

**FOR ALL CONCERNED**

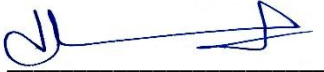
**PLACEMENT OF DRAFT PROSPECTUS OF “GHANI DAIRIES LIMITED” ON PSX WEBSITE FOR  
SEEKING PUBLIC COMMENTS**

Pakistan Stock Exchange Limited [“PSX”] is pleased to inform all concerned that **Ghani Dairies Limited** [“the Company”] has applied for listing on the Main Board of PSX.

The total issue size of the Initial Public Offering comprises of 104,200,000 Ordinary Shares having par value of PKR 1/- each using Book Building Method at a Floor Price of PKR 24/- per share. JS Global Capital Limited is the Lead Manager to the Issue.

Pursuant to Clause 3A.(2) of the Public Offering Regulations, 2017, the Draft Prospectus of the Company is hereby placed on the PSX Website under the caption of “**Public Comments on Draft Prospectus of Ghani Dairies Limited**”. Details about the Issue can be reviewed through the attached Draft Prospectus of the Company.

All concerned are requested to provide their written comments on the Draft Prospectus, if any, to PSX by emailing at [comments.draftprospectus@psx.com.pk](mailto:comments.draftprospectus@psx.com.pk) latest by **COB Monday, December 08, 2025**.



**Syed Ahmad Abbas**  
Chief Listing Officer

**Copy to:**

1. The Additional Director / HOD, PMADD (SMD), SECP
2. The Chief Executive Officer, PSX
3. Ghani Dairies Limited
4. JS Global Capital Limited
5. PSX Website

#### ADVICE FOR INVESTORS

INVESTORS ARE STRONGLY ADVISED IN THEIR OWN INTEREST TO CAREFULLY READ THE CONTENTS OF THIS PROSPECTUS, **ESPECIALLY THE RISK FACTORS GIVEN AT PARA/ SECTION 5 BEFORE MAKING ANY INVESTMENT DECISION.**

SUBMISSION OF FALSE & FICTITIOUS APPLICATIONS IS PROHIBITED AND SUCH APPLICATIONS' MONEY MAY BE FORFEITED UNDER SECTION 87(8) OF THE SECURITIES ACT, 2015  
INVESTMENT IN EQUITY SECURITIES INVOLVES A DEGREE OF RISK AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFER UNLESS THEY CAN AFFORD TO TAKE THE RISK OF LOSING THEIR INVESTMENT. INVESTORS ARE ADVISED TO READ THE RISK FACTORS CAREFULLY BEFORE TAKING AN INVESTMENT DECISION IN THIS OFFERING. FOR TAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THE EXAMINATION OF THE ISSUER AND THE OFFER INCLUDING THE RISKS INVOLVED AS DISCLOSED AT PARA/SECTION 5 OF THE PROSPECTUS

#### ADVICE FOR INSTITUTIONAL INVESTORS AND HIGH NET WORTH INDIVIDUAL INVESTORS

A SINGLE INVESTOR CANNOT SUBMIT MORE THAN ONE BIDDING APPLICATION EXCEPT IN THE CASE OF UPWARD REVISION OF BID. IF AN INVESTOR SUBMITS MORE THAN ONE BIDDING APPLICATION THEN ALL SUCH APPLICATIONS SHALL BE SUBJECT TO REJECTION.

SUBMISSION OF CONSOLIDATED BID IS PROHIBITED UNDER THESE REGULATIONS. A BID APPLICATION WHICH IS BENEFICIALLY OWNED (FULLY OR PARTIALLY) BY PERSONS OTHER THAN THE ONE NAMED THEREIN SHALL BE DEEMED TO BE A CONSOLIDATED BID.

PLEASE NOTE THAT A SUPPLEMENT TO THE PROSPECTUS SHALL BE PUBLISHED WITHIN ONE WORKING DAYS OF THE CLOSING OF THE BIDDING PERIOD WHICH SHALL CONTAIN INFORMATION RELATING TO THE STRIKE PRICE, THE OFFER PRICE, CATEGORY WISE BREAKUP OF THE SUCCESSFUL BIDDERS ALONG WITH NUMBER OF SHARES ALLOCATED TO THEM, DATES OF PUBLIC SUBSCRIPTION AND SUCH OTHER INFORMATION AS SPECIFIED BY THE COMMISSION.



### GHANI DAIRIES LIMITED

#### PROSPECTUS FOR INITIAL PUBLIC OFFERING

**Date and place of incorporation:** 21 October 2020, Lahore, Pakistan | **Incorporation number:** CUIN – 0160639 | **Registered and Corporate Office:** 45-Aurangzeb Block, New Garden Town, Lahore, Pakistan | **Website:** <https://ghanigroup.com.pk/ghani-dairies-private-limited-corporate-dairy-farm/> | **Contact Person:** Muhammad Toheed Akram (Chief Financial Officer); **Phone:** 0321-7704949; **Email:** [cfo@ghanigroup.com.pk](mailto:cfo@ghanigroup.com.pk) | **Contact Person:** Bilal Ahmed; **Phone:** 042-35952184-5; **Email:** [investor.relations@ghanidairies.com](mailto:investor.relations@ghanidairies.com)

**Issue Size:** This Issue consists of 104,200,000 Ordinary Shares of face value of PKR 1.00/- each constituting 24.28% of the total Post-IPO Paid Up Capital of Ghani Dairies Limited, out of which maximum seventy-five percent (75%) of the total issue size consisting of 78,150,000 ordinary shares will be offered through book building mechanism and the rest of twenty-five percent (25%) i.e. 26,050,000 ordinary shares of PKR 1.00/- each will be offered to retail investors at the strike price determined through book building mechanism duly underwritten by the underwriters.

**Book Building Method:** 75% of the issue size comprising of 78,150,000 ordinary shares of PKR 1.00/- each is being issued through book building mechanism at a floor price of PKR 24.00/- per share (including premium of PKR 23.00/- per share) with a maximum price band up to 40.0%. Justification of premium is given under the "Valuation Section" in paragraph 4A). The bidders will be allowed to bid through Eligible participants as per the procedure provided under Section 12.6 of the prospectus. The strike price shall be the price at which seventy five percent (75%) of the issue is subscribed however, the successful bidders will be allotted shares upon receipt of response of public subscription under retail portion of the issue. For details please refer Section 12.13 of the prospectus.

**Retail/General Public portion:** General Public portion of the Issue comprises of **26,050,000 Ordinary Shares (25% of total Issue)** at the Strike Price. In case retail portion of the Issue remains unsubscribed, the unsubscribed shares will be allotted to the underwriters of the issue.

**Public Comments:** Draft Prospectus was placed on PSX's website for seeking public comments starting from [.] 2025 to [.] 2025. Public comments received were duly responded back by the Lead Manager/Consultant to the Issue.

**Registration of Eligible Investors:** The registration of eligible investors will commence at 9:00 am on [.] /2025 and will close at 3:00 pm on [.] /2025

**Bidding Period Dates:** From [.] /2025 to [.] /2025 (both days inclusive) **From: 9:00 am to 5:00 pm**

**Dates of Public Subscription:** From [.] /2025 to [.] /2025 (both days inclusive) **From: 9:00 am to 5:00 pm**

<b>Lead Manager/Consultant to the Issue</b> 	<b>Eligible Participants for Book Building</b> Eligible Participants for Book Building include securities brokers, mutual funds, scheduled banks, and development financial institution that are clearing members of NCCPL.	<b>Retail Portion is Underwritten by</b> 
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#### Bankers to the Book Building Portion of the Issue:

JS Bank Limited

#### Bankers for the Retail Portion of the Issue:

Meezan Bank Limited

Only E-IPO Platform shall be used for subscription of retail portion. The investors can submit application(s) of shares of the company electronically with payment through e-banking. Applications can also be submitted through PSX's e-IPO system (PES) and CDC's Centralized E-IPO system (CES). PES can be accessed via web link <https://eipo.psx.com.pk> and CES can be accessed via web link [www.cdceipo.com](http://www.cdceipo.com). For details, please refer to section 12.14 of the Prospectus.

**Date of Publication of this Prospectus:** [.] /2025

Prospectus, Bidding Form, and Subscription Form can be downloaded from the following websites: <https://ghanigroup.com.pk/ghani-dairies-private-limited-corporate-dairy-farm/>, [www.jsqcl.com](http://www.jsqcl.com), <https://www.psx.com.pk>, <http://www.cdceipo.com>.

#### For further queries you may contact

**Ghani Dairies Limited:** Muhammad Toheed Akram (Chief Financial Officer); Phone: 0321-7704949; Email: [cfo@ghanigroup.com.pk](mailto:cfo@ghanigroup.com.pk) | Bilal Ahmed (Manager-Finance); Phone: 042-35952184-5; Email: [investor.relations@ghanidairies.com](mailto:investor.relations@ghanidairies.com) | **JS Global Capital Limited:** Sila Hannan (Manager - Investment Banking); Phone: +9221 111-574-111 Ext. 3068; Email: [sila.hannan@js.com](mailto:sila.hannan@js.com) | Nayyar Azam (Assistant Manager - Investment Banking); Phone: +9221 111-574-111 Ext. 3486; Email: [nayyar.azam@js.com](mailto:nayyar.azam@js.com)

**Underwriter | JS Bank Limited:** Syed Zulfiqar Hussain Kazmi (Head of Investment Banking); Phone: 0311-2674756; Email: [zulfiqar.kazmi@jsbl.com](mailto:zulfiqar.kazmi@jsbl.com) | Mohammad Hassan (Unit Head - Investment Banking); Phone: 0345-3034467; Email: [mohammad.hassan@jsbl.com](mailto:mohammad.hassan@jsbl.com) | **BankIslami Pakistan Limited:** Hadi Hasan (Manager DCM & Advisory - Investment Banking); Phone: 0323-2358277; Email: [hadi.hasan@bipl.io](mailto:hadi.hasan@bipl.io) | Awais Ali (Transaction Manager - Investment Banking); Phone: 0333-9416755; Email: [awais.ali5@bipl.io](mailto:awais.ali5@bipl.io)

The Company is proposed to be listed at the Pakistan Stock Exchange Limited



# UNDERTAKING BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

**E-STAMP**

ID: **PB-LHR-0E3839470C38E2D7**

Type: **Low Denomination**

Amount: **Rs 100/-**

Description: **CERTIFICATE OR OTHER DOCUMENT - 33**

Applicant: **GHANI DAIRIES LIMITED (35200-8677334-9)**

Representative from: **GHANI DAIRIES LIMITED**

Agent: **Self**

Address: **LAHORE**

Issue Date: **25-Nov-2025 2:48:38 PM**

Delisted On/Validity: **2-Dec-2025**

Amount in Words: **One Hundred Rupees Only**

Reason: **In Favour of Pakistan Stock Exchange**

Vendor Information: **Auf Tazooz | PB-LHR-26 | Baitul Market**

Scan for online verification

**ASU TAZOOZ E-STAMP VENDOR**  
PB-LHR-26 | Baitul Market, Lahore

Serial No: 1512

**NIJAZ AHMAD**  
ADVOCATE HIGH COURT  
& NOTARY PUBLIC  
Notary No: 42, Genet 8, 1000 T,  
Karachi No 7477

ہذا ع-سٹامپ کی تصدیق کے لیے اس کو پاکستان اسٹاک ایکسچین کی ویب سائٹ پر چسما دیا جائے گا۔

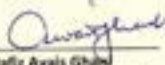
November 25<sup>th</sup>, 2025


**UNDERTAKING**


"WE, HAFIZ AVAIS GHANI, THE CHIEF EXECUTIVE OFFICER AND MUHAMMAD TOHEED AKRAM, CHIEF FINANCIAL OFFICER OF GHANI DAIRIES LIMITED CERTIFY THAT;

1. THE PROSPECTUS CONTAINS ALL INFORMATION WITH REGARD TO THE ISSUER, AND THE ISSUE, WHICH IS MATERIAL IN THE CONTEXT OF THE ISSUE AND NOTHING HAS BEEN CONCEALED IN THIS RESPECT;
2. THE INFORMATION CONTAINED IN THE PROSPECTUS IS TRUE AND CORRECT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF;
3. THE OPINIONS AND INTENTIONS EXPRESSED THEREIN ARE HONESTLY HELD;
4. THERE ARE NO OTHER FACTS, THE OMISSION OF WHICH MAKES THE PROSPECTUS AS A WHOLE OR ANY PART THEREOF MISLEADING; AND
5. ALL REQUIREMENTS OF THE SECURITIES ACT, 2015; THE DISCLOSURES IN PUBLIC OFFERING REGULATIONS, 2017 FOR PREPARATION OF PROSPECTUS, RELATING TO APPROVAL AND DISCLOSURES HAVE BEEN FULFILLED;"
6. NO CHARGES, FEE, EXPENSES, PAYMENTS ETC. HAVE BEEN COMMITTED TO BE PAID TO ANY PERSON IN RELATION TO THIS PUBLIC OFFERING EXCEPT FOR THOSE AS DISCLOSED IN THIS PROSPECTUS.

FOR AND BEHALF OF GHANI DAIRIES LIMITED,

  
**Hafiz Avais Ghani**  
 Chief Executive Officer



  
**Muhammad Toheed Akram**  
 Chief Financial Officer



**Note:** This Supplement shall be published within 1 working day of the close of Bidding Period in at least all those newspapers in which the Prospectus of Ghani Dairies Limited is published.

This Supplement is being published pursuant to The Public Offering Regulations, 2017 and in continuation of the Prospectus of Ghani Dairies Limited earlier published on [●]/2025

#### Ghani Dairies Limited

- FLOOR PRICE: PKR 24.00/- PER SHARE
- STRIKE PRICE: PKR [.] /- PER SHARE
- ISSUE PRICE: PKR [.] /- PER SHARE
- PRICE BAND (40% above the FLOOR PRICE): PKR 33.60/- PER SHARE

#### Underwriter to the Retail portion of the issue

S.no	Names of Underwriters	Number of Shares Underwritten	Amount (PKR in million)
1.	JS Bank Limited	13,025,000	312.6 Mn – 437.6 Mn
2.	BankIslami Pakistan Limited	13,025,000	312.6 Mn – 437.6 Mn
<b>Total</b>		<b>26,050,000</b>	<b>625.2 Mn – 875.2 Mn</b>

- Underwriting Commission: 01%
- Take-up Commission: 01%

#### Category wise Breakup of Successful Bidders

S. No	Category	No. of Bidders	No. of shares provisionally allocated
1	Commercial Banks	●	●
2	Development financial institutions	●	●
3	Mutual Funds	●	●
4	Insurance Companies	●	●
5	Investment Banks	●	●
6	Employees' Provident / Pension Funds	●	●
7	Leasing Companies	●	●
8	Modarabas	●	●
9	Securities Brokers	●	●
10	Foreign Institutional Investors	●	●
11	Any other Institutional Investors	●	●
	<b>Total Institutional Investors</b>	●	●
	<b>Individual Investors:</b>	●	●
12	Foreign Investors	●	●
13	Local	●	●
	<b>Total Individual Investors</b>	●	●
	<b>GRAND TOTAL</b>		



### Glossary of Technical Terms

ACT	Securities Act, 2015
B2B	Business selling goods and services to other commercial/industrial entities
Bps	Basis points
BVPS	Book Value Per Share
Bn	Billion
CAPEX	Capital Expenditure
CDC / CDCPL	Central Depository Company of Pakistan Limited
CDS	Central Depository System
Companies Act	Companies Act, 2017
Commission/SECP	The Securities and Exchange Commission of Pakistan
EBITDA	Earnings before Interest, Tax, Depreciation, and Amortization
EPS	Earnings Per Share
FY	Financial Year
GDP	Gross Domestic Product
GOP	Government of Pakistan
IPO	Initial Public Offering
ISO	International Organization for Standardization
Mn	Million
MW	Mega Watt
NICOP	National Identity Card for Overseas Pakistani
NOC	No Objection Certificate
NCI	The Non-Controlling Interest
P.A.	Per Annum
PKR	Pakistan Rupee(s)
PSX / Exchange	Pakistan Stock Exchange Limited
SBP	State Bank of Pakistan
Tn	Trillion
UIN	Unique Identification Number
PCM	Professional Clearing Member



## DEFINITIONS

<b>Application Money</b>	The total amount of money payable by a successful investor which is equivalent to the product of the Strike Price and the number of shares subscribed and allotted.
<b>Bankers to the Book Building</b>	Any bank(s) with whom an account is opened and maintained by the Issuer for keeping the bid amount. JS Bank Limited has been appointed in this IPO as the Bankers to the Book Building.
<b>Bid</b>	An indication to make an offer during the Bidding Period by a Bidder to subscribe to the Ordinary Shares of Ghani Dairies Limited at a price at or above the floor price, including upward revisions thereto. <b>An Eligible Investor shall not make a bid with price variation of more than 10% of the prevailing indicative strike price subject to a maximum price band of 40% of the Floor Price. Please refer to Section 12.10 for details.</b>
<b>Bid Amount</b>	The amount equal to the product of the number of shares Bid for and the Bid Price.
<b>Bid Price</b>	The price at which Bid is made for a specified number of shares.
<b>Bid Revision</b>	The Eligible Investors can revise their Bids upward subject to the provision of Regulation 10(2)(iii) of the PO Regulations. The Bids can be revised with a price variation of not more than 10% from the prevailing indicative Strike Price in compliance with Regulation 10(2)(iii) of the PO Regulations. <b>As per Regulation 10(2)(vi) of the PO Regulations, the Bidder shall not make downward revision both in terms of Bid Price and Bid Volume; Provided that in case of upward revision of the Bid Price, the number of shares Bid for i.e., Bid Volume may be adjusted ensuring that the Bid amount or Bid money remains the same.</b> <b>As per Regulation 10(2)(vii) of the PO Regulations, the Bidder shall not withdraw their Bids.</b>
<b>Bidder</b>	An Eligible Investor who makes bids for shares in the Book Building process.
<b>Bidding Form</b>	The form prepared by the Issuer for the purpose of making bids.
<b>Bidding Period</b>	The period during which bids for subscription of shares are received. The Bidding Period shall be of two days, from <b>[•], 2025 to [•], 2025</b> both days inclusive (daily from 9:00 a.m. to 5:00 p.m.)
<b>Book Building</b>	A process undertaken to elicit demand for shares offered through which bids are collected from the Bidders and a book is built which depicts demand for the shares at different price levels.
<b>Book Building Account</b>	An account opened by the Issuer with the Bankers to the Book Building.
<b>Book Building Portion</b>	The part of the total Issue allocated for subscription through the Book Building.



<b>Shariah Governance Regulations</b>	the Shariah Governance Regulations, 2023 as may be amended, replaced or substituted from time to time
<b>PRIDE</b>	an online interface/platform provided by the Securities Exchange for submission and processing of listing and Prospectus application
<b>NCCPL</b>	the National Clearing Company of Pakistan Limited licensed by the Commission as clearing house under the Securities Act, 2015
<b>Book Building Procedure (Joint Procedures)</b>	Joint Procedures shall mean procedures notified by the Securities Exchange and NCCPL for Book Building on November 7 <sup>th</sup> , 2025
<b>Eligible Participant for Book Running</b>	Eligible Participant for Book Building” (Eligible Participant) shall include securities brokers, mutual funds, scheduled banks, and development finance institutions that are clearing members of NCCPL: Provided that Trading Only Securities Broker shall also be eligible to act as Eligible Participant for Book Building. In case of Trading on Securities Broker, Professional Clearing Member shall collect the margin money from the bidders and deposit the same with NCCPL
<b>Payment to NCCPL</b>	Eligible Participants shall be responsible to NCCPL for providing payments in lieu of accepted bids for their proprietary and investors accounts.
<b>Book Building System</b>	An online electronic system operated by the Designated Institution for conducting Book Building.
<b>Bankers for General Public/Retail Portion</b>	Meezan Bank Limited has been appointed to act as Banker for the Retail portion of the issue.
<b>Company</b>	Ghani Dairies Limited (the “Company” or “GDL”)
<b>Company’s Legal Advisor</b>	Khan & Khan Attorneys & Corporate Counsellors
<b>Commission</b>	The Securities & Exchange Commission of Pakistan (“SECP”)
<b>Consolidated Bids</b>	A bid which is fully or partially beneficially owned by persons other than the one named therein.
<b>Designated Institution</b>	Pakistan Stock Exchange Limited (“PSX”) is acting as the Designated Institution for this Issue and its Book Building System will be used for price discovery.
<b>Dutch Auction Method</b>	means the method through which Strike Price is determined by arranging all the Bids in descending order based on the Bids Prices along with the number of shares and the cumulative number of shares bid for. The Strike Price is determined by lowering the Bid Price to the extent that the total number of securities offered under the Book Building Portion are subscribed.
<b>e-IPO Platform</b>	E-IPO Platform means an electronic platform through which investors can submit applications for public subscription of securities electronically with payment through e-banking channels
<b>e-IPO facility</b>	e-IPO refers to electronic submission of applications for subscription of securities offered in retail portion of an IPO. The following systems are available for e-IPOs:





(i) **PSX's e-IPO System (PES):** To facilitate investors, the Pakistan Stock Exchange Limited ("PSX") has developed an e-IPO System ("PES") through which applications for subscription of securities offered to the General Public/retail portion can be made electronically. PES has been made available in this Issue and can be accessed through the web link (<https://eipo.psx.com.pk>). Payment of subscription money can be made through 1LINK's and NIFT's member banks available for PES.

For making application through PES, investors must be registered with PES. The PES registration form is available 24/7, all throughout the year. Registration is free of cost and can be done by:

- the investor himself, or
- the TREC Holder with whom the investor has a sub-account, or
- the Bank with whom the investor has a bank account.

Similarly, an e-IPO application can be filed by:

- the investor himself, or
- the TREC Holder with whom the investor has a sub-account, or
- the Bank with whom the investor has a bank account.

In case of queries regarding PES, investors may contact Mr. Farrukh Shahzad at phone number: 111-001-122 or (021)-35274401-10, and email: [itss@psx.com.pk](mailto:itss@psx.com.pk).

Investors who are registered with PES can submit their applications through the web link, <https://eipo.psx.com.pk>, 24 hours a day during the subscription period which will close at midnight on [.]

(ii) **Centralized e-IPO System (CES):** To facilitate investors, the Central Depository Company of Pakistan ("CDC") has developed a Centralized e-IPO System ("CES") through which applications for subscription of securities offered to the General Public/retail portion can be made electronically. CES can be accessed through the web link ([www.cdceipo.com](http://www.cdceipo.com)). Payment of subscription money can be made through 1LINK's member banks available for CES.

For making application through CES, investors must be registered with CES. Registration with CES is free of cost and can be done under a self-registration process by filling the CES registration form, which is available 24/7 all throughout the year.

In addition to the above, sub-account holder(s) can request their respective TREC Holders who are Participants in Central Depository System (CDS) to make electronic subscription on their behalf for subscription of securities of a specific Company by authorizing (adding the details of) their respective Participant(s) in CES. Consequently, authorized Participants can electronically subscribe on behalf of their sub-account holder(s) in securities offered through Initial Public Offerings (IPOs) and can also make payment against such electronic subscriptions through all the available channels mentioned on CES only after receiving the subscription amount from the sub-account holder(s). To enable this feature, the CDS Participant may request CDC to activate his ID on the CES portal. The securities will be credited directly in Investors' subaccount. In case the sub-account of the investor has been blocked or closed, after the subscription, then securities shall be parked





	<p>into the CDC's IPO Facilitation Account and investor can contact CDC for credit of shares in its respective account</p> <p>Investors who do not have CDS account may visit <a href="http://www.cdcpakistan.com">www.cdcpakistan.com</a> for information and details.</p> <p>For further guidance and queries regarding CES and opening of CDS account, investors may contact CDC at phone number: 0800 – 23275 (CDCPL) and e-mail: <a href="mailto:info@cdcpak.com">info@cdcpak.com</a> or contact Mr. Farooq Ahmed Butt at Phone 021-34326030 and email: <a href="mailto:farooq_butt@cdcpak.com">farooq_butt@cdcpak.com</a>.</p> <p>Investors who are registered with CES can submit their applications through the web link <a href="http://www.cdceipo.com">www.cdceipo.com</a> 24 hours a day during the subscription period which will close at midnight on [.]</p> <p><b>IPO Facilitation Account:</b></p> <p>IPO Facilitation Account (IFA) means an account to be maintained by CDC separately for each IPO wherein securities of such successful applicants who do not have CDS Accounts at the time of making subscription application, shall be parked for a certain period of time. Subsequent to parking, all the successful applicants shall be intimated via email to open an Investor Account with CDC or Sub-Account with any of the CDS Participants (i.e. licensed securities brokers or commercial banks). Upon opening of CDS Account, successful applicants shall approach CDC Investor Account Services and securities of such successful applicants shall be moved from the IFA to their respective CDS Accounts.</p> <p>Availing the CDC e-IPO services requires investors to first open a CDS account. However, now investors can avail the CDC IPO Facilitation Account facility to subscribe securities through IPO. Once, their application is successful, investor then only need to open an Investor Account with CDC or Sub-Account with CDC Participants.</p>
<b>Eligible Investor (For Book Building Portion)</b>	An Individual and Institutional Investor whose Bid Amount is not less than the minimum bid size of PKR 2,000,000 (Two Million Rupees only).
<b>Floor Price</b>	The minimum price per share set by the Issuer in consultation with Lead Managers. For this Issue, Floor Price is PKR 24.00/- per share.
<b>General Public</b>	All Individual and Institutional Investors including both Pakistani (residents & non-residents) and foreign investors.
<b>Initial Public Offer (IPO)</b>	Initial Public Offering or IPO means first time offer of securities to the general public.
<b>Institutional Investors</b>	<p>Any of the following entities:</p> <ul style="list-style-type: none"> <li>▪ A financial institution;</li> <li>▪ A Company as defined in the Companies Act, 2017;</li> <li>▪ An insurance Company established under the Insurance Ordinance, 2000;</li> <li>▪ A securities broker;</li> <li>▪ A fund established as Collective Investment Scheme under the Non-Banking Finance Companies and Notified Entities Regulations, 2008;</li> <li>▪ A fund established as Voluntary Pension Scheme under the Voluntary Pension System Rules, 2005;</li> <li>▪ A private fund established under Private Fund Regulations, 2015;</li> </ul>



	<ul style="list-style-type: none"> <li>Any employee's fund established for beneficial of employees;</li> <li>Any other fund established under any special enactment;</li> <li>A foreign Company or any other foreign legal person; and</li> <li>Any other entity as specified by the Commission.</li> </ul>
<b>Issue</b>	Issue of 104,200,000 Ordinary Shares representing 24.28% of total Post-IPO Paid-Up Capital having a Face Value of PKR 1.00/- each
<b>Issue Price</b>	The price at which Ordinary Shares of the Company are issued to the General Public. The Issue Price will be the Strike Price.
<b>Issuer</b>	Ghani Dairies Limited (the "Company" or "GDL")
<b>Key Employees</b>	Chief Executive Officer, Directors, Chief Financial Officer and Company Secretary of the Company.
<b>Lead Manager</b>	Any person licensed by the Commission to act as a Consultant to the Issue. JS Global Capital Limited have been appointed as Lead Manager by the Issuer for this Issue.
<b>Limit Bid</b>	The Bid at a Limit Price.
<b>Limit Price</b>	The maximum price (up to 40% of the Floor Price) a prospective Bidder is willing to pay for a share under Book Building.
<b>Listing Regulations</b>	Chapter 5 of the Rule Book of the Pakistan Stock Exchange Limited, titled 'Listing of Companies and Securities Regulations'. <a href="https://www.psx.com.pk/psx/themes/psx/uploads/PSX-Rulebook-August-27-2025.pdf">https://www.psx.com.pk/psx/themes/psx/uploads/PSX-Rulebook-August-27-2025.pdf</a>
<b>Margin Money</b>	Securities broker will be required to participate with 100% margin money with NCCPL for proprietary and investors account based on their own risk assessment criteria.
<b>Minimum Bid Size</b>	The Bid Amount equal to Two Million Rupees (PKR 2,000,000).
<b>Ordinary Shares</b>	Ordinary Shares of Ghani Dairies Limited having face value of PKR 1.00/- each.
<b>Price Band</b>	An upper limit of 40% above the Floor Price of PKR 24.00/- with a cap of PKR 33.60/-, allowing Bidder to make Bid at Floor Price or within the Price Bands.
<b>PO Regulations</b>	The Public Offering Regulations, 2017 <a href="https://secp.gov.pk/document/public-offering-regulations-2017-updated-august-6-2025/?wpdmdl=61673&amp;refresh=68c947f635b451758021622">secp.gov.pk/document/public-offering-regulations-2017-updated-august-6-2025/?wpdmdl=61673&amp;refresh=68c947f635b451758021622</a>
<b>Prospectus</b>	Prospectus means any document described or issued as a prospectus and includes any document, notice, circular, material, advertisement, and offer for sale document, publication or other invitation offering to the public (or any section of the public) or inviting offers from the public for the subscription or purchase of any securities of a Company or body corporate or entity other than deposits invited by a bank and certificates of investments and certificate of deposits issued by non- banking finance companies.



<b>Registration Period</b>	The period during which registration of bidders is carried out. The registration period shall commence three days before the start of the Bidding Period and shall remain open till 3:00 pm on the last day of the Bidding Period.
<b>Related Employees</b>	Related Employees mean such employees of the Issuer, and the Lead Manager/ Consultant to the Issue, who are involved in the Issue. Please refer to Section 3A.6 & 3A.7 for further details.
<b>Sponsor</b>	A person who has contributed initial capital in the issuing company or has the right to appoint majority of the directors on the board of the issuing company directly or indirectly; A person who replaces the person referred to above; and A person or group of persons who has control of the issuing company whether directly or indirectly.
<b>Step Bid</b>	Step Bid means a series of Limit Bids at increasing prices provided that Bid Amount of any step is not less than minimum bid size
<b>Strike Price</b>	The price per Ordinary Share of the Issue determined / discovered on the basis of Book Building process in the manner provided in the Regulations, at which the shares are Issued to the successful bidders.
<b>Supplement to the Prospectus</b>	The Supplement to the Prospectus shall be published within one (1) working days of the closing of the Bidding Period at least in all those newspapers in which the Prospectus was earlier published and disseminated through the Securities Exchange where shares are to be listed.

**INTERPRETATION:**

ANY CAPITALIZED TERM CONTAINED IN THIS PROSPECTUS, WHICH IS IDENTICAL TO A CAPITALIZED TERM DEFINED HEREIN, SHALL, UNLESS THE CONTEXT EXPRESSLY INDICATES OR REQUIRES OTHERWISE AND TO THE EXTENT AS MAY BE APPLICABLE GIVEN THE CONTEXT, HAVE THE SAME MEANING AS THE CAPITALIZED / DEFINED TERM PROVIDED HEREIN.



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## 1 APPROVALS, CONSENTS AND LISTING ON SECURITIES EXCHANGE

### 1.1. APPROVAL OF SECURITIES EXCHANGE AND COMMISSION

The Prospectus of the Company has been approved by PSX vide letter No. PSX/ GEN-\_\_\_\_\_ dated \_\_\_\_\_ in accordance with the requirements of the Listing of Companies and Securities Regulations.

Approval has been granted by the Securities & Exchange Commission of Pakistan (the "Commission" or the "SECP") under Section 87(2) of the Securities Act, 2015 read with Section 88(1) thereof, for the issue, circulation, and publication of this offering document (hereinafter referred to as the "Prospectus") of Ghani Dairies Limited vide their letter No. [.]. Dated [.].

#### DISCLAIMER:

THE SECURITIES EXCHANGE AND COMMISSION HAS NOT EVALUATED THE QUALITY OF THE ISSUE AND ITS APPROVAL SHOULD NOT BE CONSTRUED AS ANY COMMITMENT OF THE SAME. THE PUBLIC/INVESTORS SHOULD CONDUCT THEIR OWN INDEPENDENT INVESTIGATION AND ANALYSIS REGARDING THE QUALITY OF THE ISSUE BEFORE SUBSCRIBING.

THE PUBLICATION OF THIS DOCUMENT DOES NOT REPRESENT SOLICITATION BY THE SECURITIES EXCHANGE AND COMMISSION.

THE CONTENTS OF THIS DOCUMENT DO NOT CONSTITUTE AN INVITATION TO INVEST IN SHARES OR SUBSCRIBE FOR ANY SECURITIES OR OTHER FINANCIAL INSTRUMENT BY THE SECURITIES EXCHANGE AND COMMISSION, NOR SHOULD IT OR ANY PART OF IT FORM THE BASIS OF, OR BE RELIED UPON IN ANY CONNECTION WITH ANY CONTRACT OR COMMITMENT WHATSOEVER OF THE EXCHANGE AND COMMISSION.

IT IS CLARIFIED THAT INFORMATION IN THIS PROSPECTUS SHOULD NOT BE CONSTRUED AS ADVICE ON ANY PARTICULAR MATTER BY THE SECURITIES EXCHANGE AND COMMISSION AND MUST NOT BE TREATED AS A SUBSTITUTE FOR SPECIFIC ADVICE.

THE SECURITIES EXCHANGE AND COMMISSION DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWEVER ARISING FROM OR IN RELIANCE UPON THIS DOCUMENT TO ANY ONE, ARISING FROM ANY REASON, INCLUDING, BUT NOT LIMITED TO, INACCURACIES, INCOMPLETENESS AND/OR MISTAKES, FOR DECISIONS AND/OR ACTIONS TAKEN, BASED ON THIS DOCUMENT.

SECURITIES EXCHANGE AND COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY AND ANY OF ITS SCHEMES STATED HEREIN OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINIONS EXPRESSED WITH REGARDS TO THEM BY THE COMPANY IN THIS PROSPECTUS.

ADVICE FROM A SUITABLY QUALIFIED PROFESSIONAL SHOULD ALWAYS BE SOUGHT BY INVESTORS IN RELATION TO ANY PARTICULAR INVESTMENT.



## 1.2. FILING OF PROSPECTUS AND OTHER DOCUMENTS WITH THE REGISTRAR OF COMPANIES

Ghani Dairies Limited (“GDL” or the “Company”) has filed with the Registrar of Companies as required under Sections 57 (1) of the Companies Act 2017, a copy of this Prospectus signed by all the Directors of the Company.

## 1.3. LISTING AT PSX

Application has been made to PSX for permission to deal in and for quotation of the shares of the Company.

If for any reason the application for formal listing is not accepted by PSX or approval for formal listing is not granted by PSX before the expiration of twenty-one days from the date of closing of the subscription period / list or such longer period not exceeding forty-two days as may, within the said twenty-one days, be notified to the applicants for permission by the PSX, the Issuer undertakes that a notice to that effect will immediately be published in the press and will refund Application Money to the applicants without surcharge as required under the provisions of Section 69 of the Companies Act.

If any such money is not repaid within eight (08) days after the Company becomes liable to repay it, the Directors of the Company shall be jointly and severally liable to repay that money from the expiration of the eighth day together with surcharge at the rate of two percent (2.0%) for every month or part thereof from the expiration of the eighth day and, in addition, shall be liable to a penalty of level 3 on the standard scale of up to PKR 100 Mn and per day penalty of Rs. 500,000 during which the default continues, as defined in Section 479 of the Companies Act, 2017 in accordance with the provisions of sub-section (2) of Section 69 of the Companies Act.

As required under sub-section (3) of Section 69 of the Companies Act, the Application Money including the Bid Money, in case of Book Building, shall be deposited and kept in a separate bank account in a scheduled bank as long as the Company may become liable to repay it under sub-section (2) of Section 69 of the Companies Act; and, if default is made in complying with the said sub-section (3), the Company and every officer of the Company who authorizes or permits the default shall be liable to a penalty of level 2 on the standard scale.



## 2 SUMMARY OF THE PROSPECTUS

### 2.1 PRIMARY BUSINESS OF GHANI DAIRIES LIMITED AND THE INDUSTRY IN WHICH IT OPERATES

#### Ghani Dairies Limited:

**Ghani Dairies Limited (“GDL” or the “Company”)** is engaged in the production and sale of raw milk. The Company operates a corporate dairy farm situated in Rahdari, Noor Pur Thal, District Khushab, Punjab.

The Company was incorporated in Pakistan on October 21, 2020, under the Companies Act, 2017, as a private limited company and was subsequently converted into a public limited company with effect from July 14, 2025. Its principal business activity is the operation of a corporate dairy farm for the production of fresh raw milk.

Commercial operations commenced in October 2021 with the import of 210 Heifers from the United States whereas bought imported 14 Heifers from local Vendor. Subsequent herd expansions included 199 Heifers from the United States in February 2022, 300 Heifers from Australia in December 2022, 25 Heifers from Australia in February 2024, and 100 Heifers from Australia in January 2025. As of August 24, 2025, the herd comprised 2,487 cattle, including 1,377 mature milking animals and 1,110 immature animals under growth for future production. The herd is managed by a qualified team of Pakistani and international dairy professionals in accordance with global best practices in animal health, nutrition, and welfare.

To support its operations, the Company has invested in modern infrastructure and equipment, including KUHN TMR feed mixing machines (France), automated milking parlors (United States), and a Plate Heat Exchanger (PHE) cooling system of European origin. A digital herd management system is also in place to monitor and optimize herd health and productivity.

The Company supplies its entire milk output to leading dairy processors in Pakistan through long-term arrangements, ensuring quality, consistency, and reliability of supply.

#### Post Expansion Capacity:

The proceeds of the issue will translate into the following post-expansion capacities and operational benefits:

S. No	Area of Investment	Post-Expansion Capacity	Strategic Purpose & Benefits	Amount (PKR)
1	Herd Expansion	1,250 additional Heifers (1,000 pregnant heifers + 250 heifers)	Rapid scale-up of herd size, genetically superior cattle, and secure long-term milk production capacity	969,570,000
2	Working Capital & Feed Stock	Strengthened working capital base	Ensures smooth operations, timely feed procurement, and liquidity flexibility	134,530,000
3	Milking Infrastructure	4 new milking Heifers sheds + 1 modern milking parlour	Adequate housing & automated milking operations to enhance milk output efficiency	600,000,000
4	Heifer & Animal Care	3 heifer sheds + hospital shed with parlor	Supports growth of young stock, improves animal welfare & disease management	219,200,000
5	Feed & Storage Facilities	Corn grain silos, silage bunkers, raw material warehouse	Long-term feed preservation, reduced spoilage, cost	215,000,000





			efficiency in raw material management	
6	Farm Mechanization & Equipment	Stationery & movable TMR machines, wheel loader, tractors (385 & 240), feed pusher, sand spreader	Improves feed efficiency, farm hygiene, storage compaction & operational productivity	140,000,000
7	Milk Handling & Storage	Milk storage silo + chiller for hospital parlor	Maintains milk quality, reduces spoilage, and meets regulatory standards	50,000,000
8	Sustainability & Power	Solar system + transformer	Reduces energy costs, ensures power stability, supports green operations	154,000,000
9	Animal Comfort & Health	Rubber mats + calf cages	Improved Heifers comfort, reduced lameness, better calf survival & growth	18,500,000

### Group Structure:

The Issuer, M/s Ghani Dairies Limited, is part of the Ghani Group; however, it does not hold any direct or indirect shareholding in any other group company.

Accordingly, the Company has no subsidiaries, or joint ventures, and the entire focus of its resources and operations remains dedicated to its core business of dairy farming and fresh milk production.

## 2.2 SPONSORS OF GHANI DAIRIES LIMITED

The Sponsors of the Company are:

- Aitzaz Ahmad Khan
- Hafiz Avais Ghani
- Shoaib Ghani
- Ahad Ghani
- Saad Ghani
- Vaneeza Avais
- Ghani Holdings & Ventures (Pvt.) Limited

## 2.3 SALIENT FEATURES OF THE ISSUE INCLUDING METHOD OF PUBLIC OFFERING

The Issue comprises of 104,200,000 Ordinary shares of face value worth PKR 1.00/- each, which constitutes 24.28% of the post- issued paid up capital of the Company.

Out of the total issue size of 104,200,000 Ordinary Shares of PKR 1.00/-each, 75.00% of the issue size i.e., 78,150,000 Ordinary Shares of PKR 1.00/-each will be issued through Book Building process at a Floor Price of PKR 24.00/- per share which will be allotted to Successful Bidders and the rest of 25.00% of the issue i.e., 26,050,000 Ordinary Shares will be offered to Retail Investors at the Strike Price.

Provided that allocation to the retail portion shall be increased as follows, in case the retail portion is oversubscribed, and there shall be a corresponding decrease in the allocation to book building investors:

Oversubscription of retail portion	Increase in allocation to retail portion
5 times but less than 10 times	5%
10 times and greater	10%



The proceeds from the IPO at Floor price of PKR 24 per share are expected to raise PKR 2,500,800,000.

## 2.4 PRE AND POST ISSUE SHAREHOLDING OF THE SPONSORS

Post IPO, the share capital will increase from 325,000,000 Ordinary shares to 429,200,000 Ordinary shares. Given below is the Pre and Post Issue shareholding of the Sponsors of the Company:

	Sponsors/ Directors	Pre-Issue Shareholding	% of Total Shareholding	Post-Issue Shareholding	% of Total Shareholding
<b>1</b>	<b>Directors, CEO, Spouse &amp; Minor Children</b>				
i	CEO - Hafiz Avais Ghani	121,864,950	37.50%	121,864,950	28.39%
ii	Director - Aitzaz Ahmad Khan	20,000	0.01%	20,000	0.00%
iii	Director - Shoaib Ghani	137,489,950	42.30%	137,489,950	32.03%
iv	Director - Ahad Ghani	6,250,000	1.92%	6,250,000	1.46%
v	Director - Vaneeza Avais	3,125,000	0.96%	3,125,000	0.73%
vi	Saad Ghani	6,250,000	1.92%	6,250,000	1.46%
vii	Independent Director - Khurram Zafar	50	0.00%	50	0.00%
viii	Independent Director - Muhammad Hassan Nawaz Gondal	50	0.00%	50	0.00%
ix	Ghani Holdings & Ventures (Pvt) Ltd*	50,000,000	15.38%	50,000,000	11.65%
	Public Offer	0	0.00%	104,200,000	24.28%
	<b>Total No. of Shares</b>	<b>325,000,000</b>	<b>100.00%</b>	<b>429,200,000</b>	<b>100.00%</b>

\* Ghani Halal Feed Mill Private Limited

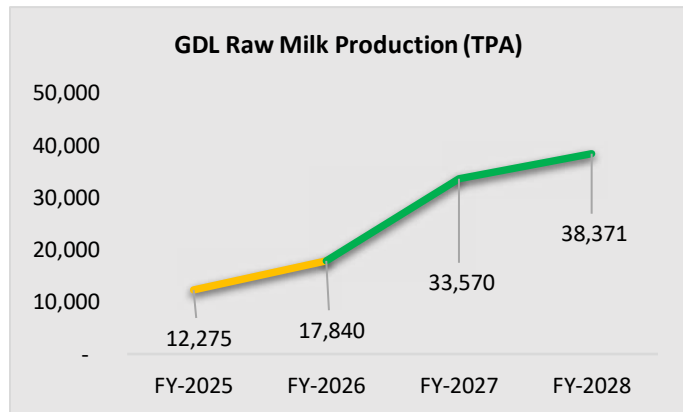
## 2.5 PRINCIPAL PURPOSE OF THE ISSUE

The principal propose of the issue is to finance the herd expansion, Company's operational expansion, upgrade farm infrastructure, and strengthen its working capital position.

This will enhance raw milk production capacity from 17,840 TPA FY 2025-26 to 33,570 TPA by FY 2026-27. This growth is supported by the planned induction of 1,000 pregnant heifers and achieving organic growth as the young calves will enter into the milking cycle, which will immediately increase milk output. Furthermore, the milking capacity is expected to reach 38,371 TPA in FY 2027-28 as 250 young heifers (ready to inseminate) procured through IPO proceeds will start milking along with organic herd growth.

To fund this expansion, the Company proposes to raise PKR 2,500 million through the issuance of 104,200,000 ordinary shares at a floor price of PKR 24.00/- per share. Commercial operations of the new facility are expected to commence by April 2026.

This strategic expansion will position the Company to meet the growing demand for raw milk and strengthen its market presence in the dairy sector.





The details of expansion cost and utilization of the amount raised through public offer will be as under:

## 2.6 UTILIZATION OF PROCEEDS

Particulars		Amount (PKR)
Building & Civil Works	Milking Shed (4 Nos)	480,000,000
	Heifer Shed (3 Nos)	180,000,000
	Raw Material Storage Warehouse	100,000,000
	Hospital Shed with Parlour	39,200,000
	Silage Bunker (4 Nos)	45,000,000
	Corn Grain Storage Silo (Additional)	70,000,000
	Calf Cage	3,500,000
	<b>Subtotal</b>	<b>917,700,000</b>
Plant & Machinery / Biological Assets	1,000 Pregnant Heifers	815,670,000
	250 Heifers	153,900,000
	Solar & Infrastructure	150,000,000
	Milking Parlour	120,000,000
	Stationery Mixing Machine (TMR)	60,000,000
	Wheel Loader for TMR Feeding	30,000,000
	Milk Storage Silo (Storage + Backup + PHE system)	45,000,000
	Tractor 385 for TMR	19,800,000
	Rubber Mats	15,000,000
	Movable TMR Machine	14,000,000
	Tractor Massey 240	7,200,000
	Feed Pusher Wheel	5,000,000
	Chiller for Hospital Parlor	5,000,000
	Transformer	4,000,000
	Sand Spreader	4,000,000
	<b>Subtotal</b>	<b>1,448,570,000</b>
Working Capital	Working Capital & Feed Stock Procurement	134,530,000
	<b>Subtotal</b>	<b>134,530,000</b>
<b>Total Project Cost</b>		<b>2,500,800,000</b>
IPO Proceeds		2,500,800,000
Utilization (%)		100%
Financial Close Status	Financial close to be achieved upon IPO proceeds disbursement.	

## 2.7 SOURCE OF FUNDING

The Company plans to raise PKR 2,500 Mn through an Initial Public Offering (IPO). The proceeds will primarily be utilized for herd expansion, construction of farm infrastructure, and strengthening of working capital. In this regard, the Company intends to issue 104,200,000 ordinary shares at a floor price of PKR 24.00/- per share

**JUSTIFICATION GIVEN BY THE LEAD MANAGER IN FAVOR OF FLOOR PRICE OF PKR 24.00/- PER SHARE MAY BE SEEN AT SECTION 4A OF THE PROSPECTUS, TITLED VALUATION SECTION 4A.**



## 2.8 QUALIFIED OPINION, IF ANY, GIVEN BY THE AUDITOR DURING THE LAST THREE FINANCIAL YEARS

Crowe Hussain Chaudhury & Co. has been the auditor for the Company for the past two financial years (2024 and 2025), and has not issued any qualified opinions on the financial statements. Similarly, Javed Chaudhry & Co. audited the financial statements for FY 2023 and did not issued any qualified opinion.

## 2.9 GHANI DAIRIES FINANCIAL INFORMATION

(Please refer to Section 6.6 for Detailed Financials and Commentary on Key Ratios)

The key financial information of the Company is tabulated below:

### Ghani Dairies Limited

In PKR Mn, unless stated otherwise	Audited FY 2023	Audited FY 2024	Audited FY 2025
<b>Share Capital</b>	125.00	325.00	325.00
<b>Net Worth<sup>1</sup></b>	487.13	1,103.05	1,487.22
Revenue	1,841.16	3,144.94	4,111.95
Gross Margin	5.4%	5.3%	15.1%
Operating Margin	3.83%	4.06%	12.78%
Profit After Tax	42.00	73.71	444.15
Profit After Tax Margin	2.28%	2.34%	10.80%
<b>(Loss)/Earnings per share (PKR)<sup>2</sup></b>	3.36	2.27	13.67
<b>Break-up value per share (PKR)</b>	38.97	33.94	45.76
Total Borrowings <sup>3</sup>	388.54	779.59	924.47
Total Debt to Equity Ratio (times) <sup>4</sup>	0.20	0.13	0.24
Cash flows from Operations	(8.29)	89.64	184.13
Outstanding Shares	12.5	32.5	32.5

## 2.10 LEGAL PROCEEDINGS

As of 30th June 2025, the Company affirms that there are no pending litigations, claims, or legal actions against the Issuer, its sponsors, substantial shareholders, directors, or associated group companies. The associated companies are linked solely due to common directorship, and the Issuer has no control over any associated company.

Kindly refer to section 8 for further details.

## 2.11 RISK FACTORS

For key risk factors that may have an impact on the Company, its business operations and the Issue, please refer to Section 5 of the Prospectus.

<sup>1</sup> Net worth is calculated by Subtracting Total Liabilities from Total Assets

<sup>2</sup> Revenue is sum of Revenue from contract with customer, gain arising on initial recognition of Milk at Fair value less cost to sell & Gain arising in Fair value less cost to sell

<sup>3</sup> EPS is calculated by dividing profit after tax by Outstanding Ordinary shares

<sup>4</sup> Total Borrowings include Loan from sponsors, long term debt and short-term borrowings & current portion form non – current liabilities

<sup>5</sup> Total debt to equity is calculated by dividing total liabilities by total equity



## 2.12 SUMMARY OF RELATED PARTY TRANSACTIONS

All transactions with related parties are carried out at mutually agreed price on an arm's length basis. The related parties comprise of Sponsors, Promoters, Associated Concerns, Directors and Key Management Personnel of the Company. The Company in the normal course of business carries out transactions with various related parties.

Details of related party transactions are provided in section 3.26

## 3 OVERVIEW, HISTORY AND PROSPECTS

### 3.1 COMPANY HISTORY & OVERVIEW

<b>Name</b>	Ghani Dairies Limited
<b>Incorporation Number</b>	CUIN - 0160639
<b>Date of Incorporation as Private Limited Company and Place</b>	October 21, 2020 - Lahore, Pakistan
<b>Date of Commencement of Business</b>	September 2021
<b>Date of Conversion to Public Limited Company</b>	July 14, 2025

#### Ghani Dairies Limited:

Ghani Dairies Limited ("the Company") is part of the Ghani Group, a well-established corporate business group in Pakistan with a diversified presence across multiple industries and operations conducted in accordance with Shariah-compliant business practices. The Ghani Group commenced operations in 1959 as a distribution company and entered the mining sector in 1963 through the establishment of Ghani Corporation. Over the years, the Group has expanded into rock salt mining, coal mining, feed mills, poultry farming, and dairy farming. Previously, the Group was also engaged in glass manufacturing, textiles, entertainment, and the automobile sector.



The Company was incorporated in Pakistan on October 21, 2020, under the Companies Act, 2017, as a private limited company and was subsequently converted into a public limited company with effect from July 14, 2025. Its principal business activity is the operation of a corporate dairy farm for the production of fresh raw milk.



Commercial operations commenced in October 2021 with the import of 210 Heifers from the United States whereas bought imported 14 Heifers from local Vendor. Subsequent herd expansions included 199 Heifers from the United States in February 2022, 200 USA imported Heifers purchased locally in March 2022 and 300 Heifers from Australia in December 2022, 25 Heifers from Australia in February 2024, and 100 Heifers from Australia in January 2025. As of August 24, 2025, the herd comprised 2,487 cattle, including 1,377 mature milking animals and 1,110 immature animals under growth for future production. The herd is managed by a qualified team of Pakistani and international dairy professionals in accordance with global best practices in animal health, nutrition, and welfare.



To support its operations, the Company has invested in modern infrastructure and equipment, including KUHN STATIC TMR feed mixing machines (France), automated milking parlors (United States), and a Plate Heat Exchanger (PHE) cooling system of European origin. A digital herd management system is also in place to monitor and optimize herd health and productivity.







The Company supplies its entire milk output to leading dairy processors in Pakistan through long-term arrangements, ensuring quality, consistency, and reliability of supply

**Below table provides a brief overview and major characteristics of Ghani Dairies Limited:**

<b>Key Characteristics</b>	<ul style="list-style-type: none"> <li>- Corporate dairy farm with 2,487 cattle (1,377 milking Heifers)</li> <li>- Modern automated milking systems and digital herd management</li> <li>- 1.6 MW solar energy system reducing reliance on grid power</li> <li>- Long-term supply relationships with leading processors</li> </ul>	
<b>Application/End Users</b>	Supplies raw fresh milk to leading processors, including Nestlé Pakistan Limited, IRC Dairy Products (Pvt.) Ltd, and Fauji Foods Limited	





<b>Types of products</b>	Raw Fresh Milk	
<b>Key Raw Materials</b>	i) Livestock Feed (silage, fodder, grain concentrates, minerals, vitamins)  ii) Veterinary Supplies (vaccines, medicines, breeding inputs)  iii) Utilities (water, electricity, solar energy and diesel Generator)	    

### 3.2 PATTERN OF SHAREHOLDING:

Pattern of shareholding (Pre & Post IPO) of Ghani Dairies Limited is as follows:

	Sponsors/ Directors	Pre-Issue Shareholding	% of Total Shareholding	Post-Issue Shareholding	% of Total Shareholding
<b>1</b>	<b>Directors, CEO, Spouse &amp; Minor Children</b>				
I	CEO - Hafiz Avais Ghani	121,864,950	37.50%	121,864,950	28.39%
II	Director - Aitzaz Ahmad Khan	20,000	0.01%	20,000	0.00%
III	Director - Shoaib Ghani	137,489,950	42.30%	137,489,950	32.03%
IV	Director - Ahad Ghani	6,250,000	1.92%	6,250,000	1.46%
V	Director - Vaneeza Avais	3,125,000	0.96%	3,125,000	0.73%
VI	Saad Ghani	6,250,000	1.92%	6,250,000	1.46%
VII	Independent Director - Khurram Zafar	50	0.00%	50	0.00%
VIII	Independent Director - Muhammad Hassan Nawaz Gondal	50	0.00%	50	0.00%
	<b>Subtotal</b>	<b>275,000,000</b>	<b>84.62%</b>	<b>275,000,000</b>	<b>64.07%</b>
<b>2</b>	<b>Associated Companies, Undertakings, Related Parties</b>				





I	Ghani Holdings & Ventures (Pvt) Ltd*	50,000,000	15.38%	50,000,000	11.65%
	Public Offer	0	0.00%	104,200,000	24.28%
	<b>Total of Sponsors</b>	<b>325,000,000</b>	<b>100.00%</b>	<b>429,200,000</b>	<b>100.00%</b>

\* Ghani Halal Feed Mill Private Limited

### 3.3 REVENUE DRIVERS

The Company's revenue is primarily derived from the production and sale of raw milk to leading dairy processors in Pakistan, including Nestlé Pakistan Limited, IRC Dairy Products (Pvt.) Ltd, and Fauji Foods Limited. In accordance with the requirements of IAS 41 (Agriculture), the Company also recognizes fair value gains on initial recognition of milk at the time of milking and on changes in the fair value of dairy livestock.

The key revenue components are as follows:

- **Raw Milk Sales:** Sale of fresh milk to leading processors under long-term supply arrangements.
- **Fair Value Recognition:** Gain on initial recognition of milk at fair value less costs to sell at the time of milking.
- **Fair Value Change in Livestock:** Gain arising from changes in the fair value of dairy livestock.

The table below illustrates the value-wise break-up of revenue from FY 2023 to FY 2025:

Product Type	FY 2023		FY 2024		FY 2025	
	PKR Mn	%	PKR Mn	%	PKR Mn	%
Raw Milk Sales	787	43%	1495	48%	1,778	43%
Gain raising on initial recognition of milk at fair value less cost to sell at the time of milking	1,014	55%	1,592	51%	1,963	48%
Gain arising from changes in fair value less cost to sell of dairy livestock	41	2%	58	2%	371	9%
<b>Total Sales</b>	<b>1,841</b>		<b>3,145</b>		<b>4,112</b>	

### 3.4 COST DRIVERS

The principal cost drivers of the Company include:

- **Livestock Feed:** The largest component of operating costs, comprising silage, concentrates, and other nutritional inputs required to maintain herd productivity.
- **Veterinary Care and Herd Health Management:** Regular veterinary services, vaccinations, medicines, and herd health practices to ensure sustained milk yield and animal welfare.
- **Labor and Farm Management:** Skilled labor for animal husbandry, milking operations, and overall farm management, which constitute a significant recurring cost.

These components collectively represent the core operating expenses of the Company and directly impact production efficiency, milk yield, and profitability.



#### 3.4.1 Feed & Fodder

Feed and fodder are the largest cost driver of the Company, accounting for more than one-third of total operating expenses. This includes silage, hay, green fodder, grain mixes (corn, soybean meal, canola meal, etc.), mineral mixtures, vitamins, and feed additives.

The Company also procures vendor-supplied feed from established suppliers such as Rafhan Maize, LCI, and IFFCO. Feed consumption costs amounted to PKR 590.1 million in FY 2023, PKR 1,036.4 million in FY 2024 and PKR 1,127.2 in FY 2025.

#### 3.4.2 Animal Health & Veterinary Care

This category covers medicine consumption, vaccinations, breeding services (including artificial insemination), veterinary consultancy, and biosecurity measures. These expenditures are critical for maintaining herd health and ensuring sustainable milk yields. Veterinary and animal health costs were PKR 5.1 million in FY 2022, PKR 15.0 million in FY 2023, 52.2 million in FY 2024 and PKR 106.8 in FY 2025.

#### 3.4.3 Labor & Staff Costs

Labor remains an essential component of the Company's cost base, comprising skilled farm labor (milking staff, feeders, herdsman), veterinary and technical staff, and farm management teams. Employee benefits such as PESSI, EOBI, and housing are also included. Salaries, wages, and benefits totaled PKR 16.2 million in FY 2022, PKR 61.1 million in FY 2023, PKR 93.6 million in FY 2024 and PKR 104.7 million in FY 2025.

#### 3.4.4 Utilities & Energy

Utility expenses are driven by electricity requirements for automated milking parlors, cooling and chilling plants, water supply systems, and lighting. Fuel and lubricants for machinery, generators, and farm vehicles also form part of this category. In FY 2022, utility and energy costs stood at PKR 5.2 million, increasing to PKR 19.6 million in FY 2023, PKR 95.8 million in FY 2024, and PKR 100.4 million in FY 2025 reflecting higher herd size and expanded infrastructure.

#### 3.4.5 Depreciation & Capital Costs

The Company incurs non-cash charges on account of depreciation of farm machinery, equipment, and infrastructure, in addition to financing or lease costs related to capital expenditure. Depreciation and related charges amounted to PKR 7.9 million in FY 2022, PKR 34.6 million in FY 2023, PKR 45.9 million in FY 2024 and PKR 61.0 million in FY 2025.

#### 3.4.6 Administrative & Overhead Expenses

This category consists of office and management staff costs, legal and professional charges, IT and ERP systems (such as Odoo), communication, transport, logistics, and memberships (CDFA & LCCI). Administrative expenses were PKR 6.5 million in FY 2022, PKR 21.5 million in FY 2023, PKR 21.5 million in FY 2024 and PKR 52.3 million in FY 2025.

#### 3.4.7 Other Operating Expenses

Other operating expenses primarily include livestock mortality, workers' profit participation fund, workers' welfare fund, and losses on sale of animals. These costs totaled PKR 18.0 million in FY 2022, PKR 38.8 million in FY 2023, PKR 47.3 million in FY 2024 and PKR 52.8 million in FY 2025.



### 3.4.8 Finance Costs

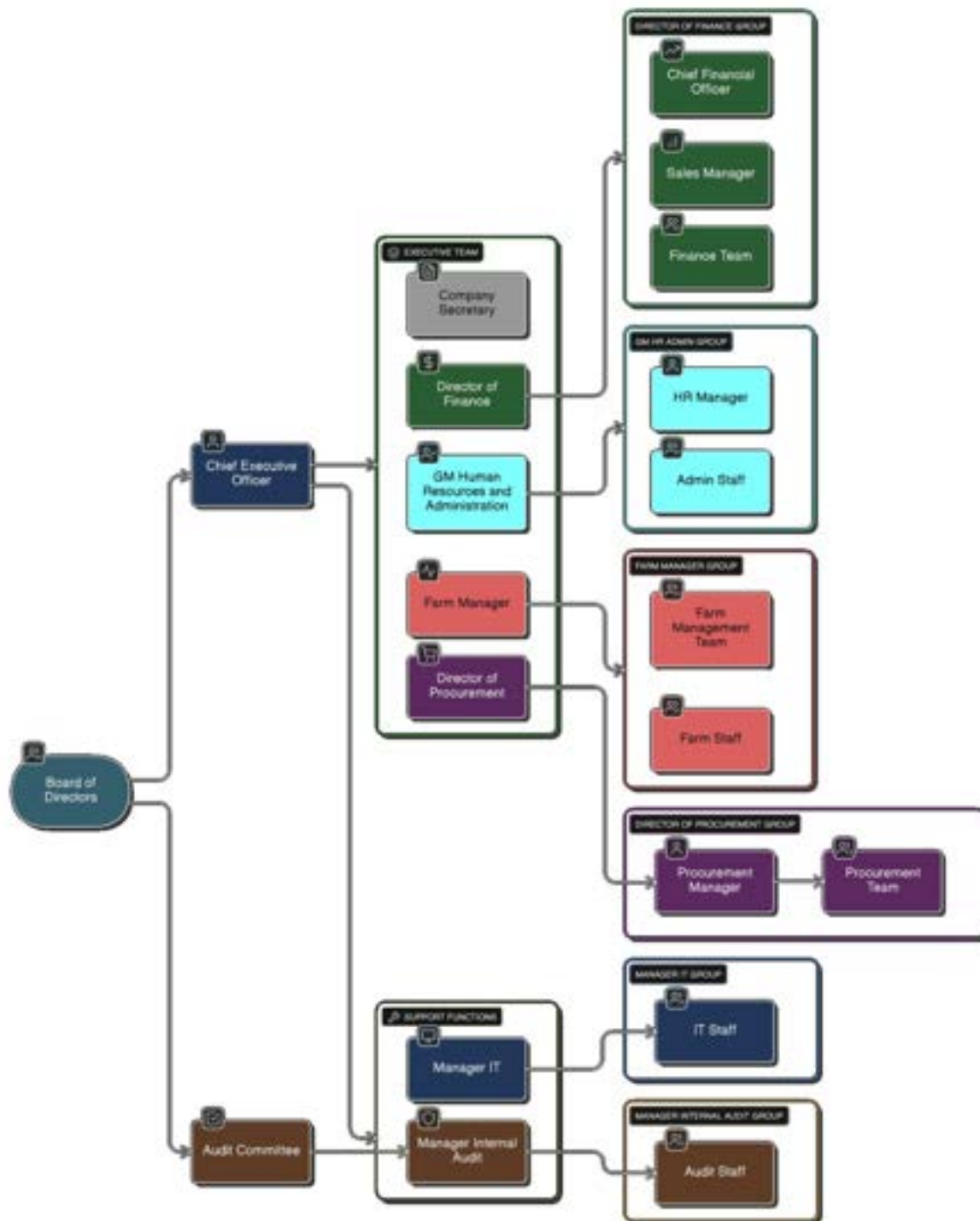
Finance costs include bank charges and mark-up on long-term financing. With increased borrowings during the expansion phase, finance costs rose from PKR 0.8 million in FY 2022 to PKR 3.6 million in FY 2023, PKR 4.4 million in FY 2024 and PKR 6.2 million in FY 2025.

Particulars	Amount (PKR Mn)	% of Cost of Sales*
Raw milk consumed	1,963.10	56.22%
Feed consumed	1,127.20	32.28%
Store and spares consumed	23.82	0.68%
Medicine consumed	106.78	3.06%
Salaries, wages and other benefits	86.19	2.47%
Utilities	100.45	2.88%
Repair and maintenance	3.70	0.11%
Travelling and conveyance	2.35	0.07%
Consultancy charges	6.15	0.18%
Commission	0.96	0.03%
Entertainment	4.05	0.12%
Freight charges	19.51	0.56%
Insurance	1.47	0.04%
Depreciation	45.95	1.32%

\*Percentages are calculated based on Total Cost of Sales amount



### 3.5 COMPANY ORGANOGRAM





### 3.6 GROUP OVERVIEW

The Ghani Group, founded in 1959, has grown to become one of Pakistan's leading and most diversified business groups. Over the past six decades, it has established a strong presence across multiple sectors, including mining, agriculture, food and feed production, construction, and real estate development. The Group began as a distribution business and entered the mining sector in 1963 with the establishment of Ghani Corporation, eventually becoming the largest private salt mining company in Pakistan.

Since then, the Group has expanded into new areas, launching ventures such as Ghani Halal Feed Mill and Ghani Dairies in 2020, operating with modern European dairy technology. Historically, the Group's portfolio has included other notable businesses, such as Ghani Glass Limited, Ghani Textile, and Ghani Automobiles, which was subsequently merged into Ghani Value Glass Limited.

Today, the Ghani Group's operations include Ghani Mines (Private) Limited, Ghani Himalayan Salt (Private) Limited, Makerwal Collieries Limited, Ghani Holdings & Ventures (Private) Limited (formerly Ghani Halal Feed Mill), and Ghani Layer Farms (Private) Limited. The Group serves customers across Europe, the Middle East, Far East Asia, and Africa, reflecting its commitment to excellence, ethical practices, and sustainable growth. .

#### Group Structure

The Issuer, M/s Ghani Dairies Limited, is part of the Ghani Group; however, it does not hold any direct or indirect shareholding in any other group company.

Accordingly, the Company has no subsidiaries, or joint ventures, and the entire focus of its resources and operations remains dedicated to its core business of dairy farming and fresh milk production

### 3.7 KEY MILESTONES

Year	Event
2020	<ul style="list-style-type: none"> <li>• Certificate of incorporation obtained</li> </ul>
2021	<ul style="list-style-type: none"> <li>• 210 Heifers imported from USA</li> <li>• 14 imported Heifers purchased locally.</li> </ul>
2022	<ul style="list-style-type: none"> <li>• Approval obtained from Environmental Protection Agency, Government of Punjab</li> <li>• 499 Heifers imported (199 from USA, 300 from Australia)</li> <li>• 1.5 million liters of milk sold</li> </ul>
2023	<ul style="list-style-type: none"> <li>• 6.7 million liters of milk sold (346% growth)</li> </ul>
2024	<ul style="list-style-type: none"> <li>• 25 Heifers from Australia in February 2024</li> <li>• 10.5 million liters of milk sold (57% growth)</li> </ul>
2025	<ul style="list-style-type: none"> <li>• 100 Heifers imported from Australia</li> <li>• Successful conversion from private to public limited company</li> <li>• 12.3 million liters of milk sold (17% growth)</li> <li>• Herd size reached 2,487 animals, including 1,377 milk-producing Heifers and 1,110 immature animals under growth for future production (As at August 24th 2025).</li> </ul>

Commercial operations commenced in October 2021 with the import of 210 Heifers from the United States whereas bought imported 14 Heifers from local Vendor. Subsequent herd expansions included 199 Heifers from the United States in February 2022, 200 USA imported Heifers purchased locally in March 2022 and 300 Heifers from Australia in December 2022, 25 Heifers from Australia in February 2024, and 100 Heifers from Australia in January 2025. As of August 24, 2025, the herd comprised 2,487 cattle, including 1,377 mature milking animals and 1,110 immature animals under growth for future production. The herd is managed by a qualified team of Pakistani and international dairy professionals in accordance with global best practices in animal health, nutrition, and welfare.



### 3.8 LOCATION OF PLANT AND PRODUCTION CAPACITY

The Company operates a large-scale dairy farm situated at Rahdari, Noor Pur Thal, District Khushab, Lahore. As at 30 June 2025, the farm maintained a herd size of 2,415, including 1,341 milking Heifers, covering an area of about 436 Kanal & 11 Marla of freehold land. The production capacity of raw milk is expected to be enhanced from 17,840 TPA 2025-26 to 33,570 TPA by FY 2026-27 and 38,371 TPA by FY 2027-28.



### 3.9 INFRASTRUCTURE OVERVIEW

The Company has established modern infrastructure to support efficient and sustainable dairy farming operations.

#### Key facilities include:

- **Modern Heifers Sheds:** Purpose-built sheds designed to ensure animal comfort and optimal housing conditions.
- **Automated Milking Systems:** Mechanized systems that enhance milking efficiency, hygiene, and yield consistency.
- **On-Site Feed Storage:** Dedicated storage facilities for silage and other feed inputs, ensuring year-round feed availability.
- **Veterinary Care Units:** On-site facilities for animal healthcare, including treatment, vaccination, and preventive care.
- **Solar Power System:** A 1.6 MW solar energy system providing reliable and cost-effective electricity for farm operations.
- **Clean Water Systems:** Integrated water supply and management systems ensuring uninterrupted access to clean water for livestock and farm use.



#### 3.9.1 Nature & Type of Plant and Machinery

The Company utilizes a range of modern, imported equipment to maintain high productivity and herd health. Major installations include:

- **KUHN TMR Feed-Mixing Machines (France):** Ensure uniform and nutrient-balanced feed preparation.
- **Automated Milking Parlors (U.S. origin):** Provide high-capacity, hygienic milking with minimal manual intervention.
- **Plate Heat Exchanger (European make):** Rapidly chills fresh milk to preserve quality and safety.







### 3.9.2 Key Machinery

Significant machinery deployed at the farm includes:

- Stationary and Movable TMR Machines for precise feed mixing and delivery.
- Milking Parlour Equipment with automated cleaning systems.
- Milk Storage Silo's with backup chilling capability.
- Wheel Loaders, Tractors (Messay 240 & 385) for feed transport and manure management.
- Corn Grain Storage Silos and Silage Bunkers for bulk feed preservation.



### 3.9.3 Process Support Facilities

Additionally, the Company has the following process support facilities:

- Backup Power Generation and Dedicated Transformer for uninterrupted energy supply.
- Raw Material Storage Warehouses for concentrates, grains, and mineral mixes.
- Hospital Shed with Parlor for isolation, maternity care, and emergency treatment of animals.
- Comprehensive Water Management System for drinking, cleaning, and cooling needs.
- Digital Herd Management System to monitor animal health, productivity, and breeding cycles.



### 3.10 DEFAULTS OR RESCHEDULING / WAIVER / RESTRUCTURING OF BORROWINGS

No defaults have been made by the company in respect of the borrowing and no rescheduling / wavier was obtained from any financial institutions / banks





### 3.11 LOCAL & INTERNATIONAL ACCREDITATIONS:

Certification ID	Issue Date	Expiry Date	Certification Name	Details
EC-310444J463-Q	20/10/2025	19/10/2026	ISO 9001:2015	ISO 9001:2015 is a globally recognized standard for quality management systems (QMS) that helps organizations improve performance, meet customer expectations, and demonstrate commitment to quality.
EC-310444J463-F	20/10/2025	19/10/2026	ISO 22000:2018	ISO 22000:2018 is an international standard that outlines the requirements for a food safety management system (FSMS), ensuring organizations in the food chain can consistently provide safe products and services

### 3.12 MANUFACTURING PROCESS

The manufacturing process of Ghani Dairies is designed to ensure a consistent supply of high-quality dairy milk and is divided into three key stages:

1. Herd Management
2. Milk Production
3. Processing and Quality Control

#### 3.12.1 Herd Management



Herd Management covers calf rearing and overall herd development. Newborn calves are provided with colostrum and milk replacers until weaning. Heifers are then raised under a controlled nutrition and health monitoring program until they reach breeding maturity. Breeding is primarily conducted through artificial insemination, supported by regular veterinary care, vaccination, and specialized nutrition for pregnant Heifers. This structured approach ensures herd sustainability and optimal productivity.

#### 3.12.2 Milk Production

Following calving, Heifers enter the lactation cycle and are grouped according to yield stage (fresh, peak, mid-lactation, and late-lactation). Milking operations are carried out using modern equipment under strict hygienic protocols to safeguard milk quality. Collected raw milk is immediately cooled in bulk storage tanks, while yield and herd performance are continuously monitored to maximize efficiency.





### 3.12.3 Processing and Quality Control

All collected milk undergoes stringent multi-stage quality checks, including analysis of fat and protein levels, bacterial count, and detection of any adulteration. The company's milk production system is ISO 9001 and ISO 22000 certified, ensuring adherence to international standards for quality management and food safety. Moreover, the company's overall operational framework is Shariah-compliant and certified by Al Hilal Shariah Advisors, reflecting its commitment to ethical and compliant business practices.



Control Parameter	Practice
<b>Source of Milk</b>	Only milk obtained from healthy, disease-free, Halal animals is accepted.
<b>Herd Health</b>	The herd is maintained mastitis-free, verified periodically through the California Mastitis Test (CMT).
<b>Antibiotic Residue Control</b>	Milk from animals under medical treatment is withheld as per the prescribed drug withdrawal period to ensure no antibiotic residue.
<b>Aflatoxin Control</b>	Aflatoxin-free milk is ensured through Aflatoxin-M1 testing prior to dispatch, in compliance with buyer limits.
<b>Feed &amp; TMR Quality</b>	Feed and Total Mixed Ration (TMR) are analyzed for mycotoxins including Aflatoxin B1, DON, T-2, and ZEA.
<b>Milking Hygiene</b>	Milking is carried out in a clean and hygienic environment, with proper udder preparation before milking.
<b>Teat Disinfection</b>	Pre-milking teat disinfection and post-milking iodine/chlorhexidine dipping are standard procedures.
<b>Adulteration Policy</b>	The Company maintains a zero-adulteration policy, prohibiting the addition of water, chemicals, vegetable fat, urea, sugar, starch, or any non-dairy substances.
<b>Milk Composition</b>	Milk composition is monitored to comply with species-specific standards for Fat %, SNF %, and Total Solids %.
<b>Freezing Point</b>	The freezing point of milk remains within the normal range to confirm that no water has been added.
<b>Total Plate Count (TPC/SPC)</b>	TPC/SPC is maintained within acceptable limits.
<b>Coliform Count</b>	Coliform counts are kept low and within prescribed standards.
<b>Pathogen Testing</b>	Periodic testing confirms the absence of pathogens such as Salmonella, E. coli, and Listeria.
<b>Somatic Cell Count (SCC)</b>	SCC is controlled, with a target of less than 200,000–250,000 cells/mL.
<b>Total Bacterial Count (TBC)</b>	TBC/TPC are managed as per buyer and PSQCA requirements.
<b>Acidity Test</b>	Each milk batch passes the acidity test to confirm freshness and absence of abnormal fermentation.
<b>Organoleptic Test</b>	Organoleptic tests (taste, smell, colour, texture, and sediment) are conducted before release.
<b>Cooling Temperature</b>	Milk is rapidly cooled to below 4°C immediately after milking to maintain freshness.
<b>CIP Operations</b>	Clean-in-Place (CIP) operations and sanitation logs are verified daily.
<b>Cooling Tank Hygiene</b>	Cooling tank hygiene is maintained with periodic ATP swab checks.
<b>Water Quality</b>	Water used in CIP operations is potable and tested to ensure zero coliform presence.
<b>Milk Filter Check</b>	Milk filters are checked to confirm the absence of sediment or visible foreign matter.
<b>Temperature Records</b>	Temperature records are maintained from the milking parlour through the bulk tank and dispatch stages.
<b>Traceability</b>	A traceability system is in place, maintaining batch records from individual Heifers to dispatch.



<b>Biosecurity</b>	Biosecurity measures are implemented, including restricted entry, disinfection footbaths, and pest control.
<b>Veterinary Records</b>	Veterinary health records, vaccination schedules, and parasite control measures are maintained and updated.
<b>Disease-Free Status</b>	The herd is confirmed free from FMD, Brucellosis, Tuberculosis, and other reportable diseases.
<b>SOP Compliance</b>	All operations follow established Standard Operating Procedures (SOPs) for milking, cleaning, animal preparation, and dispatch.
<b>Equipment Calibration</b>	Scales, thermometers, and laboratory equipment are calibrated at defined intervals.
<b>QA/QC Approval</b>	Internal Quality Assurance (QA) approval is required prior to milk release, with QC signature mandatory.
<b>Buyer Compliance</b>	Milk is dispatched only after ensuring buyer and customer standards are met.
<b>Dispatch Conditions</b>	Dispatches are made in cleaned, sanitized, and chilled tankers, maintaining milk temperature at or below 4°C.
<b>Dispatch Sample Retention</b>	A sealed dispatch sample from each batch is retained for 48 hours to ensure traceability.

### 3.13 DEPARTMENTAL PROCESS OVERVIEW

The Company's dairy operations are carried out step by step through each department. From feeding and animal care to milking and dispatch, all activities follow set procedures to meet required dairy standards.

#### 3.13.1 Feeding Department

The nutritional management program forms the foundation of the Company's herd productivity and milk quality.

- **Scientific Formulation:** Feed rations are formulated under the supervision of a *USA-qualified Cargill nutritionist* to ensure balanced nutrition and optimal feed efficiency.
- **Automated Feed Preparation:** The Company operates a **Kum Kohn Stationary Total Mixed Ration (TMR)** system with automated ingredient weighing and uniform mixing.
- **Data Transparency:** All feed preparation activities are digitally recorded through **cloud-based Dairy TMR Management (DTM)** software to ensure traceability and transparency of feed batches.
- **Feed Safety:** All feed ingredients are tested for **mycotoxin contamination** prior to purchase to safeguard animal health.
- **Quality Verification:** Each TMR batch is analyzed using the **Penn State Particle Size Shaker** to verify appropriate particle size distribution and fiber content.
- **Performance Monitoring:** Periodic **manure analysis** is carried out to evaluate ration digestibility and enable timely feed adjustments.

This process ensures nutritional consistency, enhances milk solids, and supports herd health and productivity.

#### 3.13.2 Calf and Youngstock Department

The Company maintains structured protocols for calf and youngstock management to promote early growth, health, and future milk production performance.

- **Housing and Hygiene:** Calves are reared in **individual cage systems** that promote hygiene, ventilation, and comfort.



- **Colostrum Management:** A defined **colostrum feeding protocol** ensures timely administration using sanitized equipment and prescribed volumes.
- **Feeding Program:** Calves are provided with **skim milk or calf milk replacer (CMR)** on a scheduled basis using sanitized feeding tools.
- **Weaning and Transition:** A **gradual weaning system** enables a smooth transition from milk feeding to solid diets.
- **Growth Monitoring:** Regular monitoring of weight and growth parameters ensures that heifers attain the **ideal breeding age and target body weight**.
- **Record Management:** Each animal's performance is recorded up to the point of first calving.

This structured approach facilitates optimal development and uniform herd replacement cycles.

### 3.13.3 Health Department

The Company maintains a comprehensive animal health and welfare framework to minimize disease incidence and promote herd longevity.

- **Preventive Care:** A **complete vaccination and disease prevention schedule** is implemented under veterinary guidance.
- **Daily Supervision:** Dedicated personnel conduct **daily herd health observations** in accordance with approved Standard Operating Procedures (SOPs).
- **Biosecurity Measures:** The Company enforces **quarantine and isolation** protocols for all new or ailing animals to mitigate the risk of disease transmission.
- **Record Keeping:** **Individual animal health records** are maintained to enable accurate tracking and follow-up.

These measures collectively contribute to low morbidity rates and consistent herd performance.

### 3.13.4 Breeding and Reproduction Department

Reproductive management at the Company is designed to optimize herd fertility and maintain production continuity.

- **Heat Detection and Insemination:** Scientific heat detection and insemination timing are practiced under veterinary supervision.
- **Performance Monitoring:** Reproductive outcomes are tracked through periodic pregnancy checks and recorded electronically.
- **Key Performance Indicator:** The herd maintains a **pregnancy rate consistently above 25%**, indicating efficient reproductive performance.

The Company's reproductive management system ensures sustainable herd expansion and stable milk output.

### 3.13.5 Milking and Parlor Hygiene (TPC Control)

Milking operations are conducted under stringent hygiene and quality control systems aimed at maintaining low **Total Plate Count (TPC)** and **Somatic Cell Count (SCC)** levels.



- **Pre-Milking Procedures:** Each animal undergoes **pre-dipping, wiping, and clean teat preparation** prior to cluster attachment.
- **Optimal Timing:** Clusters are attached within **60–90 seconds** of preparation to ensure optimal milk let-down.
- **Post-Milking Sanitation:** **Post-dipping** is performed to prevent mastitis and infection.
- **Equipment Hygiene:** **Cluster back-flush and disinfection** are performed between Heifers where applicable, and **Clean-In-Place (CIP)** sanitation is executed after each milking cycle.
- **Maintenance Schedule:** Milking liners and related components are replaced as per the approved preventive maintenance schedule.

These practices ensure that raw milk meets all regulatory and internal microbial standards prior to chilling and dispatch.

### 3.13.6 Milk Quality and Dispatch

The Company operates an end-to-end quality assurance system from milk collection to dispatch.

- **Quality Testing:** Each batch undergoes **aflatoxin, FAT, SNF, LR and Total Plate Count (TPC)** testing prior to dispatch.
- **Sampling and Traceability:** Milk samples are retained on a **batch-wise basis** and corresponding quality records maintained for traceability.
- **Sanitary Handling:** Milk is transferred through **sealed stainless-steel pipelines** directly to the chilling unit.
- **Temperature Control:** Chiller systems maintain milk temperature within prescribed limits to prevent bacterial growth.
- **Dispatch Authorization:** No milk is released without **Quality Control (QC) approval** and documentation.

This system ensures full compliance with statutory food safety standards and customer specifications.

### 3.13.7 Human Resources and Training

The Company emphasizes professional management and skill development across all operational levels.

- **Task Structuring:** Departmental operations follow **daily task allocations** and SOP-based workflows.
- **Training and Compliance:** **Weekly training sessions** are conducted to enhance technical competency and ensure compliance with hygiene and PPE standards.
- **Accountability:** Department-wise reporting structures reinforce performance monitoring and operational accountability.

This systematic HR framework supports productivity, safety, and adherence to company standards.

### 3.13.8 Biosecurity and Entry Control

The Company enforces strict biosecurity measures to prevent external contamination and safeguard animal health.



- **Controlled Access:** Entry to the farm premises is controlled through **footbaths and restricted visitor protocols**.
- **Visitor and Vehicle Logs:** A **mandatory logbook** records all visitor and vehicle entries and exits.
- **Disinfection Procedures:** Vehicles and equipment undergo **disinfection at designated entry points**.
- **Animal Isolation:** Newly introduced or unwell animals are isolated in dedicated quarantine facilities.
- **Movement Control:** Cross-pen movement is restricted and subject to hygiene compliance.

These measures mitigate disease risk and ensure operational bio-security.

### 3.13.9 Sustainability, Manure, and Waste Management

The Company integrates environmental management practices into its daily operations to promote sustainability and compliance with environmental standards.

- **Manure Management:** The farm employs a structured **manure collection, drainage, and lagoon system** to prevent soil or water contamination.
- **Nutrient Recycling:** Manure is **reused as organic fertilizer**, supporting sustainable crop and fodder production.
- **Odor and Pest Control:** **Fly and odor control programs** using foggers are implemented to maintain a healthy environment.
- **Water Conservation:** **Water-saving and recycling measures** are incorporated in cleaning and utility processes.

These initiatives align with the Company's commitment to environmental stewardship and sustainable growth.

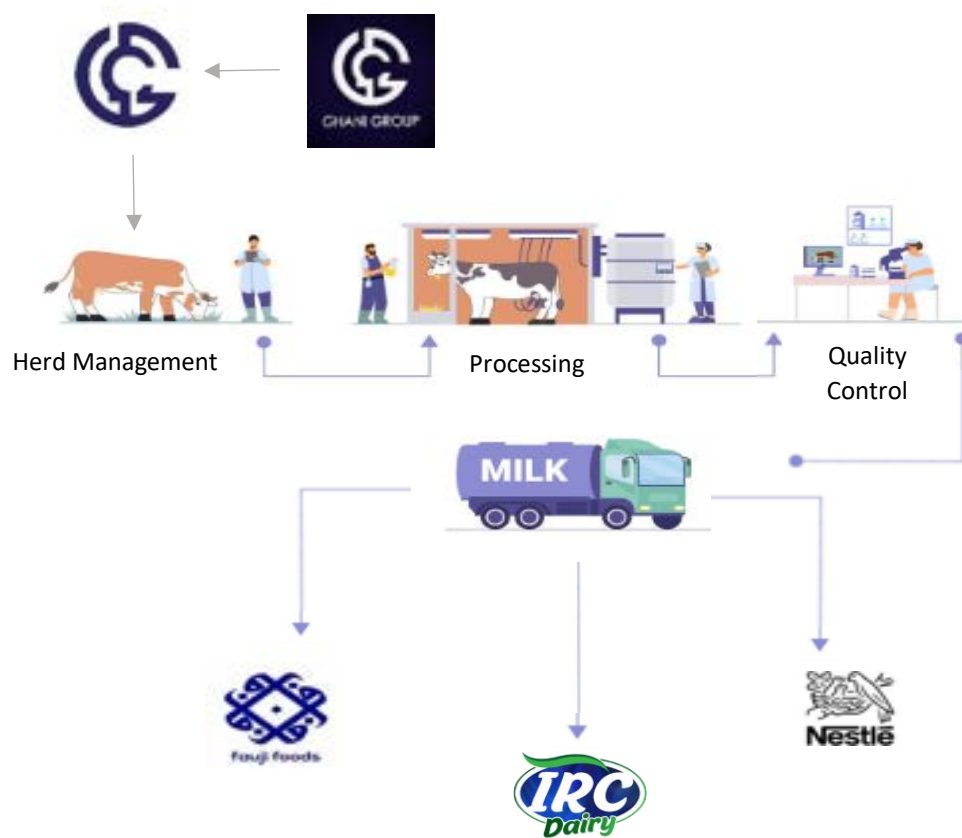


### 3.14 DISTRIBUTION

Ghani Dairies produces premium-quality raw milk for leading dairy companies including Nestlé Pakistan Limited, IRC Dairy Products (Pvt.) Ltd, and Fauji Foods Limited. The milk comes from well-managed herds of Australian and American breed Heifers and is handled under strict hygiene standards.

After quality checks and laboratory testing at Ghani Dairies, the client's own insulated milk tankers collect the raw milk and transport it to their respective facilities for further processing, including pasteurization, packaging, and distribution under their brands.

This model ensures a consistent, traceable, and hygienic supply of fresh raw milk to key players in Pakistan's dairy industry.







### 3.15 PRODUCT PORTFOLIO

Ghani Dairies presently supplies fresh and healthy bulk raw milk, which is verified by leading industry players including Nestlé Pakistan Limited, IRC Dairy Products (Pvt) Ltd, and Fauji Foods Limited. The Company adheres to more than 20 quality parameters, ensuring that its bulk milk meets the stringent standards of multinational and domestic processors.



### 3.16 END USER OF THE PRODUCT

The end users of the Company's product are leading dairy processors, including Nestlé Pakistan Limited, IRC Dairy Products (Pvt) Ltd, and Fauji Foods Limited.

The competitive landscape primarily comprises other large-scale commercial dairy farms as well as milk aggregators operating within the region.

S. No	Customer Name	Value (PKR-Mn)	% of Sales Value	Value (PKR-Mn)	% of Sales Value	Value (PKR-Mn)	% of Sales Value
		FY 2023	FY 2023	FY 2024	FY 2024	FY 2025	FY 2025
1	Nestlé Pakistan Ltd.	717.30	91.14%	1,457.00	97.45%	927.77	52.18%
2	IRC Dairy Products (Pvt.) Ltd	8.22	1.04%	38.14	2.55%	806.37	45.36%
3	Fauji Foods Limited	-	0.00%	-	0.00%	43.74	2.46%
4	Others	61.47	7.81%	-	0.00%	-	0.00%
<b>Total</b>		<b>786.99</b>		<b>1,495</b>		<b>1,777.88</b>	

*Note: As provided by the management of the Company.*

### 3.17 KEY COMPETITORS

Following are the main competitors of Ghani Dairies in Dairy Market:

- At-Tahur Limited
- Nishat Dairy (Pvt.) Limited
- JK Dairies (Pvt.) Limited
- Haleeb Foods (Corporate Dairy Operations)
- Meezan Dairies
- Sapphire Dairies
- Umer Dairies

### 3.18 INTELLECTUAL PROPERTY RIGHTS.

The Company also ensures that all imported machinery, equipment, and herd management software are licensed and used in compliance with intellectual property laws. Ghani Dairies operates primarily in dairy farming and milk production, activities which generally do not involve the use of proprietary patents or trademarks. At present, the Company does not hold any registered patents, copyrights, or trademarks in Pakistan or abroad.

The Company relies on its brand identity, farm processes, herd management techniques, and proprietary operating procedures as trade secrets. These are safeguarded through internal controls as well as contractual agreements with employees and consultants.



Looking ahead, Ghani Dairies intends to register trademarks for its brand name(s) and product lines if it launches packaged dairy products directly into the retail market. In addition, the Company ensures that all imported machinery, equipment, and herd management software are properly licensed and used in full compliance with applicable intellectual property laws.

### 3.19 DETAILS OF MATERIAL PROPERTY

The details of the Company's material property are as follows:

S. No	Particulars	Ownership status	Date of Acquisition	Usage	Location	Total Area
1	Agricultural Land (Farm)	Owned	November, 2020 (84 Kanals & 11 Marlas), February 2023 (352 kanals)	Dairy farm operations, including animal housing, feed storage, and related infrastructure	Rakh Rahdari, Tehsil Noorpur Thal, District Khushab, Punjab, Pakistan	436 Kanal & 11 Marla

### 3.20 FUTURE PROSPECTS AND DEMAND OUTLOOK

#### 3.20.1 Riding on Pakistan's Strong Consumer Story

Pakistan remains among the top five milk producers globally, with national milk production estimated at 72.34 million tons in FY2025, up from 70.07 million tons in FY2024. The livestock subsector registered a growth rate of 4.72% in FY2025, contributing 62.3% to agriculture value addition and 14.6% to GDP, maintaining its dominant role in the rural economy.

Rising population and improving lifestyles are driving steady demand for milk and dairy products. GDL, with its modern farm infrastructure and long-term supply partnerships, is positioned to serve this expanding market.

Indicator (million tons)	FY2024	FY2025	YoY Change
Total Milk Production	67.07	72.34	+3.24%
Buffalo Milk	41.89	43.13	+2.97%
Cow Milk	26.10	27.08	+3.77%
Livestock Share in Agricultural Value Addition	60.8%	62.3%	-

Source: Pakistan Economic Survey 2024-25 & PACRA Research Aug 2025

#### 3.20.2 Supportive Demographics

Pakistan's population has reached 241.5 million as per the latest census, with a median age of 22 years. The country's large and youthful demographic continues to support sustained demand for milk and dairy products, driven by urbanization and a rising middle-income segment.

Population Indicator	FY2023	FY2024	FY2025 (E)
Total Population (million)	231.5	235.9	241.5
Urban Share (%)	37.5	38.0	38.4
Median Age (years)	22	22	22

Source: Pakistan Economic Survey 2024-25 & PACRA Research Aug 2025.



### 3.20.3 Improving Economic Fundamentals

Gradual Pakistan's economy showed signs of recovery in FY2025. GDP grew by 2.38%, with agriculture up by 1.17% and livestock posting strong growth of 4.72%. Inflation dropped to 4.7% during Jul to Apr FY2025 from 26% last year, supported by better monetary control and supply management.

Gradual economic stabilization, including lower inflation and improved foreign reserves, is expected to enhance household purchasing power. This is likely to support growth in demand for packaged and processed dairy products, creating long-term growth opportunities for large-scale milk suppliers and organized corporate farms such as GDL.

### 3.20.4 Household Spending & Urbanization

Urbanization continues to reshape food consumption. Over 38 % of the population now lives in urban areas, where income growth and health consciousness are driving a steady shift toward branded and hygienic dairy products.

Karachi and Lahore together consume around 8 million liters of milk each day, much of it supplied through organized processors. However, the formal segment still accounts for only about 5-7% of total milk sales, indicating significant room for expansion. GDL, through its supply partnerships with leading processors such as Nestlé Pakistan Limited, Fauji Foods Limited, and IRC Dairy Products (Pvt.) Ltd, is well positioned to benefit from this ongoing shift.

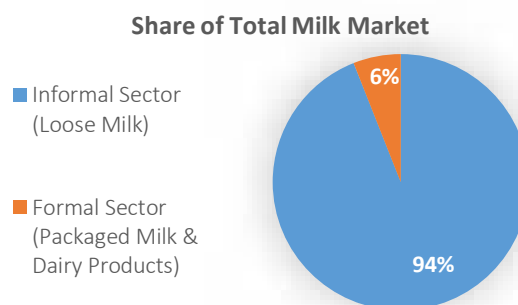
### 3.20.5 Food & Beverages Sector Dynamics

The dairy segment is a key component of Pakistan food and beverage sector, contributing about 14.6% to GDP and over 62% to agricultural value addition. It provides employment to millions and continues to be the most stable part of the agriculture economy. As consumer preferences shift toward processed and value-added dairy products, demand for consistent-quality raw milk is rising across the industry. GDL, which already maintains Australian and American cow breeds, is increasing its herd size and milking parlour capacity to support growing demand from large-scale processors.

### 3.20.6 Organized Sales Channels

Pakistan's milk market remains largely informal, with nearly 93–95% of sales occurring through loose milk vendors, while the organized segment accounts for only 5–7% of total volumes. This wide gap reflects a substantial opportunity for growth in the formal dairy sector as urbanization, hygiene awareness, and brand penetration continue to rise.

Demand within the organized milk segment is growing by about 10–12% each year, supported by better temperature-controlled transport, storage, and changing consumer habits. Leading dairy companies increasingly rely on farms that can supply clean and consistent-quality milk. GDL operates at scale with a well-managed herd and an efficient raw milk production and supply system, enabling it to meet this rising demand from major dairy buyers.



### 3.20.7 Conducive Policy Environment

The government continues to promote livestock modernization and dairy sector development through targeted initiatives and investment facilitation under the Special Investment Facilitation Council (SIFC) framework. The Pakistan Economic Survey 2024–25 highlights several ongoing measures to support productivity and cost efficiency in the sector, including:

- Import facilitation for high-yielding breeds such as Holstein Friesian and Jersey;



- Concessional financing for dairy farm expansion and feed development;
- Tax and customs relief for farm machinery and renewable-energy systems;
- Promotion of solar-based energy solutions for rural agribusinesses; and
- Alignment with international SPS and ISO 22000 standards for improvements.

These policy initiatives collectively aim to lower input costs, modernize production practices, and create a more enabling environment for GDL.

### 3.20.8 Climate & Sustainability

The sector is placing greater emphasis on environmental management and resource efficiency. GDL's investment in a 1.6 MW solar power system and modern waste-management facilities reduces operating costs and supports sustainable operations.

### 3.21 VENDORS TO THE ISSUER

S. No.	Vendor Name	Country	Product	Purchases during FY 2023 (PKR Mn)	% of Total Purchases during FY 2023	Purchases during FY 2024 (PKR Mn)	% of Total Purchases during FY 2024	Purchases during FY 2025 (PKR Mn)	% of Total Purchases during FY 2025
1	Rafhan Maize Products Co. Ltd	Pakistan	Raw Material	16.43	2.26%	30.47	3.00%	32.63	2.74%
2	Lucky Core Industries Ltd (LCI)	Pakistan	Medicine Vaccination	7.2	30.29%	18.51	43.31%	46.22	34.02%
3	IFFCO Pakistan (Pvt.) Ltd	Pakistan	Raw Material	29.17	4.01%	36.45	3.59%	98.66	8.30%
4	Shujabad Agro Industries (Pvt.) Ltd	Pakistan	Raw Material	52.85	7.26%	78.97	7.78%	102.52	8.62%
5	Ghazi Brothers	Pakistan	Medicine Vaccination	4.46	18.76%	16	37.44%	39.28	28.91%
6	Dairy Solution (Pvt.) Ltd	Pakistan	Medicine Vaccination	5.08	21.37%	2.5	5.85%	12.86	9.47%
7	Seasons Edible Oil Limited	Pakistan	Raw Material	0	0.00%	77.96	7.68%	46.55	3.92%
8	Almoiz Industries Ltd	Pakistan	Raw Material	4.95	0.68%	7.2	0.71%	16.86	1.42%
9	Olympia Chemicals Limited	Pakistan	Raw Material	6.59	0.90%	11.81	1.16%	14.91	1.25%

*Note: Raw material purchases are calculated based on the total feed consumed purchase amount, and medicine/vaccination expenses are calculated based on the total medicine/vaccination amount as provided by the management of the Company.*

### 3.22 ALL GOVERNMENT AND OTHER APPROVALS WHICH ARE MATERIAL AND NECESSARY FOR CARRYING ON THE BUSINESS OF THE ISSUER

The Company has obtained all material approvals, certifications, and registrations necessary to lawfully conduct its business operations. Key approvals include:

- Certificate of Incorporation from the Securities and Exchange Commission of Pakistan (SECP), as a public company limited by shares.
- National Tax Number (NTN) Certificate from the Federal Board of Revenue (FBR).



- Membership of the Corporate Dairy Farmers Association (CDFA).
- Registration with the Punjab Employees Social Security Institution (PESSI).
- Registration with the Employees' Old-Age Benefits Institution (EOBI).
- Membership of the Lahore Chamber of Commerce & Industry (LCCI).

### 3.23 ASSOCIATED COMPANIES

The following companies, duly incorporated in Pakistan, are considered associated companies of M/s Ghani Dairies Limited by virtue of common directorship, in accordance with the provisions of the Companies Act, 2017:

Name of Company	Nature of Business	Status	CUIN	NTN
<b>Ghani Holdings &amp; Ventures (Pvt) Limited</b>	Investment holding company and venture capital/strategic investments across Ghani Group businesses and new ventures.	Associated (Common Directorship)	0086483	4225996
<b>Ghani Mines (Pvt) Limited</b>	Mining, exploration, extraction, and sale of minerals/ores such as rock salt, gypsum, or other industrial minerals.	Associated (Common Directorship)	0026510	0786175
<b>Ghani Himalayan Salt (Pvt) Limited</b>	Processing, packaging, and export of Himalayan rock salt and related salt products (edible, industrial, decorative).	Associated (Common Directorship)	0148644	6991581
<b>Ghani Layer Farms (Pvt) Limited</b>	Poultry farming focused on commercial egg production (layer farming).	Associated (Common Directorship)	0133337	5392674
<b>Ghani Futuristic Developers (Pvt) Limited</b>	Real estate development, construction of residential/commercial projects, property investment	Associated (Common Directorship)	0152216	8201388
<b>Ghani Welfare Works</b>	Non-profit welfare organization for corporate social responsibility projects such as education, healthcare, and community development.	Associated (Common Directorship)	0204626	9933875
<b>Makerwal Collieries Limited</b>	Makerwal Collieries Limited is a mining company primarily engaged in the extraction and production of hard coal.	Associated (Common Directorship)	0001081	1691042
<b>Pakistan Mercantile Exchange (PMEX)</b>	Pakistan Mercantile Exchange Limited (PMEX) is the country's first and only demutualized commodity futures exchange, licensed and regulated by the Securities and Exchange Commission of Pakistan (SECP).	Associated (Common Directorship)	0043602	1457095
<b>Tasdeeq Information Services Limited</b>	Provision of digital verification, authentication, and information management solutions for businesses and government entities.	Associated (Common Directorship)	0098575	7504067
<b>Vending machines Company (PVT.) Limited</b>	Design, installation, and operation of automated vending solutions for food, beverages, and retail products.	Associated (Common Directorship)	0098357	7229787
<b>Healthwire (Private) Limited</b>	Digital health platform offering telemedicine, healthcare information services, and online medical consultations.	Associated (Common Directorship)	0099809	7942672
<b>Turbo Labz (PVT.) Limited</b>	Game development studio specializing in social multiplayer mobile and online games; founded in 2016, with a team experienced in AAA game technology and partnerships with major companies like Sony, Ubisoft, and LEGO; headquartered in Lahore, Pakistan	Associated (Common Directorship)	0102591	7361561
<b>Brand Ventures (Private) Limited</b>	Brand development, marketing consultancy, and investment in consumer-facing businesses and startups.	Associated (Common Directorship)	0141703	655349



<b>KF Ventures (Private) Limited</b>	Venture capital and investment management focused on technology, consumer, and industrial sectors.	Associated (Common Directorship)	0290088	G444925
<b>KZ Ventures (Private) Limited</b>	Investment holding and strategic management of diversified business ventures across multiple industries	Associated (Common Directorship)	0290668	G484159
<b>Punjab Financial Services Co<sup>1</sup></b>	Provision of financial services including insurance, asset management, and investment advisory solutions.	Associated (Common Directorship)	-	-
<b>47 Ventures Ltd<sup>2</sup></b>	Investment, incubation, and growth support for startups and emerging businesses across various sectors.	Associated (Common Directorship)	-	-

<sup>1</sup> Not registered with SECP

<sup>2</sup> Registered outside Pakistan

### 3.24 ASSOCIATED LISTED COMPANIES

None of the Associated companies of Ghani Dairies Limited are listed on the Exchange.

### 3.25 DUTY STRUCTURE AND TARIFF

Following is the duty tariff for the raw materials procured by the Company for FY25:

Raw Material	HS Code	Basic Duty	Additional Duty	Total Duty
Energizer Gold	2309.9000	-	369,619	369,619
Fat 99%	2309.9000	-	459,997	459,997
Ghani Dairies Premix	2309.9000	697,382	-	697,382
Bergafat F-100 Premium	2309.9000	-	468,088	468,088
Holstein Fresian Heifers	0102.2120	902,299	601,533	1,503,832
Dairy Feed Mixing Machine	8436.1000	-	-	-
Toxfin Dry (Feed Grade)	2309.9000	1,189,544	-	1,189,544

Note: As provided by the management of the Company.

### 3.26 RELATED PARTY TRANSACTIONS

All transactions with related parties are carried out at mutually agreed price on an arm's length basis. The related parties comprise of Sponsors, Promoters, Associated Concerns, Directors and Key Management Personnel of the Company. The Company in the normal course of business carries out transactions with various related parties, which are as follows:

Name	Relationship	Nature	FY 2023	FY 2024	FY 2025
Ghani Mines (Private) Limited	Loan received	At arm's length prices	6	7	43
	Loan paid	At arm's length prices	0	36	12
Ghani Holdings & Ventures (Pvt) Limited	Loan received	At arm's length prices	253	179	184
	Loan paid		-	534	79
	Shares issued				
	Loan received				
AI – Muhandus Corporation	Loan received	At arm's length prices	-	20	-
	Loan Paid	At arm's length prices	-	20	183
Ghani Himalayan Salt (Private) Limited	Loan received	At arm's length prices	71	13	79
	Loan paid	At arm's length prices	4	79	-



Ghani Layers Farm (Private) Limited	Loan received	At arm's length prices	41	73	43
	Loan paid	At arm's length prices	41	73	43
AS Builder	Loan received	At arm's length prices	-	10	-
	Loan paid	At arm's length prices	-	10	-
Hafiz Avais Ghani	Purchase of land	At arm's length prices	-	11	-

### 3.27 INDUSTRY OVERVIEW

Pakistan ranks among the world's largest milk producers, with annual output estimated at approximately 72.3 million tons in FY 2024–25 (July–March data)<sup>5</sup> reflecting year-on-year growth of about 3 percent. The dairy sector is a key pillar of the rural economy and a meaningful contributor to national GDP.

Despite this scale, the industry remains structurally fragmented: most milk is marketed through informal channels and only a small proportion is processed by organized sector players. This structure creates immediate operational constraints, such as inconsistent quality, cold-chain losses, and seasonal price volatility, while offering medium-term opportunities for well-capitalized corporate dairy farms that can provide consistent, traceable supply.

#### 3.27.1 Size and Recent Production Trends

- **Production Level**

Pakistan's gross milk production in the July–March 2024–25 period was reported at 72.3 million tons, reflecting year-on-year growth (3.2% over the prior period) driven by higher yields and expansion in commercial operations. This underlines an improving base volume for large suppliers.

- **Per-Capita Consumption**

Although Pakistan is one of the world's largest producers, only an estimated (3-5%) of total milk is processed into packaged or value-added products; the remainder is consumed as fresh/raw milk through informal markets.

#### 3.27.2 Structural characteristics and sector fragmentation

- **Fragmented Supply Base**

Approximately 80–83% of milk supply originates from smallholders (household farms with very small herd sizes), with only a modest share from medium and large commercial farms. This fragmentation results in variability in milk quality, limited traceability and high transaction costs for processors.

#### 3.27.3 Key challenges constraining sector efficiency

- **Low Per-Animal Productivity**

Genetic base and feed regimes at smallholder level yield far lower per-cow output than global benchmarks; raising per-animal yields is a long-run source of supply growth.

- **Cold-Chain & Post-Harvest Losses**

<sup>5</sup> Pakistan Economic Survey 2024-25





Significant milk losses (estimates vary by geography and season) occur during collection, transport and storage due to lack of chilled logistics and collection infrastructure. Policy briefs and sector studies identify high post-harvest losses as a structural drag.

- **Quality & Traceability Gaps**

Predominant informal marketing means inconsistent hygiene and product quality; this limits growth of branded and exportable dairy lines.

- **Input Cost Pressure & Feed Security**

Seasonal feed availability and price volatility remain major cost pressures for both smallholder and commercial farms.

### 3.27.4 Demand drivers and growth opportunities

- **Urbanization & rising incomes**

With more than 38 percent of the population now urban, demand for packaged and hygienically processed dairy products continues to grow.

- **Under-Penetrated Formal Market**

The low level of processing provides substantial room for expansion in UHT milk, milk powder, cheese, and other value-added products.

- **Policy and Institutional Support**

Government and development-partner programs promoting formal milk collection, improved breeding, feed management, and cold-chain investment support the growth of organized dairy farming.

### 3.27.5 Role of Corporate Dairy Farms and Implications for Ghani Dairies Limited

Corporate dairy farms are positioned to benefit from the sector's ongoing formalization. Large, professionally managed operations provide:

- **Consistent Volumes and Standardized Quality:** Year-round supply with full traceability and adherence to hygiene and safety standards.
- **Advanced Herd Management:** Mechanized milking, improved genetics, and optimized nutrition that increase per-animal productivity and operational efficiency.
- **Integrated Cold-Chain and Logistics:** On-farm chilling, storage, and dedicated transport that reduce post-harvest losses and maintain product quality.

These capabilities enable corporate producers to secure long-term supply agreements with multinational and domestic processors, achieve premium pricing, and reduce transaction costs. Ghani Dairies Limited, with its automated milking parlors, digital herd-management systems, and modern storage infrastructure, is aligned with these trends and positioned to benefit from the sector's transition toward organized, high-quality milk supply.<sup>6</sup>

<sup>6</sup> Pakistan Business Council, Pakistan Dairy Association & SDPI (2025)



### 3A SHARE CAPITAL AND RELATED MATTERS

#### 3A.1 SHARE CAPITAL

Current Issued, & Paid-Up Capital	No. of Shares	Face Value Per Share	Premium Per Share	Total at par value (PKR)
<b>Authorized Capital</b>				
Ordinary Shares	500,000,000	1.00	-	500,000,000
<b>Issued, Subscribed &amp; Paid-Up Capital</b>				
Ordinary Shares of PKR 1.00/- each fully paid	325,000,000	1.00	-	325,000,000
<b>Total</b>	<b>325,000,000</b>	<b>1.00</b>	<b>-</b>	<b>325,000,000</b>
<b>Shares held by Directors/Sponsors</b>				
CEO - Hafiz Avais Ghani	121,864,950	1.00	-	121,864,950
Director - Aitzaz Ahmad Khan	20,000	1.00	-	20,000
Director - Shoaib Ghani	137,489,950	1.00	-	137,489,950
Director - Ahad Ghani	6,250,000	1.00	-	6,250,000
Director - Vaneeza Avais	3,125,000	1.00	-	3,125,000
Khurram Zafar	50	1.00		50
Muhammad Hassan Nawaz Gondal	50	1.00		50
<b>Other Shareholders / Individual</b>				
Saad Ghani	6,250,000	1.00		6,250,000
Ghani Holdings & Ventures (Pvt) Limited	50,000,000	1.00	-	50,000,000
<b>Sub-Total</b>	<b>325,000,000</b>	<b>1.00</b>	<b>-</b>	<b>325,000,000</b>
<b>Total Paid up Capital</b>	<b>325,000,000</b>	<b>1.00</b>	<b>-</b>	<b>325,000,000</b>
<b>New Issue of Ordinary Shares</b>	<b>No. of Shares</b>	<b>Face Value Per Share</b>	<b>Premium Per Share</b>	<b>Total at par value (PKR)</b>
New Shares Issuance through IPO	104,200,000	1.00	23.0	104,200,000
<b>Post IPO Paid Up Capital</b>	<b>No. of Shares</b>	<b>Face Value Per Share</b>	<b>Premium (PKR)</b>	<b>Total at par value (PKR)</b>
<b>Total Paid Up Capital Post IPO</b>	<b>429,200,000</b>	<b>1.00</b>	<b>2,396,600,000</b>	<b>429,200,000</b>
<b>Allocation of New Issue through IPO</b>	<b>No. of Shares</b>	<b>Face Value Per Share</b>	<b>Premium Per Share</b>	<b>Total (PKR)</b>
Allocations to Institutions / Individual Investors through Book Building process at Strike Price	78,150,000	1.00	23.00	1,875,600,000
General Public Portion	26,050,000	1.00	23.00	625,200,000
<b>Total Issue Size</b>	<b>104,200,000</b>	<b>1.00</b>	<b>23.00</b>	<b>2,500,800,000</b>

Note: Subsequent to the above, a special resolution was passed on July 14<sup>th</sup> 2025 for splitting of shares i.e., reducing the face value from PKR 10.00/- to PKR 1.00/- in order to increase the number of outstanding shares of the Company and to enhance its liquidity upon listing.



### 3A.2 SPONSORS SHARES TO BE KEPT IN BLOCKED FORM AS PER REGULATION 5 OF PO REGULATIONS

	Shares held by Sponsors	Particulars	No. of Shares	Face Value (PKR)	Total Value (PKR)	% Post IPO Paid-Up Capital
1.	Hafiz Avais Ghani	Chief Executive Officer	121,864,950	1.00	121,864,950	28.39%
2.	Aitzaz Ahmad Khan	Director	20,000	1.00	20,000	0.005%
3.	Shoaib Ghani	Director	137,489,950	1.00	137,489,950	32.03%
4.	Ahad Ghani	Director	6,250,000	1.00	6,250,000	1.46%
5.	Saad Ghani	Director	6,250,000	1.00	6,250,000	1.46%
6.	Vaneeza Avais	Director	3,125,000	1.00	3,125,000	0.73%
7.	Ghani Holdings & Ventures (Pvt) Limited	Associated Company	50,000,000	1.00	50,000,000	11.65%
	<b>Total Paid up Capital</b>		<b>325,000,000</b>	<b>1.00</b>	<b>325,000,000</b>	<b>75.72%</b>

Note:

- As per regulation 5(1) of the PO Regulations, the Sponsors of the Company shall retain their entire shareholding in the Company for a period of not less than twelve months from the last date for public subscription;
- As per regulation 5(2) of the PO Regulations, the Sponsors of the Company shall retain not less than twenty-five percent of the Post Issue Paid Up Capital of the Company for not less than three years from the last date for the public subscription;
- As per regulation 5(3) of the PO Regulations, the shares of the Sponsors mentioned at (1) and (2) above shall be kept unencumbered in a blocked account with the CDC;
- As per regulation 5(4) of the PO Regulations, subject to compliance with sub-regulation 1 and 2 of Regulation 5, and with the prior approval of the securities exchange, the Sponsors of the Company may sell their shareholding through block-sale to any other person who shall be deemed Sponsor for the purposes of the PO Regulations. Provided that a sale of at least 5% of the post issue paid up capital or Rs. 50 million, whichever is lower, shall constitute a block sale during the lock-in period

### 3A.3 PRESENT ISSUE

The Issue comprises of 104,200,000 Ordinary shares of face value worth PKR 1.00/- each, which constitutes 24.28% of the post- issued paid up capital of the Company.

Out of the total issue size of 104,200,000 Ordinary Shares of PKR 1.00/-each, 75% of the issue size i.e.,78,150,000 Ordinary Shares of PKR 1.00/-each will be issued through Book Building process at a Floor Price of PKR 24.00/- per share which will be allotted to Successful Bidders and the rest of 25% of the issue i.e., 26,050,000 Ordinary Shares will be offered to Retail Investors at the Strike Price.

Provided that allocation to the retail portion shall be increased as follows, in case the retail portion is oversubscribed, and there shall be a corresponding decrease in the allocation to book building investors:

Oversubscription of retail portion	Increase in allocation to retail portion
5 times but less than 10 times	5%
10 times and greater	10%



### 3A.4 SHARES ISSUED IN PRECEDING YEARS

S. No.	No. of Shares	Description	Consideration	Face Value (PKR per share)	Total Value (PKR)	Date of Issuance/ Allotment
1	100,000	Initial Subscription	Cash	10.00	1,000,000	October 21, 2020
2	2,400,000	Right Issue	Cash	10.00	24,000,000	January 11, 2022
3	10,000,000	Right Issue	Cash	10.00	100,000,000	June 21, 2022
4	10,000,000	Right Issue	Cash	10.00	100,000,000	April 08, 2024
5	10,000,000	Right Issue	Cash	10.00	100,000,000	June 14, 2024
<b>Total</b>	<b>32,500,000</b>				<b>325,000,000</b>	

Note: Subsequent to the above, a special resolution was passed on July 14<sup>th</sup> 2025 for splitting of shares i.e., reducing the face value from PKR 10.00/- to PKR 1.00/- in order to increase the number of outstanding shares of the Company and to enhance its liquidity upon listing.

### 3A.5 EMPLOYEE STOCK OPTION SCHEME

Not Applicable.

### 3A.6 RELATED EMPLOYEES OF THE COMPANY

S. No	Name	Designation
1	Aitzaz Ahmad Khan	Chairman / Non - Executive Director
2	Hafiz Avais Ghani	Chief Executive Officer
3	Toheed Akram	Chief Financial Officer
4	Shoaib Ghani	Executive Director
5	Ahad Ghani	Executive Director
6	Muhammad Ashraf	Company Secretary
7	Khurram Zafar	Independent Director
8	Muhammad Hassan Nawaz Gondal	Independent Director

### 3A.7 RELATED EMPLOYEES OF CONSULTANT TO THE ISSUE

#### JS Global Capital Limited – Consultant to the Issue

S. No	Name	Designation
1	Khalilullah Usmani	Chief Executive Officer
2	Tanzeel ur Rehman	Chief Operating Officer
3	Usman Saeed	Senior Vice President, Investment Banking
4	Muhammad Farukh	Company Secretary
5	Sila Hannan	Manager, Investment Banking
6	Nayyar Azam	Assistant Manager, Investment Banking

Note:



- As per regulation 7(9) of the PO Regulations, the associates of the Consultant to the Issue shall not in aggregate make Bids in excess of ten (10%) percent of the shares offered through Book Building. Provided that it shall not apply to such associates of the Consultant to the Issue that are Financial Institutions, Mutual Funds and Insurance Companies.
- As required under No. 7(8), the associates of the issuer as disclosed in the prospectus shall not in aggregate make bids in excess of ten percent of the shares offered through Book Building.

#### UNDERTAKING FROM THE SPONSORS OF THE ISSUER REGARDING IPO UTILIZATION

**E-STAMP**

ID: PS-LHR-68AA99128C3910E5  
Type: Local Dematerialisation  
Amount: Rs 100/-

Description: CERTIFICATE OR OTHER DOCUMENT - IS  
Applicant: GHANI DAIRIES LIMITED (35200-8677836-9)  
Representative From: GHANI DAIRIES LIMITED  
Agent: SEF  
Address: LAHORE  
Issue Date: 25 Nov 2025 2:45:36 PM  
Deliver/On/Validity: 2-Dec-2025  
Amount in Words: One Hundred Rupees Only  
Reason: In Favour of Pakistan Stock Exchange  
Vendor Information: AulF Tapsis | PS-LHR-26 | Baitat Market

Scan for online verification

ASIF YOUSOF E-STAMP VENDOR  
PS-LHR-26 | Baitat Market, Lahore  
Serial No: 153

**NIJAZ AHMAD**  
ADVOCATE HIGH COURT  
& NOTARY PUBLIC  
Notariable (2022) General Order 1,  
enrollment No. 1077

November 25<sup>th</sup>, 2025

Pakistan Stock Exchange  
Stock Exchange Building  
Stock Exchange Road  
Karachi-74000, Pakistan

**UNDERTAKING**

We, (1) Hafiz Awaiz Ghani, son of Aitzaz Ahmad Khan being sponsor of Ghani Dairies Limited holding CNIC No. 35200-8677836-9, resident of 102-C, Model Town, Lahore, (2) Shoab Ghani, son of Aitzaz Ahmad Khan being sponsor of Ghani Dairies Limited holding CNIC No. 35202-1167051-9, resident of 102-C, Model Town, Lahore, (3) Aitzaz Ahmad Khan, son of Abdul Ghani being sponsor of Ghani Dairies Limited holding CNIC No. 35202-6712826-7, resident of 102-C, Model Town, Lahore, do hereby state on solemn affirmation as under:

- (1) That we are the sponsor and majority shareholder/owner of the shares of Ghani Dairies Limited (the "Issuer")
- (2) That the IPO Proceeds of Ghani Dairies Limited shall be utilized as per the purpose disclosed in the Prospectus.

Hafiz Awaiz Ghani  
Chief Executive Officer  
Ghani Dairies Limited

Shoab Ghani  
Executive Director  
Ghani Dairies Limited

Aitzaz Ahmad Khan  
Chairman / Non - Executive Director  
Ghani Dairies Limited



**E-STAMP**

ID : PB-LHR-43696A62F98774E  
 Type : Low Denomination  
 Amount : Rs 100/-

Description : CERTIFICATE OF OTHER DOCUMENT- 39  
 Applicant : GHANI DAIRIES (15700-0000000-0)  
 Representative From : GHANI DAIRIES  
 Agent : Self  
 Address : Lahore  
 Issue Date : 4-Oct-2025 10:07:26 AM  
 Validity On/validity : 11-Oct-2025  
 Amount in Words : One Hundred Rupees Only  
 Reason : In Favour of Pakistan Stock Exchange  
 Vendor Information : Asif Yaqoob | PB-LHR-26 | Baitul Market

Scan for online verification

**ASIF YAQOUB E-STAMP VENDOR**  
 PB-LHR-26 | Baitul Market, Lahore

Set No. 931

**NIAS AHMAD**  
 ADVOCATE HIGH COURT  
 & NOTARY PUBLIC  
 Notification no 82 (Amended 8.9.90) 1.  
 endorsement no 7677

یہ عہد نامہ پاکستان اسٹاک ایکسچین کے لئے جاری کیا گیا ہے۔

20<sup>th</sup> September, 2025

Pakistan Stock Exchange  
 Stock Exchange Building  
 Stock Exchange Road  
 Karachi-74000, Pakistan

**UNDERTAKING**

We, (1) Ahad Ghani, son of Hafiz Awaiz Ghani being sponsor of Ghani Dairies Limited holding CNIC No. 35202-0619828-7, resident of 102-C, Model Town, Lahore (2) Vaneeza Awaiz, daughter of Hafiz Awaiz Ghani being sponsor of Ghani Dairies Limited holding CNIC No. 35202-4595592-4, resident of 102-C, Model Town, Lahore, (3) Saad Ghani, son of Hafiz Awaiz Ghani being sponsor of Ghani Dairies Limited holding CNIC No. 35202-7371803-5, resident of 102-C, Model Town, Lahore, (4) Ghani Holdings & Ventures (Pvt) Limited being sponsor of Ghani Dairies Limited holding Incorporation No. 0086483, 45-Aurangzeb Block, New Garden Town, Lahore, do hereby state on solemn affirmation as under:

(1) That we are the sponsor and majority shareholder/owner of the shares of Ghani Dairies Limited (the "Issuer")

(2) That the IPO Proceeds of Ghani Dairies Limited shall be utilized as per the purpose disclosed in the Prospectus.

*Ahadi*

\_\_\_\_\_  
 Ahad Ghani  
 Executive Director

*Vaneeza*

\_\_\_\_\_  
 Vaneeza Awaiz  
 Non Executive Director

*Vaneeza*

\_\_\_\_\_  
 For and on behalf of  
 Ghani Holdings & Ventures (Pvt) Limited

*Saad*

\_\_\_\_\_  
 Saad Ghani  
 Sponsor

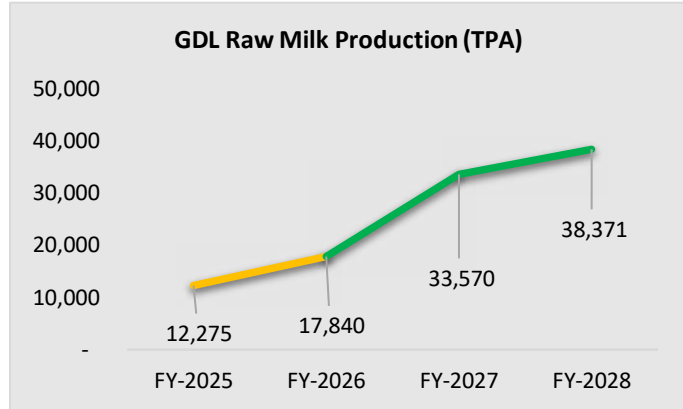


## 4 PRINCIPAL PURPOSE OF THE ISSUE AND FUNDING ARRANGEMENTS

### 4.1 PRINCIPAL PURPOSE OF THE ISSUE

The principal propose of the issue is to finance the herd expansion, Company's operational expansion, upgrade farm infrastructure, and strengthen its working capital position.

This will enhance raw milk production capacity from 17,840 TPA FY 2025-26 to 33,570 TPA by FY 2026-27. This growth is supported by the planned induction of 1,000 pregnant Heifers and achieving organic growth as the young calves will enter into the milking cycle, which will immediately increase milk output. Furthermore, the milking capacity is expected to reach 38,371 TPA FY 2027-28 in FY 2027 as 250 young calves procured through IPO proceeds will start milking along with organic herd growth.



To fund this expansion, the Company proposes to raise PKR 2,500 million through the issuance of 104,200,000 ordinary shares at a floor price of PKR 24 per share. Commercial operations of the expanded facility are expected to commence by April 2026.

This strategic expansion will position the Company to meet the growing demand for raw milk and strengthen its market presence in the dairy sector.

The details of expansion cost and utilization of the amount raised through public offer will be as under:

### 4.2 PROJECT COST & SOURCES OF FUNDING

#### Ghani Dairies Limited

**Total Project Cost: PKR 2,500,800,000**

Particulars		Amount (PKR)	Sub Percentage (%)	% of Total Cost
Building & Civil Works	Milking Shed (4 Nos)	480,000,000	52.30%	19.19%
	Heifer Shed (3 Nos)	180,000,000	19.61%	7.20%
	Raw Material Storage Warehouse	100,000,000	10.90%	4.00%
	Hospital Shed with Parlor	39,200,000	4.27%	1.57%
	Silage Bunker (4 Nos)	45,000,000	4.90%	1.80%
	Corn Grain Storage Silo (Additional)	70,000,000	7.63%	2.80%
	Calf Cage	3,500,000	0.38%	0.14%
	<b>Subtotal</b>	<b>917,700,000</b>	<b>100.00%</b>	<b>36.70%</b>
Plant & Machinery / Biological Assets	1,000 Pregnant Heifers	815,670,000	56.31%	32.62%
	250 Heifers	153,900,000	10.62%	6.15%
	Solar & Infrastructure	150,000,000	10.36%	6.00%
	Milking Parlour	120,000,000	8.28%	4.80%
	Stationery Mixing Machine (TMR)	60,000,000	4.14%	2.40%





Particulars		Amount (PKR)	Sub Percentage (%)	% of Total Cost
	Wheel Loader for TMR Feeding	30,000,000	2.07%	1.20%
	Milk Storage Silo (Storage + Backup)	45,000,000	3.11%	1.80%
	Tractor 385 for TMR	19,800,000	1.37%	0.79%
	Rubber Mats	15,000,000	1.04%	0.60%
	Movable TMR Machine	14,000,000	0.97%	0.56%
	Tractor Messay 240	7,200,000	0.50%	0.29%
	Feed Pusher Wheel	5,000,000	0.35%	0.20%
	Chiller for Hospital Parlor	5,000,000	0.35%	0.20%
	Transformer	4,000,000	0.28%	0.16%
	Sand Spreader	4,000,000	0.28%	0.16%
	<b>Subtotal</b>	<b>1,448,570,000</b>	<b>100.00%</b>	<b>57.92%</b>
Working Capital	Working Capital & Feed Stock Procurement	134,530,000	100.00%	5.38%
	<b>Subtotal</b>	<b>134,530,000</b>	<b>100.00%</b>	<b>5.38%</b>
Total Project Cost		2,500,800,000	100.00%	100.00%
IPO Proceeds		2,500,800,000	100.00%	100.00%
Utilization (%)		100%		
Remaining Funds		Nil		
Financial Close Status	Financial close to be achieved upon IPO proceeds disbursement.			

These costs have been estimated by the company through market research and past experience. The company has not executed any agreement for the above and the costs may vary at the time of placing order.






### 4.3 ADDITIONAL DISCLOSURES RELATING TO PURPOSE OF THE ISSUE

#### 4.3.1 Building & Civil Works

Particulars	Qty	Cost / Unit Amount (PKR)	Amount (PKR)	Contractor	Expected Date of Order	Expected Date of Completion
Milking Shed	4	160,000,000	480,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 3, 2026
Heifer Shed	3	60,000,000	180,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 3, 2026
Raw Material Storage Warehouse	1	100,000,000	100,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 3, 2026
Hospital Shed with Parlor	1	39,200,000	32,500,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 3, 2026
Silage Bunker	4	11,250,000	45,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 4, 2026



Corn Grain Storage Silo (Additional)	2	35,000,000	70,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 4, 2026
Calf Cage	250 cm	14,000 per cm	3,500,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 1, 2027
<b>Total</b>			<b>917,700,000</b>			

Particulars	Area	Description	
<b>Milking Shed</b>	52,000 sq ft each	Provides adequate housing infrastructure to accommodate expanded milking Heifers herd operations.	
<b>Heifer Shed</b>	350*102	it is a dedicated shelter for heifers to manage them separately from lactating Heifers, supporting growth and future productivity.	
<b>Raw Material Storage Warehouse</b>	45000 sq ft	A Construction of a raw material warehouse to store feed components safely, reducing spoilage and improving logistics.	
<b>Hospital Shed with Parlor</b>	100 *250	Purpose-built facility to isolate and treat sick or maternity Heifers, minimizing disease spread and supporting animal welfare.	
<b>Silage Bunker</b>	1800 tons capacity	This is needed for enabling s long-term storage of silage in controlled conditions, reducing reliance on market feed and preserving nutritional value.	


**Corn Grain Storage Silo (Additional)**

Each 2000 tons

For Additional silo capacity to accommodate increased corn usage while ensuring storage integrity and cost efficiency.


**Calf Cage**

90 cm \*125 cm

It Provides a safe and hygienic environment for newborn calves, reducing the risk of infections and improving survival rates.


**4.3.2 Biological Assets**

Particulars	Qty	Cost / Unit Amount (PKR)	Amount (PKR)	Country of Origin	Vendor	Expected Date of Order	Expected Date of Completion
Pregnant Heifers	1000	815,670	815,670,000	Australia	To be finalized in due course	By end of Quarter 2, 2026	Quarter 3, 2026
Heifers	250	615,600	153,900,000	Australia	To be finalized in due course	By end of Quarter 2, 2026	Quarter 3, 2026
<b>Total</b>	<b>1250</b>		<b>969,570,000</b>				

**Particulars**
**Description**
**Pregnant Heifers**

For the procurement of genetically superior pregnant heifers to rapidly scale up herd size and milk output.


**Heifers**

For the acquisition of high-quality heifers to expand the herd base and secure future milk production capacity.











#### 4.3.3 Plant & Machinery




Particulars	Qty	Cost / Unit Amount (PKR)	Amount (PKR)	Vendor	Expected Date of Order	Expected Date of Completion	Type
Solar & Infrastructure	2.1 MW	71,428,571 per MW	150,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 3, 2026	New
Milking Parlour	1	120,000,000	120,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 3, 2026	New
Stationery Mixing Machine (TMR)	1	60,000,000	60,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 4, 2026	New
Wheel Loader for TMR Feeding	1	30,000,000	30,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 4, 2026	New
Milk Storage Silo (Storage + Backup)	1	45,000,000	45,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 4, 2026	New
Tractor 385 for TMR	3	6,600,000	19,800,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 1, 2027	New
Rubber Mats	10,000 sq. ft.	1500 per Sq. ft	15,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 1, 2027	New
Movable TMR Machine	1	14,000,000	14,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 1, 2027	New
Tractor Messay 240	2	3,600,000	7,200,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 1, 2027	New
Feed Pusher Wheel	1	5,000,000	5,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 1, 2027	New
Chiller for Hospital Parlor	1	5,000,000	5,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 3, 2026	New



Transformer	1	4,000,000	4,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 3, 2026	New
Sand Spreader	1	4,000,000	4,000,000	To be finalized in due course	By end of Quarter 2, 2026	Quarter 1, 2027	New
<b>Total</b>			<b>479,000,000</b>				

Particulars	Specifications	Description	
Solar & Infrastructure	2.1 MW	Solar infrastructure provides clean, renewable energy that reduces electricity costs, lowers carbon emissions, and supports long-term sustainability and energy independence	
Milking Parlour	2*24	Automates and streamlines the milking process, reducing manual labor while maintaining high hygiene and milking efficiency.	
Stationery Mixing Machine (TMR)	30 Cubic meters	It ensures precise and uniform mixing of feed ingredients, minimizes wastage, and enhances animal productivity.	
Wheel Loader for TMR Feeding	3 tons bucket capacity	This Assists in mixing and transporting feed, as well as compacting silage during preparation, improving storage efficiency.	
Milk Storage Silo (Storage + Backup)	40 tons capacity	It Maintains optimal milk temperature to preserve quality, minimize spoilage, and meet regulatory and customer standards.	
Tractor 385 for TMR	Fiat 385 tractor	For transporting TMR feed from silage bunkers to livestock sheds, ensuring consistent feeding schedules.	



Rubber Mats	16-18 mm width	Offers cushioned flooring to reduce lameness in Heifers, thereby improving comfort, mobility, and milk yield.	
Movable TMR Machine	12 cubic meters	Facilitates the transportation of mixed feed from preparation areas to feeding zones efficiently.	
Tractor Massey 240	240 tractors	Facilitates efficient manure removal from animal sheds, ensuring cleanliness and supporting biosecurity protocols.	
Feed Pusher Wheel	385 Massey wheel	Customize alteration which Improves feed access by pushing feed towards the Heifers, which enhances intake and overall nutrition.	
Chiller for Hospital Parlor	10 tons capacity	Chills milk produced in the hospital shed to prevent bacterial growth and ensure compliance with quality standards.	
Transformer	1000 KVA	For the Installation of transformer to ensure stable and sufficient power supply for expanded farm operations.	
Sand Spreader	10 cubic meters	It spreads sand in cubicles to improve hygiene, prevent mastitis, and enhance Heifers comfort and productivity.	

#### 4.3.4 Working Capital

Working Capital	Amount (PKR)	Expected Date of Order & Timeline
Operational expenses and Initial feed stock procurement	134,530,000	Quarter 1 - Quarter 2, 2027

*The Company is in the process of seeking quotations from various vendors/supplier as well as awarding the construction contracts, which are expected to be finalized soon so that the requisite agreements to be executed with the related parties. The existing land of the company is sufficient to cater the expansion requirements.*



#### 4.4 IMPLEMENTATION SCHEDULE

Comprehensive Project Implementation Plan (Post-IPO)			
Overall Project: Large-Scale Dairy Herd Expansion & Farm Modernization			
Primary Funding Source: IPO Proceeds		Total Project Budget: PKR 2.5 Billion	
Phase 1: Pre-Arrival & Foundation (Q1 2026 – Q4 2026)			
Objective: Secure contracts, initiate construction, and prepare for livestock arrival.			
Timeline	Activity / Asset	Strategic Purpose & Key Details	Status / Funding
Nov 2025 (Last Week)	Contractor Award (New Sheds)	Finalize contract for initial shed construction.	To be executed on arrival of IPO proceeds.
Dec 2025 (3rd Week)	Livestock Inspection (Australia)	Management to inspect and select premium dairy Heifers.	Pre-IPO activity.
Q3 2026	LC Opening (Milking Parlor)	Procure advanced milking parlours from shortlisted suppliers (BouMatic/GEA).	To be executed on arrival of IPO proceeds.
Q3 2026	LC Opening (Imported Livestock)	Formalize purchase of 1,250 heifers from Australia.	To be executed on arrival of IPO proceeds.
Q3 2026	Infrastructure Construction Initiation	Begin construction of <b>Milking Sheds (4 Nos), Heifer Sheds (3 Nos), Hospital Shed, and Raw Material Warehouse.</b>	To be executed on arrival of IPO proceeds.
Q4 2026	Energy & Power Infrastructure	Install <b>Solar Infrastructure</b> and <b>Transformer</b> to support expanded operations with stable, cost-effective power.	To be executed on arrival of IPO proceeds.
Phase 2: Core Infrastructure & Feed System Setup (Q3 – Q4 2026)			
Objective: Become operational with new feed, milk, and herd management systems before major livestock arrival.			
Timeline	Activity / Asset	Strategic Purpose & Key Details	Status / Funding
Feb 2026 (Last Week)	Livestock Shipment	Shipment of 1,250 heifers from Australia.	Pre-IPO commitment; payment via IPO proceeds.
Q4 2026	Feed Storage & Production Setup	Construct <b>4x Silage Bunkers</b> and install <b>Corn Grain Storage Silos</b> . Secures bulk feed, enables cost savings.	To be executed on arrival of IPO proceeds.
Q4 2026	Feed Processing Machinery	Procure and install <b>Stationery TMR Mixer, Wheel Loader, and Movable TMR Machine</b> for efficient feed mixing and distribution.	To be executed on arrival of IPO proceeds.
Q4 2026	Milking & Milk Storage	Install <b>Milk Storage Silos</b> and <b>Chiller for Hospital Parlor</b> to ensure milk quality and compliance.	To be executed on arrival of IPO proceeds.
Late Mar 2026	Livestock Arrival	1,250 heifers arrive in Pakistan. Herd expansion with superior genetics begins.	
Phase 3: Herd Integration & Optimization (Q1 – Q2 2027)			
Objective: Integrate new livestock and optimize farm operations with new equipment			
Timeline	Activity / Asset	Strategic Purpose & Key Details	Status / Funding





<b>Q1 2027</b>	Herd Management & Welfare	Deploy <b>Calf Cages, Rubber Mats, and Sand Spreader</b> to improve animal comfort, hygiene, and productivity.	To be executed on arrival of IPO proceeds.
<b>Q1 2027</b>	Farm Mechanization	Procure <b>Tractors (Massey 240 &amp; 385), Feed Pusher Wheel</b> to streamline manure removal and feeding processes.	To be executed on arrival of IPO proceeds. <i>(Note: Replaces previous Faysal Bank financing)</i>
<b>Q1-Q2 2027</b>	Working Capital & Feed Stock	Utilize <b>PKR 141 million</b> for operational expenses and initial feed stock procurement to support the expanded herd.	To be executed on arrival of IPO proceeds.
<b>Phase 4: Contingency &amp; Financial Management (Ongoing)</b> <i>Objective: Ensure uninterrupted project execution.</i>			
<b>Activity</b>	<b>Strategic Purpose &amp; Key Details</b>		
<b>PKR 400 Million Credit Line</b>	<b>Contingency Plan:</b> Access to a PKR 400 million raw materials credit line from Ghani Dairies remains available. This can be diverted to support any shortfall in expansion funding and ensure smooth execution until IPO proceeds are fully deployed.		

*\*\*Q represents quarter of the Company's Financial Year*

#### 4.5 SOURCES OF FUNDS

The Company plans to raise PKR 2,500 Mn through an Initial Public Offering (IPO). The proceeds will primarily be utilized for herd expansion, construction of farm infrastructure, and strengthening of working capital. In this regard, the Company intends to issue 104,200,000 ordinary shares at a floor price of PKR 24.00/- per share.

#### 4.6 UTILIZATION OF EXCESS IPO FUNDS, IN CASE THE STRIKE PRICE IS DETERMINED ABOVE THE FLOOR

Any excessive funds raised, in case the Strike Price is determined above the Floor Price, would be utilized for working capital requirements.

##### 4.6.1 Post Issue Matters (Reporting and Exit Opportunity)

###### Post issuance reporting requirements as per regulation 16 of these regulations

As per clause (i) and (ii) of regulation 16 of the PO Regulations, the Company shall:

1. Report detailed break-up of the utilization of the proceeds of the issue in its post issue quarterly / half-yearly and annual accounts; till the fulfillment of the commitments mentioned in the prospectus, and;
2. Submit a half yearly progress report and annual progress report reviewed by the auditor providing the status of the commitments mentioned in the prospectus to PSX till the fulfillment of the commitments mentioned in the prospectus as per the format given in regulation 16 of the PO Regulations.
3. Submit a final report reviewed by the auditor after the fulfillment of the commitments given in the prospectus.

##### 4.6.2 Exit Opportunity Mechanism as per regulation 16(a) of these regulations

As per the Public Offering Regulations, the Company shall not alter the principal purpose of the issue disclosed in the prospectus. In exceptional circumstances, any change will require the approval of a special resolution by shareholders, along with an exit opportunity for dissenting shareholders. The exit offer, provided by the sponsors, will be priced at the highest of the intrinsic value based on the latest audited accounts, the weighted average closing price for the past six months, or the IPO offer price. Additionally, an exit opportunity will also be **mandatory** if funds are diverted, resulting in the non-completion of the stated purpose in a timely manner. All exit offers must be executed within 30 days of passing the special resolution.



## 4A VALUATION SECTION

### DISCLAIMER:

THE FLOOR PRICE AND PRICE BAND ARE SET BY THE ISSUER AND CONSULTANT TO THE ISSUE USING APPROPRIATE VALUATION MODELS, AND THAT THE COMMISSION AND THE SECURITIES EXCHANGE HAVE NEITHER ASSESSED NOR VALIDATED THE PRICING OR THE UNDERLYING VALUATION MODEL. THE COMMISSION AND THE SECURITIES EXCHANGE DO NOT ASSESS, VALIDATE OR ENDORSE THE PRICE OF A TRANSACTION, AS PRICING IS PURELY A FUNCTION OF MARKET FORCES; WHEREBY MINIMUM PRICE IS DETERMINED BY THE CONSULTANT TO THE ISSUE/ISSUER AND FINAL PRICE IS SET BY THE INVESTORS.

The Ordinary shares of Ghani Dairies Limited are being issued at Floor Price of PKR 24/- per share amounting to a premium of PKR 23/- per Ordinary share to the face value of PKR 1.00/- per Ordinary share. The Lead Managers have reviewed the business performance of the Company and in their opinion the Floor Price of PKR 24/- per share is justified based on:

### 4A.1 SUCCESSFUL OPERATIONAL HISTORY & GROWTH

- Consistent Revenue Growth: Demonstrated multi-year expansion in raw-milk production and sales to leading processors such as Nestlé Pakistan Limited, IRC Dairy Products (Pvt.) Ltd, and Fauji Foods Limited.
- Efficient Operations: Implementation of automated milking, herd-data management, and modern feed systems, leading to higher per-animal yields and reduced wastage.
- Scalable Infrastructure: Investment in state-of-the-art facilities (milking parlours, feed storage, silage bunkers, and renewable-energy systems) enabling rapid capacity increases and improved margins.

#### 4A.1.1 Production Capacities (In Tons per Annum)

		25-26	26-27	27-28
Category	per annum uom	Pre – Expansion	Post - Expansion	
As per Projection	Ton	17,840	33,570	38,371

The production capacity of raw milk is projected to increase significantly from 17,840 TPA FY 2025-26 to 33,570 TPA by FY 2026-27, driven by the induction of 1,000 pregnant Heifers, which will contribute to immediate milk production. Further expansion is anticipated in FY 2027, with capacity expected to reach 38,371 TPA FY 2027-28. This additional growth will be supported by 250 non-pregnant Heifers, part of the 1,250 Heifers procured in 2026 who will begin contributing to milk production in 2027.

For details refer to section 4 of the prospectus

In addition to milk production, the company has inhouse facility of fulfilling the major Animal Feed requirements as describe below:

Category	per annum uom	Pre – Expansion	Post - Expansion	
INGREDIANTS		25-26	26-27	27-28
CHOP SILAGE	KG	21,159,831	39,439,108.23	54,946,418.72
Alfalfa haylage	KG	2,729,196	4,565,431.61	5,538,838.50
SUGER BEET PULP	KG	3,566,278	5,881,853.56	7,237,046.91
Rhodes grass hay	KG	291,999	595,451.01	753,092.27
Wheat Straw	KG	1,376,595	2,350,658.91	3,596,295.19



Napier grass	KG	<b>495,130</b>	4,065,520.49	7,808,204.39
soyahulls	KG	<b>1,155,188</b>	1,965,110.11	3,018,631.97
Corn fine	KG	<b>3,321,876</b>	6,305,348.94	8,614,571.65
Soyabean Meal	KG	<b>1,335,345</b>	3,395,623.98	4,490,008.40
Canola Meal	KG	<b>736,914</b>	1,041,094.76	2,301,802.43
Felex Seed (Alsee)	KG	<b>106,192</b>	216,548.80	273,878.49
Corn Gluten 30%	KG	<b>355,677</b>	541,699.49	935,795.62
Rapeseed meal	KG	<b>343,914</b>	536,815.76	903,535.22
Corn Gluten 60%	KG	<b>131,855</b>	268,882.35	340,066.97
Molases	KG	<b>1,057,229</b>	1,364,747.74	2,045,924.23

#### 4A.2 STATE-OF-THE-ART INFRASTRUCTURE

Ghani Dairies Limited operates a fully mechanized corporate dairy farm equipped with:

- Automated milking parlors and digital herd-management systems for precise yield tracking and hygiene control.
- Modern cow and heifer sheds with climate-controlled ventilation and rubber-matted flooring to ensure animal comfort and productivity.
- On-site silage and feed-storage bunkers, grain silos, and TMR (Total Mixed Ration) mixing equipment to maintain consistent nutrition.
- Dedicated veterinary and hospital facilities for preventive and emergency animal healthcare.
- 1.6 MW solar power system providing stable, renewable energy and reducing operating costs.
- Integrated water-supply and waste-management systems to support continuous, sustainable operations.

These facilities position the Company to maintain high-quality, year-round raw-milk supply and to accommodate the planned herd expansion reflected in the post-expansion capacity figures above.

#### 4A.3 FINANCIAL PERFORMANCE

	<b>FY 2023</b>	<b>FY 2024</b>	<b>FY 2025</b>
Gross Margin	5.43%	5.27%	15.08%
Net Margin	2.28%	2.34%	10.80%
ROE	8.94%	9.27%	34.29%
ROA	4.00%	5.02%	22.62%



#### 4A.4 Key Customers

Among the top customers of the Company are the Following:

S. No	End User Name	Company's Customers	
1	Nestlé Pakistan Limited	Supplies premium-quality raw milk sourced from Australian and American breed cows, meeting Nestlé quality and safety standards for dairy production.	
2	IRC Dairy Products (Pvt.) Ltd	Provides raw milk of consistent high quality, used in the manufacture of IRC Dairy Products (Pvt.) Ltd including mozzarella cheese, butter, and whey powders.	
3	Fauji Foods Limited	Supplies high-quality raw milk that serves as a key ingredient for Fauji Foods range of dairy products such as UHT milk, flavoured milk, butter, and cheese.	

#### 4A.5 WIDE PRODUCT RANGE

Ghani Dairies Limited's principal activity is the production and sale of premium raw milk, its vertically integrated operations support a broad spectrum of dairy applications. The Company's superior herd genetics, precision feeding systems, and robust cold-chain infrastructure enable the supply of multiple milk grades suitable for pasteurized, UHT, and value-added dairy products such as yogurt, butter, and cheese. This operational versatility provides flexibility to meet the diverse specifications of national and multinational processors and creates a platform for future downstream consumer products.

#### 4A.4 INNOVATION

The Company maintains a culture of continuous innovation, leveraging advanced technologies to enhance efficiency and quality. Key initiatives include:

- Automated milking parlors and a digital herd-management platform for real-time monitoring of yield, health, and genetics.
- Precision-nutrition TMR (Total Mixed Ration) systems to optimize feed conversion, reduce wastage, and improve animal well-being.
- Renewable energy infrastructure, including a 1.6 MW solar power system, which lowers operating costs and minimizes environmental impact.



- These investments strengthen productivity, traceability, and biosecurity, positioning Ghani Dairies as a model for modern, technology-driven dairy farming in Pakistan.

#### 4A.6 GEOGRAPHIC FOOTPRINT

Ghani Dairies operates a state-of-the-art corporate dairy farm at Rahdari, Noor Pur Thal, District Khushab, Punjab, strategically located near major consumption hubs such as Lahore, Faisalabad, and Islamabad. This central location provides efficient access to key national and multinational dairy processors, ensuring reliable, cost-effective supply and distribution across Pakistan's high-demand markets.

#### 4A.7 JUSTIFICATION

The proposed floor price of PKR 24.00 per share, reflecting a premium of PKR 23.00 over the face value of PKR 1.00 per share, is considered appropriate for the following reasons:

- Consistent Operating Performance – The Company has shown steady growth in herd size, milk production, and revenue since operations began, supported by disciplined financial management.
- Supportive Industry Conditions – Pakistan is one of the largest milk-producing countries and demand for formally processed dairy products continues to grow.
- Efficient Operations – Investments in automated milking equipment, a 1.6 MW solar power system, and modern herd-management practices have improved productivity and controlled costs.
- Planned Expansion – The ongoing capacity expansion will increase milk output, reinforce supply agreements with major processors, and strengthen profitability.

These factors provide a clear basis for the floor price of PKR 24.00 per share.

#### 4A.8 POST IPO FREE FLOAT DISCLOSURES

Post IPO, the Share Capital will increase from 325,000,000 Ordinary Shares to 429,200,000 Ordinary Shares. The free float status post IPO is presented in the below table:

Description	Number of shares	% Shareholding status
Held by Sponsor, Directors	325,000,000	75.72%
Held by Other Shareholders – Free Float	-	-
Offered in IPO – Free Float	104,200,000	24.28%
<b>Total</b>	<b>429,200,000</b>	<b>100.0%</b>



#### 4A.9 PEER GROUP ANALYSIS

Peer analysis of companies listed on PSX is provided below:

Company	Share (PKR) <sup>7</sup>	EPS - TTM (PKR) <sup>8</sup>	BVPS <sup>9</sup> (PKR) <sup>9</sup>	P/E (x) <sup>10</sup>	P/B (x) <sup>11</sup>	Free Float (Shares)	Free Float %	ROA <sup>12</sup>	ROE
At-Tahur Limited	40.71	2.50	28.22	16.28	1.44	65.59	30.00%	6.11%	8.86%
Fauji Foods Limited	18.66	0.45	4.20	41.55	4.44	503.99	20.00%	5.51%	10.69%
Frieslandcampina Engro Pakistan Limited	87.12	2.97	21.40	29.35	4.07	76.66	10.00%	5.73%	13.87%
Nestle Pakistan Limited	8,034.40	366.43	467.58	21.93	17.18	2.27	5.00%	17.93%	78.37%
Big Bird Foods Limited	47.99	4.12	27.89	11.66	1.72	104.62	35.00%	9.21%	14.75%
Clover Pakistan Limited	38.88	5.01	14.41	7.77	2.70	21.41	55.00%	26.28%	34.73%
Colgate-Palmolive (Pakistan) Limited	1,273.59	73.86	142.60	17.24	8.93	24.28	10.00%	29.18%	51.80%
Barkat Frisian Agro Limited	38.17	2.49	10.52	15.30	3.63	77.50	25.00%	19.86%	23.72%
Bunnys Limited	117.35	6.61	42.06	17.75	2.79	36.74	55.00%	8.93%	15.72%
Ismail Industries Limited	1,960.00	81.07	454.48	24.18	4.31	3.32	5.00%	5.13%	17.84%
Mitchells Fruit Farms Limited	196.15	7.44	33.42	26.38	5.87	12.58	55.00%	8.62%	22.25%
Matco Foods Limited	47.73	3.72	86.19	12.84	0.55	30.60	25.00%	1.48%	4.31%
Murree Brewery Company Limited	1,068.30	119.60	643.33	8.93	1.66	11.07	40.00%	14.45%	18.59%
National Foods Limited	390.54	18.47	41.00	21.14	9.53	58.28	25.00%	16.27%	45.06%
Rafhan Maize Products Company Limited	9,434.54	757.86	3,139.73	12.45	3.00	0.92	10.00%	13.48%	24.14%
Shield Corporation Limited	353.18	2.31	290.61	152.72	1.22	0.20	5.00%	0.44%	0.80%
Shezan International Limited	270.85	27.33	174.65	9.91	1.55	3.87	40.00%	6.07%	15.65%
The Organic Meat Company Limited	58.49	2.33	35.52	25.10	1.65	98.17	55.00%	5.73%	6.56%
Treet Corporation Limited	32.22	3.15	36.84	10.23	0.87	185.51	50.00%	4.68%	8.55%
Unity Foods Limited	22.57	1.23	16.07	18.37	1.40	358.22	30.00%	1.75%	7.65%
Unilever Pakistan Foods Limited	28,585.28	960.09	1,249.49	29.77	22.88	0.31	4.90%	27.39%	76.84%
ZIL Limited	402.14	27.46	234.32	14.65	1.72	0.31	5.00%	4.77%	11.72%
Sector Average (x)				24.80	4.69				
Peer Group Average (x)				27.28	6.78				
Sector Median (x)				17.50	2.74				
KSE-100 <sup>13</sup>				8.41	1.48				

<sup>7</sup> Share Price as at November 7, 2025.

<sup>8</sup> EPS based on TTM Income on latest quarter as of September 30, 2025 and total outstanding shares on Annual 2025 & 2024.

<sup>9</sup> BVPS is as of latest quarter report as of September 30, 2025.

<sup>10</sup> P/E calculated based on TTM PAT as at September 30, 2025 and Price as at November 7, 2025.

<sup>11</sup> P/B Limited calculated based on Latest quarter report as at September 30, 2025 and Share price as of November 7, 2025.

<sup>12</sup> ROE and ROA are based on September 30, 2025 and TTM Income of latest quarter report as of September 30, 2025.

<sup>13</sup> KSE-100 Multiple as of November 7, 2025.



Ghani Dairies Limited (Pre-Issue)	24.00 <sup>14</sup>	1.37 <sup>15</sup>	4.58 <sup>16</sup>	17.56 <sup>17</sup>	5.24 <sup>18</sup>	-	-	19% <sup>19</sup>	29.86%
Ghani Dairies Limited (Post-Issue)	24.00	1.03 <sup>20</sup>	3.47 <sup>21</sup>	23.19	6.93	104.2	24.28%	19%	27.91%

Note: The sector comprises of all listed companies under the Food & Personal Care Products classification on the Pakistan Stock Exchange. The peer group, however, includes only those companies engaged primarily in milk and dairy processing, which are considered comparable to the Issuer for valuation purposes.

## 5 RISK FACTORS

### 5.1 INTERNAL RISK

#### 5.1.1 Business Risk

The Company's profitability depends on feed, energy, and milk prices, but margins are strengthening. Gross margin rose to 15 % in FY2025 from 5 % a year earlier, and operating margin improved to 13 %. Efficiency gains, herd productivity, and cost controls support this recovery and provide a solid base for sustained growth.

#### 5.1.2 Operational Risk

Ghani Dairies' operations depend on herd health, skilled labor, and the smooth functioning of automated milking and feed systems, any disruption in these areas could temporarily affect output or quality.

That said, recent metrics show stronger operational discipline:

- **Cash Conversion Cycle** improved to –5 days in FY2025 from –113 days in FY2023, reflecting quicker inventory turnover (22 days) and efficient receivables management.
- **Asset Turnover** of 1.76x and Non-Current-Asset Turnover of 2.98x indicates better utilization of farm infrastructure and equipment.

These improvements suggest that while standard agricultural risks remain, the Company's systems, preventive veterinary care, and automated processes are effectively containing operational risk and supporting stable production.

#### 5.1.3 Customer Concentration Risk

The Company generates the bulk of its revenue from a small group of large dairy processors, creating reliance on a limited customer base. Trade receivables were PKR 37 million in FY2025, representing roughly 2 % of total assets.

#### 5.1.4 Absence of Long-Term Contracts

Milk is sold mainly through rolling supply arrangements, exposing revenue to buyer demand shifts. Strong relationships with major processors like Nestlé, IRC, and Fauji Foods Limited help reduce this risk.

<sup>14</sup> Ghani Dairies Limited Issue Price.

<sup>15</sup> EPS based on Annual Income as of June 30, 2025 and total outstanding shares are based on October 28, 2025 auditor statement on Paid Up Capital.

<sup>16</sup> BVPS is as of Annual report as of June 30, 2025.

<sup>17</sup> Ghani Dairies Limited P/E calculated based on Annual accounts PAT as at June 30, 2025 and Issue Price.

<sup>18</sup> Ghani Dairies Limited P/B calculated based on Annual report as at June 30, 2025 and Issue Price.

<sup>19</sup> Ghani Dairies Limited ROE and ROA based on Annual accounts June, 2025 equity and total assets and PAT Income of Annual accounts as of June 30, 2025.

<sup>20</sup> Ghani Dairies Limited EPS based on Annual Income as of June 30, 2025 and total outstanding shares are based on Post IPO outstanding shares of 429.2 Million.

<sup>21</sup> Ghani Dairies Limited BVPS is as of Annual report as of June 30, 2025 and total outstanding shares are based on Post IPO outstanding shares of 429.2 Million





#### 5.1.5 Insurance Coverage Adequacy

The Company carries livestock and asset insurance (PKR 1.5 million premium in FY2025), providing routine risk protection; only extreme events could exceed policy limits.

#### 5.1.6 Vendor/Supplier Concentration

The Company depends on a small group of feed and veterinary suppliers, exposing it to supply interruptions and price swings.

#### 5.1.7 Technology Obsolescence

Automation and herd-management systems require periodic upgrades. Significant capex was incurred in prior years (PKR 534 million in FY2022 and PKR 280 million in FY2024) and further investment may be needed to maintain efficiency.

#### 5.1.8 Auditor's Qualified Opinion

No qualification has been reported to date; however, any future qualification could affect investor confidence in the financial statements.

#### 5.1.9 Contingent Liabilities & Litigation

The Company could face tax or regulatory claims. While none are currently material, any adverse outcome could impact financial performance.

#### 5.1.10 Financial Performance

Profitability has strengthened, with PAT stood at PKR 444 million and EPS to PKR 13.67 in FY2025, but the business remains sensitive to feed and utility costs that can pressure margins.

#### 5.1.11 Capital Structure

The debt-to-equity ratio increased from 0.11x in FY2022 to 0.24x in FY2025, indicating a gradual rise in leverage. Despite the increase, the company's reliance on sponsor loans (PKR 574 million) highlights continued dependence on related-party funding.

#### 5.1.12 Per-Share Valuation

Break-up value per share stood at PKR 45.76 in FY2025, reflecting stronger equity; further equity issuance could dilute this metric.

#### 5.1.13 Working-Capital Management

Liquidity has improved: the quick ratio improved from 0.13x in FY2024 to 0.38x in FY2025 and the cash-conversion cycle improved from -35 days in FY2024, to -5 days in FY2025, but receivable management remains important as trade debts stood at PKR 36.7 million.

### 5.2 EXTERNAL RISK

#### 5.2.1 Raw Material Supply Risk

Imported feed ingredients and veterinary medicines expose the Company to global commodity price swings and logistics disruptions. While FY2025 gross margin improved from 5% in FY2024 to 15% in FY2025, continued volatility in global markets could pressure input costs.

#### 5.2.2 Foreign Exchange Risk

Depreciation of the Pakistani rupee raises the cost of imported inputs. Although margins strengthened in FY2025 (PAT margin 11%), further currency weakness could offset these gains.



### 5.2.3 Interest Rate Risk

Finance costs remain modest (PKR 6.2 million in FY2025), but rising interest rates or additional borrowing for expansion could increase funding costs.

### 5.2.4 Change in Regulatory/Custom Duties

New or revised duties and taxes on dairy inputs or products could affect competitiveness and profitability.

### 5.2.5 Anti-Dumping Laws

Relaxation of anti-dumping protections or changes in import policy could allow lower-priced imports to compete with domestic producers.

### 5.2.6 Threat of New Entrants

Large-scale entrants with advanced technology or aggressive pricing could pressure market share and margins.

### 5.2.7 Economic Slowdown

Macroeconomic instability or declining consumer spending could dampen demand for formal-sector dairy products.

### 5.2.8 Unofficial Trade Channels

Smuggling and informal trade of dairy products can distort pricing and reduce demand for formal sector products.

### 5.2.9 Political and Security Risk

Policy shifts, political unrest, or law-and-order issues may disrupt operations or supply chains.

### 5.2.10 Pandemic/Global Outbreak Risk

Events such as COVID-19 or other pandemics may disrupt supply chains, logistics, and consumer demand, resulting in adverse financial impact.

## 5.3 CAPITAL MARKET & IPO RISK

### 5.3.1 Under-subscription Risk

The IPO may be under-subscribed due to lack of investor interest. The Book Building process shall be cancelled if:

- Bids received are less than the number of shares allocated under Book Building; or
  - Fewer than 40 bids are received.
- In such cases, bid money shall be refunded to investors.

### 5.3.2 Capital Market Risk

Post-listing, share price will be subject to fluctuations driven by Company performance, macroeconomic conditions, interest rate movements, regulatory changes, political events, and investor sentiment.

### 5.3.3 Forward-Looking Statements

This Prospectus contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from expectations due to various factors.

## 5.4 PROJECT RELATED RISK



#### 5.4.1 Cost Overruns

The Company has already invested about PKR 1.4 billion in capital projects from FY2022 through FY2025, including herd expansion and modern farm infrastructure. With the planned post-IPO capacity build-out, unexpected inflation, exchange-rate movements, or construction delays could increase project costs or extend timelines.

#### 5.4.2 Pending Regulatory Approvals

Necessary regulatory approvals and licenses must be obtained and maintained; failure to do so may hinder project operations.

#### 5.4.3 Absence of EPC/Turnkey Contractor

If an EPC/turnkey contractor is not engaged for expansion projects, risk of delay and cost overruns increases.

#### 5.4.4 Track Record of Sponsors

Investor confidence partly depends on the experience and credibility of the sponsors. Any negative perception may affect the Company's marketability.

### 5.5 REGULATORY & TAXATION RISK

#### 5.5.1 Change in Duties/Taxes

Increase in duties, sales tax, or withdrawal of concessions on feed, medicines, or packaging materials could increase costs and reduce margins. Effective tax & Levy burden stood at 14.5% % of PBT in FY2025

#### 5.5.2 Dependence on Regulatory Protection

The dairy sector benefits from tariff barriers and local sourcing incentives. Any rollback may expose the Company to increased competition.

#### 5.5.3 Transfer Pricing Risk

In case of related party transactions for supply of goods or services, there is a risk of regulatory scrutiny on pricing arrangements.

### 5.6 OTHER RISKS

#### 5.6.1 Market Expansion Risk

Expansion into new markets or product segments without a proven track record may carry execution challenges.

#### 5.6.2 Law and Order Situation

Unforeseen events, strikes, or deterioration in law and order could disrupt operations and supply chain

*Note: It is stated that all material risk factors have been disclosed and that nothing has been concealed in this respect.*



## 5.7 CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE ISSUER

A Company Of Ghani Group

 **GHANI DAIRIES LIMITED**

20<sup>th</sup> September, 2025

**Subject: Certificate by the Chief Executive Officer and the Chief Financial Officer of the Issuer**

We being the Chief Executive Officer and the Chief Financial Officer of the Ghani Dairies Limited (the "Issuer") accept absolute responsibility for the disclosures made in the Prospectus. We hereby certify that we have reviewed the Prospectus and that it contains all the necessary information with regard to the Issue and constitutes full, true and plain disclosures of all material facts relating to the ordinary shares being offered through this Prospectus and that nothing has been concealed.

The information contained in this Prospectus is true and correct to the best of our knowledge and the opinions and intends expressed herein are honestly held.

There are no other facts, the omission of which makes this Prospectus as a whole or any part thereof misleading.

For and on behalf of Ghani Dairies Limited

  
Hafiz Awaiz Ghani  
Chief Executive Officer



  
Toheed Akram  
Chief Financial Officer

**Head Office**  
45 Aungmye Block,  
New Garden Town,  
Lahore - Pakistan 54000

**Site Office**  
Ghani Dairies Limited  
Rahik Bahadri, Taluq Naoorpur Thal,  
District Khushab

**Contact**  
+92-42-35952184-85  
+92-42-35952070

[www.ghanidairies.com](http://www.ghanidairies.com) [info@ghanidairies.com](mailto:info@ghanidairies.com)

**GHANI DAIRIES**



## 5.8 UNDERTAKING BY THE COMPANY ITS SPONSORS AND DIRECTORS:

**E-STAMP**

ID: **PS-LHR-C4ES3BC8C3A684FC**  
 Type: **Low Denomination**  
 Amount: **Rs 100/-**

Description: **CERTIFICATE OR OTHER DOCUMENT-32**  
 Applicant: **GHANI DAIRIES LIMITED (00000-000000-0)**  
 Representative From: **GHANI DAIRIES LIMITED**  
 Agent: **PARIS SAEED (35232-3034456-1)**  
 Address: **Lahore**  
 Issue Date: **20-Sep-2025 11:22:23 AM**  
 Validity: **27-Sep-2025**  
 Amount in Words: **One Hundred Rupees Only**  
 Reason: **In favor of Pakistan Stock Exchange**  
 Vendor Information: **Asif Yaqoob | PS-LHR-26 | Baitul Market**

Scan for online verification

**ASIF YAQOUB E-STAMP VENDOR**  
 PS-LHR-26 | Baitul Market, Lahore.

Serial No: **746**

**NIYAZ AHMAD**  
 ADVOCATE HIGH COURT  
 & NOTARY PUBLIC  
 Registration No: 8726/2015, S-901/1,  
 Feroz Road, Lahore-54000

Date: September 20, 2025

Pakistan Stock Exchange Limited  
 Stock Exchange Building  
 Stock Exchange Road  
 Karachi-74000, Pakistan

**UNDERTAKING BY THE COMPANY AND ITS SPONSORS**

Ghani Dairies Limited and its Sponsors undertake that;

- 1) Neither the Company nor its directors, sponsors or substantial shareholders have been holding office of the directors or have been sponsors or substantial shareholders in any Company:
  - a. Which had been declared defaulter by the securities exchange or future exchanges or
  - b. Whose TRE certificate has been cancelled or forfeited by the Exchange, PMEX or any other registered stock exchange of Pakistan that existed prior to integration of stock exchanges pursuant to Integration Order number 01/2016 dated January 11, 2016 issued by the Commission due to non-compliance of any applicable rules, regulations, notices, procedures, guidelines, etc.
- 2) Which has been de-listed by the Exchange due to its non-compliance of any applicable provision of PSX Regulation.
- 3) None of the Sponsors, Major Shareholders, Directors or Management of the Company as well as the Company itself or its Associated Company / Entity have been found guilty of being engaged in any fraudulent activity. The Company has made full disclosure regarding any/ or all cases in relation to involvement of the person named above in any alleged fraudulent activity i.e. pending before any Court of Law / Regulatory Body / Investigation Agency in or outside of the country.

For and on behalf of Ghani Dairies Limited

Hafiz Awaiz Ghani  
Chief Executive Officer

Aftab Ahmed Khan  
Non-Executive Director

Shoaib Ghani  
Executive Director

Ahsan Ghani  
Executive Director

Vanessa Awaiz  
Non-Executive Director

Khuram Zafar  
Independent Director

Muhammad Hassan Nawaz Gondal  
Independent Director





**E-STAMP**

ID: PB-LHR-1AM700013ENALADMC  
 Type: Low Denomination  
 Amount: Rs 100/-

Description: CERTIFICATE OR OTHER DOCUMENT- IN  
 Applicant: GHANI DAIRIES (35200-0000000-0)  
 Representative From: GHANI DAIRIES  
 Agent: Self  
 Address: Lohore  
 Issue Date: 4-Oct-2025 10:27:26 AM  
 Delivered On/Validity: 11-Oct-2025  
 Amount in Words: One Hundred Rupees Only  
 Reason: In Favour of Pakistan Stock Exchange  
 Vendor Information: Asif Yaqoob | PB-LHR-26 | Barakat Market

Scan for online verification

**ASIF YAKOOB E-STAMP VENDOR**  
 PB-LHR-26 | Barakat Market, Lohore  
 Set No: 923

**NIAZ AHMAD**  
 ADVOCATE HIGH COURT  
 & NOTARY PUBLIC  
 Notification no. 10/2025 (S. 80) 1,  
 endorsement no 2077

Date: 7<sup>th</sup> October, 2025

Pakistan Stock Exchange Limited  
 Stock Exchange Building  
 Stock Exchange Road  
 Karachi-74000, Pakistan

**UNDERTAKING BY THE COMPANY AND ITS SPONSORS**

Ghani Dairies Limited and its Sponsors undertake that;

- 1) Neither the Company nor its directors, sponsors or substantial shareholders have been holding office of the directors or have been sponsors or substantial shareholders in any Company:
  - a. Which had been declared defaulter by the securities exchange or future exchanges or
  - b. Whose TRE certificate has been cancelled or forfeited by the Exchange, PMEX or any other registered stock exchange of Pakistan that existed prior to integration of stock exchanges pursuant to Integration Order number 01/2016 dated January 11, 2016 issued by the Commission due to non-compliance of any applicable rules, regulations, notices, procedures, guidelines, etc.
- 2) Which has been de-listed by the Exchange due to its non-compliance of any applicable provision of PSX Regulation.
- 3) None of the Sponsors, Major Shareholders, Directors or Management of the Company as well as the Company itself or its Associated Company / Entity have been found guilty of being engaged in any fraudulent activity. The Company has made full disclosure regarding any/ or all cases in relation to involvement of the person named above in any alleged fraudulent activity i.e. pending before any Court of Law / Regulatory Body / Investigation Agency in or outside of the country.

For and on behalf of Ghani Dairies Limited

Vanceza

For and on behalf of  
Ghani Holdings & Ventures (Pvt) Limited

Saad

Saad Ghani  
Sponsor



## 5.9 STATEMENT BY THE ISSUER

A Company Of Ghani Group

 **GHANI DAIRIES LIMITED**

Date: 15<sup>th</sup> October, 2025

The Chief Executive  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

On behalf of **Ghani Dairies Limited**, ["GDL" or the "Company"], we hereby confirm that all material information as required under the Companies Act, 2017, the Securities Act, 2015, the Public Offering Regulations, 2017 and the Listing of Companies and Securities Regulations of the Pakistan Stock Exchange Limited has been disclosed in the **Prospectus** and that whatever is stated in **Prospectus** and the supporting documents is true and correct to the best of our knowledge and belief and that nothing has been concealed.

For and behalf of **Ghani Dairies Limited**,

  
Hafiz Awaiz Ghani  
Chief Executive Officer  
Ghani Dairies Limited



  
Shoaib Ghani  
Director  
Ghani Dairies Limited

**Head Office**  
45 Aurangzeb Block,  
New Garden Town,  
Lahore - Pakistan 54000

**Site Office**  
Ghani Dairies Limited  
Rohi Bahadri, Tehsil Nurgpur Thal,  
District Khushab

**Contact**  
+92-42-38952184-85  
+92-42-38952070

[www.ghanidairies.com](http://www.ghanidairies.com) [info@ghanidairies.com](mailto:info@ghanidairies.com)

**GHANI DAIRIES**





## 5.10 STATEMENT BY THE CONSULTANT TO THE ISSUE



JS Global Capital Limited  
 11/18th Floor, The Centre  
 Plot No. 28, 82-S  
 Abdullah Hussain Road  
 Saddar, Karachi-74000, Pakistan  
[www.jsgcl.com](http://www.jsgcl.com)

SWK: +92 21 111 538 111  
 Fax: +92 21 2567 2574  
 NTN: 1552386-8

October 7, 2025

**The Chief Executive**  
 Pakistan Stock Exchange Limited  
 Stock Exchange Building  
 Stock Exchange Road  
 Karachi

Being mandated as Consultant to the Issue to the **Initial Public Offering** of **Ghani Dairies Limited**, ("GDL" or the "Company"), we hereby confirm that all material information as required under the Companies Act, 2017, the Securities Act, 2015, the Public Offering Regulations, 2017 and the Listing of Companies and Securities Regulations of the Pakistan Stock Exchange Limited has been disclosed in the **Prospectus** and that whatever is stated in **Prospectus** and the supporting documents is true and correct to the best of our knowledge and belief and that nothing has been concealed.

For and behalf of JS Global Capital Limited,

**Muhammad Khalilullah Usmani**  
 Chief Executive Officer



## 6 FINANCIAL INFORMATION

### 6.1 AUDITOR CERTIFICATE ON ISSUED, SUBSCRIBED, AND PAID-UP-CAPITAL OF THE COMPANY



Crowe Hussain Chaudhury & Co.  
7th Floor, Gul Mohar Trade Centre,  
8-F Main Market, Gulberg II,  
Lahore-54660, Pakistan  
Main +92-42-3575 9223-6  
www.crowe.pk

October 28, 2025

Ref. No. P/25428/25

The Board of Directors  
**Ghani Dairies Limited**  
45 Aurangzeb Block, New Garden Town,  
Lahore

Dear Sirs,

#### **AUDITOR'S CERTIFICATE ON ISSUED, SUBSCRIBED AND PAID-UP CAPITAL UNDER CLAUSE 14(I) OF SECTION 1 OF PUBLIC OFFERING REGULATIONS, 2017**

We have been requested to certify the issued, subscribed and paid-up capital of Ghani Dairies Limited ("the Company") as at October 28, 2025 as required under Clause 14(i) of Section 1 of the First Schedule to the Public Offering Regulations, 2017.

#### **Scope of Certificate**

Our engagement was undertaken on the request of the management of the Company for the purpose of inclusion of information in prospectus to be issued for Initial Public Offer as required under Clause 14(i) of Section 1 of the First Schedule to the Public Offering Regulations, 2017 for onward submission to Pakistan Stock Exchange (PSX).

#### **Management Responsibility**

It is the management's responsibility to ensure compliance with the requirements of Clause 14(i) of Section 1 of the First Schedule to the Public Offering Regulations, 2017. The management's responsibilities include maintaining and updating the statutory registers and records including members' register, relevant statutory forms, and complying the regulatory requirements under the applicable laws, rules and regulations. This certificate does not relieve the management from its responsibilities of maintaining proper books of accounts and disclosing the relevant information based on books of accounts and returns.

#### **Practicing Auditor's Responsibility**

Our responsibility is to certify the issued, subscribed and paid-up capital of the Company as at October 28, 2025 in accordance with the 'Guidelines for Issuance of Certificates for Special Purposes by Practicing Chartered Accountant Firms' issued by the Institute of Chartered Accountants of Pakistan. Our verification was limited to trace the issued, subscribed and paid-up capital of the Company from its Form A, Form 3, register of shareholders of the Company as updated till October 28, 2025.

#### **Certificate**

Based on procedures mentioned above, the issued, subscribed and paid-up capital along with break-up of shareholding of the Company as per audited financial statements for the year ended June 30, 2025 was as follows:

<b>Issued, subscribed and paid-up capital</b>	<b>June 30, 2025 Rupees</b>
32,500,000 ordinary shares of Rs. 10 each fully paid in cash	<u>325,000,000</u>

Crowe Hussain Chaudhury & Co. is a member of Crowe Global, a Swiss Verein. Each member firm of Crowe Global is a separate and independent legal entity. Crowe Hussain Chaudhury & Co. and its affiliates are not responsible or liable for any acts or omission of Crowe Global or any other member of Crowe Global. Crowe Global does not render any Professional Services and does not have an Ownership or Partnership interest in Crowe Hussain Chaudhury & Co.  
©2025 Crowe Hussain Chaudhury & Co.



## Crowe

Name of Shareholders	No. of ordinary shares	Amount in Rupees
Mr. Aitzaz Ahmad Khan	2,000	20,000
Mr. Hafiz Avais Ghani	1,247,500	12,475,000
Mr. Shoaib Ghani	1,249,000	12,490,000
Mr. Ahad Ghani	1,500	15,000
M/s. Ghani Holdings & Ventures (Private) Limited (Formerly M/s. Ghani Halal Feed Mill (Private) Limited)	30,000,000	300,000,000

Subsequent to June 30, 2025, the Company undertook a share split, reducing the par value of its ordinary shares from Rs. 10 per share to Rs. 1 per share, increasing the number of shares proportionally.

Following the share split, the shareholding pattern of the Company was revised, keeping the paid-up share capital of the Company unchanged. We certify that the issued, subscribed and paid-up capital along with break-up of shareholding of the Company as at October 28, 2025 is as follows:

Issued, subscribed and paid-up capital	October 28, 2025 Rupees
325,000,000 ordinary shares of Rs. 1 each fully paid in cash	<u>325,000,000</u>

Name of Shareholders	No. of ordinary shares	Amount in Rupees
Mr. Aitzaz Ahmad Khan	20,000	20,000
Mr. Hafiz Avais Ghani	121,864,950	121,849,950
Mr. Shoaib Ghani	137,489,950	137,489,950
Mr. Ahad Ghani	6,250,000	6,265,000
Mr. Saad Ghani	6,250,000	6,250,000
Ms. Vaneza Avais	3,125,000	3,125,000
Mr. Khurram Zafar	50	50
Mr. Muhammad Hassan Nawaz Gondal	50	50
M/s. Ghani Holdings & Ventures (Private) Limited	<u>50,000,000</u>	<u>50,000,000</u>
	<u>325,000,000</u>	<u>325,000,000</u>

### Restriction on use and distribution

This certificate is issued as Statutory Auditors of the Company at the management's request for inclusion in the prospectus for the Initial Public Offer and submission to the Pakistan Stock Exchange Limited (PSX). It is specifically issued for this purpose in accordance with the 'Central Depository Company of Pakistan Limited Regulations' and must not be shared, used, or distributed for any other purpose without our prior written consent and this certificate is restricted to the facts stated herein and is not to be presented as testimony in any court of law.

Yours truly,

*Qame Hussain Chaudhary*



## 6.2 AUDITOR CERTIFICATE ON BREAK-UP VALUE PER SHARE



**Crowe Hussain Chaudhury & Co.**  
7th Floor, Gul Mohar Trade Centre,  
8-F Main Market, Gulberg II,  
Lahore-54960, Pakistan  
Main +92-42-3575 9223-5  
www.crowe.pk

October 28, 2025

Ref. No. P/25430/25

The Board of Directors  
**Ghani Dairies Limited**  
45 Aurangzeb Block, New Garden Town,  
Lahore

Dear Sirs,

### **AUDITOR'S CERTIFICATE ON BREAK-UP VALUE PER SHARE AS ON OCTOBER 28, 2025 UNDER CLAUSE 14(ii) OF SECTION 1 OF PUBLIC OFFERING REGULATIONS, 2017 BASED ON AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2025**

We have been requested to provide a certification on break-up value of ordinary shares of Ghani Dairies Limited ("the Company") as at October 28, 2025 based on the audited financial statements for the year ended June 30, 2025 as required under Clause 14(ii) of Section 1 of the First schedule to the Public Offering Regulations, 2017.

#### **Scope of Certificate**

Our engagement was undertaken on the request of the management of the Company for the purpose of inclusion of information in prospectus to be issued for Initial Public Offer as required under Clause 14(ii) of Section 1 of the First Schedule to the Public Offering Regulations, 2017 for onward submission to Pakistan Stock Exchange (PSX).

#### **Management Responsibility**

It is management's responsibility to compute break-up value of ordinary shares of the Company based on the audited financial statements for the year ended June 30, 2025 in accordance with the requirements of the Accounting Technical Release (ATR-22) of The Institute of Chartered Accountants of Pakistan (ICAP) and to ensure compliance with Clause 14(ii) of Section 1 of the First Schedule to the Public Offering Regulations, 2017. The management's responsibilities include maintaining adequate accounting records, selection and application of accounting policies, designing internal controls, safeguarding of the assets of the Company, prevention and detection of fraud and irregularity, maintaining and updating the statutory registers and records including members' register, relevant statutory forms and complying the regulatory requirements under the applicable laws, rules and regulations. This certificate does not relieve the management from its responsibilities of maintaining proper books of accounts and disclosing the relevant information based on books of accounts and returns.

#### **Practicing Auditor's Responsibility**

Our responsibility is to certify the compliance of the requirement with regards to computation of break-up value of ordinary shares of the Company in accordance with the 'Guidelines for Issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms' issued by The Institute of Chartered Accountants of Pakistan. Our verification was limited to the procedures as mentioned below:

- Verify the relevant financial information used for the purpose of calculating the breakup-value of ordinary shares by the management of the Company from the audited financial statements for the year ended June 30, 2025;
- Review compliance with the requirements of Accounting Technical Release (ATR-22) of The Institute of Chartered Accountants of Pakistan.
- Obtained and reviewed the special resolution approving the split of shares from Rs. 10 to Rs. 1 each.
- Obtained and reviewed attested copies of Form 26 and Form 7 to verify the implementation of the share split to Rs. 1 per share.

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### Certificate

Based on procedures mentioned above and the audited financial statements of the Company for the year ended June 30, 2025, the break-up value of ordinary shares of the Company as at June 30, 2025, was as follows:

	Note	June 30, 2025 Rupees
Issued, subscribed and paid-up capital	A	325,000,000
Un-appropriated profit	B	587,879,704
Revaluation surplus on property, plant and equipment	C	-
Total shareholders' equity including revaluation surplus on property, plant and equipment	$D = A + B + C$	912,879,704
Total shareholders' equity excluding revaluation surplus on property, plant and equipment	$E = A + B$	912,879,704
Number of ordinary shares of Rs. 10 each	F	32,500,000
Breakup-value per ordinary share of Rs. 10 each including revaluation surplus on property, plant and equipment	$G = D / F$	28.088
Breakup-value per ordinary share of Rs. 10 each excluding revaluation surplus on property, plant and equipment	$H = E / F$	28.088

Subsequent to June 30, 2025, the Company effected a share split dated July 14, 2025, whereby the par value of its ordinary shares was reduced from Rs. 10 to Rs. 1 per share.

Based on the aforesaid share split and using the financial information drawn from the audited financial statements for the year ended June 30, 2025, we hereby certify that the revised breakup value per share as at October 28, 2025, is as follows:

	Note	*June 30, 2025 Rupees
Issued, subscribed and paid-up capital	A	325,000,000
Un-appropriated profit	B	587,879,704
Revaluation surplus on property, plant and equipment	C	-
Total shareholders' equity including revaluation surplus on property, plant and equipment	$D = A + B + C$	912,879,704
Total shareholders' equity excluding revaluation surplus on property, plant and equipment	$E = A + B$	912,879,704
Number of ordinary shares of Rs. 1 each (As on October 28, 2025)	F	325,000,000
Breakup-value per ordinary share of Rs. 1 each including revaluation surplus on property, plant and equipment	$G = D / F$	2.8088
Breakup-value per ordinary share of Rs. 1 each excluding revaluation surplus on property, plant and equipment	$H = E / F$	2.8088

\*The revised breakup value per share reflects the impact of the share split dated October 28, 2025, and has been calculated based on the book value derived from the shareholders' equity as at June 30, 2025.





**Restriction on use and distribution**

This certificate is issued as Statutory Auditors of the Company at the management's request for inclusion in the prospectus for the Initial Public Offer and submission to the Pakistan Stock Exchange Limited (PSX). It is specifically issued for this purpose in accordance with the Central Depository Company of Pakistan Limited Regulations and must not be shared, used, or distributed for any other purpose without our prior written consent and this certificate is restricted to the facts stated herein and is not to be presented as testimony in any court of law.

Yours truly,

*Crowe Hussain Chaudhry*





### 6.3 AUDITOR REPORT UNDER CLAUSE 1 OF SECTION 2 OF FIRST SCHEDULE TO THE PUBLIC OFFERING REGULATIONS, 2017



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www.crowe.pk

October 28, 2025

Ref. No. P/25429/25

The Board of Directors  
**Ghani Dairies Limited**  
45 Aurangzeb Block, New Garden Town,  
Lahore.

Dear Sirs,

#### **AUDITOR'S REPORT UNDER CLAUSE 1 OF SECTION 2 OF THE FIRST SCHEDULE TO THE PUBLIC OFFERING REGULATIONS, 2017**

We have been requested to provide a report on certain information of Ghani Dairies Limited ("the Company") as required under Clause 1 of Section 2 of the First Schedule to the Public Offering Regulations, 2017.

#### **Scope of Report**

Our engagement was undertaken on the request of the management of the Company for the purpose of inclusion of information in prospectus to be issued for Initial Public Offer as required under Clause 1 of Section 2 of the First Schedule to the Public Offering Regulations, 2017 for onward submission to Pakistan Stock Exchange (PSX).

#### **Management Responsibility**

It is management's responsibility to ensure compliance with Clause 1 of Section 2 of the First Schedule to the Public Offering Regulations, 2017. The management's responsibilities include maintaining adequate accounting records, selection and application of accounting policies, designing internal controls, safeguarding the assets of the Company, prevention and detection of fraud and irregularity. This certificate does not relieve the management from its responsibilities of maintaining proper books of accounts and disclosing the relevant information based on books of accounts.

#### **Practicing Auditor's Responsibility**

Our responsibility is to report compliance of requirement with regards to the information as required under Clause 1 of Section 2 of the First Schedule to the Public Offering Regulations, 2017 in accordance with the 'Guidelines for Issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms' issued by the Institute of Chartered Accountants of Pakistan. Our verification was limited to:

- Trace and check the relevant financial information from the audited financial statements for the years ended on June 30, 2023, June 30, 2024 and June 30, 2025;
- Check the details of dividend paid by the Company during the years ended on June 30, 2023, June 30, 2024 and June 30, 2025.

#### **Certificate**

We certify that:

- We have audited the financial statements for the years ended on June 30, 2024 and June 30, 2025. We have obtained the audited financial statements for the year ended June 30, 2023 which were audited by another firm of Chartered Accountants.
- In terms of the requirement under Clause 1 of Section 2 of the First Schedule to the Public Offering Regulations, 2017, and based on the audited financial statements, we state as under:

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- a. Summary of assets, liabilities and shareholder's equity of the Company based on the audited financial statements, identified above, is as follows:

	June 30, 2025	June 30, 2024	June 30, 2023
	Rupees	Rupees	Rupees
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	839,133,816	719,219,469	491,620,332
Biological assets	784,619,083	406,741,428	402,022,687
Intangible assets	1,017,471	1,387,460	1,757,449
Long term deposits	3,493,729	3,493,729	3,493,729
	1,628,264,099	1,130,842,086	898,894,197
<b>Current Assets</b>			
Stock in trade	242,320,513	180,282,705	201,947,269
Stores and spares	45,565,039	13,168,734	22,711,999
Biological assets	507,476	-	-
Trade debts	36,723,210	25,791,838	-
Advance, deposits, prepayments and other receivables	207,865,817	223,588,010	184,075,691
Cash and bank balance	176,939,206	15,127,663	42,623,079
	709,921,261	457,958,950	451,358,038
<b>Total Assets</b>	<u>2,338,185,360</u>	<u>1,588,801,036</u>	<u>1,350,252,235</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Share Capital and Reserves</b>			
Authorized capital			
Ordinary shares of Rs. 10 each	325,000,000	325,000,000	125,000,000
Issued, subscribed and paid-up share capital	325,000,000	325,000,000	125,000,000
Unappropriated profits	587,879,704	143,729,832	70,024,702
Loan from sponsors	574,340,496	634,322,580	292,100,000
<b>Shareholder's equity</b>	1,487,220,200	1,103,052,412	487,124,702
<b>Non-Current Liabilities</b>			
Long term financing	263,169,968	117,581,997	80,497,981
Deferred tax liability	30,282,810	42,187,978	13,543,119
	293,452,778	159,769,975	94,041,100
<b>Current Liabilities</b>			
Trade and other payables	369,853,884	263,854,212	740,488,516
Security deposit	12,480,000	12,480,000	-
Accrued mark up	1,023,786	998,049	1,283,980
Provision for taxation and levy	87,198,684	20,963,251	11,373,692
Current portion of long term financing	86,956,028	27,683,137	15,940,245
	557,512,382	325,978,649	769,086,433
<b>Contingencies and Commitments</b>	-	-	-
<b>Total Equity and Liabilities</b>	<u>2,338,185,360</u>	<u>1,588,801,036</u>	<u>1,350,252,235</u>



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- b. Statements of profit or loss and other comprehensive income of the Company based on the audited financial statements, identified above, are as follows:

	Year Ended June 30, 2025	Year Ended June 30, 2024	Year Ended June 30, 2023
	Rupees	Rupees	Rupees
Revenue from contract with customers	1,777,875,838	1,495,146,049	786,994,141
Gain arising on initial recognition of milk at fair value less cost of sell	1,963,098,400	1,591,616,928	1,013,624,312
Gain arising from changes in fair value less cost to sell of dairy stock	370,975,077	58,172,181	40,545,912
Cost of revenue	(3,491,961,857)	(2,979,101,021)	(1,741,150,537)
<b>Gross Profit</b>	<b>619,987,458</b>	<b>165,834,137</b>	<b>100,013,828</b>
Administrative expenses	(52,261,813)	(30,919,127)	(21,463,542)
<b>Operating Profit</b>	<b>567,725,645</b>	<b>134,915,010</b>	<b>78,550,286</b>
Other operating expenses	(52,807,509)	(47,255,663)	(38,771,854)
Finance cost	(6,213,659)	(4,385,200)	(3,643,164)
Other income	10,738,911	40,039,039	30,768,805
<b>Profit before Levy and Taxation</b>	<b>519,443,388</b>	<b>123,313,240</b>	<b>66,904,073</b>
Levy	(36,299,434)	(10,198,988)	(911,506)
<b>Profit before Taxation</b>	<b>483,143,954</b>	<b>113,114,252</b>	<b>65,992,567</b>
Taxation	(38,994,082)	(39,409,122)	(24,005,305)
<b>Net Profit for the Year</b>	<b>444,149,872</b>	<b>73,705,130</b>	<b>41,987,262</b>
<b>Other comprehensive income</b>			
Item that will not be re-classified subsequently to profit or loss	-	-	-
Items that may be re-classified subsequently to profit or loss	-	-	-
Total other comprehensive income/(loss) for the year	-	-	-
<b>Total Comprehensive Income for the Year</b>	<b>444,149,872</b>	<b>73,705,130</b>	<b>41,987,262</b>

3. No dividend paid by the Company during the years ended June 30, 2023, June 30, 2024 and June 30, 2025;
4. The Company did not have any subsidiaries as at June 30, 2023, June 30, 2024 and June 30, 2025;



**Restriction on use and distribution**

This certificate is issued as Statutory Auditors of the Company at the management's request for inclusion in the prospectus for the Initial Public Offer and submission to the Pakistan Stock Exchange Limited (PSX). It is specifically issued for this purpose in accordance with the 'Central Depository Company of Pakistan Limited Regulations' and must not be shared, used, or distributed for any other purpose without our prior written consent and this certificate is restricted to the facts stated herein and is not to be presented as testimony in any court of law.

Yours truly,





#### 6.4 SHARIAH COMPLIANCE CERTIFICATE



October 7, 2025



الحمد لله رب العالمين، والصلاة والسلام على سيد الأنبياء والمرسلين، وعلى آله وصحبه أجمعين، وبعد

#### SHARIAH COMPLIANCE OF GHANI DAIRIES (PRIVATE) LIMITED

We, Al-Hilal Shariah Advisors (Pvt.) Limited, have conducted Shariah Compliance Screening of Ghani Dairies (Private) Limited based on the financial statements of June 30, 2025 (Audited) as provided to us by company management.

We have thoroughly analyzed the financial statement on the basis of Shariah screening criteria issued by our Shariah Supervisory Council. In light of the information provided and our evaluation, we hereby certify that the investments in shares of Ghani Dairies (Private) Limited is Shariah compliant and there is no evidence contrary to it.

Hence it is resolved that it is permissible to invest in shares of Ghani Dairies (Private) Limited.

والله أعلم بالصواب، وصلى الله على نبينا محمد وعلى آله وصحبه وبارك وسلم

For and on behalf of Al-Hilal Shariah Advisors (Pvt.) Limited.

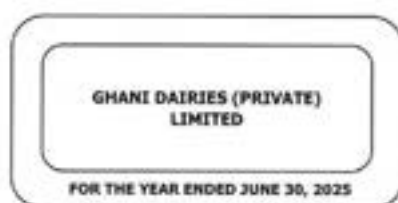
  
Mufti Irshad Ahmad Ajaz  
Member Shariah Council



  
Faraz Younus Bandukda, CFA  
Chief Executive



## 6.5 DETAILED LATEST AUDITED ACCOUNTS OF THE ISSUER INCLUDING NOTES TO THE ACCOUNTS





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## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF GHANI DAIRIES (PRIVATE) LIMITED REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### Opinion

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

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

#### Basis for Opinion

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

#### Information Other than the Financial Statements and Auditor's Report Thereon

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

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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### **Responsibilities of Management and Board of Directors for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the accounting and reporting standards as applicable in Pakistan and the requirements of the Companies Act, 2017 (XIX of 2017) and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs as applicable in Pakistan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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





report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

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

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

The engagement partner on the audit resulting in this independent auditor's report is Amin Ali.

Lahore  
Dated: September 12, 2025  
UDIN: : AR2025100516EK1ygQDa

  
CROWE HUSSAIN CHAUDHURY & CO.  
Chartered Accountants



Page 1 of 31

**GHANI DAIRIES (PRIVATE) LIMITED**  
STATEMENT OF FINANCIAL POSITION AS AT JUNE 30, 2025

	Note	2025 Rupees	2024 Rupees
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Property, plant and equipment	5	839,133,816	719,219,469
Biological assets	6	784,619,083	406,741,428
Intangible assets	7	1,017,471	1,387,460
Long term deposits	8	3,493,729	3,493,729
		1,628,264,099	1,130,842,086
<b>Current Assets</b>			
Stock-in-trade	9	242,320,513	180,282,705
Stores and spares	10	45,565,039	13,168,734
Biological assets	11	507,476	-
Trade debts	12	36,723,210	25,791,838
Advances, deposits, prepayments and other receivables	13	207,865,817	223,588,010
Cash and bank balances	14	176,939,206	15,127,663
		709,921,261	457,958,950
		<u>2,338,185,360</u>	<u>1,588,801,036</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Share Capital and Reserves</b>			
Authorized share capital: 32,500,000 (2024: 32,500,000) ordinary shares of Rs. 10 each		<u>325,000,000</u>	<u>325,000,000</u>
Issued, subscribed and paid up capital	15	325,000,000	325,000,000
Unappropriated profit		587,879,704	143,729,832
Loan from sponsors	16	574,340,495	634,322,580
<b>Shareholder's Equity</b>		1,487,220,200	1,103,052,412
<b>Non Current Liabilities</b>			
Long term financing	17	263,169,958	117,581,997
Deferred tax liability	18	30,282,810	43,187,978
		293,452,778	159,769,975
<b>Current Liabilities</b>			
Trade and other payables	19	369,853,884	263,854,212
Security deposit	20	12,480,000	12,480,000
Accrued mark up		1,023,786	998,049
Current portion of long term financing	17	86,956,028	27,683,137
Provision for taxation and levy	21	87,198,684	20,763,251
		557,512,382	325,978,649
<b>Contingencies and Commitments</b>	22	-	-
		<u>2,338,185,360</u>	<u>1,588,801,036</u>

The annexed notes from 1 to 39 form an integral part of these financial statements.

CWC.

  
CHIEF EXECUTIVE OFFICER

  
DIRECTOR



Page 2 of 31

**GHANI DAIRIES (PRIVATE) LIMITED****STATEMENT OF PROFIT OR LOSS  
FOR THE YEAR ENDED JUNE 30, 2025**

	Note	2025 Rupees	2024 Rupees
Revenue from contract with customers	23	1,777,675,838	1,495,146,049
Gain arising on initial recognition of milk at fair value less costs to sell at the time of milking	24.1	1,963,098,400	1,591,616,928
Gain arising from changes in fair value less costs to sell of dairy livestock	6.2	370,975,077	58,172,181
Cost of revenue	24	(3,491,961,857)	(2,979,101,021)
<b>Gross Profit</b>		619,987,458	165,834,137
Administrative expenses	25	(52,261,813)	(30,919,127)
<b>Operating Profit</b>		567,725,645	134,915,010
Other operating expenses	26	(52,807,509)	(47,255,663)
Finance cost	27	(6,213,659)	(4,385,200)
Other income	28	10,738,911	40,039,093
		(48,282,257)	(11,601,770)
<b>Profit before Levy and Taxation</b>		519,443,388	123,313,240
Levy	29	(36,299,434)	(10,198,988)
<b>Profit before Taxation</b>		483,143,954	113,114,252
Taxation	30	(38,994,082)	(39,409,122)
<b>Net Profit for the Year</b>		444,149,872	73,705,130

The annexed notes from 1 to 39 form an integral part of these financial statements.

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



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**GHANI DAIRIES (PRIVATE) LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED JUNE 30, 2025**

	<b>2025</b>	<b>2024</b>
	Rupees	Rupees
<b>Net Profit for the Year</b>	444,149,872	73,705,130
<b>Other comprehensive income</b>		
<i>Items that will not be re-classified subsequently to profit or loss</i>	-	-
<i>Items that may be re-classified subsequently to profit or loss</i>	-	-
<b>Total other comprehensive income</b>	-	-
<b>Total Comprehensive Income for the Year</b>	<u>444,149,872</u>	<u>73,705,130</u>

The annexed notes from 1 to 39 form an integral part of these financial statements.

CNC

  
**CHIEF EXECUTIVE OFFICER**

  
**DIRECTOR**



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## GHANI DAIRIES (PRIVATE) LIMITED

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

Particulars	Issued, subscribed and paid up capital	Unappropriated Profit	Loan from Sponsors	Total
	Rupees	Rupees	Rupees	Rupees
<b>Balance as at June 30, 2023</b>	125,000,000	70,024,702	292,100,000	487,124,702
Net profit for the year	-	73,705,130	-	73,705,130
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	73,705,130	-	73,705,130
Loan from sponsors - net	-	-	342,222,580	342,222,580
<b>Transactions with owners</b>				
Issuance of shares	200,000,000	-	-	200,000,000
<b>Balance as at June 30, 2024</b>	325,000,000	143,729,832	634,322,580	1,103,052,412
Net profit for the year	-	444,149,872	-	444,149,872
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	444,149,872	-	444,149,872
Loan from sponsors - net	-	-	(59,982,084)	(59,982,084)
<b>Balance as at June 30, 2025</b>	325,000,000	587,879,704	574,340,496	1,487,220,200

The annexed notes from 1 to 39 form an integral part of these financial statements.

CNC

  
 CHIEF EXECUTIVE OFFICER

  
 DIRECTOR



**GHANI DAIRIES (PRIVATE) LIMITED**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED JUNE 30, 2025**

	Note	2025 Rupees	2024 Rupees
Profit before Levy and Taxation		519,443,388	123,313,240
Adjustments for:			
- Depreciation on property, plant and equipment	5.2	61,048,965	45,925,191
- Amortization on intangible asset	7.1	369,989	369,989
- Loss on sale of calves/heifers		(3,274,896)	-
- Gain arising from changes in fair value less costs to sell of dairy livestock	6.2	(370,975,077)	(58,172,181)
- Fair value gain on male calves		(507,476)	-
- Mortality expense	26	14,751,477	36,166,871
- Loss on sale of calves/heifers	26	-	1,949,572
- Workers' (profit) participation fund expense	26	27,874,971	6,622,623
- Interest on Workers' (profit) participation fund	26	1,655,656	-
- Workers' welfare fund expense	26	8,525,405	2,516,597
- Finance cost	27	6,003,659	4,212,118
		(254,527,327)	39,590,780
<b>Operating profit before working capital changes</b>		<b>264,916,061</b>	<b>162,904,020</b>
Decrease / (Increase) in current assets:			
- Stock in trade	9	(62,037,808)	21,664,564
- Stores and spares	10	(32,396,305)	9,543,265
- Trade debts	12	(10,931,372)	(25,791,838)
- Advances, deposits, prepayments and other receivables	13	15,722,193	(39,512,319)
(Decrease) / increase in current liabilities:			
- Trade and other payables	19	35,797,811	(30,492,921)
- Security deposit payable	20	-	12,480,000
		(53,845,481)	(52,109,249)
<b>Cash Generated from Operations</b>		<b>211,070,580</b>	<b>110,794,771</b>
Finance cost paid		(5,977,922)	(4,498,049)
Workers' (profit) participation fund paid		-	(5,283,796)
Income tax paid		(20,963,251)	(11,373,692)
<b>Net Cash Generated from Operating Activities</b>		<b>184,129,407</b>	<b>89,639,234</b>
<b>Cash Flows from Investing Activities</b>			
Purchase of operating fixed assets	5.1	(4,480,107)	(130,748,045)
Additions in capital work in progress	5.1	(150,083,205)	(142,775,282)
Advance against machinery		(26,400,000)	-
Additions in biological assets	6.2	(33,796,055)	(5,944,203)
Sale proceeds on disposal of biological assets	6.2	15,416,896	10,241,200
Insurance claim on death of biological assets	6.2	-	11,040,000
<b>Net Cash Used in Investing Activities</b>		<b>(199,342,471)</b>	<b>(258,187,331)</b>
<b>Cash Flows from Financing Activities</b>			
Issuance of shares	15	-	200,000,000
Advance from related parties - net	19	32,145,829	(449,996,807)
Long term financing - net	17	204,860,862	48,826,908
Loan from sponsors obtained		10,000,000	994,539,332
Loan from sponsors repayment	16	(69,982,084)	(652,316,752)
<b>Net Cash Generated from Financing Activities</b>		<b>177,024,607</b>	<b>141,052,681</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>		<b>161,811,543</b>	<b>(27,495,416)</b>
Cash and cash equivalents at the beginning of the year		15,127,663	42,623,079
<b>Cash and Cash Equivalents at the End of the Year</b>		<b>176,939,206</b>	<b>15,127,663</b>

The annexed notes from 1 to 39 form an integral part of these financial statements.

CAC :

  
**CHIEF EXECUTIVE OFFICER**

  
**DIRECTOR**





## GHANI DAIRIES (PRIVATE) LIMITED

### NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2025

#### Note 1

#### Corporate and General Information

##### Legal status and operations

Ghani Dairies (Private) Limited ("the Company") was incorporated in Pakistan as a private limited Company under the Companies Ordinance, 1984 (Now the Companies Act, 2017) on October 21, 2020.

The Company is domiciled in Pakistan and is principally engaged in the business of milk production from cows.

The geographical location and address of the Company's offices/ other premises are as under:

##### Business unit

Head office

Dairy farm

##### Geographical Location

45-Aurangzeb Block, New Garden Town, Lahore.

Noorpur, district Khushab

- 1.1** The Company is a subsidiary of Ghani Halal Feeds (Private) Limited, which holds 92.31% shareholding in the Company. Ghani Halal Feeds (Private) Limited is a private Company incorporated in Pakistan and is principally engaged in the service sector, generating income primarily through rental of property and profit on bank deposits.

#### Note 2

#### Basis of Preparation

##### 2.1 Statement of compliance

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

- International Financial Reporting Standard (IFRS) 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 provisions of and directives issued under the Companies Act, 2017 differ from the IFRS, the provisions of and directives issued under the Companies Act, 2017 have been followed.

##### 2.2 Basis of measurement

These financial statements have been prepared under the historical cost convention unless otherwise stated in respective notes.

##### 2.3 Functional and presentation currency

These financial statements are prepared and presented in Pak Rupees (Rs.) which is the Company's functional and presentation currency. All the figures are rounded off to the nearest rupee, unless otherwise stated.

##### 2.4 Key judgements and estimates

The preparation of financial statements in conformity with the accounting and reporting standards as applicable in Pakistan requires the use of certain critical accounting estimates. In addition, it requires management to exercise judgment in the process of applying the Company's accounting policies. The areas involving a high degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements, are documented in the following accounting policies and notes, and relate primarily to:

- Useful lives, residual values and depreciation method of operating fixed assets – Note 3.1 & 5
- Current income tax expense, provision for current tax and recognition of deferred tax– Note 3.7, 18, 21, 29 & 30

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**GHANI DAIRIES (PRIVATE) LIMITED**

Notes to and forming part of the Financial Statements

Page 7 of 31

*Note 2, Basis of Preparation- Continued...*

- Biological assets 3.6, 6 & 11
- Estimation of contingent liabilities - Note 4.2 & 22
- Useful life and amortization of intangible asset - Note 4.1 & 7
- Provision for expected credited losses, liquidity damages - Note 3.5 and 12
- Impairment loss of Non financial assets other than stock in trade - Note 3.15

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

**2.5 Changes in accounting standards, interpretations and pronouncements****2.5.1 Standards, interpretations and amendments to approved accounting standards which became effective during the year**

The following standards, amendments, and interpretations are effective for the year ended June 30, 2025. These standards, amendments and interpretations are either irrelevant to the Company's operations or are not expected to significantly impact the Company's financial statements other than certain additional disclosures.

Standards, interpretations and amendments		Effective Date - Annual periods beginning on or after
IAS 1	Presentation of Financial Statements (Amendments)	January 1, 2024
IAS 7	Amendments to IAS 7 "Statement of Cash Flows"	January 1, 2024
IFRS 7	Amendments to IFRS 7 "Financial Instruments Disclosures" - Supplier Finance Arrangements	January 1, 2024
IFRS 16	Amendments to IFRS 16 "Leases" - Clarification on how seller-lessee subsequently measures sale and lease back transaction	January 1, 2024

**2.5.2 Standards, interpretation and amendments to approved accounting standards that are not yet effective**

The following standards, amendments and interpretations are only effective for accounting periods, beginning on or after the date mentioned against each of them. These standards, interpretations and the amendments are either not relevant to the Company's operations or are not expected to have significant impact on the Company's financial statements other than certain additional disclosures.

Standards, interpretations and amendments		Effective Date - Annual periods beginning on or after
IAS 21	Amendments to lack of exchangeability	January 1, 2025
IFRS 7 & 9	Amendments to Classification and Measurement of Financial Instruments - Amendments to IFRS 7 and IFRS 9	January 1, 2026
IFRS 7 & 9	Contracts referencing Nature-dependent Electricity	January 1, 2026
IFRS 1, 7, 9, 10 and IAS 7	Annual Improvements to IFRS Accounting Standards	January 1, 2026

Other than the aforementioned standards, interpretations, and amendments, IASB has also issued the following standards, which have not been notified locally, in relation to the Company, by the Securities and Exchange Commission of Pakistan (SECP) as at June 30, 2025:

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**GHANI DAIRIES (PRIVATE) LIMITED**  
Notes to and forming part of the Financial Statements

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*Note 2, Basis of Preparation- Continued...*

- IFRS 01 - First Time Adoption of IFRS
- IFRS 10 - Presentation and Disclosure in Financial Statements
- IFRS 19 - IFRS 19 "Subsidiaries Without Public Accountability - Disclosures"
- IFRS S1 - General Requirements for Disclosure of Sustainability-related Financial Information
- IFRS S2 - Climate-Related Disclosures

The management believes that adoption of the new standards, amendments and interpretations, which are in issue but not yet effective, is not likely to have any material impact, on the recognition, measurement, presentation and disclosure of items in the financial statements for current and future periods and foreseeable future transactions.

**Note 3**

**Material Accounting Policies Information**

Material accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented.

**3.1 Property, Plant and Equipment**

*Initial recognition*

All items of operating fixed assets are initially recorded at cost.

*Subsequent measurement*

These are stated at cost less accumulated depreciation and any identified impairment loss except freehold land and capital work-in-progress which are stated at cost less any identified impairment loss. Cost of property, plant and equipment consists of historical cost and other directly attributable costs of bringing the assets to working condition.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefit associated with the item will flow to the company and cost of the item can be measured reliably. All other repair and maintenance costs are charged to statement of profit or loss during the period in which they are incurred.

*Depreciation*

Depreciation on property, plant and equipment is charged to the statement of profit or loss applying the reducing balance method so as to write off the cost / depreciable amount of the assets over their estimated useful lives. The Company charges the depreciation on additions from the day when the asset is available for use till the day asset is disposed off. The residual values and useful lives are reviewed by the management, at each financial year-end and adjusted if impact on depreciation is significant.

*Disposal*

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and carrying value of the asset) is included in the statement of profit or loss in the year the asset is derecognized.

*Judgment and estimates*

Useful lives, residual values and depreciation method are reviewed on a regular basis. The effect of any change in estimate is accounted for on a prospective basis.

**3.2 Capital Work in Progress**

Capital work in progress is stated at cost less any identified impairment loss. All expenditure connected with specific assets incurred are charged to capital work in progress. These are transferred to property, plant and equipment as and when these are available for use.

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*Note 3, Material Accounting Policies Information - Continued...*

**3.3 Inventories**

Inventories are stated at lower of cost and net realizable value. Cost is determined as follows:

***Stores and spares***

Useable stores and spare parts are valued principally at weighted average cost, while items considered obsolete are carried at nil value. Items in transit are valued at cost comprising invoice value plus other charges paid thereon.

***Stock-in-trade***

Cost of raw milk is the fair value less cost to sell at the time of milking of agriculture produce in accordance with the provisions of IAS 41. Cost of feed for cows comprises of invoice values plus other charges paid thereon. Cost of feed is based on weighted average cost.

The Company estimates the net realizable value of stock-in-trade to assess any diminution in the respective carrying values. Net realizable value is determined with reference to estimated selling price less estimated expenditure to make sale.

**3.4 Method of preparation of statement of cash flow**

The statement of cash flow is prepared using indirect method.

**3.5 Trade and other receivables**

***Measurement***

Trade and other receivables are recognised at transaction price less any allowance for impairment.

***Impairment***

A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Trade debts are carried at original invoice amount less provision for doubtful debt. The expected credit loss is determined using a simplified approach and is calculated on a lifetime basis. Bad debts are written off when identified. The amount of the provision is recognised in the statement of profit or loss. Bad debts are written-off in the statement of profit or loss on identification.

***Judgments and estimates***

The provision for doubtful debts of the Company is based on the ageing analysis and the management's continuous evaluation of the recoverability of the outstanding receivables. In assessing the ultimate realization of these receivables, the management considers, among other factors, the creditworthiness and the past collection history of each customer.

**3.6 Biological**

Dairy livestock are measured on initial recognition and at end of each reporting period at their fair value less costs to sell. Fair value of dairy livestock is determined by independent valuers on the basis of best available estimates for livestock dairy of similar attributes. Costs to sell are the incremental costs directly attributable to the disposal of an asset mainly comprises of transportation costs.

Gains or losses arising from changes in fair value less costs to sell of dairy livestock are recognized in the statement of profit or loss.

Dairy livestock are categorized as mature or immature. Mature dairy livestock are those that have attained harvestable specifications. Immature dairy livestock have not yet reached that stage.

**3.7 Taxation**

Income tax comprises current and deferred tax. Income tax is recognized in the statement of profit or loss except to the extent that relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income.

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*Note 3, Material Accounting Policies Information - Continued...*

**Current**

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting date.

The charge for current tax is higher of corporate tax (higher of tax based on taxable income and minimum tax) and alternative corporate tax. Super tax applicable on company is also calculated as per applicable tax rates as per Income Tax Ordinance, 2001.

Corporate tax is based on taxable income for the year determined in accordance with the prevailing laws of taxation. The charge for current tax is calculated using prevailing tax rates or tax rates expected to apply to the profit for the year if enacted after taking into account tax credits, rebates and exemptions, if any. The charge for current tax also includes adjustments, where considered necessary, to provision for tax made in previous years arising from assessments framed during the year for such years. However, in case of loss for the year, income tax expense is recognized as minimum tax liability on turnover of the Company in accordance with the provisions of the Income Tax Ordinance, 2001.

Alternative corporate tax is calculated at 17% of accounting profit, after taking into account the required adjustments. The Company offsets current tax assets and current tax liabilities if, and only if, it has a legally enforceable right to set off the recognized amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognized as an asset.

When minimum tax is higher than tax calculated on taxable profits, excess amount is recognized as levy under IFRIC 21. Further, the Company also charges tax expense under levy when tax is calculated under final tax regime.

**Deferred**

Deferred tax is accounted for using the balance sheet liability method in respect of all temporary timing differences arising from the difference between the carrying amount of the assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are recognized for all major taxable temporary differences.

Deferred tax assets are recognized for deductible temporary differences and unused tax losses and credits only if it is probable that future taxable amounts will be available to utilize those temporary differences and unused tax losses and credits.

The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent of probable future taxable profit available that will allow deferred tax asset to be recovered.

Deferred tax is calculated at rates that are expected to apply to the period when the differences reverse based on the tax rates and tax laws that have been enacted or have been notified for subsequent enactment by the reporting date.

**Judgment and estimates**

Significant judgment is required in determining the income tax expenses and corresponding provision for tax. There are many transactions and calculations for which the ultimate tax determination is uncertain as these matters are being contested at various legal forums. The Company recognizes liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax assets and liabilities in the period in which such determination is made.

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**GHANI DAIRIES (PRIVATE) LIMITED**  
Notes to and forming part of the Financial Statements

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*Note 3, Material Accounting Policies Information - Continued...*

Further, the carrying amount of deferred tax assets is reviewed at each reporting date and is adjusted to reflect the current assessment of future taxable profits. If required, carrying amount of deferred tax asset is reduced to the extent that it is no longer probable that sufficient taxable profits to allow the benefit of part or all of that recognized deferred tax asset to be utilized. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

**Off-setting**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity is a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

**3.8 Provisions**

**Recognition and measurement**

Provisions for legal claims, service warranties and make good obligations are recognized when the entity has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

**Judgement and estimates**

As the actual outflows can differ from estimates made for provisions due to changes in laws, regulations, public expectations, technology, prices and conditions, and can take place many years in the future, the carrying amounts of provisions are reviewed at each reporting date and adjusted to take account of such changes. Any adjustments to the amount of previously recognized provision is recognized in the statement of profit or loss unless the provision was originally recognized as part of cost of an asset.

**3.9 Revenue recognition**

The Company follows IFRS 15 for the recognition of revenue from all its revenue streams. The Company determines revenue recognition using the following step wise approach:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, a performance obligation is satisfied

When recognizing revenue in relation to sale of goods to customers, the key performance obligation of the Company is considered to be the point of delivery of the goods to the customer, as this is deemed to be the time that the customer obtains control of the promised goods and therefore the benefits of unimpeded access. Revenue from the sale of agriculture produce is measured at fair value of the consideration received or receivable at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

**3.10 Related party transactions**

Transactions with related parties are based on the transfer pricing policy that all transactions between the Company and the related party are at arm's length prices determined as per the Company policy except in circumstances where it is not in the interest of the Company to do so.

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*Note 3, Material Accounting Policies Information - Continued...*

**3.11 Contingent assets**

Contingent assets are disclosed when the Company has a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognized until their realization becomes certain.

**3.12 Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**3.13 Financial assets**

All financial assets are recognized at the time when the Company becomes a party to the contractual provisions of the instrument. Regular purchase and sales of financial instruments are recognised and derecognised, as applicable using trade-date accounting or settlement date accounting.

**Classification**

Financial assets are classified in either of the three categories: at amortized cost, at fair value through other comprehensive income and at fair value through profit or loss. The management determines the classification of its financial assets at the time of initial recognition.

**Initial recognition and measurement**

Except for trade receivables, financial assets are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognized at fair value and transaction costs are expensed in the profit and loss account. Trade receivables are initially measured at the transaction price if these do not contain a significant financing component in accordance with IFRS 15.

**Subsequent measurement**

Financial assets carried at amortized cost are subsequently measured using the effective interest method. The amortized cost is reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognized in the statement of profit or loss account. The company's financial statements includes trade receivable, long term loans and recoverable from employees at amortised cost.

Financial assets measured at fair value through profit or loss are subsequently measured at fair value prevailing at the reporting date. The difference in fair value and dividend arising on equity is charged to the profit or loss account.

Financial assets at fair value through other comprehensive income are marked to market using the closing market rates and are carried in the statement of financial position at fair value. Net gains and losses arising on changes in fair values of these financial assets are recognized in other comprehensive income. Interest calculated using the effective interest rate method is credited to the statement of profit or loss account. Dividends on equity instruments are credited to the statement of profit or loss account when the Company's right to receive payments is established.

**Derecognition**

Financial assets are derecognized when:

- The contractual rights to receive cash flows from the assets have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
  - a) the Company has transferred substantially all the risks and rewards of the asset; or
  - b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The difference between the carrying amount and the consideration received is recognized in profit or loss account.

If the Company transfers a financial asset in a transfer that qualifies for derecognition in its entirety and retains the right to service the financial asset for a fee, it recognizes either a servicing asset or a servicing liability for that servicing contract.

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*Note 3, Material Accounting Policies Information - Continued...*

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Company also recognizes an associated liability which cannot be offset with the related asset. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

If the Company's continuing involvement is in only a part of a financial asset, the Company allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognizes on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognized and the consideration received for the part no longer recognized is recognized in statement of profit or loss.

***Impairment of financial assets***

The Company recognizes an allowance for expected credit losses (ECLs) for all financial assets which are measured at amortised cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date.

**3.14 Financial liabilities**

***Initial recognition and measurement***

Financial liabilities are initially classified at amortized cost. Such liabilities are recognized at the time when the Company becomes a party to the contractual provisions of the instrument and include trade and other payables, loans or borrowings and accrued mark up etc.

The Company does not reclassify any of its financial liabilities.

Financial liabilities are initially recognized at fair value minus transaction costs for all financial liabilities not carried at fair value through profit or loss. Financial liabilities carried at fair value through profit or loss are initially recognized at fair value and transaction costs are credited in the statement of profit or loss.

***Subsequent measurement***

The Company measures its financial liabilities subsequently at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit or loss account. Difference between carrying amount and consideration paid is recognized in the statement of profit or loss account when the liabilities are derecognized.

**3.15 Off-setting of financial assets and financial liabilities**

A financial asset and a financial liability is offset and the net amount is reported in the statement of financial position if the Company has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

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*Note 3, Material Accounting Policies Information - Continued...*

**3.16 Impairment of non-financial assets other than inventories**

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

An impairment loss is reversed only to the extent that the asset carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. The Company recognises the reversal immediately in the statement of profit or loss.

An impairment loss is reversed only to the extent that the asset carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. The Company recognises the reversal immediately in the statement of profit or loss.

**3.17 Staff Retirement Benefits**

The Company operates a defined contributory provident fund for its full-time permanent employees. Contributions are made equally by the Company and the employee at 8.33% of basic salary in the Provident Fund on monthly basis. Company's contribution is recognized as a cost in profit or loss. To be eligible for the provident fund, the employee should have salary above forty five thousand rupees and must complete a probation period of three months.

The Company is in the process of registering a separate provident fund. Meanwhile all the funds are held within the Company.

**3.18 Cash and cash equivalents**

Cash and cash equivalents are carried in the statement of financial position at book value which approximates their fair value. For the purposes of the cash flow statement, cash equivalents comprise cash in hand, cash at banks and other short term highly liquid instruments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in values.

**3.19 Trade and other payables**

Trade payables are obligations under normal short-term credit terms. These are measured at the undiscounted amount of cash to be paid.

*Note 4*

**Summary of Other Accounting Policies**

The other accounting policies set out below have been applied consistently to all periods presented in these financial statements.

**4.1 Intangible asset**

**Acquired**

An intangible asset is recognized as an asset if it is probable that future economic benefits attributable to the asset will flow to the Company and the cost of such asset can be measured reliably. Cost of intangible assets includes purchase cost and directly attributable expenses incidental to bring the software to its intended use.

Costs that are directly associated with identifiable software and have probable economic benefits beyond one year, are recognized as an intangible asset. However, costs associated with the maintenance of software are recognized as an expense.

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*Note 3, Material Accounting Policies Information - Continued...*

**Measurement and amortisation**

All intangible assets are measured initially at cost and subsequently stated at cost less accumulated amortization and identified impairment losses, if any. Amortization is charged to profit or loss using the straight line method so as to write off the cost of an asset over its estimated useful life. The amortization period and the amortization method for intangible assets are reviewed, at each reporting date, and adjusted if impact on the amortization is significant.

**Judgment and estimates**

The useful lives, residual values and amortization method are reviewed on a regular basis. The effect of any change in estimate is accounted for on a prospective basis.

**4.2 Contingent liabilities**

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

**4.3 Dividend distribution**

Dividend distribution to the Company's shareholders is recognized as a liability in the Company's financial statements in the period in which the dividends are declared and other appropriations are recognized in the period in which these are approved by the Board of Directors.

**4.4 Foreign currency transactions and translations**

Transactions in foreign currencies are translated into Pak Rupees by applying the foreign exchange rate ruling on the date of transaction. Monetary assets and liabilities denominated in foreign currencies as at the reporting date are retranslated into Pak Rupees at the exchange rate prevailing at that date. Differences between translated amounts and recorded amounts are recognized in the statement of profit or loss account.

**4.5 Borrowing cost**

Interest, mark-up and other charges on long-term finances are capitalized up to the date of commissioning of respective qualifying assets acquired out of the proceeds of such long-term finances. All other interest, mark-up and other charges are recognized in statement of profit or loss.

**4.6 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability at the measurement date in an orderly transaction between market participants in the principal, or in its absence, the most advantageous market to which the Company has access at that date. There are three levels which are as under:

**Level 1**

The Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

**Level 2**

When there is no quoted price in an active market, the Company determines transaction price by applying valuation techniques. The chosen valuation technique incorporates all the factors that market participants would take into account in pricing a transaction. The best evidence of the fair value of a financial instrument at initial recognition is normally the transaction price i.e. the fair value of the consideration given or received.

**Level 3**

If the Company determines that the fair value at initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, the instrument is initially measured at fair value, adjusted to defer the difference between the fair value at initial recognition and the transaction price. Subsequently, that difference is credited or charged to profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is supported wholly by observable market data or the transaction is closed out.

The Company's policy is to recognize transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

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*Notes to and forming part of the Financial Statements*

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**Note 5**

**Property, Plant and Equipment**

		2023	2024
	Note	Rs.	Rs.
Operating fixed assets	5.1	711,325,370	613,804,827
Capital work in progress	5.3	81,418,240	185,414,642
Advance against plant and machinery	5.5	28,456,800	-
		<u>821,190,410</u>	<u>799,219,469</u>

**5.1 Operating fixed assets**

**Year Ended June 30, 2023**

Particulars	Cost		Rate	Depreciation		As at June 30, 2023	Net Book Value as at June 30, 2023
	As at July 01, 2024	Additions / Transfers		As at July 01, 2024	For the year		
	Rs.	Rs.	%	Rs.	Rs.	Rs.	Rs.
Freehold land	15,399,184	-	-	-	-	-	15,399,184
Building and sheds	356,571,750	157,574,242	5	31,893,342	18,875,622	50,568,954	406,002,924
Plant and machinery	175,526,680	36,513,709	15	34,815,762	23,861,330	58,677,092	178,689,597
Furniture and fixtures	1,281,610	-	15	376,788	138,670	515,458	771,152
Vehicles	108,674,672	-	15	9,548,190	14,866,972	24,415,162	84,259,510
Office and electrical equipment	44,368,833	4,485,187	15	11,553,027	5,178,244	17,121,971	31,286,862
Computers	475,590	-	30	117,351	90,717	207,948	267,642
Balance as at June 30, 2023	<u>701,293,617</u>	<u>198,567,738</u>		<u>60,495,619</u>	<u>40,248,965</u>	<u>148,744,584</u>	<u>711,325,370</u>

**Year Ended June 30, 2024**

Particulars	Cost		Rate	Depreciation		As at June 30, 2024	Net Book Value as at June 30, 2024
	As at July 01, 2023	Additions / Transfers		As at July 01, 2023	For the year		
	Rs.	Rs.	%	Rs.	Rs.	Rs.	Rs.
Freehold land	4,025,184	11,374,000	-	-	-	-	15,399,184
Building and sheds	337,466,952	38,554,823	5	14,923,894	18,789,448	33,693,342	374,324,418
Plant and machinery	153,773,342	61,751,738	15	17,367,353	17,452,309	34,819,702	149,706,910
Furniture and fixtures	5,136,420	127,508	15	238,632	146,136	376,788	497,132
Vehicles	38,349,296	36,534,576	15	3,415,157	6,110,653	9,548,190	38,801,106
Office and electrical equipment	41,258,147	3,704,888	15	4,562,021	5,375,796	10,003,727	33,954,300
Computers	158,689	267,581	30	66,382	30,649	107,251	267,642
Balance as at June 30, 2024	<u>534,184,151</u>	<u>148,135,686</u>		<u>42,565,419</u>	<u>45,325,181</u>	<u>88,480,600</u>	<u>613,804,827</u>

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Note 5. Property, Plant and Equipment - Continued.

5.5.3 Particulars of immovable property (i.e. land and building) in the name of Company are as follows:

Location / Address	Usage of immovable property	Covered Area (Sq. Ft.)
Rash Bahadur, Tehsil Roopur Thal, District Khushab	Dairy farm operations	2,374,000

5.2 Depreciation charge for the year has been allocated as under:

		2023	2024
	Note	Rs.	Rs.
Cost of revenue	34	41,983,208	39,993,343
Administrative expenses	25	33,985,739	6,703,638
		<u>61,968,947</u>	<u>46,696,981</u>

5.3 Capital work in progress

	Building		Plant and Machinery		Total	
	2023	2024	2023	2024	2023	2024
Opening balance	41,274,184	-	44,140,478	-	85,414,662	-
Additions during the year	96,396,078	79,828,967	51,783,177	62,547,205	199,605,268	142,375,382
	<u>137,670,262</u>	<u>79,828,967</u>	<u>95,923,655</u>	<u>62,547,205</u>	<u>233,593,917</u>	<u>142,375,382</u>
Transferred to operating fixed assets	(137,670,262)	(18,314,883)	(106,513,356)	(18,886,637)	(172,983,941)	(142,375,382)
Closing balance	-	61,514,084	89,410,300	43,660,568	150,924,384	89,414,642

5.4 Capital work in progress includes solar panel and TMS nucleus.

5.5 This represents the advance given to Valley Irrigation Pakistan for purchase of center pivot irrigation system.

5.6 A vehicle with carrying value amounting to Rs. 4,344,531 (2024: Rs. 5,110,670) acquired with the funds of the Company, is registered in the name of Ghani Hill Feed Mills (Private) Limited (Pawit).

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**GHANI DAIRIES (PRIVATE) LIMITED**  
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Note 6  
**Biological Assets**

	Note	2025 Rupees	2024 Rupees
<b>Dairy Livestock</b>			
Mature		603,450,000	396,622,526
Immature		181,169,083	10,118,902
		<u>784,619,083</u>	<u>406,741,428</u>

**6.1** As at June 30, 2025, the company held 1,341 mature cows (2024: 1,095 mature cows) which were able to produce milk and 1,071 immature cows (2024: 890 immature cows) which are being raised to produce milk in the future. During the year, the Company produced 12.269 million gross liters of milk from the mature cows (2024: 10.47 million gross liters).

**6.2** Reconciliation of carrying amount of dairy livestock

Opening balance		406,741,428	402,022,687
Purchases during the year		33,796,055	5,944,203
Fair value gain on young heifers	6.2.1	370,975,077	58,172,181
Loss due to death of dairy livestock		(14,751,477)	(47,206,871)
Disposed off during the year		(12,142,000)	(12,190,772)
Closing balance		<u>784,619,083</u>	<u>406,741,428</u>

**6.2.1** The valuation of dairy livestock as at June 30, 2025, has been carried out by independent valuers. In this regard, the valuers examined the physical condition of the livestock, assessed the key assumptions and estimates and relied on the representations made by the Company as at June 30, 2025.

Note 7  
**Intangible Assets**

	2025 Rupees	2024 Rupees
<b>Software</b>	<u>1,017,471</u>	<u>1,387,460</u>
<b>7.1 Software</b>		
Opening balance	1,387,460	1,757,449
Additions during the year	-	-
	<u>1,387,460</u>	<u>1,757,449</u>
Amortization for the year	(369,989)	(369,989)
Net carrying value as at June 30	<u>1,017,471</u>	<u>1,387,460</u>
<b>7.2 Gross carrying value</b>		
Cost	1,849,946	1,849,946
Accumulated amortization	(832,475)	(462,486)
Net book value	<u>1,017,471</u>	<u>1,387,460</u>
<b>7.3 Accumulated amortization</b>		
Opening balance	462,486	92,497
Charge for the year	369,989	369,989
Closing balance	<u>832,475</u>	<u>462,486</u>
Amortization rate per annum (%)	<u>20%</u>	<u>20%</u>

**7.4** The Company has implemented ODOO, which has a finite useful life of 5 years. Amortization charge for the year has been allocated to administrative expenses.

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**GHANI DAIRIES (PRIVATE) LIMITED**  
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**Note 8**  
**Long Term Deposits**

	Note	2025 Rupees	2024 Rupees
Security Deposit	8.1	3,493,729	3,493,729

**8.1** This represents security deposit with FESCO for the electricity transformer installed at dairy farm.

**Note 9**  
**Stock in Trade**

	2025 Rupees	2024 Rupees
Feed	242,320,513	180,282,705

**Note 10**  
**Stores and Spares**

	2025 Rupees	2024 Rupees
Stores and spares	10,275,721	4,756,093
Medicine and vaccination	33,439,841	4,368,074
Oil and lubricants	1,849,477	4,044,567
	<u>45,565,039</u>	<u>13,168,734</u>

**Note 11**  
**Biological assets**

	Note	2025 Rupees	2024 Rupees
Male calves	11.1	522,476	-

**11.1** As at reporting date June 30, 2025 there were 3 (2024: Nil) immature male calves held by the Company.

**Note 12**  
**Trade Debts**

	Note	2025 Rupees	2024 Rupees
Local trade debts (unsecured - considered good)	12.1	36,723,210	25,791,838

**12.1** These customers have no recent history of default. For ageing analysis of trade debts refer Note 34.1.

**Note 13**  
**Advances, Deposits, Prepayments and Other receivables**

	2025 Rupees	2024 Rupees
Advances (unsecured) to:		
- Suppliers	48,311,303	12,175,846
- Employees	500,000	-
Advance income tax	17,107,899	26,354,557
Sales tax receivable	138,574,212	181,304,656
Prepaid insurance	429,330	330,262
Profit receivable on deposit account	675,142	1,406,616
Advance against LC	2,267,931	-
Margins held by bank	-	2,016,073
	<u>207,865,817</u>	<u>223,588,010</u>

**Note 14**  
**Cash and Bank Balances**

	Note	2025 Rupees	2024 Rupees
Cash in hand		372,410	2,151,811
Cash at banks:			
- Current accounts		3,522	3,522
- Savings accounts	14.1	176,563,224	12,972,330
		<u>176,939,206</u>	<u>15,127,663</u>

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**GHANI DAIRIES (PRIVATE) LIMITED**  
Notes to and forming part of the Financial Statements

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Note 14, Cash and bank balances - Continued..

- 14.1** The savings accounts yield interest at floating rates based on daily bank deposit rates ranging from 8% to 15% (2024: 16% to 21%) per annum.
- 14.2** The above figures of cash and bank balances reconcile to the amount of cash and cash equivalents shown in the statement of cash flows.

**Note 15**  
**Issued, Subscribed and Paid up Capital**

	2025	2024		2025	2024
	—Number of shares—			Rupees	Rupees
	32,500,000	32,500,000	Ordinary shares of Rs. 10 each fully paid in cash	325,000,000	325,000,000
<b>15.1</b>	M/s. Ghani Halal Food Mill (Private) Limited is the parent company holding 92.31% (2024: 92.31%) of the issued share capital of the Company.				
<b>15.2</b>	Reconciliation of number of shares outstanding:			2025	2024
				—Number of shares—	
<b>Ordinary shares</b>					
Number of shares outstanding at the beginning of the year				32,500,000	12,500,000
Shares issued during the year				-	20,000,000
Number of shares outstanding at the end of the year				32,500,000	32,500,000

- 15.3** All ordinary shares rank equally with respect 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. The voting and other rights are in proportion to the shareholding.

**Note 16**  
**Loan from Sponsors**

		2025	2024
	Note	Rupees	Rupees
Opening balance		634,322,580	292,100,000
Add: Loan received during the year	16.1	10,000,000	994,539,332
		644,322,580	1,286,639,332
Less: Loan repaid during the year		(69,982,984)	(652,316,752)
Closing balance		574,340,496	634,322,580

- 16.1** This represents interest free, unsecured loan obtained from sponsors of the Company to meet its liquidity / working capital requirements. In line with Technical Release - 32 (TR 32 - Accounting Directors' Loan) issued by the Institute of Chartered Accountants of Pakistan (ICAP), these loans are shown as part of the equity as these loans are repayable at the discretion of the Company.

**Note 17**  
**Long term financing**

		2025	2024
	Note	Rupees	Rupees
<b>Banking companies - secured</b>			
Habib Metropolitan Bank	17.1	11,129,668	13,917,140
Habib Bank Limited	17.2	34,615,384	42,307,692
Bank Islami Pakistan Limited	17.3	65,870,214	79,664,012
Meezan Bank Limited	17.4	5,966,730	9,376,290
Faysal Bank Limited	17.5 & 17.6	732,544,000	-
		350,125,996	145,265,134
Less: Current portion of long term financing		(86,956,038)	(27,683,132)
		263,169,958	117,582,002

- 17.1** This represents a term finance facility from Habib Metropolitan Bank Limited under the SBP Refinancing Scheme for Renewable Energy (Category II) amounting to Rs. 12.51 million, out of which an amount of Rs. 11.13 million was availed. The facility was obtained for the procurement and installation of a solar power project. It carries markup at 2% SBP rate + 1% per annum (2024: 2% SBP rate plus 1% spread). This loan is secured by an exclusive charge of assets/solar project and personal guarantees of directors.

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**GHANI DAIRIES (PRIVATE) LIMITED**  
Notes to and forming part of the Financial Statements

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*Note 17, Long term financing - Continued...*

- 17.2** This represents an Islamic finance facility from Habib Bank Limited under the SBP Scheme for Storage of Agricultural Products (ISFASAP) amounting to Rs. 48,077 million, out of which Rs. 34,52 million was availed. The facility was obtained to finance the CAPEX requirements for the construction of a storage facility for goods pertaining to dairy farming. It carries markup at SBP rate + 1% per annum (2024: 2% SBP rate plus 1% spread). The loan is secured by a first pari passu charge on fixed assets, agricultural land and building and personal guarantees of directors and a corporate guarantee of M/s. Ghani Halal Food Mills (Private) Limited.
- 17.3** This includes two facilities obtained from Bank Islami Pakistan Limited under SBP Islamic financing facility:  
-Islamic Temporary Economic Refinance Facility (ITERF) amounting to Rs. 25.57 million, out of which Rs. 24.20 million was availed. The facility was obtained to finance the procurement/import of a milking parlour and carries markup at 1% SBP rate + 2% per annum (2024: 1% SBP rate plus 2% spread). The loan is secured by first pari passu charges over fixed assets, including land, building, plant, and machinery along with personal guarantees of all directors of the Company.  
- Islamic finance for Storage of Agricultural Products (ISFASAP) facility amounting to Rs. 50 million, out of which Rs. 41.67 million was availed. The facility was obtained for the construction of storage pits and silos with related accessories and carries markup at 3.5% SBP rate plus 2.5% spread (2024: 3.5% SBP rate plus 2.5% spread). The loan is secured by a ranking charge over fixed assets amounting to Rs. 100 million, personal guarantees of all directors, and a corporate guarantee of M/s. Ghani Mines (Private) Limited.
- 17.4** This represents an Islamic Small and Agricultural Finance (ISAAF) facility obtained from Meezan Bank, amounting to Rs. 10 million, of which Rs. 5.97 million was availed. The facility was secured to finance the procurement/import of a milking parlour and carries markup at 3% SBP rate plus 6% per annum (2024: 3% SBP rate plus 6% spread). The loan is secured by a specific charge of along with personal guarantees of all directors.
- 17.5** This represents an Faysal Bank diminishing musharakah facility obtained from Faysal Bank, amounting to Rs. 36.10 million, of which Rs. 33 million was availed. The facility was secured to central pivot irrigation system and carries markup at KIBOR plus 1.5% per annum with floor 2% and cap 30% (2024: Nil). The loan is secured by a specific charge newly purchased complete central pivot irrigation system along with personal guarantees of all directors.
- 17.6** This represents an Faysal Bank diminishing musharakah facility obtained from Faysal Bank, amounting to Rs. 250 million, of which Rs. 200 million was availed. The facility was secured to cater requirements of customer in meeting its working capital requirements for dairy farm against sale and lease back arrangement of his agri property and carries markup at KIBOR plus 1.5% per annum (2024: Nil). The loan is secured by a specific charge on 1st pari passu charge with 25% margin over FA & CA of the company i.e measuring 436 kanal 11 Marla bearing khewat No. 17 Khatooni No 93 to 103 Khalsa No Salam Khata 157 Qirat situated in Revenue Estate of Rakh Rahdri, tehsil Noor Pur, District Khushab owned by Ghani Dairies (Private) Limited along with personal guarantee of directors.
- 17.7 Letters of credit and guarantee**

The main facilities for opening letters of credit and guarantees aggregate to Rs. 201.773 million (2024: Rs. 90 million). The amount utilized as at June 30, 2025, for letters of credit was 39.40 million (2024: Nil) and for letters of guarantee was Nil (2024: Nil). The amounts unavailed as at the reporting date amount to Rs. 162.20 million (2024: Rs. 90 million). The aggregate facilities for opening letters of credit and letters of guarantee are secured by lien over import documents, 100% cash backed in shape of lien over deposit in the Company's accounts / directors' account and personal guarantee of all directors of the Company.

**Note 18**

**Deferred Tax Liability**

	2025	2024
	Rupees	Rupees
<b>Taxable temporary differences</b>		
Deferred tax liability - net	30,282,810	42,187,978
<b>18.1 Deferred tax liability / (asset) - net</b>		
<b>Taxable temporary difference</b>		
Accelerated tax depreciation	47,083,792	41,008,355
Accelerated tax amortisation	83,248	80,473
Workers' (profit) participation fund	(10,845,975)	1,920,561
Workers' welfare fund	(4,093,183)	1,484,376
Others	(1,945,072)	916,257
<b>Deductible temporary difference</b>		
Carry forward of alternative corporate tax - 2023	-	(264,337)
Carry forward of alternative corporate tax - 2024	-	(2,957,702)
	30,282,810	42,187,978

*etc*



**GHANI DAIRIES (PRIVATE) LIMITED**  
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Note 18, Deferred tax liability - Continued.

**18.2** Deferred tax liabilities / (assets) on temporary differences are measured at effective rate of 30% (2024: 29%).

**18.3** Reconciliation of deferred tax liability:

	2025	2024
	Rupees	Rupees
Opening balance	42,187,978	13,543,119
Tax recognised in statement of profit or loss	(11,905,168)	28,644,859
Closing balance	30,282,810	42,187,978

Statement of Financial Position		Recognized in profit or loss	
2025	2024	2025	2024
Rupees	Rupees	Rupees	Rupees
47,083,792	41,008,355	6,075,437	27,465,236
83,248	80,473	2,775	80,473
(10,845,975)	1,920,561	(12,766,536)	1,920,561
(4,093,183)	1,484,376	(5,577,559)	1,484,376
(1,945,072)	916,257	(2,861,329)	916,257
-	(264,337)	264,337	(264,337)
-	(2,957,707)	2,957,707	(2,957,707)
30,282,810	42,187,978	(11,905,168)	28,644,859

**18.4 Analysis of change in deferred tax**

Accelerated tax depreciation	47,083,792	41,008,355	6,075,437	27,465,236
Accelerated tax amortisation	83,248	80,473	2,775	80,473
Workers' (profit) participation fund	(10,845,975)	1,920,561	(12,766,536)	1,920,561
Workers' welfare fund	(4,093,183)	1,484,376	(5,577,559)	1,484,376
Others	(1,945,072)	916,257	(2,861,329)	916,257
Carry forward of alternative corporate tax - 2023	-	(264,337)	264,337	(264,337)
Carry forward of alternative corporate tax - 2024	-	(2,557,707)	2,957,707	(2,957,707)
	30,282,810	42,187,978	(11,905,168)	28,644,859

**18.5** Deferred tax asset on deductible temporary differences arising due to Alternative Corporate Tax (ACT) available for carry forward under section 113C of the Income Tax Ordinance, 2001 has not been recognised as sufficient taxable profits would not be available for adjustment / utilisation in the foreseeable future.

Note 19

**Trade and Other Payables**

	Note	2025	2024
		Rupees	Rupees
Trade creditors - unsecured		165,656,686	136,850,659
Accrued liabilities - unsecured		16,227,470	18,331,041
Contract liabilities	19.1	48,333,324	45,813,338
Withholding tax payable		3,730,810	609,506
Provident fund payable		6,483,573	3,159,508
Auditors' remuneration payable		1,200,000	1,050,000
Workers' (profit) participation fund	19.2	36,153,250	6,622,623
Workers' welfare fund	19.3	13,643,942	5,118,537
Advance from related parties - unsecured	19.4	78,424,829	46,279,000
		369,853,894	253,854,212

**19.1** This comprises interest free advance secured from Nestle Pakistan Limited and IRC Dairy Product Limited (a customer), amounting to Rs. 8,333,324 and 40,000,000 (2024: 45,833,338) against supply of milk. This advance is transferred to revenue at a point in time when transfer and control of milk occurred.

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**GHANI DAIRIES (PRIVATE) LIMITED**  
Notes to and forming part of the Financial Statements

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Note 19, Trade and other payables - Continued...

**19.2 Movement in workers' (profit) participation fund during the year**

	2025	2024
	Rupees	Rupees
Opening balance	6,622,623	5,283,796
Add: expense recognized during the year	27,874,971	6,622,623
Add: Interest expense	1,655,656	-
	36,153,250	11,906,419
Less: payments during the year	-	(5,283,796)
Closing balance	36,153,250	6,622,623

**19.3 Movement in workers' welfare fund during the year**

	2025	2024
	Rupees	Rupees
Opening balance	5,118,537	2,601,940
Add: expense recognized during the year	8,525,405	2,516,597
	13,643,942	5,118,537
Less: payments during the year	-	-
Closing balance	13,643,942	5,118,537

**19.4 This amount relates to interest free advance from the following related parties:**

	2025	2024
	Rupees	Rupees
Ghani Halal Feed Mills (Private) Limited	47,324,000	46,279,000
Ghani Mines (Private) Limited	31,100,829	-
	78,424,829	46,279,000

Note 20  
**Security Deposit**

	Note	2025	2024
		Rupees	Rupees
Security deposit payable	20.1	12,480,000	12,480,000

**20.1** This includes security deposit from IRC Dairy Products (Private) Limited (a customer), under the terms of agreement.

Note 21  
**Provision for taxation and levy**

	Note	2025	2024
		Rupees	Rupees
Opening balance		20,963,251	11,373,692
Current year provision	21.1	87,198,684	20,963,251
Payments / adjustments against advance tax		(20,963,251)	(11,373,692)
		87,198,684	20,963,251

**21.1** The current tax expense for the year is charged under alternate corporate tax on accounting profit under section 113 at rate of 17% (2024: 17%).

Note 22  
**Contingencies and Commitments**

**Contingencies**

There are no known material contingencies as at the reporting date (2024: Nil).

**Commitments**

**22.1** Banking contracts and Letters of credit other than for capital expenditure amount to Rs. 35.176 million (2024: Rs. Nil).

**22.2** Letters of credit for capital expenditure amount to Rs. 33.09 million (2024: Rs. 105.414 million).

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**GHANI DAIRIES (PRIVATE) LIMITED**

Notes to and forming part of the Financial Statements

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**Note 23****Revenue from contract with customers**

	Note	2025 Rupees	2024 Rupees
<b>Local Sale</b>			
Raw milk	23.1	2,097,893,491	1,495,146,049
Less: Sales tax		(320,017,653)	-
		<u>1,777,875,838</u>	<u>1,495,146,049</u>
<b>23.1</b>	All the revenue is recognised at a point in time.		
<b>23.2</b>	Amount of revenue recognized from opening balance of contract liabilities:		
Opening balance of contract liabilities		45,833,338	92,976,706
Revenue recognized		45,833,338	92,976,706

**Note 24****Cost of Revenue**

	Note	2025 Rupees	2024 Rupees
Raw milk consumed	24.1	1,963,098,400	1,591,616,928
Feed consumed	24.2	1,127,199,069	1,036,383,940
Store and spares consumed		23,820,286	29,216,001
Medicine consumed		106,783,961	52,161,366
Salaries, wages and other benefits	24.3	86,185,130	74,828,488
Utilities		100,454,643	95,779,870
Repair and maintenance		3,702,497	3,322,485
Travelling and conveyance		2,352,558	4,042,234
Consultancy charges		6,154,000	2,292,855
Commission		960,556	266,433
Entertainment		4,047,894	5,708,506
Freight charges		19,510,932	18,626,121
Miscellaneous		264,854	75,770
Insurance		1,473,871	25,186,661
Depredation	5.2	45,953,206	39,593,363
		<u>3,491,961,857</u>	<u>2,979,101,621</u>
<b>24.1</b>	Raw milk consumed		
Inventory at the beginning of the year		-	-
Gain arising on initial recognition of milk at fair value less costs to sell at the time of milking		1,963,098,400	1,591,616,928
Inventory at the end of the year		-	-
		<u>1,963,098,400</u>	<u>1,591,616,928</u>
<b>24.2</b>	Feed consumed		
Inventory at the beginning of the year		180,282,705	201,947,269
Add: purchases during the year		1,189,236,877	1,014,719,376
Available for consumption		1,369,519,582	1,216,666,645
Less: inventory at the end of the year		(242,320,513)	(180,282,705)
Feed consumed		<u>1,127,199,069</u>	<u>1,036,383,940</u>
<b>24.3</b>	Salaries, wages and benefits include Rs. 1,141,395 (2024: Rs. 927,159) in respect of retirement benefits.		

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**GHANI DAIRIES (PRIVATE) LIMITED**  
Notes to and forming part of the Financial Statements

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**Note 25**

**Administrative Expenses**

		2025	2024
	Note	Rupees	Rupees
Salaries, wages and other benefits	25.1	18,561,168	18,803,900
Traveling and conveyance		156,266	239,008
Fees and subscription		2,748,146	422,800
Printing and stationery		166,070	61,800
Communication		1,242,190	1,218,900
Legal and professional charges		213,348	1,225,335
Auditors' remuneration		1,200,000	735,000
Entertainment		402,072	671,856
Utilities		2,066,805	838,711
Charity and donation	25.2	10,000,000	-
Amortization	7.3	369,989	369,989
Depreciation	5.2	15,095,759	6,331,828
		<u>52,261,813</u>	<u>21,463,542</u>

**25.1** Salaries, wages and benefits include Rs. 520,637 (2024: Rs. 652,295 ) in respect of retirement benefits.

**25.2** During the year, donation was paid to M/s Ghani Welfare Works, related party due to common directorship.

**Note 26**

**Other Operating Expenses**

	2025	2024
	Rupees	Rupees
Mortality expense	14,751,477	36,166,871
Workers' (profit) participation fund	27,874,971	6,622,623
Interest on Workers' (profit) participation fund	1,655,656	-
Workers' welfare fund	8,525,405	2,516,597
Loss on sale of calves/heifers	-	1,949,572
	<u>52,807,509</u>	<u>47,255,663</u>

**Note 27**

**Finance Cost**

	2025	2024
	Rupees	Rupees
Markup on long-term financing	6,003,659	4,212,118
Bank charges	210,000	173,082
	<u>6,213,659</u>	<u>4,385,200</u>

**Note 28**

**Other Income**

	2025	2024
	Rupees	Rupees
Profit on savings accounts	6,956,539	26,982,093
Subsidy from Nestle Pakistan	-	13,057,000
Fair value gain on male calves	507,476	-
Gain on sale of calves	3,274,896	-
	<u>10,738,911</u>	<u>40,039,093</u>

**Note 29**

**Levy**

	2025	2024
	Rupees	Rupees
Current year	<u>36,299,434</u>	<u>10,198,988</u>

**29.1** This represents portion of alternative corporate tax paid under section 113C of Income Tax Ordinance, 2001, representing levy in terms of requirements of IFRIC 21/IAS 37.

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**GHANI DAIRIES (PRIVATE) LIMITED**  
Notes to and forming part of the Financial Statements

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**Note 30**  
**Taxation**

	2025	2024
	Rupees	Rupees
Income tax - current year	49,105,942	10,764,263
Super tax	1,793,308	-
Deferred tax	(11,905,168)	28,644,859
	<u>38,994,082</u>	<u>39,409,122</u>

**30.1** Reconciliation of Levy and Income tax under IAS-12

Current tax liability as per applicable tax laws	85,405,376	20,963,251
Portion of current tax liability representing income tax as per IAS -12	(49,105,942)	(10,764,263)
Portion of current tax liability representing levy as per IFRIC 21 / IAS 37	<u>(36,299,434)</u>	<u>(10,198,988)</u>
Difference	-	-

**30.2** Income tax return has been filed to the income tax authorities up to and including tax year 2024 under the provisions of the Income Tax Ordinance, 2001.

**30.3** The current tax expense for the year is calculated using alternative corporate tax @ 17% (2024: 17%). Therefore no tax reconciliation has been given.

**Note 31**  
**Liabilities Arising from Financing Activities**

	As at June 30, 2024	Non-cash changes	Cash flows (net)	As at June 30, 2025
	Rupees	Rupees	Rupees	Rupees
Long term financing	145,265,134	-	204,860,862	350,125,996
Loan from sponsor	634,322,580	-	(59,982,084)	574,340,496
Total liabilities from financing activities	<u>779,587,714</u>	<u>-</u>	<u>144,878,778</u>	<u>924,466,492</u>

	As at June 30, 2023	Non-cash changes	Cash flows (net)	As at June 30, 2024
	Rupees	Rupees	Rupees	Rupees
Long term financing	95,438,226	-	48,826,908	145,265,134
Loan from sponsor	252,100,000	-	342,222,580	634,322,580
Total liabilities from financing activities	<u>388,538,226</u>	<u>-</u>	<u>391,049,488</u>	<u>779,587,714</u>

**Note 32**  
**Remuneration to Chief Executive Officer, Directors and Executive**

The aggregate amounts charged in these financial statements for the year as remuneration and benefits to the executives of the Company are as follows:

	Executives	
	2025	2024
	Rupees	Rupees
Managerial remuneration	<u>21,967,570</u>	<u>19,655,000</u>
Number of persons	<u>9</u>	<u>9</u>

**32.1** No remuneration was paid to the chief executive officer or directors of the Company.

**32.2** An executive is defined as an employee, other than the chief executive officer and directors, whose basic salary exceeds 1.2 million in a financial year.

**32.3** Mr. Shoab Ghani (Director) is provided with a company maintained car.

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**GHANI DAIRIES (PRIVATE) LIMITED**  
Notes to and forming part of the Financial Statements

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**Note 33**

**Transactions and Balances with Related Parties**

Related parties comprise associated companies due to common directorship, directors and key management personnel. Transactions with related parties and associated companies, other than remuneration and benefits to key management personnel under the terms of their employment are as follows:

**Transactions during the year**

Nature of Transactions	Related Party	2025 Rupees	2024 Rupees
<b>Transactions at Arm's Length Price</b>			
Advance for routine expenditure	Al-Muhandus	-	20,000,000
Advance for routine expenditure	Ghani Hilal Feed Mills (Private) Limited	183,725,000	178,890,000
Advance for routine expenditure	Ghani Himalayan Salt (Private) Limited	79,400,000	12,500,000
Advance for routine expenditure	Ghani Mines (Private) Limited	43,100,829	7,491,207
Advance for routine expenditure	Ghani Layan Farms (Private) Limited	43,000,000	72,500,000
Advance for routine expenditure	AS Builder	-	10,000,000
Purchase of land	Haftz Avels Ghani (Chief Executive Officer/ Director)	-	11,374,000
		<u>349,225,829</u>	<u>312,755,207</u>
Repayment of advances	Al-Muhandus	-	20,000,000
Repayment of advances	Ghani Hilal Feed Mills (Private) Limited	182,680,000	533,700,000
Repayment of advances	Ghani Himalayan Salt (Private) Limited	79,400,000	79,400,000
Repayment of advances	Ghani Mines (Private) Limited	12,000,000	35,778,014
Repayment of advances	Ghani Layan Farms (Private) Limited	43,000,000	72,500,000
Repayment of advances	AS Builder	-	10,000,000
		<u>317,080,000</u>	<u>751,378,014</u>
<b>Balance outstanding as at June 30,</b>			
Due to related parties:			
- Ghani Hilal Feed Mills (Private) Limited		47,324,000	46,279,000
- Ghani Mines (Private) Limited		<u>31,100,829</u>	-
		<u>78,424,829</u>	<u>46,279,000</u>

**33.1** Following are the related parties with whom the Company has arrangements / agreements in place.

Sr. No.	Company Name	Relationship	Aggregate % of Shareholding
1	Al-Muhandus	Common directorship	No direct shareholding
2	Ghani Hilal Feed Mills (Private) Limited	Parent company	92% direct shareholding
3	Ghani Himalayan Salt (Private) Limited	Common directorship	No direct shareholding
4	Ghani Mines (Private) Limited	Common directorship	No direct shareholding
5	Ghani Layan Farms (Private) Limited	Common directorship	No direct shareholding
6	AS Builder	Common directorship	No direct shareholding

**Note 34**

**Financial Risk Management**

**34.1 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 Company's overall risk management programme focuses on having cost efficient funding as well as to manage financial risk to minimize earnings volatility and provide maximum return to shareholders.

Risk management is carried out by the company's finance department under guidelines approved by the Board of Directors (the Board). The Board provides principles for overall risk management as well as policies covering specific areas such as currency risk, other price risk, interest rate risk, credit risk and liquidity risk.

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**GHANI DAIRIES (PRIVATE) LIMITED**  
Notes to and forming part of the Financial Statements

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Note 34, Financial Risk Management - Continued...

**(a) Market risk**

**(i) Currency risk**

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

This exists due to the Company's exposure resulting from outstanding import payments. As at the reporting date the Company was not exposed to currency risk as there were no letter of credit commitments or any other foreign payable or receivable (2024: Nil).

**(ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest rate risk arises from long-term borrowings. These are benchmarked to fixed rates which does not expose the Company to cash flow interest rate risk.

As the Company has no significant floating interest rate assets, the Company's income is substantially independent of changes in market interest rates. The interest rate profile of the Company's interest-bearing financial instruments as at the reporting date is as follows:

	2025	2024
	Rupees	Rupees
<b>Fixed rate instruments - Financial liabilities</b>		
Long term financing	150,581,996	145,265,134
<b>Floating rate instruments - Financial liabilities</b>		
Long term financing	199,544,000	-
<b>Floating rate instruments - Financial assets</b>		
Bank balances in savings account	176,563,274	12,972,330

**Sensitivity analysis for fixed rate instruments**

The Company has certain financial liabilities at fixed rate. Therefore, no impact on profit or loss of the Company is expected

**Cash flow sensitivity analysis for variable rate instruments**

As at June 30, 2025 if interest rates on the Company's saving accounts had been 1% higher / lower with all other variable held constant, profit before tax for the year would have been lower / higher by Rs. 0.23 million (2024: 0.12 million), mainly as a result interest exposure on variable rate saving accounts.

**(iii) Other price risk**

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from currency risk or interest rate risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

**(b) Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Credit risk of the Company arises from deposits with banks, trade receivables and other receivables. The management assesses the credit quality of the customers, taking into account their financial position, past experience and other factors. The utilization of credit limits is regularly monitored. For banks and financial institutions, only independently rated parties with a strong credit rating are accepted.

The Company monitors the credit quality of its financial assets with reference to historical performance of such assets and available external credit ratings, if any. As at June 30, 2025, the maximum exposure to credit risk is equal to the carrying amount of the financial assets as detailed below:

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**GHANI DAIRIES (PRIVATE) LIMITED**  
Notes to and forming part of the Financial Statements

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*Note 36, Financial Risk Management - Continued...*

	2025	2024
	Rupees	Rupees
Long term deposits	3,493,729	3,493,729
Trade debts	36,723,210	25,791,838
Bank balances	176,566,796	12,975,852
	<u>216,783,735</u>	<u>42,261,419</u>

The aging of trade debts as at reporting date is as follows:

Past due 1 - 90 days	<u>36,723,210</u>	<u>25,791,838</u>
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Customer credit risk is managed by each business unit subject to the Company's established policies, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type and customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The Company does not hold collateral as security.

The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are large multinational corporations with no previous history of default. The credit risk on liquid funds is limited because the counter parties are either banks (with reasonably high credit ratings) and trade receivables (with low probability of default).

The credit quality of bank balances that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rate:

	Credit Rating		Rating Agency	2025	2024
	Short term	Long term		Rupees	Rupees
Habib Bank Limited	A-1+	AAA	VIS	1,788,005	293,458
Bank Islami Pakistan Limited	A1	AA-	PACRA	168,820	2,328,533
Habib Metropolitan Bank Limited	A1+	AA+	PACRA	73,026,931	10,351,239
Dubai Islamic Bank Limited	A-1+	AA	VIS	3,945	-
United Bank Limited	A-1+	AAA	VIS	1,149,453	-
Meezan Bank Limited	A1+	AAA	VIS	20,551	218
Faysal Bank Limited	A-1+	AA	VIS	100,409,091	2,404
				<u>176,566,796</u>	<u>12,975,852</u>

**(c) Liquidity risk**

Liquidity risk represents the risk that the Company will encounter difficulties in meeting obligations associated with financial liabilities. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities. Due to dynamic nature of the business, the Company maintains flexibility in funding by maintaining committed credit lines available. The Company's liquidity management involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios and maintaining debt financing plans. The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to contractual maturity dates. The amounts disclosed in the table are the contractual undiscounted cash flows:

Description	Carrying Amount	Contractual Cash Flows	Within 1 year	1-2 Years	2-5 Years	Above 5 Years
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
Contractual maturities of financial liabilities as at June 30, 2025:						
Long term financing	350,125,996	360,629,776	89,564,709	88,686,736	172,666,903	9,711,428
Trade and other payables	369,853,884	369,853,884	369,853,884	-	-	-
Security deposit	12,480,000	12,480,000	12,480,000	-	-	-
Accrued mark up	1,023,786	1,023,786	1,023,786	-	-	-
	<u>733,483,666</u>	<u>743,987,446</u>	<u>472,922,379</u>	<u>88,686,736</u>	<u>172,666,903</u>	<u>9,711,428</u>

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**GHANI DAIRIES (PRIVATE) LIMITED**  
Notes to and forming part of the Financial Statements

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Note 34, Financial Risk Management- Continued...

Description	Carrying Amount Rupees	Contractual Cash Flows Rupees	Within 1 year Rupees	1-2 Years Rupees	2-5 Years Rupees	Above 5 Years Rupees
Contractual maturities of financial liabilities as at June 30, 2024:						
Long term financing	145,265,134	145,265,134	27,683,137	30,460,914	82,634,766	4,486,317
Trade and other payables	263,854,212	263,854,212	263,854,212	-	-	-
Security deposit payable	12,480,000	12,480,000	12,480,000	-	-	-
Accrued mark up	998,049	998,049	998,049	-	-	-
	<u>422,597,395</u>	<u>422,597,395</u>	<u>305,015,398</u>	<u>30,460,914</u>	<u>82,634,766</u>	<u>4,486,317</u>

**(d) Fair value of financial instruments**

Fair value is an amount for which an asset could be exchanged, or a liability settled, between knowledgeable willing parties in an arm's length transaction. Consequently, differences may arise between the carrying value and the fair value estimates.

Financial assets which are tradable in an open market are revalued at the market prices prevailing on the reporting date. Fair value is determined on the basis of objective evidence at each reporting date. The management believes that the fair values of financial assets and financial liabilities approximate to their carrying amounts largely due to the short-term maturities of these instruments.

**34.2 Financial instruments by categories**

	2025 Rupees	2024 Rupees
<b>Financial Assets - at amortized cost</b>		
- Long term security deposit	3,493,729	3,493,729
- Trade debts	36,723,210	25,791,838
- Accrued profit and advance to employees	1,175,142	-
- Cash and bank balances	<u>176,939,206</u>	<u>15,127,663</u>
	<u>218,331,287</u>	<u>44,413,230</u>
The Company did not possess any financial assets designated as fair value through profit or loss and fair value through other comprehensive income categories.		
<b>Financial Liabilities - at amortized cost</b>		
- Long term financing	350,125,996	145,265,134
- Trade and other payables	<u>321,520,560</u>	<u>218,020,874</u>
	<u>671,646,556</u>	<u>363,286,008</u>

**Note 35  
Capital Risk Management**

The Company's objective when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide return for shareholders and benefits for other stakeholders and to maintain optimal capital structure to reduce the cost of capital. The Company manages its capital structure and makes adjustments to in the light of changes in economic conditions to maintain and adjust the capital structure, the company may adjust the dividend payment to share holders or issue new shares or sell assets to reduce debts. The management seeks to maintain a balance between higher returns that might be possible with higher level of borrowings and the advantages and security afforded by a sound capital position. The Company finances its operations through equity, borrowings and management of working capital with the view to maintaining an appropriate mix between various sources of finance to minimize risk. The Company monitors the capital structure on the basis of gearing ratio which is calculated by dividing total borrowings by total capital employed. Gearing ratio is calculated as below:

	2025 Rupees	2024 Rupees
Total borrowings	350,125,996	145,265,134
Cash and bank balances	<u>(176,939,206)</u>	<u>(15,127,663)</u>
Net debt	173,186,790	130,137,471
Equity	<u>1,487,220,200</u>	<u>1,103,052,412</u>
Total Capital Employed	<u>1,660,407,000</u>	<u>1,233,189,883</u>
Gearing Ratio	9.45%	9.55%

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**GHANI DAIRIES (PRIVATE) LIMITED**  
Notes to and forming part of the Financial Statements

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Note 36  
**Number of Employees**

	2025	2024
	Numbers	Numbers
Total employees as at June 30	205	186
Average number of employees during the year	190	112

Note 37  
**Plant Capacity and Production**

	2025	2024
	Liters	Liters
Production capacity	12,275,000	10,500,000
Actual production	12,269,365	10,471,164

Note 38  
**Authorization of Financial Statements**

These financial statements were approved and authorized by the Board of Directors of the Company for issuance on

11 2 SEP 2025

Note 39  
**General**

Corresponding figures are rearranged / reclassified for better presentation and comparison. No material re-arrangement / reclassification has been made in these financial statements.

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CHIEF EXECUTIVE OFFICER

  
DIRECTOR





## 6.6 SUMMARY OF FINANCIAL HIGHLIGHTS OF GHANI DAIRIES LIMITED:

### Ghani Dairies Limited

<b>PKR Mn Fiscal Year</b>	<b>Audited FY 2023</b>	<b>Audited FY 2024</b>	<b>Audited FY 2025</b>
<b>Income Statement</b>			
Net Revenue	1,841.16	3,144.94	4,111.95
Cost of Goods Sold	(1,741.15)	(2,979.10)	(3,491.96)
<b>Gross Profit</b>	<b>100.01</b>	<b>165.83</b>	<b>619.99</b>
Operating Expenses	(60.24)	(78.17)	(105.07)
Other Income	30.77	40.04	10.74
<b>Operating Profit</b>	<b>70.55</b>	<b>127.70</b>	<b>525.66</b>
Financial Charges	(3.63)	(4.39)	(6.21)
<b>Profit/(Loss) before Taxation</b>	<b>66.91</b>	<b>123.31</b>	<b>519.44</b>
Taxation	(24.92)	(49.61)	(75.29)
<b>Profit/(Loss) after Taxation</b>	<b>42.00</b>	<b>73.71</b>	<b>444.15</b>
EBITDA	105.20	173.99	587.08
Depreciation and Amortization	34.66	46.30	61.42
<b>Balance Sheet</b>			
Non-Current Assets	898.89	1,130.84	1,628.26
Current Assets	451.36	457.96	709.92
<b>Total Assets</b>	<b>1,350.25</b>	<b>1,588.80</b>	<b>2,338.19</b>
Paid-up Capital	125.00	325.00	325.00
Reserves	70.02	143.73	587.88
Loan from Sponsors	292.10	634.32	574.34
<b>Total Equity</b>	<b>487.12</b>	<b>1,103.05</b>	<b>1,487.22</b>
Long-Term Debt	80.50	117.58	263.17
Current Portion of non-current liabilities	15.94	27.68	86.96
Short-Term Borrowings	-	-	-
Non-Current Liabilities	94.04	159.77	293.45
Current Liabilities	769.09	325.98	557.51
Trade debts	740.49	263.85	369.85
Security Deposits Payables	-	12.48	12.48
<b>Cash Flow Statement</b>			
Cash Flow from Operating Activities	(8.29)	89.64	184.13
Cash Flow from Investing Activities	(348.41)	(258.19)	(199.34)
Cash Flow from Financing Activities	363.99	141.05	177.02
<b>Net increase in cash and cash equivalents</b>	<b>7.29</b>	<b>(27.50)</b>	<b>161.81</b>
<b>Cash and cash equivalents at the End of the year</b>		<b>(27.50)</b>	<b>134.32</b>
Capex	350.88	279.47	214.76
<b>Growth</b>			



PKR Mn Fiscal Year	Audited FY 2023	Audited FY 2024	Audited FY 2025
Sales Growth (%) <sup>22</sup>		71%	31%
EBITDA Growth (%) <sup>23</sup>		65%	237%
Gross Margin Growth (%) <sup>24</sup>		66%	274%
Profit after tax Growth (%) <sup>25</sup>		76%	503%
<b>Margins</b>			
Gross Margin (%) <sup>26</sup>	5.43%	5.27%	15.08%
Operating Margin <sup>27</sup>	3.83%	4.06%	12.78%
EBITDA Margin (%) <sup>28</sup>	5.71%	5.53%	14.28%
Profit before tax Margin (%) <sup>29</sup>	3.63%	3.92%	12.63%
Profit after tax Margin (%) <sup>30</sup>	2.28%	2.34%	10.80%
<b>Profitability Ratios</b>			
Earnings per Share Adjusted (PKR) <sup>31</sup>	0.13	0.23	1.37
Earnings per Share (Corresponding period) (PKR) <sup>32</sup>	3.36	2.27	13.67
Break-up value per share (PKR) <sup>33</sup>	38.97	33.94	45.76
Return on equity (%) <sup>34</sup>	8.94%	9.27%	34.29%
Return on assets (%) <sup>35</sup>	4.00%	5.02%	22.62%
Outstanding shares (Mn) <sup>36</sup>	12.50	32.50	32.50
<b>Balance Sheet Ratios</b>			
Non-Current Asset Turnover <sup>37</sup>	2.53	3.10	2.98
Asset Turnover <sup>38</sup>	1.76	2.14	2.09
Current Ratio <sup>39</sup>	0.59	1.40	1.27
Capex to total Assets (%) <sup>40</sup>	26%	18%	9%
Receivable Turnover (days) <sup>41</sup>	-	3	6
Inventory Turnover (days) <sup>42</sup>	42	23	22
Payable Turnover (days) <sup>43</sup>	155	62	33
Quick ratio <sup>44</sup>	0.06	0.13	0.38

<sup>22</sup> Calculated as the percentage change in net revenue of the current period compared with the previous period.

<sup>23</sup> Calculated as the percentage change in earnings before interest, tax, depreciation and amortisation of the current period compared with the previous period.

<sup>24</sup> Calculated as the percentage change in gross margin of the current period compared with the previous period.

<sup>25</sup> Calculated as the percentage change in profit after tax of the current period compared with the previous period.

<sup>26</sup> Gross Profit / Net Revenue.

<sup>27</sup> Operating Profit / Net Revenue.

<sup>28</sup> EBITDA / Net Revenue.

<sup>29</sup> Profit before tax / Net Revenue

<sup>30</sup> Profit after tax by Net Revenue.

<sup>31</sup> EPS Adjusted is calculated on number of shares outstanding are based on October 28, 2025 auditor statement on Paid Up Capital.

<sup>32</sup> EPS Corresponding period is calculated on number of shares outstanding at period end.

<sup>33</sup> Book value per share is calculated on number of shares outstanding at period end.

<sup>34</sup> Profit after tax / Average Total Equity

<sup>35</sup> Profit after tax / Average Total Assets

<sup>36</sup> The total number of ordinary shares outstanding at period end

<sup>37</sup> Net Revenue / Average Non- Current Assets.

<sup>38</sup> Net Revenue / Average Total Assets.

<sup>39</sup> Current Assets by Current Liabilities.

<sup>40</sup> Capital Expenditure / Total Assets

<sup>41</sup> (Average Trade Receivables / Revenue from Customers) \* 365

<sup>42</sup> (Average Stock-in-trade / Cost of Revenue) \* 365

<sup>43</sup> (Average Trade Payables / Cost of Revenue) \* 365

<sup>44</sup> (Current assets - Inventories and prepaid expenses) / Current Liabilities.



PKR Mn Fiscal Year	Audited FY 2023	Audited FY 2024	Audited FY 2025
Cash Conversion Cycle (days) <sup>45</sup>	(112.90)	(34.96)	(4.62)
<b>Leverage Ratios</b>			
Debt to Equity (Times) <sup>46</sup>	0.20	0.13	0.24
Debt to Total Capital (Times) <sup>47</sup>	0.17	0.12	0.19
EBITDA/Interest (Times) <sup>48</sup>	28.95	39.68	94.48
Interest Coverage (Times) <sup>49</sup>	19.41	29.12	84.60
Debt / EBITDA (Times) <sup>50</sup>	0.92	0.83	0.60
EBITDA – CAPEX	(245.67)	(105.47)	372.32
EBITDA - CAPEX/ Interest (Times)	(67.60)	(24.05)	59.92

## COMMENTARY ON SELECTED RATIOS

### 6.6.1 Profitability

In FY2025, the Company reported a strong improvement in profitability, reflecting continued growth in operations and improved cost efficiency. Net revenue increased by 31% to PKR 4.1 billion, supported by higher volumes and a stronger product mix. Gross profit rose to PKR 620 million from PKR 166 million in FY2024, with the gross margin expanding to 15.1% compared to 5.3% last year. The improvement was driven by effective cost control and better production efficiency.

Operating profit increased over fourfold to PKR 526 million, resulting in an operating margin of 12.8% (FY2024: 4.1%). The Company's profit after tax surged to PKR 444 million, compared to PKR 74 million in FY2024, with the net profit margin rising to 10.8% from 2.3%. Enhanced profitability also translated into stronger returns, as ROE improved to 34.3% and ROA reached 22.6%, reflecting higher efficiency and improved utilization of assets.

### 6.6.2 Gross and Operating Margins

Both gross and operating margins showed substantial improvement in FY2025. The gross margin increased from 5.3% to 15.1%, supported by better pricing, cost optimization, and economies of scale. The operating margin rose from 4.1% to 12.8%, reflecting disciplined expense management and operating leverage from higher sales volumes.

### 6.6.3 Liquidity

The Company maintained a healthy liquidity position during FY2025. The current ratio remained stable at 1.27x (FY2024: 1.40x), while the quick ratio improved to 0.38x from 0.13x, indicating a stronger short-term liquidity profile. Working capital efficiency also improved, with the cash conversion cycle shortening to (5) days from (35) days, driven by faster receivable collections and efficient payable management.

<sup>45</sup> (Receivable turnover days + Inventory turnover days - Payable turnover days)

<sup>46</sup> (Total Debt / Total Equity)

<sup>47</sup> (Total debt / (Total Debt + total Equity)

<sup>48</sup> (EBITDA / finance cost)

<sup>49</sup> (Profit before interest and tax / Finance cost)

<sup>50</sup> (Total Debt / EBITDA)



#### 6.6.4 Cash Flow from Operations

In FY2025, cash flow from operating activities nearly doubled to PKR 184 million, compared to PKR 90 million in FY2024. The increase was primarily driven by higher profitability and improved working capital management. As a result, the Company closed the year with a net positive cash balance of PKR 134 million, compared to a deficit position in the prior year.

#### 6.6.5 Turnover Ratios

Operational efficiency remained strong during FY2025. The asset turnover ratio was stable at 2.09x (FY2024: 2.14x), while the non-current asset turnover stood at 2.98x, compared to 3.10x last year, indicating sustained efficiency despite capacity expansion.

Working capital turnover remained well managed, receivable days increased slightly to 6 days (FY2024: 3 days) in line with higher sales, inventory days improved marginally to 22 days (FY2024: 23 days), and payable days normalized to 33 days from 62 days. The shorter working capital cycle reflects efficient management of operations and cash flows.



## 6.7 SUMMARY OF REVENUE AND EXPENDITURE OF GHANI DAIRIES LIMITED

### 6.7.1 Revenue

Product Type	FY 2023		FY 2024		FY 2025	
	PKR Mn	%	PKR Mn	%	PKR Mn	%
<b>Local Sales</b>						
<b>Raw Milk</b>	787	43%	1,495	48%	1,778	43%
Gain raising on initial recognition of milk at fair value less cost to sell at the time of milking	1,014	55%	1,592	51%	1,963	48%
Gain arising from changes in fair value less cost to sell of dairy livestock	41	2%	58	2%	371	9%
<b>Total Sales</b>	<b>1,841</b>		<b>3,145</b>		<b>4,112</b>	

### 6.7.2 Expenditure

In PKR Mn	FY 2023	% of Sales	FY 2024	% of Sales	FY 2025	% of Sales
<b>Cost of Sales</b>	<b>1,741.22</b>	<b>100.00%</b>	<b>2,978.83</b>	<b>100.00%</b>	<b>3,492.96</b>	<b>100.00%</b>
Raw milk consumed	1,014	58.21%	1,591.62	53.43%	1,963.10	56.20%
Feed consumed	590	33.88%	1,036.38	34.79%	1,127.20	32.27%
Store and spares consumed	18.77	1.08%	29.22	0.98%	23.82	0.68%
Medicine consumed	15.05	0.86%	52.16	1.75%	106.78	3.06%
Salaries, wages and other benefits	54.07	3.11%	74.83	2.51%	86.19	2.47%
Utilities	19.64	1.13%	95.78	3.22%	100.45	2.88%
Diesel, Fuel & Lubricants	1	0.06%	-	-	-	-
Repair and maintenance	0.06	0.00%	3.32	0.11%	3.70	0.11%
Travelling and conveyance	-	-	4.04	0.14%	2.35	0.07%
Consultancy charges	-	-	2.30	0.08%	6.15	0.18%
Stationery Expense	-	-	-	-	-	-
Commission	-	-	0.00	0.00%	0.96	0.03%
Entertainment	1.2	0.07%	5.70	0.19%	4	0.11%
Freight charges	1.87	0.11%	18.63	0.63%	19.51	0.56%
Miscellaneous	0.01	0.00%	0.07	0.00%	0.26	0.01%
Postage & Communication	0.01	0.00%	-	-	-	0.00%
Fees and subscription	0	0.00%	-	-	-	-
Insurance	-	-	25.19	0.85%	1.47	0.04%
Depreciation	25.92	1.49%	39.59	1.33%	45.95	1.32%
<b>Administrative Expenses</b>	<b>21.02</b>	<b>100.00%</b>	<b>30.82</b>	<b>100.00%</b>	<b>51.71</b>	<b>100.00%</b>
Salaries, wages and other benefits	7.08	33.68%	18.80	61.00%	18.56	35.89%
Travelling and conveyance	2.73	12.99%	0.24	0.78%	0.19	0.37%
Fee and subscription	0.01	0.05%	0.42	1.36%	2.75	5.32%
Charity & Donation	-	-	-	-	10.00	19.34%
Communication	1.93	9.18%	1.22	3.96%	1.24	2.40%
Legal and professional charges	0.32	1.52%	1.23	3.99%	0.21	0.41%
Auditors' remuneration	0.31	1.47%	0.73	2.37%	1.20	2.32%
Entertainment	-	-	0.67	2.17%	0.40	0.77%
Amortization	-	-	0.34	-	-	-
Utilities	-	-	0.84	2.73%	2.06	3.98%
Depreciation	8.64	41.10%	6.33	20.54%	15.1	29.20%
<b>Other Operating Expenses</b>	<b>38.76</b>	<b>100.00%</b>	<b>47.25</b>	<b>100.00%</b>	<b>52.81</b>	<b>100.00%</b>



Mortality expense	31.48	<b>81.22%</b>	36.17	<b>76.55%</b>	14.75	<b>27.93%</b>
Workers' profit participation fund	5.28	<b>13.62%</b>	6.62	<b>14.01%</b>	27.87	<b>52.77%</b>
Interest on worker's profit participation funds	-	-	-	-	1.66	<b>3.14%</b>
Workers' welfare fund	2.00	<b>5.16%</b>	2.51	<b>5.31%</b>	8.53	<b>16.15%</b>
Loss/(Gain) on sale of Animals	-	-	1.95	<b>4.13%</b>	-	-

## 6.8 SUMMARY OF OTHER INCOME

(PKR-Mn)	FY 2023	FY 2024	FY 2025
Other Income	30.77	40.04	10.74
Other income as % of operating profit (%)	43.61%	31.35%	2.04%
Other income as % of sales (%)	1.67%	1.27%	0.26%

## 6.9 IN CASE OTHER INCOME IS 25% OF OPERATING INCOME OR 10% OF REVENUE, THE BREAKUP OF THE SAME

Not applicable.

## 6.10 IF MATERIAL PART OF REVENUE (50%) IS DEPENDANT UPON A SINGLE/ FEW CUSTOMERS

Not Applicable

## 6.11 IF MATERIAL PART OF PURCHASES (50%) IS DEPENDANT UPON A SINGLE/ FEW SUPPLIER

Material portion of the Company's purchases, particularly feed and veterinary supplies, is dependent on Mix selected key vendors as well as certain imported sources.

## 6.12 CONTINGENCIES AND COMMITMENTS

There are no material contingencies as at the reporting date 30th June 2025 (2024: Nil).

Commitments comprise banking contracts and letters of credit other than for capital expenditure of Rs. 35.176 million as at 30th June 2025 (2024: Nil) and letters of credit for capital expenditure of Rs. 33.09 million as at 30th June 2025 (2024: Rs. 105.414 million).





### 6.13 COMPARATIVE FINANCIAL ANALYSIS WITH PEER GROUP COMPANIES

Peer analysis of companies listed on PSX is provided below:

	Company	Share (PKR) <sup>51</sup>	EPS - TTM (PKR) <sup>52</sup>	BVPS <sup>53</sup> (PKR) <sup>53</sup>	P/E (x) <sup>54</sup>	P/B (x) <sup>55</sup>	Free Float (Shares)	Free Float %	ROA <sup>56</sup>	ROE
SECTOR	At-Tahur Limited	40.71	2.50	28.22	16.28	1.44	65.59	30.00%	6.11%	8.86%
	Fauji Foods Limited	18.66	0.45	4.20	41.55	4.44	503.99	20.00%	5.51%	10.69%
	Frieslandcampina Engro Pakistan Limited	87.12	2.97	21.40	29.35	4.07	76.66	10.00%	5.73%	13.87%
	Nestle Pakistan Limited	8,034.40	366.43	467.58	21.93	17.18	2.27	5.00%	17.93%	78.37%
	Big Bird Foods Limited	47.99	4.12	27.89	11.66	1.72	104.62	35.00%	9.21%	14.75%
	Clover Pakistan Limited	38.88	5.01	14.41	7.77	2.70	21.41	55.00%	26.28%	34.73%
	Colgate-Palmolive (Pakistan) Limited	1,273.59	73.86	142.60	17.24	8.93	24.28	10.00%	29.18%	51.80%
	Barkat Frisian Agro Limited	38.17	2.49	10.52	15.30	3.63	77.50	25.00%	19.86%	23.72%
	Bunnys Limited	117.35	6.61	42.06	17.75	2.79	36.74	55.00%	8.93%	15.72%
	Ismail Industries Limited	1,960.00	81.07	454.48	24.18	4.31	3.32	5.00%	5.13%	17.84%
	Mitchells Fruit Farms Limited	196.15	7.44	33.42	26.38	5.87	12.58	55.00%	8.62%	22.25%
	Matco Foods Limited	47.73	3.72	86.19	12.84	0.55	30.60	25.00%	1.48%	4.31%
	Murree Brewery Company Limited	1,068.30	119.60	643.33	8.93	1.66	11.07	40.00%	14.45%	18.59%
	National Foods Limited	390.54	18.47	41.00	21.14	9.53	58.28	25.00%	16.27%	45.06%
	Rafhan Maize Products Company Limited	9,434.54	757.86	3,139.73	12.45	3.00	0.92	10.00%	13.48%	24.14%
	Shield Corporation Limited	353.18	2.31	290.61	152.72	1.22	0.20	5.00%	0.44%	0.80%
	Shezan International Limited	270.85	27.33	174.65	9.91	1.55	3.87	40.00%	6.07%	15.65%
	The Organic Meat Company Limited	58.49	2.33	35.52	25.10	1.65	98.17	55.00%	5.73%	6.56%
	Treet Corporation Limited	32.22	3.15	36.84	10.23	0.87	185.51	50.00%	4.68%	8.55%
	Unity Foods Limited	22.57	1.23	16.07	18.37	1.40	358.22	30.00%	1.75%	7.65%
	Unilever Pakistan Foods Limited	28,585.28	960.09	1,249.49	29.77	22.88	0.31	4.90%	27.39%	76.84%
	ZIL Limited	402.14	27.46	234.32	14.65	1.72	0.31	5.00%	4.77%	11.72%
	Sector Average (x)				24.80	4.69				
	Peer Group Average (x)				27.28	6.78				
	Sector Median (x)				17.50	2.74				
	KSE-100 <sup>57</sup>				8.41	1.48				

<sup>51</sup> Share Price as at November 7, 2025.

<sup>52</sup> EPS based on TTM Income on latest quarter as of September 30, 2025 and total outstanding shares on Annual 2025 & 2024.

<sup>53</sup> BVPS is as of latest quarter report as of September 30, 2025.

<sup>54</sup> P/E calculated based on TTM PAT as at September 30, 2025 and Price as at November 7, 2025.

<sup>55</sup> P/B Limited calculated based on Latest quarter report as at September 30, 2025 and Share price as of November 7, 2025.

<sup>56</sup> ROE and ROA are based on September 30, 2025 and TTM Income of latest quarter report as of September 30, 2025.

<sup>57</sup> KSE-100 Multiple as of November 7, 2025.



<b>Ghani Dairies Limited (Pre-Issue)</b>	24.00 <sup>58</sup>	1.37 <sup>59</sup>	4.58 <sup>60</sup>	17.56 <sup>61</sup>	5.24 <sub>62</sub>	-	-	19% <sup>63</sup>	29.86%
<b>Ghani Dairies Limited (Post-Issue)</b>	24.00	1.03 <sup>64</sup>	3.47 <sup>65</sup>	23.19	6.93	104.2	24.28%	19%	27.91%

Note: The sector comprises of all listed companies under the Food & Personal Care Products classification on the Pakistan Stock Exchange. The peer group, however, includes only those companies engaged primarily in milk and dairy processing, which are considered comparable to the Issuer for valuation purposes.

<sup>58</sup> **Ghani Dairies Limited** Issue Price.

<sup>59</sup> EPS based on Annual Income as of June 30, 2025 and total outstanding shares are based on October 28, 2025 auditor statement on Paid Up Capital.

<sup>60</sup> BVPS is as of Annual report as of June 30, 2025.

<sup>61</sup> **Ghani Dairies Limited** P/E calculated based on Annual accounts PAT as at June 30, 2025 and Issue Price.

<sup>62</sup> **Ghani Dairies Limited** P/B calculated based on Annual report as at June 30, 2025 and Issue Price.

<sup>63</sup> **Ghani Dairies Limited** ROE and ROA based on Annual accounts June, 2025 equity and total assets and PAT Income of Annual accounts as of June 30, 2025.

<sup>64</sup> **Ghani Dairies Limited** EPS based on Annual Income as of June 30, 2025 and total outstanding shares are based on Post IPO outstanding shares of 429.2 Million.

<sup>65</sup> **Ghani Dairies Limited** BVPS is as of Annual report as of June 30, 2025 and total outstanding shares are based on Post IPO outstanding shares of 429.2 Million



## 6.14 SUMMARY OF FINANCIAL PROJECTIONS FOR FIVE YEARS

### a. Profit and loss statement.

	Audited Jun/25 Million	Forecasted Jun/26 Million	Forecasted Jun/27 Million	Forecasted Jun/28 Million	Forecasted Jun/29 Million	Forecasted Jun/30 Million
Revenue from contract with customers	1,777.88	2,747.36	5,854.00	7,570.59	9,940.23	13,067.59
Gain arising on initial recognition of milk at fair value less costs to sell at the time of milking	1,963.10	2,747.36	5,854.00	7,570.59	9,940.23	13,067.59
Gain arising from changes in fair value less costs to sell of dairy livestock	370.98	468.10	664.79	1,377.85	1,990.03	2,616.13
Net Sales	4,111.95	5,962.82	12,372.80	16,519.03	21,870.50	28,751.32
Cost of revenue	(3,491.96)	(5,014.10)	(9,917.01)	(13,021.84)	(17,157.45)	(22,413.22)
<b>Gross Profit</b>	<b>619.99</b>	<b>948.72</b>	<b>2,455.79</b>	<b>3,497.19</b>	<b>4,713.04</b>	<b>6,338.10</b>
Administrative expenses	(52.26)	(131.55)	(176.37)	(175.62)	(187.39)	(200.94)
<b>Operating Profit</b>	<b>567.73</b>	<b>817.17</b>	<b>2,279.41</b>	<b>3,321.57</b>	<b>4,525.66</b>	<b>6,137.16</b>
Other operating Income/(expenses)	(52.81)	(58.82)	(283.62)	(364.56)	(523.59)	(757.11)
Finance cost	(6.21)	(14.63)	(11.18)	(8.53)	(5.56)	(3.62)
Other income	10.74	46.37	86.66	129.07	170.18	244.98
	(48.28)	(27.08)	(208.13)	(244.03)	(358.98)	(515.75)
<b>Profit before Levy and Taxation</b>	<b>519.44</b>	<b>790.09</b>	<b>2,071.28</b>	<b>3,077.54</b>	<b>4,166.68</b>	<b>5,621.41</b>
Levy	(36.30)	(79.38)	-	(17.67)	(82.07)	(70.56)
<b>Profit before Taxation</b>	<b>483.14</b>	<b>710.71</b>	<b>2,071.28</b>	<b>3,059.88</b>	<b>4,084.60</b>	<b>5,550.85</b>
Taxation	(38.99)	(94.49)	(439.00)	(625.32)	(794.27)	(1,101.64)
<b>Net Profit for the Year</b>	<b>444.15</b>	<b>616.22</b>	<b>1,632.28</b>	<b>2,434.56</b>	<b>3,290.33</b>	<b>4,449.21</b>
<b>EPS (Adjusted)</b>	<b>1.37</b>	<b>1.90</b>	<b>5.02</b>	<b>7.49</b>	<b>10.12</b>	<b>13.69</b>
<b>EPS</b>	<b>13.67</b>	<b>1.44</b>	<b>3.80</b>	<b>5.67</b>	<b>7.67</b>	<b>10.37</b>
<b>Net Sales Growth Rate</b>	<b>-</b>	<b>45.01%</b>	<b>107.50%</b>	<b>33.51%</b>	<b>32.40%</b>	<b>31.46%</b>
<b>Operating Profit Margin</b>	<b>13.81%</b>	<b>13.70%</b>	<b>18.42%</b>	<b>20.11%</b>	<b>20.69%</b>	<b>21.35%</b>
<b>Effective Tax Rate</b>	<b>14.84%</b>	<b>22.25%</b>	<b>26.61%</b>	<b>25.14%</b>	<b>24.92%</b>	<b>20.85%</b>



## b. Balance sheet

	Audited Jun/25 Million	Forecasted Jun/26 Million	Forecasted Jun/27 Million	Forecasted Jun/28 Million	Forecasted Jun/29 Million	Forecasted Jun/30 Million
<b>ASSETS</b>						
<b>Non Current Assets</b>						
Property, plant and equipment	839.13	1,589.80	1,870.80	2,358.10	3,208.18	3,513.04
Biological assets	784.62	2,116.36	2,495.45	3,536.41	5,049.03	6,983.54
Intangible	1.02	0.81	2.25	1.80	1.44	1.15
Long term deposits	3.49	3.49	3.49	3.49	3.49	3.49
	1,628.26	3,710.48	4,371.99	5,899.80	8,262.15	10,501.23
<b>Current Assets</b>						
Stock-in-trade	242.32	290.78	348.94	418.73	502.48	602.97
Stores and spares	45.57	68.35	102.52	153.78	230.67	346.01
Biological assets	0.51					
Trade debts	36.72	44.32	63.01	130.60	171.47	998.29
Advances, deposits, prepayments and other receivables	207.87	226.09	478.56	621.68	757.37	993.03
Cash and bank balances	176.94	1,034.83	1,963.05	2,936.71	3,857.79	5,528.16
	709.92	1,664.37	2,956.08	4,261.49	5,519.78	8,468.47
	2,338.19	5,374.84	7,328.07	10,161.29	13,781.93	18,969.70
<b>EQUITY AND LIABILITIES</b>						
<b>Share Capital and Reserves</b>						
Authorized share capital:	325.00	429.20	429.20	429.20	429.20	429.20
Issued, subscribed and paid up capital	325.00	429.20	429.20	429.20	429.20	429.20
Share Premium	-	2,396.60	2,396.60	2,396.60	2,396.60	2,396.60
Unappropriated profit	587.88	1,204.10	2,836.38	5,270.94	8,561.28	13,010.49
Loan from sponsors	574.34	574.34	313.34	213.34	-	-
	1,487.22	4,604.24	5,975.52	8,310.08	11,387.08	15,836.29
<b>Non Current Liabilities</b>						
Long term financing	263.17	109.78	69.82	32.85	13.53	4.71
Deferred tax liability	30.28	70.84	52.89	49.20	62.50	57.41
	293.45	180.62	122.71	82.05	76.03	62.12
<b>Current Liabilities</b>						
Trade and other payables	369.85	399.64	716.93	1,072.01	1,422.95	1,871.68
Short term financing	-	1.00	2.50	-	-	-
Security deposit payable	12.48	12.48	12.48	12.48	12.48	12.48
Accrued mark up	1.02	1.02	1.02	1.02	1.02	1.02
Current portion of long term financing	86.96	42.52	39.97	36.97	19.32	8.81
Provision for taxation	87.20	133.31	456.95	646.67	863.05	1,177.29
	557.51	589.98	1,229.84	1,769.15	2,318.82	3,071.29
	2,338.19	5,374.84	7,328.07	10,161.29	13,781.93	18,969.70



## c. Cashflow statement including free cashflow to the firm and equity holders.

	Audited Jun/25 Million	Forecasted Jun/26 Million	Forecasted Jun/27 Million	Forecasted Jun/28 Million	Forecasted Jun/29 Million	Forecasted Jun/30 Million
Profit before Levy and Taxation	519.44	790.09	2,071.28	3,077.54	4,166.68	5,621.41
Adjustments for:						
- Depreciation on property, plant and equipment	61.05	178.93	183.01	202.70	266.41	277.64
- Amortization on intangible asset	0.37	0.20	0.56	0.45	0.36	0.29
- Gain arising from changes in fair value less costs to sell of dairy livestock	(370.98)	(468.10)	(664.79)	(1,377.85)	(1,990.03)	(2,616.13)
- Mortality expense	14.75	15.97	34.34	40.82	48.88	58.50
- Loss/(Gain) on sale of calves/heifers	(3.27)	(15.71)	95.77	95.65	165.91	281.99
- Worker's profit participation fund expense	27.87	42.43	111.24	165.28	223.77	301.90
- Interest on Worker's profit participation fund	1.66	-	-	-	-	-
- Worker's welfare fund expense	8.53	16.12	42.27	62.81	85.03	114.72
- Preliminary expenses	-	-	-	-	-	-
- Finance cost	6.00	14.43	10.99	8.39	5.37	3.38
	(254.02)	(215.71)	(186.61)	(801.75)	(1,194.29)	(1,577.71)
Operating profit before working capital changes	265.42	574.38	1,884.67	2,275.79	2,972.38	4,043.70
Decrease/ (Increase) in current assets:						
- Stock in trade	(62.04)	(48.46)	(58.16)	(69.79)	(83.75)	(100.50)
- Stores and spares	(32.40)	(22.78)	(34.17)	(51.26)	(76.89)	(115.34)
- Biological assets	(0.51)	0.51	-	-	-	-
- Trade debts	(10.93)	(7.59)	(18.69)	(67.58)	(40.88)	(826.82)
- Advances, deposits, prepayments and other receivables	15.72	(18.23)	(252.47)	(143.11)	(135.70)	(235.66)
(Decrease)/ increase in current liabilities:						
- Trade and other payables	35.80	79.38	242.41	280.51	270.22	340.92
- Security deposit payable	-	-	-	-	-	-
	(54.35)	(17.18)	(121.09)	(51.24)	(67.00)	(937.40)
Cash Generated from/ (Used) in operations	211.07	557.20	1,763.58	2,224.56	2,905.39	3,106.30
Finance cost paid	(5.98)	(14.43)	(10.99)	(8.39)	(5.37)	(3.38)
Worker's profit participation fund paid	-	(36.15)	(42.43)	(111.24)	(165.28)	(223.77)
Workers' welfare fund	-	(13.64)	(16.12)	(42.27)	(62.81)	(85.03)
Dividend Paid	-	-	-	-	-	-
Income tax paid	(20.96)	(87.20)	(133.31)	(456.95)	(646.67)	(863.05)
Net Cash Generated/ (Used) in from Operating Activities	184.13	405.77	1,560.72	1,605.71	2,025.26	1,931.06
Cash Flows from Investing Activities						
Purchase of operating fixed assets	(4.48)	(510.50)	(104.00)	(267.50)	(315.50)	(372.50)
Additions in capital work in progress	(176.48)	(419.10)	(360.00)	(422.50)	(801.00)	(210.00)
Purchase of intangible assets	-	-	(2.00)	-	-	-
Additions in biological assets	(33.80)	(969.57)	-	-	-	-
Sale proceeds on disposal of biological assets	15.42	47.33	88.84	110.40	139.02	175.15
Insurance claim on death of biological assets	-	15.41	50.31	59.00	92.58	143.46
Insurance claim on Culling of biological assets	-	42.92	16.45	31.01	31.03	22.52
Long-term deposits	-	-	-	-	-	-
Net Cash Generated from/ (Used) in Investing Activities	(199.34)	(1,793.51)	(310.40)	(489.58)	(853.87)	(241.37)
Cash Flows from Financing Activities						
Issuance of shares	-	2,500.80	-	-	-	-
Advance from related parties - net	32.15	(58.35)	(20.08)	-	-	-
Long/Short term financing - net	204.86	(196.82)	(41.02)	(42.47)	(36.97)	(19.32)
Loan from sponsors obtained	10.00	-	-	-	-	-
Loan from sponsors - net	(69.98)	-	(261.00)	(100.00)	(213.34)	-
Net Cash Generated from/ (Used) in Financing Activities	177.02	2,245.63	(322.10)	(142.47)	(250.31)	(19.32)
Net (Decrease) / Increase in Cash and Cash Equivalents	161.81	857.89	928.22	973.66	921.08	1,670.37
Cash and cash equivalents at the beginning of the year	15.13	176.94	1,034.83	1,963.05	2,936.71	3,857.79
Cash and Cash Equivalents at the End of the Year	176.94	1,034.83	1,963.05	2,936.71	3,857.79	5,528.16



## 6.15 REVALUATION OF FIXED ASSETS

No revaluation of the fixed assets has been carried out by the Company in the past.

## 6.16 DIVIDEND POLICY

**DISCLAIMER: THE ISSUER SHALL ALSO DISCLOSE A NON-BINDING EXPECTED DIVIDEND PAY-OUT RATIO SPECIFICALLY HIGHLIGHTING PERCENTAGE OF EARNINGS TO BE DISTRIBUTED TO THE SHAREHOLDERS AS DIVIDEND IN CASE THE COMPANY IS PROFITABLE, HAS CASH AND DOES NOT INTEND TO PURSUE ANY EXPANSION OPPORTUNITIES. IN CASE, THE COMPANY DOES NOT INTEND TO PAY ANY DIVIDENDS IN NEAR FUTURE, THE SAME SHALL BE CLEARLY DISCLOSED IN THE PROSPECTUS.**

The Company intends to follow a consistent profit distribution policy for its members, subject to profitability, availability of adequate cash flows, the Board's recommendation and shareholders' approval, where required.

The rights in respect of capital and dividends attached to each ordinary share are and will be the same. The Company may declare dividends in its general meeting but no dividend shall exceed the amount recommended by the Directors. Dividend, if declared in the general meeting, shall be paid according to the provisions of the Companies Act, 2017.

The Board of Directors may from time to time declare interim dividends as they deem it justified by the profits of the Company. No dividend shall be paid otherwise than out of the profits of the Company for the year or any other undistributed profits.

No unpaid dividend shall bear interest or mark-up against the Company. The dividends shall be paid within the period laid down in the Companies Act, 2017.

Under Section 242 of the Companies Act, any dividend payable in cash by a listed company, shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder.

Therefore, the applicants must provide "Dividend Mandate" while Subscription of shares of the Company.

The Company has issued no dividend or bonus shares over the past years since its incorporation in October 2020.

Ghani Dairies Limited plans to maintain a tentative, non-binding dividend payout ratio in the range of 15%-20% of annual net profit. This payout ratio reflects Ghani Dairies Limited commitment to balancing shareholder return with reinvestment in the business to support future growth and operational scalability. This range is indicative and will depend on the factors such a cashflow, profitability and strategic priorities in any given financial period.

Please note that this ratio is non-binding and final dividend payout may vary based on the company's performance, market conditions, and board recommendations and also that the company is profitable, has cash and does not intend to pursue any expansion opportunities.

### 1. Covenants / Restriction on Payment of Dividends:

There is no restriction on the company by any regulatory authority, creditors, stakeholder etc. on the distribution and capitalization of its profits.

### 2. Dividend Payout of Associated Companies:

The Company has no associated listed company





## 7 BOARD OF DIRECTORS AND MANAGEMENT OF THE COMPANY

### 7.1 BOARD OF DIRECTORS

S.no	Name	Designation	Address	CNIC	Current Directorships	Past Directorships	Period of Directorship in GDL
1	Aitzaz Ahmad Khan	Chairman / Non-Executive Director	Resident of 102-C, Model Town, Lahore	35202-6712826-7	1. Ghani Dairies Limited. 2. Ghani Himalyan Salt (Pvt) Ltd. 3. Ghani Mines (Pvt) Ltd. 4. Ghani Holdings & Ventures (Pvt) Ltd.	Not Applicable	From inception (2020) to present (or since incorporation )
2	Hafiz Avais Ghani	Chief Executive Officer	Resident of 102-C, Model Town, Lahore	35200-8677336-9	1. Ghani Dairies Limited. 2. Ghani Himalyan Salt (Pvt) Ltd. 3. Ghani Futuristic Developers (Pvt) Ltd. 4. Ghani Mines (Pvt) Ltd. 5. Ghani Layer Farms (Pvt) Ltd. 6. Ghani Holdings & Ventures (Pvt) Ltd. 7. Ghani Welfare Works. 8. Makerwal Collieries Limited.	Not Applicable	Since 2020 (or since establishment of GDL)
3	Shoaib Ghani	Executive Director	Resident of 102-C, Model Town, Lahore	35202-1167051-9	1. Ghani Dairies Limited. 2. Ghani Himalyan Salt (Pvt) Ltd. 3. Ghani Futuristic Developers (Pvt) Ltd. 4. Ghani Mines (Pvt) Ltd. 5. Ghani Layer Farms (Pvt) Ltd. 6. Ghani Holdings & Ventures (Pvt) Ltd. 7. Ghani Welfare Works.	Not Applicable	Since incorporation (2020)
4	Ahad Ghani	Executive Director	Resident of 102-C, Model Town, Lahore	35202-0619828-7	1. Ghani Dairies Limited. 2. Ghani Himalyan Salt (Pvt) Ltd. 3. Ghani Futuristic Developers (Pvt) Ltd. 4. Ghani Mines (Pvt) Ltd. 5. Ghani Holdings & Ventures (Pvt) Ltd. 6. Ghani Welfare Works.	Not Applicable	Since incorporation (2020)
5	Ms. Vaneeza Avais	Non-Executive Director	Resident of 102-C, Model Town, Lahore	35202-4595592-4	1. Ghani Dairies Limited. 2. Ghani Welfare Works.	Not Applicable	Appointed in 2025
6	Khurram Zafar	Independent Director	House No. 196 Defence	35202-2587808-5	1. Ghani Dairies Limited. 2. Pakistan Mercantile Exchange (PMEX).	Not Applicable	Appointed in 2025



			Raya Golf Club, Lahore Cantt		3. Tasdeeq Information Services Limited. 4. Vending machines Company (PVT.) Limited. 5. Healthwire (Private) Limited. 6. Turbo Labz (PVT.) Limited. 7. Brand Ventures (Private) Limited. 8. KF Ventures (Private) Limited. 9. KZ Ventures (Private) Limited. 10. Punjab Financial Services Co. 11. 47 Ventures Ltd.		
7	Muhammad Hassan Nawaz Gondal	Independent Director	House No. 70, Defence Army housing scheme DHA, Lahore Cantt	35201-8707783-9	1. Ghani Dairies Limited.	Not Applicable	Appointed in 2025

*None of the directors were holding directorship in the listed companies whose shares have been/were suspended by PSX.*

## 7.2 NUMBER OF DIRECTORS

Pursuant to Section 154 of the Companies Act, 2017 a listed Company shall not have less than seven (7) directors. At present, the Board consists of 7 directors, including the Chief Executive Officer.

## 7.3 PROFILES OF DIRECTORS

### 7.3.1 Aitzaz Ahmad Khan – Chairman / Non-Executive Director

Mr. Aitzaz Ahmad Khan is the founder and Chairman of Ghani Group. He graduated from the University of the Punjab in 1964 and established the Group in 1959. Under his leadership, the Group has expanded into a diversified industrial enterprise with operations in rock salt mining and processing, coal, asphalt and silica mining, glass manufacturing, animal feed, poultry, dairy farming, stock market investments, and fund management.

He has over 60 years of experience in business leadership and corporate management. He has been instrumental in defining the Group's strategic direction, strengthening financial oversight, and driving its diversification initiatives. His guidance has also played a vital role in the establishment and growth of Ghani Dairies Limited, where his leadership has contributed to improved production capacity and operational efficiency.

### 7.3.2 Mr. Hafiz Avais Ghani – Chief Executive Officer

Mr. Hafiz Avais Ghani obtained his B.Sc. in Electrical Engineering from the United States in 1997 and later earned a BBA in Finance in 2013. He has over 28 years of diversified experience in organizational leadership, operations management, and business transformation.



He began his career with Motorola Inc., USA, as an Engineer before returning to Pakistan in 1999 to join the family business. He has since held key leadership positions, including Director of Human Resources and Administration at Ghani Glass Limited and Chief Operating Officer at Ghani Automobile Industries Limited (2004–2007).

Since 2007, Mr. Ghani has been serving as Chief Executive Officer of Ghani Group, where he has successfully led the Group's expansion into mining, feed manufacturing, food processing, commodities trading, investment management, poultry and layer farming, coal mining, dairy, and real estate development. In 2020, he spearheaded the establishment of Ghani Dairies (Private) Limited, a modern, vertically integrated dairy farm. Under his leadership, the Company has achieved notable improvements in production capacity and operational efficiency.

### **7.3.3 Mr. Shoaib Ghani – Executive Director**

Mr. Shoaib Ghani holds a B.Sc. (Honours) in Economics and Mathematics with a Minor in Social Sciences from the Lahore University of Management Sciences (LUMS) (2005–2009). He has also attended academic programs at the London School of Economics (2007), Harvard University (2008), and the University of Cambridge (2009).

Mr. Ghani is an experienced finance, procurement, and operations executive with over 17 years of leadership across mineral exploration, salt mining, dairy, poultry, and food production industries. He currently serves as Chief Operating Officer and Head of Finance & Procurement at Ghani Mines (Pvt.) Limited and Ghani Himalayan Salt, where he has played a central role in launching international exports and representing the Company at leading global food exhibitions in Germany, France, the USA, KSA, UAE, Malaysia, and Turkey.

In addition, Mr. Ghani is Finance & Procurement Director of Ghani Dairies Limited, where he oversaw the procurement of livestock and milking equipment from the United States and Australia for the establishment of the Company's modern dairy operations. He also serves in senior finance and procurement roles across Ghani Group's poultry feed, dairy feed, poultry farming, and real estate ventures.

Mr. Ghani has extensive expertise in strategic financial planning, international procurement, export development, and supply chain management. He has been a key contributor in structuring multimillion-dollar projects, including a \$6 million divestment transaction in 2021. He has also been recognized by Nestlé Pakistan Limited with a Certificate of Appreciation for Ghani Group's consistent role as a reliable milk supplier.

### **7.3.4 Mr. Ahad Ghani – Executive Director**

Mr. Ahad Ghani holds a BBA (Honours) degree from the University of London, UK. He joined Ghani Group in 2021 as a Member of the Board of Directors.

Within the Group, he has been actively involved in marketing and sales operations, contributing to a notable increase in local sales and playing a key role in expanding salt export volumes to Middle Eastern and European markets.

As a Director of Ghani Dairies Limited, he supervises supply chain administration and supports the Company's growth through the implementation of modern business strategies and innovative practices.

### **7.3.5 Ms. Vaneeza Avais – Non Executive Director**

Ms. Vaneeza Avais joined the Board of Ghani Dairies Limited in 2025. She holds a degree in Visual Communication Design from Beaconhouse National University.

She has extensive experience in branding, corporate communications, and digital design, having worked with Ghani Mines (Pvt.) Limited as well as with various national and international clients on brand identity and promotional campaigns. She brings creative and strategic insight to the Board, contributing to the strengthening of the Company's corporate identity and stakeholder communication.

### **7.3.6 Mr. Khurram Zafar – Independent Director**

Mr. Khurram Zafar currently serves as the Chief Executive Officer of the Pakistan Mercantile Exchange (PMEX), a position he assumed in December 2024.



He brings extensive experience in entrepreneurship, venture capital, technology, and capital markets. Prior to joining PMEX, he co-founded a Pakistan-focused venture capital fund and was instrumental in establishing the LUMS Center for Entrepreneurship. He has also served on the Board of Karandaaz Pakistan and as a member of its Digital Financial Services Advisory Committee.

Earlier in his career, Mr. Zafar was Chief Information Officer at the Lahore Stock Exchange and worked as a consultant with global financial institutions, including Merrill Lynch, Visa, and Bank of America. His professional background reflects strong expertise in capital markets, digital finance, and the development of startup ecosystems.

He currently holds directorships in:

- Pakistan Mercantile Exchange (PMEX);
- Tasdeeq Information Services Limited;
- Vending machines Company (PVT.) Limited
- Healthwire (Private) Limited;
- Turbo Labz (PVT.) Limited;
- Brand Ventures (Private) Limited;
- KF Ventures (Private) Limited
- KZ Ventures (Private) Limited
- Punjab Financial Services Co;
- 47 Ventures Ltd

At PMEX, he is leading technology-driven initiatives to enhance the depth and efficiency of Pakistan's commodities and derivatives markets.

### **7.3.7 Mr. Hassan Nawaz Gondal – Independent Director**

Mr. Hassan Nawaz Gondal is an advertising and marketing executive with extensive experience in brand development, communications, and out-of-home (OOH) and digital OOH advertising. He is currently the Chief Operating Officer of Kinetic Worldwide (WPP) Pakistan, making him one of the youngest COOs within the WPP global network.

Mr. Gondal earned his BBA (2005–2009) and MBA in Marketing (2009–2011) from the Lahore School of Economics. He has also completed professional certifications in Service Leadership (Ron Kaufman), Google Green Belt, Effective Brainstorming, and advanced OOH marketing practices.

With more than a decade of leadership experience, Mr. Gondal has managed large-scale media portfolios exceeding US\$100 million, led operations across seven nationwide offices, and introduced programmatic DOOH and AI-driven planning to the advertising industry in Pakistan. His professional career also includes senior roles at Levi Strauss & Co. and JWT Pakistan.

Mr. Gondal is recognized for pioneering innovations in digital media, delivering award-winning campaigns, and leading teams of over 100 professionals across Pakistan. His expertise in strategic leadership, brand management, and data integration adds valuable perspective to the Board of Ghani Dairies Limited.

## **7.4 PROFILE OF KEY MANAGEMENT**

### **7.4.1 Mr. Muhammad Toheed Akram – Chief Financial Officer**

Mr. Muhammad Toheed Akram serves as the Chief Financial Officer of Ghani Dairies Limited, overseeing all aspects of financial management, regulatory compliance, and strategic fiscal planning. A qualified finance professional, he is a Chartered Accountant (ICAEW), a Fellow of the Association of Chartered Certified Accountants (FCCA-UK), and a Certified Internal Auditor (CIA-USA). With over 14 years of experience in financial leadership, he possesses expertise in financial reporting, budgeting, forecasting, risk management, and investor relations. He has a strong background in enhancing internal controls, Risk Management, regulatory compliance, managing treasury functions, and leading corporate governance initiatives.



#### 7.4.2 Mr. Muhammad Ashraf – Company Secretary

Mr. Muhammad Ashraf is currently serving as Company Secretary. He graduated from Punjab University and is a fellow member of “Institute of Chartered Management Accountants of Pakistan” (ICMAP). He possesses over 35 years of post-qualification, diversified experience in Accounting, Costing, Budgeting, Financial Management, Taxation and Corporate Planning.

Mr. Muhammad Ashraf joined Ghani Dairies Limited a Company of Ghani Group on February 22, 2023 as Company Secretary. He began his professional career with Pakistan Engineering Company Limited, the largest engineering complex of Pakistan and has served in various leading organizations within the Manufacturing Sector including Polyester Staple Fiber, Textile Spinning and Foam industries. As Company Secretary, Mr. Ashraf ensures the Company’s compliance with all statutory and regulatory requirements. He also plays a vital role in liaising with key regulatory authorities including FBR, SECP and other relevant departments

#### 7.4.3 Mr. Ali Imran – General Manager Administration

Mr. Ali Imran is an experienced management professional with over 15 years of expertise in administration, operations, and organizational management within the dairy and commodities sector. As the General Manager Administration at Ghani Dairies Limited, he oversees administrative functions, ensures operational efficiency, and supports the company’s strategic and corporate objectives. He holds a Master of Business Administration (MBA) in Commerce from the College of Business Administration and a Bachelor of Commerce from the University of the Punjab. His career demonstrates a proven record in optimizing processes, strengthening organizational systems, and contributing to the sustainable growth of Ghani Dairies Limited.

#### 7.4.4 Dr. Izhar Ali – Assistant Farm Manager

A results-oriented dairy management professional with specialized expertise in large-scale herd management, advanced nutrition, and comprehensive farm operations. Currently managing all aspects of herd performance, reproduction, and feed efficiency for a high-producing operation, with a proven track record of enhancing milk yields and implementing robust herd health programs. Previous leadership roles include extensive farm supervision, workforce management, and operational planning, complemented by foundational experience in precision ration formulation and feed optimization. Holds a Doctor of Veterinary Medicine (DVM) degree from the University of Veterinary and Animal Sciences, Lahore.

#### 7.4.5 Dr. Ahmed Abdel Azim Mahmoud – Vet Manager

An accomplished veterinary and herd management executive with over 25 years of strategic leadership experience across large-scale dairy operations in Egypt, Saudi Arabia, and Pakistan, offering a proven track record in enhancing herd productivity, operational efficiency, and sustainable production outcomes. Leveraging a Doctor of Veterinary Medicine degree from Zagazig University, core expertise encompasses data-driven herd health and fertility programs, advanced surgical procedures, and robust biosecurity and risk mitigation protocols designed to ensure herd viability and business continuity. Demonstrated excellence in leading multi-national teams, implementing rigorous vaccination and disease prevention strategies, and driving continuous improvement in animal welfare and operational performance

### 7.5 QUALIFICATION OF DIRECTORS

No person shall be appointed as a Director of the Company who is ineligible to be appointed as Director on any one or more of the grounds enumerated in Section 153 of the Companies Act or any other law for the time being in force.

### 7.6 APPOINTMENT AND ELECTION OF DIRECTORS AND CHIEF EXECUTIVE

The directors of the Company are elected for a term of three years in accordance with the procedure laid down in the Section 159 of the Companies Act.



As per Article 65, the directors shall comply with the provisions of Section 154 to 159 and section 161, 162 and 167 relating to the election of the Directors and matters ancillary thereto.

As per Article 67, the Company may by resolution in general meeting, remove a director in accordance with the provisions of the Companies Act.

The current board of Directors were appointed on 3<sup>rd</sup> October 2025 and the next election is tentatively scheduled for the 3<sup>rd</sup> October 2028.

The Company has a Chief Executive appointed in accordance with the provisions of the Act who shall deem to be a Director of the Company with all rights and privileges associated with this office.

## **7.7 INTEREST OF DIRECTORS**

The Directors may have deemed to be interested to the extent of fees payable to them for attending the Board meetings. The Directors performing whole time services in the Company may also be deemed interested to the extent of remuneration payable to them by the Company. The nominee Directors have interest in the Company to the extent of representing the Sponsors in the capital of the Company.

Furthermore, the directors are required to abstain from participating in discussions or voting on matters in which they have a personal interest. Such contracts or arrangements are subject to approval by the Board of Directors.

## **7.8 INTEREST OF DIRECTORS AND PROMOTERS IN PROPERTIES/ASSETS AND PROFIT OF THE COMPANY**

Directors do not have any interest in property of the Company. Directors do not have any profit-sharing agreement with the Company, however, when the Company declares a dividend, they will be entitled to receive the payment based on their shareholding in the Company.

## **7.9 REMUNERATION OF THE DIRECTORS**

The remuneration of the Directors shall, from time to time, be determined by the Company in general meeting subject to the provisions of the Companies Act.

Any Director who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director may be paid, subject to law, such extra remuneration by way of salary, percentage of profits or otherwise as the Company in general meeting may determine. No remuneration has been paid to directors for attending board meetings.

## **7.10 BENEFITS TO PROMOTERS AND OFFICERS**

No benefit (monetary or otherwise) has been given by the Company to the Sponsors, promoters, substantial shareholders and Directors of the Company other than remuneration for services rendered by them as full-time executives of the Company.

## **7.11 VOTING RIGHTS**

As per article 37, on a show of hands every member present in person shall have one vote so that no person present shall be entitled to cast more than one vote on a show of hands. On a poll every member present in person or by proxy shall have one vote for every share held by him.

According to article 39, a member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee, receiver, or other legal guardian and any such committee or legal guardian may, on a poll, vote by proxy.





## 7.12 AUDIT COMMITTEE

The Board of Directors has set up an effective internal audit function managed by suitable qualified and experienced personnel who are conversant with the policies and procedures of the Company and are involved in the internal audit function on a full-time basis. The terms of reference of the Audit Committee are in line with the Code of Corporate Governance. Broadly, the committee assists the Board in fulfilling their oversight responsibilities in respect of the integrity of: GDL's financial statements; internal control arrangements; compliance with legal and regulatory requirements and the performance of the internal audit function. The committee is also responsible for making recommendations to the Board on the nomination of and compensation payable to the external auditors.

The audit committee comprises of the following members:

1.	Muhammad Hassan Nawaz Gondol (Independent Director)	Chairman
2.	Khurram Zafar (Independent Director)	Member
3.	Aitzaz Ahmad Khan (Non-Executive Director)	Member
4.	Vaneeza Avais (Non-Executive Director)	Member

## 7.13 HUMAN RESOURCE AND REMUNERATION COMMITTEE

The Board of Directors has set up an effective Human Resources function managed by suitable and qualified personnel who are conversant with the policies & procedures of the Company and are involved in Human Resources function on a full-time basis.

The human resource and remuneration committee comprises of the following members:

1.	Muhammad Hassan Nawaz Gondal (Independent Director)	Chairman
2.	Hafiz Avais Ghani (Executive Director)	Member
3.	Shoaib Ghani (Executive Director)	Member
4.	Aitzaz Ahmad Khan (Non-Executive Director)	Member
5.	Vaneeza Avais (Non-Executive Director)	Member

## 7.14 POWERS OF DIRECTORS INCLUDING ANY BORROWING POWER

The control of the Company shall be vested in the Directors and the Business of the Company shall be managed by the Directors as per the Articles of Association subject to any restrictions under the Ordinance.

The Directors may, from time to time obtain finance or raise or borrow money/term capital, participatory redeemable capital from Banks, financial institutions, or from any other institution or Person in accordance with the applicable law.

## 7.15 INDEMNITY AVAILABLE TO DIRECTORS AND OTHER EMPLOYEES OF THE COMPANY

As per Article 90, Every Director and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors to pay out of the funds of the Company, all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, act or thing done by such officer or servant as such or in any way in the discharge of the duties of such officer or servant including travelling expense.



## **7.16 CORPORATE GOVERNANCE**

The Company shall comply with all the rules and regulations applicable to the company with regards to the listed companies (Code of Corporate Governance) Regulation, 2019.

## **8 LEGAL PROCEEDINGS AND OVERDUE LOANS**

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### **8.1 LEGAL PROCEEDINGS**

The company affirms that, as of June 30th, 2025 there are no legal proceeding pending against the issuer, its sponsors, substantial shareholders, directors and associated companies, over which the Issuer has control, that could have material impact on the issuer.

### **8.2 ACTION TAKEN BY SECURITIES EXCHANGE**

No action has been taken by the Securities Exchange against the issuer or its associated companies over which the issuer has control.

### **8.3 OVERDUE LOANS**

There are no overdue loans (local or foreign currency) on the Company, its sponsor and promoters, substantial shareholders, directors and associated group companies (over which the Company has control). The Company, its CEO, its directors and its sponsors, under the oath, undertake that they have no overdue payment to any financial institutions.



## 9 UNDERWRITING ARRANGEMENT, COMMISSIONS, BROKERAGE AND OTHER EXPENSES

### 9.1 UNDERWRITING

The retail portion of IPO comprising of 26,050,000 ordinary shares have been underwritten by the following underwriters, who have undertaken to underwrite the shares at the strike price to be determined through the book building mechanism at the underwriting commission of 1% (One Percent) of the amount underwritten.

Underwriter	Shares underwritten	Underwriting Amount at Floor Price
JS Bank Limited	13,025,000	312.6 Mn – 437.6 Mn
BankIslami Pakistan Limited	13,025,000	312.6 Mn – 437.6 Mn

The Underwriters will also charge the take-up commission of 1% (One Percent) on the amount of shares take-up by them by virtue of underwriting commitment.

In the opinion of Directors, the resources of underwriter are sufficient to discharge their respective underwriting commitments.

### 9.2 BUY BACK / REPURCHASE AGREEMENT

Neither the company or any of its associates have entered into any buy back / re-purchase agreement with the underwriter(s) or its associates. The company and its associates shall not buy back / re-purchase shares from the underwriters taken up by them (if any) by virtue of their respective underwriting commitments.

### 9.3 COMMISSION OF THE BANKER TO THE ISSUE

Commission at the rate of 0.25% (inclusive of all taxes) of the amount collected on allotment in respect of successful applicants will be paid by the Company to the Banker to the Issue for services to be rendered by them in connection with the Retail Portion of the Issue.

### 9.4 FEES AND EXPENSES FOR CENTRALIZED E-IPO SYSTEM ("CES")

Commission on application received through the e-IPO Systems of PSX and CDC will be paid to PSX and CDC which shall not be more than 0.8% of the amount of the total applications. PSX and CDC will share the fee with other participants of the e-IPO System at a ratio agreed amongst them.

### 9.5 FEE AND EXPENSES FOR PSX E-IPO SYSTEM (PES)

Commission on application received through the e-IPO Systems of PSX and CDC will be paid to PSX and CDC which shall not be more than 0.8% of the amount of the total applications. PSX and CDC will share the fee with other participants of the e-IPO System at a ratio agreed amongst them.

### 9.6 BROKERAGE

For this Issue, brokerage shall be paid to the TRE Certificate Holders of PSX at the rate of 1.00% of the value of shares (including premium, if any) on successful applications for Book Building and General Public Portion. No brokerage shall be payable in respect of shares taken up by the underwriters by virtue of their respective underwriting commitments pursuant of retail portion of the Issue.



## 9.7 ESTIMATED EXPENSES OF THE ISSUE

Expenses to the Issue are estimated not to exceed PKR 112,100,000 The break-up of these preliminary expenses is given below:

Particulars	Rate	Expense (PKR) at Floor Price
Advisory and Arrangement Fee	2.00%	50,000,000
TREC Holders Commission	1.00%	25,000,000
Banker to the Issue (BTI)	0.25%	1,562,500
BTI Out-of-Pocket Expenses		350,000
Balloter and Share Registrar Fee		850,000
CDC & PSX e-IPO facility charges	0.80%	1,000,000
CDC Annual Fees		1,000,000
CDC Fresh Issue Fee	0.14%	3,600,000
PSX Initial Listing Fee		500,000
PSX Software Charges for Book Building		1,000,000
SECP Supervisory & Processing Fee		250,000
Marketing Expenses		15,000,000
Underwriting Fee & Take-up Commission		10,937,500
Miscellaneous Expenses		1,050,000
<b>Total Expenses</b>		<b>112,100,000</b>



## 10 MISCELLANEOUS INFORMATION

### 10.1 REGISTERED OFFICE/ CORPORATE OFFICE

#### Ghani Dairies Limited

45-Aurangzeb Block,  
New Garden Town,  
Lahore

Phone: +92 42 111-666-647

Website: <https://ghanigroup.com.pk/ghani-dairies-private-limited-corporate-dairy-farm/>

Email: [info@ghanidairies.com](mailto:info@ghanidairies.com)

#### Plant Address

Rahdari, Noor Pur Thal, District Khushab, Lahore

### 10.2 BANKERS AND FINANCIAL INSTITUTIONS TO THE COMPANY

S. No	Name	Address	Contact no.	Email
1	Habib Bank Limited	109-A, Ali Block, Garden Town, Lahore	03324772359	usman.sharif2@hbl.com
2	BankIslami Pakistan Limited	100-A Shadman Town, Lahore	03214699527	zia.haq@bipl.io
3	Habib Metropolitan Bank Limited	IBB Main Boulevard Gulberg, Lahore	03347604008	Aamer.abbas@habibmetro.com
4	Meezan Bank Limited	Flat A, Block 5, Ground Floor, Awami Flats, Site 1 to 4, Usman Block, New Garden Town, Lahore	03204426206	PBM.LHR04@meezanbank.com
5	Faysal Bank Limited	1st Floor, 18 Hunza Block, Allama Iqbal Town, Lahore	03268013598	efbl@faysalbank.com
6	Dubai Islamic Bank	Main Boulevard Gulberg, Lahore	03335785142	Fakhar.khan@dibpak.com
7	United Bank Limited	Rangpur Baghooor, Tehsil Noor Pur, District Khushab	03229827458	abuzar.razzaq@ubl.com.pk

### 10.3 AUDITORS OF THE COMPANY

#### Javed Chaudhry & Co. (up till June 2023)

T-8, Ahmad Arcade,  
Ferozepur, Road,  
Lahore, Pakistan

Office: +92 42 37593435

Email: [jcc.lhr@gmail.com](mailto:jcc.lhr@gmail.com)

#### Crowe Hussain Chaudhry & Co. (Current)

Crowe Hussain Chaudhry & Co.  
7<sup>th</sup> Floor Gul Mohar Trade Centre,  
8-F Main Market, Gulberg II,  
Lahore-54660  
Tel # 042-35759223-5



Website: [www.crowe.pk](http://www.crowe.pk)

#### 10.4 LEGAL ADVISOR OF THE COMPANY / LEGAL ADVISOR OF THE ISSUE

Khan & Khan Attorneys & Corporate Counsellors  
Office # 10, RB-2, 1st Floor, Awami Complex,  
Usman Block, New Garden Town, Lahore.  
Tel. # 042-35782201  
[Waqaruddin03@gmail.com](mailto:Waqaruddin03@gmail.com)

#### 10.5 COMPUTER BALLOTTERS & SHARE REGISTRAR

Corplink (Private) Limited  
Wings Arcade, 1-K Commercial,  
Model Town, Lahore, Pakistan  
Tel: (+92) 42 35916714,  
(+92) 42 35916719,  
(+92) 42 35839182  
Email: [info@corplink.com.pk](mailto:info@corplink.com.pk)

#### 10.6 CONSULTANT TO THE ISSUE

**JS Global Capital Limited**  
The Center, 17th & 18th Floor,  
Plot No. 28, S.B.5, Abdullah Haroon Road,  
Saddar, Karachi, Pakistan  
Phone: +9221 111-574-111 Ext. 3068  
Email: [sila.hannan@js.com](mailto:sila.hannan@js.com)  
Website: [www.jsycl.com](http://www.jsycl.com)

#### 10.7 BANKERS TO ISSUE OF RETAIL PORTION

Code	Name of Bank
01	Meezan Bank Limited





## 11 MATERIAL CONTRACTS

### 11.1.1 DETAILS OF LONG-TERM FINANCING FACILITIES

Sr No.	Bank	Facility	Limit (PKR Mn)	Mark-up / Commission	Date Sanctioned	Tenor / Review Date
1	Habib Metropolitan Bank Ltd.	Diminishing Musharaka-Refinancing Renewable Energy (Category 2)	14.62	SBP rate + 1% p.a	May 20,2024	31-Oct-31
		Diminishing Musharakah-Plant & Machinery	-50	3MK + 0.75% p.a		31-Oct-30
2	Habib Bank Limited	Diminishing Musharaka-Islamic finance facility under SBP Scheme for Storage of Agricultural Products (IFFSAP)	50	SBP rate + 1% p.a	May 26,2022	26-May-29
3	BankIslami Pakistan Limited	Diminishing Musharaka-Islamic Temporary Economic Refinance Facility (ITERF)	48	SBP rate + 2% p.a	March 31,2021	30-Jun-26
		Diminishing Musharaka-Islamic Finance for Storage of Agricultural Products (FFSAP)	50	SBP rate + 2.5% p.a	December 22,2023	
		Diminishing Musharaka-Vehicles	50	RK + 0.80% p.a	June 26,2025	30-Jun-26
4	Meezan Bank Limited	Diminishing Musharaka-ISAAF Facility	10	SBP rate 3%+ 6% p.a	27.02.2024	27.02.2027
5	Faysal Bank Limited	Diminishing Musharaka-Vehicles	10	3MK + 1.5% p.a	15.05.2025	14.06.2030
		Diminishing Musharaka-Plant & Machinery	-39.6	3MK + 1.5% p.a	15.05.2025	14.06.2032
		Diminishing Musharaka-IFFSAP	100	SBP rate 2.5%+ 3.5% p.a	15.05.2025	14.06.2032
		Diminishing Musharaka-IFFSAP	-59.4	SBP rate 2.5%+ 3.5% p.a	15.05.2025	14.06.2032
		Musharakah-SLC Agri WCL	200	3MK + 1.5% p.a	15.05.2025	30.04.2026

### 11.1.2 DETAILS OF SHORT-TERM FINANCING FACILITIES

No short-term financing facilities has been obtained by Company.



### 11.1.3 DETAILS OF TECHNICAL AGREEMENTS

TITLE OF AGREEMENT	PARTY TO THE AGREEMENT	EFFECTIVE DATE	EXPIRY DATE	PARTICULAR
Steel Structure Agreement	Dairy Heed Pakistan Private Limited	09-Sep-2025	60 days from commencement Date	The Contractor shall provide, deliver & install a Pre-Engineered Steel Structure shed with certain Specifications.
Renovation of a 20-Ton storage tank.	Said Asghar Engineering Pvt Ltd	09-Jul-2024	09-Jul-2025	Renovation & Purchase of 20-Ton storage tank

### 11.1.4 DETAILS OF CONTRACTS/AGREEMENTS WITH INSURANCE COMPANIES

INSURANCE COMPANY	TYPE OF INSURANCE COVERAGE	EXPIRY DATE
IGI General Insurance Limited Window Takaful Operations	Fire Takaful	22-June-2026
IGI General Insurance Limited Window Takaful Operations	Car Takaful	17-Sep-2026
Jubilee General Insurance Company Limited- Window Takaful Operations	Fire Insurance	10-Mar-2026
Jubilee General Insurance Company Limited- Window Takaful Operations	Health Insurance	31-Mar-2026
Jubilee General Insurance Company Limited- Window Takaful Operations	Marine Insurance	21-Dec-2025
Jubilee General Insurance Company Limited- Window Takaful Operations	Fire Insurance	25-Jul-2025

### 11.1.5 DETAILS OF CONTRACTS/AGREEMENTS WITH CUSTOMERS

Customers	COUNTRY OF ORIGIN	GOODS / SERVICE PROVIDED	FORMAL AGREEMENT	EXPIRY DATE	LONG TERM OR SHORT-TERM AGREEMENT
<b>Local:</b>					
Fauji Foods Limited	Pakistan	Milk Provided	Raw Milk sale Agreement	23-Apr-2026	Annual renewal
Nestle Pakistan Limited	Pakistan	Milk Provided	Raw Milk sale Agreement	16-Sep-2025	Annual renewal
IRC Dairy Products (Pvt.) Limited	Pakistan	Milk Provided	Raw Milk sale Agreement	4-June-2026	Annual renewal

### 11.1.6 DETAILS OF RENTAL AGREEMENTS

TYPE OF AGREEMENT	PARTY TO THE AGREEMENT	DATE	PARTICULAR	LOCATION
Generator Rent	Orient Rental Modaraba	03-Feb-2025	Diesel Generator	1-KM Defense Road, Off Raiwind road Lahore.



#### 11.1.7 DETAILS OF LAND AGREEMENTS

TYPE OF AGREEMENT	COMPANY	ADDRESS	AREA	DATE OF PURCHASE
Ownership	Ghani Dairies (Pvt.) Limited	Rahdari Noor pur thal Tehsil Noor pur thal District Khushaab	436 kanals and 11 marla	November, 2020 (84 Kanals & 11 Marlas), February 2023 (352 kanals)

#### 11.2 INSPECTION OF DOCUMENTS AND CONTRACTS

Copies of the Memorandum and Articles of Association, the Audited Financial Statements, the Auditor's Certificates, Information Memorandum and copies of the agreements referred to in this Prospectus may be inspected during usual business hours on any working day at the registered office of the Company from the date of publication of this Prospectus until the closing of the subscription list.

#### 11.3 MEMORANDUM OF ASSOCIATION

The Memorandum of Association, inter alia, contains the objects for which the Company was incorporated and the business which the Company is authorized to undertake. A copy of the Memorandum of Association is annexed to this Prospectus and with every issue of the Prospectus except the one that is released in newspapers as advertisement.

#### 11.4 FINANCIAL YEAR OF THE COMPANY

The financial year of the Company commences on July 1 and ends on June 30.



## 12 BOOK BUILDING PROCEDURE/INSTRUCTIONS FOR REGISTRATION AND BIDDING

### BOOK BUILDING PROCEDURE

#### 12.1 BRIEF STRUCTURE

##### The Present Issue

The Issue comprises of 104,200,000 Ordinary shares of face value worth PKR 1.00/- each, which constitutes 24.28% of the post- issued paid up capital of the Company.

Out of the total issue size of 104,200,000 Ordinary Shares of PKR 1.00/-each, 75% of the issue size i.e., 78,150,000 Ordinary Shares of PKR 1.00/-each will be issued through Book Building process at a Floor Price of PKR 24.00/- per share which will be allotted to Successful Bidders and the rest of 25% of the issue i.e., 26,050,000 Ordinary Shares will be offered to Retail Investors at the Strike Price.

Provided that allocation to the retail portion shall be increased as follows, in case the retail portion is oversubscribed, and accordingly there shall be a corresponding decrease in the allocation to book building investors:

Oversubscription of retail portion	Increase in allocation to retail portion
5 times but less than 10 times	5%
10 times and greater	10%

The Floor Price of PKR 24.00/- has a maximum Price Band of 40% above which no Bid shall be accepted. At maximum Price Band, the highest Strike Price that can be Bid for shall be PKR 33.60/- per share.

Within 1 working days of the closing of the Bidding Period, a Supplement to the Prospectus will be published in at least all those newspapers in which the Prospectus was published. The Supplement will contain information related to the Strike Price, the Offer Price, name of the underwriter of the retail portion of the issue, Underwriting Commission, dates of the Public Subscription, and category wise break-up of the Successful Bidders along with number of shares allocated to them and such other information as specified by the commission. Format of the Supplement is given on page 3 of this Prospectus

#### 12.2 TYPES OF BIDS

Book Building is a process whereby investors Bid for a specific number of shares at various prices. The Issuer set a Floor Price, which is the minimum / lowest price a Bidder can bid at. An order book of Bids is maintained by the designated institutions, which is used to determine the Strike Price through the **“Dutch Auction Method”**.

Under the Dutch Auction Method, the Strike Price is determined by lowering the Bid Price to the extent that the total number of shares issued through the Book Building process are subscribed.

A Bid by a Bidder can be a **“Limit Bid”**, or a **“Step Bid”**, each of which are explained below:

The minimum size of a limit bid and that of any step, in case of a Step Bid, shall not be less than two million rupees.

**Limit Bid:** Limit Bid is at the Limit Price, which is the maximum price a Bidder is willing to pay for a specified number of shares.

In such a case, a Bidder explicitly states a price at which he / she / it is willing to subscribe to a specific number of shares. For instance, a Bidder may bid for 1 Mn shares at PKR 24/- per share, based on which the total Application Money would amount to PKR 24 Mn. In this case the Bid Amount will be also be PKR 24 Mn. Since the Bidder has placed a Limit Bid of PKR 24/- per share, this indicates that he / she / it is willing to subscribe the shares at a price up to PKR 24/- per share.



**Step Bid:** A series of Limit Bids at increasing prices. The amount of any individual step shall not be less than PKR 2,000,000.

For instance, if the investor Bids for 0.70 Mn shares at PKR 24/- per share, 0.60 Mn shares at PKR 25/- per share and 0.50 Mn shares at PKR 26/- per share, then in essence the investor has placed one Step Bid comprising three Limit Bids at increasing prices. The Application Money would amount to PKR 44.80 Mn, which is the sum of the products of the number of shares Bid for and the Bid price of each Limit Bid. In such a case, Investor shall deposit PKR 44.80 Mn in the Book Building Account as Margin Money which is 100% of PKR 44.80 Mn.

### 12.3 PROCEDURE FOR BOOK BUILDING MECHANISM

The procedure of the Book Building mechanism is elaborated for the Eligible Participants, investors and all relevant stakeholders as notified on August 6, 2025 by SECP through amendments in the Public Offering Regulations.

Bids can be placed through Eligible participants, which include securities brokers (Trading and Clearing, Trading and Self-Clearing, and Trading Only), mutual funds, scheduled banks and development finance institutions (DFIs) that are clearing member of NCCPL.

Provided that Trading Only Securities Broker (TO) shall also be eligible to act as Eligible Participant for Book Building. Professional Clearing Member - PCM shall create separate accounts for TO brokers. TO brokers shall be allowed to participate in the Book Building from proprietary account and may also on-board its clients.

Provided further that in case of Trading Only Securities Broker, Professional Clearing Member shall collect the margin money from the bidders and deposit the same with NCCPL.

### 12.4 REGISTRATION OF THE ELIGIBLE PARTICIPANT

Eligible Participant shall be required to register itself with the NCCPL. In order to register, Eligible Participant shall submit an interest to the NCCPL for participation in the book building being conducted by the Book Building System of PSX. Registration would be a one-time process and would not be required before each new book building transaction.

Upon registration, PSX will configure its Book Building System by creating Eligible Participant. Once the Eligible Participant is created, credentials such as participant ID, PIN and password will be transmitted by the Book Building System to the authorized person of Eligible Participants at their registered email addresses and designated mobile numbers.

### 12.5 REGISTRATION OF INVESTORS BY ELIGIBLE PARTICIPANTS

- A. Eligible Participant shall be responsible to register the bidders (Individual and Institutional Investors) and create bidding account for bidders in the book building system for participation.
- B. Provided that Eligible Participants that are Mutual Funds, Banks, and Development Finance Institutions can only create bidding account for proprietary participation and cannot onboard/register bidders or create bidding account of the bidders for participation in the bidding:
- C. Eligible Participant shall create user bidding account for proprietary purpose.
- D. The creation of user bidding account shall require minimum information such as name of bidder, bid amount, UIN/ CNIC, Incorporation number/ CUIN, contact details, IBAN Number. IPO facilitation account can be used if bidder does not have CDC subaccount or CDC investor account. These details shall be captured by the Eligible Participant at the time of registration.
- E. Bidders can opt disclosed or undisclosed bidding at the time of registration. In case of disclosed bidding, bids shall be placed by bidder and/or the Eligible Participant. In case of undisclosed bidding, bids shall be placed only by the bidder. The explanation related to disclosed and undisclosed bidding is given hereunder:
  - i. In case of disclosed bidding, the bidder shall convey bid amount and bid price to the Eligible Participant for entry into the Book Building System. The bidder may also place the bid using its own credentials.



- ii. In case of undisclosed bid, the bidder shall enter the bid amount and bid price directly into the Book Building System.
- F. In case of disclosed bidding, the bidder at the time of registration, shall authorize the Eligible Participant for placing bid on his behalf.
- G. In case of undisclosed bidding, for creating user bidding account for bidders, the Eligible Participant shall use the bidder details (email, name, phone number etc.). Book Building System will share the User ID, PIN and password directly with the bidder via registered email and mobile number.
- H. Once the user is created and confirmed by the Eligible Participant, bidder shall receive system generated credentials for participation in the bidding process.
- I. Eligible Participant that are Securities Brokers shall be allowed to participate with 100% margin money for Proprietary and Investor accounts. Securities Brokers shall collect margin money against bid amount from the bidders based on their own risk assessment criteria.
- J. Eligible Participant can limit the amount of bidding by the bidders depending on the margin money received and its own risk assessment criteria.
- K. In the event of a Trading Only Broker and their clients, the user bidding account must be created through the Professional Clearing Member – PCM (EClear Services Limited).
- L. Eligible Participant shall deposit the margin money or standing instruction or irrevocable undertaking from the trustee, where applicable with the NCCPL by 5:00 p.m., one working day before the start of the bidding period. (B-1)
- M. Provided that during the bidding period, the Eligible Participants and their clients/investors/bidders can increase the bid amount subject to deposit of additional margin money, if required, with the NCCPL.
- N. Eligible Participants that are Banks, Development Finance Institutions, and Mutual Funds shall be allowed to participate in the book building with 0% margin money for proprietary trade.
- O. Provided that the Banks and Development Finance Institutions shall provide standing instruction to the NCCPL to directly debit the bank account in case of default, as per the format prescribed by the NCCPL; and Mutual Funds shall provide Irrevocable Undertaking from the Trustee, as per the format prescribed by the NCCPL.
- P. Based on the information shared by NCCPL, PSX will mark the Eligible Participants who have submitted advance/margin money for the bidding purposes.
- Q. NCCPL will continue to share the real time information with PSX relating to margin money deposited by the Eligible Participants during the bidding period including the registration of new bidders as well as increase in bidding amount by the existing bidders.

## 12.6 FUNCTIONS OF THE ELIGIBLE PARTICIPANT

### Eligible Participants shall:

- i. Establish bidding accounts in the PSX Book Building System for proprietary participation.
- ii. Collect advance/margin money against bids from the bidders based on their own risk assessment criteria and deposit the same with the NCCPL.
- iii. Register bidders and create accounts for the bidders to participate in the bidding.

*Note: The Eligible Participants which are Banks, Mutual Funds and DFIs can only create bidding account for proprietary participation and cannot on board/register bidders or create bidding account of the bidders for participation in the bidding. A bank and DFI may however onboard/register section bidders only in case such bank or DFI is acting as CTI in the public offering transaction.*

## 12.7 ROLES AND RESPONSIBILITIES OF THE DESIGNATED INSTITUTION

PSX being provider of the Book Building System (Designated Institution), shall ensure that Book Building System shall smoothly perform following functions:





1. Record Name, Unique Identification Number (UIN), National Tax Number (NTN), postal and email addresses, land line and cell numbers, bank account Number and branch address and Investor Account Number or Sub-Account Number of the bidder with participant account number;
  2. Provide a mechanism for registration of the bidders before commencement of the bidding period till 03:00 p.m. on the last day of the Bidding Period and require the investors to provide at least such information as mentioned in para (i) above;
  3. Generate bidders' Internet Protocol (IPs) address and keep record of all IP addresses from where the bids are placed;
  4. Record the number of shares bid for, the Bid Price, type of the bid i.e. Limit Bid or Step Bid, date and time of the entry of the bid;
  5. Display the bids revised, and date and time of upward revision;
  6. Neither allow withdrawal of bid, nor accept the bids placed at a Bid Price that is below the Floor Price [or above the upper limit of the Price Band];
  7. Display live the total number of shares offered for sale, the Floor Price, Price Band, total number of bids received, total number of shares bid for and indicative Strike Price;
  8. Build an order book showing demand for the shares at various price levels in a descending order along with the accumulated number of shares bid for and percentage of total shares offered under the Book Building Portion
  9. Discover the strike price at the close of the Bidding Period;
  10. Generate alerts for the Bidders via Short Message Service through cell phones and emails upon entry of the bid, at the time of upward revision of the bid, and upon discovery of the strike price; and
  11. Ensure that system must provide the bidders the option to revise their bids during the period permitted under these Regulations;
- The Designated Institution shall ensure that:
12. Identity of the bidder is not displayed; and
  13. No bid is entered into the System after closing of the Bidding Period

## 12.8 ROLES AND RESPONSIBILITIES OF THE ISSUER:

The Issuer shall ensure that:

1. The Issuer, its Sponsors, Promoters, Substantial Shareholders, Directors and Associates shall have no over dues or defaults, irrespective of the amount, appearing in the report obtained from the credit information bureau;
2. The Issuer or its Directors, Sponsors or Substantial Shareholders should not have held the office of the Directors, or have not been Sponsors or Substantial Shareholders in any Company:
  - i. which had been declared defaulter by the securities exchange or futures exchange; or
  - ii. whose TRE certificate has been cancelled or forfeited by the securities exchange; or
  - iii. which has been de-listed by the securities exchange due to non-compliance of its regulations.
3. The Consultant to the Issue, Balloter and Share Registrar and Banker to the Issue, are appointed through separate agreements in writing.
4. It has submitted through its Consultant to the Issue, an application along with draft prospectus for listing of its securities to the PSX.
5. The shares shall be issued in book-entry form only.
6. the public offering including book building is carried out in accordance with the prospectus and requirement of these Regulations and the Act;
7. Comply with all the applicable directives and orders issued by the Commission.

## 12.9 MARGIN REQUIREMENTS FOR ELIGIBLE PARTICIPANT



The margin requirements for Eligible Participants shall be as under:

- i. Securities Brokers shall be allowed to participate with 100% margin money. Securities Brokers shall collect margin money against bid amount from the investors/clients/bidders based on their own risk assessment criteria.
- ii. Individual investors and institutional investors shall pay 100% of bid amount as margin money to the Eligible Participant, provided that Eligible Participant may accept a lower margin from the bidders based on its own risk assessment.
- iii. A bank or DFI shall be allowed to onboard/register bidders and create bidding account of the bidders for participation in the bidding, only in case such where bank or DFI is acting as Consultant to the Issue (CTI) in the public offering transaction. In such case individual investors and institutional investors shall pay 100% of bid amount as margin money to the Eligible Participant, provided that Eligible Participant may accept a lower margin from the bidders based on its own risk assessment.
- iv. The Eligible Participant such as, Banks, DFIs and Mutual Funds shall be allowed to participate in the bidding process with 0% margin money for proprietary trades only.

**For participation with 0% margin money:**

- a) Banks and DFIs shall provide standing instruction to the NCCPL to directly debit the bank account in case of default, as per the format prescribed by the NCCPL.
- b) Mutual Funds shall provide Irrevocable Undertaking from the Trustee, as per the format prescribed by the NCCPL.
- v. Eligible Participants shall be responsible to NCCPL for providing payments in lieu of accepted bids for their proprietary and investor/client accounts.

## 12.10 BIDDING PROCESS

The following activities shall be performed during the bidding period:

- (1) Bids can be placed as 'Limit Bid' or a 'Step Bid'. Provided that the minimum size of a limit bid and that of any step, in case of a Step Bid, shall not be less than two million rupees.
- (2) The Issuer shall publish the Prospectus at least one (1) day before the commencement of registration of bidders by the Eligible Participants and issuance of public notice by the Designated Institution relating to announcement of book building.
- (3) The bidding shall commence from 09:00 a.m. and close at 05:00 p.m. during the Bidding Period.
- (4) Designated Institution shall through the Book Building System display live order book throughout the bidding period in descending order showing demand for shares at various prices and the accumulated number of shares bid for along with percentage of the total shares offered. The order book should also show the revised bids. The order book shall be accessible through websites of the Securities Exchange and Designated Institution.
- (5) Designated Institution will issue a public notice regarding the book building at least three (3) working days before the bidding period (B-3). The notice shall cover the issuer name, issue size, floor price, bidding dates, and salient features of the issue among others.
- (6) Eligible Participant shall register bidders (Individual and Institutional Investors) and create user bidding account for bidders. Provided that Eligible Participant can also create bidding account for proprietary participation.
- (7) The creation of user bidding account shall require minimum information such as name of bidder, bid amount, UIN/ CNIC, Incorporation number/ CUIN, contact details, CDC sub account/Investor account / IBAN No. IPO Facilitation Account can be used if bidder does not have CDC subaccount or CDC investor account. These details shall be captured by the eligible participant at the time of registration.



(8) Bidders can opt disclosed or undisclosed bidding at the time of registration. In case of disclosed bidding, bids shall be placed by the eligible participant and in case of undisclosed bidding, bids shall be placed by the bidder. Explanation: i. In case of disclosed bidding, the bidder shall convey bid amount and bid price (profit rate/spread) to the Eligible Participant for entry into the Book Building System. ii. In case of undisclosed bid, the bidder shall enter the bid amount and bid price (profit rate/spread) directly into the Book Building System.

(9) At the time of registration, bidders shall authorize the Eligible Participant for placing bid, in case of disclosed bidding.

(10) Eligible participants shall collect the margin money from the bidders and deposit the same with the NCCPL.

(11) Individual investors and institutional investors shall pay 100% of bid amount as margin money to the Eligible Participant: Provided that Eligible Participant may accept a lower margin from the bidders based on its own risk assessment.

(12) In case of undisclosed bidding, for creating user bidding account for bidders, the Eligible Participants shall use the bidder details (email, name, phone number etc.).

Book Building system will share the User ID, URL for the bid screen, PIN and password directly with the bidder via registered email and mobile number.

(13) Once the user is created and confirmed by the Eligible Participant, the credentials for participation in the bidding process shall be forwarded by the Book Building System to the user (investor in the case of undisclosed bidding or their Eligible Participant in the case of disclosed bidding) through registered email and mobile numbers.

(14) Eligible Participant can limit the amount of bidding by the bidders depending on the margin money received and its own risk assessment criteria.

(15) In the event of a Trading Only Broker and their clients, the user bidding account must be created through the Professional Clearing Member (PCM).

(16) One day before the start of bidding (B-1), Eligible Participants shall deposit the margin money or standing instruction or irrevocable undertaking from the trustee, where applicable with the NCCPL as per the designated time specified in the Joint Procedures: Provided that during the bidding period, the Eligible Participants and their clients/investors/bidders can increase the bid amount subject to deposit of additional margin money, if required with the NCCPL as per the Joint Procedures.

(17) NCCPL shall communicate the confirmation of advance/margin money against bid amount of Eligible Participants to Designated Institution as per the Joint Procedures.

(18) Based on the information shared by NCCPL, Designated Institution will activate the Eligible Participants who have submitted advance/margin money for the bidding purposes.

(19) NCCPL will continue to share the real time information with Designated Institution relating to margin money deposited by the Eligible Participants during the bidding period due to registration of new bidders or increase in bidding amount as per the Joint Procedures.

(20) Eligible participants may bid on behalf of their client(s) in the case of disclosed bids, or users may bid anonymously using the credentials provided during the bidding period within the maximum participation amount assigned.

(21) Book Building System shall ensure that the bids are submitted within the assigned limits based on the advance/margin money against bid details provided by NCCPL and the resultant maximum participation amount.

(22) The Eligible Participants and their clients/investors/bidders can increase the bid amount subject to deposit of additional margin money, if required with the NCCPL.



Activity		Start Time	End Time	Responsibility
Monday to Friday	Book Building Advance Deposit	9:00 AM	16:30 PM	Clearing Member (CM)
	Book Building Advance Collection	9:00 AM	16:30 PM	Settling Bank (SB)
	Book Building Final Collection	9:00 AM	12:00 PM	
	Book Building Final Payment (Refund)	9:00 AM	12:00 PM	

(23) The bidders can revise the bids upward till 05:00 p.m. on the last day of the Bidding Period.

(24) At the close of the bidding period, Strike Price shall be determined on the basis of Dutch Auction Method by the Book Building System.

(25) The bidders who have made bids at prices above the Strike Price shall be allotted shares at the Strike Price.

(26) In case the bids received are sufficient to allot the total number of shares offered for sale under the Book Building Portion, the allotment shall be made on the basis of highest bid priority that is the bid made at the highest price shall be considered first for allotment of shares.

(27) In case all the bids made above the Strike Price are accommodated and shares are still available for allotment, such available shares shall be allotted against the bids made at the Strike Price on proportionate basis.

(28) The bidders who have made bids below the Strike Price shall not qualify for allotment of shares.

(29) At the end of bidding period, successful bidders and their Eligible Participants shall be notified by the Book Building System via their registered email that their bids are accepted and such bidders are required to arrange settlement with NCCPL at B+1 within designated time specified in the Joint Procedures.

(30) Upon conclusion of Book Building and determination of successful bidders, NCCPL will commence its pay and collect process at B+1 by debiting the settling bank accounts of Eligible Participants. If there is any shortfall in payments due to failure to meet commitments, NCCPL will initiate its shortfall management process as per the Joint Procedures.

(31) In the event of unsuccessful bids, NCCPL will release the advance amount/margin money of Eligible Participants at B+1 within banking hours.

(32) The funds in lieu of accepted bids will be credited to the Issuer's bank account(s) by NCCPL after the end of public subscription period, credit of securities to the successful investors and issuance of NOC by the Securities Exchange.

## 12.11 RESTRICTIONS

**IT IS THE RESPONSIBILITY OF THE CTI TO ENSURE IMPLEMENTATION OF THE FOLLOWING RESTRICTIONS BY INCORPORATING RELEVANT UINS / CUINS IN THE PSX BOOK BUILDING SYSTEM:**

- i. **THE ASSOCIATES OF THE ISSUER AS DISCLOSED IN THE PROSPECTUS SHALL NOT IN AGGREGATE MAKE BIDS IN EXCESS OF TEN PERCENT OF THE SHARES OFFERED THROUGH BOOK BUILDING.**
- ii. **THE ASSOCIATES OF THE CONSULTANT TO THE ISSUE SHALL NOT IN AGGREGATE MAKE BIDS IN EXCESS OF TEN PERCENT OF THE SHARES OFFERED THROUGH BOOK BUILDING.**  
***PROVIDED THAT IT SHALL NOT APPLY TO SUCH ASSOCIATES OF THE CONSULTANT TO THE ISSUE THAT ARE FINANCIAL INSTITUTIONS, MUTUAL FUNDS AND INSURANCE COMPANIES.***
- iii. **RELATED EMPLOYEES (I.E. EMPLOYEES OF THE ISSUER, THE OFFEROR, THE UNDERWRITERS, AND THE CONSULTANTS TO THE ISSUE, WHO ARE INVOLVED IN THE ISSUE OR THE OFFER FOR SALE) ARE NOT ELIGIBLE TO PARTICIPATE IN THE BIDDING.**



**AN ELIGIBLE INVESTOR SHALL NOT:**

- (a) MAKE BID BELOW THE FLOOR PRICE AND ABOVE THE UPPER LIMIT OF THE PRICE BAND;
  - (b) MAKE BID FOR MORE THAN 10% OF THE SHARES ALLOCATED UNDER THE BOOK BUILDING PORTION
  - (c) MAKE A BID WITH A PRICE VARIATION OF MORE THAN 10% OF THE PREVAILING INDICATIVE STRIKE PRICE AS PER REGULATION 10(2)(iii) OF THE PO REGULATIONS
  - (d) PLACE CONSOLIDATED BID
  - (e) MAKE MORE THAN ONE BID SEVERALLY OR JOINTLY
  - (f) MAKE DOWNWARD REVISION BOTH IN TERMS OF BID PRICE AND BID VOLUME; PROVIDED THAT INCASE OF UPWARD REVISION OF THE BID PRICE, THE NUMBER OF SHARES BID FOR I.E. BID VOLUME MAY BE ADJUSTED ENSURING THAT THE BID AMOUNT OR BID MONEY REMAINS THE SAME; OR
  - (g) WITHDRAW BID
- iv. NO PERSON SHALL TAKE PART IN THE BOOK BUILDING PROCESS, DIRECTLY OR INDIRECTLY SEVERALLY OR JOINTLY IN ANY MANNER OR ENGAGE IN ANY ACT OR PRACTICE WHICH CREATE A FALSE AND MISLEADING APPEARANCE OF ACTIVE BIDDING FOR RAISING OR DEPRESSING STRIKE PRICE IN THE BOOK BUILDING PROCESS.

LIST OF ASSOCIATED COMPANIES AND UNDERTAKINGS OF THE ISSUER, NAMES OF RELATED EMPLOYEES OF THE ISSUER AND CONSULTANT TO THE ISSUE ARE PROVIDED IN SECTION 3A (vi) & (vii).



## 12.12 MECHANISM FOR DETERMINATION OF STRIKE PRICE

1. At the close of the Bidding period, the Strike Price shall be determined on the basis of Dutch Auction Method by the Designated Institution. Under this methodology, the Strike Price is determined by lowering the price to the extent that the total shares offered under the Book Building Portion are subscribed.
2. The Order Book shall display the Bid prices in a tabular form in descending order along with the number of shares Bid for and the cumulative number of shares at each price level.
3. In case all the Bids made above the Strike Price are accommodated and shares are still available for allotment, such available shares shall be allotted against the Bids made at the Strike Price on proportionate basis as per regulation 9(27) of the PO Regulations.

The mechanism for determination of the Strike Price can be understood by the following illustration:

1. Number of shares being Issued through the Book Building: 78,150,000 Ordinary Shares
2. Floor Price: PKR 24.00/- per Ordinary Share with maximum price band of 40% i.e. PKR 33.60/- per share
3. Bidding Period: From [•]/2025 to [•]/2025
4. Bidding Time: 9:00am – 5:00pm
5. Bidding Revision Time (Upward Revision only): 9:00am – 4:30pm on all days

Bidder	Price (PKR/share)	Quantity	Cumulative Number of shares	Category of Order
Institution A	32.00	30,000,000	4,500,000	Limit Price
Institution B	31.80	16,000,000	5,500,000	Limit Price
HNWI A	31.60	16,000,000	5,500,000	Step Bid
Institution C	31.40	8,000,000	6,500,000	Limit Price
Institution D	31.20	4,000,000	7,250,000	Limit Price
HNWI B	31.00	8,200,000	6,275,000	Limit Price
HNWI A	30.80	4,000,000	7,475,000	Step Bid
Institution F	30.60	7,500,000	8,000,000	Limit Price
Institution G	30.40	1,500,000	7,500,000	Limit Price
HNWI C	30.20	3,000,000	5,500,000	Limit Price
Institution H	30.00	2,000,000	4,500,000	Limit Price
Institution I	29.80	1,000,000	2,500,000	Step Bid
Institution H	29.60	2,000,000	4,000,000	Limit Price
HNWI D	29.40	1,000,000	3,200,000	Step Bid
Institution J	29.20	2,500,000	1,500,000	Limit Bid

Strike Price determined through Dutch Auction Method

Total shares bid at and above the Floor Price



On the basis of the figures provided in the above illustration, according to the Dutch Auction Method, the Strike Price would be set at PKR 29.40 per share to sell the required quantity of 78,150,000 Ordinary shares.

At PKR 32.00 per share, investors are willing to buy 4,500,000 shares. Since 73,650,000 shares are still available, the price will be set lower.

At PKR 31.80 per share, investors are willing to buy 5,500,000 shares. Since 68,150,000 shares are still available, the price will be set lower.

At PKR 31.60 per share, investors are willing to buy 5,500,000 shares. Since 62,650,000 shares are still available, the price will be set lower.

At PKR 31.40 per share, investors are willing to buy 6,500,000 shares. Since 56,150,000 shares are still available, the price will be set lower.

At PKR 31.20 per share, investors are willing to buy 7,250,000 shares. Since 48,900,000 shares are still available, the price will be set lower.

At PKR 31.00 per share, investors are willing to buy 6,275,000 shares. Since 42,625,000 shares are still available, the price will be set lower.

At PKR 30.80 per share, investors are willing to buy 7,475,000 shares. Since 35,150,000 shares are still available, the price will be set lower.

At PKR 30.60 per share, investors are willing to buy 8,000,000 shares. Since 27,150,000 shares are still available, the price will be set lower.

At PKR 30.40 per share, investors are willing to buy 7,500,000 shares. Since 19,650,000 shares are still available, the price will be set lower.

At PKR 30.20 per share, investors are willing to buy 5,500,000 shares. Since 14,150,000 shares are still available, the price will be set lower.

At PKR 30.00 per share, investors are willing to buy 4,500,000 shares. Since 9,650,000 shares are still available, the price will be set lower.

At PKR 29.80 per share, investors are willing to buy 2,500,000 shares. Since 7,150,000 shares are still available, the price will be set lower.

At PKR 29.60 per share, investors are willing to buy 4,000,000 shares. Since 3,150,000 shares are still available, the price will be set lower.

Finally, at PKR 29.40 per share, investors are willing to buy 3,200,000 shares. This fully covers the remaining balance, and therefore the Strike Price is set at PKR 29.40 per share for the entire lot of 78,150,000 shares.

At PKR 29.40 per share, investors are willing to buy 3,200,000 shares. **Since after bidding for 3,200,000 shares at PKR 29.40 per share, no shares will be available therefore the Strike Price will be set at PKR 29.40 per share for the 78,150,000 shares.**

The Bidders who have placed Bids at prices above the Strike Price (which in this illustration is PKR 29.40 per share), will become entitled for allotment of shares at the Strike Price and the differential would be refunded.

In case all the Bids made above the Strike Price are accommodated and shares are still available for allotment, such available shares shall be allotted against the Bids made at the Strike Price on proportionate basis as per regulation 9(27) of the PO Regulations.

The Bidders who have made Bids below the Strike Price shall not qualify for allotment of shares shall intimate the respective banks for unblocking their Bid Money within one (1) working day of the close of the Bidding period as per regulation 9(28) of the PO Regulation and the refunds, where required to such Bidders shall be made within one (1) working days from the close of the Bidding period

Within five (5) working days of the close of public subscription period or such shorter period of time as may be specified by the Commission from time to time, the shares shall be allotted and issued against the accepted and successful applications and the subscription money of the unsuccessful applicants shall be unblocked/ refunded.





### 12.13 TIMEFRAME FOR INTIMATION TO THE SUCCESSFUL BIDDERS AND MECHANISM FOR PAYMENT OF THE BALANCE AMOUNT BY THE SUCCESSFUL BIDDERS

Successful Bidders shall be intimated, within one (1) working day of the closing of the Bidding period, the Strike Price and the number of shares provisionally allotted to each of them. Upon intimation by the Designated institution.

### 12.14 TIMELINES

- i. The registration process shall commence at least three working days before the start of the bidding period and shall remain open till 03:00 pm on the last date of the bidding period.
- ii. The bidding shall remain open for at least two working days.
- iii. The bidding shall commence from 09:00 a.m. and close at 05:00 p.m. during the Bidding Period.
- iv. The bidders can revise the bids till 05:00 p.m. on the last day of the Bidding Period.
- v. PSX shall display live throughout the bidding period an order book in descending order showing demand for shares at various prices and the accumulated number of shares bid for along with percentage of the total shares offered. The order book shall also display the revised bids, which shall be accessible through the websites of designated institution i.e. the securities exchange, central depository and clearing company.

### 12.15 OPENING AND CLOSING OF THE REGISTRATION PERIOD

The registration shall be a one-time process and would not be required before each new book building transaction:

REGISTRATION PERIOD	
[•]/2025	9:00am to 5:00pm

### 12.16 OPENING AND CLOSING OF THE BIDDING PERIOD

The Bidding Period shall be for **Two (2) working days** as under:

BIDDING PROCESS STARTS ON	[•]/2025 (9:00 AM to 5:00 PM)
BIDDING PROCESS ENDS ON	[•]/2025 (9:00 AM to 5:00 PM)

### 12.17 ELIGIBILITY TO PARTICIPATE IN BIDDING

Eligible Investors who can place their bids in the Book Building process include local and foreign Individual and Institutional Investors whose Bid Amount is not less than PKR 2,000,000/- (Rupees Two Million only).

### 12.18 PAYMENT PROCEDURE

Investor will make payments as per the bid type defined under Section No. 11.2.

### 12.19 PAYMENT BY FOREIGN INVESTORS

Companies are permitted under paragraph 6 (with specific reference to sub para (B) (I)) of Chapter 20 of the State Bank of Pakistan's ("SBP") Foreign Exchange Manual (the "Manual") to issue shares on repatriation basis to non-residents who are covered under paragraph 6 (A) of Chapter 20 of the Manual, i.e. (I) A Pakistan national resident outside Pakistan, (II) A person who holds dual nationality including Pakistan nationality, whether living in or outside Pakistan, (III) A foreign national, whether living in or outside Pakistan and (IV) A firm (including a partnership) or trust or mutual fund registered



and functioning outside Pakistan, excluding entities owned or controlled by a foreign government, provided the issue price, is paid in foreign exchange through normal banking channel by remittance from abroad or out of foreign currency account maintained by the subscriber/purchaser in Pakistan.

Non-residents who wish to subscribe shares out of the General Public portion may contact any of the bankers to the issue (retail portion) for taking instructions regarding payment of subscription money against shares offered to General Public / retail investors. List of bankers to the Issue for retail portion is available on page 1 of this Prospectus.

The shares issued to non-resident shareholders shall be intimated by the Company to the designated Authorized Dealer, along with the documents prescribed in the Manual within 30 days of issue.

Non-residents who are covered under paragraph 6 (A) of Chapter 20 of the Manual do not require SBP's approval to invest in the shares being issued in terms of this Prospectus. Furthermore, under paragraph 7 (vii) of Chapter 20 of the Manual the Authorized Dealer shall allow repatriation of dividends, net of applicable taxes and proceeds on sale of listed shares (i.e., divestment proceeds) not exceeding the market value less brokerage/commission on provision of prescribed documents.

Payments made by non-residents shall be supported by proof of receipt of foreign currency through normal banking channels. Such proof shall be submitted along with the Application by the non-residents.

#### **12.20 TEN PERCENT (10%) PRICE VARIATION**

An investor will not be allowed to place or upward revise a bid with a price variation of more than ten percent (10%) of the prevailing Indicative Strike Price subject to Floor Price and Price Band i.e. Bid Price must not be below the Floor Price and must not exceed 40% of the Floor Price which is upper limit of Floor Price. **Please note that the Indicative Strike Price may not be constant and may keep on changing during the bidding period. Therefore, the 10% range will also change with the changing Indicative Strike Price.**

For Example, if the Floor Price is PKR 24 per share and Indicative Strike Price at any given point in time during the bidding period is PKR 24 per share, registered bidders may place or revise their bids at/to any price between PKR 24 per share to PKR 26.40 per share. If at any given point in time during the bidding period, the Indicative Strike Price changes from PKR 24 per share to PKR 26.40 per share, the registered bidders may place or upward revise their bids at/to between PKR 26.40 per share to PKR 28.8 per share.

Please note that the 10% range on the lower side cannot go below the floor price and cannot exceed the upper cap of 40% of the floor price i.e. PKR 33.60 per share. The price range of 10% applicable at any given point in time during the bidding period will also be displayed on the bid screen available at the website of PSX.

#### **12.21 RESTRICTION ON DOWNWARD REVISION OR WITHDRAWAL OF BIDS BY THE BIDDER**

Under regulation 10(2)(vi) of the PO Regulations the Bidders shall not make downward revision both in terms of Bid Price and Bid Volume provided that in case of upward revision of the Bid Price, the number of shares Bid for i.e., Bid Volume may be adjusted ensuring that the Bid amount or Bid money remains the same. Under regulation (10)(2)(vii) of the PO Regulations the Bidders shall not be allowed to withdraw Bids.

#### **12.22 PROCEDURE FOR WITHDRAWAL OF ISSUE**

1. In accordance with regulation 8(16) of the PO Regulations, in case the Issuer does not receive Bids for the number of shares allocated under the Book Building Portion at the Floor Price, the Issue shall be cancelled and the same shall be immediately intimated to the Commission and PSX.
2. In accordance with regulation 8(17) of the PO Regulation, the Book Building process will be considered as cancelled if the total number of Bids received is less than forty (40).



### 12.23 BASIS OF ALLOTMENT OF SHARES

Bidders shall be allowed to place Bids for Seventy-Five percent (75%) of the Issue size and the Strike Price shall be the price at which Seventy Five percent (75%) of the Issue is subscribed via the Dutch Auction Method.

Once the Strike Price is determined, all those Bidders whose Bids have been found successful shall be provisionally allotted 75% of the Issue size i.e., 78,150,000 Ordinary Shares.

In order to be a successful Bidder in the Book Building process, the Bid price would either be higher than the Strike Price or at the Strike Price.

For allocation of shares via Book Building, priority shall be given to the Bids placed at the highest price. The Bidders, who have made Bids at prices above the Strike Price, will be provisionally allocated 75% of the shares successfully Bid for, at the Strike Price. The differential between the Bid price and Strike Price, would be refunded based on the total number of shares Bid for.

Bidders who had placed Bids at the Strike Price will be provisionally allotted seventy-five (75%) of the shares successfully Bid for, at the Strike Price, on proportionate basis.

Bids made below the Strike Price shall not qualify for allotment of shares and their Margin Money will be refunded.

Final allotment of shares to the successful Bidders would be determined after determination of the public response to the Retail Portion of the Issue.

Final allotment of shares out of the Book Building portion shall be made after subscription of the retail portion however, shares to such Bidders shall be issued simultaneously with issuance of shares to retail investors, in the form of book-entry to be credited in their respective CDS Accounts.

### 12.24 PUBLICATION OF SUPPLEMENT TO THE PROSPECTUS

In accordance with regulation 11(1) of the PO Regulations within one (1) working days of the closing of the Bidding Period, Supplement to the Prospectus shall be published at least in all those newspapers in which the Prospectus was earlier published and also disseminated through PSX.

The Supplement to the Prospectus would contain information relating to the Strike Price, the Offer Price and Category-wise breakup of the successful Bidders along with the number of shares provisionally allocated to them. Format of the Supplement is given on page 3 of this Prospectus.

**Public subscription for the shares shall be held at any date(s) within thirty days (30) of the publication of the Prospectus but not earlier than seven (7) days of such publication.**



#### 12.25 CONCLUSION OF THE BIDDING PERIOD

- A. After the close of the bidding period, Strike Price shall be determined on the basis of Dutch Auction Method (Cut-off profit rate / spread through Reverse Dutch Auction method in case of debt) by the Book Building System.
- B. At the end of bidding period, successful bidders and their eligible participants shall be notified by the Bidding System via their registered email that their bids have been accepted and such bidders are required to arrange settlement with NCCPL at B+1 as per DTS.
- C. After the allocation process run by PSX, NCCPL will commence its pay and collect process at B+1 by debiting the settling bank accounts of eligible participants.
- D. In the event of unsuccessful bids, NCCPL will release the advance amount/margin money of eligible participants at B+1 within banking hours. If there is any shortfall in payments due to failure to meet commitments, NCCPL will initiate its Shortfall Management Process.
- E. The funds in lieu of accepted bids will be credited to the Issuer's bank account by NCCPL after the end of public subscription, credit of securities to the successful investors and issuance of NOC by the PSX.



## 13 APPLICATION AND ALLOTMENT INSTRUCTION

### 13.1 ELIGIBLE INVESTORS INCLUDE

1. Pakistani citizens resident in or outside Pakistan or Persons holding dual nationalities including a Pakistani nationality;
2. Foreign Nationals whether living in or outside Pakistan;
3. Companies, bodies corporate or other legal entities incorporated or established in or outside Pakistan (to the extent permitted by their constitutive documents and existing regulations, as the case may be);
4. Mutual Funds, Provident / Pension / Gratuity Funds / Trusts, (subject to the terms of the Trust Deed and existing regulations); and
5. Branches in Pakistan of companies and bodies corporate incorporated outside Pakistan.

### 13.2 COPIES OF PROSPECTUS

The Prospectus can be downloaded from the following websites:

<http://www.isgcl.com>, <https://ghanigroup.com.pk/ghani-dairies-private-limited-corporate-dairy-farm//>,  
[www.psx.com.pk](http://www.psx.com.pk) & [www.cdceipo.com](http://www.cdceipo.com);

**The applications for subscription of shares by retail investors can be submitted through electronic platform with payment through e-banking channels. Submission of physical application has been discontinued and all applicants are required to submit the applications through e-IPO platform.**

Shares against the successful and accepted applications shall be issued in the Book Entry Form only and will be credited into the Applicants CDS Account mentioned in the Application. The applicants, therefore, must provide detail of their CDS Account (investors Account or Sub-Account) in the Shares Subscription Form. Investors who do not have CDS account may visit [www.cdcpakistan.com](http://www.cdcpakistan.com) for information and details. For further guidance and queries regarding opening of CDS account, investors may contact CDC at phone Number: 0800 – 23275 (CDCPL) and e-mail: [info@cdcpak.com](mailto:info@cdcpak.com).

### 13.3 OPENING AND CLOSING OF THE SUBSCRIPTION LIST

Please note that online applications can be submitted 24 hours during the subscription period which will close at 12:00 midnight on [•]/2025.

### 13.4 PSX E-IPO SYSTEM

In order to facilitate investors, PSX has developed an e-IPO System (“PES”) through which electronic applications can be filed for subscription of securities offered to the general public. PES can be accessed through the web link (<https://eipo.psx.com.pk>).

Investors can register themselves online at any time 24/7. On behalf of an investors, registration can also be done by:

- the TREC Holder with whom the investor has a sub-account, or
- the Bank with whom the investor has a bank account.

An e-IPO application can be filed by an investor during the public subscription period which shall close at midnight on **MMMM DD, YYYY**. On behalf of investors, e-IPO applications can also be filed by:

- the TREC Holder with whom the investor has a sub-account, or
- the Bank with whom the investor has a bank account.



Subscription money can be paid by the investor through 1LINK or NIFT. On behalf of investors, subscription money can also be paid by:

- the TREC Holder with whom the investor has a sub-account, or
- the Bank with whom the investor has a bank account.

In case of queries regarding PES, investors may contact Mr. Farrukh Shahzad at phone number: 111-001-122 or (021)-35274401-10, and email: Tutorial for PES can be found on the weblink i.e., <https://eipo.psx.com.pk/EIPO/home/index>.

### 13.5 CENTRALIZED E-IPO SYSTEM (CES):

CES can be accessed through the web link ([www.cdceipo.com](http://www.cdceipo.com)). Payment of subscription money can be made through 1LINK's member banks available for CES.

For making application through CES, investors must be registered with CES. Registration can be done under a self-registration process by filling the CES registration form, which is available 24/7 all throughout the year.

In addition to the above, investors/sub-account holder(s) can request their respective TREC Holders who are Participants in Central Depository System (CDS) to make electronic subscription on their behalf for subscription of securities of a specific company by authorizing (adding the details of) their respective Participant(s) in CES. Consequently, authorized Participants will electronically subscribe on behalf of their sub-account holder(s) in securities offered through Initial Public Offerings and will also be able to make payment against such electronic subscriptions through all the available channels mentioned on CES only after receiving the subscription amount from the sub-account holder(s). To enable this feature, the CDS Participant may request CDC to activate his ID on the CES portal. For queries regarding CES, investors may contact CDC at phone number: 0800 – 23275 (CDCPL) and e-mail: [info@cdcpak.com](mailto:info@cdcpak.com) or contact Mr. Owais Anwer at Phone 021-111-111-500 Ext 500 and email: [owais\\_anwer@cdcpak.com](mailto:owais_anwer@cdcpak.com).

### 13.6 APPLICATIONS MADE BY ELIGIBLE INVESTORS

1. The Eligible investor shall submit application for subscription of shares under retail portion of the issue electronically through e-IPO Platform of PSX (PES) and Centralized e-IPO System (CES) of CDC with payment through e-banking channels.
2. Investors who are registered with PES and CES can submit their applications through the web link <https://eipo.psx.com.pk> and [www.cdceipo.com](http://www.cdceipo.com) respectively; 24 hours a day during the subscription period which will close at midnight on [.].

### 13.7 ADDITIONAL INSTRUCTIONS FOR INVESTORS

1. Only one application will be accepted against each account, however, in case of joint account, one application may be submitted in the name of each joint account holder.
2. Joint application in the name of more than two persons will not be accepted.
3. The applicant should have at least one bank account with any of the commercial banks. The applicants not having a bank account at all (non-account holders) are not allowed to submit application for subscription of shares.
4. Applications are not to be made by minors and / or persons of unsound mind.
5. Submission of false and fictitious applications is prohibited and such applications' money may be forfeited under section 87(8) of the Securities Act, 2015.

### 13.8 ADDITIONAL INSTRUCTIONS FOR FOREIGN / NON-RESIDENT INVESTORS'

1. Foreign / resident should follow payment instructions given in Section 12.19 of this Prospectus.



### 13.9 CODE OF OCCUPATION OF INVESTORS / APPLICANTS

Code	Occupation
01	Business
02	Business Executive
03	Service
04	Housewife
05	Household
06	Professional
07	Student
08	Agriculturist
09	Industrialist
10	Other

### 13.10 NATIONALITY CODE

Code	Name of Country
001	U.S.A
002	U.K
003	U.A.E
004	K.S.A
005	Oman
006	Bangladesh
007	China
008	Bahrain
009	Other

### 13.11 MINIMUM AMOUNT OF APPLICATION AND BASIS OF ALLOTMENT OF SHARES OF THE ISSUE

The basis and conditions for allotment of shares out of the Issue shall be as follows:

1. Application for shares must be made for 500 shares or in multiples of 500 shares only. Applications which are neither for 500 shares nor for multiples of 500 shares shall be rejected.
2. The minimum amount of application for subscription of 500 shares is the Issue Price x 500 shares.
3. Application for shares below the minimum amount shall not be entertained.
4. **SUBMISSION OF FALSE AND FICTITIOUS APPLICATIONS IS PROHIBITED AND SUCH APPLICATIONS' MONEY MAY BE FORFEITED UNDER SECTION 87(8) OF THE SECURITIES ACT, 2015.**
5. If the shares offered to the General Public are sufficient to accommodate all applications, all applications shall be accommodated.
6. If the shares applied for by the General Public are in excess of the shares allocated to them, the distribution shall be made by computer balloting, in the presence of the representative(s) of PSX in the following manner:
  - If all applications for 500 shares can be accommodated, then all such applications shall be accommodated first. If all applications for 500 shares cannot be accommodated, then balloting will be conducted among applications for 500 shares only.
  - If all applications for 500 shares have been accommodated and shares are still available for allotment, then all applications for 1,000 shares shall be accommodated. If all applications for 1,000 shares cannot be accommodated, then balloting will be conducted among applications for 1,000 shares only.





- If all applications for 500 shares and 1,000 shares have been accommodated and shares are still available for allotment, then all applications for 1,500 shares shall be accommodated. If all applications for 1,500 shares cannot be accommodated, then balloting will be conducted among applications for 1,500 shares only.
  - If all applications for 500 shares, 1,000 shares and 1,500 shares have been accommodated and shares are still available for allotment, then all applications for 2,000 shares shall be accommodated. If all applications for 2,000 shares cannot be accommodated, then balloting will be conducted among applications for 2,000 shares only.
  - After the allotment in the above-mentioned manner, the balance shares, if any, shall be allotted in the following manner:
    - After allotment of the above, the balance shares, if any, shall be allotted on pro rata basis to the applicants who applied for more than 2,000 shares.
      - If the remaining shares are sufficient to accommodate each application for over 2,000 shares, then 2,000 shares shall be allotted to each applicant and remaining shares shall be allotted on pro-rata basis.
    - If the remaining shares are not sufficient to accommodate all the remaining applications for over 2,000 shares, then balloting shall be conducted for allocation of 2,000 shares to each successful applicant.
7. If the Issue is over-subscribed in terms of amount only, then allotment of shares shall be made in the following manner:
- First preference will be given to the applicants who applied for 500 shares;
  - Next preference will be given to the applicants who applied for 1,000 shares;
  - Next preference will be given to the applicants who applied for 1,500 shares;
  - Next preference will be given to the applicants who applied for 2,000 shares; and then
  - After allotment of the above, the balance shares, if any, shall be allotted on pro rata basis to the applicants who applied for more than 2,000 shares.
8. Allotment of shares will be subject to scrutiny of applications for subscription of shares.

### 13.12 BASIS OF ALLOTMENT

The basis and conditions of allotment of shares to the General Public shall be as follows:

1. The minimum value of application will be calculated as Issue Price 500 shares. Application for amount below the minimum value shall not be entertained.
2. Application for shares must be made for 500 shares or in multiple of 500 shares only. Applications which are neither for 500 shares nor for multiples of 500 shares shall be rejected.
3. Allotment of shares to successful applicants shall be made in accordance with the allotment criteria / instructions disclosed in the Prospectus.
4. Allotment of shares shall be subject to scrutiny/criteria disclosed in the Prospectus and / or the instructions by the Securities & Exchange Commission of Pakistan.
5. Applications, which do not meet the above requirements, the applicants are, therefore, required to fill in all data fields in the Application Form.
6. The Company will credit shares in the CDS Accounts of the successful applicants.



### 13.13 REFUND/UNBLOCKING OF SUBSCRIPTION MONEY TO UNSUCCESSFUL APPLICANTS

As per the regulation 11(4) of the PO Regulations, within five (5) working days of the close of public subscription period the Shares shall be allotted and issued against the accepted and successful applications and the subscription money of the unsuccessful applicants shall be unblocked/ refunded.

As per sub-section (2) of Section 68 of the Companies Act, if refund as required under sub-section (1) of Section 68 of the Companies Act is not made within the time specified hereinabove, the directors of the company shall be jointly and severally liable to repay that money with surcharge at the rate of two percent (2%) for every month or part thereof from the expiration of the fifteenth day and, in addition, shall be liable to a penalty of level 3 on the standard scale as defined in Section 479 of the Companies Act. Provided that the directors of the Company shall not be liable if it proves that the default in making the refund was not on their own account and was not due to any misconduct or negligence on their part.

In case retail portion of the Issue remains unsubscribed, the unsubscribed shares shall be allotted to the underwriters on the basis of their respective underwriting commitments.

Provided that allocation to the retail portion shall be increased, in case the retail portion is oversubscribed, and accordingly there shall be a corresponding decrease in the allocation to book building investors as under:

Oversubscription of retail portion	Increase in allocation to retail portion
5 times but less than 10 times	5%
10 times and greater	10%

### 13.14 ISSUE AND CREDIT OF SHARE CERTIFICATES

Within five (05) working days of the closing of public subscription period, the shares shall be allotted, issued and credited against the accepted and successful applications and the subscription money of the unsuccessful applicants shall be unblocked/refunded, as required under regulation 11(4) of the PO Regulations.

If the Company defaults in complying with the above requirements, it shall pay PSX a penalty of PKR 5,000 per day for every day during which the default continues. PSX may also notify the fact of such default and name of the Company by notice and also by publication in its ready-board quotation of the Stock Exchange.

Name of the Company will also be notified to the TRE Certificate Holders of the PSX and placed on the web site of the PSX.

### 13.15 TRANSFER OF SHARES

The shares shall be transferred in accordance with the provisions of Section 74 of the Companies Act read with Section 75 thereof and the Central Depositories Act, 1997 and the CDCPL Regulations.

### 13.16 BANKERS TO THE ISSUE

Code	Name of Bank
01	Meezan Bank Limited

### 13.17 INTEREST OF SHAREHOLDERS

None of the holders of the Issued shares of the Company have any special or other interest in the property or profits of the Company other than their capacity as holder of Ordinary shares except from the shareholders who are also the Director of the company. Directors of the Company have interest in receiving remuneration for their role as Directors.



### 13.18 ELIGIBILITY FOR DIVIDEND

The Ordinary Shares issued shall rank Pari-passu with the existing shares in all matters of the Company, including the right to such pre or right issues, and dividend as may be declared by the Company subsequent to the date of issue of such shares.

### 13.19 DEDUCTION OF ZAKAT

Income distribution will be subject to deduction of Zakat at source, pursuant to the provisions of Zakat and Ushr Ordinance, 1980 (XVIII of 1980) as may be applicable from time to time except where the Ordinance does not apply to any shareholder or where such shareholder is otherwise exempt or has claimed exemption from payment / deduction of Zakat in terms of and as provided in that Ordinance.

### 13.20 CAPITAL GAINS TAX

Capital gains derived from the sale of listed securities are taxable in the following manner under section 37A of Income Tax Ordinance, 2001:

S.n o.	Capital Gain Tax for FY2025	Investors Appearing in ATL	Investors Not Appearing in ATL
1	Where the securities are acquired before the first day of July, 2013	0%	0%
2	Where the securities are acquired on or after the first day of July, 2013 but on or before the 30th day of June, 2022.	12.5%	25.0%
3	<b>Where the securities are acquired on or after the first day of July, 2022 but on or before the 30th day of June, 2024, below reduced rates of tax on capital gain arising on disposal shall apply:</b>		
	Where holding period does not exceed one year	15.0%	25.0%
	Where holding period exceed one year but does not exceed two years	12.5%	25.0%
	Where holding period exceed two years but does not exceed three years	10.0%	20.0%
	Where holding period exceed three years but does not exceed four years	7.5%	15%
	Where holding period exceed four years but does not exceed five years	5.0%	10%
	Where holding period exceed five years but does not exceed six years	2.5%	5%
	Where holding period exceed six years	0.0%	0.0%
	<b>Where the securities are acquired between July 1, 2024 – June 30, 2025</b>		
	Where the securities are acquired for period of July 1, 2024 – June 30, 2025	15.0%	30.0%
4	<b>Where the securities are acquired on or after the first day of July, 2025 onwards:</b>		
	Where the securities are acquired on or after the first day of July, 2025 and onwards.	15.0%	As per rates specified in First Schedule, Part 1, Division 1 for individuals and association of persons and Division II for companies. Provided that the rate of tax for individuals and association of persons shall not be less than 15% in any case.

### 13.21 WITHHOLDING TAX ON DIVIDENDS

Dividend distribution to shareholders will be subject to withholding tax under section 150 of the Income Tax Ordinance, 2001 as specified in Part III Division I of the First Schedule of the said ordinance or any time-to-time amendments therein. In terms of the provision of Section 8 of the said ordinance, said deduction at source, shall be deemed to be full and final liability in respect of such profits in case of persons only. Applicable withholding tax rate on dividend is 15% for filer and 30% for non-filer.



### 13.22 TAX ON BONUS SHARES

As per section 236 of the Finance Act 2023, bonus shares shall only be issued to shareholder, if a Company collects from shareholder, tax equal to 10% of the value of the bonus shares issued.

### 13.23 INCOME TAX

The income of the Company is subject to Income Tax under the Income Tax Ordinance, 2001.

### 13.24 DEFERRED TAXATION

Deferred tax is accounted for using the balance sheet liability method in respect of all temporary timing differences arising from the difference between the carrying amount of the assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are recognized for all major taxable temporary differences.

Deferred tax assets are recognized for deductible temporary differences and unused tax losses and credits only if it is probable that future taxable amounts will be available to utilize those temporary differences and unused tax losses and credits.

The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent of probable future taxable profit available that will allow deferred tax asset to be recovered.

Deferred tax is calculated at rates that are expected to apply to the period when the differences reverse based on the tax rates and tax laws that have been enacted or have been notified for subsequent enactment by the reporting date.

### 13.25 SALES TAX

General Sales Tax is applicable as per Sales Tax Act, 1990 on supplies and services. Sales tax is applicable on services as per Punjab Sales Tax on Services Act, 2012 by Punjab Revenue Authority. Sales tax is applicable on services as per Sindh Sales Tax on Services Act, 2011 by Sindh Revenue Board.

### 13.26 SALES TAX ON SALE / PURCHASE OF SHARES

Under the Constitution of Pakistan and Articles 49 of the 7th NFC Award, the Government of Sindh, Government of Punjab, Government of Khyber Pakhtunkhwa and Government of Baluchistan have promulgated the Sindh Sales Tax on Services Act, 2011, Punjab Sales Tax on Services Act, 2012, Khyber Pakhtunkhwa Sales Tax on services through Khyber Pakhtunkhwa Finance Act, 2013 and the Baluchistan Sales Tax on services Act, 2015 respectively. The Sindh Revenue Board, the Punjab Revenue Authority, and the Khyber Pakhtunkhwa Revenue Authority and the Baluchistan Revenue Authority administer and regulate the levy and collection of the Sindh Sales Tax ("SST"), Punjab Sales Tax ("PST"), Khyber Pakhtunkhwa Sales Tax ("KST") and Baluchistan Sales Tax ("BST") respectively on the taxable services provided or rendered in Sindh, Punjab or Khyber Pakhtunkhwa provinces respectively.

The value of taxable services for the purpose of levy of sales tax is the gross commission charged from clients in respect of purchase or sale of shares in a Stock Exchange. The above-mentioned Acts levy a sales tax on Brokerage at the rate of 15% in Sindh, 16% in Punjab and in Baluchistan and Khyber Pakhtunkhwa the rate is 16%. Sales tax charged under the aforementioned Acts is withheld at source under statutory requirements.<sup>5</sup>



## 14 SIGNATORIES TO THE PROSPECTUS

### SIGNATORIES TO THE PROSPECTUS

**Hafiz Avals Ghani**  
Chief Executive Officer

**Shoaib Ghani**  
Executive Director

**Ahad Ghani**  
Executive Director

**Aitzaz Ahmad Khan**  
Non-Executive Director

**Ms. Vaneeza Avals**  
Non-Executive Director

**Khurram Zafar**  
Independent Director

**Hassan Nawaz Gondal**  
Independent Director

### WITNESSES

Certified by:

**Muhammad Ashraf**  
Company Secretary





## 15 MEMORANDUM OF ASSOCIATION OF GHANI DAIRIES LIMITED

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**THE COMPANIES ACT, 2017 (XIX of 2017)**

**(COMPANY LIMITED BY SHARES)**

**MEMORANDUM**

**OF**

**ASSOCIATION**

**OF**

**GHANI DAIRIES LIMITED**

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**THE COMPANIES ACT, 2017 (XIX of 2017)**  
**(COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**"GHANI DAIRIES LIMITED"**

1. The name of the company is Ghani Dairies Limited.
2. The registered office of the Company will be situated in the Province of Punjab.
3.
  - (i) The principal line of business of the company shall be to set-up and carry business of cattle rearers, sheep farmers, poultry farmers, grainers, breeding and to purchase, breed, rear, sell, import, export, improve, deal and trade in cattle, horses, asses, donkeys, mules, sheep, goats, birds, poultry, eggs, meat, milk and live and dead stocks of every description of live stock.
  - (ii) Except for the businesses mentioned in sub-clause (iii) hereunder, the company may engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.
  - (iii) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Mutual Fund, Lending, Investment Company, Investment Advisor, Real Estate Investment Trust management company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, Mudaraba management company, Stock Brokerage business, forex, managing agency, business of providing the services of security, or any other business restricted under any law for the time being in force, or as may be specified by the Commission.
  - (iv) It is hereby undertaken that the company shall not
    - (a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation; Page 3 of 3
    - (b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;
    - (c) engage in any of the permissible business unless the requisite approval, permission, consent or license is obtained from competent authority as may be required under any law for the time being in force.
4. The liability of the members is limited.







5. The Authorized Capital of the Company is Rs. 500,000,000 (Rupees Five Hundred Million Only) divided into 500,000,000 (Five Hundred Million) ordinary shares of Rs. 1/- each.

We, the several persons whose names and addresses are subscribed below, are desirous of being formed into a company, in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company as set opposite our respective names.

Name and surname (present & former in full (in Block Letters))	NIC No. (in case of foreigner, Passport No.)	Father's/Husband's Name in full	Nationality (ies) with any former Nationality	Occupation	Usual residential address in full or the registered principal office address for a subscriber other than natural person	Number of shares taken by each subscriber (in figures and (Words))	Signatures
Akmal Ahmad Khan	35202-6712826-7	Abdul Ghani	Pakistani	Business	102-C, Model Town, Lahore	2,000	
Hafiz Avais Ghani	35200-8677336-9	Akmal Ahmad Khan	Pakistani	Business	102-C, Model Town, Lahore	49,000	
Shouab Ghani	35202-1167051-9	Akmal Ahmad Khan	Pakistani	Business	102-C, Model Town, Lahore	49,000	
Total number of shares taken (One Hundred Thousand Only)						100,000	

Dated the 20th day of October, 2020

Witness to above signatures: (For the documents submitted in physical form)

Signature	
Full name (in Block Letter)	
Father's/Husband's Name	
Nationality	
Occupation	
NIC No.	
Usual residential address	

