



SERVICE FABRICS LIMITED



SERVICE FABRICS LIMITED

**Financial Statements For The
1st Quarter Ended
September 30, 2018**



SERVICE FABRICS LIMITED

Company Information

Board of Directors	Mr. Aurangzeb Noor Ms. Mudassara Aurangzeb Mrs. Azmat Akbar Mr. Muhammad Waqas Mr. Irfan Noor Mr. Wajid Razzaq Mr. Ali Anwar	CEO
Board Audit Committee	Mr. Muhammad Waqas Mr. Irfan Noor Mr. Ali Anwar	Chairman Member Member
Human Resource & Remuneration Committee	Mr. Wajid Razzaq Mr. Ali Anwar Mrs. Azmat Akbar	Chairman Member Member
Company Secretary	Mr. Zahir Shah	
Registered Office	Office No 17, 1st Floor, Anique Arcade, I-8Markaz, Islamabad. Phone: +92 (51) 4861780 Fax : +92 (51) 4861785	



SERVICE FABRICS LIMITED

Auditors

Horwath Hussain Chaudhry & Co.

Legal Advisor

Ch. Abdul Khaliq

Share Registrar

F. D. Registrar Services (SMC-Pvt) Limited.

1705, 17th Floor, Saima Trade Tower A,

I.I Chundrigar Road Karachi.

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SERVICE FABRICS LIMITED

CHAIRMAN REVIEW REPORT

BUSINESS REVIEW

On behalf of the board of directors of Service Fabrics Limited, we are pleased to submit the Chairman's Review report and the condensed interim unaudited financial statements of the Company for the quarter ended September 30, 2018.

OVERVIEW

During the year under review, directors of the Company have been putting all their efforts to revive the operations by restructuring its entire business particularly through its internal resources. The management is committed to making the company profitable, by acquiring and investing in businesses within in Food, Real Estate, Pharma and Finance sectors. This will allow us to create a diversified group of businesses within one company and thus resulting in profitability and enhancing value for its shareholders.

The loss amounting Rs. 0.342 million shown in accompanying financial statements is only because of administrative expenses incurred during the period as no operational activities were carried out during last year.

Despite of all these facts, the management of the Company is committed to good corporate governance and complying with the best practices

The Board would like to thank executives, staff members and workers of the Company for their commitment, dedication and hard work. We continue to pray to Allah for the continued success of your Company and for the benefit of all stakeholders, and the country in general.

(IRFAN NOOR)
Chairman

Dated: October 26, 2018
Islamabad



SERVICE FABRICS LIMITED

DIRECTOR'S REPORT

Like preceding year 2017-18, during first quarter, directors of the Company made their efforts to revive the operations of the company by restructuring its entire business particularly through its internal resources. The loss amounting Rs. 0.342 million shown in accompanying financial statements is only because of administrative expenses incurred during the period as no operational activities were carried out during last year

Company is in the process of acquiring the Operating Plant, Building and Machinery of a FMCG company to initiate its Food division. The cost of the assets was assessed to Rs. 34.14 Million. The Company planned to make the plant operational for Tomato Paste initially, an input for ketchup, pizza sauce, spaghetti sauce, lasagna sauce, curry paste. Future products include fruit spread (Jam), Synthetic vinegar, soya sauce etc. Management has also identified some other means and sources of financing for restructuring. The management is confident that it would turnaround the Company and it will be on the track within shorter possible period.

During the previous period, the books of accounts of company's subsidiary (H. K Securities (Private) Limited) were seized and taken with them by Securities and Exchange Commission of Pakistan (Security Market Division) against seizure memo of records dated March 20, 2017. Securities Exchange Commission of Pakistan (Corporate Supervision Department) was approached to seek relaxation under section 228 (7) of Companies Act 2017 for preparation of consolidated accounts. The company remained unable to prepare consolidated financial accounts for the period ended September 30, 2018 due to non-availability of books of accounts.



SERVICE FABRICS LIMITED

Last year Securities and Exchange Commission of Pakistan (SECP) had filed petition with the Honorable High Court, Lahore (Company Jurisdiction) under section 305 and 309 of the Companies Ordinance, 1984 for winding up of the Company. Currently, the petition is pending at Honorable High Court. The management of the company is vigorously defending its plea in court of law to dismiss winding up petition and company is hopeful for favorable decision.

Our mission is to contribute to the growth, sustainability and ultimate stabilization of the economy. We at Service Fabrics Limited, aim to do this through responsible business practices.

On behalf of Board of Directors of the company, I am thankful to all worthy shareholders and staff members of the company for their untiring efforts for the betterment of the company.

On behalf of Board

(Aurangzeb Noor)

Chief Executive Officer

Dated: October 26, 2018
Islamabad.



SERVICE FABRICS LIMITED

SERVICE FABRICS LIMITED

UNAUDITED CONDENSED INTERIM BALANCE SHEET


AS AT SEPTEMBER 30, 2018

	Note	UN-AUDITED	AUDITED
		September 30, 2018	June 30, 2018
		Rupees	Rupees
PROPERTY AND ASSETS			
Non Current Assets			
Advance for purchase of operating fixed assets	4	1,000,000	1,000,000
Investment in subsidiary	5	15,628,969	15,628,969
		16,628,969	16,628,969
Current Assets			
Receivable from broker		-	5,239
Advance income tax		37,295	37,295
Cash and bank balance	6	1,149,806	1,396,586
		1,187,101	1,439,120
		<u>17,816,070</u>	<u>18,068,089</u>
EQUITY AND LIABILITIES			
Share Capital and Reserves			
Authorised share capital:			
16,000,000 (2018: 16,000,000) ordinary shares of Rs. 10 each		160,000,000	160,000,000
Issued, subscribed and paid up capital		157,548,000	157,548,000
Accumulated loss		(357,625,072)	(357,282,950)
		(200,077,072)	(199,734,950)
Non Current Liabilities			
Long term financing	7	162,114,011	162,114,011
Payable to subsidiary	8	10,028,205	7,814,102
Current Liabilities			
Gratuity payable		324,847	324,847
Loan from Director	9	2,597,628	4,721,628
Trade and other payables	10	40,520,260	40,520,260
Unclaimed dividend		491,058	491,058
Provision for taxation		1,817,133	1,817,133
		45,750,926	47,874,926
Contingencies and Commitments			
	11	-	-
		<u>17,816,070</u>	<u>18,068,089</u>

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


Chief Executive


Chief Financial Officer


Director



SERVICE FABRICS LIMITED

SERVICE FABRICS LIMITED

UNAUDITED CONDENSED PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED SEPTEMBER 30, 2018

		Quarter Ended	
		September 30, 2018	September 30, 2017
	Note	Rupees	Rupees
Sales		-	-
Cost of sales		-	-
Gross Profit / (Loss)		-	-
Administrative expenses	12	(342,122)	(464,391)
Operating Loss		(342,122)	(464,391)
Other operating expenses		-	-
Other income		-	-
		-	-
(Loss) / Profit before Taxation		(342,122)	(464,391)
Taxation		-	-
Net (Loss) / Profit for the period		(342,122)	(464,391)
(Loss) / Earning per Share - Basic and Dilutive	13	(0.02)	(0.03)

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

Chief Executive

Chief Financial Officer

Director

SERVICE FABRICS LIMITED

UNAUDITED CONDENSED STATEMENT OF OTHER COMPREHENSIVE INCOME FOR THE PERIOD ENDED SEPTEMBER 30, 2018

	Quarter Ended	
	September 30, 2018	September 30, 2017
	Rupees	Rupees
(Loss) / Profit before Taxation	(342,122)	(464,391)
Other comprehensive income		
<i>Items that will be reclassified subsequently to the profit or loss</i>		
<i>Items that will not be reclassified subsequently to the profit or loss</i>		
Other comprehensive income	-	-
Total Comprehensive (Loss) / Income for the year	(342,122)	(464,391)

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


Chief Executive


Chief Financial Officer


Director





SERVICE FABRICS LIMITED

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CASH FLOW STATEMENT

FOR THE PERIOD ENDED SEPTEMBER 30, 2018

	Quarter Ended	
	September 30, 2018	September 30, 2017
	Rupees	Rupees
CASH FLOW FROM OPERATING ACTIVITIES		
(Loss) / profit before taxation	(342,122)	(464,391)
Adjustments: Other income - Dividends	-	-
Adjustments: Other expense - Finance Cost	-	-
Operating loss before working capital changes	(342,122)	(464,391)
Increase in assets:		
- Current assets	5,239	8,135
Increase in liabilities:		
- Trade and other payables	(2,124,000)	1,488,151
Cash Used in Operations	(2,460,883)	1,031,895
Finance Cost		
Income tax paid / deducted at source	-	(600)
Net Cash Used in Operating Activities	(2,460,883)	1,031,295
CASH FLOW FROM INVESTING ACTIVITIES		
Investment made	-	-
Net Cash Used in Investing Activities	-	-
CASH FLOW FROM FINANCING ACTIVITIES		
Long term financing	-	(1,000,000)
Payable to subsidiary	2,214,103	
Net Cash Generated from Financing Activities	2,214,103	(1,000,000)
Net Increase / (Decrease) in Cash and Cash Equivalents	(246,780)	31,295
Cash and cash equivalents at the beginning of the period	1,396,586	373,895
Cash and Cash Equivalents at the End of the period	<u>1,149,806</u>	<u>405,190</u>
The annexed notes form an integral part of these financial statements.	-	

Chief Executive

Chief Financial Officer

Director

SERVICE FABRICS LIMITED

UNAUDITED CONDENSED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED SEPTEMBER 30, 2018

	Share Capital Rupees	Accumulated Loss Rupees	Total Rupees
Balance as on June 30, 2017	157,548,000	(354,746,463)	(197,198,463)
Total comprehensive income for the year	-	(2,536,487)	(2,536,487)
Dividend paid	-	-	-
Balance as on June 30, 2018	157,548,000	(357,282,950)	(199,734,950)
Total comprehensive Loss for the period	-	(342,122)	(342,122)
Balance as on September 30, 2018	157,548,000	(357,625,072)	(200,077,072)

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



Chief Executive



Chief Financial Officer



Director





SERVICE FABRICS LIMITED

SERVICE FABRICS LIMITED NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED SEPTEMBER 30, 2018

Note 1

The Company and its Operations

- 1.1 Service Fabrics Limited (the Company) was incorporated in Pakistan on December 01, 1987 as a Public Limited Company under the Companies Ordinance, 1984 (Repealed with the enactment of the Companies Act, 2017 on May 30, 2017). The shares of the Company are quoted on Pakistan Stock Exchange Limited. The registered office of the Company is situated at Office No. 17, First Floor, Anique Arcade, I-8 Markaz, Islamabad. Principal business of the Company was manufacturing and selling of fabrics. The Company has ceased its operating activities since October 2004.

Note 2

Basis of Preparation

- 2.1 This condense interim financial information is unaudited and has been prepared with the requirements of IAS 34 (Interim Financial Reporting). This condensed interim financial information does not include all the information required for annual financial statements and therefore should be read in conjunction with the annual financial statements of the company for the year ended June 30, 2018 which have been prepared in accordance with IFRS.
- 2.2 The preparation of this condensed interim financial information is in conformity with the approved accounting standards which requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Note 3

Significant Accounting Policies

The accounting policies and methods of computation of this condensed interim financial information are the same as those followed in the preparation of annual financial statements for the preceding financial year ended June 30, 2018.

Note 4

Advance for Purchase of Operating Fixed Assets

- 4.1 During the preceeding year, the Company entered into a contract for purchase of operating assets of Getti Agro (Private) Limited. The value of assets agreed between the two parties as per the evaluation report by an independent evaluator "M/s. International Design Group" is Rs. 34,140,400.
- 4.2 For this transaction, Rs. 1 million were paid directly by directors to M/s Getti Agro (Private) Limited.

Note 5

Investment in Subsidiary

In previous year, the Company purchased 95.5% shares of H.K. Securities (Private) Limited against consideration of Rs. 15,628,969 @ 5.456 per share. This transaction was undertaken as on December 04, 2015.

Note 6

Cash and Bank Balances

	September 30, 2018	June 30, 2018
	Rupees	Rupees
Cash in hand	1,143,908	1,396,437
Cash with bank	5,898	149
	<u>1,149,806</u>	<u>1,396,586</u>

Note 7

Long Term Financing

Financing from banking companies - Secured

National Bank of Pakistan			
- Cash finance	7.1	786,997	786,997
- Demand finance	7.2	1,448,703	1,448,703
- Mark up freeze account	7.3	<u>2,041,000</u>	<u>2,041,000</u>
		4,276,700	4,276,700
Financing from others			
Noor Capital (Pvt.) Ltd.	7.4	104,837,311	104,837,311
Drekhar Kingsway (Pvt.) Ltd.	7.5	53,000,000	53,000,000
		<u>162,114,011</u>	<u>162,114,011</u>



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Notes to and Forming Part of the Financial Statements

- 7.1 This represents remaining liability of restructured cash finance facility. The said restructuring / rescheduling was carried out by the bank in the year 2005. Out of which Rs. 1 Million has been paid by the company during previous year.
- The restructured finances are secured against:
Personal guarantees of directors.
Residential properties of directors.
First charge on current assets of the Company registered with the Securities and Exchange Commission of Pakistan (SECP).
Additional equitable mortgage charge on property, plant and equipment of M/s Prime Diaries Limited, ranking pari passu with ICP and NBP to be created and registered with the SECP.
General irrecoverable power of attorney in favor of the bank duly executed and registered with the Registrar in respect of above property.
- 7.2 Demand finance was created by National Bank of Pakistan during restructuring / rescheduling of financing facilities as noted under Note 7.1. The restructured finance is due for payment and is secured against securities as disclosed in Note 7.1. The outstanding amount includes mark up payable of Rs. 1,448,703 (2018: Rs. 1,448,703).
- 7.3 Accrued markup of Rs. 5,041 million on short term facilities has been frozen by National Bank of Pakistan as a result of rescheduling / restructuring of outstanding liabilities as mentioned in Note 7.1. Out of which Rs. 3 Million were paid by company during the financial year ended June 30, 2018. Balance of mark up shall be waived after the payment of all other liabilities of the bank as per agreed schedule.
- 7.4 This represents unsecured and interest free loan originally obtained from retiring directors who later novated the said loan in favour of M/s. Noor Capital (Private) Limited. During the financial year ended June 30, 2018 company has entered into an agreement with M/S Noor Capital (Pvt) Ltd and M/S Drekkar Kingsway limited on September 07, 2017 through which an amount of Rs. 53 Million has been further transferred to M/S Drekkar Kingsway Limited. Repayment terms of both loans have not yet been finalized.
- 7.5 This represents unsecured and interest free loan originally obtained from retiring directors who later novated the said loan in favour of M/s. Noor Capital (Private) Limited. During the reporting period company has entered into an agreement with M/S Noor Capital (Pvt) Ltd and M/S Drekkar Kingsway limited on September 07, 2017 through which an amount of Rs. 53 Million has been further transferred to M/S Drekkar Kingsway Limited. Repayment terms of both loans have not yet been finalized.

Note 8

Payable to Subsidiary

This represents partial payment received on behalf of subsidiary company against sale of 3,034,603 ISE Towers REIT Management shares (ISETRML) received to subsidiary in pursuance of corporatization and demutualization of ISETRMC in accordance with the requirement of the Stock Exchanges under Corporatization, Demutualization and Integration Act, 2012. Subsidiary company made an agreement for sale of these shares to M/S General Investment & Securities (Pvt) Ltd on August 09, 2017. On August 15, 2017 Subsidiary company has made an application to Pakistan stock exchange Limited for surrender of Trading Right Entitlement Certificate (TREC) and intends to sell blocked 60% equity shares with CDC after surrendering of TREC.

Securities Exchange Commission of Pakistan vide its Order dated December 17, 2017 has refused HK Securities(Pvt) Ltd (Subsidiary company) to grant / renewal of licence as securities broker due to non compliant with the provisions of the Regulations read with Securities Act. SECP has directed PSX and NCCPL in this regard to suspend the trading terminal of Invest Form (Pvt) Ltd and proceed further under the applicable regulatory Frame work.

Note 9

Loan from Directors

Loan from director - unsecured
paid during the year

	September 30, 2018	June 30, 2018
	Rupees	Rupees
	4,721,628	4,989,438
	(2,124,000)	(267,810)
	<u>2,597,628</u>	<u>4,721,628</u>

- 9.1 This represents unsecured and interest free loan from director. Repayment terms of loan have not been finalized yet. The company has classified the loan as repayable on demand pursuant to provisions of Technical Release-32 (TR-32) "Accounting Directors' Loan" issued by the Institute of Chartered Accountants of Pakistan.

Note 10

Trade and Other Payables

	September 30, 2018	June 30, 2018
	Rupees	Rupees
Sundry creditors	4,750,413	4,750,413
Accrued liabilities	225,000	245,000
Advances from customers and others	34,215,182	34,215,182
Advance received against subsidiary	-	-
Zakat payable	301,072	301,072
WHT and GST Payable	43,248	-
Income tax payable	965,345	1,008,593
Salaries payable	20,000	-
	<u>40,520,260</u>	<u>40,520,260</u>



SERVICE FABRICS LIMITED

Note 11

Contingencies and Commitments

- 11.1 In previous year, the Securities and Exchange Commission of Pakistan (SECP) has filed petition with the Honourable High Court, Lahore (Company Jurisdiction) under section 305 and 309 of the Companies Ordinance, 1984 for winding up of the Company. The petition has been filed on the grounds that the Company has ceased its operations, disposed off its entire property, plant and equipment, very low cash and bank balances, outstanding liabilities of Rs. 184 million and inability to pay its debts etc. Since the management is confident that the case will be decided in their favour, therefore the financial statements have been drawn up in accordance with going concern basis.
- 11.2 As at the balance sheet date, the Company has commitment to purchase operating assets of Getti Agro (Private) Limited amounting to Rs. 33 million.
- 11.3 Securities and Exchange Commission of Pakistan has passed an order vide Letter No 1(33) SMD /PRPD/ PSX/ISE/2017 dated 13 December 2017 through which penalty amounting Rupees Five Million has been imposed on HK Securities (Pvt) Ltd (Subsidiary Company) as subsidiary Company contravened provision of Companies Act 2017, Brokers Regulations and Rule Book of PSX. The Subsidiary company has filed an appeal against order on January 12, 2018 which is pending before Applet Tribunal of SECP.

Note 12

Administrative Expenses

	September 30, 2018 Rupees	September 30, 2017 Rupees
Legal and professional charges	6,035	274,380
Salaries	60,000	60,000
Entertainment	146,544	12,980
Boarding and lodging	17,934	2,325
Printing and stationery	550	17,240
Postage and courier	2,080	850
Office Rent	-	78,000
Travelling and conveyance	-	11,000
Communication	8,500	4,720
Bank charges	1,659	2,896
Vehicle Fuel	66,199	-
Repairs and maintenance	30,000	-
Medication for staff	2,621	-
	<u>342,122</u>	<u>464,391</u>

Note 13

(Loss) / Earnings Per Share

		September 30, 2018 Rupees	September 30, 2017 Rupees
Net (loss) / profit for the period attributable to ordinary shareholders	Rupees	(342,122)	(464,391)
Weighted average number of ordinary shares	Number	15,754,800	15,754,800
Earning per share - Basic		<u>(0.02)</u>	<u>(0.03)</u>

Earnings per share - Diluted

There is no dilution effect on the basic earnings per share of the Company as the Company has no such commitments.

Note 14

Transactions with Related Parties

The associated undertaking / related parties comprise of associated companies, key management personnel. Transactions carried out with associated undertakings / related parties during the year are as follows :-

Name of the related party	Relationship and percentage shareholding	Transactions during the year and year end balances
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Loan from directors

2,597,628

4,721,628



SERVICE FABRICS LIMITED

SERVICE FABRICS LIMITED

Notes to and Forming Part of the Financial Statements

Note 15

Financial Risk Management and Financial Instruments

15.1 Financial Risk Factors

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

There have been no changes in the risk management policies during the period, consequently this condensed interim financial information does not include all the financial risk management information and disclosures required in the annual financial statements.

15.2 Fair values of financial assets and liabilities

Carrying values of all financial assets and liabilities reflected in the financial statements approximate to their fair values. Fair value is determined on the basis of objective evidence at each reporting date.

Note 16

Authorization of Financial Statements

These financial statements have been authorized for issuance by the Board of Directors of the Company on October 26, 2018.

Note 17

General

Prior year balance sheet figures have been re-arranged in "current" and "non-current" classification as the Company has prepared the current financial statements on going concern basis.

Chief Executive

Chief Financial Officer

Director



If Undelivered Please Return to:

SERVICE FABRICS LIMITED

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