above, which significantly affected our results. The Company has achieved a net turnover of Rs.1,523.6 million (2024: Rs.5,884.7million). Turnover declined by Rs. 4,361 million (74%) compared to the previous year due to suspension of production activities.

Further, the Company, in the current year, has incurred a loss before tax amounting to Rs.766.6 million (2024: Rs.536.7 million) and a loss after tax of Rs.754.8 million (2024: Rs.467.6 million). The decline was primarily driven by reduced production volumes and rising energy costs. We continue to focus on cost optimization, energy efficiency, and exploring new markets to improve resilience.

FUTURE OUTLOOK

Looking ahead, our strategic priorities focus on operational optimization, cost management, product diversification, and enhanced governance and sustainability. We aim to enhance productivity through process automation and lean manufacturing, while exploring renewable and alternative energy sources to mitigate power cost volatility. To increase our market share, we plan to diversify our product offerings by producing different yarn counts. At the same time we are committed to strengthening our risk management and compliance system to meet shareholders' expectations.

These initiatives are designed to stabilize earnings, strengthen liquidity, and position the Company for sustainable growth.

SUSTAINABILITY, GENDER DIVERSITY AND SOCIAL RESPONSIBILITY

The Company remains committed to gender diversity and its social and environmental responsibilities. Our goal is to integrate gender diversity and sustainability into operations and decision-making to create long-term value for shareholders and society.

ACKNOWLEDGEMENT

On behalf of the Board of Directors, I extend my sincere gratitude to our shareholders, bankers, customers, suppliers and business partners for their unwavering trust and support. I also wish to acknowledge the Board members for their invaluable guidance, the management team for its strategic leadership, and our dedicated workforce for their efforts and commitment.



Mr. Ahmad Kuli Khan Khattak
Chairman

Dated: September 23, 2025

چیمبرمین کا جائزہ

مجھے 30 جون 2025 کو ختم ہونے والے سال کا جائزہ پیش کرتے ہوئے خوشی ہو رہی ہے، جس میں جانانا دی مالوچو ٹیکسٹائل ملز لمیٹڈ (کمپنی) کی کارکردگی اور گورننس کے طریقوں کا خاکہ پیش کیا گیا ہے۔

بورڈ کی کارکردگی اور گورننس:

بورڈ، جسے کمپنی کی گورننس کی ذمہ داری سونپی گئی ہے، انتظامیہ کو بصیرت سے رہنمائی فراہم کرتا ہے، ایک موثر رسک مینجمنٹ ڈھانچہ، شفافیت، جوابدہی اور بورڈ کی طویل مدتی حکمت عملی کے ساتھ روزانہ کی کاروائیوں کی صف بندی کو یقینی بناتا ہے۔

مزید برآں، بورڈ نے ریگولیشنری تقاضوں کی غیر حائل تھیل کو یقینی بنایا ہے اور کارپوریٹ گورننس کے بہترین طریقوں کو اپنایا ہے، انہیں کمپنی کی اخلاقیات میں شامل کیا گیا ہے، تاکہ پیشہ وارانہ مہارت اور کاروباری سالمیت کے اعلیٰ معیارات کو برقرار رکھا جائے۔

میکرو اکنامک اور انڈسٹری کا جائزہ:

ٹیکسٹائل سیکٹر، خاص طور پر سپننگ سیکٹر کو مالی سال 2024-25 میں انتہائی چیلنجنگ ماحول کا سامنا کرنا پڑا، جس میں توانائی کی بلند قیمتیں، بلند شرح سود، ٹیکس کی بلند شرح، افراط زر کے دباؤ اور وسیع تر سیاسی اور سماجی عدم استحکام شامل ہے۔ ان عوامل نے طلب کو محدود کیا، سپلائی چین میں خلل ڈالا اور آپریٹنگ اخراجات میں اضافہ کیا۔ اس کے باوجود، شرح سود اور افراط زر کے دباؤ اور کرنسی کی مستحکم شرح میں کمی کے رجحان سمیت، میکرو اکنامک اشاریوں میں متوقع بہتری کے ساتھ، مالی سال 2025-26 میں بتدریج بحالی متوقع ہے۔

کمپنی کی کاروباری کارکردگی:

اوپر بیان کئے گئے صنعت کے غیر معمولی حالات کی وجہ سے مالی سال کی پہلی سہ ماہی کے دوران آپریشنز کو عارضی طور پر معطل کر دیا گیا ہے، جس نے ہمارے نتائج کو نمایاں طور پر متاثر کیا ہے۔ کمپنی نے 1,523.60 ملین روپے (2023: 5884.70 ملین روپے) کا خالص کاروبار حاصل کیا ہے۔ پیداواری سرگرمیوں کی معطلی کی وجہ سے پچھلے سال کے مقابلے 4,361 ملین روپے (74%) کی کاروبار میں کمی ہوئی۔

مزید برآں، کمپنی کو موجودہ سال میں 766.60 ملین روپے (2024: 536.70 ملین روپے) کا ٹیکس سے قبل نقصان ہوا، جبکہ ٹیکس کے بعد کا نقصان 754.80 ملین روپے (2024: 467.60 ملین روپے) ہوا۔ یہ کمی، بنیادی طور پر پیداواری حجم میں کمی اور توانائی کے بڑھتے ہوئے اخراجات کی وجہ سے ہوئی۔ ہم لاگت کی اصلاح، توانائی کی کارکردگی اور پلگ کو بہتر بنانے کے لئے نئی منڈیوں کی تلاش پر توجہ مرکوز کرتے رہتے ہیں۔

مستقبل کا نقطہ نظر:

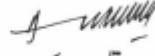
آگے دیکھتے ہوئے ہماری سٹریٹجک ترجیحات آپریشنل آپٹیمائزیشن، لاگت کا انتظام، مصنوعات کی تنوع اور بہتر گورننس اور پائیداری پر مرکوز ہیں۔ ہمارا مقصد پروسس آؤٹیشن اور لین مینوفیکچرنگ کے ذریعے پیداواری صلاحیت کو بڑھانا ہے، جبکہ بجلی کی لاگت میں اتار چڑھاؤ کو کم کرنے کے لئے قابل تجدید اور تبادل توانائی کے ذرائع کی تلاش کرنا ہے۔ اپنے مارکیٹ شیئر کو بڑھانے کے لئے، ہم مختلف دھماگے کی گنتی تیار کر کے اپنی مصنوعات کی پیشکش کو متنوع بنانے کا ارادہ رکھتے ہیں۔ ساتھ ہی ہم اسٹیک ہولڈرز کی ابھری ہوئی توقعات کو پورا کرنے کے لئے اپنے رسک مینجمنٹ اور قبضہ کے نظام کو مضبوط بنانے کے لئے پرعزم ہیں۔ یہ اقدامات آمدنی کو مستحکم کرنے، لیکویڈیٹی کو مضبوط بنانے اور پائیدار ترقی کے لئے کمپنی کو پوزیشن دینے کے لئے بنائے گئے ہیں۔

پائیداری، تنوع اور سماجی ذمہ داری:

کمپنی صنفی تنوع اور اپنی سماجی اور ماحولیاتی ذمہ داریوں کے لئے پرعزم ہے۔ ہمارا مقصد صنفی تنوع اور پائیداری کو آپریشنز اور فیصلہ سازی میں ضم کرنا ہے تاکہ شیئر ہولڈرز اور معاشرے کے لئے طویل مدتی قدر پیدا کی جاسکے۔

اعتراف:

بورڈ آف ڈائریکٹرز کی طرف سے میں اپنے شیئر ہولڈرز، بینکرز، کسٹمرز، سپلائرز اور کاروباری شراکت داروں کا ان کے غیر متزلزل اعتماد اور تعاون کے لئے تہہ دل سے شکریہ ادا کرتا ہوں، میں بورڈ کے اراکین کو ان کی رہنمائی کے لئے، اس کی سٹرٹیجک قیادت کے لئے انتظامی ٹیم اور ہماری افرادی قوت کو ان کی کوششوں اور عزم کے لئے بھی تسلیم کرنا چاہتا ہوں۔


احمد قاسبی خان
چیئر مین

ستمبر 2025ء

DIRECTORS REPORT TO THE SHAREHOLDERS

On behalf of the Board of Directors, we present the Directors' Report along with the audited financial statements of the Company for the year ended June 30, 2025.

Business Performance and Financial Results for the year ended June 30, 2025

Particulars	2025	2024
	Rs.in Millions	
Sales	1,523.661	5,884.712
Cost of sales	<u>2,009.496</u>	<u>5,909.283</u>
Gross loss	(485.835)	(24.571)
Loss from operations	(512.974)	(190.092)
Loss before tax	(766.573)	(536.751)
Loss after tax	(754.804)	(467.584)
	-----Rupees-----	
Loss per share	(109.14)	(67.61)

During the financial year, the company made a strategic decision to temporarily suspend production in October 2024 in order to minimize operational losses caused by unfavorable market conditions. These unfavorable factors include high power & fuel costs, import of duty-free yarn from China, weak demand, low yarn prices, and higher finance costs.

As a result of the production stoppage, both production and sales quantities of yarn saw a significant decline compared to the previous year. Specifically, yarn sales decreased by Rs. 5,513 million compared to last year. The company incurred a loss from operations amounting to Rs. 512.97 million (2024: Rs.190.09 million). The decline in profitability is attributable to various factors, as mentioned above, and in particular due to the temporary suspension of production as stated above.

Industry Overview

The textile sector is one of the backbone industries of Pakistan's economy; however, it is currently encountering significant challenges. These include a noticeable decline in local cotton production. Another major challenge currently being faced by the spinning industry is a substantial increase in yarn imports from China. The availability of imported yarn at cheaper rates in the local market has affected the demand and prices for local yarn, which hampers the ability of spinning mills to recover their production costs. Hence, a large number of factories closed due to these unsustainable conditions.

Another key issue facing the textile industry is the high production cost and limited availability of energy sources, particularly gas and electricity. The sharp rise in energy prices has created an unsustainable financial burden for textile manufacturers, especially those in the spinning sector. This strain makes it difficult for them to maintain operations and stay competitive in both local and international markets.

Future Outlook

On a positive note, the exchange rate remains stable, and inflation is relatively low. Additionally, financing costs will decrease due to lower policy rates, helping companies to reduce their working capital costs.

Despite the challenges we currently face, we remain optimistic and committed to overcoming them while capitalizing on the positive factors. We hope that the government and relevant stakeholders will implement appropriate measures to support the spinning sector through favorable policies. These may include reducing energy tariffs, rationalizing the import of yarn to protect local industries, reducing the burden of indirect taxes, and facilitating exports.

CORPORATE AND FINANCIAL REPORTING FRAMEWORK

The Directors confirm compliance with the Corporate and Financial Reporting Framework of the Securities and Exchange Commission of Pakistan and Listed Companies (Code of Corporate Governance) Regulations, 2019 (the CCG Regulations) for the following matters:

1. The financial statements, prepared by the management of the Company, present fairly its state of affairs, the results of its operations, cash flows, and changes in equity.
2. Appropriate accounting policies have been consistently applied in the preparation of these financial statements, and accounting estimates are based on reasonable and prudent judgments.
3. The Company has maintained proper books of account.
4. International Financial Reporting Standards, as applicable in Pakistan, have been followed in the preparation of these Financial Statements.
5. The system of internal control is sound in design and has been effectively implemented and monitored. The process of monitoring internal controls will continue as an ongoing process with the objective to strengthen the controls and bring improvements in the system.
6. There are no doubts about the Company's ability to continue as a going concern.
7. There has been no material departure from the best practices contained in the CCG Regulations.
8. There are no statutory payments on account of taxes, duties, levies, and charges which are outstanding as at June 30, 2025, except for those disclosed in the Financial Statements.
9. No trades in the shares of the Company were carried out by the Directors, CEO, CFO, Company Secretary, or their spouses and minor children during the year ended 30 June 2025.

COMPOSITION OF THE BOARD

The Directors of the Company were re-elected in an Extraordinary General Meeting of the Company held on May 20, 2023. The Composition of the Board is in compliance with the requirements of the CCG Regulations. The Company encourages representation of independent and non-executive directors, as well as gender diversity on its Board.

The current composition of the Board is as follows:

Total number of directors.....	7
Male.....	4
Female.....	3
Independent Directors.....	2
Non-executive Directors.....	4
Executive Directors.....	1

PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD

The performance of the Board of our Company, Board Committees, and Individual Directors is evaluated

annually along the following parameters, both individually and collectively.

- i. Effectiveness in bringing in a mix of gender, talents, skills, and diversified perspectives.
- ii. Integrity, credibility, trustworthiness, and active participation of members.
- iii. Follow-up and review of annual targets set by the management.
- iv. Ability to provide guidance and direction to the Company.
- v. Ability to identify aspects of the organization's performance requiring action.
- vi. Review of succession planning of management.
- vii. Ability to assess and understand the risk exposures of the Company.
- viii. Contribution and interest with regard to improving health, safety, and environment, employment, and other policies and practices in the Company.
- ix. Safeguarding the Company against unnecessary litigation and reputational risk.

The overall performance of the Board, its Committees, and Individual Directors, as measured by the above-mentioned parameters, for the year was satisfactory. The Board members effectively bring diversity to the Board and constitute a mix of independent and non-executive directors. The Board is also effective in formulating the corporate goals for the company.

BOARD AUDIT COMMITTEE

The Board Audit Committee assists the Board in fulfilling its oversight responsibilities, primarily in reviewing and reporting financial and non-financial information to shareholders, systems of internal control and risk management and the audit process. It has the autonomy to call for information from management and to consult directly with the external auditors or advisors as considered appropriate. The Chief Financial Officer regularly attends the Board Audit Committee meetings by invitation to present the accounts. After each meeting, the Chairman of the Committee reports to the Board. The Committee met four (04) times during 2024-25.

The names of Committee members are as follows:

1. Maj. Gen. (Retd.) Saeed Ahmed Wahla	Chairman	Independent Director
2. Mr. Ahmad Kuli Khan Khattak	Member	Non-Executive Director
3. Col. (Retd.) Syed Yunus Ali Raza	Member	Independent Director

The Audit Committee reviewed the quarterly, half-yearly, and annual Financial Statements, besides the internal audit plan, material audit findings, and recommendations of the internal audit department. In addition to the above meetings, the Audit Committee met with the external auditors without the Chief Financial Officer (CFO) and the Head of Internal Audit (HIA). Audit Committee also met the head of internal audit and other Members of the internal audit function without the CFO and the external auditors being present.

HR AND REMUNERATION COMMITTEE

The Committee meets to review and recommend all elements of the compensation, organization, and employee development policies relating to the senior executives' remuneration and to approve all matters relating to the remuneration of the executive and directors. The CEO of the Company attended the Human Resource and Remuneration Committee meeting held during the year as a member of the committee. The Committee met once during 2024-25.

The names of committee members are as follows:

1. Col. (Retd.) Syed Yunus Ali Raza	Chairman	Independent Director
2. Lt. Gen. (Retd.) Ali Kuli Khan Khattak	Member	Chief Executive/Member
3. Mr. Ahmad Kuli Khan Khattak	Member	Non-Executive Director
4. Mrs. Shahnaz Sajjad Ahmad	Member	Non-Executive Director

MEETINGS OF THE BOARD AND ITS COMMITTEES IN 2024-25

During the year 2024-25, five (05) board meetings (BOD), four (04) Board Audit Committee (BAC), and one (01) HR & Remuneration Committee (HR&R) meeting were held. The number of meetings attended by each director during the year is given hereunder:

SR. NO.	DIRECTOR	STATUS	COMMITTEE MEMBERS		ATTENDANCE		
			BAC	HR&R	BOD	BAC	HR&R
1	Mr. Ahmad Kuli Khan Khattak	Re-elected on May 20, 2023	✓	✓	4/5	3/4	0/1
2	Lt. Gen. (Retd) Ali Kuli Khan Khattak	-do-	-	✓	5/5	-	1/1
3	Mrs. Shahnaz Sajjad Ahmad	-do-	-	✓	4/5	-	0/1
4	Dr. Shahin Kuli Khan Khattak	-do-	-	-	4/5	-	-
5	Mrs. Zenab Adnan Aurangzeb	Co-opted as Director on 5th December 2023	-	-	3/5	-	-
6	Maj. Gen. (Retd) Saeed Ahmed Wahla	Elected on May 20, 2023	✓	-	3/5	3/4	-
7	Col. (Retd) Syed Yunus Ali Raza	Re-elected on May 20, 2023	✓	✓	4/5	3/4	1/1

Leave of absence was granted to directors who could not attend the board meetings due to their busy schedule and other commitments.

DIRECTORS' REMUNERATION

Directors' Fee is paid in line with Board approval, and the Company has a formal policy in this regard in accordance with the Companies Act, 2017, and the CCG Regulations. The Company does not pay remuneration to non-executive directors except fee for attending the meetings. No meeting fee has been paid to Board members since October 24, 2024, in order to reduce the expenditure of the Company. For information on remuneration of Directors and CEO in the year 2024-25, please refer to the notes to the Financial Statements.

KEY OPERATING AND FINANCIAL DATA (SIX-YEAR SUMMARY):

Key operating and financial data of the six years is annexed to the report.

PATTERN OF SHAREHOLDING:

The statement of the pattern of shareholding as at June 30, 2025, and additional information thereabout is annexed to the report.

DIVIDENDS

The Board of Directors recommended that no dividend shall be declared for the year ended June 30, 2025, as the Company has incurred loss during the year, and needs available financial resources to resume its operations at an appropriate time and ensure steady cash flows.

CORPORATE SOCIAL RESPONSIBILITY:

The Company takes into account social, environmental, and ethical concerns within the broader business landscape. We are dedicated to actively striving to take into account and harmonize the needs of all stakeholders, with a special focus on the local community and our essential workforce. We firmly believe that education is a crucial driver of economic growth and poverty reduction. Pakistan urgently requires top-notch educational resources to empower and equip young individuals to reach their fullest potential. To support this cause, we contribute significant amounts annually to the “Waqf-e-Kuli Khan” Trust for educational scholarships, with our most recent contributions made in the year 2022.

We are deeply committed to upholding the utmost standards in health, safety, and environmental practices to safeguard the welfare of our employees and the well-being of the communities where we operate.

GENDER DIVERSITY

The Company is committed to fostering an inclusive workplace despite its location. As of now, women constitute 1 % of the total workforce, while female representation on the Board stands at 42 %.

We are committed to building a workplace that embraces diversity, promotes equity, and fosters inclusion. We believe diversity, equity and inclusion is fundamental to ethical leadership and sustainable business success. We are actively working to create an environment where everyone feels valued and respected.

The below gender pay gap is based on the full time employees of the Company:

- (i) Mean Gender Pay Gap = -5.6%
- (ii) Median Gender Pay Gap = -141%
- (iii) Any other data/details: The negative pay gap is due to the higher number of blue collar staff which is all male.

MATERIAL CHANGES

There have been no material changes since June 30, 2025, to date of the report, and the Company has not entered into any commitment during this period, which would hurt the financial position of the Company.

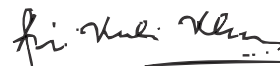
ACKNOWLEDGMENT

The Board expresses its gratitude to all stakeholders, including our bankers, shareholders, customers, and employees, for their continued support of the Company. We would also like to acknowledge the hard work and dedication of the Company's senior management and staff. We look forward to their ongoing commitment and cooperation in the future.

On behalf of the Board of Directors



Maj. Gen(Retd) Saeed Ahmed Wahla
Director



Lt. Gen. (Retd.) Ali Kuli Khan Khattak
Chief Executive Officer

Dated: September 23, 2025

ڈائریکٹرز رپورٹ برائے حصص یافتگان

بورڈ آف ڈائریکٹرز کی جانب سے، سال 30 جون 2025 کے ختم ہونے پر کمپنی کے آڈیٹر کی جاری کردہ مالیاتی رپورٹ پیش کرتے ہیں۔
30 جون، 2025 کو ختم ہونے والے سال کے لئے کاروباری کارکردگی اور مالی نتائج:-

2024	2025	
		روپے ملین میں
5,884.712	1,523.661	فروخت
(5,909.283)	(2,009.496)	فروخت کی لاگت
(24.571)	(485.835)	عبوری (نقصان) / منافع
(190.092)	(512.974)	آپریشن سے (نقصان) / منافع
(536.751)	(766.573)	ٹیکس سے پہلے (نقصان)
(467.584)	(754.804)	سالانہ (نقصان)
		---روپے---
(67.61)	(109.14)	نقصان فی شیئر

مالی سال کے دوران، کمپنی نے، اکتوبر 2024 میں پیداوار کو عارضی طور پر معطل کرنے کا ایک سٹرٹیجک فیصلہ کیا تھا تا کہ مارکیٹ کے ناموافق حالات کی وجہ سے ہونے والے آپریشنل نقصانات کو کم کیا جاسکے۔ ان ناموافق عوامل میں زیادہ بجلی اور ایندھن کی لاگت، چین سے ڈیوٹی فری یارن کی درآمد، کمزور مانگ، سوت کی کم قیمتیں اور اعلیٰ مالیاتی لاگت شامل ہیں۔

پیداوار کے بند ہونے کے نتیجے میں، یارن کی پیداوار اور فروخت دونوں کی مقدار میں پچھلے سال کے مقابلے میں نمایاں کمی دیکھی گئی۔ خاص طور پر یارن کی فروخت میں گزشتہ سال کے مقابلے میں 5513 ملین روپے کی کمی واقع ہوئی۔ کمپنی کو آپریشنز سے 512.97 ملین روپے (190.09 ملین روپے: 2024) روپے کا نقصان ہوا۔ منافع میں کمی مختلف عوامل سے منسوب ہے جیسا کہ اوپر بیان کیا گیا ہے اور خاص طور پر پیداوار کی عارضی معطلی کی وجہ سے، جیسا کہ اوپر بتایا گیا ہے۔

صنعت کا جائزہ:

ٹیکسٹائل کا شعبہ پاکستان کی معیشت کی ریڑھ کی ہڈی کی صنعتوں میں سے ایک ہے۔ تاہم، اسے اس وقت اہم چیلنجز کا سامنا ہے۔ ان میں مقامی کپاس کی پیداوار میں نمایاں کمی بھی شامل ہے۔ ایک اور بڑا چیلنج جس کا اس وقت اسپننگ انڈسٹری کو سامنا ہے، وہ چین سے یارن کی درآمدات میں خاطر خواہ اضافہ ہے۔ مقامی مارکیٹ میں سستے نرخوں پر درآمدی سوت کی دستیابی نے مقامی دھاگے کی مانگ اور قیمتوں کو متاثر کیا ہے جس سے اسپننگ ملوں کی پیداواری لاگت کی وصولی میں رکاوٹ ہے۔ اس لئے ان غیر مستحکم حالات کی وجہ سے بڑی تعداد میں کارخانے بند ہو گئے۔

ٹیکسٹائل کی صنعت کو درپیش ایک اور اہم مسئلہ زیادہ پیداواری لاگت اور توانائی کے ذریعے بالخصوص گیس اور بجلی کی محدود دستیابی ہے۔ توانائی کی قیمتوں میں تیزی سے اضافے نے ٹیکسٹائل مینوفیکچررز، خاص طور پر کتاہی کے شعبے سے وابستہ افراد کے لئے ایک غیر پائیدار مالی بوجھ پیدا کر دیا ہے۔ یہ تناؤ ان کے لئے کام کو برقرار رکھنا اور مقامی اور بین الاقوامی دونوں منڈیوں میں مسابقتی رہنا مشکل بنا دیتا ہے۔

مستقبل کا نقطہ نظر:

ایک مثبت نوٹ پر، شرح مبادلہ مستحکم ہے اور افراط زر نسبتاً کم ہے۔ مزید برآں پالیسی کی کم شرحوں کی وجہ سے مالیاتی اخراجات کم ہوں گے، جس سے کمپنیوں کو ان کے ورکنگ کپٹل کے اخراجات کو کم کرنے میں مدد ملے گی۔

ان چیلنجز کے باوجود جن کا ہمیں اس وقت سامنا ہے، ہم مثبت عوامل سے فائدہ اٹھاتے ہوئے ان پر قابو پانے کے لئے پرامید اور پر عزم ہیں۔ ہم امید کرتے ہیں کہ حکومت اور متعلقہ سٹیک ہولڈرز سازگار پالیسیوں کے ذریعے اسپننگ سیکٹر کو سپورٹ کرنے کے لئے مناسب اقدامات کریں گے۔ ان میں توانائی کے نرخوں کو کم کرنا، مقامی صنعتوں کے تحفظ کے لئے یارن کی درآمد کو معقول بنانا، بالواسطہ ٹیکسوں کے بوجھ کو کم کرنا اور برآمدات کو آسان بنانا شامل ہیں۔

کارپوریٹ اور مالی رپورٹنگ فریم ورک:

ڈائریکٹرز سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان اور لسٹڈ کمپنیاں (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، 2019 (سی سی جی ریگولیشنز) کے کارپوریٹ اور مالی رپورٹنگ فریم ورک کی تعمیل کی تصدیق کرتے ہیں۔

- ۱- کمپنی کے حسابات جس میں اکاؤنٹ کی کتابیں، نفع اور نقصان کا اکاؤنٹ، بیلنس شیٹ اور دیگر حسابات مروجہ قوانین کے تحت تیار کیے گئے ہیں۔
- ۲- مالی حسابات کی تیاری میں مناسب اکاؤنٹنگ پالیسیوں کو تسلسل کے ساتھ لاگو کیا گیا ہے اور اکاؤنٹنگ کے تخمینہ جات مناسب اور دانشمندانہ فیصلوں پر مبنی ہیں۔
- ۳- کمپنی نے حسابات کی کتابیں موثر طریقے سے رکھی ہیں۔
- ۴- مالی حسابات کی تیاری میں پاکستان میں لاگو بین الاقوامی مالیاتی رپورٹنگ کے معیارات کی پیروی کی گئی ہے۔ کسی انحراف کی اچھی طرح سے وضاحت کی گئی ہے۔
- ۵- اندرونی کنٹرول کا نظام درست ہے اور اسے مؤثر طریقے سے لاگو کیا گیا اور نگرانی کی گئی ہے۔ اندرونی کنٹرول کی نگرانی کے عمل کو مضبوط بنانے اور نظام میں بہتری لانے کے مقصد کے ساتھ آگے بڑھتے ہوئے عملی طور پر جاری رہے گا۔
- ۶- کمپنی کے رواں دواں ہونے کی صلاحیت پر کوئی قابل ذکر شکوک و شبہات نہیں ہیں۔
- ۷- کارپوریٹ گورننس کے بہترین عملوں سے کوئی مادی انحراف نہیں کیا گیا ہے جیسا کہ فہرست سازی کے ضوابط میں تفصیل سے بتایا گیا ہے۔
- ۸- 30 جون 2025 پر کمپنی کے ذمہ کسی بھی قسم کا قانونی ٹیکس، لیویز یا چارجز نہیں ہیں ماسوائے ان ادائیگیوں کے جو ان حسابات میں بتائی گئی ہیں۔
- ۹- 30 جون 2025 کو ختم ہونے والے سال کے دوران چیف ایگزیکٹو آفیسر، ڈائریکٹرز، چیف فنانس آفیسر اور کمپنی سیکرٹری یا ان کے شریک حیات اور نابالغ بچوں کے ذریعہ کمپنی کے حصص میں کوئی خرید و فروخت نہیں ہوئی ہے۔

بورڈ کی تشکیل:

کمپنی کے ڈائریکٹرز کو 20 مئی 2023 کو منعقدہ کمپنی کی غیر معمولی جنرل میٹنگ میں دوبارہ منتخب کیا گیا۔ بورڈ کی تشکیل کو ڈاؤ آف کارپوریٹ گورننس ضوابط کے تقاضوں کے مطابق ہے۔ کمپنی اپنے بورڈ میں آزاد اور غیر ایگزیکٹو ڈائریکٹرز کی نمائندگی کے ساتھ ساتھ صنفی تنوع کی حوصلہ افزائی کرتی ہے۔

بورڈ کی حالیہ تشکیل کچھ اس طرح ہے۔

7	ڈائریکٹرز کی کل تعداد
4	مرد
3	خاتون
2	آزاد ڈائریکٹرز
4	غیر ایگزیکٹو ڈائریکٹر
1	ایگزیکٹو ڈائریکٹر

بورڈ کے ڈائریکٹرز اور بورڈ کی کمیٹیوں کی کارکردگی کا جائزہ:

ہماری کمپنی کے بورڈ، بورڈ کمیٹیوں، انفرادی ڈائریکٹرز کی کارکردگی کا سالانہ انفرادی اور اجتماعی طور پر درج ذیل پیرامیٹرز کے ساتھ جائزہ لیا جاتا ہے۔

- ۱۔ قابلیت، مہارت اور متنوع نقطہ نظر کے تحت مختلف افراد کا ملنا۔
- ۲۔ سالمیت، سادھ، اعتماد اور ممبروں کی فعال شرکت۔
- ۳۔ انتظامیہ کے ذریعے طے شدہ سالانہ اہداف کی پیروی اور جائزہ۔
- ۴۔ کمپنی کو رہنمائی اور ہدایت فراہم کرنے کی اہلیت۔
- ۵۔ کمپنی کی کارکردگی کے ایسے پہلوؤں کی نشاندہی کرنے کی اہلیت جس میں کارروائی کی ضرورت ہوتی ہے۔
- ۶۔ انتظامیہ کی جانیشی کی منصوبہ بندی کا جائزہ۔
- ۷۔ کمپنی کو درپیش خطرات کی نشاندہی کرنا اور سمجھنے کی قابلیت۔
- ۸۔ کمپنی کے ملازمین کی صحت، کام کرنے کے ماحول اور دیگر پالیسیوں اور طریقوں کو بہتر بنانے کے سلسلے میں شرکت اور دلچسپی۔
- ۹۔ غیر ضروری قانونی چارہ جوئی وغیرہ سے کمپنی کی حفاظت کرنا۔

مذکورہ بالا عوامل کی بنیاد پر سال کے لیے بورڈ کی مجموعی کارکردگی تسلی بخش تھی۔ بورڈ کے اراکین مؤثر طریقے سے بورڈ میں بہتری لاتے ہیں اور آزاد اور غیر ایگزیکٹو ڈائریکٹرز کا مرکب تشکیل دیتے ہیں۔ بورڈ کمپنی کے لیے کارپوریٹ اہداف وضع کرنے میں بھی موثر ہے۔

بورڈ آڈٹ کمیٹی:

بورڈ کی آڈٹ کمیٹی نے نگرانی کی ذمہ داریوں کو پورا کرنے میں بورڈ کی مدد کی، بنیادی طور پر مالی اور غیر مالیاتی معلومات کا مشورہ حصول، داخلی کنٹرول کے نظام اور خطرے کے انتظام کے نظام اور آڈٹ کے عمل کے لئے انتظامیہ سے معلومات حاصل کرنے اور بیرونی آڈیٹرز یا مشیروں کے ساتھ براہ راست مشورہ کرنے کے لیے خود مختار ہے جو مناسب سمجھا جاتا ہے۔ چیف فنانس آفیسر یا قاعدگی سے اکاؤنٹس پیش کرنے کے لئے دعوت کے ذریعے بورڈ آڈیٹ کمیٹی کے اجلاسوں میں شرکت کرتے ہیں۔ ہر میٹنگ کے بعد کمیٹی کے چیئر مین بورڈ کو رپورٹ کرتے ہیں۔ کمیٹی نے 2024-25 کے دوران 4 بار ملاقات کی ہے۔

کمیٹی کے ارکان کے نام مندرجہ ذیل ہیں۔

۱۔	ممبر جنرل (ریٹائرڈ) سعید احمد ہالہ	چیئر مین	آزاد ڈائریکٹر
۲۔	جناب احمد قلی خان خٹک	رکن	غیر ایگزیکٹو ڈائریکٹر
۳۔	کرل (ریٹائرڈ) سید یونس علی رضا	رکن	آزاد ڈائریکٹر

آڈٹ کمیٹی نے اندرونی آڈٹ منسوبہ کے علاوہ اور آڈٹ کے نتائج اور اندرونی آڈٹ ڈیپارٹمنٹ کی سفارش پر، سہ ماہی، نصف اور سالانہ مالی معاملات کا جائزہ لیا۔ مندرجہ بالا اجلاسوں کے علاوہ، آڈٹ کمیٹی نے بیرونی آڈیٹرز کے ساتھ الگ اور بعد میں چیف فنانس آفیسر (سی ایف او) اور اندرونی آڈیٹ کے سربراہ (ایچ آئی اے) کے ساتھ بھی ملاقات کی ہے۔

انسانی وسائل اور معاوضے کی کمیٹی:

کمیٹی نے سینئر ایگزیکٹوز کے معاوضہ سے متعلق معاوضہ، تنظیم اور ملازم کی ترقی کی پالیسیوں کے تمام عناصر کا جائزہ لینے اور سفارش کرنے اور انتظامی کمیٹی کے ممبران اور مینجمنٹ کمیٹی کے ممبروں کے متعلق تمام معاملات کو منظور کرنے کے لئے ملاقات کی۔ کمیٹی کے سی ای او نے کمیٹی کے رکن کے طور پر منعقد ہونے والے انسانی وسائل اور معاوضہ کمیٹی کے اجلاس میں شرکت کی۔ کمیٹی نے 2024-25 کے دوران ایک بار ملاقات کی۔

کمیٹی کے ارکان کے نام مندرجہ ذیل ہیں۔

۱۔	کرل (ریٹائرڈ) سید یونس علی رضا	چیئر مین	آزاد ڈائریکٹر
۲۔	لیفٹیننٹ جنرل (ریٹائرڈ) علی قلی خان خٹک	رکن	چیف ایگزیکٹو آفیسر
۳۔	جناب احمد قلی خان خٹک	رکن	غیر ایگزیکٹو ڈائریکٹر
۴۔	محترمہ شہناز سجاد احمد	رکن	غیر ایگزیکٹو ڈائریکٹر

بورڈ اور اسکی کمیٹیوں کے اجلاس:

سال 2024-25 کے دوران، 5 بورڈ کی میٹنگ، 4 آڈٹ کمیٹی اور ایک انسانی وسائل اور معاوضے کی کمیٹی کی میٹنگ منعقد ہوئیں۔ سال کے دوران ہر ڈائریکٹر کی طرف سے شرکت کی میٹنگ کی تعداد یہاں درج کی گئی ہے۔

ڈائریکٹرز کے نام	ستیس	کمپنی کے ممبران		حاضری	
		آڈٹ کمیٹی	انسانی وسائل اور بورڈ	آڈٹ کمیٹی	انسانی وسائل اور معاوضے کی کمیٹی
1- جناب احمد قلی خان خٹک	20 مئی 2023 کو دوبارہ منتخب ہوئے	✓	✓	3/4	0/1
2- لیفٹیننٹ جنرل (ریٹائرڈ) علی قلی خان خٹک	دوبارہ منتخب ہوئے	-	✓	-	1/1
3- مسز شہناز سجاد احمد	دوبارہ منتخب ہوئی	-	✓	-	0/1
4- ڈاکٹر شاپین قلی خان خٹک	دوبارہ منتخب ہوئی	-	-	-	-
5- مسز نوب عدنان اورنگزیب	5 دسمبر 2023 کو ڈائریکٹر کے طور پر انتخاب ہوئی	-	-	-	-
6- میجر جنرل (ریٹائرڈ) سعید احمد وہابہ	20 مئی 2023 کو منتخب ہوئے	✓	-	3/4	-
7- کرنل (ریٹائرڈ) سید یونس علی رضا	دوبارہ منتخب ہوئے	✓	✓	3/4	1/1

ڈائریکٹرز کی درخواست جس میں انہوں نے ذاتی مصروفیات کی بنا پر اجلاس میں حاضر ہونے سے معذرت کی جس کو قبول کیا گیا۔

ڈائریکٹرز کا معاوضہ:

ڈائریکٹرز کی فیس بورڈ کی منظوری کے مطابق ادا کی جاتی ہے اور کمپنی کے پاس کمپنیز ایکٹ 2017 اور سی جی ضوابط کے مطابق اس سلسلے میں ایک رسی پالیسی ہے۔ کمپنی میٹنگوں میں شرکت کی فیس کے علاوہ نان ایگزیکٹو ڈائریکٹرز کو معاوضہ ادا نہیں کرتی ہے۔ کمپنی کے اخراجات کو کم کرنے کے لئے 24 اکتوبر، 2024 سے بورڈ کے اراکین کو کوئی میٹنگ فیس ادا نہیں کی گئی ہے۔ سال 2024-25 میں ڈائریکٹرز اور سی ای او کے معاوضے کے بارے میں معلومات کے لئے، براہ کرم مالیاتی گوشوارے کے نوٹس سے رجوع کریں۔

جلد آپریٹنگ اور مالی اعداد و شمار (گزشتہ چھ سالہ خلاصہ):

جلد آپریٹنگ اور مالی اعداد و شمار اس کتاب میں موجود ہیں۔

شیر ہولڈنگ کا پینرن:

30 جون، 2025 پر شیر ہولڈنگ کے پینرن اور اس سے متعلق اضافی معلومات اس رپورٹ میں شامل کی گئی ہیں۔

ڈیوٹنڈ:

بورڈ آف ڈائریکٹرز نے سفارش کی ہے کہ موجودہ مالی سال 30 جون، 2025 کو ختم ہونے والے سال کے لئے کسی بھی منافع کا اعلان نہیں کیا جائے گا، کیونکہ کمپنی کو سال کے دوران نقصان ہوا ہے اور اسے مناسب وقت پر اپنا کام دوبارہ شروع کرنے اور مستحکم نقد بہاؤ کو یقینی بنانے کے لئے دستیاب مالی وسائل کی ضرورت ہے۔

سماجی ذمہ داری برائے کارپوریٹ:

کمپنی وسیع تر کاروباری منظر نامے میں سماجی، ماحولیاتی اور اخلاقی خدشات کو مد نظر رکھتی ہے۔ ہم مقامی کمیونٹی اور اپنی ضروری افراد قوت پر خصوصی توجہ کے ساتھ تمام سٹیک ہولڈرز کی ضروریات کو مد نظر رکھنے اور ان کو ہم آہنگ کرنے کے لئے فعال طور پر کوشش کرنے کے لئے وقف ہیں۔ ہمیں یہ یقین ہے کہ تعلیم اقتصادی ترقی اور غربت کے خاتمے کے لئے ایک اہم کردار ادا کرتی ہے۔ پاکستان کی ترقی کے لئے بہترین تعلیمی سہولیات کے لئے فوری ضرورت ہے تاکہ نوجوان افراد کو ان کی مکمل صلاحیتوں تک پہنچنے کے لئے ہمتیار بنایا جاسکے۔ ہم سال 2022 میں کئے گئے اپنے حالیہ تعاون کے ساتھ تعلیمی و عارف کے لئے وقف قلی خان ٹرسٹ کو سالانہ گراں قدر رقم ادا کرتے ہیں۔

ہم اپنے ملازمین اور ان کی کمیونٹیز کی فلاح و بہبود کے تحفظ کے لئے، جہاں ہم کام کرتے ہیں صحت، حفاظت اور ماحولیاتی طریقوں میں انتہائی معیارات کو برقرار رکھنے کے لئے پرعزم ہیں۔

صنعتی تنوع:

کمپنی اپنے مقام کے باوجود ایک جامع کام کی جگہ کو فروغ دینے کے لئے پرعزم ہے۔ ابھی تک خواتین کل افرادی قوت کا 1% ہیں۔ جب کہ بورڈ میں خواتین کی نمائندگی 42% ہے۔

ہم ایک کام کی جگہ بنانے کے لئے پرعزم ہیں جو تنوع کو اپنانے، مساوات کو فروغ دے اور شمولیت کو فروغ دے، ہمیں یقین ہے کہ تنوع، مساوات، اور شمولیت ہمارے اخلاقی قیادت اور پائیدار کاروباری کامیابی کے لئے بنیادی حیثیت رکھتی ہے، ہم ایک ایسا ماحول بنانے کے لئے سرگرمی سے کام کر رہے ہیں جہاں ہر کوئی قابل قدر اور احترام محسوس کرے۔

ذیل میں صنعتی تنوع کا فرق کمپنی کے کل وقتی ملازمین پر مبنی ہے۔

- (i) اوسط صنعتی تنوع میں فرق: -5.6%
- (ii) درمیانی صنعتی تنوع کا فرق: -141%
- (iii) کوئی دوسرا ڈیٹا/تفصیلات: تنوع میں منفی فرق، بلیو کالر سٹاف کی زیادہ تعداد کی وجہ سے ہے جو کہ تمام مرد ہیں۔

مادی تبدیلیاں:

رپورٹ کی تاریخ میں 30 جون 2025 سے اب تک کوئی مادی تبدیلی نہیں آئی ہے اور کمپنی نے اس مدت کے دوران کوئی معاہدہ نہیں کیا ہے، جس سے کمپنی کی مالی پوزیشن پر منفی اثر پڑے گا۔

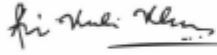
اعتراف:

بورڈ تمام سٹیک ہولڈرز، بشمول ہمارے ڈائریکٹرز، شیئرز ہولڈرز، صارفین اور ملازمین کا کمپنی کی مسلسل حمایت کے لئے شکریہ ادا کرتا ہے۔ ہم کمپنی کی سینئر انتظامیہ اور عملے کی محنت اور لگن کو بھی تسلیم کرنا چاہیں گے۔ ہم مستقبل میں بھی ان کی جاری وابستگی اور تعاون کے منتظر ہیں۔

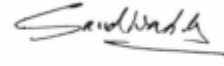
آف ڈائریکٹرز کمپنی کے بینکاروں کی قدر کرتا ہے جو کہ مسلسل کمپنی کی مالی مشکلات میں بروقت مدد کرتے ہیں۔ اسکے علاوہ کمپنی کی انتظامیہ اور کارکنوں کی محنت کو بے مثال مشکل حالات میں بہتر نتائج حاصل کرنے پر شاباش دیتا ہے۔ اور امید کرتا ہے کہ مستقبل میں اسی لگن اور محنت سے کام کرتے رہیں گے۔

کمپنی کے بورڈ آف ڈائریکٹرز کی جانب سے

تاریخ: 23 ستمبر 2025



لیفٹیننٹ جنرل (ریٹائرڈ) علی قلی خان خٹک
چیف ایگزیکٹو آفیسر

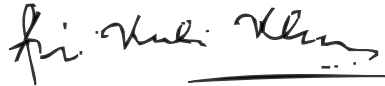


میجر جنرل (ریٹائرڈ) سعید احمد واہلہ
ڈائریکٹر

**GENDER PAY GAP STATEMENT UNDER
SECP'S CIRCULAR 10 OF 2024**

This statement is made to comply with Gender Pay Gap statement on the format as suggested under Circular 10 of 2024 ref No. SECP/CS/MC/17 of the Securities and Exchange Commission of Pakistan (SECP). Following is gender pay gap calculated for the year ended June 30, 2025.

- i. Mean Gender Pay Gap = -5.6 %
- ii. Median Gender Pay Gap = -141 %
- iii. Any other data/details as = The negative pay gap is due to the higher number of blue collar staff which is all male as females generally do not engage in field roles and blue collar roles. The Company is committed to fostering an inclusive and gender diverse workplace despite its location.



Lt. Gen. (Retd.) Ali Kuli Khan Khattak

Chief Executive Officer

**KEY OPERATING AND FINANCIAL DATA
SIX YEARS SUMMARY**

PARTICULARS		Restated					
		2025	2024	2023	2022	2021	2020
Spindles installed	Nos.	64,704	98,224	101,320	101,320	100,200	64,704
Rotors installed	Nos.	600	600	600	600	600	600
PRODUCTION	Lbs. in million	2.458	12.927	14.340	17.636	14.406	11.037
Sales - Net	Rs. in million	1,523.661	5,884.712	6,016.527	7,155.722	5,610.298	2,754.564
Gross (loss) / profit	---- " ----	(485.835)	(24.571)	346.898	598.779	775.052	259.259
(Loss) / profit from operations	---- " ----	(512.974)	(190.092)	241.847	402.765	594.674	163.708
(Loss) / profit before Taxation	---- " ----	(766.573)	(536.751)	(102.686)	189.742	434.368	(60.203)
Provision for Taxation	---- " ----	(11.769)	(69.167)	(22.410)	19.906	161.264	41.307
(Loss) / profit after Taxation	---- " ----	(754.804)	(467.584)	(80.276)	169.836	273.104	(101.510)
(Loss) / Earning per share	Rupees	(109.14)	(67.61)	(11.61)	30.85	57.08	(21.22)
Breakup Value per share	---- " ----	763.64	872.79	949.72	957.47	733.60	680.92
<hr/>							
Total Assets	Rs. in million	7,390.160	8,873.741	9,636.386	10,039.725	5,275.592	5,052.315
Current Liabilities	---- " ----	(1,423.659)	(2,355.814)	(2,295.847)	(2,425.686)	(1,385.856)	(1,497.225)
	---- " ----	5,966.501	6,517.927	7,340.539	7,614.039	3,889.736	3,555.090
<hr/>							
REPRESENTED BY:							
Share Capital	Rs. in million	69.158	69.158	69.158	69.158	47.848	47.848
Reserves and Un-appropriated Profit	---- " ----	5,212.061	5,966.876	6,498.971	6,552.511	3,462.267	3,210.234
Equity	---- " ----	5,281.219	6,036.034	6,568.129	6,621.669	3,510.115	3,258.082
Lease liabilities	---- " ----	0.000	0.000	2.034	0.000	1.084	3.541
Long term finances	---- " ----	353.427	0.624	138.691	263.616	3.567	0.000
Deferred Liabilities	---- " ----	331.855	481.269	631.685	728.754	374.970	293.467
	---- " ----	5,966.501	6,517.927	7,340.539	7,614.039	3,889.736	3,555.090
<hr/>							

FORM 20

THE COMPANIES ACT, 2017
(Section 227(2)(f) and Regulation 30)

PATTERN OF SHAREHOLDING

1.1 Name of the Company **JANANA DE MALUCHO TEXTILE MILLS LIMITED**


2.1 Pattern of holding of the shares held by the shareholders as at **3 0 0 6 2 0 2 5**

2.2 No of shareholders	<u>Shareholdings</u>	<u>Total shares held</u>
1696	shareholding from 1 to 100 shares	46,538
658	shareholding from 101 to 500 shares	156,192
166	shareholding from 501 to 1000 shares	123,679
164	shareholding from 1001 to 5000	367,647
28	shareholding from 5001 to 10000	209,729
16	shareholding from 10001 to 15000	198,302
5	shareholding from 15001 to 20000	83,980
4	shareholding from 20001 to 25000	91,344
3	shareholding from 30001 to 35000	96,750
1	shareholding from 35001 to 40000	38,500
3	shareholding from 40001 to 45000	128,895
2	shareholding from 50001 to 55000	108,300
1	shareholding from 55001 to 60000	56,024
1	shareholding from 60001 to 65000	61,501

1	shareholding from 850001 to 90000	89,691
2	shareholding from 100001 to 105000	203,969
1	shareholding from 130001 to 135000	134,062
1	shareholding from 145001 to 150000	150,000
1	shareholding from 160001 to 165000	160,754
1	shareholding from 295001 to 300000	300,000
1	shareholding from 340001 to 345000	341,000
1	shareholding from 475001 to 480000	478,444
1	shareholding from 840001 to 845000	843,245
1	shareholding from 885001 to 890000	888,046
1	shareholding from 1555001 to 1560000	1,559,230
2760	Total	6,915,822

2.3 Categories of shareholders	share held	Percentage
2.3.1 Directors, Chief Executive Officer, and their spouse and minor children.	71,038	1.03
2.3.2 Associated Companies, undertakings and related parties.	3,731,008	53.95
2.3.3 Treasury Shares	341,000	4.93
2.3.4 NIT & ICP	57,541	0.83
2.3.5 Banks Development Financial Institutions, Non Banking Financial Institutions.	494,214	7.15

2.3.6 Insurance Companies	328	0.00
2.3.7 Modarabas and Mutual Funds	799	0.01
2.3.8 Share holders holding 10% Bibojee Services (Pvt.) Ltd	2,031,291	29.37
Bannu Woollen Mills Ltd	1,659,643	24.00
2.3.9 General Public		
a. Local	2,045,981	29.58
b. Foreign	NIL	NIL
2.3.10 Others (to be specified)		
Other Companies	28,876	0.42
Secretary to Govt. of KPK	143,806	2.08
Deputy Administrator (Abandoned Properties)	1201	0.02
Sheriar F. Irani Investment Trust Ltd.	30	0.00

6. Signature of Secretary															
7. Name of Signatory	Jahanara Sajjad Ahmad, FCA														
8. Designation	Company Secretary														
9. NIC Number	1	7	3	0	1	-	1	3	6	3	1	3	0	-	6
10. Date	Day		Month		Year										
	3	0	0	6	2	0	2	5							

DETAILS OF PATTERN OF SHAREHOLDING AS PER
REQUIREMENTS OF CODE OF CORPORATE GOVERNANCE

CATEGORIES OF SHAREHOLDERS	SHARES HELD
1. ASSOCIATED COMPANIES, UNDERTAKINGS & RELATED PARTIES:	
M/S.BIBOJEE SERVICES (PVT) LTD.	2,031,291
M/S BANNU WOOLLEN MILLS LTD.	1,659,643
M/S WAQF-E-KULI KHAN	40,074
2. TREASURY SHARES:	341,000
3. NIT & I.C.P:	
M/S. INVESTMENT CORPORATION OF PAKISTAN	1,517
CDC-TRUSTEE NATIONAL INVESTMENT (UNIT) TRUST	56,024
4. DIRECTORS, CEO & THEIR SPOUSE AND MINOR CHILDREN:	
MR. AHMAD KULI KHAN KHATTAK Chairman	21,934
LT.GEN. (RETD) ALI KULI KHAN KHATTAK Chief Executive	24,819
MRS.SHAHNAZ SAJJAD AHMED Director	10,968
DR. SHAHEEN KULI KHAN KHATTAK Director	10,968
MRS. ZENAB ADNAN AURANGZEB Director	2,246
MAJ. GEN. (RETD) SAEED AHMED WAHLA Director	3
COL. (RETD) SYED YUNUS ALI RAZA Director	100
5. EXECUTIVES	306
6. OTHER COMPANIES	28,876
7. BANKS, DEVELOPMENT FINANCE INSTITUTIONS, NON-BANKING FINANCE, INSTITUTIONS, INSURANCE COMPANIES, MODARBAS & MUTUAL FUNDS	495,341
8. SHAREHOLDERS HOLDING 10% OR MORE:	
M/S.BIBOJEE SERVICES (PVT) LTD.	2,031,291
M/S BANNU WOOLLEN MILLS LTD.	1,659,643
9. GENERAL PUBLIC & OTHERS	2,190,712

Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019

Name of Company JANANA DE MALUCHO TEXTILE MILLS LIMITED (THE COMPANY)

Year Ended 30TH JUNE 2025

The Company has complied with the requirements of the Statements of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations), in the following manner:

1. Total number of directors is Seven as per following:

- | | |
|------------|---|
| a. Male: | 4 |
| b. Female: | 3 |

2. The composition of the Board of Directors (the Board) is as follows:

CATEGORY	NAMES
Independent Directors*	Maj. Gen. (Retd) Saeed Ahmed Wahla Col. (Retd) Syed Yunus Ali Raza
Non-executive Directors	Mr. Ahmad Kuli Khan Khattak Mrs. Shahnaz Sajjad Ahmad Dr. Shahin Kuli Khan Khattak Mrs. Zenab Adnan Aurangzeb
Executive Director	Lt. Gen. (Retd) Ali Kuli Khan Khattak
Female Directors	Mrs. Shahnaz Sajjad Ahmad Dr. Shahin Kuli Khan Khattak Mrs. Zenab Adnan Aurangzeb

*** Fractional requirement for Independent Directors has not been rounded up as one and presently the Company has two Independent Directors. The Board feels that two Independent Directors are adequate to maintain independence at the present Board level and both Independent Directors have the requisite skill and knowledge to discharge their duties effectively, therefore, the appointment of a third Independent Director is not warranted.**

3. None of the Board members hold directorship of more than seven listed companies, including this Company.

4. The Company has prepared a Code of Conduct and has ensured that appropriate steps have been taken to disseminate it throughout the Company along with its supporting policies and procedures.

5. The Board has developed a vision/mission statement, overall corporate strategy and significant policies of the Company. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained by the company.
6. All the powers of the Board have been duly exercised and decisions on relevant matters taken by the Board/or members of the company as provided under the relevant provisions of the Companies Act, 2017 (the Act) and (the Regulations).
7. The meetings of the Board were presided over by the Chairman and, in his absence, by a director elected by the Board for this purpose. The Board has complied with the requirements of the Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board.
8. The Board have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and (the Regulations).
9. Four of our Directors have already acquired the requisite certification under Directors' Training Program (the Program), whereas, remaining three Directors have not undertaken the requisite training program mainly due to their busy schedules. However, these Directors will be joining the program whenever these are announced by the approved institutions at Lahore and Islamabad.
10. The Board has approved the appointment of Chief Financial Officer (CFO), Company Secretary and the Head of Internal Audit, including their remuneration and terms and conditions of employment and also complied with the requirements of the relevant Regulations. The Board has Appointed a Head of Internal Audit, Who meets the requisite qualifications and experience as prescribed under the Regulations, at its meeting held on September 23, 2025.
11. CFO and Chief Executive Officer (CEO) have duly endorsed the financial Statements before approval of the Board.
12. The Board has formed the following Committees comprising the members mentioned below:

Audit Committee

- | | | |
|----|------------------------------------|----------|
| a) | Maj. Gen. (Retd) Saeed Ahmed Wahla | Chairman |
| b) | Mr. Ahmad Kuli Khan Khattak | Member |
| c) | Col. (Retd) Syed Yunus Ali Raza | Member |

Human Resource and Remuneration Committee

a) Col. (Retd) Syed Yunus Ali Raza	Chairman
b) Lt. Gen. (Retd) Ali Kuli Khan Khattak	CEO/Member
c) Mr. Ahmad Kuli Khan Khattak	Member
d) Mrs. Shahnaz Sajjad Ahmad	Member

13. The terms of reference of the aforesaid Committees have been determined, documented and passed on to the Committees for ensuring compliance.

14. The frequency of meetings of the Committees was as per following:

a) Audit Committee	Quarterly
b) HR and Remuneration Committee	Yearly

15. The Board has set up an effective internal audit department, its officers possess requisite qualification and experience for the responsibilities and are conversant with the policies and procedures of the Company.

16. The statutory auditors of the Company have confirmed that they have been given a satisfactory rating under the quality control review program of the Institute of Chartered Accountants of Pakistan (ICAP) and are registered with the Audit Oversight Board of Pakistan, that none of the partners of the firm, their spouses and minor children hold shares of the Company and that the Audit Firm and all its partners are in compliance with the International Federation of Accountants (IFAC) guidelines on code of ethics, as adopted by the ICAP.


17. The statutory auditors or the persons associated with them have not been appointed to provide other services in addition to audit except in accordance with the Act and the Regulations or any other regulatory requirement and the auditors have confirmed that they have observed the IFAC's guidelines in this regard.

18. We confirm that all other requirements of the Regulations Nos.3,6,7,8,27,32,33 and 36 of the Regulations have been complied with.

On behalf of the Board of Directors



Maj. Gen. (Retd) Saeed Ahmed Wahla
Director



Lt. Gen. (Retd.) Ali Kuli Khan Khattak
Chief Executive Officer

**INDEPENDENT AUDITORS' REVIEW REPORT TO THE MEMBERS OF
JANANA DE MALUCHO TEXTILE MILLS LIMITED**

**Review Report on the Statement of Compliance Contained in
the Listed Companies (Code of Corporate Governance) Regulations, 2019**

We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) prepared by the Board of Directors of **JANANA DE MALUCHO TEXTILE MILLS LIMITED** (the Company) for the year ended June 30, 2025 in accordance with the requirements of regulation 36 of the Regulations.

The responsibility for compliance with the Regulations is that of the Board of Directors of the Company. Our responsibility is to review whether the Statement of Compliance reflects the status of the Company's compliance with the provisions of the Regulations and report if it does not and to highlight any non-compliance with the requirements of the Regulations. A review is limited primarily to inquiries of the Company's personnel and review of various documents prepared by the Company to comply with the Regulations.

As a part of our audit of the financial statements we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We are not required to consider whether the Board of Directors' statement on internal control covers all risks and controls or to form an opinion on the effectiveness of such internal controls, the Company's corporate governance procedures and risks.

The Regulations require the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval, its related party transactions. We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee.

Following instance of Non-compliances with the requirements of the Code was observed which is not stated in the Statement of Compliance.

- i) The position of Head of Internal Audit remained vacant since August, 2024.

Based on our review, except for the above instance of non-compliance, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended June 30, 2025.

Further, we highlight below an instance of non compliances with the requirements of the Code as reflected in the Paragraph reference where these are stated in the Statement of Compliance:

- i) Four of the Directors have acquired the requisite certification under Directors' Training Program as reflected in Paragraph 9 of the statement of Compliance as on June 30, 2025 whereas the Code encouraged all the directors to acquire the said certification.

Shinewing Hameed Chaudhri & co.

LAHORE: SEPTEMBER 25, 2025
UDIN: CR202510104h5MEdxSCo

SHINEWING HAMEED CHAUDHRI & CO.,
CHARTERED ACCOUNTANTS
Audit Engagement Partner: Osman Hameed Chaudhri

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF JANANA DE MALUCHO TEXTILE MILLS LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the annexed financial statements of **JANANA DE MALUCHO TEXTILE MILLS LIMITED** (the Company), which comprise the statement of financial position as at June 30, 2025, and the statement of profit or loss and other comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information, and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit.

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes forming part thereof conform with the accounting and reporting standards as applicable in Pakistan and give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at June 30, 2025 and of the loss and other comprehensive loss, the changes in equity and its cash flows for the year then ended.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. 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.

Following are the key audit matters:

S. No.	Key audit matters	How the matter was addressed in our audit
1.	<p>Inventory existence and valuation</p> <p>The value of stock-in-trade at the reporting date aggregated Rs.125 million. Stock-in-trade at the reporting date mainly included raw materials and finished goods (note 10).</p> <p>The valuation of finished goods at cost has different components, which includes judgment and assumptions in relation to the allocation of labour and other various overheads incurred in bringing the inventories to their present location and conditions. Judgment has also been exercised by the management in determining the net realisable value of finished goods.</p> <p>We identified this as key audit matter in our audit due to the judgment and assumptions applied by the Company in determining the cost and net realisable value of stock-in-trade at the reporting date.</p>	<p>We assessed the appropriateness of management assumptions applied in calculating the value of stock-in-trade and validated the valuation by taking following steps:</p> <ul style="list-style-type: none"> - assessed whether the Company's accounting policy for inventory valuation is in line with the applicable financial reporting standards; - attended inventory count at the year-end and reconciled physical inventory with inventory lists provided to ensure completeness of data; - assessed historical cost recorded in inventory valuation by checking purchase invoices on sample basis; - tested reasonability of assumptions applied by the management in allocation of labour and other various overhead costs to inventories; - assessed the management's determination of net realisable value of inventories by performing tests on sale prices secured by the Company for similar items; and - performed net realisable value test to assess whether cost of inventories exceeded its net realisable value by detailed review of subsequent sale invoices.
2.	<p>Contingencies</p> <p>As disclosed in notes 28 and 30 to the accompanying financial statements, the Company has contingent liabilities in respect of various matters, which are pending adjudication before respective authorities and courts of law. This requires the management to make assessments and judgments with respect to likelihood and impact of such litigations on the financial statements of the Company.</p> <p>The management has engaged independent legal counsels on these matters.</p>	<p>In response to this matter, we performed following audit procedures:</p> <ul style="list-style-type: none"> - discussed legal cases with the internal legal department of the Company to understand the management's view point, obtained and reviewed the litigation documents to assess the facts and circumstances; - obtained opinions from legal counsels dealing with such cases in the form of confirmations;

S. No.	Key audit matters	How the matter was addressed in our audit
3.	<p>The assessment of provisioning against such litigations is a complex exercise and requires significant judgments to determine the level of certainty on these matters.</p> <p>The details of contingencies along with management's assessments are disclosed in said note to these financial statements.</p> <p>3. Valuation of Investments</p> <p>Refer notes 7 to the financial statements.</p> <p>The Company's investments in an Associated Company having carrying value of Rs.89.848 million as at the reporting date. Investments in Associated Company are measured under equity method of accounting and at the reporting date the recoverable amount is estimated by an independent Valuer to determine the extent of impairment loss; carrying amount of investments is adjusted accordingly.</p> <p>The estimation of the recoverable amount involves significant judgment, including assumptions around the current and future market conditions, forecast cash flows and discount rates, etc.</p> <p>In view of significant judgment involved in the estimation of value in use, we consider this as a key audit matter.</p>	<ul style="list-style-type: none"> - evaluated the possible outcome of these legal cases in line with the requirements of IAS 37 (Provisions, contingent liabilities and contingent assets); and - disclosures of legal exposures and provisions were assessed for completeness and accuracy. <p>Our procedures in relation to assessment of carrying values of investments in Associated Company included the following:</p> <ul style="list-style-type: none"> - assessed the appropriateness of management's accounting for investments in Associated Company. - understood and evaluated the process by which the cash flow forecasts were prepared by the Valuer, including confirming the mathematical accuracy of the underlying calculations; - evaluated the Valuer's competence, capability and objectivity and assessed the appropriateness of methodology adopted by the Valuer engaged by the management; - performed independently, a sensitivity analysis in consideration of the potential impact of reasonably possible upside or downside changes in key assumptions; and - assessed the adequacy of the disclosures made by the Company with regard to applicable accounting and reporting standards.

Information Other than the Financial Statements and Auditors' Report Thereon

Management is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditors' report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the accounting and reporting standards as applicable in Pakistan and the requirements of Companies Act, 2017 (XIX of 2017) 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.

Board of directors is responsible for overseeing the Company's financial reporting process.

Auditors' 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 auditors' 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 as applicable in Pakistan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

We communicate with the board of directors 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 the board of directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' 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

Based on our audit, we further report that in our opinion:

- a) proper books of account have been kept by the Company as required by the Companies Act, 2017 (XIX of 2017);
- b) the statement of financial position, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes thereon have been drawn up in conformity with the Companies Act, 2017 (XIX of 2017) and are in agreement with the books of account and returns;
- c) investments made, expenditure incurred and guarantees extended during the year were for the purpose of the Company's business; and
- d) no zakat was deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980).

The engagement partner on the audit resulting in this independent auditors' report is Osman Hameed Chaudhri.

Shinewing Hameed Chaudhri & Co.

LAHORE; SEPTEMBER 25, 2025
UDIN: AR202510104BAp0iFZmn

SHINEWING HAMEED CHAUDHRI & CO.,
CHARTERED ACCOUNTANTS

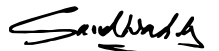
STATEMENT OF FINANCIAL POSITION AS AT JUNE 30, 2025

		2025	2024
	Note	--- Rupees in '000 ---	
ASSETS			
Non-current assets			
Property, plant and equipment	5	6,859,580	7,185,322
Intangible assets	6	520	780
Investments in Associated Company	7	89,848	81,492
Loans to employees	8	-	900
Security deposits		14,598	14,598
		<u>6,964,546</u>	<u>7,283,092</u>
Current assets			
Stores, spares and loose tools	9	66,731	75,085
Stock-in-trade	10	125,167	1,293,722
Trade debts	11	83,535	4,574
Advances to employees		513	1,224
Advance payments	12	2,432	10,942
Trade deposits and prepayments	13	4,731	3,720
Due from Associated Companies	14	5,368	60
Other receivables	15	579	1,923
Income tax refundable, advance tax and tax deducted at source		128,641	187,027
Cash and bank balances	16	7,917	12,372
		<u>425,614</u>	<u>1,590,649</u>
TOTAL ASSETS		<u>7,390,160</u>	<u>8,873,741</u>
EQUITY AND LIABILITIES			
Equity			
Authorised capital	17	<u>1,000,000</u>	<u>1,000,000</u>
Issued, subscribed and paid-up capital	18	69,158	69,158
Treasury shares	18.6	(3,410)	(3,410)
Capital reserves:			
- other capital reserves	19	23,803	23,803
- revaluation surplus on property, plant and equipment	20	5,058,679	5,007,712
Revenue reserves			
- general reserve		371,530	371,530
- unappropriated (loss) / profit		(238,541)	567,241
Shareholders' equity		<u>5,281,219</u>	<u>6,036,034</u>
Liabilities			
Non-current liabilities			
Lease liabilities	21	-	-
Long term finances	22	353,427	624
Staff retirement benefits - gratuity	23	-	118,599
Deferred taxation	24	331,855	362,670
		<u>685,282</u>	<u>481,893</u>
Current liabilities			
Trade and other payables	25	305,547	800,066
Contract liabilities		43,469	69,870
Unclaimed dividends		2,715	2,715
Accrued mark-up		121,362	76,387
Short term finances	26	-	1,171,942
Current portion of non current liabilities	27	930,331	160,084
Levies and income tax	28	19,046	73,559
Preference shares redemption account	29	1,189	1,191
		<u>1,423,659</u>	<u>2,355,814</u>
Total liabilities		<u>2,108,941</u>	<u>2,837,707</u>
Contingencies and commitments	30		
TOTAL EQUITY AND LIABILITIES		<u>7,390,160</u>	<u>8,873,741</u>

The annexed notes 1 to 52 form an integral part of these financial statements.



Lt. Gen. Retd.
Ali Kuli Khan Khattak
Chief Executive



Maj. Gen. (Retd)
Saeed Ahmed Wahla
Director

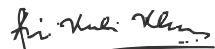


Salman Khan
Chief Financial Officer

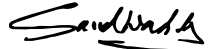
**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2025**

	Note	2025 --- Rupees in '000 ---	2024
Sales	31	1,523,661	5,884,712
Cost of sales	32	2,009,496	5,909,283
Gross loss		(485,835)	(24,571)
Distribution cost	33	26,562	74,816
Administrative expenses	34	60,694	140,884
Other expenses	35	708	42,654
Other income	36	(60,825)	(92,833)
		27,139	165,521
Loss from operations		(512,974)	(190,092)
Finance cost	37	261,966	357,751
		(774,940)	(547,843)
Share of loss from an Associated Company - net	7	(14,974)	(11,482)
Impairment loss on investments in Associated Company	7	23,341	22,574
		8,367	11,092
Loss before revenue tax and income tax		(766,573)	(536,751)
Final tax levy	38.1	19,046	73,559
Loss before income tax		(785,619)	(610,310)
Income taxes	38.2	(30,815)	(142,726)
Loss for the year		(754,804)	(467,584)
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss:			
- gain / (loss) on remeasurement of staff retirement benefit obligation	23	-	1,485
- impact of tax		-	(431)
		-	1,054
- (deficit) / surplus arisen upon revaluation of property, plant and equipment	20.2	-	(90,524)
- deferred taxation	20.2	-	26,252
		-	(64,272)
- share of other comprehensive loss of Associated Companies		(15)	(28)
- impact of tax		4	8
	7	(11)	(20)
		(11)	(63,238)
Total comprehensive loss		(754,815)	(530,822)
		----- Rupees -----	
Loss per share - basis and diluted	39	(109.14)	(67.61)

The annexed notes 1 to 52 form an integral part of these financial statements.



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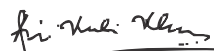


Salman Khan
Chief Financial Officer

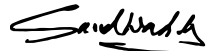
**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2025**

	Reserves										
	Share capital	Treas- ury shares	Capital					Revenue		Unappr- opriated profit / (Accumulate d loss)	Total
			Capital rede- mption	Tax holi- day	Share premi- um	Revaluation surplus on property, plant and equipment	Merger reserve	General			
----- Rupees in '000 -----											
Balance as at June 30, 2023	69,158	(3,410)	6,694	350	11,409	5,110,134	5,350	371,530	996,914	6,568,129	
Total comprehensive loss for the year ended June 30, 2024:											
- loss for the year	-	-	-	-	-	-	-	-	(467,584)	(467,584)	
- other comprehensive (loss) / income	-	-	-	-	-	(64,272)	-	-	1,034	(63,238)	
	-	-	-	-	-	(64,272)	-	-	(466,550)	(530,822)	
Transfer from revaluation surplus on property, plant and equipment (net of deferred taxation)											
- on account of incremental depreciation for the year	-	-	-	-	-	(36,387)	-	-	36,387	-	
- upon sale of revalued assets	-	-	-	-	-	(490)	-	-	490	-	
Share of revaluation surplus on property, plant and equipment of Associated Company	-	-	-	-	-	(1,273)	-	-	-	(1,273)	
Balance as at June 30, 2024	69,158	(3,410)	6,694	350	11,409	5,007,712	5,350	371,530	567,241	6,036,034	
Total comprehensive loss for the year ended June 30, 2025:											
- loss for the year	-	-	-	-	-	-	-	-	(754,804)	(754,804)	
- other comprehensive (loss) / income	-	-	-	-	-	-	-	-	(11)	(11)	
	-	-	-	-	-	-	-	-	(754,815)	(754,815)	
Transfer from revaluation surplus / (deficit) on property, plant and equipment (net of deferred taxation)											
- on account of incremental depreciation for the year	-	-	-	-	-	(35,650)	-	-	35,650	-	
- upon sale of revalued assets	-	-	-	-	-	86,617	-	-	(86,617)	-	
	69,158	(3,410)	6,694	350	11,409	5,058,679	5,350	371,530	(238,541)	5,281,219	

The annexed notes 1 to 52 form an integral part of these financial statements.



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Ali Kuli Khan Khattak
Chief Executive**



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Saeed Ahmed Wahla
Director**

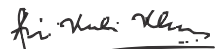


**Salman Khan
Chief Financial Officer**

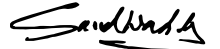
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED JUNE 30, 2025

	Note	2025 --- Rupees in '000 ---	2024
Cash flows from operating activities			
Loss for the year - before taxation and share of loss of Associated Companies		(774,940)	(547,843)
Adjustments for non-cash charges and other items:			
Depreciation on operating fixed assets	5.6	132,308	165,357
Depreciation on right of use assets	5.10	2,332	1,641
Amortisation of intangible assets	6	260	260
Provision for impairment of trade debts	35	708	-
(Gain) / loss on sale of operating fixed assets	5.70	(46,874)	38,618
Staff retirement benefits - gratuity (net)		(118,599)	19,617
Unclaimed payable balances of cotton and store suppliers of prior years - written back	36	(4,588)	(81,194)
Receivable balances of cotton and store suppliers - written off	35	-	3,419
Debtors balances - written off	35	-	617
Finance cost		259,059	349,590
Loss before working capital changes		(550,334)	(49,918)
Effect on cash flows due to working capital changes			
(Increase) / decrease in current assets:			
Stores, spares and loose tools		8,354	15,014
Stock-in-trade		1,168,555	171,658
Trade debts		(79,670)	57,213
Loans and advances to employees		1,611	700
Advance payments		8,510	5,637
Trade deposits and prepayments		(1,011)	73,551
Other receivables		1,344	(1,301)
Due from an Associated Company		(5,308)	(60.00)
Increase / (decrease) in trade and other payables and contract liabilities		(516,333)	451,775
		586,052	774,187
Cash generated from operations		35,718	724,269
Taxes paid		(15,173)	(64,862)
Net cash generated from operating activities		20,545	659,407
Cash flows from investing activities			
Fixed capital expenditure - net		101	(8,444)
Proceeds from sale of operating fixed assets	5.7	237,875	119,679
Security deposits		-	(252)
Net cash generated from investing activities		237,976	110,983
Cash flows from financing activities			
Lease liabilities		229	(1,451)
Long term finances - net		1,122,821	(138,289)
Short term finances - net		(1,171,942)	(384,697)
Finance cost paid		(214,084)	(274,220)
Net cash used in from financing activities		(262,976)	(798,657)
Net decrease in cash and cash equivalents		(4,455)	(28,267)
Cash and cash equivalents - at beginning of the year		12,372	40,639
Cash and cash equivalents - at end of the year		7,917	12,372

The annexed notes 1 to 52 form an integral part of these financial statements.



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Ali Kuli Khan Khattak
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Saeed Ahmed Wahla
Director



Salman Khan
Chief Financial Officer

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2025

1. LEGAL STATUS AND OPERATIONS

1.1 Janana De Malucho Textile Mills Ltd. (JDM / the Company) was incorporated in Pakistan as a Public Company in the year 1960 under the Companies Act, 1913 (now the Companies Act, 2017) and its shares are quoted on Pakistan Stock Exchange Ltd. The Company is principally engaged in manufacture and sale of yarn. The Company's mills and its registered office are located at Habibabad, Kohat.

1.2 Due to unfavourable economic conditions in the country, increase in power cost, non availability of good quality of cotton at affordable price, decrease in sale and accumulation of stocks due to slow down of yarn market the management decided to temporarily shut down the operations of the Company effective October 31, 2024. The management will continue to monitor the situation in future and is committed to resume the operations / production activities as soon as the situations improves.

2. BASIS OF PREPARATION

2.1 Statement of compliance

These financial statements have been prepared in accordance with the accounting and reporting standards as applicable in Pakistan. The accounting and reporting standards applicable in Pakistan comprise of:

- International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017 (the Act) ; and
- Provisions of and directives issued under the Act.

Where provisions of and directives issued under the Act differ from the IFRSs, the provisions of and directives issued under the Act have been followed.

2.2 Accounting convention

These financial statements have been prepared under the historical cost convention, except where otherwise specifically stated.

2.3 Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates. These financial statements are presented in Pak Rupees, which is the Company's functional currency. All financial information has been rounded off to the nearest thousand of Rupees unless otherwise stated.

2.4 Critical accounting estimates, assumptions and judgments

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to estimates are recognised prospectively.

The areas where various assumptions and estimates are significant to the Company's financial statements or where judgment was exercised in application of accounting policies are as follows:

- Useful lives, residual values and depreciation method of property, plant and equipment. - notes 4.1 and 5.1.
- Useful lives, residual values and amortisation method of intangible assets - notes 4.2 and 6.2
- Provision for impairment of inventories - notes 4.4, 4.5, 9 and 10.
- Allowance for expected credit loss - note 4.7.
- Impairment loss of non-financial assets other than inventories - note 4.9.
- Staff retirement benefits - gratuity - notes 4.11 and 23.
- Estimation of provisions - note 4.13.
- Estimation of contingent liabilities - notes 4.14 and 30.
- Current income tax expense, provision for current tax and recognition of deferred tax asset (for carried forward tax losses) - notes 4.15, 24 and 28.

The revisions to accounting estimates, if any, are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES RESULTING FROM NEW / AMENDMENTS IN STANDARDS AND INTERPRETATION DURING THE YEAR

3.1 Standards, amendments to approved accounting standards and interpretations that are effective and have been adopted by the Company

The accounting policies adopted in the preparation of these financial statements are consistent with those of the previous financial year, except for following amendments to accounting standards which are effective for annual periods beginning on or after July 01, 2024 (unless otherwise stated). The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective:

a) IAS 7 Statement of Cashflows and IFRS 7 Financial Instruments; Effective: January 01, 2024

Amendments in IAS 7 Statement of Cashflows and IFRS 7 Financial Instruments; Disclosures; Supplier Finance Arrangements, disclosure requirements to enhance the transparency of supplier finance arrangements and their effects on a company's liabilities, cash flows and exposure to liquidity risk.

The amendments are supplement requirements already in IFRS Accounting Standards and require a company to disclose:

- the terms and conditions;
- the amount of the liabilities that are part of the arrangements, breaking out the amounts for which the suppliers have already received payment from the finance providers, and stating where the liabilities sit on the balance sheet;
- ranges of payment due dates; and
- liquidity risk information.

b) IFRS 16 Leases Effective: January 01, 2024

Leases - Lease Liability in a Sale and Leaseback - Amendments requires a seller

lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognise any amount of the gain or loss that relates to the right of use it retains. The new requirements do not prevent a seller-lessee from recognising in profit or loss any gain or loss relating to the partial or full termination of a lease. A seller-lessee applies the amendments retrospectively in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to sale and leaseback transactions entered into after the date of initial application.

c) IAS 1 Presentation of Financial **Effective: January 01, 2024**

Presentation of Financial Statements to clarify how to classify debt and other liabilities as current or non-current. In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement;
- That a right to defer must exist at the end of the reporting period;
- That classification is unaffected by the likelihood that an entity will exercise its deferral right;
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification; and
- Only covenants with which an entity is required to comply on or before the reporting date affect the classification of a liability as current or non-current. In addition, an entity has to disclose information in the notes that enables users of financial statements to understand the risk that non-current liabilities with covenants could become repayable within twelve months.

There are number of other standards, amendments and interpretations to the approved accounting standards that are effective but are not relevant to the Company and therefore, have not been presented here.

3.2 Standards, amendments to approved accounting standards and interpretations that are not effective and have not been adopted by the Company

The following amendments with respect to the approved accounting standards, as applicable in Pakistan, would be effective from the dates mentioned below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

a) Amendments to IFRS 9 and IFRS 7 - Classification and measurement of **Effective: January 01, 2026**

The amendments clarify the timing for recognizing and derecognizing certain financial assets and liabilities, introduce an exception for some financial liabilities settled via electronic cash transfers, provide additional guidance for assessing if a financial asset meets the Solely Payment of Principal and Interest ('SPPI') criterion, require new disclosures for instruments with cash flow changes linked to Environmental, Social and Governance ('ESG') targets, and update disclosures for equity instruments designated at FVOCI.

b) IFRS 18 Presentation and Disclosure in Financial Statements **Effective: January 01, 2027**

The new standard on presentation and disclosure in financial statements, IFRS 18, focuses on updates to the statement of profit or loss. It introduces key concepts such as the structure of the statement of profit or loss, required disclosures for certain profit or loss performance measures reported outside the financial statements (management-defined performance measures), and enhanced principles on aggregation and disaggregation applicable to the primary financial statements and notes.

c) IFRS S1 General Requirement for Disclosure of Sustainability-Related IFRS S2 Climate Related **Effective: July 01, 2025**

These standards include the core framework for the disclosure of material information about sustainability-related risk, opportunities across an entities' value chain and set out the requirements for entities to disclose information about climate related risks and opportunities.

IFRS S1 requires entities to disclose information about its sustainability related risks and opportunities that is useful to primary user of general purpose financial reporting in making decisions relating to providing resources to the entity. The standard provide guidance on identifying sustainability related risks and opportunities, and the relevant disclosures to be made in respect of those sustainability related risks and opportunities.

IFRS S2 is a thematic standard that builds on the requirements of IFRS S1 and is focused on climate related disclosures. IFRS S2 requires an entity to identify and disclose climate related risks and opportunities that could affect the entities prospects over the short, medium and long term. In addition, IFRS S2 requires and entities to consider other industries based metrics and seven cross-industry metrics when disclosing qualitative and quantitative components on how the entity uses metrics and targets to measure, monitor and manage identified material climate related risks and opportunities. The cross-industry metrics include disclosure on green house gas ('GHG') emissions, transition risks, physical risks, climate related opportunities, capital development, internal carbon prices and remuneration.

The management anticipate that adoption of the above standards, amendments and interpretations in the future period will not have any material effect on the financial statement of the Company other than the presentations and disclosures.

4. MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policies adopted in the preparation of these financial statements are set out below. They are same as those applied in the preparation of the financial statements of the Company for the year ended June 30, 2024.

4.1 Property, plant and equipment and depreciation

**(a) Owned assets
Measurement**

Items of property, plant and equipment other than freehold land, buildings on freehold land, plant & machinery, generators and capital work-in-progress are measured at cost less accumulated depreciation and impairment loss, if any.

Freehold land is stated at revalued amount whereas buildings on freehold land,

plant & machinery and generators are stated at revalued amounts less accumulated depreciation and any identified impairment loss. Cost of some items of plant & machinery consists of historical cost and exchange fluctuation effects on foreign currency loans capitalised during prior years. Borrowing costs are also capitalised for the period upto the date of commencement of commercial production of the respective plant & machinery, acquired out of the proceeds of such borrowings.

Capital work-in-progress is stated at cost less impairment loss, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

Revaluation

Increases in the carrying amounts arising on revaluation of property, plant and equipment are recognised, net of tax, in other comprehensive income and accumulated in reserves in shareholders' equity. To the extent that the increase reverses a decrease previously recognised in statement of profit or loss, the increase is first recognised in profit or loss. Decreases that reverse previous increases of the same asset are first recognised in other comprehensive income to the extent of the remaining surplus attributable to the asset; all other decreases are charged to profit or loss.

Each year, the difference between depreciation based on the revalued carrying amount of the asset charged to profit or loss and depreciation based on the asset's original cost, net of tax, is reclassified from the revaluation surplus on property, plant and equipment to retained earnings.

Depreciation

Depreciation is charged so as to write-off the cost or revalued amount of assets (other than freehold land and capital work-in-progress) over their remaining useful lives, using the reducing balance method at rates specified in note 5.1 to the financial statements.

Depreciation on additions to property, plant and equipment is charged from the date the asset acquired or capitalised has become available for use. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale and the date that the asset is derecognised.

Disposal

Gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in other income in the statement of profit or loss. In case of the sale or retirement of a revalued property, plant and equipment, the attributable revaluation surplus remaining in the revaluation surplus on property, plant and equipment is transferred directly to unappropriated profit.

Judgment and estimates

The useful lives, residual values and depreciation method are reviewed on a

regular basis. The effect of any change in estimates is accounted for on a prospective basis.

b) Right of use assets and related liabilities

At the inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The extension and termination options are incorporated in determination of lease term only when the Company is reasonably certain to exercise these options.

Leases are recognised as right-of-use assets and corresponding liabilities at the date at which the leased assets are available for use by the Company.

The lease liabilities are initially measured at the present value of the remaining lease payments at the commencement date, discounted using the interest rate implicit in the lease, or if that rate cannot be readily determined, the Company's incremental borrowing rate. The Company uses its incremental borrowing rate as the discount rate. During the current financial year, liabilities have been discounted using the Company's incremental borrowing rates ranging from 20.33% to 23.85% (2024: 23.85% to 24.25%). Lease payment includes fixed payments with annual increments. The lease liabilities are subsequently measured at amortised cost using the effective interest rate.

Right-of-use assets are initially measured based on the initial amount of the lease liabilities adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred. The right-of-use assets are depreciated on a straight line method over the lease term as this method most closely reflects the expected pattern of consumption of future economic benefits. The carrying amount of the right-of-use asset is reduced by impairment losses, if any.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

4.2 Intangible assets and amortisation thereon

Expenditure incurred to acquire computer software are capitalised as intangible assets and stated at cost less accumulated amortisation. Amortisation is taken to statement of profit or loss applying straight-line method to amortise the cost of intangible assets over their estimated useful life. Rate of amortisation is stated in note 6.2.

4.3 Investments in Associated Company

Investments in Associated Company are accounted for by using equity basis of accounting, under which the investments in Associated Company are initially recognised at cost and the carrying amounts are increased or decreased to recognise the Company's share of profit or loss of the Associated Company after the date of acquisition. The Company's share of profit or loss of the Associated Company is recognised in the Company's profit or loss. Distributions received

from Associated Company reduce the carrying amount of investments. Adjustments to the carrying amounts are also made for changes in the Company's proportionate interest in the Associated Company arising from changes in the Associated Company's equity that have not been recognised in the Associated Company's profit or loss. The Company's share of those changes is recognised directly in equity of the Company.

The carrying amount of investments is tested for impairment, by comparing its recoverable amount (higher of value in use and fair value less cost to sell) with its carrying amount and loss, if any, is recognised in profit or loss.

4.4 Stores, spares and loose tools

Stores, spares and loose tools are stated at the lower of cost and net realisable value. The cost of inventory is based on moving average cost. Items in transit are stated at cost accumulated upto the statement of financial position date. The Company reviews the carrying amount of stores, spares and loose tools on a regular basis and provision is made for identified obsolete and slow moving items.

4.5 Stock-in-trade

Basis of valuation are as follows:

<u>Particulars</u>	<u>Mode of valuation</u>
--------------------	--------------------------

Raw materials

- at mills - At lower of annual average cost and net realisable value.
- in transit - At cost accumulated to the reporting date.

Work-in-process - At cost.

Finished goods - At lower of cost and net realisable value.

Waste - At net realisable value.

- Cost in relation to work-in-process and finished goods consists of prime cost and appropriate production overheads. Prime cost is allocated on the basis of moving average cost.

- Provision for obsolete and slow moving stock-in-trade is determined based on the management's assessment regarding their future usability.

- Net realisable value signifies the selling price in the ordinary course of business less cost of completion and cost necessary to be incurred to effect such sale.

4.6 Judgments and estimates

Inventory write-down is made based on the current market conditions, historical experience and selling goods of similar nature. It could change significantly as a result of changes in market conditions. A review is made periodically on inventories for excess inventories, obsolescence and declines in net realisable value and an allowance is recorded against the inventory balances for any such declines.

4.7 Trade debts

Trade debts are initially recognised at original invoice amount, which is the fair

value of consideration to be received in future and subsequently measured at cost less allowance for Expected Credit Loss (ECL). Carrying amounts of trade debts and other receivables are assessed at each reporting date and allowance is made for doubtful debts and receivables when collection of the amount is no longer probable. Debts and receivables considered irrecoverable are written-off.

4.8 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at cost. For the purpose of statement of cash flows, cash and cash equivalents consist of cash-in-hand and balances with banks.

4.9 Impairment of non-financial assets other than inventories

The assets that are subject to depreciation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. If there is an indication of possible impairment, the recoverable amount of the asset is estimated and compared with its carrying amount.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. The impairment loss is recognised in the statement of profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

An impairment loss is reversed only to the extent that the asset carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised. The Company recognises the reversal immediately in the statement of profit or loss, unless the asset is carried at a revalued amount in accordance with the revaluation model. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

4.10 Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred and are subsequently measured at amortised cost using the effective interest rate method.

Borrowing costs are recognised as an expense in the period in which these are incurred except to the extent of borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset. Such borrowing costs, if any, are capitalised as part of the cost of that asset.

4.11 Staff retirement benefits

(a) Defined benefit plan

The Company operates an un-funded retirement gratuity scheme for its eligible employees. Provision for gratuity is made annually to cover obligation under the scheme in accordance with the actuarial recommendations. Latest actuarial valuation was conducted on June 30, 2024 on the basis of the projected unit credit method by an independent Actuary.

Actuarial gains and losses are recognised in other comprehensive income in the period in which these occur and past-service costs are recognised immediately in the statement of profit or loss.

(b) Defined contribution plan

The Company, during the financial year ended June 30, 2018, has introduced defined contribution plan through Employees' Provident Fund for its eligible employees. Equal monthly contributions at the rate of 8.33% of their gross salaries are made both by the employees and the Company.

4.12 Trade and other payables

Trade and other payables are initially measured at cost, which is the fair value of the consideration to be paid in future for goods and services, whether or not billed to the Company.

4.13 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the obligation can be made. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

4.14 Contingent liabilities

A contingent liability is disclosed when the Company

- has a possible obligation as a result of past events, whose existence will be confirmed only by the occurrence or non-occurrence, of one or more uncertain future events not wholly within the control of the Company; or
- has a present legal or constructive obligation that arises from past events, but it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability.

4.15 Taxation

Taxation comprises of current tax and deferred tax.

Income tax expense is recognised in the statement of profit or loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity, if any, in which case the tax amounts are recognised directly in other comprehensive income or equity.

The Company designate the amount calculated on taxable income using the notified tax rate as an income tax within the scope of IAS 12 'Income Taxes' and recognise it as current income tax expense. Other taxes based on revenue and final taxes are then recognised as a levy falling under the scope of IFRIC 21/IAS 37.

Current

Current tax is the expected tax payable on the taxable income for the year; calculated using rates enacted or substantively enacted by the end of the reporting period. The calculation of current tax takes into account tax credits and tax rebates, if any, and is inclusive of any adjustment to income tax payable or recoverable in respect of previous years.

Deferred

The Company accounts for deferred taxation using the liability method on

temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax liability is recognised for taxable temporary differences and deferred tax asset is recognised to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, unused tax losses and tax credits can be utilised.

Deferred tax is charged or credited to the profit or loss except for deferred tax arising on surplus on revaluation of property, plant and equipment, which is charged to revaluation surplus.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off current tax assets against current tax liabilities, and they relate to income taxes levied by the same tax authority.

4.16 Dividend and appropriation to reserves

Dividend distribution to the Company's shareholders and appropriation to reserves are recognised in the period in which these are approved.

4.17 Financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Company becomes a party to the contractual provisions of the instrument. All the financial assets are derecognised at the time when the Company loses control of the contractual rights that comprise the financial assets. All financial liabilities are derecognised at the time when they are extinguished that is, when the obligation specified in the contract is discharged, cancelled, or expires. Any gains or losses on de-recognition of the financial assets and financial liabilities are taken to the statement of profit or loss.

a) Financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

- i) amortised cost where the effective interest rate method is applied;
- ii) fair value through profit or loss; and
- iii) fair value through other comprehensive income.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are either recorded in statement of profit or loss or other comprehensive income (OCI).

Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sell the asset. Further, financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in the statement of profit or loss.

Definition of default

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collaterals held by the Company).

Irrespective of the above analysis, in case of trade debts, the Company considers that default has occurred when a debt is more than 10 days past due, unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Impairment of financial assets

The Company assesses on a historical as well as forward-looking basis, the expected credit loss (ECL) as associated with its trade debts. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Following are financial instruments that are subject to the ECL model:

- Trade debts
- Bank balances

Simplified approach for trade debts

The Company recognises life time ECL on trade debts, using the simplified approach. The measurement of ECL reflects:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Recognition of loss allowance

The Company recognises an impairment gain or loss in the statement of profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Write-off

The Company writes-off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. The assessment of no reasonable expectation of

recovery is based on unavailability of debtor's sources of income or assets to generate sufficient future cash flows to repay the amount.

The Company may write-off financial assets that are still subject to enforcement activity. Subsequent recoveries of amounts previously written-off result in impairment gains.

b) Financial Liabilities

Classification, initial recognition and subsequent measurement

Financial liabilities are classified in the following categories:

- i) fair value through profit or loss; and
- ii) other financial liabilities.

The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and, in case of other financial liabilities also include directly attributable transaction costs. The subsequent measurement of financial liabilities depends on their classification, as follows:

i) Fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as being at fair value through profit or loss. The Company has not designated any financial liability upon recognition as being at fair value through profit or loss.

ii) Other financial liabilities

After initial recognition, other financial liabilities, which are interest bearing, are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss for the year, when the liabilities are derecognised as well as through effective interest rate amortisation process.

Derecognition of financial liabilities

The Company derecognises financial liabilities when and only when the Company's obligations are discharged, cancelled or expired.

Offsetting of financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when there is a legally enforceable right to offset the recognised amount and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

4.18 Foreign currency transactions

Foreign currency transactions are recorded in Pak Rupees using the exchange rates prevailing at the date of transactions. Monetary assets and liabilities in foreign currencies are translated in Pak Rupees at the rates of exchange prevailing at the reporting date. Exchange gains and losses are taken to statement of profit or loss.

4.19 Revenue recognition

Revenue from contracts with customers is recognised at the point in time when the performance obligation is satisfied i.e. control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company

expects to be entitled to in exchange for those goods.

Contract assets

Contract assets arise when the Company performs its performance obligations by transferring goods to a customer before the customer pays its consideration or before payment is due.

Contract liabilities

Contract liability is the obligation of the Company to transfer goods to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs its performance obligations under the contract.

Others

Return on deposits is accounted for on 'accrual basis'.

Dividend income and entitlement of bonus shares are recognised when right to receive such dividend and bonus shares is established.

4.20 Segment reporting

Segment information is presented on the same basis as that used for internal reporting purposes by the Chief Operating Decision Maker, who is responsible for allocating resources and assessing performance of the operating segments. On the basis of its internal reporting structure, the Company considers itself to be a single reportable segment; however, certain information about the Company's products, as required by the approved accounting standards, is presented in note 45 to these financial statements.

5. PROPERTY, PLANT AND EQUIPMENT		2025	2024
	Note	- - - Rupees in '000 - - -	
Operating fixed assets - tangible	5.1	6,803,555	7,126,863
Capital work-in-progress	5.8	56,025	56,025
Right of use assets	5.9	-	2,434
		<u>6,859,580</u>	<u>7,185,322</u>

5.1 Operating fixed assets - owned

Particulars	Freehold land	Roads, paths and culverts	Buildings on freehold land				Plant & machinery	Genera-tors	Work-shop equip-ment	Furnit-ure and fixtures	Office & other equip-ment	Com-puter equip-ment and acces-sories	Vehic-les	Arms	Secur-ity & surveil-lance	Total
			Factory	Non-factory	Residential											
					Officers	Work-ers										
----- Rupees in '000 -----																
As at June 30, 2023																
Cost / revaluation	4,702,000	1,257	569,467	40,331	12,193	43,403	2,298,969	323,173	5,497	20,066	4,529	2,968	97,178	8,039	3,573	8,132,643
Accumulated depreciation	-	232	28,473	2,017	610	2,170	388,323	123,438	3,001	9,098	2,343	2,295	31,702	3,238	3,167	600,107
Book value	4,702,000	1,025	540,994	38,314	11,583	41,233	1,910,646	199,735	2,496	10,968	2,186	673	65,476	4,801	406	7,532,536
Year ended June 30, 2024:																
Additions	-	-	-	-	-	-	-	-	-	270	-	171	8,067	-	-	8,508
Adjustment in depreciation due to deficit in revaluation	-	-	-	-	-	-	137,218	(46,693)	-	-	-	-	-	-	-	90,525
Disposals																
Cost / Revaluation	-	-	-	-	-	-	(220,235)	(4,687)	-	-	-	-	(8,711)	-	-	(233,633)
Depreciation	-	-	-	-	-	-	72,067	2,501	-	-	-	-	766	-	-	75,334
Depreciation for the year	-	51	27,050	1,916	579	2,062	98,709	20,595	125	559	109	236	13,005	240	121	165,357
Book value	4,702,000	974	513,944	36,398	11,004	39,171	1,526,551	223,647	2,371	10,679	2,077	608	52,593	4,561	285	7,126,863
Year ended June 30, 2025:																
Disposals																
Cost / revaluation	-	-	-	-	-	-	(256,058)	(15,583)	-	-	-	-	(4,888)	-	-	(276,529)
Depreciation	-	-	-	-	-	-	77,529	3,575	-	-	-	-	4,425	-	-	85,529
Depreciation for the year	-	49	25,697	1,820	550	1,959	69,264	21,275	119	534	104	182	10,444	228	85	132,308
Book value	4,702,000	925	488,247	34,578	10,454	37,212	1,278,758	190,364	2,252	10,145	1,973	426	41,686	4,333	200	6,803,555
As at June 30, 2024																
Cost / revaluation	4,702,000	1,257	569,467	40,331	12,193	43,403	2,078,734	318,486	5,497	20,336	4,529	3,139	96,534	8,039	3,573	7,907,518
Accumulated depreciation	-	283	55,523	3,933	1,189	4,232	552,183	94,839	3,126	9,657	2,452	2,531	43,941	3,478	3,288	780,655
Book value	4,702,000	974	513,944	36,398	11,004	39,171	1,526,551	223,647	2,371	10,679	2,077	608	52,593	4,561	285	7,126,863
As at June 30, 2025																
Cost / revaluation	4,702,000	1,257	569,467	40,331	12,193	43,403	1,822,676	302,903	5,497	20,336	4,529	3,139	91,646	8,039	3,573	7,630,989
Accumulated depreciation	-	332	81,220	5,753	1,739	6,191	543,918	112,539	3,245	10,191	2,556	2,713	49,960	3,706	3,373	827,434
Book value	4,702,000	925	488,247	34,578	10,454	37,212	1,278,758	190,364	2,252	10,145	1,973	426	41,686	4,333	200	6,803,555
Depreciation rate (%)		5	5	5	5	5	5	10	5	5	5	30	20	5	30	

- 5.2** The land of Babri Cotton Mills Ltd. (BCM) valuing Rs.487.240 million is still under the title of BCM. The management is in the process to transfer the said land in the Company's name. BCM was merged with / into the Company effective February 15, 2022.
- 5.3** Freehold land represents 308,816 square meters of land situated at Habibabad, Kohat out of which approximately 83,332 square meters represent covered area.
- 5.4** Had the operating fixed assets been recognised under the cost model, the carrying amounts of each revalued class of operating fixed assets would have been as follows:

	2025	2024
	--- Rupees in '000 ---	
Freehold land	487,580	487,580
Buildings on freehold land:		
- factory	148,805	156,637
- non-factory	15,813	16,646
Residential:		
- officers	659	694
- workers	16,337	17,197
Plant & machinery	935,597	1,165,329
Generators	131,561	157,808
	<u>1,736,352</u>	<u>2,001,891</u>

- 5.5** Based on the latest revaluation reports dated April 1, 2024 for plant & machinery and generators and report dated June 30, 2022 for Freehold land and buildings on freehold land the forced sale values of assets has been assessed as follows:

	Rupees in '000
Freehold land	3,996,700
Buildings on freehold land	532,317
Plant & machinery & Generators	1,543,141

- 5.6 Depreciation for the year has been apportioned as under:**

	2025	2024
	--- Rupees in '000 ---	
Cost of sales	126,382	157,950
Administrative expenses	5,926	7,407
	<u>132,308</u>	<u>165,357</u>

5.7 Disposal of operating fixed assets

Particulars	Cost	Accumulated depreciation	Book value	Sale proceeds	Gain / (loss)	Sold through negotiation / insurance claim to
----- Rupees in '000 -----						
2024						
Assets having net book value exceeding Rs 500,000 each						
Plant & Machinery						
AutoCone Winder 21-C	17,828	3,534	14,294	31,500	17,206	M/s. Tuseef Brothers
AutoCone Winder 21-C	11,092	4,140	6,952	21,000	14,048	----do----
Cards - Ishikawa	2,222	457	1,765	6,600	4,835	----do----
Cards - Toyoda	1,734	629	1,105	4,200	3,095	----do----
Cards - Rieter-C-51	2,304	693	1,611	2,500	889	----do----
Cards - Rieter-C-51	4,368	1,145	3,223	5,000	1,777	----do----
Cards - Rieter-C-51	14,120	3,188	10,932	15,000	4,068	----do----
Combers-E-62	10,787	3,110	7,677	8,000	323	----do----
Combers-E-62	5,393	1,558	3,835	4,000	165	----do----
Combers-E-62	4,733	1,067	3,666	2,000	(1,666)	----do----
Combers-E-62	2,840	939	1,901	2,000	99	----do----
Unilap Former - Rieter	3,228	948	2,280	2,000	(280)	----do----
Unilap Former - Rieter	2,870	945	1,925	2,000	75	----do----
Drawing Frame - DYH-500	1,882	565	1,317	1,000	(317)	----do----
Drawing Frame - DYH-500	1,361	673	688	1,000	312	----do----
Drawing Frame - DYH-500	1,024	366	658	500	(158)	----do----
Drawing Frame - HSD-961	1,790	558	1,232	1,000	(232)	----do----
Drawing Frame - SB-2	2,935	981	1,954	1,000	(954)	----do----
Drawing Frame - RSB-D-35	1,317	434	883	1,200	317	----do----
Drawing Frame - RSB-D-35	2,433	601	1,832	2,400	568	----do----
Simplex Fly Frames - FA-401	3,626	1,541	2,085	4,000	1,915	----do----
Simplex Fly Frames - FA-458	955	396	559	1,000	441	----do----
Simplex Fly Frames - FA-458	7,042	2,936	4,106	3,000	(1,106)	----do----
Simplex Fly Frames - FA-496A	6,431	2,020	4,411	3,000	(1,411)	----do----
Simplex Fly Frames - FL-16	1,240	450	790	1,000	210	----do----
Open End Rotors	885	224	661	4,500	3,839	----do----
Open End Rotors	972	164	808	2,250	1,442	----do----
Ring Frames-Marzoli	29,155	9,181	19,974	16,000	(3,974)	----do----
Ring Frames-Marzoli	7,288	2,298	4,990	4,000	(990)	----do----
Ring Frames-Jingwei	18,394	5,309	13,085	11,200	(1,885)	----do----
Ring Frames-Jingwei	26,419	11,043	15,376	12,800	(2,576)	----do----
Ring Frames-Jingwei	2,632	759	1,873	1,600	(273)	----do----
Ring Frames-Jingwei	14,639	4,784	9,855	8,000	(1,855)	----do----
Compact System - DC	3,750	484	3,266	2,500	(766)	----do----
Compact System - RIFA	12,180	1,854	10,326	5,500	(4,826)	----do----
Air Compressor	789	267	522	1,000	478	----do----
Air Compressor	848	313	535	1,000	465	----do----
Waste Collection Plant	1,160	285	875	1,000	125	----do----
Blowroom machinery	3,373	1,332	2,041	1,050	(991)	----do----
Blowroom machinery	4,073	1,286	2,787	950	(1,837)	----do----
Blowroom machinery	9,298	2,593	6,705	4,700	(2,005)	----do----
Blowroom machinery	1,946	663	1,283	1,700	417	----do----
	253,356	76,713	176,643	205,650	29,007	
Generators						
Diesel Generator	11,921	2,850	9,071	9,600	529	----do----
Diesel Generator	3,662	725	2,937	4,800	1,863	----do----
	15,583	3,575	12,008	14,400	2,392	
Various assets net book value upto Rs.500,000 each						
	7,567	5,217	2,350	17,825	15,475	Various parties
	276,506	85,505	191,001	237,875	46,874	
2024	233,633	75,334	158,297	119,679	(38,618)	

5.8 Capital work-in-progress		2025	2024
	Note	--- Rupees in '000 ---	
Advances paid to Peshawar Electric Supply Company Ltd. as capital cost of new HT line for extension of load of the Company		43,107	43,107
Advances paid to Sui Northern Gas Pipelines Ltd. for laying of line pipe for rectification of low pressure problem		12,918	12,918
		<u>56,025</u>	<u>56,025</u>
5.9 Right of use assets			
Balance at beginning of the year		2,434	4,136
Impact of reassessment		(102)	(61)
Depreciation charge for the year	5.10	(2,332)	(1,641)
Book value at end of the year		<u>-</u>	<u>2,434</u>
5.10 Depreciation for the year has been apportioned as under:			
Cost of sales		391	275
Administrative expenses		1,941	1,366
		<u>2,332</u>	<u>1,641</u>
6. INTANGIBLE ASSETS			
Opening balance		780	1,040
Less: amortisation charge for the year		260	260
Book value as at June 30 ,		<u>520</u>	<u>780</u>
6.1	The Company, during the year ended June 30, 2023, acquired SARP ERP Software costing Rs.1.300 million.		
6.2	Amortisation is charged to income applying straight-line method at the rate of 20% per annum.		
7. INVESTMENTS IN AN ASSOCIATED COMPANY - Quoted		2025	2024
		--- Rupees in '000 ---	
Bannu Woollen Mills Ltd. (BWM)			
731,626 (2024: 731,626) ordinary shares of Rs.10 each - cost		7,697	7,697
Shareholding held: 7.70% (2024: 7.70%)			
Post acquisition profit and other comprehensive income brought forward including effect of items directly credited in equity by BWM		85,702	97,204
Share of revaluation surplus on property, plant and equipment		199,445	199,445
Loss for the year - net of taxation		(14,974)	(11,482)
Share of other comprehensive loss - net of taxation		(11)	(20)
		<u>277,859</u>	<u>292,844</u>

	2025	2024
	--- Rupees in '000 ---	
Less: impairment loss opening balance	<u>(211,352)</u>	<u>(233,926)</u>
charge for the year	<u>23,341</u>	<u>22,574</u>
closing balance	<u>(188,011)</u>	<u>(211,352)</u>
	<u>89,848</u>	<u>81,492</u>

7.1 Although the Company has less than 20% voting rights in BWM as at June 30, 2025 and 2024, BWM has been treated as an Associated Company by virtue of common directorships.

7.2 Market value of the Company's investments in BWM as at June 30, 2025 was Rs.63.980 million (2024: Rs.19.644 million).

7.3 BWM was incorporated in Pakistan in the year 1960 as a Public Company and its shares are quoted on Pakistan Stock Exchange Ltd. It is principally engaged in manufacture and sale of woollen yarn, cloth and blankets.

The summary of financial information of BWM based on its audited financial statements for the year ended June 30, 2025 is as follows:

	2025	2024
	--- Rupees in '000 ---	
Summarised statement of financial position		
Non-current assets	2,592,972	2,723,066
Current assets	1,258,155	1,168,196
	<u>3,851,127</u>	<u>3,891,262</u>
Non-current liabilities	225,367	203,251
Current liabilities	591,284	554,968
	<u>816,651</u>	<u>758,219</u>
Net assets	<u>3,034,476</u>	<u>3,133,043</u>
Reconciliation to carrying amount		
Opening net assets	3,133,043	2,843,631
Loss for the year	(76,454)	306,214
Other comprehensive loss for the year	(142)	(257)
Other adjustments*	(21,971)	(16,545)
Closing net assets	<u>3,034,476</u>	<u>3,133,043</u>

* These mainly comprise of effect of share of revaluation surplus on property, plant and equipment.

	2025	2024
	--- Rupees in '000 ---	
Company's share percentage 7.70% (2024: 7.70%)		
Company's share	233,655	241,244
Impairment loss and miscellaneous adjustments- net	(143,807)	(159,752)
Carrying amount of investment	<u>89,848</u>	<u>81,492</u>

Summarised statement of profit or loss	2025	2024
	--- Rupees in '000 ---	
Sales	<u>968,556</u>	<u>891,268</u>
Loss before income taxation	<u>(71,566)</u>	<u>288,265</u>
Loss after income taxation	<u>(76,454)</u>	<u>306,214</u>

- 7.4** The value of investments in BMW as at June 30, 2025 and June 30, 2024 is based on independent valuation carried-out by M/s.Reanda Haroon Zakaria Aamir Salman Rizwan, Chartered Accountants - a QCR rated firm, having office at 275, Block H1, M.A. Johar Town, Lahore, engaged by the management. The Company, keeping in view the requirements of IAS 36, used a model, known as the Market Value of Net Assets Approach to calculate the VIU. This model provides an accurate reflection of the investments value, especially for capital-intensive entities. These calculations have been made on discounted cash flow based valuation methodology, which assumed gross profit margin of 28.80% (2024: 28.80%), terminal growth rate 1.90% (2024: 3.82%) and capital asset pricing model based discount rate of 26.88% (2024: 21.69%).

8. LOANS TO EMPLOYEES - Secured	Note	2025	2024
		--- Rupees in '000 ---	
Balance as at June 30,	8.1	-	1,638
Less: current portion grouped under current assets		-	738
		<u>-</u>	<u>900</u>

- 8.1** These interest free loans to employees have been advanced for various purposes and are recoverable in instalments which vary from case to case. These loans are secured against the gratuity benefits payable to respective employees.

9. STORES, SPARES AND LOOSE TOOLS	2025	2024
	--- Rupees in '000 ---	
Stores - at mills	41,777	46,954
Spares	45,696	65,162
Loose tools	327	343
	<u>87,800</u>	<u>112,459</u>
Provision for obsolete stores and spares	(21,069)	(37,374)
	<u>66,731</u>	<u>75,085</u>

10. STOCK-IN-TRADE	Note	2025 --- Rupees in '000 ---	2024
Raw materials:			
- at mills		112,669	490,237
- in transit		-	321,743
		<u>112,669</u>	<u>811,980</u>
Work-in-process		-	145,594
Finished goods		12,498	336,148
		<u>125,167</u>	<u>1,293,722</u>
11. TRADE DEBTS - Unsecured, considered good			
Balance at the year-end	11.1	84,315	4,646
Less: allowance for expected credit loss	11.2	(780)	(72)
		<u>83,535</u>	<u>4,574</u>
11.1 These include the following amounts due from related parties:			
Rahman Cotton Mills Ltd.		80,272	-
		<u>80,272</u>	<u>-</u>
11.2 Allowance for expected credit loss			
Balance at beginning of the year		72	452
Charge for the year		708	(57)
Balance written-off during the year		-	(323)
Balance at end of the year		<u>780</u>	<u>72</u>
12. ADVANCE PAYMENTS - Unsecured, considered good			
Store suppliers		1,681	8,831
Others		751	2,111
		<u>2,432</u>	<u>10,942</u>
13. TRADE DEPOSITS AND PREPAYMENTS			
Prepayments		2,031	1,020
Security deposit	13.1	2,700	2,700
		<u>4,731</u>	<u>3,720</u>
13.1 The year end balance represents deposit with Bank Alfalah Ltd. (BAF) against guarantee of similar amount issued by the bank in favor of Sui Northern Gas Pipelines Ltd (SNGPL)			

14. DUE FROM ASSOCIATED COMPANIES	2025	2024
Note	--- Rupees in '000 ---	
The Universal Insurance Co. Ltd.	3,566	-
Gandhara Automobiles Ltd.	901	-
Gandhara Industries Ltd.	901	60
14.1	5,368	60

14.1 Balance represents due from Associated companies Ltd. on account of sharing of expenses

15. OTHER RECEIVABLES	2025	2024
Note	--- Rupees in '000 ---	
Due from employees' provident fund	-	1,923
Mark-up / bank profit	579	-
	579	1,923

16. CASH AND BANK BALANCES

Cash-in-hand	284	1,864
Cash at banks on:		
- current accounts	3,888	5,763
- PLS security deposit account	595	498
- PLS accounts	1,937	3,168
- PLS account (employees' / staff gratuity fund account)	1,213	1,079
	7,633	10,508
	7,917	12,372

16.1 PLS accounts carry profit at the rates ranging from 12.25% to 19.50% (2024: 18.00% to 20.50%) per annum.

17. AUTHORISED SHARE CAPITAL

The authorised share capital of the Company comprises of Rs.1 billion divided into 90,500,000 ordinary shares of Rs.10 each and 9,500,000 cumulative redeemable preference shares of Rs.10 each.

18. ISSUED, SUBSCRIBED AND PAID-UP CAPITAL

2025	2024	2025	2024
--- Numbers ---		--- Rupees in '000 ---	
1,640,900	1,640,900	16,409	16,409
2,130,544	2,130,544	21,305	21,305
6,832	6,832	68	68
1,006,518	1,006,518	10,066	10,066
2,131,028	2,131,028	21,310	21,310
6,915,822	6,915,822	69,158	69,158

18.1 These shares were allotted to the entitled shareholders of Babri Cotton Mills Ltd. upon its merger with and into JDM.

18.2 Ordinary shares held by the Associated Companies and an Associate at the year-end:	2025	2024
	Number of shares	
Bibojee Services (Pvt.) Ltd.	2,031,291	2,031,291
Bannu Woollen Mills Ltd.	1,659,643	1,659,643
Waqf-e-Kuli Khan	40,074	40,074
	<u>3,731,008</u>	<u>3,731,008</u>

18.3 The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. All the shares rank equally with regard to the Company's residual assets.

18.4 The Company has one class of ordinary shares, which carries no right to fixed income.

18.5 The Company has no reserved shares for issuance under options and sale contracts.

18.6 This represent 341 thousand shares of Rs.10 each which were held by Babri Cotton Mills Ltd. at the time of merger within / into Company.

19. OTHER CAPITAL RESERVES	Note	2025	2024
		--- Rupees in '000 ---	
Capital redemption reserve		6,694	6,694
Tax holiday reserve		350	350
Share premium reserve	19.1	11,409	11,409
Merger reserve	19.2	5,350	5,350
		<u>23,803</u>	<u>23,803</u>

19.1 This represents premium at the rate of Rs.10 per share received on 1,140,900 ordinary shares allotted during the financial year ended June 30, 2010.

19.2 This represents merger reserve arisen at the time of merger of BCM within / into Company.

20. REVALUATION SURPLUS ON PROPERTY, PLANT AND EQUIPMENT - Net	Note	2025	2024
		--- Rupees in '000 ---	
Revaluation surplus on the Company's property, plant and equipment	20.2	4,859,234	4,808,267
Share of revaluation surplus on property, plant and equipment of an Associated Company	7	199,445	199,445
		<u>5,058,679</u>	<u>5,007,712</u>

- 20.1** The Company's management had revalued its freehold land on September 30, 1998, September 30, 2004, June 30, 2007, March 31, 2010, February 29, 2012, December 31, 2015, October 31, 2019 and June 30, 2022. Buildings on freehold land, plant & machinery and generators were revalued on September 30, 2004, June 30, 2007, March 31, 2010, February 29, 2012, December 31, 2015, October 31, 2019 and June 30, 2022. These fixed assets were revalued by Independent Valuers on the basis of market value / depreciated market values and resulted in revaluation surplus aggregating Rs.5.585 billion.
- 20.2** The Company's management, as at April 1, 2024, has again revalued its plant & machinery and generators. .These assets have been revalued on the basis of depreciated fair market values. The revaluation exercise has been carried-out by independent Valuers - Hamid Mukhtar & Co. (Pvt.) Ltd, Lahore .The appraisal resulted into a loss / deficit arisen on revaluation aggregating Rs.90.524 million which has been debited to this account. The year-end balance has been arrived at as follows:

	2025	2024
	- - - Rupees in '000 - - -	
Opening balance	5,050,826	5,193,291
Less: loss / deficit arisen on revaluation carried-out during the year	-	(90,524)
Less: transferred to unappropriated profit on account of:		
- incremental depreciation for the year	(50,212)	(51,249)
- upon sale of revalued assets	121,996	(692)
	5,122,610	5,050,826
Less: deferred tax on:		
- opening balance of surplus	242,559	283,875
- loss / deficit arisen on revaluation carried-out during the year	-	(26,252)
- incremental depreciation for the year	(14,562)	(14,862)
- sale of revalued assets	35,379	(202)
	263,376	242,559
Closing balance	4,859,234	4,808,267
21. LEASE LIABILITIES		
Balance at beginning of the year	2,022	3,473
Impact of reassessment	(101)	(62)
Interest accrued	330	657
Repaid during the year	-	(2,046)
	2,251	2,022
Current portion grouped under current liabilities	(2,251)	(2,022)
Balance at end of the year	-	-

22. LONG TERM FINANCES - Secured	Note	2025 --- Rupees in '000 ---	2024
First Habib Modaraba (FHM)			
- diminishing musharaka (DM I)	22.1	612	1,904
Pak Oman Investment Company Ltd. (POIC)			
- term finance - I	22.2	-	66,667
- term finance - II	22.3	-	80,000
Sindh Modaraba (SM)			
- diminishing musharaka (DM II)	22.4	-	10,115
From an Associated Company - unsecured			
Bibojee Services (Pvt.) Limited	22.5	1,280,895	-
		1,281,507	158,686
Less: current portion grouped under current liabilities			
- FHM (DM I)		612	1,280
- POIC (term finance - I)		-	66,667
- POIC (term finance - II)		-	80,000
- SM (DM II)		-	10,115
- Bibojee Services (Pvt.) Limited		927,468	-
		928,080	158,062
		353,427	624

22.1 This DM of Rs.5.068 million is utilised for purchase of a vehicle and is repayable in 60 equal monthly instalments of Rs.107 thousand ending November, 2025. The DM carries profit at the rate of 3-months KIBOR + 2.50% per annum; the effective profit rates during the year ranged from 13.60% to 22.69% (2024: 23.96% to 25.41%) per annum. The finance facility is secured against registration of vehicle in FHM's name.

22.2 These finances had been obtained against finance facility of Rs.200 million for mid term working capital requirements of the Company. The facility tenor was two years including six months grace period and was secured against first pari passu charge over present and future fixed and current assets of the Company. The finance facility carried profit at 3-months KIBOR + 2.50% per annum; the effective profit rate during the year is 24.24% (2024: 22.70% to 25.10%) per annum. The outstanding balance of these finances were repaid during the year.

22.3 These finances had been obtained against finance facility of Rs.100 million for working capital requirements of the Company. The facility tenor was two years including nine months grace period and was secured against first pari passu charge over present and future fixed and current assets of the Company. The finance facility carried profit at 3-months KIBOR + 2.35% per annum; the effective profit rate during the year ranged from 14.53% to 22.59% (2024: 22.59% to 25.26%) per annum. These finances were repayable in 5 equal quarterly instalments commenced March, 2024. The outstanding balance of these finances were repaid during the year.

- 22.4** These finances had been obtained by BCM from SM against aggregate limit of Rs.50 million for the purpose of acquisition of plant and machinery. The facility tenor is five years and were secured against title of assets in the name of SM, registered charge of Rs.48.555 million over financed assets and personal guarantee of Ex-Chief Executive of BCM. The finance facility carried profit at 3-months KIBOR + 2.90% per annum; the effective profit rates during the year ranged from 14.76% to 23.71% (2024: 23.71% to 25.93%) per annum. The outstanding balance of these finances were repaid during the year.
- 22.5** The Company during the year, entered into a loan agreement with Bibojee Services (Pvt.) Limited - an Associated Company to obtain an unsecured loan upto an amount of Rs. 1.500 billion for debt servicing and working capital requirements. The loan carries mark-up at the rate of 6 - months KIBOR + 0.5% per annum; the effective profit rates during the year ranged from 12.33% to 19.11% (2024: Nil) per annum. The outstanding balance of this finance is repayable in four bi-annual instalments commencing from June, 2025. As at the reporting date the lender has disbursed Rs.1.414 billion to the Company.

23. STAFF RETIREMENT BENEFITS - Gratuity

The future contribution rates of this scheme include allowance for deficit and surplus. Projected unit credit method, based on the following significant assumptions, is used for valuation:

Significant actuarial assumptions	2025	2024
- discount rate	-	14.75%
- expected rate of growth per annum in future salaries	-	13.75%
- mortality rates	SLIC	SLIC
	2001-2005	2001-2005
		Setback 1 year
- withdrawal rates	Age-based	Age-based
- retirement assumption	Age 60	Age 60

Amount recognised in the statement of financial position is the present value of defined benefit obligation at the reporting date:

The movement in the present value of defined benefit obligation is as follows:	2025	2024
	--- Rupees in '000 ---	
Opening balance	118,599	100,467
Current service cost	8,124	25,405
Interest cost	-	14,664
Benefits paid	(126,723)	(20,452)
Remeasurements of obligation	-	(1,485)
Closing balance	-	118,599
Expense recognised in the statement of profit or loss		
Current service cost	8,124	25,405
Interest cost	-	14,664
	8,124	40,069

Charge for the year has been allocated to cost of sales.

Remeasurement recognised in other comprehensive income	2025	2024
	--- Rupees in '000 ---	
Change in financial assumption	-	557
Experience adjustments	-	928
	<u>-</u>	<u>1,485</u>

Comparison of present value of defined benefit obligation and experience adjustments on obligation for five years is as follows:

	2025	2024	2023	2022	2021
	----- Rupees in '000 -----				
Present value of defined benefit obligation	<u>-</u>	<u>118,599</u>	<u>100,467</u>	<u>104,794</u>	<u>72,729</u>
Experience adjustments on obligation	<u>-</u>	<u>(1,485)</u>	<u>(5,832)</u>	<u>17,735</u>	<u>4,145</u>
	2025	2024			

24. DEFERRED TAXATION - Net	Note	--- Rupees in '000 ---	
This is composed of the following:			
Taxable temporary differences arising in respect of:			
- accelerated tax depreciation allowances		270,340	341,343
- surplus on revaluation of property, plant and equipment	20.2	263,376	242,559
- lease liabilities		-	705
		<u>533,716</u>	<u>584,607</u>
Deductible temporary differences arising in respect of:			
- staff retirement benefits - gratuity		-	(34,394)
- provision for obsolete stores and spares		(6,110)	(10,838)
- minimum tax recoverable against normal tax charge in future years		(195,751)	(176,705)
		<u>(201,861)</u>	<u>(221,937)</u>
		<u>331,855</u>	<u>362,670</u>

25. TRADE AND OTHER PAYABLES			
Creditors		44,611	122,467
Bills payable against imported raw material		-	247,922
Advance payments	25.1	39,343	39,343
Accrued expenses	25.2	154,352	306,602
Tax deducted at source		14,398	11,481
Sales tax payable		23,014	42,239
Due to Waqf-e-Kuli Khan	25.3	27,412	27,560
Security deposits repayable on demand - interest free		283	283
Others		2,134	2,169
		<u>305,547</u>	<u>800,066</u>

- 25.1** These advances have been received against sale of land.
- 25.2** No amount was payable to Associated Companies at the end of current and preceding years.
- 25.3** Waqf-e-Kuli Khan (a Charitable Institution) is administered by the following directors of the Company:

- Lt. General (Retd.) Ali Kuli Khan Khattak
- Mrs. Shahnaz Sajjad Ahmad
- Mr. Ahmad Kuli Khan Khattak
- Dr. Shahin Kuli Khan Khattak

26. SHORT TERM FINANCES	Note	2025	2024
		--- Rupees in '000 ---	
Secured	26.1	-	1,153,923
Un-secured (temporary bank overdrafts)		-	18,019
		<u>-</u>	<u>1,171,942</u>

- 26.1** Short term finance facilities available from National Bank of Pakistan (NBP) and The Bank of Khyber (BoK) under mark-up arrangements aggregate Rs.Nil (2024: Rs.1.608 billion) and were secured against pledge of raw materials & finished goods and first pari passu charge on current & fixed assets of the Company and personal guarantees of two sponsoring directors of the Company. These facilities, during the year, carried mark-up at the rates ranging from 13.59% to 23.72% (2024: 22.31% to 25.02%) per annum.

- 26.2** Facility available for issuance of guarantee favouring SNGPL amounts to Rs.177.7 million (2024: Rs.75 million); Of this, Rs.2.7 million has been obtained from Bank Alfalah Ltd. secured against lien on cash/ TDR placed with bank and Rs.175 million from United Bank Ltd. secured against pledge of shares held by Bibojee Services (Pvt.) Ltd. - an Associated Company.

27. CURRENT PORTION OF NON-CURRENT LIABILITIES	Note	2025	2024
		--- Rupees in '000 ---	
Lease liabilities	21	2,251	2,022
Long term finances	22	928,080	158,062
		<u>930,331</u>	<u>160,084</u>

28. LEVIES AND INCOME TAX		2025	2024
Opening balance		73,559	75,207
Add: provision made during the year:			
current	28.2	19,046	73,559
prior year adjustment		-	-
		<u>19,046</u>	<u>73,559</u>
		92,605	148,766
Less: payments / adjustments made against completed assessments		73,559	75,207
		<u>19,046</u>	<u>73,559</u>

- 28.1** Income tax returns of the Company have been filed upto the tax year 2024 i.e. accounting year ended June 30, 2024.

- 28.2** No numeric tax rate reconciliation is presented in these financial statements as provision for the current and preceding years represents tax payable under section 113 (Minimum tax on the income of certain persons) of the Income Tax Ordinance, 2001 (the Ordinance).
- 28.3** The Department, on October 05, 2015, for tax year 2015 has charged tax under sections 161/236 G&H of the Ordinance amounting Rs.6.995 million; the Commissioner Inland Revenue Appeals - CIR(A) has decided the appeal on April 16, 2018 against the Company. The Company has filed further appeal on May 16, 2018 before the Appellate Tribunal Inland Revenue, Lahore - ATIR, which is pending adjudication.
- 28.4** Tax charged for the tax year 2014 at Rs.42.883 million on February 08, 2018 has been deleted by the CIR(A) on June 23, 2018 and he has also partially set aside various additions made by the Deputy Commissioner. The Company as well as the Income Tax Department (the Department) have filed further appeals on July 12, 2018 on the point of set aside before the ATIR, which are pending adjudication.
- 28.5** The Department, on March 24, 2015, has charged tax under sections 161/236 G&H of the Ordinance for tax years 2014 and 2015 at Rs.12.936 million and Rs.4.809 million respectively; the CIR(A) has decided the appeal on March 15, 2016 against the Company against which the Company has filed further appeal on April 07, 2016 before the ATIR, which is pending adjudication.
- 28.6** The Department, on October 03, 2016, has charged tax aggregating Rs.3.998 million under sections 161/205 of the Ordinance for the tax year 2012 against which appeal has been filed on October 13, 2016 before the CIR(A), which is pending adjudication.
- 28.7** The CIR(A) has decided the appeal for the tax year 2011 in favour of the Company on October 06, 2016 and demands of tax charged under sections 161/205 of the Ordinance aggregating Rs.5.632 million have been deleted. The Company has filed for appeal effects with the Department on December 06, 2016, which is under process. However, the Department has filed further appeal before the ATIR on January 04, 2017. The case has been decided in fovor of the Company vide order dated October 18, 2023.
- 28.8** The ATIR has decided the appeal on February 21, 2017 for tax year 2007 and remanded the case back to the Deputy Commissioner Inland Revenue for de novo consideration.
- 28.9** The ATIR, during the financial year ended June 30, 2017 for the tax years 2004 to 2006, had cancelled all the assessments on October 05, 2016 made under section 122(5A) of the Ordinance by the Commissioner Inland Revenue LTU, Lahore and restored the original assessments under section 120(1) of the Ordinance.
- 28.10** The Department has charged tax on June 26, 2023 under section 122(5A) of the Ordinance for tax year 2021 at Rs.130.185 million against which appeal has been filed with CIR(A) Lahore. CIR(A) has remanded the case back to assessing officer. However, the Company has filed an appeal with ATIR which is pending adjudication.

- 28.11** The Department has charged tax on June 21, 2023 under section 122(5A) of the Ordinance for tax year 2017 at Rs.3.724 million against which appeal has been filed with CIR(A) Lahore, which is pending adjudication.

TAX STATUS OF BABRI COTTON MILLS LTD. (BCM)

- 28.12** Income tax returns of BCM have been filed upto the tax year 2023 i.e. accounting year ended June 30, 2023.

- 28.13** As per the rectification order dated February 03, 2017, the Department has charged tax under sections 161 / 205 of the Ordinance raising tax demands of Rs.4.885 million for the tax year 2015 against which BCM has filed an appeal on February 22, 2017 before the CIRA, Peshawar which is pending adjudication.

29. PREFERENCE SHARES REDEMPTION ACCOUNT		2025	2024
Amounts payable on:	Note	--- Rupees in '000 ---	
- 7.5% redeemable cumulative preference shares	29.1	133	134
- 10% redeemable cumulative preference shares	29.2	1,056	1,057
		<u>1,189</u>	<u>1,191</u>

- 29.1** This represents the balance of total issue of 250,000 shares, which became convertible at par into ordinary shares of the Company or redeemable in cash at the option of the shareholders of the said class of shares after August 30, 1976. The Company had redeemed 118,828 shares during the year 1976, which were tendered for redemption in accordance with the terms of the issue.

3,060 shares were converted into ordinary shares of the Company after the year 1976 at the option exercised by the shareholders.

These shares totalling 128,112 could not be redeemed during the preceding years due to non-availability of adequate funds and incurrance of persistent losses. The Company's profitability and availability of funds in the recent past had allowed the management to redeem these shares fully as provided under section 85 of the repealed Companies Ordinance, 1984. The Company, during the current year, had redeemed 100 further shares and the opening balance of 13,335 shares are outstanding as at June 30, 2025.

- 29.2** This represents the balance of total issue of 426,250 shares, which were convertible at par into ordinary shares of the Company at the option of the shareholders of the said class of shares during the period from October 01, 1977 to October 01, 1981. As per terms of the issue, the unconverted shares were to be redeemed on October 01, 1982. However, 3,772 shares were converted into ordinary shares of the Company after the year 1984 at the request of the shareholders although the time for conversion as fixed by the Controller of Capital Issues had expired on October 01, 1981. These shares are due for redemption at par since October 01, 1982.

As stated in the preceding note, the Company's profitability and availability of funds in the recent past had allowed the management to redeem these shares also. The Company, upto June 30, 2014, had redeemed 314,483 shares whereas 2,112 further shares were redeemed during the financial year ended June 30, 2017; 52 shares were redeemed during the financial year ended June 30, 2020. The Company, during the year ended June 30, 2021, had further redeemed 162 shares. The company, during the year ended June 30, 2025, has further redeemed 81 shares. As at June 30, 2025 balance of 105,588 shares are outstanding.

30. CONTINGENCIES AND COMMITMENTS

30.1 Commitments

There are no commitments to be reported as at year ended June 30, 2025 and June 30, 2024.

30.2 The Sales Tax Department (the Department), vide its judgment dated March 06, 2018, has created sales tax demands of Rs.5.978 million on account of discrepancies pointed out by CREST for which appeal has been decided by the Commissioner Inland Revenue [Appeals-CIR(A)] and remanded-back the issue to the Deputy Commissioner Inland Revenue. The Company, however, has filed an appeal with the Appellate Tribunal Inland Revenue (ATIR), Lahore against the orders of CIR (A), which is pending adjudication.

30.3 The Department, vide order dated January 24, 2018 under section 11(3) of the Sales Tax Act, 1990 (the Act) has created demand of Rs.182.690 million for the period July, 2011 to June, 2013 against which the Company has filed writ petition before the Lahore High Court (LHC) on January 30, 2018, which has declared the order passed by the Department illegal and void ab-initio on February 09, 2018. The Department against order of the LHC has filed an appeal on March 27, 2018 before the Supreme Court of Pakistan (SCP), which is pending adjudication.

30.4 The Department, vide order dated May 31, 2022, under section 11(3) of the Act has created demand of Rs.1,360.689 million, which included further tax and penalties for the period July, 2016 to June, 2019 against post refund audit. The Company has filed appeal against the impugned assessment order with the Commissioner (Appeals), who decided the appeal in favour of the Company and deleted the whole demand vide order dated December 30, 2022. The Company as well as the Department have filed further appeals with ATIR, Lahore, which are pending adjudication.

30.5 The Supreme Court of Pakistan (SCP) vide its judgment dated August 13, 2020 has declared the Gas Infrastructure Development Cess (GIDC) Act, 2015 as valid and constitutional. The SCP in its said judgment stated that the Cess under GIDC Act, 2015 is applicable only to those consumers of natural gas, which on account of their industrial or commercial dealings had passed on the GIDC burden to their end customers/clients.

The Company and Babri Cotton Mills Ltd (BCM - merged with the Company on February 04, 2022) have filed review petitions against the said judgment of SCP for waiver of the full amount of GIDC cess on the ground that, being spinning Units and producing raw materials for weaving sector, have not passed on the GIDC burden to their customers. The SCP has dismissed the said review petitions vide its judgment dated November 02, 2020; however, the SCP, in its said judgment, has mentioned that the companies claiming any relief under the GIDC Act, 2015 may approach the right forum.

In case of the Company, Sui Northern Gas Pipelines Ltd. (SNGPL), along with gas bill for the month of August, 2020, has raised GIDC demands aggregating Rs.380.957 million. The management, during the financial year ended June 30, 2017, has made GIDC provision amounting Rs.78.043 million relating to that year in its books of account, however, the balance GIDC provisions aggregating Rs.302.914 million have not been recognised in the books of account.

In case of BCM, SNGPL, along with gas bill for the month of August, 2020, has raised GIDC demands aggregating Rs.345.261 million against which provisions have not been recognised in the books of account.

In February, 2021, the Company and BCM through the forum of the KP Textile Mills Association have filed writ petitions before the PHC claiming non-applicability of the GIDC Act, 2015 in the ambit of the exemption in line with the provision of section 8(2) of the GIDC Act, 2015 and sought relief against the recovery of GIDC instalment bills. The PHC issued stay order in March, 2021 and restrained SNGPL from taking any adverse action against the Companies. However, PHC, vide its judgment dated June 15, 2022, has dismissed the petition filed by the KP Textile Mills Association and Others, observing that while exercising jurisdiction vested under article 199 of the Constitution, the Court can neither enter into factual controversies nor decide disputed questions of facts. The PHC, however, has allowed the Petitioners to approach a competent Court of law / forum having jurisdiction in the matter, if they so advised.

After dismissal of the petition by the Peshawar High Court filed by KP Textile Mills Association and Others, the Company and BCM, during July, 2022, have filed civil suits before the Court of Senior Civil Judge, Peshawar praying the Court to declare that the Company and BCM have not passed on the burden of GIDC to end consumers and are entitled to the benefit / exemption under section 8 (2) of the GIDC Act, 2015 as per the dicta laid down by the Supreme Court in civil appeals / civil review petition and by the PHC in a writ petition. The Company and BCM have further prayed that SNGPL be restrained from recovering GIDC and disconnecting their gas supplies. The Trial Court has issued restraining orders in favour of the Companies and has restrained SNGPL from the recovery of GIDC or taking any other coercive action. The restraining order is still intact against SNGPL.

The management, in light of the opinion of its legal counsel, maintains that since the company has not passed on the burden of GIDC to its consumers, it is not liable to pay GIDC as it clearly falls within the ambit of the exemption in line with section 8(2) of the GIDC Act, 2015.

SNGPL, following the Court's order, corrects the gas bill of each month by removing the GIDC amount and requests payment for the net bill amount only i.e. excluding GIDC.

Additionally, para 42(iv) of the SCP's judgement dated August 13, 2020 categorically stated that:

' The Federal government shall take all steps to commence work on the laying of the North South pipeline within six months and on TAPI pipeline as soon as its laying in Afghanistan reaches the stage where the work of laying pipeline on Pakistan soil can conveniently start and on IP pipeline as soon as the sanctions on Iran are no more an impediment in its laying. In case no work is carried out on North-South pipeline within the prescribed time and for laying any of the two other major pipelines (IP and TAPI) though the political conditions become conducive, the purpose of levying Cess shall be deemed to have been frustrated and the GIDC Act, 2015 would become permanently in-operational and considered dead for all intents and purposes."

Since the work on IP (Iran-Pakistan Pipeline Project) and TAPI (Turkmenistan-Afghanistan-India) Gas pipelines did not commence within six months as ordered by SCP; therefore, the provisions of GIDC Act, 2015 regarding recoverability and applicability of GIDC are no longer applicable and enforceable.

- 30.6** The department vide order No. 08/2023-24 dated December 30, 2023 under section 11(2) of the Sales Tax Act, 1990 has created a demand of Rs.55.112 million which include further tax and penalties for the period November 2019 to June 2022. The company as well as the department has filed further appeal with the Appellate Tribunal Inland Revenue Lahore which has been decided in favour of Company.
- 30.7** The department vide order No. 38/2024-25 dated November 25, 2024 under section 11(2) of the Sales Tax Act, 1990 has created a demand of Rs.12.860 million which include penalties for the period November 2019 to June 2023 in the case of withholding of sales tax on the purchase of cotton. During the year, the Company has filed an appeal with the Appellate Tribunal Inland Revenue which has been decided in favour of Company.
- 30.8** The department vide order No. 58/2024-25 dated June 05, 2024 under section 11(2) of the Sales Tax Act, 1990 has created a demand of Rs.166.489 million which include reversal of input tax for the period November 2019 to June 2023 in case of withholding of sales tax on the purchase of cotton. The Company had filed further appeal with the Appellate Tribunal Inland Revenue which is pending adjudication.
- 30.9** Guarantees aggregating Rs.177.7 million (2024: Rs.177.7 million) issued by commercial banks on behalf of the Company in favour of SNGPL were outstanding as at June 30, 2025.
- 30.10** Also refer contents of note 28.

31. SALES - Net	2025	2024
	- - - Rupees in '000 - - -	
Yarn	1,551,154	7,064,310
Waste	273	1,515
Raw material	248,107	-
	1,799,534	7,065,825
Less: sales tax	275,873	1,181,113
	1,523,661	5,884,712

- 31.1** Contract liabilities represents short term advances received from customers against delivery of goods in future. The contract liabilities outstanding at June 30, 2024 amounting to Rs. 33.833 million have been recognized as revenue during the year.

32. COST OF SALES	Note	2025	2024
		--- Rupees in '000 ---	
Raw materials consumed	32.1	837,760	3,706,309
Packing materials consumed		19,216	100,583
Salaries, wages and benefits	32.3	203,999	745,932
Power and fuel		299,055	1,155,904
Stores and spares consumed		21,358	136,667
Repair and maintenance		1,403	15,452
Depreciation on operating fixed assets	5.6	126,382	157,950
Depreciation on right of use assets	5.10	391	275
Insurance		13,795	20,276
Others		16,893	25,136
		<u>1,540,252</u>	<u>6,064,484</u>
Adjustment of work-in-process			
Opening		<u>145,594</u>	165,325
Closing	10	<u>-</u>	(145,594)
		<u>145,594</u>	19,731
Cost of goods manufactured		<u>1,685,846</u>	<u>6,084,215</u>
Adjustment of finished goods			
Opening stock		<u>336,148</u>	161,216
Closing stock	10	<u>(12,498)</u>	(336,148)
		<u>323,650</u>	(174,932)
		<u>2,009,496</u>	<u>5,909,283</u>
32.1 Raw materials consumed			
Opening stock		811,980	1,138,839
Purchases		138,449	3,379,441
		<u>950,429</u>	<u>4,518,280</u>
Less: Closing stock	10	(112,669)	(811,980)
Raw materials issued		<u>837,760</u>	<u>3,706,300</u>
Cess on cotton consumed		-	9
	32.2	<u>837,760</u>	<u>3,706,309</u>

32.2 This include raw material costing Rs.248.139 million sold during the year.

32.3 These include Rs.8.124 million (2024: Rs.40.069 million) in respect of staff retirement benefits - gratuity and Rs.0.889 million (2024: Rs.9.710 million) for employees' provident fund contribution.

33. DISTRIBUTION COST	Note	2025 --- Rupees in '000 ---	2024
Salaries and benefits	33.1	5,131	26,773
Commission		19,539	42,780
Freight and handling		1,316	4,458
Gifts and samples		19	133
Others		557	672
		<u>26,562</u>	<u>74,816</u>

33.1 These include Rs.6 thousand (2024: Rs.1,390 thousand) for employees' provident fund contribution.

34. ADMINISTRATIVE EXPENSES	Note	2025 --- Rupees in '000 ---	2024
Salaries and benefits	34.1	33,089	96,827
Printing and stationery		375	626
Travelling and conveyance - staff		526	646
Travelling - directors		108	310
Communication		974	1,501
Rent, rates and taxes		413	2,577
Entertainment expenses		703	1,018
Insurance		3,818	4,020
Vehicles' running and maintenance		3,257	8,934
Advertisement		293	202
Subscription		700	983
Repair and maintenance		1,138	2,898
Auditors' remuneration:			
- statutory audit		1,346	1,346
- half yearly review		273	273
- certification charges		25	24
- out-of-pocket expenses		45	45
- short provision for the preceding year		72	2
		1,761	1,690
Legal and professional charges (other than Auditors)		3,251	4,477
Depreciation on operating fixed assets	5.6	5,926	7,407
Depreciation on right of use assets	5.10	1,941	1,366
Amortisation	6	260	260
Others		2,161	5,142
		<u>60,694</u>	<u>140,884</u>

34.1 These include Rs.0.522 million (2024: Rs.5.025 million) for employees' provident fund contribution.

35. OTHER EXPENSES	Note	2025 --- Rupees in '000 ---	2024
Receivable balances of cotton and store suppliers - written off		-	3,419
Debtors balances - written off		-	617
Provision for impairment of trade debts - net	11.2	708	-
Loss on sale of operating fixed assets	5.7	-	38,618
		<u>708</u>	<u>42,654</u>
36. OTHER INCOME			
Income from financial assets			
Return on bank deposits		9,363	11,582
Income from non-financial assets			
Unclaimed payable balances of cotton and store suppliers of prior years - written back		4,588	81,194
Gain on sale of operating fixed assets		46,874	-
Provision for impairment for trade debts- net		-	57
		<u>60,825</u>	<u>92,833</u>
37. FINANCE COST			
Interest on lease liabilities		330	657
Mark-up on long term finances		10,739	56,379
Mark-up on short term finances		126,628	291,429
Mark-up on Loan from an Associated Company Bibojee Services (Pvt.) Limited		121,362	-
Bank charges		2,907	8,161
Inland-letters of credit discount charges		-	1,125
		<u>261,966</u>	<u>357,751</u>
38. LEVIES AND INCOME TAXATION			
38.1 Final tax levy			
Levy			
- for the year	28	<u>19,046</u>	<u>73,559</u>
38.1.1			

This represent minimum tax payable under section 113 of the Income Tax Ordinance, 2001, representation levy in terms of requirement of IFRIC 21/IAS 37.

	2025	2024
	--- Rupees in '000 ---	
38.2 Income taxes		
Deferred tax (Origination and reversal of temporary differences)	<u>30,815</u>	<u>142,726</u>
39. LOSS PER SHARE		
There is no dilutive effect on loss per share of the Company, which is based on:		
Loss after taxation attributable to ordinary shareholders	<u>(754,804)</u>	<u>(467,584)</u>
	(Number of shares)	
Weighted average number of ordinary shares in issue during the year	<u>6,915,822</u>	<u>6,915,822</u>
	----- Rupees -----	
Loss per share - basic	<u>(109.14)</u>	<u>(67.61)</u>
40. FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES		
	2025	2024
	--- Rupees in '000 ---	
40.1 Financial instruments by category		
Financial assets - At amortised cost		
Security deposits	14,598	14,598
Loans to employees	-	900
Advances to employees	513	1,224
Trade debts	84,315	4,646
Due from Associated Companies	5,368	60
Other receivables	-	1,923
Bank balances	7,633	10,508
	<u>112,427</u>	<u>33,859</u>
Financial liabilities - At amortised cost		
Lease liabilities	-	2,022
Long term finances	1,281,507	158,686
Trade and other payables	228,792	707,003
Unclaimed dividends	2,715	2,715
Accrued mark-up	121,362	76,387
Short term finances	-	1,171,942
Redeemable preference shares	1,189	1,191
	<u>1,635,565</u>	<u>2,119,946</u>

40.2 Financial Risk Factors

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk, price risk and currency risk), credit risk and liquidity risk. The Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Risk management is carried-out by the Company's finance department under policies approved by the board of directors. The Company's finance department evaluates financial risks based on principles for overall risk management as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity, provided by the board of directors.

40.3 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: currency risk, interest rate risk and price risk.

(a) Currency risk

Foreign currency risk arises mainly where receivables and payables exist due to transactions entered into in foreign currencies. The Company is exposed to currency risk on raw materials denominated in CN¥ and U.S. \$. The Company's exposure to foreign currency risk for CN¥ and U.S. \$ is as follows:

	Rupees	CN¥	U.S.\$
	--- Rupees in '000 ---		
2025			
Funded			
Bills payable	-	-	-
Total exposure	-	-	-
2024			
Funded			
Bills payable	247,922	2,431	579
Total exposure	247,922	2,431	579

The following significant exchange rates have been applied:

	Average rate		Reporting date rate	
	2025	2024	2025	2024
CN¥ to Rupee	39.08	38.43	39.66	38.53
U.S. \$ to Rupee	281.43	287.63	284.10	278.80

Sensitivity analysis

As at June 30, 2025, if Rupee had strengthened by 10% against U.S.\$ with all other variables held constant, loss before taxation for the current year would have been lower by the amount shown below mainly as a result of net foreign exchange gain on translation of foreign currency financial liabilities:

	2025	2024
Effect on loss for the year:	--- Rupees in '000 ---	
U.S.\$ to Rupee	-	16,143
CN¥ to Rupee	-	9,366

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. At the reporting date, the interest rate profile of the Company's interest bearing financial instruments is as follows:

	2025 Effective rate %	2024 %	2025 Carrying amount --- Rupees in '000 ---	2024 Carrying amount ---
Fixed rate instruments				
Financial assets				
Bank balances	12.25 to 19.50	18.00 to 20.50	<u>2,532</u>	<u>3,666</u>
Variable rate instruments				
Financial liabilities				
Long term finances	12.33 to 24.24	22.70 to 25.93	<u>1,281,507</u>	<u>158,686</u>
Lease finances	20.33 to 23.85	23.85 to 24.25	<u>-</u>	<u>2,022</u>
Short term finances	13.59 to 23.72	22.31 to 25.02	<u>-</u>	<u>1,153,923</u>

Fair value sensitivity analysis for fixed rate instruments

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect statement of profit or loss of the Company.

Cash flow sensitivity analysis for variable rate instruments

At June 30, 2025, if interest rate on variable rate financial liabilities had been 1% higher / lower with all other variables held constant, loss before taxation for the year would have been higher / lower by Rs.12,815 thousand (2024: Rs.13,146 thousand) mainly as a result of higher / lower interest expense on variable rate financial liabilities.

(c) Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk) whether those changes are caused by factors specific to the individual financial instruments or its issuer or factors affecting all similar financial instruments traded in the market. The Company is not exposed to any significant price risk.

40.4 Credit risk exposure and concentration of credit risk

Credit risk represents the risk of a loss if the counter party fails to discharge its obligation and cause the other party to incur a financial loss. The Company attempts to control credit risk by monitoring credit exposures, limiting transactions with specific counterparties and continually assessing the credit worthiness of counterparties.

Concentrations of credit risk arise when a number of counterparties are engaged in similar business activities or have similar economic features that would cause their abilities to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations of credit risk indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

Credit risk primarily arises from trade debts and balances with banks. To manage exposure to credit risk in respect of trade debts, management performs credit reviews taking into account the customer's financial position, past experience and other relevant factors. Where considered necessary, advance payments are obtained from certain parties. The management has set a maximum credit period of 10 days to reduce the credit risk. Credit risk on bank balances is limited as the counter parties are banks with reasonably high credit ratings.

Exposure to credit risk

The maximum exposure to credit risk at the reporting date along with comparative is tabulated below:

	2025	2024
	--- Rupees in '000 ---	
Security deposits	14,598	14,598
Trade debts	84,315	4,646
Trade deposits	2,700	2,700
Due from Associated Companies	5,368	60
Bank balances	7,633	10,508
	<u>114,614</u>	<u>32,512</u>

All the trade debts at the reporting date represent domestic parties.

The ageing of trade debts at the year-end was as follows:

Not past due	-	1,409
Past due more than one year	84,315	3,237
	<u>84,315</u>	<u>4,646</u>

Based on past experience, the Company's management believes that no further impairment loss allowance is necessary in respect of trade debts as there are reasonable grounds to believe that the amounts will be realised in short course of time.

The credit quality of the Company's major bank balances can be assessed with reference to the external credit ratings as follows:

Bank	Short term rating	Long term rating	Agency
United Bank Ltd.	A1+	AAA	JCR
Habib Metropolitan Bank Ltd.	A1+	AA+	PACRA
National Bank of Pakistan	A1+	AAA	PACRA
The Bank of Khyber	A-1	A+	VIS
Bank Alfalah Ltd.	A1+	AA+	PACRA
Meezan Bank Ltd.	A1+	AAA	JCR
Faysal Bank Ltd.	A1+	AA	PACRA

40.5 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 is to ensure, as far as possible, to always have sufficient liquidity to meet its liabilities when due. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and ensuring the availability of adequate credit facilities. The Company's treasury department aims at maintaining flexibility in funding by keeping committed credit lines available.

Financial liabilities in accordance with their contractual maturities are presented below:

	Carrying amount	Contractual cash flows having maturity of less than one year	Contractual cash flows having maturity of upto five years
2025			
	- - - Rupees in thousand - - -		
Long term finances	1,281,507	928,080	353,427
Trade and other payables	228,792	228,792	-
Unclaimed dividends	2,715	2,715	-
Accrued mark-up	121,362	121,362	-
Redeemable preference shares	1,189	1,189	-
	1,635,565	1,282,138	353,427
2024			
Lease liabilities	2,022	2,251	-
Long term finances	158,686	158,406	676
Trade and other payables	707,003	707,003	-
Unclaimed dividends	2,715	2,715	-
Accrued mark-up	76,387	76,387	-
Short term finances	1,171,942	1,445,017	-
Redeemable preference shares	1,191	1,191	-
	2,119,946	2,392,970	676

The contractual cash flows relating to the above financial liabilities have been determined on the basis of mark-up rates effective at the respective year-ends. The rates of mark-up have been disclosed in the respective notes to these financial statements.

41. MEASUREMENT OF FAIR VALUES

The management, as at April 1, 2024, had engaged an independent external Valuer to carry out valuation of plant & machinery and generators. Selection criteria included market knowledge, reputation, independence and whether professional standards were maintained. When measuring the fair value of an asset, the Company uses valuation techniques that are appropriate in the circumstances and uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the management recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. There were no transfers between different levels of fair values mentioned above.

42. CAPITAL RISK MANAGEMENT

The Company's prime objective when managing capital is to safeguard its ability to continue as a going concern so that it can continue to provide returns for shareholders, benefits for other stakeholders and to maintain a strong capital base to support the sustained development of its business.

The Company manages its capital structure by monitoring return on net assets and makes adjustments to it in the light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders or issue new shares. The Company also monitors capital using a gearing ratio, which is net debt, mark-up bearing long term finances, lease liabilities, mark-up bearing short term finances less cash and bank balances. Capital signifies equity as shown in the statement of financial position plus net debt. The gearing ratio as at June 30, 2025 and June 30, 2024 is as follows:

	2025	2024
	--- Rupees in '000 ---	
Lease liabilities	-	2,022
Long term finances	1,281,507	158,686
Short term finances	-	1,171,942
Cash and bank balances	(7,917)	(12,372)
Net debt	1,273,590	1,320,278
Share capital	69,158	69,158
Treasury shares	(3,410)	(3,410)
Reserves		
- capital	5,082,482	5,031,515
- revenue	132,989	938,771
Equity	5,281,219	6,036,034
Capital	6,554,809	7,356,312
Gearing ratio (Net debt / (Net debt + Equity))	19.43%	17.95%

43. REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

Particulars	Chief Executive		Director		Executives	
	2025	2024	2025	2024	2025	2024
	----- Rupees in '000 -----					
Managerial remuneration	3,696	6,336	-	500	53,551	162,845
Retirement benefits	88	528	-	-	1,021	12,300
Leave salary	-	476	-	-	593	12,270
Medical	1,443	1,970	-	-	2,127	9,625
Utilities	394	428	-	10	1,026	3,398
	5,621	9,738	-	510	58,318	200,438
No. of persons	1	1	-	1	17	17

43.1 Meeting fees of Rs.600 thousand (2024: Rs.1,350 thousand) were also paid to six (2024: five) non-working directors and one working director during the year.

43.2 Chief executive and all the executives are provided with free use of residential telephones and the Company maintained cars. Executives are also provided with free housing facility.

44. TRANSACTIONS WITH ASSOCIATED COMPANIES AND RELATED PARTIES

- 44.1** The Company's shareholders vide a special resolution dated December 24, 2021 have enhanced the previous approved limit of Rs.12.500 million to Rs.25.000 million on account of transactions among Associated Companies of the Group, which fall under normal trade transactions for sale and purchase of store and spare parts, purchase of raw materials and certain other related transactions not falling under the purview of section 199 of the Companies Act, 2017 (the Act). The Chief Executive Officer and Chief Financial Officer have been authorized jointly by members of Company in their annual general meeting held on October 26, 2024 to approve all transactions carried out and to be carried out in normal course of business with Associated Companies / related parties during year ended June 30, 2025.
- 44.2** The Company, Bannu Woollen Mills Ltd. and Rahman Cotton Mills Ltd. (Associated Companies), on January 01, 2023, have entered into a lease rental agreement with the Executive Director Finance & Production (EDFP) whereby property owned by EDFP situated at Tufail Road, Lahore has been rented at monthly rent of Rs.465,000. The rent and utilities are being shared by the Company and above mentioned Associated Companies on a pro rata basis.
- 44.3** Maximum aggregate debit balance of the Associated Companies at any month-end during the year was Rs. 100.434 million (2024: Rs.2.434 million).
- 44.4** Mark-up has been accrued during the current year on the loan obtained from the associated company, Bibojee Services (Pvt) Ltd., following the execution of a loan agreement between the Company and Bibojee Services (Pvt) Ltd. during the year.
- 44.5** The related parties of the Company comprise of Associated Companies (on the basis of common directorship), its directors, key management personnel and employees' provident fund. The Company in the normal course of business carries-out transactions with various related parties. There were no transactions with key management personnel other than under the terms of employment. Amounts due to / from them are disclosed in the relevant notes. The transactions with related parties are made at normal market prices.

Material transactions with related parties during the year were as follows:

Name	Nature of relationship	Nature of transaction	2025 Rupees in '000	2024
Bannu Woollen Mills Ltd.	Associated Company	Expenses recovered	429	437
		Salaries & benefits recovered	3,326	3,484
Rahman Cotton Mills Ltd.	-do-	Sale of cotton	94,722	-
Ghandhara Automobiles Ltd. (formerly Ghandhara Nissan Ltd.)	-do-	Salaries & benefits recovered	3,326	3,484
		Expenses recovered	429	398
Ghandhara Industries Ltd.	-do-	Salaries & benefits recovered	3,326	3,484
		Expenses recovered	429	398
The Universal Insurance Company Ltd.	-do-	Salaries & benefits		
		- recovered	3,326	3,484
		- paid	-	686
		Expenses recovered	240	240
Bibojee Services (Pvt.) Ltd.	-do-	Loan obtained	1,413,709	-
		Loan repaid	132,814	-
		Mark-up accrued	121,362	-
Key management personals		Remuneration and other benefits	63,940	191,247
Other related parties				
Staff retirement fund		Contribution paid to employees' provident fund	6,062	40,083
Executive Director Finance & Production		Lease rental (payable) / paid	(2,251)	1,023

45. OPERATING SEGMENT

These financial statements have been prepared on the basis of single reportable segment.

45.1 Yarn sales represent 86.20% (2024: 99.98%) of the total sales of the Company.

45.2 All of the Company's sales relate to customers in Pakistan.

45.3 All non-current assets of the Company as at June 30, 2025 are located in Pakistan.

45.4 The Company does not have transactions with any customer which amount to 10% or more of its sales.

46. CAPACITY AND PRODUCTION	Note	2025	2024
		---- Numbers ----	
Spindles installed		64,704	98,224
Rotors installed		600	600
Shifts worked		275	1,093
Spindles / rotors shifts worked		10,089,652	63,036,998
		----KGs.----	
Installed capacity at 20's count on the basis of shifts worked		4,721,769	41,741,927
Actual production of yarn of all counts	46.2	1,115,291	6,504,731
Actual production converted into 20's count		4,592,342	27,838,606

46.1 It is difficult to describe precisely the production capacity in textile industry since it fluctuates widely depending on various factors such as count of yarn spun, spindles' speed, twist per inch and raw materials used, etc. It also varies according to the pattern of production adopted in a particular year.

46.2 Due to unfavourable economic conditions in the country, increase in power cost, non availability of good quality of cotton at affordable price, decrease in sale and accumulation of stocks due to slow down of yarn market the management decided to temporarily shut down the operations of the Company effective October 31, 2024.

47. NUMBER OF EMPLOYEES	2025	2024
	----- Numbers -----	
Number of permanent employees as at June 30,	<u>91</u>	<u>1,074</u>
Average number of permanent employees during the year	<u>320</u>	<u>1,163</u>

47.1 Due to closure of the production capacity as mentioned in note 46.2, excess workforce of the Company has been permanently laid-off during the current financial year. The Company's liability with respect to staff retirement benefits - gratuity and provident fund has been paid.

48. PROVIDENT FUND RELATING DISCLOSURES

Investments out of the provident fund have been made in accordance with the requirements of section 218 of the Companies Act, 2017 and the rules formulated for this purpose.

49. RECONCILIATION OF MOVEMENT OF LIABILITIES TO CASH FLOWS ARISING FROM FINANCING ACTIVITIES

	Lease liabilities	Long term finances	Short term finances	Accrued mark-up	Total
----- Rupees in '000 -----					
Balance as at June 30, 2023	3,473	296,975	1,556,639	1,017	1,858,104
Changes from financing activities					
Finances obtained net of repayments	(1,451)	(138,289)	(384,697)	-	(524,437)
Finance cost paid	-	-	-	(274,220)	(274,220)
	(1,451)	(138,289)	(384,697)	(274,220)	(798,657)
Other changes					
Mark-up expense for the year	-	-	-	349,590	349,590
Balance as at June 30, 2024	2,022	158,686	1,171,942	76,387	1,409,037
Changes from financing activities					
Finances obtained net of repayments	229	1,122,821	(1,171,942)	-	(48,892)
Finance cost paid	-	-	-	(214,084)	(214,084)
	229	1,122,821	(1,171,942)	(214,084)	(262,976)
Other changes					
Mark-up expense for the year	-	-	-	259,059	259,059
Balance as at June 30, 2025	2,251	1,281,507	-	121,362	1,405,120

50. SHAHRIAH SCREENING DISCLOSURE

	----- 2025 -----		----- 2024 -----	
	Conventional	Shariah Compliant	Conventional	Shariah Compliant
----- Rupees in '000 -----				
Statement of Financial Position - Assets				
Investments in Associated Company	-	89,848	-	81,492
Bank balances	6,392	1,241	9,135	1,373
Statement of Financial Position - Liability				
Long term finances	1,280,895	612	-	158,686
Short term borrowings	-	-	1,171,942	-
Lease liabilities	2,251	-	2,022	-
Accrued mark-up	121,362	-	-	76,387
Statement of Profit and Loss and other Comprehensive Income				
Revenue earned from shariah compliant business segments	-	1,523,661	-	5,884,712
Other income				
a) Profit on bank deposits	9,363	-	11,582	-
Mark-up on short term finances	126,628	-	291,429	-
Mark-up on long term finances	121,362	10,739	-	56,379
Mark-up on leases	330	-	657	-

The Company have banking relation with the following shariah-compliant financial institutions:

- Meezan Bank Limited
- The Bank of Khyber
- First Habib Modaraba
- Sindh Modaraba

51. DATE OF AUTHORISATION FOR ISSUE

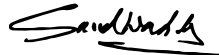
These financial statements were authorised for issue on September 23, 2025 by the board of directors of the Company.

52. GENERAL

Corresponding figures have been re-arranged and re-classified, wherever necessary, for the purpose of comparison; however, no material re-arrangements and re-classifications have been made in these financial statements.



Lt. Gen. Retd.
Ali Kuli Khan Khattak
Chief Executive



Maj. Gen. (Retd)
Saeed Ahmed Wahla
Director



Salman Khan
Chief Financial Officer

JANANA DE MALUCHO TEXTILE MILLS LIMITED

FORM OF PROXY

I/We, _____ of _____ being a member of the **Janana De Malucho Textile Mills Limited** and holder of _____ Shares as per Folio No. _____ and/or CDC Participation ID # _____ and Sub Account # _____ do hereby appoint Mr. _____ of _____ having Folio No. _____ and/or CDC Participation ID # _____ and Sub Account # _____ as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the company scheduled to be held on Saturday, the October 18, 2025 at 11:00 A.M., and at any adjournment thereof at registered office of the company Habibabad, Kohat.

At witness my/our hand this _____ day of _____ 2025.

1. Signature _____
 Name _____
 C.N.I.C _____
 Address _____

Please affix
 Revenue
 Stamps of
 Rs. 50/-

Member's signature

2. Signature _____
 Name _____
 C.N.I.C _____
 Address _____

(This signature should
 agree with specimen
 registered with the
 Company)

Notes:

1. A member entitled to attend and vote at this meeting may appoint any other member as his / her proxy to attend, speak and vote instead of him / her. A proxy must be a member of the Company.
2. A member shall not be entitled to appoint more than one proxy.
3. The instrument appointing a proxy must be duly signed and witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
4. Attested copies of the CNIC or the Passport of beneficial owners and the proxy shall be furnished along with the proxy form. In case of corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished along with the proxy form.
5. Proxies in order to be valid, must be received at the registered office Habibabad, Kohat not later than forty eight (48) hours before the time scheduled for the meeting.
6. The proxy shall produce his original CNIC or original Passport at the time of the Meeting.

