

Quarterly Report

March 31, 2024

WorldCall Telecom Limited





**CONDENSED INTERIM
FINANCIAL INFORMATION
(UN-AUDITED)**

QUARTERLY REPORT 2024





VISION

We at Worldcall are committed to achieving dynamic growth and service excellence by being at the cutting edge of technological innovation. We strive to consistently meet and surpass customers', employees' and stake-holders' expectations by offering state-of-the-art telecom solutions with national & international footprints. We feel pride in making efforts to position Worldcall and Pakistan in the forefront of international arena.

MISSION STATEMENT

In the telecom market of Pakistan, Worldcall to have an overwhelming impact on the basis of following benchmarks:

Create new standards of product offering in basic and value added telephony by being more cost effective, easily accessible and dependable. Thus ensuring real value for money to all segments of market.

Be a leader within indigenous operators in terms of market share, gross revenues and ARPU within five years and maintain the same positioning thereafter.

Achieve utmost customer satisfaction by setting up high standards of technical quality and service delivery.

Ensuring the most profitable and sustainable patterns of ROI (Return on Investment) for the stake-holders.



Contents

Page Four

Company Information

Page Six

Directors' Review Report

Page Nine

ڈائریکٹرز کا تجزیہ

Page Ten

Condensed interim Standalone Financial Statements

Page Thirty

Condensed interim Consolidated Financial Statements



COMPANY INFORMATION

Chairman	Mr. Mehdi Mohamed Jawad Abdullah Al Abduwani	
Chief Executive Officer	Mr. Abbas Raza	
Board of Directors	Mr. Mehdi Mohamed Jawad Abdullah Al Abduwani Mr. Syed Salman Ali Shah Mr. Muhammad Shoaib Mr. Babar Ali Syed Mr. Muhammad Azhar Saeed Mr. Mubasher Lucman Mrs. Hina Babar Mr. Tariq Hasan	(Chairman) (Director) (Director) (Director) (Director) (Director) (Director) (Director)
Chief Financial Officer	Mr. Shahzad Saleem	
Executive Committee	Mr. Mehdi Mohamed Jawad Abdullah Al Abduwani Mr. Muhammad Shoaib Mr. Babar Ali Syed Mr. Muhammad Azhar Saeed Mr. Muhammad Sarfraz Javed	(Chairman) (Member) (Member) (Member) (Secretary)
Audit Committee	Mr. Muhammad Shoaib Mr. Syed Salman Ali Shah Mr. Mehdi Mohamed Jawad Abdullah Al Abduwani Mrs. Hina Babar Mr. Ansar Iqbal Chauhan	(Chairman) (Member) (Member) (Member) (Secretary)
Human Resource & Remuneration Committee	Mr. Mubasher Lucman Mr. Muhammad Azhar Saeed Mr. Muhammad Shoaib Mr. Muhammad Sarfraz Javed	(Chairman) (Member) (Member) (Secretary)
Chief Internal Auditor	Mr. Ansar Iqbal Chauhan	
Company Secretary	Mr. Muhammad Sarfraz Javed, ACA	
Auditors	Tariq Abdul Ghani & Co. Chartered Accountants	
Legal Advisers	M/s Miankot Law Chambers Barristers, Advocates & Corporate Legal Consultant	





Bankers

Allied Bank Limited
Askari Bank Limited
Bank Al Habib Limited
Faysal Bank Limited
Habib Bank Limited
Habib Metropolitan Bank Limited
JS Bank Limited
BankIslami (Pakistan) Limited
MCB Bank Limited
National Bank of Pakistan
Pak Oman Investment Co. Limited
Soneri Bank Limited
Standard Chartered Bank (Pakistan) Limited
Bank Makramah Limited formerly (Summit Bank Limited)
Telenor Microfinance Bank Limited
The Bank of Punjab
United Bank Limited
Silkbank Limited
Meezan Bank Limited
Mobilink Microfinance Bank Limited

Registrar and Shares Transfer Office

THK Associates (Pvt.) Limited
Plot No. 32-C, Jami Commercial Street 2,
D.H.A., Phase VII,
Karachi-75500 Pakistan.
 (+92 21) 35310191-6
 (+92 21) 35310190
 sfc@thk.com.pk

Registered Office/Head Office

Plot No. 112/113, Block S,
Quaid-e-Azam Industrial Estate,
Kot Lakhpat,
Lahore - Pakistan
 (+92 42) 35400544, 35400609,
 (+92 42) 35110965

Webpage

www.worldcall.com.pk
www.worldcall.net.pk



DIRECTORS' REVIEW REPORT

The Board of Directors of Worldcall Telecom Limited (the "Company") is pleased to present its review report along with condensed interim standalone and consolidated financial information for the first quarter ended March 31, 2024.

ECONOMIC OVERVIEW

Pakistan's overall economic conditions have gradually improved, leading to a revival in overall economic activity compared to the challenging financial year 2023. This persistent uptick in economic indicators has resulted in improved GDP growth of 2.13% in the period under review. This stability and has regained business confidence. Pakistan Government and IMF have concluded second Stand-By Arrangement of US \$1.1 billion. This has helped to address increased financing needs under global economic uncertainties, thereby fostering economic recovery and boosting investor confidence. The Pakistani telecom market is projected to reach US \$5.32 billion by 2029, indicating steady growth fueled by 5G expansion and rising mobile phone penetration. Despite challenges, there's potential for growth. Government initiatives promoting digital infrastructure and new entrants in the market could drive competition and affordability. Inflation pressures are easing, with a significant reduction in the annual inflation rate. The robust growth in agricultural industrial sector is contributing positively to economic resilience. Balance of trade and current account deficit, foreign exchange reserves and Pak Rupee against foreign currencies are showing positive signs of development. Moreover, with stable remittances and positive Foreign Direct Investment, Pakistan's economic outlook is cautiously optimistic, though challenges in inflation control and fiscal management persist. The State Bank of Pakistan maintains a policy rate to stabilize inflation expectations, underscoring ongoing efforts to secure economic stability and recovery.

FINANCIAL OVERVIEW

STANDALONE FINANCIAL STATEMENTS

Summary of financial results for the first quarter ended March 31, 2024 are as follows:

Particulars	1 st Quarter March 31, 2024	1 st Quarter March 31, 2023
	Rs. in million	
Revenue-net	1,025	615
Direct Cost (excluding depreciation and Amortization)	(988)	(539)
Other Income	45	14
EBITDA	(37)	(128)
Depreciation and Amortization	(217)	(268)
Finance Cost	(176)	(140)
Profit after tax	(444)	(546)

During the period under review, the Company closed its financial results reporting Rs 444 million as loss after tax. Positive movement in revenue was witnessed and corresponding hike in direct costs aligned with the earlier. Other income has increased mainly on account of rupee appreciation against USD and finance cost, when compared with the corresponding period, witnessing adverse movement due to an increase in KIBOR.

CONSOLIDATED FINANCIAL STATEMENTS

Condensed interim consolidated financial statements comprise the financial results of WorldCall Telecom Limited (Parent Company) consolidated with Route 1 Digital (Private) Limited (Subsidiary Company). Route 1 Digital is a private limited Company incorporated in Pakistan.

**EARNINGS PER SHARE**

The loss per share of the Company on a consolidated as well as on standalone basis is Rupees 0.09 per share.

FUTURE OUTLOOK

Pakistan's digital transformation and evolving technologies like 5G present exciting opportunities for WorldCall in the telecommunications sector. Building on our resilient 2023 performance, continued investment in R&D and infrastructure, exploring undervalued business ventures, and maximizing revenue from existing infrastructure through new services will fuel horizontal and vertical growth. Strategic partnerships with technology pioneers will further strengthen our position as we navigate the dynamic future of Pakistan's telecommunications landscape, mirroring our commitment to go beyond financial figures and prioritize strategic investments for long-term success.

Our FTTH conversion project –WorldCall being largest cable operator intends to penetrate in other digitally urban areas of Lahore i.e. DHA, Cantonment and in South subsequently. Further, as shown in past few years, our Parent Company, Worldcall Services (Pvt.) Ltd., while remaining true to its commitment for execution of WTL's technological transformation continually, is aggressively pursuing multiple monetization alternatives i.e. exploration of capital markets beyond Pakistan and selected is NASDAQ for its listing. WorldCall Services (PVT.) Limited has achieved a major milestone in NASDAQ listing through a US entity, Globaltech Corporation (GlobalTech). GlobalTech has been allocated the symbol "GLTK" by relevant regulator and would subsequently commence trade under this symbol. This milestone successfully consolidates actions taken for the purpose of capital raising to fuel the Technology Transformation of WTL with innovative IT Services and Affordable Broadband at the core.

The Company is at the advance stage to collaborate with an operator to expand its business across Pakistan and expect to add 200,000 broadband subscribers in low income areas under sharing economy vision. This will enhance Company's revenue and contribute positively to the bottom line. These addition of subscribers will be energized on the existing network of the Company.

The Company is also launching a new and unique project called CADNZ. It is a 360 degree Customer Relationship module based application specifically developed for banking sector. All aspects of non-core banking would be covered by this application. This product has huge potential in United States (US) small and medium sized banks. In future the Company would plan to penetrate in Europe, UK and Middle East. This project will generate significant revenue.

COMPANY'S STAFF AND CUSTOMERS

At WorldCall, we firmly believe in 'walking the talk' and place the utmost value on our human resources, who embody this principle. As WTL embarks on a new era of technological transformation, our mission to connect the unconnected and lead a nationwide digital revolution has been made possible through the relentless dedication of our team. We are committed to the collective goal of driving digital awareness and ensuring that the latest technological advancements, meeting global standards, are accessible and affordable for everyone.

For and on behalf of the Board of Directors

Abbas Raza
Chief Executive Officer

Lahore, Pakistan
April 29, 2024



فی شیئر آمدنی

کمپنی نے انفرادی اور مجموعی طور پر فی ہصصہ 0.09 روپے تخمینہ قرار دیا ہے۔

مستقبل کا نظریہ

پاکستان کی ڈیجیٹل تبدیلی اور 5G جیسی ترقی پذیر ٹیکنالوجیز کی کمیونیکیشن کے شعبے میں ورلڈ کال کے لیے دلچسپ مواقع پیش کرتی ہیں۔ ہماری 2023 کی لیکچرار کارکردگی، R&D اور بنیادی ڈھانچے میں مسلسل سرمایہ کاری، کم قیمت والے کاروباری منصوبوں کی تلاش، اور نئی خدمات کے ذریعے موجودہ انفراسٹرکچر سے زیادہ سے زیادہ آمدنی آتی اور عموماً ترقی کو فروغ دے گی۔ ٹیکنالوجی کے علمبرداروں کے ساتھ سٹریٹجک شراکت داری ہماری پوزیشن کو مزید مضبوط کرے گی کیونکہ ہم پاکستان کے ٹیلی کمیونیکیشن کے منظر نامے کے متحرک مستقبل کی طرف گامزن ہوں گے، جو مالیاتی اعداد و شمار سے آگے جانے اور طویل مدتی کامیابی کے لیے سٹریٹجک سرمایہ کاری کو ترجیح دینے کے ہمارے عزم کی آئینہ دار ہے۔

ہمارا FTTH کنورژن پروڈیکٹ - ورلڈ کال سے بڑا کمپل آپریٹرز ہونے کے ناطے لاہور کے دوسرے ڈیجیٹل شہری علاقوں یعنی ڈی ایچ اے، کنٹونمنٹ اور اس کے بعد ساؤتھ میں داخل ہونے کا ارادہ رکھتا ہے۔ اس کے علاوہ جیسا کہ پچھلے کچھ سالوں میں دکھایا گیا ہے، ہماری پیرنٹ کمپنی، ورلڈ کال سروسز (پرائیویٹ) لمیٹڈ، ڈبلیو ٹی ایل کی تکنیکی تبدیلی کو مسلسل عمل میں لانے کے اپنے عزم پر قائم رہتے ہوئے، جارحانہ طریقے سے متعدد مینیا نریشن تبادلات پر عمل پیرا ہے، یعنی پاکستان سے باہر کینیڈا، میکسیکو اور اس کی فہرست سازی کے لیے NASDAQ کو منتخب کیا گیا ہے۔ ورلڈ کال سروسز (پرائیویٹ) لمیٹڈ نے NASDAQ فہرست سازی میں ایک امریکی ادارے گلوبل ٹیک کارپوریشن (گلوبل ٹیک) کے ذریعے ایک اہم سٹاک میبل حاصل کیا ہے۔

GlobalTech کو متعلقہ ریگولیریٹی کی طرف سے علامت "GLTK" مختص کی گئی ہے اور بعد میں اس علامت کے تحت تجارت شروع کرے گی۔ یہ سٹاک میبل جدید آئی ٹی سروسز اور بنیادی طور پر سستی براڈ بینڈ کے ساتھ WTL کی ٹیکنالوجی کی تبدیلی کو فروغ دینے کے لیے سرمایہ اکٹھا کرنے کے مقصد کے لیے کیے گئے اقدامات کو کامیابی کے ساتھ مضبوط کرتا ہے۔

کمپنی پاکستان بھر میں اپنے کاروبار کو وسعت دینے کے لیے ایک آپریٹرز کے ساتھ تعاون کرنے کے پیشگی مرحلے پر ہے اور شیئر ہولڈنگ انوکومی ویزن کے تحت کم آمدنی والے علاقوں میں 200,000 براڈ بینڈ صارفین کو شامل کرنے کی توقع رکھتی ہے۔ اس سے کمپنی کی آمدنی میں اضافہ ہوگا اور نیچے کی کثیر میں مثبت حصہ ڈالے گا۔ صارفین کے ان اضافے سے کمپنی کے موجودہ ہینڈ درک کو تقویت ملے گی۔

کمپنی CADNZ کے نام سے ایک نیا اور منفرد پروڈیکٹ بھی شروع کر رہی ہے۔ یہ 360 ڈگری کسٹمر ریلیشن ماڈیول پر مبنی اپیلی کیشن ہے جو خاص طور پر بینکنگ سیکٹر کے لیے تیار کی گئی ہے۔ نان کوری بینکنگ کے تمام پہلوؤں کا اس اپیلی کیشن میں احاطہ کیا جائے گا۔ اس پروڈکٹ کی ریاستہائے متحدہ (یو ایس) کے چھوٹے اور درمیانے سائز کے بینکوں میں بڑی صلاحیت ہے۔ مستقبل میں کمپنی یورپ، برطانیہ اور مشرق وسطیٰ میں داخل ہونے کا منصوبہ بنائے گی۔ اس منصوبے سے نمایاں آمدنی ہوگی۔

کمپنی کا عملہ اور صارفین

ہم ورلڈ کال میں اپنے ان ٹیم ممبران کو قدر کی نگاہ سے دیکھتے ہیں جو انسانی وسائل کے اصول اپنانے اور ان پر عملی جامہ پہنانے کی بات پر زور دیتے ہیں۔ جیسا کہ WTL تکنیکی تبدیلی کے ایک نئے دور کا آغاز کر رہا ہے، غیر منسلک افراد کو جوڑنے اور ملکہ گیر ڈیجیٹل انقلاب کی قیادت کرنے کا ہمارا مشن ہماری ٹیم کی انتھک لگن سے ممکن ہوا ہے۔ ہم ڈیجیٹل بیماری بڑھانے اور اس بات کو یقینی بنانے کے اجتماعی مقصد کے لیے ہر عزم ہیں جہاں ہر ایک کے لیے سستی اور قابل رسائی جدید ترین تکنیکی ترقی، عالمی معیارات پر پورا اترے۔

محکم بورڈ آف ڈائریکٹرز

Abbas Raza

عباس رضا

چیف ایگزیکٹو آفیسر

لاہور

29 اپریل 2024

(نوٹ: اُردو متن میں کسی ابہام کی صورت میں انگریزی متن کو ترجیح دی جائے۔)



ڈائریکٹرز کی جائزہ رپورٹ

ورلڈ کال ٹیلی کام لمیٹڈ ("ورلڈ کال" یا "کمپنی") کے بورڈ آف ڈائریکٹرز 31 مارچ 2024 کو ختم ہونے والی پہلی سہ ماہی کے لئے اپنی جائزہ رپورٹ کے ساتھ عبوری اور مستحکم مالی بیانات کی معلومات پیش کرنے پر خوش ہیں۔

معاشی جائزہ

پاکستان کے مجموعی اقتصادی حالات میں بتدریج بہتری آئی ہے، جس کے نتیجے میں چیلنجنگ مالی سال 2023 کے مقابلے میں مجموعی اقتصادی سرگرمیوں میں بحالی ہوئی ہے۔ اقتصادی اشاریوں میں اس مسلسل اضافے کے نتیجے میں زیر جائزہ مدت میں جی ڈی پی کی شرح نمو 2.13 فیصد بہتر ہوئی ہے۔ یہ استحکام اور کاروبار کا اعتماد بحال ہوا ہے۔ حکومت پاکستان اور آئی ایم ایف نے 1.1 بلین امریکی ڈالر کا دوسرا اسٹینڈ بائی آرینجمنٹ مکمل کر لیا ہے۔ اس نے عالمی اقتصادی غیر یقینی صورتحال کے تحت ہوتی ہوئی مالیاتی ضروریات کو پورا کرنے میں مدد ملی ہے، اس طرح اقتصادی بحالی کو فروغ دیا گیا ہے اور سرمایہ کاروں کے اعتماد میں اضافہ ہوا ہے۔ پاکستانی ٹیلی کام مارکیٹ کے 2029 تک 5.32 بلین امریکی ڈالر تک پہنچنے کا امکان ہے، جو کہ 5G کی توسیع اور میٹا فون کی بڑھتی ہوئی رسائی کی وجہ سے مستحکم ترقی کی نشاندہی کرتا ہے۔ چیلنجوں کے باوجود ترقی کے امکانات موجود ہیں۔ ڈیجیٹل انفراسٹرکچر کو فروغ دینے والے حکومتی اقدامات اور مارکیٹ میں نئے داخلے مسابقت اور دستی کو بڑھا سکتے ہیں۔ سالانہ انفرافز ڈر کی شرح میں نمایاں کمی کے ساتھ موبائی کا باؤم ہو رہا ہے۔ زرعی صنعتی شعبے میں مضبوط ترقی معاشی استحکام میں مثبت کردار ادا کر رہی ہے۔ تجارتی توازن اور کرنٹ اکاؤنٹ خسارہ زرمبادلہ کے ذخائر اور غیر ملکی کرنسیوں کے مقابلے میں پاکستانی روپیہ ترقی کے مثبت اشارے دکھا رہا ہے۔ حزیلہ برآں، مستحکم ترسیلات زراور مثبت براہ راست غیر ملکی سرمایہ کاری کے ساتھ، پاکستان کا معاشی نقطہ نظر مختلط طور پر امید ہے، حالانکہ انفرافز کے کنٹرول اور مالیاتی انتظام میں چیلنجز بدستور برقرار ہیں۔ اسٹیٹ بینک آف پاکستان موبائی کی توقعات کو مستحکم کرنے کے لیے پالیسی ریٹ برقرار رکھتا ہے، معاشی استحکام اور بحالی کو محفوظ بنانے کے لیے جاری کوششوں پر زور دیتا ہے۔

مالیاتی جائزہ - ملحدہ معاشی بیانات

31 مارچ 2024 کو ختم ہونے والی پہلی سہ ماہی کے مالی نتائج کا خلاصہ مندرجہ ذیل ہے۔

Particulars	1 st Quarter March 31, 2024	1 st Quarter March 31, 2023
	Rs. in million	
Revenue-net	1,025	615
Direct Cost (excluding depreciation and Amortization)	(988)	(539)
Other Income	45	14
EBITDA	(37)	(128)
Depreciation and Amortization	(217)	(268)
Finance Cost	(176)	(140)
Profit after tax	(444)	(546)

زیر جائزہ مدت کے دوران، کمپنی نے 444 ملین روپے کے بعد ٹیکس کے نقصان کی اطلاع دیتے ہوئے اپنے مالیاتی نتائج کو بند کیا۔ روپیہ میں مثبت حرکت دیکھی گئی اور اس سے پہلے منسلک براہ راست اخراجات میں ایسی طرح اضافہ ہوا۔ دیگر آمدنی میں بنیادی طور پر USD اور مالیاتی لاگت کے مقابلے میں روپے کی قدر میں اضافہ ہوا ہے، جبکہ آئی مدت کے مقابلے میں KIBOR میں اضافے کی وجہ سے منفی حرکت دیکھنے میں آئی ہے۔

مجموعی مالیاتی بیانات

عبوری مستحکم مالی بیانات روٹ 1 ڈیجیٹل (پرائیویٹ) لمیٹڈ (ماحتہ کمپنی) کے ساتھ مل کر ورلڈ کال ٹیلی کام لمیٹڈ (جیولٹ کمپنی) کے مالی نتائج پر مشتمل ہیں۔ روٹ 1 ڈیجیٹل ایک پرائیویٹ لمیٹڈ کمپنی ہے جو 21 دسمبر، 2016 کو کمپنیز آرڈیننس، 1984 (جو کہ ایک کمپنیز ایکٹ، 2017 ہے) انکار پورٹ ہوئی۔ اس کا بنیادی کاروبار نقل و حمل کی خدمات، کسی دوسرے یا دوسروں کے ساتھ موٹر گاڑی کی نقل و حمل کا اشتراک، اور انٹرنیشنل ٹیکسٹون کی میڈیاں میں، سافٹ ویئر کی ترقی اور تمام سرگرمیوں کی مدد سے متعلق ہے۔ اس گروپ نے 31 دسمبر، 2018 کو ختم ہونے والے سال کے دوران اس ذیلی ادارہ کو حاصل کیا جس کے لئے 20 اپریل، 2018 کو کنٹرول حاصل کیا گیا تھا۔

**CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
AS AT MARCH 31, 2024**

	Mar 31, 2024		December 31, 2023	
	(Un-Audited)		(Audited)	
Note	----- (Rupees in '000) -----			
SHARE CAPITAL AND RESERVES				
Authorized share capital		29,000,000		29,000,000
Ordinary share capital	5	14,124,134		14,124,134
Preference share capital	6	890,665		890,665
Dividend on preference shares	7	320,329		320,329
Capital reserves		143,926		144,397
Accumulated loss		(17,933,939)		(17,523,888)
Surplus on revaluation of fixed assets		1,632,521		1,666,966
		(822,364)		(377,397)
NON-CURRENT LIABILITIES				
Term finance certificates	8	517,630		598,593
Long term financing	9	376,966		375,563
Sponsor's loan	10	2,476,246		2,478,060
License fee payable		45,513		45,513
Post employment benefits		215,818		204,432
Lease liabilities	11	192,234		194,739
		3,824,407		3,896,900
CURRENT LIABILITIES				
Trade and other payables		7,295,723		7,334,987
Accrued mark up		1,219,197		1,083,295
Current and overdue portion of non-current liabilities		1,544,122		1,465,483
Short term borrowings	12	109,661		108,513
Unclaimed dividend		1,807		1,807
Provision for taxation - net		309,230		298,409
		10,479,740		10,292,504
Contingencies and Commitments	13	-		-
TOTAL EQUITY AND LIABILITIES		13,481,783		13,812,007
NON-CURRENT ASSETS				
Property, plant and equipment	14	4,915,356		4,994,941
Right of use assets	15	3,085,579		3,155,830
Intangible assets		201,631		257,410
Investment properties		52,610		52,610
Long term investment	16	-		-
Deferred taxation	17	2,369,178		2,369,178
Long term deposits		9,468		9,513
		10,633,822		10,839,482
CURRENT ASSETS				
Stores and spares		29,977		31,800
Stock-in-trade		210,858		210,858
Trade debts		1,032,833		1,140,060
Loans and advances		662,616		548,579
Deposits and prepayments		679,640		667,845
Short term investments		40,515		40,986
Other receivables		181,614		174,135
Cash and bank balances		9,908		158,262
		2,847,961		2,972,525
TOTAL ASSETS		13,481,783		13,812,007

The annexed notes from 1 to 23 form an integral part of these financial statements.

CHIEF EXECUTIVE OFFICER**DIRECTOR****CHIEF FINANCIAL OFFICER**



**CONDENSED INTERIM STATEMENT OF PROFIT OR LOSS
(UN-AUDITED)
FOR THE QUARTER ENDED MARCH 31, 2024**

	March 31 2024	March 31 2023
	----- (Rupees in '000) -----	
Revenue	1,025,321	614,783
Direct costs excluding depreciation and amortization	(988,289)	(538,664)
Operating costs	(119,079)	(121,515)
Other Income	45,127	14,053
Other Expenses	(1,063)	(97,103)
(Loss) before Interest, Taxation, Depreciation and Amortization	(37,983)	(128,446)
Depreciation and amortization	(217,710)	(268,093)
Finance cost	(176,072)	(139,629)
Loss before Taxation	(431,765)	(536,168)
Taxation	(12,731)	(9,992)
Net Loss for the period	(444,496)	(546,160)
Loss per Share - basic (Rupees)	(0.09)	(0.14)
Loss per Share - diluted (Rupees)	(0.09)	(0.14)

The annexed notes from 1 to 23 form an integral part of these financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER



**CONDENSED INTERIM STATEMENT OF COMPREHENSIVE INCOME
(UN-AUDITED)
FOR THE QUARTER ENDED MARCH 31, 2024**

	Quarter ended Mar 31,	
	2024	2023
	Un-Audited	Un-Audited
	----- (Rupees in '000) -----	
Net loss for the period	(444,496)	(546,160)
Other comprehensive income:		
<i>Items that will not be reclassified to profit or loss:</i>		
- Changes in fair value of financial assets through other comprehensive income - net of tax	(471)	(2,419)
<i>Item that may be subsequently reclassified to profit or loss:</i>	-	-
Other Comprehensive Loss - net of tax	(471)	(2,419)
Total Comprehensive loss for the period - net of tax	(444,967)	(548,579)

The annexed notes from 1 to 23 form an integral part of these financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER

**CONDENSED INTERIM STATEMENT OF CASH FLOWS (UN-AUDITED)
FOR THE QUARTER ENDED MARCH 31, 2024**

	Quarter ended March 31,		
	2024	2023	
Note	----- (Rupees in '000) -----		
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash used in operations	18	(110,973)	(31,617)
<i>Increase / (Decrease) in non-current liabilities:</i>			
- Long term deposit		-	-
<i>Decrease / (Increase) in non-current assets:</i>			
- Long term deposits		45	-
		<u>(110,928)</u>	<u>(31,617)</u>
Post employment benefits paid		(1,625)	(350)
Finance cost paid		(1,689)	(1,590)
Income tax paid		(1,996)	(1,586)
Net cash used in Operating Activities		<u>(116,238)</u>	<u>(35,143)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment		(12,095)	(2,489)
Income on deposit and savings accounts	41	41	43
Net cash used in Investing Activities		<u>(12,054)</u>	<u>(2,446)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of long term financing	9	(22,672)	(19,102)
Sponsor's loan	10	9,886	63,548
Short term borrowings - net	12	2,664	1,085
Repayment of lease liability	11	(9,940)	(7,934)
Net Cash (used in) / generated from Financing Activities		<u>(20,062)</u>	<u>37,597</u>
Net (Decrease) / Increase in Cash and Cash Equivalents		<u>(148,354)</u>	<u>8</u>
Cash and cash equivalents at the beginning of the Period		158,262	9,439
Cash and Cash Equivalents at the End of the Period		<u>9,908</u>	<u>9,448</u>

The annexed notes from 1 to 23 form an integral part of these financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER



**CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY
FOR THE QUARTER ENDED MARCH 31, 2024**

Particulars	Ordinary Share Capital	Preference Share Capital	Dividend on Preference Shares	Capital Reserves			Revenue Reserve (Accumulated Loss)	Surplus on Revaluation of Fixed Assets	Total
				Fair Value Reserve	Exchange Translation Reserve	Total Capital Reserves			
Balance as at December 31, 2022	13,136,257	1,185,479	425,652	(20,517)	257,414	236,897	(15,167,270)	1,804,747	1,621,762
Net loss for the Period	-	-	-	(2,419)	-	-	(946,160)	-	(946,160)
Other comprehensive income for the Period- net of tax	-	-	-	(2,419)	-	(2,419)	(946,160)	-	(946,160)
Total comprehensive loss for the Period- net of tax	-	-	-	(2,419)	-	(2,419)	(946,160)	-	(946,160)
Incremental depreciation / amortization for the Period on surplus on revaluation of fixed assets	-	-	-	-	-	-	66,890	(68,890)	-
Exchange translation	-	-	36,988	-	124,027	124,027	(160,615)	-	-
Conversion of preference shares and dividend thereon	4,135,360	(132,150)	(85,869)	-	(158,923)	(158,923)	-	-	3,756,430
Discount on issuance of ordinary shares	(3,756,430)	-	-	-	-	-	-	-	(3,756,430)
Total transactions with owners, recognized directly in equity	376,950	(132,150)	(85,869)	-	(158,923)	(158,923)	-	-	-
Balance as at March 31, 2023	13,513,207	1,053,321	376,371	(22,936)	222,518	199,582	(15,805,155)	1,735,857	1,073,183
Net loss for the Year	-	-	-	6,109	-	-	(1,462,264)	-	(1,462,264)
Other comprehensive income for the Year - net of tax	-	-	-	6,109	-	6,109	5,595	-	11,704
Total comprehensive income for the Year - net of tax	-	-	-	6,109	-	6,109	(1,456,669)	-	(1,450,560)
Incremental depreciation / amortization for the Year on surplus on revaluation of fixed assets	-	-	-	-	-	-	68,891	(68,891)	-
Exchange translation	-	-	(36,598)	-	(124,027)	(124,027)	160,615	-	-
Conversion of preference shares and dividend thereon	8,358,474	(162,656)	(19,454)	-	62,733	62,733	(491,550)	-	7,747,546
Discount on issuance of ordinary shares	(7,747,547)	-	-	-	-	-	-	-	(7,747,547)
Total transactions with owners, recognized directly in equity	610,927	(162,656)	(19,454)	-	62,733	62,733	(491,550)	-	-
Balance as at December 31, 2023	14,124,134	890,665	320,329	(16,827)	161,224	144,397	(17,823,888)	1,666,966	(377,987)
Net loss for the Period	-	-	-	(471)	-	-	(444,496)	-	(444,496)
Other comprehensive income for the Period - net of tax	-	-	-	(471)	-	(471)	-	-	(471)
Total comprehensive loss for the Period- net of tax	-	-	-	(471)	-	(471)	(444,496)	-	(444,967)
Incremental depreciation / amortization for the Period on surplus on revaluation of fixed assets	-	-	-	-	-	-	34,445	(34,445)	-
Exchange translation	-	-	-	-	-	-	-	-	-
Conversion of preference shares and dividend thereon	-	-	-	-	-	-	-	-	-
Discount on issuance of ordinary shares	-	-	-	-	-	-	-	-	-
Total transactions with owners, recognized directly in equity	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	14,124,134	890,665	320,329	(17,298)	161,224	143,926	(17,583,939)	1,632,521	(622,364)

(Rupees in '000)

The annexed notes from 1 to 23 form an integral part of these financial statements.

Abhishek Singh

CHIEF EXECUTIVE OFFICER

Shreyas

DIRECTOR

Shreyas

CHIEF FINANCIAL OFFICER



NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (UN-AUDITED) FOR THE QUARTER ENDED MARCH 31, 2024

Note 1

THE COMPANY AND ITS OPERATIONS

1.1 Worldcall Telecom Limited ("the Company") is a public limited Company incorporated in Pakistan on March 15, 2001 under the repealed Companies Ordinance, 1984 (now the Companies Act, 2017). Its shares are quoted on Pakistan Stock Exchange. The Company commenced its operations on December 01, 2004 and is engaged in providing Wireless Local Loop ("WLL") and Long Distance & International ("LDI") services in Pakistan; re-broadcasting international/national satellite/terrestrial wireless and cable television and radio signals; interactive communication and to establish, maintain and operate the licensed telephony services. The Company is domiciled in Pakistan and its registered office cum principal place of business is situated at Plot # 112-113, Block S, Quaid e Azam Industrial Estate Kot Lakhpat Lahore.

Worldcall Services (Pvt.) Limited is the Parent Company. Global Tech Corporation (GTC) owned 100% shares of both M/s Worldcall Services (pvt.) Ltd. & Ferret Consulting FZC and after the completion of the contemplated transaction GTC will be ultimate holding Company. The ultimate beneficial ownership would remain unchanged. GTC is registered in USA and its principal office is situated at 3550 Barron Way Suite 13a. Reno. NV 89511.

Note 2

BASIS OF PREPARATION

2.1 These condensed interim financial statements are the separate condensed financial statements of the Company in which investment in subsidiary is stated at cost. Condensed consolidated interim financial statements are prepared separately.

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

- International Accounting Standard (IAS) 34, Interim Financial Reporting, issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017; and
- Provisions of and directives issued under the Companies Act, 2017.

Where the provisions of and directives issued under the Companies Act, 2017 differ with the requirements of IAS 34, the provisions of and directives issued under the Companies Act, 2017 have been followed.

2.3 These condensed interim financial statements are unaudited.

2.4 These condensed interim financial statements (un-audited) do not include all of the information required for annual financial statements and should be read in conjunction with the annual financial statements for the year ended December 31, 2023. Selected explanatory notes are included to explain events and transactions that are significant to understanding of the changes in the Company's financial statements since the last financial statements.

2.5 These condensed interim financial statements (un-audited) should be read in conjunction with annual audited financial statements for the year ended December 31, 2023. Comparative statement of financial position is extracted from annual audited financial statements for the year ended December 31, 2023 whereas comparative statement of profit or loss, comparative statement of comprehensive income, comparative statement of changes in equity and comparative statement of cash flows are extracted from unaudited condensed interim financial statements for the quarter ended March 31, 2023.

2.6 These condensed interim (un-audited) financial statements are presented in Pak Rupees, which is the Company's functional and presentational currency. All the figures have been rounded off to the nearest thousand of rupees, unless otherwise stated.

2.7 Going concern assumption

2.7.1 The Company has incurred a loss after taxation of Rs. 444.496 million during the period ended March 31, 2024 (March 31, 2023: Rs. 546.160 million). As at March 31, 2024, the accumulated loss of the Company stands at Rs. 17,933.940 million (December 31, 2023: Rs. 17,523.888 million) and its current liabilities exceed its current assets by Rs. 7,631.779 million (December 31, 2023: Rs. 7,319.979 million). These conditions, along with the other factors like stagnant revenue growth and contingencies and commitments as mentioned in note 13, indicate the existence of material uncertainties that cast significant doubt about the Company's ability to continue as a going concern and therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business.



The Company's management has carried out an assessment of going concern status of the Company and believes that preparation of these financial statements on going concern assumption is appropriate. The management has placed reliance on the following factors:

2.7.2 Net Liabilities Position - Risk Mitigation

As mentioned above, there is a net current liability position of approximately Rs. 7.632 billion as on the reporting date, which has the following major components:

Description	Note	Rs in million
Short term Borrowings	2.7.2.1	110
Pakistan Telecommunication Authority (PTA)	2.7.2.2	2,354
Claims of parties challenged	2.7.2.3	578
Continuing business partners	2.7.2.4	71
Contract liabilities	2.7.2.5	892
Provision for taxation	2.7.2.6	309
		<u>4,313</u>

The management believes that certain balances included in the above amounts do not represent immediately payable liabilities as detailed below:

- 2.7.2.1 This represents funds obtained from related parties to the tune of Rs. 110 Million.
- 2.7.2.2 Liabilities towards PTA as incorporated in these financial statements stand at approximately Rs. 2.354 billion which are not immediately payable owing to non-fulfillment of certain conditions relating to the demand of such amounts. These conditions relate to the industry circumstances and Court Orders.
- 2.7.2.3 This amount represents the amounts owed to certain parties whose claims have been challenged by the Company in various judicial forums for the breach and non-performance of their contractual obligations. Based on the merits of Company's position, the management believes that such amounts may not be immediately payable under the circumstances.
- 2.7.2.4 The amount payable to creditors amounting Rs. 71 million represents routine trade credits extended by regular parties and these balances are of revolving nature. Thus, no immediate net cash outlay would be required.
- 2.7.2.5 Contract liabilities represents advances received from customers and this will be adjusted against future services. Based on which no cash outflow will occur.
- 2.7.2.6 The Company does not anticipate cash outlays on account of Provision for Taxation, since it has sufficient brought forward losses.

2.7.3 Continued Support from a Majority Shareholder

The Company's majority shareholder, Worldcall Services (Private) Limited (WSL) has given assurance to provide continued cash flow support to the Company through its letter to the Company's Board of Directors.

Note 3

SIGNIFICANT ACCOUNTING POLICIES

- 3.1 The Company's accounting and financial risk management policies and methods of computation adopted in the preparation of these condensed interim (un-audited) financial statements are the same as those applied in the preparation of preceding annual financial statements of the Company for the year ended December 31, 2023.
- 3.2 Certain standards, amendments and interpretations to approved accounting standards are effective for accounting periods beginning on January 1, 2023, but are considered not to be relevant or to have any significant effect on the Company's operations (although they may affect the accounting for future transactions and events) and are, therefore, not detailed in these condensed interim financial statements.



Note 4

SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of these financial statements in conformity with approved accounting and reporting standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expense. The estimates, associated assumptions and judgments are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which forms the basis of making the judgement about carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. In preparing these financial statements, the significant judgements made by the management in applying accounting policies and the key source of estimation were the same as those that were applied to the financial statements for the year ended December 31, 2023.

Note 5

Ordinary Share Capital

March 31, 2024	December 31, 2023		March 31, 2024	December 31, 2023
	No. of Shares	Note	----- (Rupees in '000) -----	
344,000,000	344,000,000	Ordinary shares of Rs. 10 each fully paid in cash	3,440,000	3,440,000
309,965,789	309,965,789	Ordinary shares of Rs. 10 each issued in accordance with the scheme of merger	3,099,658	3,099,658
98,094,868	98,094,868	Ordinary shares of Rs. 10 each issued as fully paid bonus shares	980,949	980,949
108,510,856	108,510,856	Ordinary shares of Rs. 10 each issued against convertible loan	1,085,109	1,085,109
4,121,717,673	4,121,717,673	Ordinary shares of Rs. 10 each issued against convertible preference shares	41,217,173	41,217,173
			49,822,889	49,822,889
		Less: Discount on issue of shares	(35,698,755)	(35,698,755)
4,982,289,186	4,982,289,186		14,124,134	14,124,134

- 5.1 During the period, nil (2023: 29,000) convertible preference shares and accumulated preference dividend thereon amounting to Rs. nil (2023: Rs. 105.323 million) have been converted into ordinary shares in accordance with the agreed terms.
- 5.2 The terms of agreement between the Company and certain lenders impose certain restrictions on distribution of dividends by the Company.
- 5.3 Worldcall Services (Private) Limited, parent of the Company, holds 854,914,152 shares (2023: 854,914,152 shares) in the Company. Out of these shares, 46.7 million shares are pledged to secure TFC liability which will be released with quarterly scheduled principal repayments proportionately. Refer to note 10.
- 5.4 Ferret Consulting F.Z.C., an associate of the company, holds 325,460,500 shares (2023: 325,460,500 shares) representing 6.53% (2023: 6.53%) shareholding in the company.
- 5.5 Globaltech World (Private) Limited, parent of the company, holds 194,923,889 shares (2023: 287,923,889) in the Company.
- 5.6 Reconciliation of discount on issue of shares is as follows:

	March 31, 2024	December 31, 2023
	----- (Rupees in '000) -----	
Opening balance	35,698,755	24,192,778
Add: Discount on issuance of ordinary shares during the period	-	11,505,977
Closing balance	35,698,755	35,698,755

- 5.7 Reconciliation of ordinary share capital is as follows:

Opening balance	49,822,889	37,329,035
Add: Shares issued during the year	-	12,493,854
Closing balance	49,822,889	49,822,889



- 5.8 All ordinary shares rank equally with regard to residual assets of the Company. Ordinary shareholders are entitled to receive all distributions including dividends and other entitlements in the form of bonus and right shares as and when declared by the Company. Voting and other rights are in proportion to the shareholding.
- 5.9 Shareholders of the Company resolved in annual general meeting held on April 30, 2019 that the authorized capital of the Company be increased from Rs. 21 billion to Rs. 29 billion divided into 2.9 billion ordinary shares of Rs. 10 each which may be utilized to issue ordinary shares of Rs. 10 each and / or preference shares of Rs. 10 each of the Company as the Board of Directors of the Company may decide from time to time in accordance with the Companies Act, 2017. Regulatory requirements as to the alteration of Memorandum and Articles of Association and legal formalities have yet to be fulfilled.
- 5.10 During the previous years, due to conversion of preference shares the issued, subscribed and paid up share capital exceeds the authorized capital of the company, for which regulatory filing with SECP and legal formalities are required to be fulfilled and the management is committed to complete the same at earliest.

Note 6**Preference Share Capital**

		March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023
	Note	-----No. of Shares-----		------(Rupees in '000)-----	
Opening balance		88,200	117,200	890,665	1,185,479
Less: Preference shares converted into ordinary shares during the year	6.3	-	(29,000)	-	(294,814)
		<u>88,200</u>	<u>88,200</u>	<u>890,665</u>	<u>890,665</u>

- 6.1 These preference shares are US Dollars denominated, non-voting, cumulative and convertible preference shares ("CPS", or "preference shares") having a face value of USD 100 each.
- 6.2 The conversion option is exercisable by the holder at any time after 1st anniversary of the issue. Initially, CPS were to be mandatorily converted to ordinary shares upon culmination of 5th anniversary, later mandatory conversion date was extended till December 31, 2024. CPS shall be converted at the conversion ratio defined in the agreement at 10% discount on share price after first anniversary and thereby increased by 10% additional discount for each completed year of anniversary.
- 6.3 In accordance with the terms detailed in Note 6.2 above, certain preference shareholders have exercised conversion option. Thus, their CPS and accrued preference dividend thereon have been converted into ordinary shares as reflected in Note 5.1 and Note 6.2.
- 6.4 CPS holders were entitled to non-cash dividend calculated @ 5.9% per annum on each of the preference shares or the dividend declared by WTL for ordinary shareholders, whichever is higher till 5th anniversary.
- 6.5 Ferret Consulting F.Z.C., an associate of the Company, holds 88,200 preference shares (2023: 88,200) in the Company.
- 6.6 The preference shareholders in an Extraordinary General Meeting held on January 4, 2019 and ordinary shareholders in annual general meeting held on April 30, 2019 have given their assent for the conversion of preference shares at nominal value of Rs. 10 each and for amendments in the Memorandum and Articles of Association of the Company. Resultantly, preference shares along with dividend accrued thereon shall be converted on any date from the mandatory conversion date, at par value of Rs. 10 each. However, the shares for which notices have been received before mandatory conversion date would be converted on the terms prevalent on the date of notice.

Note 7**Dividend on Preference Shares**

		March 31, 2024	December 31, 2023
	Note	------(Rupees in '000)-----	
Dividends on preference shares	7.1	<u>320,329</u>	<u>320,329</u>

- 7.1 This represents accumulated dividend on preference shares which is not payable in cash rather it will be converted into ordinary shares as and when the preference shares are converted into ordinary shares.
- 7.2 During the period, cumulative preference dividend amounting to Rs. nil (2023: Rs. 105.323 million) was converted into ordinary shares as a result of conversion option exercised by certain preference shareholders in accordance with the terms and conditions given in note 6.3 above.


Note 8
Term Finance Certificates

		March 31 2024	December 31 2023
	Note	------(Rupees in '000)-----	
Opening balance		1,187,853	1,187,853
Less: Payments made during the year		-	-
		<u>1,187,853</u>	<u>1,187,853</u>
Less: Current and overdue portion		<u>(840,739)</u>	<u>(780,745)</u>
		<u>347,114</u>	<u>407,108</u>
Add: Deferred markup	8.1	<u>170,516</u>	<u>191,485</u>
		<u><u>517,630</u></u>	<u><u>598,593</u></u>

Term finance certificates (TFCs) have a face value of Rs. 5,000 per certificate. These TFCs carry mark up at the rate of six months average KIBOR plus 1.0% per annum (2023: six month average KIBOR plus 1.0% per annum), payable quarterly. The mark up rate charged during the period on the outstanding balance ranged from 22.45% to 24.08% (2023: 17.10% to 24.08%) per annum.

IGI Holding Limited (previously IGI Investment Bank Limited) is the Trustee (herein referred to as the Trustee) under the Trust Deed.

The liability of these TFCs has been rescheduled in December 2012 and then on April 03, 2015. During the year 2018, third rescheduling of these TFCs was successfully executed through signing of the Third Supplemental Trust Deed between the Trustees and the Company.

In accordance with the 3rd Supplemental Trust Deed executed during the year 2018, the outstanding principal is repayable by way of quarterly staggered installments with downward revision in markup of 0.60% i.e. revised markup of six months average KIBOR + 1%. The outstanding markup payable as at the date of restructuring and up to December 20, 2018 is agreed to be deferred and shall be paid from March 20, 2021 in quarterly installments. 50% of the markup accrued for the period between December 20, 2018 to December 20, 2020 shall be paid on regular quarterly basis commencing from March 20, 2019 and the remaining 50% shall be deferred and paid from March 20, 2021. Markup deferred has been measured at present value. Under the revised term sheet, these TFCs are due to mature on September 20, 2026.

The other main terms included appointment of one representative as a nominee director nominated by the Trustee which has been complied with. Further, 175 million sponsor's shares are pledged for investors which will be released with quarterly scheduled principal repayments proportionately starting from June 2019.

The Company has not paid due quarterly installments of June 2019 to March 2024 amounting Rs. 615.74 million against principal and Rs. 946.53 million against accrued mark up. In case of failure to make due payments by the Company, Trustee can instruct the security agent to enforce the letter of pledge and sell the quantum of the pledged shares to generate the amount required for the settlement of the outstanding redemption amount.

Due to non-payment of due instalments, Trustee enforced the letter of pledge in 2021 and called 128.2 million shares from sponsors account out of which 50.38 million shares (2021:13.6 million shares) were sold for the amount of Rs. 113.63 (2021: 45.9 million) out of which Rs. 71.29 million settled against principal and Rs. 42.33 million against accrued markup (2021 Rs. 27.9 million settled against principal and Rs. 17.9 million against accrued mark-up).

These TFCs are secured against first pari passu charge over the Company's present and future fixed assets including equipment, plant and machinery, fixtures excluding land and building with 25% margin in addition to all rights, benefits, claims and interests procured by the Company under:

- a) LDI and WLL license issued by PTA to the Company; and
- b) Assigned frequency spectrum as per deed of assignment.

		March 31 2024	December 31 2023
		------(Rupees in '000)-----	
8.1	Deferred markup		
	Note		
Deferred markup	8.1.1	686,239	686,239
Adjustment due to impact of IFRS 9	8.1.2	(34,052)	(42,259)
		<u>652,187</u>	<u>643,980</u>
Payment/Adjustment		-	-
Less: Current and overdue portion		<u>(481,671)</u>	<u>(452,495)</u>
		<u><u>170,516</u></u>	<u><u>191,485</u></u>



		March 31 2024	December 31 2023
	Note	------(Rupees in '000)-----	
8.1.1	Reconciliation of deferred markup is as follows:		
	Opening balance	686,239	686,239
	Add: Markup deferred during the period/year Payment/Adjustment	-	-
		<u>686,239</u>	<u>686,239</u>
8.1.2	Reconciliation is as follows:		
	Opening balance	42,259	75,088
	Add: Discounting impact of deferred markup	-	-
		<u>42,259</u>	<u>75,088</u>
	Less: Unwinding impact of discounted deferred markup	<u>(8,207)</u>	<u>(32,829)</u>
		<u>34,052</u>	<u>42,259</u>
Note 9			
Long Term Financing			
From Banking Companies (secured)			
Allied Bank Limited	9.1	32,563	31,080
Bank Islami Pakistan Limited	9.2	67,050	70,905
Askari Bank Limited	9.3	271,444	260,108
Standard Chartered Bank Limited	9.4	5,909	13,470
		<u>376,966</u>	<u>375,563</u>
9.1	Allied Bank Limited		
	Opening balance	32,217	58,314
	Repayments	(5,557)	(26,097)
		<u>26,660</u>	<u>32,217</u>
	Less: Current and overdue portion	<u>(26,660)</u>	<u>(32,217)</u>
		-	-
	Add: Deferred markup	37,491	35,856
	Less: Discounting of deferred markup	(4,928)	(4,776)
		<u>32,563</u>	<u>31,080</u>
		<u>32,563</u>	<u>31,080</u>
9.1.1	Reconciliation of deferred markup is as follows:		
	Opening balance	52,073	42,001
	Add: Markup deferred during the year	1,635	10,072
		<u>53,708</u>	<u>52,073</u>
	Less: Current and overdue portion	<u>(16,217)</u>	<u>(16,217)</u>
		<u>37,491</u>	<u>35,856</u>
9.1.2	Reconciliation is as follows:		
	Opening balance	4,776	4,170
	Add: Discounting impact of deferred markup	231	922
		<u>5,007</u>	<u>5,092</u>
	Less: Unwinding impact of discounted deferred markup	<u>(79)</u>	<u>(316)</u>
		<u>4,928</u>	<u>4,776</u>

This represents balance transferred as a result of restructuring of short term running finance (RF) facility to Term Loan Facility and subsequently amended on 8th October 2020 and 30th September 2021. Principal will be repaid in 37 stepped up monthly installments starting from August 2021 till August 2024. Markup will be accrued and will be serviced in 12 equal monthly installments, starting from September 2024. Effective markup rate applicable will be 3 Month KIBOR + 85 bps. The mark up is charged during the year on the outstanding balance at 22.31% (2023: 17.85% to 23.76%) per annum. The facility is secured against 1st joint pari passu charge on present and future current and fixed assets excluding building of the Company for Rs. 534 million and right to set off on collection account.



		March 31 2024	December 31 2023
9.2 Bank Islami Pakistan Limited	Note	----- (Rupees in '000) -----	
Opening balance		39,182	53,808
Repayments		(3,715)	(14,626)
		35,467	39,182
Less: Current and overdue portion		(19,060)	(18,274)
		16,407	20,908
Add: Deferred markup	9.2.1	64,141	62,572
Less: Discounting of deferred markup	9.2.2	(13,498)	(12,575)
		50,643	49,997
		67,050	70,905
9.2.1 Reconciliation of deferred markup is as follows:			
Opening balance		62,572	54,659
Add: Deferred markup during the year		1,569	7,913
		64,141	62,572
9.2.2 Reconciliation is as follows:			
Opening balance		12,575	8,878
Add: Discounting impact of deferred markup		389	1,555
		12,964	10,433
Less: Unwinding impact of discounted deferred markup		534	2,142
		13,498	12,575

This represents balance transferred as a result of restructuring of short term running finance (RF) facility to Term Loan Facility as on 12th Feb 2021. Principal repayable in 29 installments started from Feb 2022 till May 2026. Markup to be accrued and will be serviced in 24 monthly installments, starting from June 01, 2024. Effective markup rate applicable will be 6 Month KIBOR (Floor 7.5% and capping 17%). The mark up charged during the year on the outstanding balance ranged from 17% (2023: 15.87% to 17%). The facility is secured against 1st joint pair passu charge on present and future current and fixed assets excluding land & building & licences/receivable of LDI & WLL of the Company for Rs. 880 million with 25% margin, pledge of various listed securities of the Company having carrying value Rs. 37.041 Million and along with Mortgage over the Company's Offices at Ali Tower MM Alam Road Lahore and at The Plaza Shopping Mall Kekhashan Karachi.

'Subsequently in June 2023 Bank approved Company's restructuring request as a result of which overall repayment tenure was extended by 01 year and 06 months i.e. principal repayment will end in November 2025 instead of May 2024 and Markup repayment will end in November 2027 instead of May 2026. As of reporting date all overdue has been settled.

Last year, period for repayment of principal and deferred markup was extended and according to revised terms both will be repaid till 1st Nov 2027.

		March 31 2024	December 31 2023
9.3 Askari Bank Limited	Note	----- (Rupees in '000) -----	
Opening balance		256,547	288,547
Repayments		(10,500)	(32,000)
		246,047	256,547
Less: Current and overdue portion		(76,000)	(86,500)
		170,047	170,047
Add: Deferred markup	9.3.1	123,271	110,560
Less: Discounting of deferred markup	9.3.2	(21,874)	(20,499)
		101,397	90,061
		271,444	260,108
9.3.1 Reconciliation of deferred markup is as follows:			
Opening balance		116,569	64,596
Add: Deferred markup during the period/year		12,711	51,973
		129,280	116,569
Less: Current and overdue portion		(6,009)	(6,009)
		123,271	110,560
9.3.2 Reconciliation is as follows:			
Opening balance		20,499	14,998
Add: Discounting impact of deferred markup		2,285	9,140
		22,784	24,138
Less: Unwinding impact of discounted deferred markup		(910)	(3,639)
		21,874	20,499



This represents balance transferred as a result of settlement agreement from short term running finance (RF) facility to Term Loan Facility as on November 02, 2022. Principal will be repaid in 48 installments starting from Nov 2022 till Oct 2026. Markup outstanding after effective discounts / waivers as per settlement agreement and markup to be serviced in 36 monthly installments, starting from November 2024. Effective markup rate applicable will be 1MK - 2% (Floor 10%). The mark up charged during the year on the outstanding balance ranged from 19.26% to 20.26% (2023: 14.4% to 21.14%). The facility is secured against 1st joint pari passu charge on present and future current and fixed assets (excluding land & building & licences) of the Company with Margin 25%, collection account with AKBL for routing of LDI receivables alongwith additional mortgage on Properties situated in Sindh.

As of reporting date bank has approved restructuring of installments provided total tenor of the facility remains unchanged.

The Company used post tax weighted average borrowing rate for amortization of deferred markups.

		March 31 2024	December 31 2023
9.4 Standard Chartered Bank Limited	Note	------(Rupees in '000)-----	
Opening balance		25,864	-
Transfer from running finance	12.1	-	32,064
Repayments		(2,900)	(6,200)
		<u>22,964</u>	<u>25,864</u>
Less: Current and overdue portion		(18,900)	(17,300)
		<u>4,064</u>	<u>8,564</u>
Add: Deferred markup	9.4.1	2,768	5,644
Less: Discounting of deferred markup	9.4.2	(923)	(738)
		<u>1,845</u>	<u>4,906</u>
		<u>5,909</u>	<u>13,470</u>
9.4.1 Reconciliation of deferred markup is as follows:			
Opening balance		5,644	-
Add: Deferred markup during the period/year		265	5,644
Less: Current and overdue portion		(3,141)	-
		<u>2,768</u>	<u>5,644</u>
9.4.2 Reconciliation is as follows:			
Opening balance		738	-
Add: Discounting impact of deferred markup		185	738
		<u>923</u>	<u>738</u>
Less: Unwinding impact of discounted deferred markup		-	-
		<u>923</u>	<u>738</u>

This represents balance transferred from short term borrowings (Note No. 12) as a result of settlement agreement from short term running finance (RF) facility to Term Loan Facility as on August 09, 2023. Principal will be repaid in stepped up 23 installments starting from Aug 2023 till June 2025. Markup outstanding after effective discounts / waivers as per settlement agreement and markup to be accrued will be serviced in 6 monthly installments, starting from Jan 2025. Effective markup rate applicable will be at Cost of Funds (subject to change on yearly basis as advised by state bank of Pakistan). The mark up is charged during the year on the outstanding balance @ 4.25%. The facility is secured against 1st joint pari passu charge on present and future current and fixed assets (excluding land & building & licences) of the Company for Rs. 320 million.

Note10		March 31	December 31
Sponsor's Loan		2024	2023
	Note	------(Rupees in '000)-----	
Sponsor's Loan - unsecured			
- Interest bearing	10.1	835,500	847,200
- Non-interest bearing	10.2	1,640,746	1,630,860
		<u>2,476,246</u>	<u>2,478,060</u>
10.1 Opening balance		847,200	680,700
Exchange gain / (loss)		(11,700)	166,500
		<u>835,500</u>	<u>847,200</u>

This represents USD denominated loan obtained from Worldcall Services (Private) Limited, the Parent Company. It carries mark up at 12 months KIBOR plus 1%. The mark up rate charged during the year on the outstanding balance is 22.7% (2023: 18.36%) per annum. The amount is not payable before December 31, 2024.

10.2 This represents interest free loan obtained from Worldcall Services (Private) Limited, the Parent Company. The amount is not payable before December 31, 2024.

This loan has been carried at amortized cost and the relevant difference is being charged to the statement of profit or loss account.



	March 31 2024	December 31 2023
	------(Rupees in '000)-----	
Opening balance	1,848,580	1,692,907
Less: Net receipts during the year	9,886	155,673
Amount of loan	1,858,466	1,848,580
Adjustment due to impact of IFRS 9:		
Discounting	(217,720)	(217,720)
	(217,720)	(217,720)
	1,640,746	1,630,860

Note 11

Lease Liabilities

Opening balance	250,465	252,776
Add: Interest expense	7,435	30,411
Less: Lease payments	(9,940)	(32,722)
Gross liability	247,960	250,465
Less: Current and overdue portion	(55,726)	(55,726)
Closing balance	192,234	194,739

11.1 Nature of leasing activities

The Company's leases comprise cables and certain premises for installation of equipment and used as warehouse, guest house and office operations. Periodic rentals are usually fixed over the lease term. However, in some contracts, it is customary for lease contracts to provide escalation in lease payments after specified period of time. These neither contain any variable lease payments nor any lease incentives. The Company is not committed to any lease not yet commenced at the reporting date.

Remaining lease term of existing lease contracts for which lease liability is booked ranges from 2 to 12 years.

Note 12

Short Term Borrowings

		March 31 2024	December 31 2023
		------(Rupees in '000)-----	
Banking companies (secured - interest bearing):	Note		
- Running finances	12.1	-	-
Related parties (unsecured - interest free):			
- Ferret Consulting F.Z.C.	12.2	109,661	108,513
		109,661	108,513
12.1 Movement in running finance facilities			
Opening		-	32,064
Payment/Adjustment during the year		-	-
Transferred to long term financing	12.1.1	-	(32,064)
Closing		-	-

12.1.1 During the year 2022, the Company restructured its running finance facility with Askari Bank Limited amounting to Rs 310.547 million, which is transferred to long term finance facility. For detail refer Note 9.3. During the year 2023, the Company restructured its running finance facility with Standard Chartered Bank Limited amounting to Rs 32.064 million, which is transferred to long term finance facility. For detail refer Note 9.4.

12.2 This represents interest free USD denominated loan received from M/s Ferret Consulting - F.Z.C to meet working capital requirements. The accumulated balance as at reporting date is USD 393,755 (2023: USD 384,252). In the absence of written agreement, the amount is repayable on demand.

Note 13

Contingencies and Commitments

Contingencies and commitments

Contingencies

There is no significant change in the status of contingencies from the preceding annual financial statements of the Company for the year ended December 31, 2023.

	March 31, 2024	December 31, 2023
	(Un-audited)	(Audited)
	------(Rupees in '000)-----	
Outstanding guarantees and letter of credit	299,385	303,378
Commitments	15,453	12,360



Note 14

Property, Plant and Equipment

**March 31
2024**

**December 31
2023**

	Note	March 31 2024	December 31 2023
----- (Rupees in '000) -----			
Operating fixed assets	14.1	4,897,706	4,977,290
Capital work-in-progress		17,650	17,650
		<u>4,915,356</u>	<u>4,994,940</u>
14.1 Operating fixed assets			
Opening book value		4,977,290	5,307,479
Additions during the period	14.1.1	12,096	36,567
		4,989,386	5,344,046
Disposals (at book value) for the period	14.1.2	-	(501)
Depreciation charged during the period		(91,680)	(366,255)
Closing book value		<u>4,897,706</u>	<u>4,977,290</u>
14.1.1 Detail of additions			
Leasehold improvements		1,473	9,679
Plant and equipment		9,012	18,998
Office equipment		349	1,667
Furniture and fixtures		1,262	2,575
Computers		-	3,648
		<u>12,096</u>	<u>36,567</u>
14.1.2 Book values of assets disposed off			
Plant and equipment		-	501
		-	<u>501</u>

Note 15

Right of use assets

Opening balance	3,155,830	3,407,381
Less: Depreciation charge for the period / year	(70,251)	(251,551)
Closing balance	<u>3,085,579</u>	<u>3,155,830</u>
Lease Term (Years)	<u>Up to 9 years</u>	<u>Up to 10 years</u>

15.1 Depreciation on right-of-use assets has been allocated to depreciation and amortization on face of the statement of profit or loss.

15.2 There are no variable lease payments in the lease contracts. There were no leases with residual value guarantees or leases not yet commenced to which the Company is committed.

Note 16

Long Term Investment

**March 31
2024**

**December 31
2023**

Wholly owned subsidiary Company - at cost [unquoted]

----- (Rupees in '000) -----

Route 1 Digital (Private) Limited 30,000 (December 31, 2023: 30,000) ordinary shares of Rs. 100 each, equity held 100% (December 31, 2023: 100%)	50,000	50,000
Less: Impairment loss	(50,000)	(50,000)
	<u>-</u>	<u>-</u>

16.1 The Company has acquired 100% shares of Route 1 Digital (Private) Limited during 2018. The principal place of business of Route 1 Digital (Private) Limited is situated at 2nd Floor 300-Y Block Phase III Defence Housing Authority Lahore, Pakistan. This investment in subsidiary is stated at cost.

Due to continuous losses the net assets of the subsidiary became negative. Based on negative net assets and subsidiaries inability to implement the business plan the management of the Company fully impaired the investment.



Note 17

Deferred Taxation

	March 31 2024 (Un-audited)	December 31 2023 (Audited)
------(Rupees in '000)-----		
<i>Asset for deferred taxation comprising temporary differences related to:</i>		
-Unused tax losses	3,371,664	3,371,664
-Provision for doubtful debts	911,664	911,664
-Post employment benefits	59,286	59,286
-Provision for stores and spares & stock-in-trade	1,173	1,173
-Provision for doubtful advances and other receivables	78,678	78,678
<i>Liability for deferred taxation comprising temporary differences related to:</i>		
-Surplus on revaluation of assets	(2,053,287)	(2,053,287)
	<u>2,369,178</u>	<u>2,369,178</u>

Deferred tax asset on tax losses available for carry forward has been recognized to the extent that the realization of related tax benefit is probable from reversal of existing taxable temporary differences and future taxable profit. Management's assertion of future taxable profit is mainly based on income due to write back of liabilities and business plan to initiate fiber to home services with monetary support from the majority shareholder.

Note 18

Cash Used in Operations

Note

Quarter ended March 31,
2024 2023

CASH FLOWS FROM OPERATING ACTIVITIES

	------(Rupees in '000)-----	
Loss before taxation	(431,765)	(536,168)
Adjustment for non-cash charges and other items:		
- Depreciation on property, plant and equipment	91,680	97,361
- Amortization on intangible assets	55,783	101,204
- Amortization of right of use assets	70,251	69,528
- Post employment benefits	13,011	11,576
- Adjustment due to impact of IFRS 9	(3,089)	(10,339)
- Income on deposits, advances and savings accounts	(41)	(43)
- Exchange gain/(loss) on foreign currency loan	(11,700)	171,600
- Exchange (gain)/loss on foreign currency accrued markup	(6,124)	48,591
- Exchange (gain)/loss on foreign currency balances - net	(7,203)	(124,038)
- Imputed interest on lease liability	7,435	7,714
- Unwinding impact of liabilities under IFRS 9	8,661	14,278
- Finance cost	159,975	117,637
	<u>378,639</u>	<u>505,069</u>
Operating loss before working capital changes	(53,126)	(31,099)
(Increase) / decrease in current assets		
- Stores and spares	1,823	1,106
- Trade debts	84,602	(21,336)
- Loans and advances	(114,037)	3,473
- Deposits and prepayments	(11,795)	(2,032)
- Other receivables	(7,479)	(6,276)
Increase / (decrease) in current liabilities		
- Trade and other payables	(10,961)	24,548
	<u>(57,847)</u>	<u>(517)</u>
Cash used in operations	(110,973)	(31,616)



Note 19

Transaction with Related Parties

Related parties comprise the parent Company, associated companies / undertakings, directors of the Company and their close relatives and key management personnel of the Company. The Company in the normal course of business carries out transactions with various related parties. Amounts due from and due to related parties are shown under respective notes to these financial statements.

Transactions during the period with local companies			March 31	March 31
			2024	2023
			------(Rupees in '000)-----	
Related party	Relationship	Nature of transaction		
Worldcall Services (Private) Limited	Parent Company	Funds received by the Company during the period	11,000	52,500
		Funds repaid by the Company during the period	(1,114)	3,070
		Settlement with multimedia	-	14,118
		Markup on long term borrowings	71,350	46,926
		Exchange (gain)/loss on markup	(6,123)	48,591
		Exchange (gain)/loss on loan	(11,700)	171,600
Route 1 Digital (Private) Limited	Wholly Owned Subsidiary	Interest charged during the period	1,161	1,650
		Expenses borne on behalf of subsidiary	288	1,122
Worldcall Business Solutions (Private) Limited	Associate	Interest charged during the period	5,976	3,003
		Expenses borne on behalf of associate	-	2,606
Worldcall Cable (Private) Limited	Associate	Expenses borne on behalf of associate	-	-
		Interest charged during the period	137	197
Worldcall Ride Hail (Private) Limited	Associate	Expenses borne on behalf of associate	1	-
		Interest charged during the period	1	2
Key management personnel	Associated persons	Salaries and employees benefits	35,049	22,719
		Advances against expenses disbursed / (adjusted) - net	(395)	671

Transactions during the period with foreign companies

Related party	Relationship	Nature of transaction		
Ferret Consulting - F.Z.C	Associate	Preference shares and preference dividend converted into ordinary shares	376,950	-
		Exchange (Gain)/loss	(1,507)	21,673
		Payment/adjustment with third party	-	(475)
		Direct Cost - IT Service	2,655	1,560
		Expenses Charged during the period	-	-

Ferret Consulting is incorporated in United Arab Emirates. Basis for association of the Company with Ferret is common directorship.

Outstanding Balance as at the period/year end			March 31	December 31
			2024	2023
			------(Rupees in '000)-----	
Worldcall Services (Private) Limited	Sponsor's loan		2,476,246	2,478,060
	Accrued markup		492,384	427,158
Ferret Consulting - F.Z.C	Dividend on CPS		320,329	320,329
	Short term borrowings		109,661	108,513
Route 1 Digital (Private) Limited	Other receivables		28,245	26,796
WorldCall Ride Hail (Private) Limited	Other receivables		26	24
WorldCall Business Solutions (Private) Limited	Other receivables		143,696	137,720
Worldcall Cable (Private) Limited	Other receivables		3,299	3,162
Key management	Payable against expenses, salaries and other employee benefits		174,454	187,310
	Advance against expenses		15,807	16,202

**Note 20****Financial Risk Management****20.1 Financial risk factors**

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The condensed interim financial statements (un-audited) do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual financial statements as at December 31, 2023.

There have been no changes in any risk management policies since the year end.

20.2 Fair value estimation

20.2.1 Fair value is the amount for which an asset could be exchanged or a liability settled, between knowledgeable willing parties in an arms' length transaction. Consequently difference may arise between carrying value and fair value estimates. The carrying value of all financial assets and liabilities reflected in the financial statements approximate to their fair values. During the period, there were no significant changes in the business or economic circumstances that affect the fair value of these assets and liabilities.

20.2.2 The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (i.e. unobservable inputs) (level 3).

The following table presents the Company's assets and liabilities that are measured at fair value at March 31, 2024:

	Level 1	Level 2	Level 3	Total
Rupees in '000				
Assets				
Short-term investments	40,515	-	-	40,515

The following table presents the Company's assets and liabilities that are measured at fair value at December 31, 2023:

	Level 1	Level 2	Level 3	Total
Rupees in '000				
Assets				
Short-term investments	40,986	-	-	40,986

During the period, there were no significant changes in the business or economic circumstances that affect the fair value of the Company's financial assets and financial liabilities. Furthermore, there were no reclassifications of financial assets and there were no changes in valuation techniques during the period.

Note 21**Segment Information**

As per IFRS 8, "Operating Segments", operating segments are reported in a manner consistent with the internal reporting used by the chief operating decision maker. The Chief Executive Officer (CEO) of the Company has been identified as the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments.

The CEO is responsible for the Company's entire product portfolio and considers business as a single operating segment. The Company's assets allocation decisions are based on a single integrated investment strategy and the Company's performance is evaluated on an overall basis.

The internal reporting provided to the CEO for the Company's assets, liabilities and performance is prepared on a consistent basis with the measurement and recognition principles of approved accounting and reporting standards as applicable in Pakistan.

The Company is domiciled in Pakistan. All of the Company's assets are located in Pakistan as at the reporting date.



Note 22

Date of Authorization for Issue

These condensed interim financial statements (un-audited) were approved and authorized for issue on April 29, 2024 by the Board of Directors of the Company.

Note 23

Corresponding Figures

Corresponding figures have been re-arranged / reclassified, wherever necessary, to reflect more appropriate presentation of events and transactions for the purpose of comparison.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER



**CONDENSED INTERIM
CONSOLIDATED FINANCIAL INFORMATION
(UN-AUDITED)**

QUARTERLY REPORT 2024





CONDENSED INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT MARCH 31, 2024

		March 31, 2024	December 31, 2023
		(Un-Audited)	(Audited)
		----- (Rupees in '000) -----	
SHARE CAPITAL AND RESERVES	Note		
Authorized share capital		29,000,000	29,000,000
Ordinary share capital	5	14,124,134	14,124,134
Preference share capital	6	890,665	890,665
Dividend on preference shares	7	320,329	320,329
Capital reserves		143,926	144,397
Accumulated loss		(17,963,467)	(17,551,856)
Surplus on revaluation of fixed assets		1,632,521	1,666,966
		(851,893)	(405,365)
NON-CURRENT LIABILITIES			
Term finance certificates	8	517,630	598,593
Long term financing	9	376,966	375,563
Sponsor's loan	10	2,476,246	2,478,060
License fee payable		45,513	45,513
Post employment benefits		215,818	204,432
Lease liabilities	11	192,234	194,739
		3,824,407	3,896,900
CURRENT LIABILITIES			
Trade and other payables		7,298,146	7,337,421
Accrued mark up		1,219,197	1,083,295
Current and overdue portion of non-current liabilities		1,544,122	1,465,483
Short term borrowings	12	109,661	108,513
Unclaimed dividend		1,807	1,807
Provision for taxation - net		309,197	298,376
		10,482,130	10,294,895
Contingencies and Commitments	13	-	-
TOTAL EQUITY AND LIABILITIES		13,454,644	13,786,430
NON-CURRENT ASSETS			
Property, plant and equipment	14	4,916,210	4,995,906
Right of use assets	15	3,085,579	3,155,830
Intangible assets		201,631	257,410
Investment properties		52,610	52,610
Deferred taxation	16	2,369,178	2,369,178
Long term deposits		9,467	9,513
		10,634,675	10,840,447
CURRENT ASSETS			
Stores and spares		29,977	31,800
Stock-in-trade		210,858	210,858
Trade debts		1,033,032	1,140,259
Loans and advances		662,653	548,617
Deposits and prepayments		679,640	667,845
Short term investments		40,515	40,986
Other receivables		153,369	147,339
Cash and bank balances		9,925	158,279
		2,819,969	2,945,983
TOTAL ASSETS		13,454,644	13,786,430

The annexed notes from 1 to 22 form an integral part of these financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF PROFIT OR LOSS (UN-AUDITED)
FOR THE QUARTER ENDED MARCH 31, 2024**

	Quarter Ended March 31,	
	2024	2023
	(Un-audited)	(Un-audited)
	----- (Rupees in '000) -----	
Revenue	1,025,321	614,783
Direct costs excluding depreciation and amortization	(988,289)	(545,700)
Operating costs	(119,367)	(115,302)
Income / Other (Expenses)	42,903	(83,645)
(Loss) before Interest, Taxation, Depreciation and Amortization	(39,432)	(129,864)
Depreciation and amortization	(217,821)	(268,282)
Finance cost	(176,072)	(139,629)
Loss before Taxation	(433,325)	(537,775)
Taxation	(12,731)	(9,992)
Net Loss for the period	(446,056)	(547,767)
Loss per Share - basic (Rupees)	(0.09)	(0.14)
Loss per Share - diluted (Rupees)	(0.09)	(0.14)

The annexed notes from 1 to 22 form an integral part of these financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER



**CONDENSED INTERIM CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME (UN-AUDITED)
FOR THE QUARTER ENDED MARCH 31, 2024**

	Quarter ended Mar 31,	
	2024	2023
	Un-Audited	Un-Audited
	----- (Rupees in '000) -----	
Net loss for the period	(446,056)	(547,767)
Other comprehensive income:		
<i>Items that will not be reclassified to profit or loss:</i>		
- Changes in fair value of financial assets through other comprehensive income - net of tax	(471)	(2,419)
<i>Item that may be subsequently reclassified to profit or loss:</i>	-	-
Other Comprehensive Loss - net of tax	(471)	(2,419)
Total Comprehensive loss for the period - net of tax	(446,527)	(550,186)

The annexed notes from 1 to 22 form an integral part of these financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER



CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE QUARTER ENDED MARCH 31, 2024

Particulars	Ordinary Share Capital	Preferences Share Capital	Dividend on Preference Shares	Capital Reserves			Revenue Reserve (Accumulated Loss)	Surplus on Revaluation of Fixed Assets	Total
				Fair Value Reserve	Exchange Translation Reserve	Total Capital Reserves			
Balance as at December 31, 2022	13,136,257	1,185,479	425,652	(20,517)	257,414	236,897	(15,189,738)	1,804,747	1,599,294
Net loss for the Period	-	-	-	(2,419)	-	(2,419)	(547,767)	-	(547,767)
Other comprehensive income for the Period - net of tax	-	-	-	(2,419)	-	(2,419)	(547,767)	-	(650,186)
Total comprehensive loss for the Period - net of tax	-	-	-	(2,419)	-	(2,419)	(547,767)	-	(650,186)
Amortization for the Period on surplus on revaluation of fixed assets	-	-	-	-	-	-	88,890	(88,890)	-
Exchange translation	-	-	36,588	-	-	-	(158,923)	-	(122,335)
Conversion of preference shares and dividend thereon	4,135,380	(132,158)	(85,869)	-	124,027	124,027	(158,923)	-	3,758,430
Discount on issuance of ordinary shares	(3,758,450)	-	-	-	(158,923)	-	-	-	(3,758,450)
Total transactions with owners, recognized directly in equity	376,950	(132,158)	(85,869)	-	(158,923)	(158,923)	-	-	-
Balance as at March 31, 2023	13,513,207	1,053,321	376,371	(22,936)	222,518	199,582	(15,829,230)	1,735,857	1,048,108
Net loss for the Year	-	-	-	6,109	-	6,109	(1,486,177)	-	(1,486,177)
Other comprehensive income for the Year - net of tax	-	-	-	6,109	-	6,109	5,955	-	11,704
Total comprehensive income for the Year - net of tax	-	-	-	6,109	-	6,109	(1,480,582)	-	(1,454,473)
Incremental depreciation / amortization for the Year on surplus on revaluation of fixed assets	-	-	-	-	-	-	88,891	(88,891)	-
Exchange translation	-	-	(36,588)	-	(124,027)	(124,027)	150,615	-	-
Conversion of preference shares and dividend thereon	8,359,474	(182,656)	(19,454)	-	62,733	62,733	(491,550)	-	7,747,547
Discount on issuance of ordinary shares	(7,747,547)	-	-	-	-	-	-	-	(7,747,547)
Total transactions with owners, recognized directly in equity	610,927	(182,656)	(19,454)	-	62,733	62,733	(491,550)	-	-
Balance as at December 31, 2023	14,124,134	890,665	320,329	(16,827)	161,224	144,397	(17,551,856)	1,666,966	(405,365)
Net loss for the Period	-	-	-	(471)	-	-	(446,056)	-	(446,056)
Other comprehensive income for the Period - net of tax	-	-	-	(471)	-	-	(471)	-	(471)
Total comprehensive loss for the Period - net of tax	-	-	-	(471)	-	-	(446,056)	-	(446,527)
Incremental depreciation / amortization for the Period on surplus on revaluation of fixed assets	-	-	-	-	-	-	34,445	(34,445)	-
Exchange translation	-	-	-	-	-	-	-	-	-
Conversion of preference shares and dividend thereon	-	-	-	-	-	-	-	-	-
Discount on issuance of ordinary shares	-	-	-	-	-	-	-	-	-
Total transactions with owners, recognized directly in equity	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	14,124,134	890,665	320,329	(17,298)	161,224	143,926	(17,563,467)	1,632,521	(851,893)

The annexed notes from 1 to 22 form an integral part of these financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER



**CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS
(UN-AUDITED)
FOR THE QUARTER ENDED MARCH 31, 2024**

		Quarter Ended March 31,	
		2024	2023
	Note	------(Rupees in '000)-----	
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash used in operations	17	(110,973)	(31,617)
<i>Increase / (Decrease) in non-current liabilities:</i>			
- Long term deposit		-	-
<i>Decrease / (Increase) in non-current assets:</i>			
- Long term deposits		45	-
		<u>(110,928)</u>	<u>(31,617)</u>
Post employment benefits paid		(1,625)	(350)
Finance cost paid		(1,689)	(1,590)
Income tax paid		(1,996)	(1,586)
Net cash used in Operating Activities		<u>(116,238)</u>	<u>(35,143)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment		(12,095)	(2,489)
Income on deposit and savings accounts		41	43
Net cash used in Investing Activities		<u>(12,054)</u>	<u>(2,446)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of long term financing	9	(22,672)	(19,102)
Sponsor's loan	10	9,886	63,548
Short term borrowings - net	12	2,664	1,085
Repayment of lease liability	11	(9,940)	(7,934)
Net Cash (used in) / generated from Financing Activities		<u>(20,062)</u>	<u>37,597</u>
Net (Decrease) / Increase in Cash and Cash Equivalents		<u>(148,354)</u>	<u>7</u>
Cash and cash equivalents at the beginning of the Period		158,279	9,456
Cash and Cash Equivalents at the End of the Period		<u>9,925</u>	<u>9,464</u>

The annexed notes from 1 to 22 form an integral part of these financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER



NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UN-AUDITED) FOR THE QUARTER ENDED MARCH 31, 2024

Note 1

THE GROUP AND ITS OPERATIONS

1.1 Worldcall Telecom Limited ("the group") is a public limited group incorporated in Pakistan on March 15, 2001 under the repealed Companies Ordinance, 1984 (now the Companies Act, 2017). Its shares are quoted on Pakistan Stock Exchange. The group commenced its operations on December 01, 2004 and is engaged in providing Wireless Local Loop ("WLL") and Long Distance & International ("LDI") services in Pakistan; re-broadcasting international/national satellite/terrestrial wireless and cable television and radio signals; interactive communication and to establish, maintain and operate the licensed telephony services. The group is domiciled in Pakistan and its registered office cum principal place of business is situated at Plot # 112-113, Block S, Quaid e Azam Industrial Estate Kot Lakhpat Lahore.

Worldcall Services (Pvt.) Limited is the Parent company. Global Tech Corporation (GTC) owned 100% shares of both M/s Worldcall Services (pvt.) Ltd. & Ferret Consulting FZC and after the completion of the contemplated transaction GTC will be ultimate holding company. The ultimate beneficial ownership would remain unchanged. GTC is registered in USA and its principal office is situated at 3550 Barron Way Suite 13a. Reno. NV 89511.

Note 2

BASIS OF PREPARATION

2.1 These condensed interim financial statements are the separate condensed financial statements of the group in which investment in subsidiary is stated at cost. Condensed consolidated interim financial statements are prepared separately.

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

- International Accounting Standard (IAS) 34, Interim Financial Reporting, issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017; and
- Provisions of and directives issued under the Companies Act, 2017.

Where the provisions of and directives issued under the Companies Act, 2017 differ with the requirements of IAS 34, the provisions of and directives issued under the Companies Act, 2017 have been followed.

2.3 These condensed interim consolidated financial statements are unaudited.

2.4 These condensed interim consolidated financial statements (un-audited) do not include all of the information required for annual financial statements and should be read in conjunction with the annual financial statements for the year ended December 31, 2023. Selected explanatory notes are included to explain events and transactions that are significant to understanding of the changes in the group's financial statements since the last financial statements.

2.5 These condensed interim consolidated financial statements (un-audited) should be read in conjunction with annual audited financial statements for the year ended December 31, 2023. Comparative statement of financial position is extracted from annual audited financial statements for the year ended December 31, 2023 whereas comparative statement of profit or loss, comparative statement of comprehensive income, comparative statement of changes in equity and comparative statement of cash flows are extracted from unaudited condensed interim financial statements for the quarter ended March 31, 2023.

2.6 These condensed interim consolidated (un-audited) financial statements are presented in Pak Rupees, which is the group's functional and presentational currency. All the figures have been rounded off to the nearest thousand of rupees, unless otherwise stated.

2.7 Going concern assumption

2.7.1 The group has incurred a loss after taxation of Rs. 446.056 million during the period ended March 31, 2024 (March 31, 2023: Rs. 547.767 million). As at March 31, 2024, the accumulated loss of the group stands at Rs. 17,963.467 million (December 31, 2023: Rs. 17,551.856 million) and its current liabilities exceed its current assets by Rs. 7,662.161 million (December 31, 2023: Rs. 7,348.912 million). These conditions, along with the other factors like stagnant revenue growth and contingencies and commitments as mentioned in note 13, indicate the existence of material uncertainties that cast significant doubt about the group's ability to continue as a going concern and therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business.



The group's management has carried out an assessment of going concern status of the group and believes that preparation of these financial statements on going concern assumption is appropriate. The management has placed reliance on the following factors:

2.7.2 Net Liabilities Position - Risk Mitigation

As mentioned above, there is a net current liability position of approximately Rs. 7.662 billion as on the reporting date, which has the following major components:

Description	Note	Rs in million
Short term Borrowings	2.7.2.1	110
Pakistan Telecommunication Authority (PTA)	2.7.2.2	2,354
Claims of parties challenged	2.7.2.3	578
Continuing business partners	2.7.2.4	71
Contract liabilities	2.7.2.5	892
Provision for taxation	2.7.2.6	309
		<u>4,313</u>

The management believes that certain balances included in the above amounts do not represent immediately payable liabilities as detailed below:

- 2.7.2.1 This represents funds obtained from related parties to the tune of Rs. 110 Million.
- 2.7.2.2 Liabilities towards PTA as incorporated in these financial statements stand at approximately Rs. 2.354 billion which are not immediately payable owing to non-fulfillment of certain conditions relating to the demand of such amounts. These conditions relate to the industry circumstances and Court Orders.
- 2.7.2.3 This amount represents the amounts owed to certain parties whose claims have been challenged by the group in various judicial forums for the breach and non-performance of their contractual obligations. Based on the merits of group's position, the management believes that such amounts may not be immediately payable under the circumstances.
- 2.7.2.4 The amount payable to creditors amounting Rs. 71 million represents routine trade credits extended by regular parties and these balances are of revolving nature. Thus, no immediate net cash outlay would be required.
- 2.7.2.5 Contract liabilities represents advances received from customers and this will be adjusted against future services. Based on which no cash outflow will occur.
- 2.7.2.6 The group does not anticipate cash outlays on account of Provision for Taxation, since it has sufficient brought forward losses.
- 2.7.3 **Continued Support from a Majority Shareholder**
The group's majority shareholder, Worldcall Services (Private) Limited (WSL) has given assurance to provide continued cash flow support to the group through its letter to the group's Board of Directors.

Note 3

SIGNIFICANT ACCOUNTING POLICIES

- 3.1 The group's accounting and financial risk management policies and methods of computation adopted in the preparation of these condensed interim consolidated (un-audited) financial statements are the same as those applied in the preparation of preceding annual financial statements of the group for the year ended December 31, 2023.
- 3.2 Certain standards, amendments and interpretations to approved accounting standards are effective for accounting periods beginning on January 1, 2023, but are considered not to be relevant or to have any significant effect on the group's operations (although they may affect the accounting for future transactions and events) and are, therefore, not detailed in these condensed interim consolidated financial statements.

**Note 4****SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES**

The preparation of these financial statements in conformity with approved accounting and reporting standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expense. The estimates, associated assumptions and judgments are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which forms the basis of making the judgement about carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. In preparing these financial statements, the significant judgements made by the management in applying accounting policies and the key source of estimation were the same as those that were applied to the financial statements for the year ended December 31, 2023.

Note 5**Ordinary Share Capital**

March 31, 2024	December 31, 2023		March 31, 2024	December 31, 2023
		No. of Shares		
			(Rupees in '000)	
344,000,000	344,000,000	Ordinary shares of Rs. 10 each fully paid in cash	3,440,000	3,440,000
309,965,789	309,965,789	Ordinary shares of Rs. 10 each issued in accordance with the scheme of merger	3,099,658	3,099,658
98,094,868	98,094,868	Ordinary shares of Rs. 10 each issued as fully paid bonus shares	980,949	980,949
108,510,856	108,510,856	Ordinary shares of Rs. 10 each issued against convertible loan	1,085,109	1,085,109
4,121,717,673	4,121,717,673	Ordinary shares of Rs. 10 each issued against convertible preference shares	41,217,173	41,217,173
			49,822,889	49,822,889
		Less: Discount on issue of shares	(35,698,755)	(35,698,755)
4,982,289,186	4,982,289,186		14,124,134	14,124,134

- 5.1 During the period, nil (2023: 29,000) convertible preference shares and accumulated preference dividend thereon amounting to Rs. nil (2023: Rs. 105.323 million) have been converted into ordinary shares in accordance with the agreed terms.
- 5.2 The terms of agreement between the group and certain lenders impose certain restrictions on distribution of dividends by the group.
- 5.3 Worldcall Services (Private) Limited, parent of the group, holds 854,914,152 shares (2023: 854,914,152 shares) in the group. Out of these shares, 46.7 million shares are pledged to secure TFC liability which will be released with quarterly scheduled principal repayments proportionately. Refer to note 10.
- 5.4 Ferret Consulting F.Z.C., an associate of the group, holds 325,460,500 shares (2023: 325,460,500 shares) representing 6.53% (2023: 6.53%) shareholding in the group.
- 5.5 Globaltech World (Private) Limited, parent of the group, holds 194,923,889 shares (2023: 287,923,889) in the group.
- 5.6 Reconciliation of discount on issue of shares is as follows:

	March 31, 2024	December 31, 2023
	(Rupees in '000)	
Opening balance	35,698,755	24,192,778
Add: Discount on issuance of ordinary shares during the period	-	11,505,977
Closing balance	35,698,755	35,698,755

- 5.7 Reconciliation of ordinary share capital is as follows:

Opening balance	49,822,889	37,329,035
Add: Shares issued during the year	-	12,493,854
Closing balance	49,822,889	49,822,889



- 5.8 All ordinary shares rank equally with regard to residual assets of the group. Ordinary shareholders are entitled to receive all distributions including dividends and other entitlements in the form of bonus and right shares as and when declared by the group. Voting and other rights are in proportion to the shareholding.
- 5.9 Shareholders of the group resolved in annual general meeting held on April 30, 2019 that the authorized capital of the group be increased from Rs. 21 billion to Rs. 29 billion divided into 2.9 billion ordinary shares of Rs. 10 each which may be utilized to issue ordinary shares of Rs. 10 each and / or preference shares of Rs. 10 each of the group as the Board of Directors of the group may decide from time to time in accordance with the Companies Act, 2017. Regulatory requirements as to the alteration of Memorandum and Articles of Association and legal formalities have yet to be fulfilled.
- 5.10 During the previous years, due to conversion of preference shares the issued, subscribed and paid up share capital exceeds the authorized capital of the group, for which regulatory filling with SECP and legal formalities are required to be fulfilled and the management is committed to complete the same at earliest.

Note 6		March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023
Preference Share Capital					
	Note	-----No. of Shares-----		----- (Rupees in '000) -----	
Opening balance		88,200	117,200	890,665	1,185,479
Less: Preference shares converted into ordinary shares during the year	6.3	-	(29,000)	-	(294,814)
		<u>88,200</u>	<u>88,200</u>	<u>890,665</u>	<u>890,665</u>

- 6.1 These preference shares are US Dollars denominated, non-voting, cumulative and convertible preference shares ("CPS", or "preference shares") having a face value of USD 100 each.
- 6.2 The conversion option is exercisable by the holder at any time after 1st anniversary of the issue. Initially, CPS were to be mandatorily converted to ordinary shares upon culmination of 5th anniversary, later mandatory conversion date was extended till December 31, 2024. CPS shall be converted at the conversion ratio defined in the agreement at 10% discount on share price after first anniversary and thereby increased by 10% additional discount for each completed year of anniversary.
- 6.3 In accordance with the terms detailed in Note 6.2 above, certain preference shareholders have exercised conversion option. Thus, their CPS and accrued preference dividend thereon have been converted into ordinary shares as reflected in Note 5.1 and Note 6.2.
- 6.4 CPS holders were entitled to non-cash dividend calculated @ 5.9% per annum on each of the preference shares or the dividend declared by WTL for ordinary shareholders, whichever is higher till 5th anniversary.
- 6.5 Ferret Consulting F.Z.C., an associate of the group, holds 88,200 preference shares (2023: 88,200) in the group.
- 6.6 The preference shareholders in an Extraordinary General Meeting held on January 4, 2019 and ordinary shareholders in annual general meeting held on April 30, 2019 have given their assent for the conversion of preference shares at nominal value of Rs. 10 each and for amendments in the Memorandum and Articles of Association of the group. Resultantly, preference shares along with dividend accrued thereon shall be converted on any date from the mandatory conversion date, at par value of Rs. 10 each. However, the shares for which notices have been received before mandatory conversion date would be converted on the terms prevalent on the date of notice.

Note 7		March 31, 2024	December 31, 2023
Dividend on Preference Shares			
	Note	----- (Rupees in '000) -----	
Dividends on preference shares	7.1	<u>320,329</u>	<u>320,329</u>

- 7.1 This represents accumulated dividend on preference shares which is not payable in cash rather it will be converted into ordinary shares as and when the preference shares are converted into ordinary shares.
- 7.2 During the period, cumulative preference dividend amounting to Rs. nil (2023: Rs. 105.323 million) was converted into ordinary shares as a result of conversion option exercised by certain preference shareholders in accordance with the terms and conditions given in note 6.3 above.



Note 8

Term Finance Certificates

	March 31 2024	December 31 2023
	------(Rupees in '000)-----	
Opening balance	1,187,853	1,187,853
Less: Payments made during the year	-	-
	1,187,853	1,187,853
Less: Current and overdue portion	(840,739)	(780,745)
	347,114	407,108
Add: Deferred markup	8.1 170,516	191,485
	517,630	598,593

Term finance certificates (TFCs) have a face value of Rs. 5,000 per certificate. These TFCs carry mark up at the rate of six months average KIBOR plus 1.0% per annum (2023: six month average KIBOR plus 1.0% per annum), payable quarterly. The mark up rate charged during the period on the outstanding balance ranged from 22.45% to 24.08% (2023: 17.10% to 24.08% per annum).

IGI Holding Limited (previously IGI Investment Bank Limited) is the Trustee (herein referred to as the Trustee) under the Trust Deed.

The liability of these TFCs has been rescheduled in December 2012 and then on April 03, 2015. During the year 2018, third rescheduling of these TFCs was successfully executed through signing of the Third Supplemental Trust Deed between the Trustees and the group.

In accordance with the 3rd Supplemental Trust Deed executed during the year 2018, the outstanding principal is repayable by way of quarterly staggered installments with downward revision in markup of 0.60% i.e. revised markup of six months average KIBOR + 1%. The outstanding markup payable as at the date of restructuring and up to December 20, 2018 is agreed to be deferred and shall be paid from March 20, 2021 in quarterly installments. 50% of the markup accrued for the period between December 20, 2018 to December 20, 2020 shall be paid on regular quarterly basis commencing from March 20, 2019 and the remaining 50% shall be deferred and paid from March 20, 2021. Markup deferred has been measured at present value. Under the revised term sheet, these TFCs are due to mature on September 20, 2026.

The other main terms included appointment of one representative as a nominee director nominated by the Trustee which has been complied with. Further, 175 million sponsor's shares are pledged for investors which will be released with quarterly scheduled principal repayments proportionately starting from June 2019.

The group has not paid due quarterly installments of June 2019 to March 2024 amounting Rs. 615.74 million against principal and Rs. 946.53 million against accrued mark up. In case of failure to make due payments by the group, Trustee can instruct the security agent to enforce the letter of pledge and sell the quantum of the pledged shares to generate the amount required for the settlement of the outstanding redemption amount.

Due to non-payment of due instalments, Trustee enforced the letter of pledge in 2021 and called 128.2 million shares from sponsors account out of which 50.38 million shares (2021:13.6 million shares) were sold for the amount of Rs. 113.63 (2021: 45.9 million) out of which Rs. 71.29 million settled against principal and Rs. 42.33 million against accrued markup (2021 Rs. 27.9 million settled against principal and Rs. 17.9 million against accrued mark-up).

These TFCs are secured against first pari passu charge over the group's present and future fixed assets including equipment, plant and machinery, fixtures excluding land and building with 25% margin in addition to all rights, benefits, claims and interests procured by the group under:

- LDI and WLL license issued by PTA to the group; and
- Assigned frequency spectrum as per deed of assignment.

	March 31 2024	December 31 2023
	------(Rupees in '000)-----	
8.1 Deferred markup	Note	
Deferred markup	8.1.1	686,239
Adjustment due to impact of IFRS 9	8.1.2	(34,052)
		652,187
		643,980
Payment/Adjustment		-
Less: Current and overdue portion		(452,495)
		170,516
		191,485



		March 31 2024	December 31 2023
	Note	------(Rupees in '000)-----	
8.1.1	Reconciliation of deferred markup is as follows:		
	Opening balance	686,239	686,239
	Add: Markup deferred during the period/year	-	-
	Payment/Adjustment	-	-
		<u>686,239</u>	<u>686,239</u>
8.1.2	Reconciliation is as follows:		
	Opening balance	42,259	75,088
	Add: Discounting impact of deferred markup	-	-
		<u>42,259</u>	<u>75,088</u>
	Less: Unwinding impact of discounted deferred markup	(8,207)	(32,829)
		<u>34,052</u>	<u>42,259</u>
Note 9			
Long Term Financing			
From Banking Companies (secured)			
Allied Bank Limited	9.1	32,563	31,080
Bank Islami Pakistan Limited	9.2	67,050	70,905
Askari Bank Limited	9.3	271,444	260,108
Standard Chartered Bank Limited	9.4	5,909	13,470
		<u>376,966</u>	<u>375,563</u>
9.1 Allied Bank Limited			
		32,217	58,314
	Opening balance		
	Repayments	(5,557)	(26,097)
		<u>26,660</u>	<u>32,217</u>
	Less: Current and overdue portion	(26,660)	(32,217)
		-	-
	Add: Deferred markup	37,491	35,856
	9.1.1		
	Less: Discounting of deferred markup	(4,928)	(4,776)
	9.1.2		
		<u>32,563</u>	<u>31,080</u>
		<u>32,563</u>	<u>31,080</u>
9.1.1	Reconciliation of deferred markup is as follows:		
	Opening balance	52,073	42,001
	Add: Markup deferred during the year	1,635	10,072
		<u>53,708</u>	<u>52,073</u>
	Less: Current and overdue portion	(16,217)	(16,217)
		<u>37,491</u>	<u>35,856</u>
9.1.2	Reconciliation is as follows:		
	Opening balance	4,776	4,170
	Add: Discounting impact of deferred markup	231	922
		<u>5,007</u>	<u>5,092</u>
	Less: Unwinding impact of discounted deferred markup	(79)	(316)
		<u>4,928</u>	<u>4,776</u>

This represents balance transferred as a result of restructuring of short term running finance (RF) facility to Term Loan Facility and subsequently amended on 8th October 2020 and 30th September 2021. Principal will be repaid in 37 stepped up monthly installments starting from August 2021 till August 2024. Markup will be accrued and will be serviced in 12 equal monthly installments, starting from September 2024. Effective markup rate applicable will be 3 Month KIBOR + 85 bps. The mark up is charged during the year on the outstanding balance at 22.31% (2023: 17.85% to 23.76%) per annum. The facility is secured against 1st joint pari passu charge on present and future current and fixed assets excluding building of the group for Rs. 534 million and right to set off on collection account.



	March 31 2024	December 31 2023
9.2 Bank Islami Pakistan Limited		
Opening balance	39,182	53,808
Repayments	(3,715)	(14,626)
	35,467	39,182
Less: Current and overdue portion	(19,060)	(18,274)
	16,407	20,908
Add: Deferred markup	64,141	62,572
Less: Discounting of deferred markup	(13,498)	(12,575)
	50,643	49,997
	67,050	70,905
9.2.1 Reconciliation of deferred markup is as follows:		
Opening balance	62,572	54,659
Add: Deferred markup during the year	1,569	7,913
	64,141	62,572
9.2.2 Reconciliation is as follows:		
Opening balance	12,575	8,878
Add: Discounting impact of deferred markup	389	1,555
	12,964	10,433
Less: Unwinding impact of discounted deferred markup	534	2,142
	13,498	12,575

This represents balance transferred as a result of restructuring of short term running finance (RF) facility to Term Loan Facility as on 12th Feb 2021. Principal repayable in 29 installments started from Feb 2022 till May 2026. Markup to be accrued and will be serviced in 24 monthly installments, starting from June 01, 2024. Effective markup rate applicable will be 6 Month KIBOR (Floor 7.5% and capping 17%). The mark up charged during the year on the outstanding balance ranged from 17% (2023: 15.87% to 17%). The facility is secured against 1st joint pair passu charge on present and future current and fixed assets excluding land & building & licences/receivable of LDI & WLL of the group for Rs. 880 million with 25% margin, pledge of various listed securities of the group having carrying value Rs. 37.041 Million and along with Mortgage over the group's Offices at Ali Tower MM Alam Road Lahore and at The Plaza Shopping Mall Kehkashan Karachi.

'Subsequently in June 2023 Bank approved group's restructuring request as a result of which overall repayment tenure was extended by 01 year and 06 months i.e. principal repayment will end in November 2025 instead of May 2024 and Markup repayment will end in November 2027 instead of May 2026. As of reporting date all overdue has been settled.

Last year, period for repayment of principal and deferred markup was extended and according to revised terms both will be repaid till 1st Nov 2027.

	March 31 2024	December 31 2023
9.3 Askari Bank Limited		
Opening balance	256,547	288,547
Repayments	(10,500)	(32,000)
	246,047	256,547
Less: Current and overdue portion	(76,000)	(86,500)
	170,047	170,047
Add: Deferred markup	123,271	110,560
Less: Discounting of deferred markup	(21,874)	(20,499)
	101,397	90,061
	271,444	260,108
9.3.1 Reconciliation of deferred markup is as follows:		
Opening balance	116,569	64,596
Add: Deferred markup during the period/year	12,711	51,973
	129,280	116,569
Less: Current and overdue portion	(6,009)	(6,009)
	123,271	110,560
9.3.2 Reconciliation is as follows:		
Opening balance	20,499	14,998
Add: Discounting impact of deferred markup	2,285	9,140
	22,784	24,138
Less: Unwinding impact of discounted deferred markup	(910)	(3,639)
	21,874	20,499



This represents balance transferred as a result of settlement agreement from short term running finance (RF) facility to Term Loan Facility as on November 02, 2022. Principal will be repaid in 48 installments starting from Nov 2022 till Oct 2026. Markup outstanding after effective discounts / waivers as per settlement agreement and markup to be accrued will be serviced in 36 monthly installments, starting from November 2024. Effective markup rate applicable will be 1MK - 2% (Floor 10%). The mark up charged during the year on the outstanding balance ranged from 19.26% to 20.26% (2023: 14.4% to 21.14%). The facility is secured against 1st joint pari passu charge on present and future current and fixed assets (excluding land & building & licences) of the group with Margin 25%, collection account with AKBL for routing of LDI receivables alongwith additional mortgage on Properties situated in Sindh.

As of reporting date bank has approved restructuring of installments provided total tenor of the facility remains unchanged.

The group used post tax weighted average borrowing rate for amortization of deferred markups.

		March 31 2024	December 31 2023
		(Rupees in '000)	
9.4	Standard Chartered Bank Limited		
	Note		
	Opening balance	25,864	-
	Transfer from running finance	-	32,064
	Repayments	(2,900)	(6,200)
		22,964	25,864
		(18,900)	(17,300)
	Less: Current and overdue portion	4,064	8,564
	Add: Deferred markup	2,768	5,644
	Less: Discounting of deferred markup	(923)	(738)
		1,845	4,906
		5,909	13,470
9.4.1	Reconciliation of deferred markup is as follows:		
	Opening balance	5,644	-
	Add: Deferred markup during the period/year	265	5,644
	Less: Current and overdue portion	(3,141)	-
		2,768	5,644
9.4.2	Reconciliation is as follows:		
	Opening balance	738	-
	Add: Discounting impact of deferred markup	185	738
		923	738
	Less: Unwinding impact of discounted deferred markup	-	-
		923	738

This represents balance transferred from short term borrowings (Note No. 12) as a result of settlement agreement from short term running finance (RF) facility to Term Loan Facility as on August 09, 2023. Principal will be repaid in stepped up 23 installments starting from Aug 2023 till June 2025. Markup outstanding after effective discounts / waivers as per settlement agreement and markup to be accrued will be serviced in 6 monthly installments, starting from Jan 2025. Effective markup rate applicable will be at Cost of Funds (subject to change on yearly basis as advised by state bank of Pakistan). The mark up is charged during the year on the outstanding balance @ 4.25%. The facility is secured against 1st joint pari passu charge on present and future current and fixed assets (excluding land & building & licences) of the group for Rs. 320 million.

Note 10

		March 31 2024	December 31 2023
		(Rupees in '000)	
Sponsor's Loan	Note		
Sponsor's Loan - unsecured			
- Interest bearing	10.1	835,500	847,200
- Non-interest bearing	10.2	1,640,746	1,630,860
		2,476,246	2,478,060
10.1	Opening balance	847,200	680,700
	Exchange gain / (loss)	(11,700)	166,500
		835,500	847,200

This represents USD denominated loan obtained from Worldcall Services (Private) Limited, the Parent company. It carries mark up at 12 months KIBOR plus 1%. The mark up rate charged during the year on the outstanding balance is 22.7% (2023: 18.36%) per annum. The amount is not payable before December 31, 2024.

10.2 This represents interest free loan obtained from Worldcall Services (Private) Limited, the Parent company. The amount is not payable before December 31, 2024.

This loan has been carried at amortized cost and the relevant difference is being charged to the statement of profit or loss account.

		March 31 2024	December 31 2023
		(Rupees in '000)	
	Opening balance	1,848,580	1,692,907
	Less: Net receipts during the year	9,886	155,673
	Amount of loan	1,858,466	1,848,580
	Adjustment due to impact of IFRS 9:		
	Discounting	(217,720)	(217,720)
		(217,720)	(217,720)
		1,640,746	1,630,860

**Note 11****Lease Liabilities**

	March 31 2024	December 31 2023
	------(Rupees in '000)-----	
Opening balance	250,465	252,776
Add: Additions during the period	-	-
Add: Interest expense	7,435	30,411
Less: Termination of lease agreement	-	-
Less: Lease payments	(9,940)	(32,722)
Gross liability	247,960	250,465
Less: Current and overdue portion	(55,726)	(55,726)
Closing balance	192,234	194,739

11.1 Nature of leasing activities

The group's leases comprise cables and certain premises for installation of equipment and used as warehouse, guest house and office operations. Periodic rentals are usually fixed over the lease term. However, in some contracts, it is customary for lease contracts to provide escalation in lease payments after specified period of time. These neither contain any variable lease payments nor any lease incentives. The group is not committed to any lease not yet commenced at the reporting date.

Remaining lease term of existing lease contracts for which lease liability is booked ranges from 2 to 12 years.

Note 12**Short Term Borrowings**

	March 31 2024	December 31 2023
	------(Rupees in '000)-----	
Banking companies (secured - interest bearing):	Note	
- Running finances	12.1	-
Related parties (unsecured - interest free):		
- Ferret Consulting F.Z.C.	12.2	108,513
	109,661	108,513
12.1 Movement in running finance facilities		
Opening	-	32,064
Payment/Adjustment during the year	-	-
Transferred to long term financing	12.1.1	(32,064)
Closing	-	-

12.1.1 During the year 2022, the group restructured its running finance facility with Askari Bank Limited amounting to Rs 310.547 million, which is transferred to long term finance facility. For detail refer Note 9.3. During the year 2023, the group restructured its running finance facility with Standard Chartered Bank Limited amounting to Rs 32.064 million, which is transferred to long term finance facility. For detail refer Note 9.4.

12.2 This represents interest free USD denominated loan received from M/s Ferret Consulting - F.Z.C to meet working capital requirements. The accumulated balance as at reporting date is USD 393,755 (2023: USD 384,252). In the absence of written agreement, the amount is repayable on demand.

Note 13**Contingencies and Commitments****Contingencies and commitments****Contingencies**

There is no significant change in the status of contingencies from the preceding annual financial statements of the group for the year ended December 31, 2023.

	March 31, 2024 (Un-audited)	December 31, 2023 (Audited)
	------(Rupees in '000)-----	
Outstanding guarantees and letter of credit	299,385	303,378
Commitments	15,453	12,360

**Note 14****Property, Plant and Equipment**

		March 31 2024	December 31 2023
	Note	----- (Rupees in '000) -----	
Operating fixed assets	14.1	4,898,560	4,978,255
Capital work-in-progress		17,650	17,650
		4,916,210	4,995,905
14.1 Operating fixed assets			
Opening book value		4,978,255	5,309,001
Additions during the period	14.1.1	12,096	36,567
		4,990,351	5,345,568
Disposals (at book value) for the period	14.1.2	-	(501)
Depreciation charged during the period		(91,791)	(366,812)
Closing book value		4,898,560	4,978,255
14.1.1 Detail of additions			
Leasehold improvements		1,473	9,679
Plant and equipment		9,012	18,998
Office equipment		349	1,667
Furniture and fixtures		1,262	2,575
Computers		-	3,648
		12,096	36,567
14.1.2 Book values of assets disposed off			
Plant and equipment		-	501
		-	501

Note 15**Right of use assets**

Opening balance	3,155,830	3,407,381
Less: Depreciation charge for the period / year	(70,251)	(251,551)
Closing balance	3,085,579	3,155,830
Lease Term (Years)	up to 9 Years	up to 10 Years

15.1 Depreciation on right-of-use assets has been allocated to depreciation and amortization on face of the statement of profit or loss.

15.2 There are no variable lease payments in the lease contracts. There were no leases with residual value guarantees or leases not yet commenced to which the group is committed.

Note 16**Deferred Taxation**

	March 31 2024	December 31 2023
	(Un-audited)	(Audited)
	----- (Rupees in '000) -----	
<i>Asset for deferred taxation comprising temporary differences related to:</i>		
-Unused tax losses	3,371,664	3,371,664
-Provision for doubtful debts	911,664	911,664
-Post employment benefits	59,286	59,286
-Provision for stores and spares & stock-in-trade	1,173	1,173
-Provision for doubtful advances and other receivables	78,678	78,678
<i>Liability for deferred taxation comprising temporary differences related to:</i>		
-Surplus on revaluation of assets	(2,053,287)	(2,053,287)
	2,369,178	2,369,178

Deferred tax asset on tax losses available for carry forward has been recognized to the extent that the realization of related tax benefit is probable from reversal of existing taxable temporary differences and future taxable profit. Management's assertion of future taxable profit is mainly based on income due to write back of liabilities and business plan to initiate fiber to home services with monetary support from the majority shareholder.



Note 17

Cash Used in Operations

	Note	Quarter ended March 31, 2024	2023
------(Rupees in '000)-----			
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before taxation		(433,325)	(537,775)
Adjustment for non-cash charges and other items:			
- Depreciation on property, plant and equipment		91,791	97,550
- Amortization on intangible assets		55,783	101,204
- Amortization of right of use assets		70,251	69,528
- Post employment benefits		13,011	11,576
- Adjustment due to impact of IFRS 9		(3,089)	(10,339)
- Income on deposits, advances and savings accounts		(41)	(43)
- Exchange gain/(loss) on foreign currency loan		(11,700)	171,600
- Exchange (gain)/loss on foreign currency accrued markup		(6,124)	48,591
- Exchange (gain)/loss on foreign currency balances - net		(7,203)	(124,038)
- Imputed interest on lease liability		7,435	7,714
- Unwinding impact of liabilities under IFRS 9		8,661	14,278
- Finance cost		159,975	117,637
		378,750	505,258
Operating loss before working capital changes		(54,575)	(32,517)
(Increase) / decrease in current assets			
- Stores and spares		1,823	1,106
- Trade debts		84,602	(21,534)
- Loans and advances		(114,036)	3,435
- Deposits and prepayments		(11,795)	(2,032)
- Other receivables		(6,030)	(5,681)
Increase / (decrease) in current liabilities			
- Trade and other payables		(10,962)	25,607
		(56,398)	900
Cash used in operations		(110,973)	(31,617)



Note 18

Transaction with Related Parties

Related parties comprise the parent group, associated companies / undertakings, directors of the group and their close relatives and key management personnel of the group. The group in the normal course of business carries out transactions with various related parties. Amounts due from and due to related parties are shown under respective notes to these financial statements.

Transactions during the period with local companies

Related party	Relationship	Nature of transaction	March 31	March 31
			2024	2023
------(Rupees in '000)-----				
Worldcall Services (Private) Limited	Parent company	Funds received by the group during the period	11,000	52,500
		Funds repaid by the group during the period	(1,114)	3,070
		Settlement with multimedia	-	14,118
		Markup on long term borrowings	71,350	46,926
		Exchange (gain)/loss on markup	(6,123)	48,591
		Exchange (gain)/loss on loan	(11,700)	171,600
WorldCall Business Solutions (Private) Limited	Associate	Interest charged during the period	5,976	3,004
		Expenses borne on behalf of subsidiary	0	2,606
Worldcall Cable (Private) Limited	Associate	Interest charged during the period	137	197
Worldcall Ride Hail (Private) Limited	Associate	Expenses borne on behalf of associate	1	-
		Interest charged during the period	1	2
Key management personnel	Associated persons	Salaries and employees benefits	35,049	22,719
		Advances against expenses disbursed / (adjusted) - net	(395)	671

Transactions during the period with foreign companies

Related party	Relationship	Nature of transaction	March 31	December 31
Ferret Consulting - F.Z.C	Associate	Preference shares and preference dividend converted into ordinary shares	376,950	-
		Exchange (Gain)/loss	(1,507)	21,673
		Payment/adjustment with third party	-	(475)
		Direct Cost - IT Service	2,655	1,560
		Expenses Charged during the period	-	-

Ferret Consulting is incorporated in United Arab Emirates. Basis for association of the group with Ferret is common directorship.

Outstanding Balance as at the period/year end		March 31	December 31
		2024	2023
------(Rupees in '000)-----			
Worldcall Services (Private) Limited	Sponsor's loan	2,476,246	2,478,060
	Accrued markup	492,384	427,158
Ferret Consulting - F.Z.C	Dividend on CPS	320,329	320,329
	Short term borrowings	109,661	108,513
Worldcall Ride Hail (Private) Limited	Other receivables	26	24
WorldCall Business Solutions (Private) Limited	Other receivables	143,696	137,720
Worldcall Cable (Private) Limited	Other receivables	3,299	3,162
Key management	Payable against expenses, salaries and other employee benefits	174,454	187,310
	Advance against expenses	15,807	16,202



Note 19

Financial Risk Management

19.1 Financial risk factors

The group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The condensed interim consolidated financial statements (un-audited) do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the group's annual financial statements as at December 31, 2023.

There have been no changes in any risk management policies since the year end.

19.2 Fair value estimation

19.2.1 Fair value is the amount for which an asset could be exchanged or a liability settled, between knowledgeable willing parties in an arms' length transaction. Consequently difference may arise between carrying value and fair value estimates. The carrying value of all financial assets and liabilities reflected in the financial statements approximate to their fair values. During the period, there were no significant changes in the business or economic circumstances that affect the fair value of these assets and liabilities.

19.2.2 The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (i.e. unobservable inputs) (level 3).

The following table presents the group's assets and liabilities that are measured at fair value at March 31, 2024:

	Level 1	Level 2	Level 3	Total
	Rupees in '000			
Assets				
Short-term investments	40,515	-	-	40,515

The following table presents the group's assets and liabilities that are measured at fair value at December 31, 2023:

	Level 1	Level 2	Level 3	Total
	Rupees in '000			
Assets				
Short-term investments	40,986	-	-	40,986

During the period, there were no significant changes in the business or economic circumstances that affect the fair value of the group's financial assets and financial liabilities. Furthermore, there were no reclassifications of financial assets and there were no changes in valuation techniques during the period.

**Note 20****Segment Information**

As per IFRS 8, "Operating Segments", operating segments are reported in a manner consistent with the internal reporting used by the chief operating decision maker. The Chief Executive Officer (CEO) of the group has been identified as the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments.

The CEO is responsible for the group's entire product portfolio and considers business as a single operating segment. The group's assets allocation decisions are based on a single integrated investment strategy and the group's performance is evaluated on an overall basis.

The internal reporting provided to the CEO for the group's assets, liabilities and performance is prepared on a consistent basis with the measurement and recognition principles of approved accounting and reporting standards as applicable in Pakistan.

The group is domiciled in Pakistan. All of the group's assets are located in Pakistan as at the reporting date.

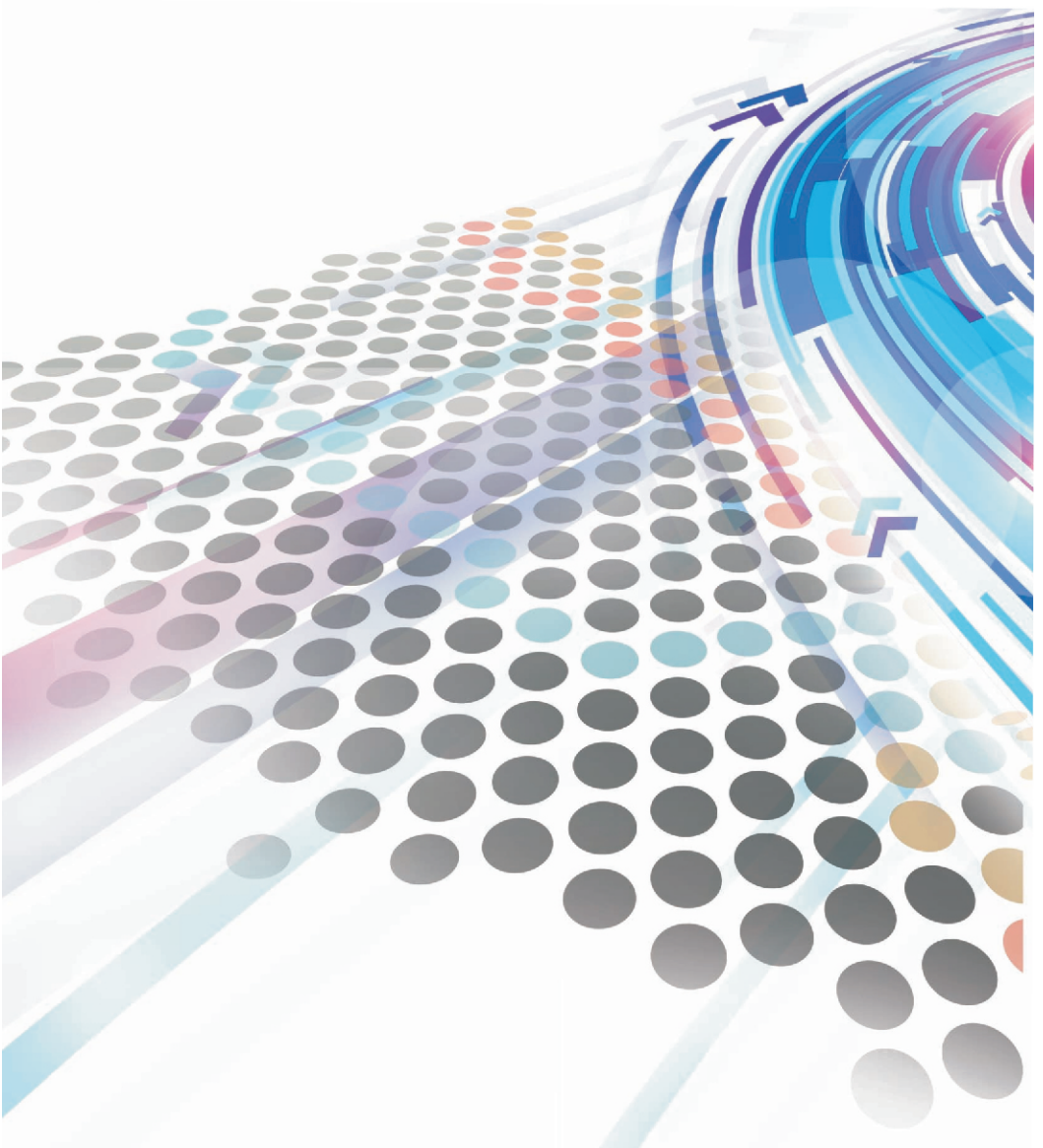
Note 21**Date of Authorization for Issue**

These condensed interim consolidated financial statements (un-audited) were approved and authorized for issue on April 29, 2024 by the Board of Directors of the group.

Note 22**Corresponding Figures**

Corresponding figures have been re-arranged / reclassified, wherever necessary, to reflect more appropriate presentation of events and transactions for the purpose of comparison.

CHIEF EXECUTIVE OFFICER**DIRECTOR****CHIEF FINANCIAL OFFICER**



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