



**GULISTAN TEXTILE  
MILLS LIMITED**

**ANNUAL REPORT 2017**

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# **GULISTAN TEXTILE MILLS LIMITED**

## **COMPANY INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Waqar Ahmed (Chairman)  
Mr. Naseer Ahmed (Chief Executive)  
Mr. Muhammad Arshad  
Mr. Muhammad Arif  
Mr. Mian Muhammad Khalid Nasim  
Mr. Zubair Hussain Akhtar  
Mr. Zafar Iqbal

### **AUDIT COMMITTEE**

Mr. Zubair Hussain Akhtar (chairman)  
Mr. Waqar Ahmed  
Mr. Zafar Iqbal

### **HR & REMUNERATION COMMITTEE**

Mr. Mian Muhammad Khalid Nasim (chairman)  
Mr. Waqar Ahmed  
Mr. Zafar Iqbal

### **CHIEF FINANCIAL OFFICER**

Mr. Zulfiqar Ali

### **COMPANY SECRETARY**

Mr. Asmar Tariq

### **AUDITORS**

M/s. Baker Tilly Mehmood Idress Qamar  
Chartered Accountants  
Lahore.

### **LEGAL ADVISOR**

M/s. A.K. Brohi & Company-Advocate

### **TAX CONSULTANT**

M/s. Sharif & Company-Advocate

### **SHARE REGISTRAR OFFICE**

M/s. Hameed Majeed Associates (Pvt) Ltd.  
Karachi Chamber  
Hasrat Mohani Road Karachi  
Ph. 32424826, 32412754, Fax. 32424835

### **REGISTERED OFFICE**

2nd Floor, Finlay House,  
I.I. Chundrigar Road,  
Karachi.

### **REGIONAL OFFICE**

2nd Floor, Garden Heights,  
8-Aibak Block, New Garden Town,  
Lahore.

### **MILLS**

Unit I - Sama satta, Distt. Bahawalpur  
Unit II & III Tibba Sultanpur, Distt. Vehari  
Unit IV - Ferozwatwan, Distt. Sheikhpura

### **WEB PRESENCE**

[www.gulistan.com.pk/corporate/gulistanT.html](http://www.gulistan.com.pk/corporate/gulistanT.html)

***CORPORATE VISION / MISSION STATEMENT***

***VISION***

We aim at transforming Gulistan Textile Mills Limited into a complete Textile unit to further explore International Market of very high value products. Our emphasis would be on product and market diversifications, value addition and cost effectiveness. We intend to fully equip the Company to acquire pioneering role in the economic development of the Country.

***MISSION***

The Company should secure and provide a rewarding return on investment to its shareholders and investors, quality products to its customers, a secured and environment friendly place of work to its employees and present itself as a reliable partner to all business associates.

# GULISTAN TEXTILE MILLS LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that Annual General Meeting of **Gulistan Textile Mills Limited** (the "Company") will be held at 2<sup>nd</sup> Floor Finlay House, I.I. Chundrigar Road, Karachi on **Friday 29<sup>th</sup> March, 2019 at 03:30 p.m**, to transact the following business:

1. To confirm the minutes of the last Annual General Meeting of the Company.
2. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on June 30, 2017 together with Directors' and Auditors' Reports thereon.
3. To appoint auditors of the company for the next financial year 2017-2018 and fix their remuneration. The retiring Auditors M/s Baker Tilly Mehmood Idress Qamar, Chartered Accountants, being eligible, have offered themselves for reappointment as Auditors of the company.
4. To transact any other business with the permission of the Chairman.

Lahore:

March 08, 2019

**By Order of the Board**

Asmar Tariq  
Company Secretary

### NOTES:

- 1- The share transfer books of the company will remain closed and no transfer of shares will be accepted for registration from **22<sup>th</sup> March, 2019 to 29<sup>th</sup> March, 2019 (both days inclusive)**.
- 2- A member entitled to attend and vote at the general meeting may appoint any other member as proxy in writing to attend the meeting and vote on his/her behalf. Duly completed form(s) of proxy must be deposited with the Company at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
- 3- CDC Account Holders are requested to bring with them their CNIC along with participant I.D & their account number at the time of meeting in order to facilitate identification. In case of corporate entity, a certified BOD resolution/valid power of attorney with specimen signature of the nominee be produced at the time of meeting.
- 4- Members are requested to notify immediately changes of their addresses (if any) to our Shares Registrar M/s Hameed Majeed Associates (Pvt) Limited, **Karachi Chamber, Hasrat Mohani Road, Karachi.**

## گلستان ٹیکسٹائل ملز لمیٹڈ نوٹس برائے سالانہ عام میٹنگ

نوٹس یہ ہے کہ گلستان ٹیکسٹائل ملز لمیٹڈ (اس "کمپنی") کی سالانہ عام میٹنگ بروز جمعہ 29 مارچ 2019، دوپہر 03:30 بجے بمقام دوسری منزل، فٹلے ہاؤس، آئی آئی چندریگر روڈ، کراچی پر منعقد کی جائے گی۔ مندرجہ ذیل کاروبار کو منتقل کرنے کے:

1. کمپنی کے گزشتہ سالانہ اجلاس عام کے منٹس کی تصدیق کرنا۔
2. 30 جون 2017 کو ختم ہونے والی مالی سال کے لئے کمپنی کے آڈٹ شدہ مالی بیانات وصول کرنے اور اسے قبول کرنے، بمعہ ڈائریکٹرز اور آڈیٹر کی رپورٹوں کے۔
3. اگلے مالی سال 2017-2018 کے لئے کمپنی کے آڈیٹر مقرر کرنے اور ان کے معاوضہ طے کرنا اور ریٹائرڈ ہونے والے آڈیٹر (بیکر ٹلی، محمود ادیس قمر، چارٹرڈ اکاؤنٹنٹس) دوبارہ خود کو کمپنی کے آڈیٹر کے طور پر پیش ہونے کی آفر کی ہے۔
4. چیئرمین کی اجازت کے ساتھ کوئی بھی دوسرہ کاروباری معاملہ منعقد کیا جائے گا۔

بورڈ کے حکم سے

آسمار طارق  
کمپنی سیکرٹری

لاہور  
08 مارچ 2019

### نوٹس:

- 1- کمپنی کی حصص کی منتقلی کی کتابیں بند رہیں گی 22 مارچ، 2019 سے 29 مارچ، 2019 تک (رجسٹریشن کے دنوں دن) رجسٹریشن کیلئے حصص کی کوئی منتقلی قبول نہیں کی جائے گی۔
- 2- عام اجلاس میں شرکت اور ووٹ دینے کے حقدار ایک رکن کسی بھی رکن کو اجلاس میں شرکت کرنے اور اس کی طرف سے ووٹ دینے کے لئے تحریری میں پراکسی کے طور پر مقرر کر سکتا ہے۔ کمپنی کے پاس رجسٹرڈ آفس کے ساتھ پراکسی کا فارم مکمل ہونا ضروری ہے، پراکسی اجلاس کے مقررہ وقت سے 48 گھنٹے پہلے جمع کروائے۔
- 3- سی ڈی سی اکاؤنٹ ہولڈرز سے درخواست کی جاتی ہے کہ وہ ان کے سی این آئی سی کے ساتھ شناخت کو آسان بنانے کے لئے میٹنگ کے وقت شرکت کنندہ آئی ڈی اور ان کے اکاؤنٹ نمبر کے ساتھ لے آئے۔ کارپوریٹ ادارے کی صورت میں، ایک بااختیار بی ڈی ڈی قرارداد / اتارنی کی درست طاقت کے نامزد ہونے کے نامزد ہونے کے نمونہ دستخط کے ساتھ۔
- 4- ممبران سے درخواست کی جاتی ہے کہ ہمارے رہائشی پتہ کی تبدیلی اگر ہو تو ہمارے رجسٹرار میسرز حمید مجید ایسوسی ایٹس (پرائیویٹ) لمیٹڈ، کراچی چیمبر، حسرت موہانی روڈ، کراچی میں فوری تبدیلیوں کو مطلع کریں۔

## GULSITAN TEXTILE MILLS LIMITED

### Director's Report to Shareholders

The Directors of your Company are pleased to place their report together with the Auditor's Report and audited Financial Statements of the Company for the year ended June 30, 2017 at the Annual General Meeting of Company.

#### Overview

The year under review has also been proved difficult period. Severe energy crises coupled with on-going financial impediments have obstructed the utilization of production capacities. The root cause for this underutilization had been non-availability of working capital facilities which were blocked by the banks/financial institutions unilaterally, and resultantly the Company could not efficiently purchase sufficient raw material to run the installed capacities at optimum level. This hindered the Company's plan to achieve the desired production targets which badly affected our sales turnover as well as profitability of the Company. In spite of the ongoing adverse eventualities the Management is making all possible efforts to keep the Mills of the Company operational.

The debt amortization profile, higher interest cost and associated liquidity problems have forced the Company to initiate restructuring of its debt obligations subject to reconciliation of financial obligations to ensure continued timely discharge of its commitments to its lenders. The Company has initiated the debt restructuring process with the help of the key lending financial institutions. In this regard leading law firm has been appointed as transaction lawyer and restructuring plan/terms are in process of finalization and majority of financial institutions has agreed in principle to the restructuring process. Once achieved it would improve the company's financial health and liquidity of the Company.

The Management is conscious of the issues that are affecting our operations and are committed to plans to turn Company into profitable entity by implementing the restructuring process for better financial position, strengthening our operations through proficient acumen, improving manufacturing processes and offering better service to our customers.

#### Operating & Financial Performance

Operating indicators	2017	2016
	(Rupees)	(Rupees)
Sales	0	7,925,380
Gross loss	(186,990,311)	(156,817,393)
Financial cost	(7,787)	(35,713)
Pre tax Profit/ (Loss )	(201,022,952)	(138,099,868)
Provision for taxation	52,547,377	42,374,121
Profit / (Loss) after taxation	(148,483,575)	(95,725,747)

#### Future Outlook

The Company's Management in order to offset the effect of increased power cost and Rupee devaluation is trying hard on development of high margin product mix, in accordance with customer changing needs to increase the contribution margins.

The high cost of production resulting from higher cotton prices, rising energy costs, increasing prices of imported inputs due to depreciation of Pakistani rupee, double digit inflation, and prolonged power

cuts are posing serious threats to textile sector. On these fronts the situation is expected to remain volatile in the future.

Going forward, the Company is focusing on strategy to consolidate its customer base, rationalize production volume and achieve pricing targets to increase profitability. Bottle neck in achieving these miles stones was non-availability of working capital lines. This impediment is expected to be over in near future as the restructuring process is expected to be completed soon and this would result in better financing opportunities vis-a-vis reduction in finance cost for the Company. Once the ongoing reconciliation & restructuring process is completed, we would be in better position to embark upon timely better priced procurement of the required raw materials, interest costs, energy prices and rising inflation. To increase profitability and improve performance, wide ranging and significant measures are being implemented by the Company focusing on cost reduction and increase in margins.

Subsequent to the restructuring and other proposed measures mentioned above, the Management of your Company envisages for the continuing operations of the Company. With positive impact on finance costs, reduced costs, more effective management of resources and raw material procurement, the Company is expected to operate profitably, subject to impact, if any, of uncontrollable external circumstances including power crises and global market conditions.

**Auditors’ Observations**

Auditors’ Observation regarding going concern, the Management has approached the banks/financial institutions for speed up the process of negotiations and finalization of financial restructuring of its debts and confident that outcome will be positive. It is worth noting that restructuring process is at advance stage and in this respect majority of the banks/financial institutions have agreed in principle. A Scheme of Arrangement by the Creditors is in process of finalization with the banks which is being drafted by the Transaction Lawyer and after its approval from Honourable Sindh High Court, a syndicated restructuring agreement is proposed to be executed between the Company and respective banks. According to restructuring terms all ongoing litigations by or against the Company will be withdrawn by the respective parties.

The Management is making utmost efforts to recover from the present financial crises and has made its best and maximum possible efforts to come out from the prevailing misfortunes. Reluctantly, the Management has to retrench most of their manpower strength and has taken steps towards resource conservations, effective utilizations of natural resources and raw materials. The Management therefore of the view that after restructuring of debts going concern observation will be resolved.

Due to pending litigation in the High Court against the Company for recovery of amount, the Company has not provided accrued mark-up in these accounts. Consequently banks/financial institutions have not confirmed the amounts which are already disputed by the Company.

The Company is very hopeful that with reconciliation of amounts, release of security in post repro filing scenario, the financial health of the Company will be improved which will enable the Company to purchase cost effective timely raw material, manage the resources properly, combat the pressures of local and global market and tackle with energy crises.

**Corporate Governance**

Your Company has been complying with the rules & regulations of Securities and Exchange Commission of Pakistan and has implemented better internal control policies with more rigorous checks and balances.

**Board meetings and attendance**

Four (4) meetings of the Board of Directors were held and attendance thereof by each director is as follows:

Name of Director	No of meeting attended
Mr. Naseer Ahmed	4
Mr. Waqar Ahmad	4



Mr. Muhammd Zubair	4
Mr. Seemab Ahmad Khan	3
Mr. Afzal Anjum	4
Mr. Manzar Hussain	0
Mr. Muhammad Badar Munir al Sami Alam	4

Leaves of absence were granted to the members who could not attend the meetings.

#### **Audit Committee**

The Board of Directors of the Company in compliance with the Code of Corporate Governance has established an Audit Committee. The names of its members are given in the Company information.

#### **HR & Remuneration Committee**

The Board of Directors of the Company in compliance with the Code of Corporate Governance has also established HR & Remuneration Committee. The names of its members are given in the Company information.

#### **Internal Audit Function**

The Board has implemented a sound and effective internal control system including operational, financial and compliance controls to carry on the business of the Company in a controlled environment in an efficient manner to address the Company's basic objectives.

Internal audit findings are reviewed by the Audit Committee, where necessary, action taken on the basis of recommendations contained in the internal audit reports.

#### **Corporate Governance & Financial Reporting Framework**

As required by the code of corporate governance, directors are pleased to report that:

- The financial statements prepared by the Management of the Company present fairly its true state of affairs, the results of its operations, cash flows and changes in equity.
- Proper books of account of the Company have been maintained.
- Appropriate accounting policies have been consistently applied in preparation of financial statements and accounting estimates are based on reasonable and prudent judgment.
- International accounting standards, as applicable in Pakistan have been followed in preparation of financial statements.
- The system of internal control is sound and has been effectively implemented and monitored.
- The Board is satisfied that there is no concern as regard to going concern under the Code and as duly explained in note 1.3 of Financial Statements.
- There has been no material departure from the best practices of corporate governance as detailed in the listing regulations of the stock exchanges.
- Key operating and financial data for the last six years is annexed.
- There are no statutory payments on account of taxes, duties, levies and charges which are outstanding as on June 30, 2017 except for those disclosed in the financial statements.
- No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year to which this Balance Sheet relates and the date of the Directors' Report, except for those disclosed in the financial statements.

#### **Earnings/Loss Per Share**

The Profit / (loss) per share of the Company for the year ended June 30, 2017 was Rs. (7.82) as compared to the previous year of Rs. (5.04).

## Dividends

Due to circumstances discussed above, the Board of Directors does not recommend dividend for the year ended on June 30, 2017.

## Corporate Social Responsibility

Your company is responsible corporate citizen and fully recognizes its responsibility towards community, employees and environment.

## Web presence

Annual and periodical financial statements of the Company are also available on the Company website [www.gulistan.com.pk](http://www.gulistan.com.pk) for information of the shareholders and others.

## Related Party Transactions

The transactions between the related parties were made at Arm's Length prices determined in accordance with the "comparable uncontrolled price method". The Company has fully complied with the best practices on transfer pricing as contained in the listing regulations of stock exchanges in Pakistan.

## Trading in Company's Shares

During the year under review the trading in shares of the Company by the Directors, Chief Executive Officer, Chief Financial Officer, Company Secretary and their spouse and minor children is as follows:

Name	Opening Balance as on 01.07.2016	Purchases	Sales	Closing Balance as on 30.06.2017
NIL	NIL	NIL	NIL	NIL

## Statement on Value of Staff Retirement Benefit

As on June 30, 2017 deferred liability for gratuity is Rs. 130,601,035/=

## Auditors

Messrs Baker Tilly Mehmood Idrees Qamar, Chartered Accountants being eligible have offered themselves for re-appointment. The Audit Committee has also recommended their appointment as External Auditors of the Company for the next financial year 2017-2018.

## Pattern of Shareholding

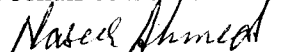
The pattern of shareholding as at June 30, 2017 including the information under the code of corporate of governance is annexed.

## Acknowledgement

Finally, the Board avail this opportunity to thank our valued customers and financial institutions whose faith and support over the years has fostered a mutually beneficial relationship which played a pivotal role in improving our products services and contributions to the economy.

The Board also wishes to place on record its appreciation for the employees members of management team for their efforts, commitment and hard work and to the shareholders for the trust and confidence reposed in it.

On behalf of the Board



**NASEER AHMED**  
CHIEF EXECUTIVE

Lahore February 25, 2019

## گلستان ٹیکسٹائل ملز لمیٹڈ

### شینر بولٹرز کو دی گئی ڈائریکٹر کی رپورٹ

آپ کی کمپنی کے ڈائریکٹروں کو خوشی ہے کہ سالانہ جنرل میٹنگ کے موقع پر کمپنی کے ڈائریکٹرز کمپنی کے مالی بیانات کی رپورٹ پیش کر رہے ہیں جو کہ آڈیٹرز کی رپورٹ کے ساتھ منسلک ہے یہ رپورٹ زیر جائزہ مالی سال مورخہ 30 جون 2017 پیش کیا جا رہا ہے۔

### مجموعی جائزہ

زیر جائزہ سال مجموعی طور پر کافی مشکل سال ثابت ہوا ہے۔ سنگین توانائی کے بحران کے ساتھ ساتھ مالی ذرائع کی عدم دستیابی نے پیداواری صلاحیتوں کے استعمال میں رکاوٹ ڈالے رکھی۔ اس کے علاوہ ان نقصانات کا بنیادی سبب کام چلانے کے لیے سرمایہ کی عدم دستیابی سے پیدا ہونے والے مالی بحران کی وجہ سے بینکس اور دیگر مالی اداروں کی طرف سے بھی مالی امداد کو بھی یکطرفہ طور پر روک دیا گیا۔ جس کے نتیجے میں کمپنی ہذا خام مال جس کی مدد سے موجود مشینری کو مناسب سطح کی حد تک چلا کر پیداوار کو بڑھایا جاتا مناسب مقدار میں اور مناسب وقت پر نہ خرید سکی۔

ان حالات نے مطلوبہ پیداوار کے اہداف کو حاصل کرنے کے لئے کمپنی کی منصوبہ بندی کو روک دیا نتیجتاً ہماری سیلز ٹرن اوور پر اور کمپنی کے منافع کی صلاحیت پر بری طرح اثر پڑا۔ جبکہ اس کے برعکس موجودہ بدترین حالات کے باوجود انتظامیہ کمپنی کی ملز کو چلانے کی ہر ممکن سرتور کو پیش کر رہی ہے۔ قرضہ بڑھانے کی سخت شرائط، بلند شرح سود، منسلک لیکویڈٹی کے مسائل نے کمپنی کو مجبور کیا کہ وہ اپنے قرض اور واجبات کی ادائیگیوں کیلئے مزید وقت حاصل کرے جو کہ گفت و شنید کے بعد اس شرط پر کہ وہ اپنے قرضہ جات وقت پر ادا کرے گی کمپنی کو مزید وقت مل جائے گا۔

کمپنی نے مارکیٹ میں کلیدی حیثیت رکھنے والے مالی اداروں / بینکس کے ساتھ مل کر قرض کے حصول کا عمل شروع کیا ہے۔ اس سلسلہ میں کمپنی نے معروف قانونی فرم کو بطور مالی امور کے وکیل مقرر کیا ہے اور شرائط و ضوابط اور منصوبہ بندی کی دستاویزی شکل میں تیاری اپنے آخری مراحل میں اور بیشتر مالی اداروں نے ہمارے قرض کے حصول کی منصوبہ بندی کو سراہا / منظور کیا ہے۔ اگر ایک دفعہ ہم اپنی اس منصوبہ بندی کو پورا کرنے میں کامیاب ہو گئے تو اس سے کمپنی کی مالی حیثیت اور دیگر حساب کتاب میں بہتری آئے گی۔

انتظامیہ حالیہ پیش آنے والے مالی مسائل سے باخبر ہے جو کہ ہمارے آپریشنز پر اثر انداز ہو رہے ہیں۔ اور انتظامیہ اپنے مالی امور کی تشکیل نو اور بہتر منصوبہ بندی کر کے کمپنی کو ایک منافع بخش کمپنی بنانے کیلئے پر عزم ہے۔ اور اپنی اعلیٰ پیشہ وارانہ صلاحیتوں کو بروئے کار لاتے ہوئے اپنے آپریشنز / سرگرمیوں کو مضبوط کرے گی اور پیداواری عوامل (پراسیس) میں ترقی لاتے ہوئے اپنے کسٹمرز کو بہتر سے بہتر خدمات باہم پہنچائے گی۔

### آپریٹنگ (کام کی سرگرمیوں) اور مالی کارکردگی کا جائزہ

2017	2016	کام کی نوعیت
0	7,925,380	سیلز
(186,990,311)	(156,817,393)	مجموعی نقصان
(7,787)	(35,713)	مالیاتی لاگت
(201,022,952)	(138,099,868)	ٹیکس دینے سے پہلے کا نقصان
52,547,377	42,374,121	ٹیکس
(148,483,575)	(95,725,747)	ٹیکس دینے کے بعد کا نقصان

کمپنی کی انتظامیہ پیداواری لاگت کو کم کرنے کیلئے اور روپے کی قدر میں کمی کے اثرات / نقصانات کو کم کرنے کیلئے پیداواری صلاحیت کے زیادہ سے زیادہ استعمال میں لانے کیلئے زبردست محنت کر رہی ہے۔

پیداواری لاگت میں اضافہ اصل میں کپاس کی قیمت میں اضافہ، توانائی کے ذرائع کے شدید بحران، روپے کی قدر میں کمی کی وجہ سے اور درآمدی اشیاء کی قیمتوں میں اضافے، دو عددی افراط زر اور بجلی کی طویل لوڈشیڈنگ کی وجہ سے ہوئی جس کی وجہ سے ٹیکسٹائل سیکٹر کو شدید حالات کا سامنا ہے۔

ان حالات کے پیش نظر مستقبل میں بھی انہی حالات کا اندیشہ ہے۔ اس کے برعکس کمپنی کی توجہ اپنے کسٹمرز کے ساتھ تعلقات کو مستحکم کرنے پر اور اپنے پیداواری حجم کو معقول کرنے اور اپنی قیمتوں کے تعین کے اہداف کے حصول پر مرکوز رکھے ہوئے ہے تاکہ منافع میں اضافہ ہوسکے۔

ان سنگ میل کو حاصل کرنے کی سب سے بڑی رکاوٹ مالی ذرائع کے حصول کی عدم دستیابی ہے۔ لیکن ہم یہ حالات مستقبل قریب میں ختم ہونے کی امید رکھ سکتے ہیں کیونکہ ہماری قرضوں کے حصول کی منصوبہ بندی جلد از جلد اپنے تکمیل کے مراحل میں ہے اور پھر قرضوں کے حصول کے بعد پیداواری صلاحیتوں کے استعمال میں بڑھوتری ہوسکے گا۔

اگر ایک دفع قرضوں کے حصول کی گفت شنید کا مرحلہ کامیابی سے مکمل ہو گیا تو ہم خام مال کو بروقت اور بہتر / کم قیمت میں خرید سکیں گے۔

منافع میں اضافہ اور کارکردگی میں ترقی کیلئے کمپنی کی طرف سے طویل المدت اور اہم اقدامات لاگو کیے جا رہے ہیں اور کمپنی پیداواری لاگت میں کمی اور مارجن میں اضافہ پر اپنی توجہ مرکوز رکھے ہوئے ہے۔

متذکرہ بالا اقدامات برائے حصول قرض میں کامیابی کے بعد کمپنی کی انتظامیہ اپنی تمام تر توجہ پیداواری سرگرمیوں پر کردے گی مالی معاملات میں بہتری اور پیداواری لاگت میں مناسب کمی، مالی ذرائع کے حصول اور خام مال کی خریداری کیلئے مزید موثر انتظامی اقدامات ہونے کے بعد کمپنی بڑا امید واثق رکھتی ہے کہ وہ منافع کی راہ پر گامزن ہوجائے گی لیکن اس شرط پر کہ بیرونی طور پر کوئی ایسے ناگہانی حالات نہ پیدا ہوجائیں جیسا کہ زبردست توانائی کا بحران اور عالمی مارکیٹ کے برے حالات وغیرہ۔

### آڈیٹرز کے اعتراضات

آڈیٹر نے اس معاملے میں تشویش کا اظہار کیا ہے کہ کمپنی نے ابھی تک بینک ہائے و دیگر مالی اداروں کے ساتھ قرضوں کے حصول کے سلسلہ میں گفت و شنید اور قرض کے حصول کی نئی منصوبہ بندی سابقہ ادائیگیوں کیلئے مزید وقت کے حصول کیلئے تیز ترین اقدامات نہیں اٹھائے۔

اس سلسلہ میں یہ امر قابل توجہ ہے کہ قرضوں کے حصول کی نئی منصوبہ بندی اپنے تکمیلی مراحل پر ہے جس کے تمام خاص خاص امور پر سے بیشتر بینک ہائے / مالی ادارے ہمارے ساتھ متفق ہیں۔

بینک ہائے / قرض دہندگان کی طرف سے پیش کردہ ایک سکیم آخری مراحل میں ہے اور جس کا ڈرافٹ ہمارے مالی امور کے قانونی ماہرین بنا رہے ہیں اور سندھ ہائی کورٹ کی منظور ی کے بعد ایک معاہدہ مابین فریقین برائے حصول قرضہ کمپنی اور متعلقہ بینک ہائے کے درمیان طے پاجائے گا۔

اور اس معاہدہ کی شرائط و ضوابط کے مطابق کمپنی اور اسکی مخالف اداروں کے درمیان جاری تمام قانونی کاروائیاں ختم ہوجائیں گی اور فریقین ہر طرح کی قانونی کاروائی سے دستبردار ہوجائیں گے۔

انتظامیہ ہر ممکن کوشش کر رہی ہے کہ وہ کمپنی کو حالیہ مالی مسائل اور بدترین بحران سے نکال لے۔ بے شک انتظامیہ نے اپنی بیشتر افرادی قوت کو استعمال کیا ہے تاکہ وسائل کے تحفظ، قدرتی وسائل اور خام مال کے مؤثر استعمال کیلئے کیے گئے ہر ممکن اقدامات کی کامیابی کو یقینی بنایا جائے۔

ہائی کورٹ میں جو کمپنی کے خلاف واجب الادا ادائیگیوں کے حصول کیلئے قانونی کاروائی چل رہی ہے اس سلسلہ میں کمپنی نے سود پر اضافی سود کی ادائیگی کے تقاضے کو رد کر دیا ہے جس کے نتیجہ میں بینک / مالی اداروں نے کمپنی کے ذمے واجب الادا پیسوں کو کنفرم نہیں کیا ہے جو کہ پیسے پہلے سے کمپنی ہذا نے متنازعہ قرار دیے ہوئے ہیں۔

کمپنی کو یہ امید واثق ہے کہ ان متنازعہ رقوم کے سلسلہ میں اگر مفاہمت ہوگئی تو ہمارے حق میں طے شدہ قرضوں کی اگلی اقساط جاری ہو جائیں گی اور سابقہ قسطوں کیلئے مزید وقت مل جائے گا، جس کے نتیجہ میں کمپنی بڑا کی مالی صلاحیت میں اضافہ ہوگا اور کمپنی قبل از وقت موثر سرمایہ کاری کرتے ہوئے مناسب قیمت پر خام مال خرید سکے گی اور اپنے مالی ذرائع کو بہتر طور پر چلا سکے گی۔ اور لوکل اور عالمی مارکیٹ کے پریشر کو برداشت کرسکے گی اور ملکی توانائی کے بحران سے لڑ سکے گی۔

#### کارپوریٹ گورننس

آپ کی کمپنی سیکورٹیز اور ایکسچینج کمیشن آف پاکستان کے قوانین پر بہر صورت عمل پیرا ہے اور اس کے مطابق اپنے داخلی مالی و دیگر معاملات کے کنٹرول کی پالیسیز کو بہتر طریقے سے پہلے سے زیادہ سختی سے اور توازن کے ساتھ نافذ کیے ہوئے ہے۔

#### بورڈ مینٹگز اور حاضر لوگ

بورڈ ڈائریکٹرز کی چار دفعہ میٹنگ منعقد کی گئی اور ڈائریکٹر کی حاضری کی تفصیل درج ذیل ہے۔

#### میٹنگ میں حاضری

4

4

4

3

4

0

4

نام ڈائریکٹر

نصیر احمد

وقار احمد

محمد زبیر

سیماب احمد خان

افضل انجم

منظر حسین

محمد بدر منیر السميع عالم

جو ارکان شامل ہونے سے قاصر تھے ان کی حاضری سے چھٹی منظور کی گئی۔

#### آڈٹ کمیٹی

حکومت کی طرف سے جاری کردہ ضابطہ پر عمل پیرا ہوتے ہوئے کمپنی کے بورڈ آف ڈائریکٹرز نے ایک آڈٹ کمیٹی تشکیل دی ہے۔ ان اراکین کے نام کمپنی کی معلومات میں دئے گئے ہیں۔

#### انسانی وسائل اور ان کے معاوضے کی کمیٹی

حکومت کی طرف سے جاری کردہ ضابطہ پر عمل پیرا ہوتے ہوئے کمپنی کے بورڈ آف ڈائریکٹرز نے ایک انسانی وسائل اور ان کے معاوضے کی کمیٹی تشکیل دی - ان اراکین کے نام کمپنی کی معلومات میں دئے گئے ہیں۔

#### انٹرنل آڈٹ کا طریقہ کار

بورڈ آف ڈائریکٹرز نے مناسب اور مؤثر داخلی مالی کنٹرول سسٹم بنایا ہے اور اس پر سختی سے عمل پیرا ہیں جس میں ، آپریشنل ، فنانشل اور کمپنی کے کاروباری معاملات کی متعلقہ پالیسیز پر مناسب طریقے سے عمل درآمد ممکن بنایا جاسکے تاکہ کمپنی کے بنیادی اصول کے مقاصد کو حاصل کیا جاسکے۔ انٹرنل آڈٹ کی سفارشات اور مشاہدات کو آڈٹ کمیٹی نے نظر ثانی کیا اور جہاں پر ضروری سمجھا انہوں نے دی گئی سفارشات اور مشاہدات کی روشنی میں مناسب کارروائی کی۔

#### کارپوریٹ گورننس اور مالیاتی رپورٹنگ کے فریم ورک

کارپوریٹ گورننس کے ضابطہ کے مطابق ڈائریکٹر کو بخوش اصولی مندرجہ ذیل امور سرانجام دینے ہوں گے۔

- کمپنی انتظامیہ کی طرف سے جو مالی امور کا بیان پیش کیا جائے گا وہ کمپنی کے مالی امور کا اصل اور سچے چہرے کی عکاسی کرے اور کمپنی کے آپریشن کے نتائج / ماحاصل / منافع / نقصان، کیش فلو اور ایکوئٹی میں تبدیلیاں کی صحیح ترجمانی / آئینہ داری کرے۔
- کمپنی کے اکائونٹ بکس کی مناسب تیاری اور دیکھ بھال کرے۔
- مناسب اکائونٹنگ پالیسیز کی تیاری اور اس کی روشنی میں مالی امور کے بیان اور مالی تخمینہ جات کی تیاری اور اس سلسلہ میں معقول اور دانشمندانہ فیصلے کیے جائیں۔
- بین الاقوامی اکائونٹنگ سٹینڈرڈز جو کہ پاکستان میں لاگو ہیں کے مطابق مالی امور کا بیان تیار کیا جائے۔
- انٹرنل مالی نظم و ضبط کا کنٹرول کا سسٹم موثر اور مستحکم ہو اس کا نفاذ کا مناسب مانیٹرنگ سسٹم موجود ہو۔
- بورڈ کے ڈائریکٹرز کو مالی امور کے بیان کے پیرا نمبر 1-2 میں دیے گئے ضابطہ کے سلسلہ میں کسی قسم کی کوئی خلاف ورزی نہ ہو۔
- کارپوریٹ گورننس کے سلسلہ میں بہترین طریقوں کو اختیار کیا جائے جن کا ذکر سٹاک ایکسچینج کے قوانین میں ہے اور کوئی خلاف ورزی سامنے نہ آئے۔
- گزشتہ 6 سالوں کا آپریٹنگ اور مالی امور کا کلیدی ڈیٹا لف ہذا ہے۔
- ٹیکسز، ڈیوٹیز، محصولات اور دیگر چارجز کی مد میں کوئی اضافی یا غیر قانونی ادائیگیاں نہیں کی گئیں۔
- حالیہ مالی سال کے اختتام پر جو بیلنس شیٹ اور ڈائریکٹر رپورٹ پیش کی گئی اس کے مطابق کمپنی کی مالی پوزیشن کے مواد میں کسی قسم کی کوئی کلیدی یا بنیادی تبدیلی نہیں کی گئی جو آپکی کمپنی کی مالیاتی صورتحال کو متاثر کرے سوائے ان کے جو مالی امور کے بیان میں آشکار کی گئیں۔

#### کمائی / نقصان بمطابق شیئر کی قیمت

بمطابق شیئر ز کی حالیہ قیمت، کمپنی کا نقصان برائے اختتامی دورانیہ 30 جون 2017ء فی شیئر (7.82) روپے ہے جو کہ پچھلے سال (5.04) روپے فی شیئر تھا۔

#### منافع

متذکرہ بالا پیش کردہ امور کی روشنی میں بورڈ ڈائریکٹر ز نے اختتامی دورانیہ 30 جون 2017ء کیلئے کسی منافع کی سفارش نہیں کی ہے۔

#### ضابطہ اخلاق

کمپنی ہذا کے ہر ڈائریکٹر، ملازم کو مجوزہ ضابطہ اخلاق کے بارے میں تیار، آگاہ اور متعرف کروایا گیا ہے۔

#### کارپوریٹو سماجی ذمہ داری

آپکی کمپنی کارپوریٹو سماجی ذمہ داریاں جو کہ سماج، شہری دفاع، ملازمین کی بہبود اور ماحول دوستی پر مبنی ہے کو پوری طرح سے تسلیم کرتی ہے اور اس پر عمل پیرا ہے۔

#### ویب / سماجی رابطہ کے ذرائع پر موجودگی

کمپنی کی سالانہ اور متواتر مالی امور کا بیان کمپنی کی ویب سائٹ [www.gulistan.com.pk](http://www.gulistan.com.pk) پر شیئر ہولڈرز اور دیگران کی آگاہی کیلئے موجود ہے۔

#### متعلقہ فریقین کے ساتھ لین دین

متعلقہ فریقین کے ساتھ لین دین کو آرمز لنگتھ پرائسز کے قانون کے مطابق کیا جاتا ہے جو کہ "کمپیئرڈ ان کنٹرولڈ پرائس میتھڈ" کے مطابق طے شدہ ہے۔ کمپنی ہذا کارپوریٹ گورننس کے بہترین طریقوں کو اختیار کیے ہوئے ہے جن کا ذکر سٹاک ایکسچینج کے قوانین میں ہے۔

#### کمپنی کے شیئرز کی ٹریڈنگ

زیر جائزہ سال میں چیف ایگزیکٹو آفیسر، چیف فنانشل آفیسر، کمپنی سیکرٹری، ڈائریکٹرز اور ان کی ازواج/خاوند اور بچوں کی طرف سے کمپنی کے شیئر کا کاروبار کیا گیا جس کی تفصیل درج ذیل ہے:

نام	اوپننگ بیلنس مورخہ 2016-07-01	خریداری	فروخت	کلوزنگ بیلنس مورخہ 2017-06-30
کوئی نہیں	کوئی نہیں	کوئی نہیں	کوئی نہیں	کوئی نہیں

### عملہ کے ریٹائرمنٹ کے بینفٹ کی قیمت کا بیان

دورانیہ برائے مورخہ 30 جون 2017 ڈیفردڈ لائبلٹی برائے گریجوٹی کی رقم = 130,601,035/ روپے مختص کی گئی ہے۔

آڈیٹرز  
میسرز باقر تلی محمود ادیس قمر، چارٹر اکاؤنٹنٹس نے اپنی کمپنی دوبارہ مقرر کرنے کی پیشکش کی ہے اور آڈٹ کمیٹی نے بھی ان کی بطور کمپنی کے بیرونی آڈیٹرز برائے اگلے مالی سال 2017-2018 کی تعیناتی کی سفارش / منظوری کی ہے۔

### شینر ہولڈنگ کا پیٹرن

ضابطہ برائے کارپوریٹ گورننس کے مطابق 30 جون 2017 تک کا شینر ہولڈنگ کا پیٹرن لف رپورٹ ہذا ہے۔

### تحسینی اعترافات

آخر میں ہم اس موقع کا فائدہ اٹھاتے ہوئے چاہیں گے کہ اپنے کسٹمرز، اور مالی ادارے / بینکرز کا شکریہ ادا کریں جو کہ انہوں نے کمپنی کی ترقی اور نشوونما کیلئے مسلسل حمایت اور تعاون کیا اور ہم امید کرتے ہیں کہ اسی جذبے سے یہی تعاون اور حمایت جاری رہے گی۔  
ہم اپنی جذبے سے سرشار ٹیم اور ایگزیکٹوز / ڈائریکٹرز، دیگر عملے اور کارکنوں کا بھی شکریہ ادا کرتے ہیں جنہوں نے اس تمام عرصہ میں سخت محنت اور لگن سے کام کیا اور ہم آمدہ سال میں بھی اسی لگن اور محنت کی امید رکھتے ہیں تاکہ ہماری کمپنی پہلے سے بھی زیادہ بہتر نتائج حاصل کرے۔  
آخر میں (لیکن بالکل آخری نہیں) انتظامیہ اپنے بورڈ کی ہر دفعہ کی طرح اس دفعہ بھی بھرپور تعاون اور رہنمائی کا شکریہ ادا کرتے ہیں جو ہماری کمپنی کے لیے مستقبل کی زبردست منصوبہ بندی، بہتر رہنمائی اور مقاصد کا تعین کرتے ہیں۔

لاہور، 25 فروری 2019

بورڈ آف ڈائریکٹرز کی طرف / جانب سے

نصیر احمد،

چیف ایگزیکٹو

*Naseer Ahmed*

## STATEMENT OF COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE

Year Ended

June30, 2017

This statement is being presented to comply with the Code of Corporate Governance (CCG) contained in Regulation No. 35 of listing regulations of Pakistan Stock Exchange Limited for the purpose of establishing a framework of good governance, whereby a listed company is managed in compliance with the best practices of corporate governance.

The Company has applied the principles contained in the Code in the following manner:

1. The Company encourages representation of independent non-executive directors on its Board of Directors. At present the Board of Directors includes five (5) non-executive directors.

Category	Names
Executive Directors	Mr. Naseer Ahmed and Mr. Seemab Ahmad Khan
Independent Director	Mr. Muhammad Badar Munir
Non-Executive Directors	Mr. Muhammad Badar Munir , Mr. Manzer Hussain, Mr. Muhammad Zubair, Mr. Waqar Ahmad , Mr. Muhammad Afzal Anjum

2. The directors have confirmed that none of them is serving as a director in more than five listed companies, including this Company.
3. All the resident directors are registered as taxpayers and none of them has defaulted in payment of any loan to a banking company, a DFI or an NBFI or, being a member of a stock exchange, has been declared as a defaulter by that stock exchange.
4. No casual vacancies occurring in the Board during the period under review.
5. The company has prepared a "Code of Conduct" and has ensured that appropriate steps have been taken to disseminate it throughout the company along with its supporting policies and procedures.
6. The Board has developed a Vision/Mission statement, overall corporate strategy and significant policies of the Company. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.
7. All the powers of the Board have been duly exercised and decisions on material transactions including appointment and determination of remuneration and term and conditions of employment of the chief executive officer and executive and non-executive directors have been taken by the Board.
8. The meetings of the Board were presided over by the Chairman and, in his absence, by a director elected by the Board for this purpose and the Board met at least once in every quarter. Written notices of the Board meetings, along with agenda and working papers, were circulated at least seven days before the meetings. The minutes of the meetings were appropriately recorded and circulated.





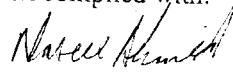
# Gulistan Textile Mills Limited

1st Floor Garden Heights, 8-Aibak Block, New Garden Town Lahore. Pakistan.  
UAN: +92-42-111-200-000, Fax: +92-42-35941737-38  
E-mail: info@gulistangroup.com.pk G.N. Comtext: A21PK002



9. The Company has arranged so far directors training program for one director and one(1) Directors of the Company are exempt from directors training program due to 14 years of education and approximately over 14 years of experience on the board of a listed company.
10. The Board has approved appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment.
11. The directors' report for this year has been prepared in compliance with the requirements of the CCG and fully describes the salient matters required to be disclosed.
12. The financial statements of the company were duly endorsed by CEO and CFO before approval of the board.
13. The directors, CEO and executives do not hold any interest in the shares of the company other than that disclosed in the pattern of shareholding.
14. The company has complied with all the corporate and financial reporting requirements of the CCG.
15. The Board has formed an audit committee. It comprises three members, of whom two are non-executive directors including the chairman of the committee
16. The meetings of the audit committee were held at least once every quarter prior to approval of interim and final results of the company and as required by the CCG. The terms of reference of the committee have been formed and advised to the committee for compliance.
17. The board has formed an HR and Remuneration Committee. It comprises of three board members of whom two are non-executive directors and chairman of the committee is a non-executive director.
18. The board has set up an effective internal audit function who are considered suitably qualified and experience for the purpose and are conversant with the policies and procedures of the company.
19. The statutory auditors of the company have confirmed that they have been given a satisfactory rating under the quality control review program of the ICAP, that they or any of the partners of the firm, their spouses and minor children do not hold shares of the company and that the firm and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP.
20. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the listing regulations and the auditors' have confirmed that they have observed IFAC guidelines in this regard.
21. The 'closed period', prior to the announcement of interim/final results, and business decisions, which may materially affect the market price of company's securities, was determined and intimated to directors, employees and stock exchange..
22. Material/price sensitive information has been disseminated among all market participants at once through stock exchange(s).
23. We confirm that all other material principles enshrined in the CCG have been complied with.

February 25, 2019  
Lahore

  
(Naseer Ahmed)  
Chief Executive

**REVIEW REPORT TO THE MEMBERS**

**ON STATEMENT OF COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCES**

We have reviewed the enclosed Statement of Compliance with the best practices contained in the Code of Corporate Governance ("the Code") prepared by the board of Director of **Gulistan Textile Mills Limited** ("the Company") for the year ended **June 30, 2017**, to comply with the requirement of Listing Regulations No. 35 of the Pakistan Stock Exchange Limited (formerly Karachi and Lahore Stock Exchanges) where the Company is listed.

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

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

The Code requires the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval of its related party transactions distinguishing between transactions carried out on terms equivalent to those that prevail in arm's length transactions and transactions which are not executed at arm's length price and recording of proper jurisdiction for using such alternate price mechanism. We are only required and have ensured compliance of this requirements to the extent of the approval of the related party transactions by the Board of Director upon recommendation of the Audit Committee. We have not carried out any procedures to determine whether the related party transactions were undertaken at arm's length price or not.

Following instances of non-compliance with the Company with the requirements of the Code were observed which are not stated in the Statement of compliance:

- i. During the year, no director of the Company has obtained certification under director training program as required by clause (xi) of the Code.
- ii. The Company has not prepared, circulated and filed quarterly unaudited financial statements and half yearly financial statements subject to a limited scope review as required by clauses (xviii and xix) of the Code.

Based on our review, except for the above transactions of non-compliance, nothing has come to our attention causes to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respect, with the best practices contained in the Code as applicable to the Company for the year ended June 30, 2017.

**BAKER TILLY MEHMOOD IDREES QAMAR**

Chartered Accountants

Name of Engagement Partner: Bilal Ahmed Khan

Lahore

Date: February 25, 2019

**AUDITOR'S REPORT TO THE MEMBERS**

We have audited the annexed balance sheet of Gulistan Textile Mills Limited ("the Company") as at June 30, 2017 and the related profit and loss account, statement of other comprehensive income, cash flow statement and statement of changes in equity together with the notes forming part thereof, for the year then ended and we state that, except for the matter stated in paragraph (c) and (d) below, we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

It is the responsibility of the Company's management to establish and maintain a system of internal control, and prepare and present the above said statements in conformity with the approved accounting standards and the requirements of the Companies Ordinance, 1984. Our responsibility is to express an opinion on these statements based on our audit.

We conducted our audit in accordance with the auditing standards as applicable in Pakistan. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the above said statements are free of any material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the above said statements. An audit also includes assessing the accounting policies and significant estimates made by management, as well as, evaluating the overall presentation of the above said statements. We believe that our audit provides a reasonable basis for our opinion and, after due verification, we report that:

- (a) as described in note 1.2 to the financial statements, these financial statements have been prepared on going concern basis. The Company has accumulated losses of Rs. 7,048.828 million as at June 30, 2017, shareholder's equity is negative by Rs. 6,282.24 million and as of that date the Company's current liabilities exceed its current assets by Rs. 7,659.232 million. The Company is facing several operational and financial constraints, is in litigation with several banking companies and financial institutions with the claims pending adjudication against the Company aggregating in excess of Rs. 8,812.18 million. As mentioned in note 31.1.1, banking companies and financial institutions have blocked working capital lines and petition for winding-up of the Company had been presented and order of winding-up was passed by the Honourable High Court of Sindh, which however, set aside by the Honourable Supreme Court of Pakistan and proceeding for winding-up is still in process as explained in note 31.1.3. The accompanying financial statements have been prepared on going concern basis on the assumptions that the Company will be able to restart its operations in near future and the outcome of the pending litigation against the Company will result in favourable decisions, however, certain key assumptions in the financial and operational plans are not ascertainable barring the credit lines being restructured and may only be evaluated upon ultimate outcome of pending litigation. These events indicate a material uncertainty that may cause significant doubt on the Company's ability to continue as a going concern and therefore, the Company may not be able to realize its assets and discharge its liabilities in the normal course of business. In our opinion, the going concern assumption used in the preparation of these financial statements is inappropriate.
- (b) mark-up / interest on long-term finances, lease finances and short-term borrowings to the extent aggregating Rs. 3,749.197 million, including balance of Rs. 573.12 million for the current year, has not been accrued in these financial statements, thereby, reducing loss for the current year by Rs. 573.12 million and reducing shareholders' equity and current liabilities by Rs. 3,749.197 million as fully detailed in note 27.1 to the financial statements.
- (c) we have not received year end confirmation certificates from banks and financial institutions in respect of bank balances aggregating Rs. 58.461 million (note 16.3 and 16.4) and short-term borrowings aggregating Rs. 5,424.30 million (note 28.3) and long-term finances from banking companies aggregating Rs. 819.50 million (note 23 and 29). No confirmations have been received in respect of lease deposits (note 8.1), liabilities against assets subject to finance lease aggregating Rs. 426.73 (note 24 and 29), payables against overdue letters of credit (note 26.1), foreign bills payable (note 26.2) and accrued mark-up / interest (note 27 and 14). Further, year-end bank statements from various banks and financial institutions in respect of bank balances and short-term borrowings were also not available.
- (d) stock-in-trade and stores, spare parts and loose tools aggregating Rs. 258.00 million has not been verified.
- (e) in our opinion, except for the matters detailed in aforementioned paragraphs (a) to (d) proper books of account have been kept by the Company as required by the Companies Ordinance, 1984.
- (f) in our opinion:
  - (i) except for the matters detailed in aforementioned paragraphs (a) to (d) the balance sheet and profit and loss account together with the notes thereon have been drawn up in conformity with the Companies Ordinance, 1984 and are in agreement with the books of account and are further in accordance with accounting policies consistently applied;
  - (ii) the expenditure incurred during the year was for the purpose of the Company's business; and
  - (iii) the business conducted, investments made and the expenditures incurred during the year were in accordance with objects of the Company.
- (g) in our opinion, because of the significance of the matters discussed in paragraph (a) to (d), above, the financial statements do not present fairly the financial position of the Company as at June 30, 2017 and of its financial performance, its cash flows and changes in equity for the year then ended in accordance with approved accounting standards as applicable in Pakistan and requirements of the Companies Ordinance, 1984.
- (h) in our opinion, no Zakat was deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980).

**BAKER TILLY MEHMOOD IDREES QAMAR**

Chartered Accountants

Name of Engagement Partner: Bilal Ahmed Khan

Lahore


Date: February 25, 2019

**GULISTAN TEXTILE MILLS LIMITED**  
**BALANCE SHEET**  
**AS AT JUNE 30, 2017**

	Note	2017 Rupees	2016 Rupees
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	6	3,409,557,897	3,485,717,184
Long-term investments	7	-	-
Long-term deposits	8	7,956,098	7,956,098
		3,417,513,995	3,493,673,282
<b>CURRENT ASSETS</b>			
Stores, spare parts and loose tools	9	20,024,669	25,030,836
Stock-in-trade	10	237,981,804	343,937,318
Trade debtors	11	51,063,376	48,136,205
Loans and advances	12	489,238	18,226,285
Trade deposits and other receivable	13	81,905,932	83,344,265
Accrued mark-up / interest	14	7,224,825	7,224,825
Tax refunds due from Government	15	22,019,829	25,038,973
Cash and bank balances	16	58,990,886	59,127,277
		479,700,559	610,065,984
Non-current assets classified as held for sale	17	-	23,176,212
<b>TOTAL ASSETS</b>		<b>3,897,214,554</b>	<b>4,126,915,478</b>
<b>EQUITY AND LIABILITIES</b>			
<b>SHARE CAPITAL AND RESERVES</b>			
Share capital	18	189,838,990	189,838,990
Reserves	19	576,748,715	576,748,715
Accumulated losses		(7,048,828,162)	(6,918,046,106)
Total equity		(6,282,240,457)	(6,151,458,401)
Surplus on revaluation of property, plant and equipment	20	1,256,884,080	1,264,866,790
Sub-ordinated loan	21	423,800,000	423,800,000
Deferred Income	22	-	-
<b>NON-CURRENT LIABILITIES</b>			
Long-term financing	23	-	-
Liabilities against assets subject to finance lease	24	-	-
Deferred liabilities	25	359,837,960	552,016,033
		359,837,960	552,016,033
<b>CURRENT LIABILITIES</b>			
Trade and other payables	26	1,402,316,791	1,274,612,064
Accrued mark-up / interest	27	64,697,220	64,697,220
Short-term borrowings	28	5,424,305,245	5,424,305,245
Current portion of non-current liabilities	29	1,246,239,234	1,247,869,234
Provision for taxation		1,374,481	1,374,481
		8,138,932,971	8,012,858,244
Liabilities directly associated with non-current assets classified as held for sale	30	-	24,832,812
<b>CONTINGENCIES AND COMMITMENTS</b>	31	-	-
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,897,214,554</b>	<b>4,126,915,478</b>

The annexed notes from 1 to 50 form an integral part of these financial statements.


  
**CHIEF EXECUTIVE**

  
**DIRECTOR**

GULISTAN TEXTILE MILLS LIMITED  
PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED JUNE 30, 2017

	Note	2017 Rupees	2016 Rupees
Sales	32	-	7,925,380
Cost of sales	33	(186,990,309)	(156,817,393)
Gross loss		(186,990,309)	(148,892,013)
Administrative expenses	34	(20,333,829)	(19,667,522)
Other operating expenses	35	(19,426,925)	-
		(39,760,754)	(19,667,522)
Loss from operations		(226,751,063)	(168,559,535)
Other income	36	25,735,896	30,495,380
Finance cost	37	(7,783)	(35,713)
Loss before taxation		(201,022,950)	(138,099,868)
Taxation	38	52,539,377	42,374,121
Loss after taxation		(148,483,573)	(95,725,747)
Loss per share - basic and diluted	39	(7.82)	(5.04)

The annexed notes from 1 to 50 form an integral part of these financial statements.

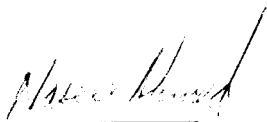
  
CHIEF EXECUTIVE

  
DIRECTOR

GULISTAN TEXTILE MILLS LIMITED  
STATEMENT OF OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED JUNE 30, 2017

	Note	2017 Rupees	2016 Rupees
Loss after taxation		(148,483,573)	(95,725,747)
Other comprehensive income		-	-
Total comprehensive loss for the year		<u>(148,483,573)</u>	<u>(95,725,747)</u>

The annexed notes from 1 to 50 form an integral part of these financial statements.

  
CHIEF EXECUTIVE

  
DIRECTOR

**GULISTAN TEXTILE MILLS LIMITED**  
**CASH FLOW STATEMENT**  
**FOR THE YEAR ENDED JUNE 30, 2017**

	Note	2017 Rupees	2016 Rupees
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Loss before taxation		(201,022,950)	(138,099,868)
<b>Adjustments for non-cash charges and other items:</b>			
Depreciation		76,159,287	78,666,660
Provision for obsolete stores and spares		5,006,167	8,343,611
NRV loss on stock-in-trade		105,955,514	65,168,979
Provision for staff retirement benefits - gratuity		239,223	441,968
Finance cost		7,783	35,713
Profit on sale of non-current assets classified as held for sale		(18,023,788)	-
Reversal of provision against trade debtors		(7,711,983)	-
Receivables written-off		19,426,925	-
Interest income		(125)	(2,560)
Amortization of deferred income		-	(116,243)
<b>Cash flows before working capital changes</b>		<b>(19,963,947)</b>	<b>14,438,258</b>
Net changes in working capital	40	6,858,680	(10,455,270)
<b>Cash (used) / generated from operations</b>		<b>(13,105,267)</b>	<b>3,982,988</b>
Finance cost paid		(7,783)	(35,713)
Staff retirement benefits - gratuity paid		(1,730,460)	(3,305,331)
Income tax paid		(30,194)	(118,341)
<b>Net cash (used) / from in operating activities</b>		<b>(14,873,704)</b>	<b>523,594</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Receipt on sale of non-current assets classified as held for sale		16,367,188	-
Long-term deposits		-	150,000
Interest received		125	2,560
<b>Net cash from investing activities</b>		<b>16,367,313</b>	<b>152,560</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Repayment of liabilities against assets subject to finance lease		(1,630,000)	(1,100,000)
<b>Net cash used in financing activities</b>		<b>(1,630,000)</b>	<b>(1,100,000)</b>
<b>Net decrease in cash and cash equivalents during the year</b>		<b>(136,391)</b>	<b>(423,846)</b>
Cash and cash equivalents at beginning of the year		59,127,277	59,551,123
Cash and cash equivalents at end of the year	42	58,990,886	59,127,277

The annexed notes from 1 to 50 form an integral part of these financial statements.




CHIEF EXECUTIVE

DIRECTOR

GULISTAN TEXTILE MILLS LIMITED  
 STATEMENT OF CHANGES IN EQUITY  
 FOR THE YEAR ENDED JUNE 30, 2017

Share capital	Reserves				Total	
	Capital		Revenue			
	Share premium	Unrealized loss on available for sale investment	General	Accumulated losses		
----- Rupees -----						
Balance as at July 01, 2015	189,838,990	379,080,000	(6,252,679)	203,921,394	(6,840,253,670)	(6,073,665,965)
Transfer from surplus on . revaluation of property, plant and equipment on account of incremental depreciation - net of tax	-	-	-	-	17,933,311	17,933,311
Total comprehensive loss for the year	-	-	-	-	(95,725,747)	(95,725,747)
Balance as at June 30, 2016	189,838,990	379,080,000	(6,252,679)	203,921,394	(6,918,046,106)	(6,151,458,401)
Transfer from surplus on revaluation of property, plant and equipment on account of incremental depreciation - net of tax	-	-	-	-	17,701,517	17,701,517
Total comprehensive loss for the year	-	-	-	-	(148,483,573)	(148,483,573)
Balance as at June 30, 2017	189,838,990	379,080,000	(6,252,679)	203,921,394	(7,048,828,162)	(6,282,240,457)

The annexed notes from 1 to 50 form an integral part of these financial statements.



CHIEF EXECUTIVE



DIRECTOR



## 1 LEGAL STATUS AND NATURE OF BUSINESS

1.1 Gulistan Textile Mills Limited ("the Company") was incorporated on February 02, 1966, in Pakistan as a private company limited by shares and was converted into public limited company on April 1966. The shares of the Company are listed at Karachi and Lahore Stock Exchanges (now Pakistan Stock Exchange Limited). The registered office of the Company is located at 2nd Floor, Finlay House, I.I. Chundrigar Road, Karachi. The Company is principally engaged in the manufacture and sale of yarn, fabrics and other ancillary products. The manufacturing units are located at Samma Satta, Thatta, Sultanpur and Feroz Wattwan.

### 1.2 Going concern assumption

The Company has accumulated loss of Rs. 7,048.828 million as at June 30, 2017, and as at that date its current liabilities exceeded its current assets by Rs. 7,659.232 million. This is mainly due to under utilization of capacity because of insufficiency of working capital lines. All the working capital lines and other finances have been blocked by respective banks and financial institutions due to litigation with these lenders as detailed in note 32.1.1 to the financial statements. Further, as mentioned in note 32.1.3, a petition for the winding-up of the Company had been filed in the Honorable High Court of Sindh. The Honorable High Court of Sindh through its order no J.Misc no. 1 dated December 11, 2013, had ordered the winding-up of the Company. Subsequently, the Honorable Supreme Court of Pakistan vide its order dated February 25, 2014, has set aside the impugned judgment of the Honorable High Court of Sindh and remanded the matter. These conditions along with other adverse key financial ratios and the pending litigations with the banking companies and financial institutions render the Company unable to operate its manufacturing facilities in normal manner. This indicates existence of material uncertainty, which may cast significant doubt about the Company's ability to continue as a going concern. These financial statements, however, have been prepared under the going concern assumption due to following reasons;

#### (i) Restructuring / rescheduling of existing debt / loan facilities availed by the Company

The Company along with its restructuring agent (a leading bank) and a few other lending banks, had proposed an indicative term sheet to its lending financial institutions on June 11, 2013, in order to restructure the outstanding debt obligations of the Company. The proposed term sheet is still in the process of finalization. Once finalized, it will be signed by all parties and legal documentation will be executed to restructure outstanding debts of the Company. Salient features of this indicative term sheet are as follows;

- the existing facilities will be restructured and consolidated into a long-term financing facility and aggregate principal outstanding will be repaid over 8 years. The sponsors will inject equity amounting Rs. 160.00 million within one year of the effective date of restructuring through sale of various assets. Balance of the outstanding facility amount will be repaid in instalments over a period of 8 years on quarterly basis as per the agreed repayment schedule;
- total accrued and outstanding mark-up due/payable till June 30, 2016 by the Company to its existing lenders will be repaid starting immediately after the expiry of 8 years of the period of principal repayment on quarterly basis over a 2 years period (accrued mark-up period); and
- mark-up rate shall be 5.00% per annum (referred as beginning tenor mark-up) for the first 2 years of repayment tenor, however, a mark-up of 0.25% per annum shall be paid by the Company during the first two years of the beginning tenor mark-up period whereas the remaining differential mark-up amount i.e. 4.75% shall be accumulated and paid thereafter quarterly, starting immediately after the accrued mark-up period.

For the remaining 6 years of the restructured facility, mark-up shall be charged and repaid on quarterly basis at the rate of 5.00% per annum. However, mark-up charged will be increased to a maximum of 10.00% per annum or 6 month KIBOR, whichever is lower, provided such mark-up can be serviced through future increases in the Company's EBIDA as agreed in the financial model provided by the Company, payable from July 1, 2017, on quarterly basis.

- (ii) the management has made arrangements whereby third party cotton is being processed against processing fee for utilization of unutilized capacity.
- (iii) the management has also undertaken adequate steps towards the reduction of fixed cost and expenses. Such steps include, but not limited to, right sizing of the man power, resource conservation, close monitoring of other fixed cost etcetra.

The indicative term sheet as referred above, has not been agreed upon to date, by majority of the lending financial institutions. Despite this, the management optimistically anticipates that in future all lending institutions would agree the proposed term, hence, this proposed restructuring along with the above-mentioned steps will not only bring the Company out of the existing financial crisis, but also contribute significantly towards the profitability of the Company in the foreseeable future. Therefore, these financial statements do not include any adjustment that might result, should the Company not being able to continue as a going concern.

## 2 BASIS OF PREPARATION

### 2.1 Statement of compliance

These financial statements have been prepared in accordance with approved accounting standards as applicable in Pakistan. Approved accounting standards comprise of such International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board as are notified under the Companies Ordinance, 1984, provisions of and directives issued under the Companies Ordinance, 1984. In case requirements differ, the provisions or directives of the Companies Ordinance, 1984 shall prevail.

### 2.2 Basis of measurement

These financial statements have been prepared under the historical cost convention, except for certain classes of property, plant and equipment which have been included at revalued/recoverable amounts, certain financial assets which are carried at fair values and staff retirement benefit which has been recognised at present value as determined by the management.

### 2.3 Functional and presentation currency

These financial statements are presented in Pak Rupees, which is the Company's functional currency. All financial information presented in Pak Rupee has been rounded-off to the nearest Rupee except stated otherwise.

## 3 STANDARDS, INTERPRETATIONS AND AMENDMENTS ADOPTED DURING THE YEAR

The following amendments to existing standards have been published that are applicable to the Company's financial statements covering annual periods, beginning on or after the following dates:

### 3.1 New accounting standards / amendments and IFRS interpretations that are effective for the year ended June 30, 2017

The following standards, amendments and interpretations are effective for the year ended June 30, 2017. 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.

Amendments to IAS 16 and IAS 38	Effective from accounting period beginning on
Clarification of acceptable methods of depreciation and amortization.	or after January 01, 2016.

The amendments to IAS 16 prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. The amendment to IAS 38 introduce a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset.

Amendments to IAS 16 and IAS 41 - Measurement of bearer plants. Effective from accounting period beginning on or after January 01, 2016.

IAS 27 (Revised 2011) - Separate Financial Statements. Effective from accounting period beginning on or after January 01, 2016. IAS 27 (Revised 2011) will concurrently apply with IFRS 10.

Amendments to IFRS 11 'Joint Arrangements' - Accounting for acquisitions of interests in joint operations. Effective from accounting period beginning on or after January 01, 2016.

Amendments to IAS 1 'Presentation of Financial Statements' - Disclosure initiative. Effective from accounting period beginning on or after January 01, 2016.

### 3.2 New accounting standards / amendments and IFRS interpretations 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.

Amendments to IFRS 1 'First Time Adoption of International Reporting Standards. Effective from accounting period beginning on or after January 01, 2018.

Amendments to IFRS 2 - Share-based Payment - Clarification on the classification and measurement of share-based payment transactions. Effective from accounting period beginning on or after January 01, 2018.

Amendments to IFRS 09 'Financial Instrument' - as revised in 2014. Effective from accounting period beginning on or after January 01, 2018.

Amendments to IFRS 10 'Consolidated Financial Statements' and IAS 28 'Investment in associates and Joint Ventures' - sale or contribution of assets between an investor and its associate and joint venture. Effective date is deferred indefinitely. Earlier adoption is permitted.

IFRS 15 Revenue from Contracts with Customers. Effective from accounting period beginning on or after January 01, 2018.

IFRS 16 - Leases. Effective from accounting period beginning on or after January 01, 2019.

Amendments to IAS 7 - Statement of Cash Flows - Amendments as a result of disclosure initiative. Effective from accounting period beginning on or after January 01, 2017.

Amendments to IAS 12 - Income Taxes - Recognition of deferred tax assets for unrealised losses. Effective from accounting period beginning on or after January 01, 2017.

Amendments to IAS 40 transfer of investment property. Effective from accounting period beginning on or after January 01, 2018.

Amendments to IFRIC 22 'Foreign Currency Transactions and Advance Consideration. Effective from accounting period beginning on or after January 01, 2018.

**IFRIC 23 'Uncertainty over Income Tax Treatments':** Clarifies the accounting treatment in relation to determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under IAS 12 'Income Taxes'.

Effective from accounting period beginning on or after January 01, 2019.

Other than the aforesaid standards, interpretations and amendments, the International Accounting Standards Board (IASB) has also issued the following standards which have not been adopted locally by the Securities and Exchange Commission of Pakistan:

- IFRS 1 First Time Adoption of International Financial Reporting Standards
- IFRS 14 Regulatory Deferral accounts
- IFRS 17 Insurance Contracts

#### **4 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of financial statements in conformity with the approved accounting standards requires the use of certain critical accounting estimates. It also requires the management to exercise its judgement in the process of applying the Company's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The areas where various assumptions and estimates are significant to the Company's financial statements or where judgements were exercised in application of accounting policies are as follows;

- (i) Estimate of useful lives, residual values of property, plant and equipment and recoverable values to account for impairment loss (note 5.1 and 5.16);
- (ii) Net realisable values of stores, spares and loose tools and stock-in-trade (note 5.7 and 5.8);
- (iii) Provision for doubtful of trade debtors (note 5.15);
- (iv) Provision for staff retirement benefit - gratuity (note 5.9); and
- (v) Provision for taxation (note 5.10).

#### **5 SIGNIFICANT ACCOUNTING POLICIES**

The principle accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented unless otherwise stated.

##### **5.1 Property, plant and equipment - owned**

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses with the exception of free hold land which is measured at revalued amount less accumulated impairment losses, buildings, power houses and plant and machinery which are measured at revalued amount less accumulated depreciation and accumulated impairment losses.

Capital work-in-progress is stated at cost less any identified impairment loss and represent expenditures connected with specific assets incurred during the construction period. Transfers are made to relevant fixed assets category as and when assets are available for use.

Cost of items of property, plant and equipment comprises purchase price, including import duties and non refundable purchase taxes, after deducting trade discounts and rebates, and includes other costs directly attributable to the acquisition or construction, erection and installation. Major renewals and improvements to an item of property, plant and equipment are recognized in the carrying amount of the item if it is probable that the embodied future economic benefits will flow to the Company and the cost of renewal or improvement can be measured reliably. The cost of day to day servicing of property, plant and equipment are recognized in profit and loss as incurred.

Surplus arising on revaluation of an item of property, plant and equipment is credited to surplus on revaluation of property, plant and equipment, except to the extent that it reverses deficit on revaluation of the same assets previously recognized in profit and loss, in which case the surplus is credited to profit and loss to the extent of deficit previously charged to income.

Deficit on revaluation of an item of property, plant and equipment is charged to profit and loss to the extent that it exceeds the balance, if any held in surplus on revaluation of property, plant and equipment relating to previous revaluation of that item. On subsequent sale or retirement of revalued item of property, plant and equipment, the attributable surplus net of deferred tax, if any, remaining in the surplus on revaluation of property, plant and equipment is transferred directly to unappropriated profit. An amount equal to incremental depreciation, being the difference between the depreciation based on revalued amounts and that based on original cost, net of deferred tax, if any, is transferred from surplus on revaluation of property, plant and equipment to unappropriated profit every year.

Depreciation on all items of property, plant and equipment except for freehold land and leasehold land is charged to profit and loss applying the reducing balance method over the useful life of each item at the rates specified in the respective note. Depreciation on additions is charged from the day on which the asset is available for use, while on disposals depreciation is charged up to the date of disposal or when the item is classified as held for disposal.

The useful life and depreciation method are reviewed periodically to ensure that the method and period of depreciation are consistent with expected pattern of economic benefits from items of property, plant and equipment.

An item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and carrying amount of the assets) is recognized in profit and loss in the year in which the asset is derecognized.

## **5.2 Assets subject to finance lease**

These are stated at the lower of present value of minimum lease payments under the lease agreements and the fair value of assets. The related obligation of leases is accounted for as liability. Finance cost is allocated to accounting periods in a manner so as to provide a constant periodic rate of finance cost on the remaining balance of principal liability for each period.

Depreciation is charged to income at the rates stated in note 6.1 applying reducing balance method to write-off the carrying amount of the asset over its estimated remaining useful life in view of certainty of ownership of assets at the end of lease period.

Finance cost and depreciation on leased assets are charged to income currently.

## **5.3 Non-current assets classified as held for sale**

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets are not depreciated once classified as held for sale. Assets classified as held for sale and liabilities directly associated with the assets classified as held for sale to be presented separately in the balance sheet. Any Impairment loss on reclassification is recognized in the profit and loss account and any gain on disposal is also recognized in profit and loss account.

## **5.4 Investments**

### **Regular way purchase or sale of investments**

All purchases and sales of investments are recognized using trade date accounting. Trade date is the date that the Company commits to purchase or sell the investment.

### **Investments in equity instruments of associated companies**

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

Adjustments to the carrying amounts are also made for changes in the Company's proportionate interest in the associated companies arising from changes in the associated companies' equity that have not been recognised in the associated companies' profit or loss. The Company's share of those changes is recognised directly in equity of the Company. Where Company's share of losses of associated companies equals or exceeds its interest in the associates, the Company discontinues recognizing its share of further losses except to the extent that Company has incurred legal or constructive obligation or has made payment on behalf of the associates. If the associates subsequently reports profits, the Company resumes recognizing its share of those profits only after its share of the profit equals the share of losses not recognised.

### Other investments

The other investments made by the Company are classified for the purpose of measurement into the following categories;

#### Investments at fair value through profit or loss

Investments which are acquired principally for the purpose of selling in the near term are classified as investment at fair value through profit or loss. These are stated at fair values at balance sheet date with any change in fair value recognized directly in the profit and loss account. The fair value of such investments are determined on the basis of prevailing market prices at balance sheet date.

#### Investment held to maturity

Investments with fixed maturity that the management has the intent and ability to maturity and are initially measured at cost and at subsequent reporting dates measured at amortized cost using the effective yield method.

#### Available for sale investments

These investments are initially measured at their fair value plus directly attributable transaction cost and at subsequent reporting dates, measured at fair values and gains or losses from changes in fair values other than impairment loss are recognized in other comprehensive income until disposal at which time these are recycled to profit or loss. Impairment loss on investments available for sale is recognized in the profit or loss.

### 5.5 Long-term deposits

These are stated at cost which represents the fair value of consideration given.

### 5.6 Investment property

Investment property, which is held for capital appreciation, is stated at its fair value at the balance sheet date. Gains or losses arising from the changes in the fair value of the investment property are charged to profit and loss for the period in which they arise.

### 5.7 Stores, spare parts and loose tools

Stores, spare parts and loose tools are valued at lower of cost and net realizable value. Cost is determined by moving average method less provision for obsolescence. Items considered obsolete are carried at nil value. Items in transit are valued at cost comprising invoice value plus other charges incurred thereon.

### 5.8 Stock-in-trade

These are valued at lower of cost and net realizable value except waste which is valued at net realizable value. Cost is determined as follows;

Raw material	
- in-hand	Weighted average cost.
- in-transit	Cost comprising invoice value plus other charges incurred thereon.
Finished goods and work-in-process	Raw material cost plus appropriate manufacturing overheads.

Net realizable value signifies the estimated selling prices in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sales.

#### 5.9 Staff retirement benefits - gratuity

The Company operates an unfunded gratuity scheme covering for all its permanent employees who have completed the minimum qualification period for entitlement to the gratuity.

Provision is made annually to cover the obligation on the basis of actuarial valuation and charged to income currently. Expense comprising of current service cost and interest cost is recorded in profit and loss account, whereas any remeasurements due to actuarial assumptions are charged to other comprehensive income as and when they arise.

#### 5.10 Taxation

Income tax expense represents the sum of current tax payable, adjustments, if any, to provision for tax made in previous years arising from assessments framed during the year for such years and deferred tax.

##### Current

Provision for current taxation is based on taxability of certain income streams of the Company under presumptive / final tax regime at the applicable tax rates and remaining income streams chargeable at current rate of taxation under the normal tax regime after taking into account tax credit and tax rebates available, if any. The charge for current tax includes any adjustment to past years liabilities.

##### Deferred

Deferred tax is recognised using the balance sheet method on all temporary differences between the carrying amounts of assets and liabilities for the financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised for all the deductible temporary differences only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and tax credits can be utilised. Deferred tax asset is reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax liabilities are recognised for all the taxable temporary differences.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted by the reporting date.

#### 5.11 Provisions, contingent assets and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Contingent assets are not recognised and are also not disclosed unless an inflow of economic benefits is probable and contingent liabilities are not recognised and only disclosed unless the probability of an outflow of resources embodying economic benefits is remote.

#### 5.12 Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are charged to income in the period in which they are incurred.

### 5.13 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Revenue is measured at the fair value of consideration received or receivable on the following basis;

- local sales are recognised on dispatch of goods to customers and export sales are recognised on bill of lading date.
- dividend income from the investments is recognised, when the Company's right to receive dividend has been established.
- mark-up on loans to related parties and profit on saving accounts is accrued on time basis, by reference to the principal outstanding and at the effective profit rate applicable

### 5.14 Foreign currency translations

Monetary assets and liabilities in foreign currencies are translated into Pak Rupees at the rate of exchange prevailing at the balance sheet date, except those covered by forward contracts, which are stated at contracted rates. Foreign currency transaction are translated into Pak Rupees at rates prevailing at the date of transaction except for those covered by forward contracts, which are translated at contracted rates. Non-monetary items are translated into Pak Rupee on the date of transaction or on the date when fair value are determined. Exchange differences are included in profit and loss account of the period.

### 5.15 Financial instruments

#### Non-derivative financial assets

The Company classifies non-derivative financial assets as available for sale, loans and other receivables. Loans and receivables comprise investments classified as loans and receivables, cash and cash equivalents and trade and other receivables.

#### Trade debtors, other receivables and other financial assets

Trade debts and other receivables are initially recognized at fair value plus any directly attributable transaction cost. Subsequent to initial recognition, these are measured at amortized cost using effective interest method, less any impairment losses. Known bad debts are written off, when identified.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash-in-hand, cash with banks on current, saving and deposit accounts, other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of change in value.

#### Non-derivative financial liabilities

The Company initially recognizes non-derivative financial liabilities on the date that they are originated or the date that the Company becomes a party to the contractual provisions of the instrument. The Company derecognizes a financial liability when it's contractual obligations are discharged, cancelled or expired.

These financial liabilities are recognized initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method. Non-derivative financial liabilities comprise mark-up bearing borrowings including obligations under finance lease, bank overdrafts and trade and other payables.

#### Offsetting of financial assets and liabilities

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle either on a net basis, or to realise the asset and settle the liability simultaneously.



### Derivative of financial instruments

The company uses derivative financial instruments (primarily foreign currency forward contracts) to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments. Such derivatives are initially recorded at cost, if any and are remeasured to fair value at subsequent date (except those having immaterial financial impact or which do not meet criteria for hedge accounting).

Changes in the fair value of derivative financial instruments that are designated and effective as hedge of future cash flow to firm commitments are recognized directly in equity. Amount deferred in the equity is recognized in the profit and loss account in the same period in which the hedged firm commitments affects the net profit or loss.

#### 5.16 Impairment loss

The carrying amounts of the Company's assets are reviewed at each reporting date to identify circumstances indicating occurrence of impairment loss or reversal of provisions for impairment losses. If any indications exist, the recoverable amounts of such assets are estimated and impairment losses or reversals of impairment losses are recognised in the profit and loss account and in case revalued assets are tested for impairment, then impairment loss up to the extent of revaluation surplus shall be recognised in revaluation surplus and remaining loss, if any shall be recognized in profit and loss account. Reversal of impairment loss is restricted to the original cost of the asset.

#### 5.17 Related party transactions

All transactions with related parties are carried out by the Company at arms' length price using the method prescribed under the Companies Ordinance, 1984 (comparable uncontrolled price method) with the exception of loan taken from related parties which is interest / mark-up free.

#### 5.18 Dividend and appropriation to reserves

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

	Note	2017 Rupees	2016 Rupees
6 PROPERTY, PLANT AND EQUIPMENT			
Property, plant and equipment	6.1	<u>3,409,557,897</u>	<u>3,485,717,184</u>

GULISTAN TEXTILE MILLS LIMITED  
AUDIT FOR THE YEAR ENDED JUNE 30, 2017  
6.1 PROPERTY, PLANT AND EQUIPMENT

	Owned assets														Leased assets			Total
	Free hold land	Lease hold land	Buildings on free hold land	Buildings on lease hold land	Plant and machinery	Power houses	Tools and equipments	Furniture and fixture	Computers	Vehicles	Plant and machinery			Power houses		Vehicles		
Rupees																		
Cost																		
Balance as at July 01, 2015	590,212,000	72,800,000	838,944,418	225,267,000	2,586,852,660	472,613,831	37,902,812	18,909,459	5,607,089	25,319,081	1,156,518,598	111,426,485	13,236,108	6,155,609,540				
Additions during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Balance as at June 30, 2016	590,212,000	72,800,000	838,944,418	225,267,000	2,586,852,660	472,613,831	37,902,812	18,909,459	5,607,089	25,319,081	1,156,518,598	111,426,485	13,236,108	6,155,609,540				
Balance as at July 01, 2016	590,212,000	72,800,000	838,944,418	225,267,000	2,586,852,660	472,613,831	37,902,812	18,909,459	5,607,089	25,319,081	1,156,518,598	111,426,485	13,236,108	6,155,609,540				
Additions during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Balance as at June 30, 2017	590,212,000	72,800,000	838,944,418	225,267,000	2,586,852,660	472,613,831	37,902,812	18,909,459	5,607,089	25,319,081	1,156,518,598	111,426,485	13,236,108	6,155,609,540				
Depreciation																		
Balance as at July 01, 2015	-	-	61,150,733	16,476,169	188,686,463	53,977,193	30,481,453	13,136,191	4,783,272	22,538,347	84,588,493	12,843,462	10,247,488	498,909,264				
Charge for the year	-	-	17,500,358	4,697,794	29,977,077	8,372,733	742,136	577,327	274,578	556,147	13,399,126	1,971,660	597,724	78,666,660				
Depreciation on disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Balance as at June 30, 2016	-	-	78,651,091	21,173,963	218,663,540	62,349,926	31,223,589	13,713,518	5,057,850	23,094,494	97,987,619	14,815,122	10,845,212	577,575,924				
Rate of depreciation	-	-	2.50%	2.50%	2.50%	4%	10%	10%	33.33%	20%	2.50%	4%	20%	-				
Balance as at July 01, 2016	-	-	78,651,091	21,173,963	218,663,540	62,349,926	31,223,589	13,713,518	5,057,850	23,094,494	97,987,619	14,815,122	10,845,212	577,575,924				
Charge for the year	-	-	17,062,849	4,580,349	29,227,651	8,037,823	667,922	519,594	183,061	444,917	13,064,148	1,892,794	478,179	76,159,287				
Depreciation on disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Balance as at June 30, 2017	-	-	95,713,940	25,754,312	247,891,191	70,387,749	31,891,511	14,233,112	5,240,911	23,539,411	111,051,767	16,707,916	11,323,391	653,735,211				
Rate of depreciation	-	-	2.50%	2.50%	2.50%	4%	10%	10%	33.33%	20%	2.50%	4%	20%	-				
Impairment																		
Balance as at July 01, 2015	-	-	77,779,368	20,879,083	1,199,083,099	209,318,319	-	-	-	-	535,965,052	49,291,511	-	2,092,316,432				
Charge for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Balance as at June 30, 2016	-	-	77,779,368	20,879,083	1,199,083,099	209,318,319	-	-	-	-	535,965,052	49,291,511	-	2,092,316,432				
Charge for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Balance as at June 30, 2017	-	-	77,779,368	20,879,083	1,199,083,099	209,318,319	-	-	-	-	535,965,052	49,291,511	-	2,092,316,432				
Written down value as at June 30, 2016	590,212,000	72,800,000	682,513,959	183,213,954	1,169,106,021	200,945,586	6,679,223	5,195,941	549,239	2,224,587	522,565,927	47,319,852	2,390,896	3,485,717,184				
Written down value as at June 30, 2017	590,212,000	72,800,000	665,451,110	178,633,605	1,139,878,370	192,907,763	6,011,301	4,676,347	366,178	1,779,670	509,501,779	45,427,058	1,912,717	3,409,557,897				

	Note	2017 Rupees	2016 Rupees
6.2 Depreciation charge has been allocated as follows;			
Cost of goods manufactured		74,178,628	76,266,54
Administrative expenses		1,980,659	2,400,11
		<u>76,159,287</u>	<u>78,666,66</u>

6.3 The Company has revalued its freehold land, leasehold land, buildings on freehold land, buildings on leasehold land, plant and machinery, power house, leasehold plant and machinery and leasehold power house June 30, 2012. Had the property, plant and equipment been recognised under the cost model, the carrying amount of each revalued class of property, plant and equipment would have been as follows;

	Note	2017 Rupees	2016 Rupees
<b>Owned assets</b>			
Free hold land		11,941,615	11,941,615
Lease hold land		150,000	150,000
Buildings on free hold land		170,013,083	174,372,39
Buildings on lease hold land		70,683,033	72,495,41
Plant and machinery		892,125,509	915,000,52
Power houses		112,012,300	116,679,47
<b>Leased assets</b>			
Plant and machinery		505,870,981	518,842,03
Power houses		55,895,533	58,224,51
		<u>1,818,692,054</u>	<u>1,867,705,97</u>

## 7 LONG-TERM INVESTMENTS

Quoted company	7.1	-	-
Unquoted company	7.2	-	-
		<u>-</u>	<u>-</u>

### 7.1 Quoted company

Paramount Spinning Mills Limited  
Transferred from 'Investments in associates  
- under equity method'  
967,907 shares costing Rs. 3,679,589/-  
carrying value nil (2016: nil)  
Add: adjustment at measurement to fair value  
Market value as at Rs. nil (2016: Rs. nil) per share

-	-
-	-
-	-

### 7.2 Unquoted company

Gulshan Weaving Mills Limited  
Transferred from 'Investments in associates  
- under equity method'  
616,890 shares costing Rs. 6,410,793,  
carrying value nil (2016: nil)  
Market value as at Rs. nil (2016: Rs. nil) per share

-	-
-	-
-	-

During the year June 30, 2014, the Company has disposed off part of the investment in the associate companies to pay off its outstanding liabilities. Investments in these companies was accounted for under the equity method of accounting up till the date the companies remained associate undertakings as per the requirement of International Accounting Standard (IAS) 28: "Investments in Associates".

	Note	2017 Rupees	2016 Rupees
<b>8 LONG-TERM DEPOSITS</b>			
Lease key money	8.1	15,368,500	15,368,500
Other security deposits	8.2	7,956,098	7,956,098
		<u>23,324,598</u>	<u>23,324,598</u>
Less: transfer to current assets		<u>(15,368,500)</u>	<u>(15,368,500)</u>
		<u>7,956,098</u>	<u>7,956,098</u>
<p>8.1 These are interest-free deposits given to various leasing companies, modarabas and banking companies. As detailed in note of the financial statements that the Company is in litigation with several banking companies and financial institutions and due to the pending litigations, but without prejudice to the Company's stance in the said litigations, the Company's financial arrangements with the banking companies and financial institutions are disputed and in line with the provisions of International Accounting Standard on Presentation of financial statements (IAS - 1), all liabilities under these lease agreements have been classified as current liabilities. Based on the above mentioned fact, lease deposits amounting Rs. 15.36 million relating to the lease liabilities have also been presented under the current assets. Due to on-going litigations the confirmation from financial institutions have not been received.</p>			
<p>8.2 These are interest-free refundable deposits and are not receivable in the next year.</p>			
	Note	2017 Rupees	2016 Rupees
<b>9 STORES, SPARE PARTS AND LOOSE TOOLS</b>			
Stores, spare parts and loose tools - at mills	9.1	97,157,444	97,157,444
Less: provision for obsolete stores		<u>(77,132,775)</u>	<u>(72,126,608)</u>
		<u>20,024,669</u>	<u>25,030,836</u>
<p>9.1 Theses include Rs. 226,854/- (2016: Rs. 226,854/-) for construction materials. These can be used for construction or repairs and maintenances. Most of the items interchangeable in nature and can be used as machine spares or consumed as stores. It is not practicable to distinguish these until there actual usage. No stores and spares parts are held for specific capitalization.</p>			
	Note	2017 Rupees	2016 Rupees
<b>10 STOCK-IN-TRADE</b>			
Raw material	10.1	153,791,008	192,236,662
Finished goods	10.2	84,190,796	105,238,495
Waste		-	46,462,161
		<u>237,981,804</u>	<u>343,937,318</u>
<p>10.1 Raw material stock costing Rs. 192.24 million (2016: 215.61 million) has been written down at their replacement cost of Rs. 153.79 million (2016: Rs.192.24 million). The amount charged to profit and loss in respect of stock written down to their replacement cost is Rs. 38.44 million (2016: Rs. 23.37 million).</p>			
<p>10.2 Finished goods costing Rs. 105.24 million (2016: 131.55 million) has been written down at their net realizable value of Rs. 84.19 million (2016: Rs. 105.24 million). The amount charged to profit and loss in respect of stocks written down to their net realizable value Rs. 21.05 million (2016: Rs. 26.31 million).</p>			
<p>10.3 All of the current assets of the Company are under banks' charge as security of short-term borrowings as disclosed in (note 28.1) to these financial statements. The Company filed a global suit in the Lahore High Court against all banks / financial institutions under section 9 of the Financial Institutions (Recovery of Finances) Ordinance, 2001. Further, various banks and financial institutions have also filed suits before Banking Court and High Court for recovery of their financial liabilities through attachment and sale of Company's hypothecated / mortgaged / charged stocks and properties as fully explained in note .</p>			

	Note	2017 Rupees	2016 Rupees
<b>11 TRADE DEBTS</b>			
<b>Considered good</b>			
Local - unsecured		51,063,376	48,136,2
<b>Considered doubtful</b>			
Local - unsecured		189,785,786	188,259,3
Foreign - secured		23,983,761	23,983,7
		213,769,547	212,243,1
Less: provision for doubtful debts		(213,769,547)	(212,243,1
		51,063,376	48,136,2

<b>12 LOANS AND ADVANCES - unsecured</b>			
<b>Considered good</b>			
Advances to / against;			
- employees	12.1	227,701	9,953,9
- suppliers		-	8,010,7
- expenses		261,537	261,53
<b>Considered doubtful</b>			
Advances to supplier		26,300,331	26,300,33
Less: provision for doubtful		(26,300,331)	(26,300,33
		489,238	18,226,2

12.1 This includes, advances to employee against post employment benefits in accordance with Company policy.

	Note	2017 Rupees	2016 Rupees
<b>13 Trade deposits and other receivable</b>			
Current portion of long-term deposits		44,930,859	44,930,8
Sundry advances / receivable		36,975,073	38,413,4
		81,905,932	83,344,2
<b>14 ACCRUED MARK-UP / INTEREST</b>			
Interest accrued on bank deposits		7,224,825	7,224,8
<b>15 TAX REFUNDS DUE FROM GOVERNMENT</b>			
Advance income tax		2,367,222	2,337,0
Sales tax		19,652,607	22,701,9
		22,019,829	25,038,9
<b>16 CASH AND BANK BALANCES</b>			
Cash-in-hand		524,142	524,0
Balance with banks on;			
- current accounts	16.1	32,239,886	32,376,1
- deposit accounts	16.2	2,482,361	2,482,5
- term-deposit receipt	16.3	23,744,497	23,744,4
		58,990,886	59,127,2

16.1 An amount of Rs. 26.415 million (2016: Rs. 26.415 million) was frozen against unrealized foreign b discounted by the bank.

16.2 Deposit accounts are under lien with the banks against guarantees / facilities and carry mark-up a the rate of 4.02% to 11.65% (2016: 4.02% to 11.65%).

16.3 It carries effective mark-up rate ranging from 5.00% to 13.55% (2016: 5.00% to 13.55%) per annu These are held by bank and subject to charge against deposit margin/guarantee and credit facil Because of the pending litigations as explained in note 32.1.1 the banking companies and financ institutions have not provided confirmation of Rs. 23.744 million despite of repeated requests.

16.4 Majority of the Company's bank accounts operations have been blocked by the respective banks due to on-going litigations with these banks as detailed in note to the financial statements. Further, due to the litigation and blockage of bank accounts, bank statements and balance confirmation for the year ended June 30, 2017 from various banks having balances aggregating to Rs. 34.717 million (2016: Rs. 34.717 million) is not available to ensure balances held with these banks.

	Note	2017 Rupees	2016 Rupees
<b>17 NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE</b>			
Freehold land	17.1	-	23,176,212

17.1 Freehold land located at Raiwind has been classified and presented as non-current assets held for sale following the approval of board of directors of the Company in December 2008. The management considered that the Company did not immediately needed this land, while it needs the finance to meet its working capital requirements / running expenses. The chief executive was authorized on behalf of the Company to enter into the agreement to sale, to receive the consideration against the receipt, execute deed of conveyance and handover original property documents and possession to the buyer. The amount of liabilities directly associated with the non-current assets classified as held for sale represent the amount received as advance for sale of this land. In the month of December 2016, chief executive officer, on the behalf of the Company, had entered into an agreement to sell the said property to Bahria Town, Lahore. Hence, proper sale deed was executed, possession and property documents were handed over on receipt of remaining proceeds against sale of above land.

**18 ISSUED, SUBSCRIBED AND PAID-UP CAPITAL**

2017 Numbers	2016 Numbers		2017 Rupees	2016 Rupees
<b>Authorized capital</b>				
<u>30,000,000</u>	<u>30,000,000</u>	Ordinary shares of Rs. 10/- each	<u>300,000,000</u>	<u>300,000,000</u>
<b>Issued, subscribed and paid-up</b>				
4,771,715	4,771,715	Ordinary shares of Rs. 10 each		
		issued as fully paid in cash	47,717,150	47,717,150
14,212,184	14,212,184	Ordinary shares of Rs. 10 each		
		issued as fully paid bonus shares	142,121,840	142,121,840
<u>18,983,899</u>	<u>18,983,899</u>		<u>189,838,990</u>	<u>189,838,990</u>

**19 RESERVES**

<b>Capital reserve</b>			
Share premium	19.1	379,080,000	379,080,000
Un-realized loss on remeasurement of available for sale investment		(6,252,679)	(6,252,679)
<b>Revenue reserve</b>			
General reserve		203,921,394	203,921,394
		<u>576,748,715</u>	<u>576,748,715</u>

19.1 This represents share premium received on 4,212,000 ordinary shares of Rs. 10 each issued at premium of Rs. 90 per share.

	Note	2017 Rupees	2016 Rupees
<b>20 SURPLUS ON REVALUATION OF PROPERTY, PLANT AND EQUIPMENT</b>			
Balance at the beginning of the year	20.1	1,600,516,961	1,626,507,267
Transfer to unappropriated profit in respect of incremental depreciation		(25,287,882)	(25,990,306)
Surplus on revaluation at the end of the year - gross		1,575,229,079	1,600,516,961
Related deferred tax liabilities on:			
Revaluation at beginning of the year		335,650,171	343,707,166
Incremental depreciation on revalued assets		(7,586,365)	(8,056,999)
Effect of change of rate enacted		(9,718,807)	-
		318,344,999	335,650,171
Surplus on revaluation at the end of the year - net of tax		1,256,884,080	1,264,866,790

20.1 This represents surplus over book values resulting from the revaluation of property, plant and equipment (freehold land) carried out on December 20, 2005, June 29, 2006 and February 03, 2009, by an independent valuer "Consultancy Support and Services". The valuation was based on fair value determined on present market value basis. Further, the Company has incorporated a surplus on revaluation amounting to Rs. 3,650.13 million on freehold land, leasehold land, building on freehold land, building on leasehold land, plant and machinery power house, leasehold plant and machinery and leasehold power house based on valuation report by an independent valuer "Maricon Consultants (Pvt.) Limited" in the year ended June 30, 2012. The valuation was based on fair value. Fair value of freehold and leasehold land is determined on present market value basis while buildings on freehold and leasehold land, plant and machinery power house, leasehold plant and machinery and leasehold power houses are determined on depreciated replacement cost. Surplus has been credited to surplus on revaluation of fixed assets account to comply with the requirements of Section 235 of Companies Ordinance, 1984.

20.2 The management has reviewed the carrying amounts of the Company's property, plant and equipment at June 30, 2015, and has identified circumstances indicating occurrence of impairment loss, which include but not limited to, physical damage, wear and tear, high idle capacity due to financial and operational difficulties, plant to dispose assets before previous expected date [see note 1.2 (i)] and evidence that economic performance of items of property, plant and equipment would be worse than expected.

	Note	2017 Rupees	2016 Rupees
<b>21 SUB-ORDINATED LOAN - unsecured</b>			
Sub-ordinated loan		423,800,000	423,800,000

This is an interest-free loan obtained from Director of the Company in previous years. This loan is subordinated to the finances provided by secured creditors and does not carry mark-up. The loan shall not be repaid without obtaining consent from the secured creditors. This loan has been reclassified in equity as per technical release (TR-32) of the Institute of Chartered Accountants of Pakistan (ICAP).

	Note	2017 Rupees	2016 Rupees
<b>22 DEFERRED INCOME</b>			
Balance at beginning of the year		-	116,245
Amortized during the year		-	(116,245)
		-	-

This amount represents excess of sale proceeds over carrying amount in sale and lease back transactions.  
This amount is being amortized over the lease term in equal proportion.

	Note	2017 Rupees	2016 Rupees
<b>23 LONG-TERM FINANCING</b>			
<b>From banking Company - secured</b>			
United Bank Limited	23.1	-	-
Standard Chartered Bank Limited	23.2	-	-
Faysal Bank Limited	23.3	-	-
Summit Bank Limited	23.4	-	-
		<u>-</u>	<u>-</u>

#### 23.1 United Bank Limited

Term finance - II	23.1.1	-	-
Term finance - III	23.1.2	-	-
Term finance - IV	23.1.3	-	-
		<u>-</u>	<u>-</u>

#### 23.1.1 Term finance - II

Balance at the beginning of the year	5,400,000	5,400,000
Less: current portion:		
- overdue installments	(5,400,000)	(5,400,000)
Balance at end of the year	<u>-</u>	<u>-</u>

The Company had obtained this long-term finance under the Non-Interest Demand finance (NIDF) scheme to carry out civil works, payment of duties, levies etc. for the import of gas generators at Tibba Sultanpur site. It was secured by first pari passu equitable mortgage hypothecation charge of Rs. 498.234 Million and ranking charge of Rs. 467.00 million over land and building together with all existing and future construction, fittings, fixtures, plant and machinery and equipment of the Company at village Sahib Ali, Tibba Sultanpur, District Vehari, Mauza village, Ferozwatwan, Tehsil and District Sheikhpura, Mouza Dera Masti, Tehsil Bahawalpur and personal guarantees along with personal net worth statements of all the sponsoring directors of the Company. It carried mark-up at the rate 6 months KIBOR plus 2% per annum. Base rate to set at the start of each semi annual installments. It is repayable in five years with 10 equal half yearly installments without any grace period.

	Note	2017 Rupees	2016 Rupees
<b>23.1.2 Term finance - III</b>			
Balance at beginning of year		40,165,000	40,165,000
Less: current portion			
- overdue installments		(40,165,000)	(40,165,000)
Balance at end of the year		<u>-</u>	<u>-</u>

The Company had obtained this loan to finance the import of four gas engines. It was secured by first pari passu equitable mortgage charge of Rs. 498.234 million and ranking charge of Rs. 467.00 million over land and building together with all existing and future construction, fittings, fixtures, plant and machinery and equipment of the Company at village Sahib Ali, Tibba Sultanpur, District Vehari, Mauza village, Ferozwatwan, Tehsil and District Sheikhpura, Mouza Dera Masti, Tehsil Bahawalpur and personal guarantees along with personal net worth statements of all the sponsoring directors of the Company. It carried mark-up at the rate SBP cost 5 % plus 2% per annum. It is repayable in seven and half years from the date of disbursement including a grace period of one and half year in twelve equal half yearly installments.



	Note	2017 Rupees	2016 Rupees
<b>23.1.3 Term finance - IV</b>			
Balance at beginning of the year		178,750,000	178,750,000
Less: current portion:			
- overdue installments		(178,750,000)	(178,750,000)
Balance at end of the year		-	-
<p>The Company had obtained this loan which was secured by first pari passu equitable mortgage charge of Rs. 498.234 million and ranking charge of Rs. 467.00 million over land and building together with all existing and future construction, fitting and fixtures plant and machinery and equipment of the Company at village Sahib Ali, Tibba Sultanpur, District Vehari, Mauza village, Ferozwatwan, Tehsil and District Sheikhpura, Mouza Dera Mas Tehsil Bahawalpur. It is repayable in five years with no grace period through 20 equal semi-annual installments along with accrued mark-up. It carried mark-up at the rate 3 months KIBOR plus 2% per annum (bank rate to be decided on disbursement date and subsequent on the first day of each quarterly installment period).</p>			
	Note	2017 Rupees	2016 Rupees
<b>23.2 Standard Chartered Bank Limited</b>			
<b>Term finance - V</b>			
Balance at beginning of the year		233,333,334	233,333,333
Less: current portion			
- overdue installments		(233,333,334)	(233,333,333)
Balance at end of the year		-	-
<p>The Company had obtained this term finance of Rs. 514.10 million which was secured by way of first joint pari passu charge of Rs. 400.00 million on plant and machinery of the Company with 25% margin. It is repayable in five years with equal quarterly installments of Rs. 16.667 million each starting from December 31, 2010. It carried mark-up at the rate 3 months KIBOR plus 1.5% per annum.</p>			
	Note	2017 Rupees	2016 Rupees
<b>23.3 Faysal Bank Limited</b>			
<b>Term finance - VI</b>			
Balance at beginning of the year		75,000,000	75,000,000
Less: current portion			
- overdue installments		(75,000,000)	(75,000,000)
Balance at end of the year		-	-
<p>The Company has obtained this term finance repayable in 7 equal half yearly installments with one year grace period. It is secured by way of demand promissory note of Rs. 121.893 million letter of hypothecation of fixed assets and memorandum of constructive deposit of title deeds. It carries mark-up at the rate 3 months KIBOR plus 2.5% per annum.</p>			
	Note	2017 Rupees	2016 Rupees
<b>23.4 Summit Bank Limited</b>			
<b>Term finance - VII</b>			
Balance at beginning of the year		286,854,424	286,854,424
Less: current portion			
- overdue installments		(286,854,424)	(286,854,424)
Balance at end of the year		-	-

This represents restructuring of short-term finance facilities obtained by the Company from Summit Bank Limited during the previous financial years on account of cash finance and inland letter of the credit aggregating Rs. 301.923 million. The said restructuring occurred under an agreement dated November 21, 2013, whereby a long-term finance facility was created, commencing from December 31, 2013, and repayable in 28 quarterly installments. The said long-term finance facility is secured through a ranking charge/first pari Passau charge (within 180 days from the date of agreement) of hypothecation over the hypothecated assets in favor of the Bank amounting Rs. 402.564 million. The said long-term facility carries mark-up at the rate 8% per annum payable on quarterly basis with grace period of three years.

23.5 The Company filed a suit in the Honorable Lahore High Court against all banks / financial institutions under section 9 of the Financial Institutions (Recovery of Finances) Ordinance, 2001 for rendition of accounts and damages and lending banks have also filed suits before different High Courts for recovery of their long-term and short-term liabilities through attachment and sale of Company's hypothecated / mortgaged / charged stocks and properties as fully disclosed in note 32.1.1. Due to these litigations, year-end confirmations from all lenders have not been received.

23.6 Due to the above-mentioned litigations, the Company's financial arrangements with these banking companies are disputed and these liabilities have become payable on demand, so instalments have been grouped in current portion of non-current liabilities in accordance with the requirements of International Accounting Standard (IAS) 1 'Financial Statement Presentation'.

	Note	2017 Rupees	2016 Rupees
<b>24 LIABILITIES AGAINST ASSETS SUBJECT TO FINANCE LEASE</b>			
Balance at beginning of the year		428,366,476	429,466,476
Less: payments made during the year		(1,630,000)	(1,100,000)
		<u>426,736,476</u>	<u>428,366,476</u>
Less: current portion;			
- overdue instalments		(426,736,476)	(428,366,476)
Balance at end of the year		<u>-</u>	<u>-</u>

24.1 The Company had acquired plant and machinery, electric installation and vehicles under finance lease arrangements from leasing companies, modaraba and various banks. These liabilities, during the year, were subject to finance cost at the rates ranging from 7.00% to 16.72% (2016: 7.00% to 16.72%) per annum are payable in monthly / quarterly installments. The Company intends to exercise its option to purchase the leased assets upon completion of the lease terms. The lease finance facilities are secured against security deposits, promissory notes and personal guarantees of sponsors to certain financial institution and banking companies.

24.2 The Company, during the preceding year, entered into agreement with First Habib Modaraba to reschedule its outstanding lease liabilities with effect from July 01, 2015, has per reschedule lease agreement, various term and conditions including lease liability, payment tenure, payment terms and conditions, revised personal guarantees of directors, and submission of post dated cheques were changed. However, the Company has failed to comply with the terms and conditions of the rescheduled agreement resulting in default.

24.3 The Company filed a suit in the Honorable Lahore High Court against all banks / financial institutions under section 9, of the Financial Institutions (Recovery of Finances) Ordinance, 2001. Further, various lessors have also filed suits before banking courts and the Honorable High Court of Sindh for recovery of lease finance through attachment and sale of charged properties as fully disclosed in note 32.1.1. Due to these litigations, year-end confirmations from all lessors have not been received.

	2017			2016		
	Minimum lease payments	Finance charges for future periods	Present value of minimum lease payments	Minimum lease payments	Finance charges for future periods	Present value of minimum lease payments
	Rupees			Rupees		
Payable within one year	530,682,873	103,946,397	426,736,476	428,366,476	103,946,397	428,366,476
Payable after one year but not later than five years	-	-	-	-	-	-
	<u>530,682,873</u>	<u>103,946,397</u>	<u>426,736,476</u>	<u>428,366,476</u>	<u>103,946,397</u>	<u>428,366,476</u>

	Note	2017 Rupees	2016 Rupees
<b>25 DEFERRED LIABILITIES</b>			
Staff retirement benefits - gratuity	25.1	2,172,383	132,092,272
Deferred taxation	25.2	357,665,577	419,923,761
		<u>359,837,960</u>	<u>552,016,033</u>

#### 25.1 Staff retirement benefits - gratuity

The company's obligation has per the latest actuarial valuation in respect of defined benefit gratuity plan is as follow:

	Note	2017 Rupees	2016 Rupees
<b>25.1.1 Movement in the net liability recognized in the balance sheet</b>			
Net liability at beginning of the year		132,092,272	134,955,631
Charge to profit and loss account		239,223	441,961
Staff retirement benefits due but not paid		(128,428,652)	-
Benefits paid during the year		(1,730,460)	(3,305,331)
		<u>2,172,383</u>	<u>132,092,272</u>
<b>25.1.2 Movement in present value of defined benefit obligation</b>			
Balance at beginning of the year		132,092,272	134,955,631
Current service cost		239,223	441,961
Staff retirement benefits due but not paid		(128,428,652)	-
Benefits paid		(1,730,460)	(3,305,331)
		<u>2,172,383</u>	<u>132,092,272</u>
<b>25.1.3 Expense recognized in the profit and loss account</b>			
Current service cost		239,223	441,961
<b>25.1.4 Expense is allocated as follows;</b>			
Administrative expenses		239,223	441,961
<b>25.1.5 Historical information</b>			

	2017	2016	2015	2014	2013
	----- Rupees "000"-----				
Present value of defined benefit obligations	131,960	132,092	134,956	117,538	103,751
Experience adjustment arising on plan liabilities	-	-	(14,989)	1,278	33,020

## 25.1.6 General description

The scheme provides for terminal benefits for all of its permanent employees, who attain the minimum qualifying period. Annual charge is made using the actuarial technique of Projected Unit Credit Method. The management has used the same assumptions as given in the actuarial report pertaining to year ended June 30, 2014, including the same method (present value of defined benefit obligation calculated with the projected unit credit method at the end of the reporting period), however, the management of the Company has not hired an actuary to carry out evaluation of its defined benefit obligation for this reporting year. Therefore, sensitivity analysis for the assumptions and expected maturity analysis of undiscounted retirement benefit plan, has not been provided.

## 25.1.7 Principal actuarial assumptions

	2017	2016
Discount rate	9.75 %	9.75 %
Expected rate of eligible salary increase in future years	8.75 %	8.75 %
Average expected remaining working life time of employees	6 Years	6 Years

Note	2017 Rupees	2016 Rupees
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## 25.2 Deferred taxation

The net liability for deferred taxation comprises timing differences relating to;

### Taxable temporary differences (deferred tax liability)

Accelerated tax depreciation - owned assets	333,329,653	347,714,845
Surplus on property, plant and equipment	283,461,125	301,283,016
Assets subject to finance lease	167,052,466	177,405,769

### Deductible temporary differences (deferred tax asset)

Staff retirement benefits - gratuity	(39,180,311)	(40,948,604)
Provisions and allowances	(258,976,413)	(232,737,657)
Liabilities against assets subject to finance lease	(128,020,943)	(132,793,608)
	<u>357,665,577</u>	<u>419,923,761</u>

### Balance at the beginning of the year

Charged / adjusted during the year;

Origination/reversal of temporary differences	(48,712,256)	(42,374,121)
Effect of change of rate enacted	(13,545,928)	-
	<u>(62,258,184)</u>	<u>(42,374,121)</u>

### Balance at end of the year

	<u>419,923,761</u>	<u>462,297,882</u>
	<u>357,665,577</u>	<u>419,923,761</u>

Deferred tax asset in respect of the unused tax losses and other deductible differences amounting Rs. 1,893.74 million (2016: Rs. 1,893.74 million) has not been recognised in these financial statements, being prudent. The management of the Company is of view that recognition of deferred tax asset will be reassessed as at June 30, 2018.

	Note	2017 Rupees	2016 Rupees	
<b>26 TRADE AND OTHER PAYABLES</b>				<b>28</b>
Creditors	26.1	934,733,142	932,470,341	
Foreign bills payable	26.2	197,139,491	197,139,491	
Accrued liabilities		78,010,221	81,820,830	
Advances from customers		57,239,548	57,080,314	
Income tax deducted at source		6,464,795	5,800,146	
Staff retirement benefits due but not paid	25.1.1	128,428,652	-	
Unclaimed dividend		300,942	300,942	
		<u>1,402,316,791</u>	<u>1,274,612,064</u>	

26.1 Creditors include Rs. 784.64 million (2016: Rs. 784.64 million) against local LC payable. These amounts are payable to various financial institution are overdue and disputed under litigation with banking companies / financial institutions as disclosed in note 32.1.1. The Company has not accounted for any further commission / interest / mark-up or penalty in respect of these LCs payable. Furthermore, information / records were not made available by the banking companies and financial institutions to confirm the year end balances of the outstanding amounts.

26.2 The amount is denominated in US dollar. The outstanding amount as at June 30, 2017 is US \$. 1,991,645/- (2016: US \$. 1,991,645/-) . This amount is overdue and under litigation with banking companies/financial institutions as disclosed in note 32.1.1. The Company has not accounted for any further commission / interest / mark-up or penalty in respect of these LCs payable. Furthermore, balance confirmation amounted to Rs. 197.14 million has not been provided by the banking companies and financial institution despite of repeated request to confirm the year end balance of the outstanding amounts.

	Note	2017 Rupees	2016 Rupees	
<b>27 ACCRUED MARK-UP / INTEREST</b>				<b>29</b>
Mark-up / interest accrued on;				
- long-term finances	27.1	29,336,996	29,336,996	
- liabilities against assets subject to finance lease	27.1	174,319	174,319	
- payables to associated undertaking	27.2	35,185,905	35,185,905	
		<u>64,697,220</u>	<u>64,697,220</u>	

27.1 During the year ended June 30, 2017, the Company has not provided mark-up / interest on its long-term finances, lease finances and short-term borrowings to the extent of Rs. 58.352 million, Rs. 63.991 million and Rs. 450.969 million respectively (2016: Rs. 58.819 million, Rs. 63.991 million and Rs. 465.543 million respectively) due to pending litigations with the financial institutions as detailed in note 32.1.1. Further, as detailed in note 1.2, the management is in the process of finalization of restructuring of its debts and as per indicative restructuring term sheet total accrued and outstanding mark-up due / payable till June 30, 2014 will be repaid on quarterly basis over a period of 2 years immediately after the completion of repayment term of principal i.e. 8 years. Un-provided mark-up / interest upto the balance sheet date aggregate to Rs. 3,749.197 million (2016: Rs. 3,176.47 million). This non-provisioning is in contravention with the requirements of IAS 23 - Borrowing Costs. The exact amount of un-provided mark-up / interest could not be ascertained because of non-availability of relevant information and documents due to on-going litigations with banks and financial institutions.

27.2 This represents amount of mark-up payable to ex-associated undertaking Gulshan Spinning Mills Limited as per the directive of regulatory body on balance due over the normal credit terms. The mark-up is charged on the basis of average rate of borrowing, rate of the lender, effective rate of 13.11% (2016: 13.11%).

	Note	2017 Rupees	2016 Rupees
<b>28 SHORT-TERM BORROWINGS</b>			
Running finance - secured	28.1	643,506,518	643,506,518
Short-term loans - secured	28.1	4,780,795,963	4,780,795,963
Bank overdraft		2,764	2,764
		<u>5,424,305,245</u>	<u>5,424,305,245</u>

28.1 The Company had obtained aggregate borrowing facilities of Rs. 5,582.00 million (2016: Rs. 5,582.00 million). Short-term borrowing are secured against charge of stocks with a margin of 10% to 30%, hypothecation, moveable and trade debts, work-in-process, stores, lien on export bills receivable, charge against fixed assets, current assets of the Company and personal guarantees of some of the directors. These carried mark-up at the rate of 10.02% to 14.20% (2016: 10.02% to 14.20%) per annum payable quarterly.

28.2 The above-mentioned balances are against expired finance facilities and have not been renewed by the respective banks / financial institutions. These banks and financial institutions have filed suits before different Civil Courts, Banking Courts and High Courts for recovery of their financial liabilities through attachment and sale of Company's hypothecated / mortgaged / charged stocks and properties. The Company had also filed a suit in the Honorable Lahore High Court for redemption / release of security, rendition of accounts, recovery of damages, permanent injunction and ancillary reliefs as more fully detailed in note .

28.3 Year end balance confirmations aggregating Rs. 5,424.30 million (2016: Rs. 5,424.14 million) of the lending banks / financial institutions have not been received due to above-mentioned litigation with them. Further, due to these litigations, bank statements for current financial year from all banks / financial institutions were also not available to ensure year end balances of these finance facilities.

28.4 These have arisen due to issuance of cheques in excess of balance at bank accounts.

	Note	2017 Rupees	2016 Rupees
<b>29 CURRENT PORTION OF NON-CURRENT LIABILITIES</b>			
Long-term finances			
Term finance - II	23.1.1	5,400,000	5,400,000
Term finance - III	23.1.2	40,165,000	40,165,000
Term finance - IV	23.1.3	178,750,000	178,750,000
Term finance - V	23.2	233,333,334	233,333,334
Term finance - VI	23.3	75,000,000	75,000,000
Term finance - VII	23.4	286,854,424	286,854,424
Liabilities against assets subject to finance lease	24	426,736,476	428,366,476
		<u>1,246,239,234</u>	<u>1,247,869,234</u>

**30 LIABILITIES DIRECTLY ASSOCIATED WITH NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE**

Advance received against land held for sale	-	24,832,812
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This represents advance received against sale of land classified as non-current assets classified as held for sale as referred to note 17 of the financial statements.

## 31 CONTINGENCIES AND COMMITMENTS

### 31.1 Contingencies

#### 31.1.1 Liabilities towards banks and financial institutions disclosed in note 23, 24, 26, 27 and 28.

- (a) Various banks and financial institutions have filed recovery suits before the civil courts, the Honorable High Court of Sindh, the Honorable Lahore High Court and the Banking Court - Karachi for recovery of their long-term and short-term liabilities and lease liabilities through attachment and sale of Company's hypothecated / mortgaged / charged stocks and properties. The aggregate amount of these claims is Rs. 8,812.18 million (2016: Rs. 8,812.18 million).

The management is strongly contesting the above mentioned suits on the merits as well as cogent factual and legal grounds available to the Company under the law. Since, all the cases are pending before various Courts therefore the ultimate outcome of these cases can not be established to the date of these financial statements.

- (b) The Company filed a global suit in the Honorable Lahore High Court (LHC) against all banks / financial institutions under Section 9 of the Financial Institutions (Recovery of Finances) Ordinance, 2001 ("the Ordinance") for redemption / release of security, rendition of accounts, recovery of damages, permanent injunction and ancillary reliefs.

The LHC vide its interim order dated October 25, 2012, ordered not to disturb the present position of current assets and fixed assets of the Company and no coercive action shall be taken against the Company. The LHC through its order dated September 11, 2013, dismissed the case on legal grounds. The Company filed appeal before Divisional Bench of the LHC against the above-mentioned order. The Divisional Bench passed an order, dated November 27, 2013 that respondent banks will not liquidate the Company's assets and operation of impugned judgement and decree dated September 11, 2013, will remain suspended meanwhile.

However, the Company alongwith its restructuring agent (a leading financial institution) and a few other lending banks, had proposed an indicative term sheet to its lending financial institutions on June 28, 2013 in order to restructure the outstanding debt obligations of the Company. The proposed term sheet is still in the process of finalization. Once finalized, it will be signed by all parties and legal documentation will be executed to restructure outstanding debts of the Company. The management expects that entire process will be completed in due course of time and these recovery suits will be settled accordingly.

- 31.1.2. The Company has not provided for Rs. 28.85 million (2016: Rs. 28.85 million) in respect of infrastructure cess levied by the Government of Sindh. The case was decided against the Company by a single judge of the Honorable High Court of Sindh. The decision was challenged before a bench of same High Court and stay for collection of cess was allowed.

The Honorable High Court of Sindh decided the case by declaring that the levy and collection of infrastructure fee prior to December 28, 2006 was illegal and ultra vires and after that it was legal. The Company filed an appeal in the Honorable Supreme Court of Pakistan against the above-mentioned judgement of the Honorable High Court of Sindh. Further, the Government of Sindh also filed appeal against part of judgement decided against them.

The above appeals were disposed-off in May 2011 with a joint statement of the parties that, during the pendency of the appeals, another law came into existence which was not subject matter in the appeal, therefore, the decision thereon be first obtained from the Honourable High Court of Sindh before approaching the Honorable Supreme Court of Pakistan with the right to appeal.

Accordingly, the petition was filed in the Honorable High Court of Sindh in respect of the above view. During the pendency of this appeal an interim arrangement was agreed whereby bank guarantees furnished for consignments cleared upto December 27, 2006, were returned and bank guarantees were furnished for 50% of the levy for consignment released subsequent to December 27, 2006, while payment was made against the balance amount.

As at June 30, 2016, the Company has provided bank guarantees aggregating Rs. 28.44 million (2016: Rs. 28.44 million) in favour of the Excise and Taxation Department.

- 31.1.3 A petition has been filed in the Honorable High Court of Sindh by United Bank Limited seeking among other things, the winding-up of the Company, appointment of official liquidator and restricting the board of directors from functioning. The Honorable High Court of Sindh through its order no J.Misc. 1 dated December 12, 2013, ordered the winding-up of the Company and appointment of the official liquidator. Subsequently, the Company has filed a petition in the Honorable Supreme Court of Pakistan challenging the ruling of the Honorable High Court of Sindh. In response to the appeal filed by the Company, the Honorable Supreme Court of Pakistan vide its order dated February 25, 2014, has set aside the impugned judgment of the Honourable High Court of Sindh and remanded the matter. The legal counsel of the Company is of the opinion that the Company has several cogent factual and legal grounds for contesting its case and is very hopeful for a favorable decision.
- 31.1.4 Various Income Tax Appeals by the Company are pending for adjudication in the Honorable High Court of Sindh for Tax Year 2009 bearing number ITRA no 130/12, 131/12, 132/12 and 133/12. Likewise, the Federal Board of Revenue has filed an appeal against the Company for the Tax Year 2012, bearing number 215/A-1 against the order of disposal by the Income Tax Appellate Tribunal.
- 31.1.5 The Honourable Supreme Court of Pakistan, vide judgment dated August 22, 2014, has already declared the Gas Infrastructure Development Cess Act, 2011, ultra-vires to the Constitution and also directed that the entire amount so far recovered from the consumers be refunded. In order to nullify the legal effect of the above judgment of the Supreme Court of Pakistan, the Federal Government promulgated the Gas Infrastructure Development Cess Ordinance, 2014, whereby not only the cess was imposed fresh but all the judgments passed earlier were declared to have no legal effect against the previous recovery of the arrears of Gas Infrastructure Development Cess Ordinances, 2011, this Gas Infrastructure Development Cess Ordinances, 2014, was also challenged before different high courts of Pakistan and in the meanwhile the Gas Infrastructure Development Cess act, 2015, was imposed to the same effect as that of Gas Infrastructure Development Cess Ordinances, 2014. Yet again the Gas Infrastructure Development Cess act, 2015, was challenged before the Honourable Lahore High Court as well as before Honourable High Court of Sindh. The Honourable High Court of Sindh vide its judgment dated October 26, 2017, decreed the suits in favour of the consumer, whereby the Gas infrastructure Development Cess Act, 2016, was held to be ultra vires and unconstitutional and further directed Sui Southern Gas Company Limited as well as Sui Northern Gas Pipelines Limited to refund the amount received under the head of Gas Infrastructure Development Cess from 2011, till date. The matter is till subjudice before the Divisional Bench of the Honourable High Court of Sindh and we are hopeful that the judgment dated October 26, 2017, passed in favour of consumer shall be upheld and the Gas infrastructure Development Cess Act, 2015, shall again be declared ultra-vires to the Constitution. The Company has not passed on gas infrastructure development cess to its consumers and has not paid amount of cess when stay order(s) were in field.



- 31.1.6 The Bank of Khyber has filed a suit COS No. 140/2012 for recovery of Rs. 341.532 million on account of cash finance facilities provided to the Company. The Company filed PLA, however, the same was dismissed after hearing the parties and the suit was decreed in favour of the plaintiff bank to the extent of Rs. 338.879 million together with cost of funds. The Company has filed appeal in the Divisional Bench of Honourable Lahore High Court, and the case is being contested on merits.
- 31.1.7 The Bank Alfalah Limited has filed a suit COS No. 91/2013 before the Honourable High Court of Sindh for recovery of Rs. 358.073 million on account of Cash finance and letter of credit facilities. The Company duly filed its leave application which is currently pending adjudication. During the course of proceedings the plaintiff bank also filed a CMA 11543, under section 16 of the Financial Institution (Recovery of Finance) Ordinance, 2001, seeking sale of the goods allegedly pledged in favor of the Bank. The said CMA of plaintiff bank was allowed, however, the Company has challenged the same by filing an appeal on various grounds including that the Company was not provided with a proper opportunity to elucidate its stance and file counter affidavit to CMA 11543 and the relief claimed by the Plaintiff Bank i.e. sale of cotton bales through application under section 16 of the Ordinance is not maintainable as the said section 16 does not envisage a sale of pledged goods.
- 31.1.8 The Bank of Punjab Limited has filed a suit COS No. 49/2013 for recovery of Rs. 453.865 million on account of cash finance and letter of credit facilities. The Company filed PLA, however, the same was dismissed after hearing the parties and the Honourable Banking Court decreed the suit in favour of plaintiff bank to the extent Rs. 433.925 million, together with the costs of funds. The Company has filed appeal in the Divisional Bench of the Honorable Lahore High Court, and the case is still subjudice.
- 31.1.9 Summit Bank Limited filed a suit B-87/2012 against the Company in the Honourable High Court of Sindh for recovery of Rs. 167.00 million under the section 9 of the Financial Institutions (Recovery of Finances) Ordinance, 2001. The said litigation was dismissed by the Honourable High Court of Sindh due to withdrawal application of the Summit Bank Limited, resulting from out of court settlement/restructuring of the said finances.
- 31.1.10 First Habib Modaraba filed a suit 10/2012 in the Honourable Banking Court No. 1, Karachi against the Company for recovery of lease finances obtained by the Company. The said suit was dismissed upon withdrawal application to file afresh by the First Habib Bank Modaraba on June 19, 2014. The Company has not received any notice indicating the suit has been filed afresh.
- 31.1.11 *Askari Bank Limited filed a suit COS No. 43/2013 against the Company for recovery of finance provided under section 9 of the Financial Institutions (Recovery of Finances) Ordinance, 2001 amounting Rs. 483.53 million before the Honourable Lahore High Court. The said suit was decreed on December 12, 2017, against the Company in favour of plaintiff bank. The Company filed an appeal against the said judgment before the Division Bench of the Honourable Lahore High Court. Additionally, the Bank has also filed execution petition no 11-B/2017, with the single bench of the Honourable Lahore High Court. Both of the said legal proceedings are pending adjudication to the date of these financial statements.*
- 31.1.12 Orix Leasing Pakistan Limited filed a suit 731/2012 with the Honourable Banking Court No. 01, Karachi for the recovery of Rs. 29.484 million under section 9 of the Financial Institutions (Recovery of Finances) Ordinance, 2001 against the Company and others. The said suit was decreed against the Company vide judgment dated August 01, 2013, and August 23, 2013, where the Company was made liable, jointly and severally for a sum of Rs. 6.33 million with future rentals till expiry of the lease agreements, and thereafter the cost of funds at the rate prescribed by the State Bank of Pakistan from the date of expiry of the lease agreements till realisation, along with the cost of the suit.

The execution proceedings under the said decree are initiated vide execution no. 50/2013 and is pending before the Honourable Banking Court No. 01, Karachi. These financial statements do not reflect the impact of the above decision.

**31.1.13** Habib Bank Limited, previously First Habib Bank Modaraba filed a suit 03/2014 against the Company and others before the Honourable Banking Court No. 1, Karachi for recovery of Rs. 1.493 million under section 9 of the Financial Institutions (Recovery of Finances) Ordinance, 2001. The said suit was decreed by the Honourable Banking Court 01, Karachi vide its judgment dated April 21, 2016, and May 11, 2017, against the Company and others for the sum of Rs. 1.35 million with cost of the funds at the latest rate prescribed by the State Bank of Pakistan from the date of expiry of the agreement till realisation, along with the cost of the suit. The Company did not file any appeal against the said judgment of the Honourable Banking Court no. 1, Karachi. However, the counter party has not initiated any execution proceedings against the said decree to the date of these financial statements.

**31.1.14** Habib Metropolitan Bank Limited filed a suit for recovery of Rs. 304,771,857 against the Company vide COS No. 77/13 before the Honourable Lahore High Court. The said suit was decreed in favour of the bank to the extent of Rs. 109,652,301 via interim decree dated June 16, 2015. However, the Court allowed unconditional leave to defend the balance amount claimed by the bank to the Company because it was covered under LC, FAPC and LG facilities. Hence, suit in respect of the balance amount is pending before the said court for adjudication. The bank filed execution petition no. 108-B/15 for the decreed amount, which is also pending adjudication before the Single Bench of the Honourable Lahore High Court. The Company is contesting both these adjudications through its legal council on merits.

## 31.2 Commitments

There is no capital commitment outstanding as at June 30, 2017 (2016: nil).

	Note	2017 Rupees	2016 Rupees
<b>32 SALES - NET</b>			
Processing income		-	7,925,380
<b>33 COST OF SALES</b>			
Opening stock		151,700,656	193,497,692
Cost of goods manufactured	33.1	119,480,449	115,020,357
		271,181,105	308,518,049
Closing stock		(84,190,796)	(151,700,656)
		186,990,309	156,817,393
<b>33.1 Cost of goods manufactured</b>			
Raw material written-off	33.2	38,445,654	23,371,943
Salaries, wages and benefits		-	6,156,474
Provision for obsolete store and spares		4,612,698	7,687,831
Provision for obsolete packing material		393,469	701,722
Fuel and power		1,850,000	253,606
Repair and maintenance		-	23,100
Traveling, conveyance and entertainment		-	117,067
Postage and telex		-	1,670
Telephone expenses		-	59,782
Legal and professional		-	180,313
Printing and stationery		-	890
Motor vehicle expenses		-	186,906
Depreciation	6.2	74,178,628	76,266,544
Others		-	12,509
		119,480,449	115,020,357

	Note	2017 Rupees	2016 Rupees
<b>33.2 Raw materials consumed</b>			
Opening stock		192,236,662	215,045,156
Purchases		-	563,449
		<u>192,236,662</u>	<u>215,608,605</u>
Closing stock	10	<u>(153,791,008)</u>	<u>(192,236,662)</u>
		<u>38,445,654</u>	<u>23,371,943</u>
<b>34 ADMINISTRATIVE EXPENSES</b>			
Staff salaries and benefits		5,773,623	7,276,763
Staff retirement benefits - gratuity		239,223	441,968
Rent, rates and taxes		1,070,340	1,846,780
Printing and stationery		-	26,831
Communion		75,627	205,380
Electricity, gas and water		371,687	417,172
Repair and maintenance		8,000	32,400
Vehicles running and maintenance		379,332	684,121
Traveling and conveyance		851,047	502,331
Legal and professional		9,085,000	4,111,675
Auditor's remuneration	34.1	250,000	1,365,000
Fee and subscription		-	15,375
Donations	34.2	-	50,000
Depreciation	6.2	1,980,659	2,400,116
Computer expenses		-	104,070
Others		249,291	187,540
		<u>20,333,829</u>	<u>19,667,522</u>
<b>34.1 Auditor's remuneration</b>			
Annual audit		240,000	1,265,000
Compliance report on code of corporate governance		10,000	100,000
		<u>250,000</u>	<u>1,365,000</u>
<b>34.2 No directors or their spouse had any interest in donee fund.</b>			
<b>35 OTHER OPERATING EXPENSES</b>			
Sales tax receivable written-off		3,049,338	-
Loan and advances written-off		16,377,587	-
		<u>19,426,925</u>	<u>-</u>
<b>36 OTHER INCOME</b>			
<b>From financial assets</b>			
Interest on deposits / bonds and certificates		125	2,560
<b>From other than financial assets</b>			
Profit on sale of non-current assets classified as held for sale		18,023,788	-
Reversal of provision for doubtful debts local		7,711,983	30,376,575
Amortization of deferred income		-	116,245
		<u>25,735,771</u>	<u>30,492,820</u>
		<u>25,735,896</u>	<u>30,495,380</u>
<b>37 FINANCE COST</b>			
Bank and other financial charges		7,783	35,713
<b>38 TAXATION</b>			
Current	38.1	-	-
Deferred		52,539,377	42,374,121
		<u>52,539,377</u>	<u>42,374,121</u>

38.1 The provision of minimum tax under section 113 of the Income Tax Ordinance, 2001 has not been provided in these financial statements because the Company has suffered gross loss before depreciation and other inadmissible expenses. Numeric tax rate reconciliation is, therefore, not required.

	2017	2016
<b>39 LOSS PER SHARE - BASIC AND DILUTED</b>		
Loss after taxation (Rupees)	<u>(148,483,573)</u>	<u>(95,725,747)</u>
Weighted average number of ordinary shares outstanding during the period (Number)	<u>18,983,899</u>	<u>18,983,899</u>
Loss per share - basic and diluted (Rupees)	<u>(7.82)</u>	<u>(5.04)</u>
There is no dilutive effect on the basic loss per share of the Company. Further, sub-ordinated loan from director that is convertible into shares has been not taken in calculation of diluted loss per share because the antidiluted effect of the loan.		

	Note	2017 Rupees	2016 Rupees
<b>40 CHANGES IN WORKING CAPITAL</b>			
Decrease / (increase) in current assets:			
Stock-in-trade		-	(563,449)
Trade debts		4,784,812	7,133,217
Loans and advances		1,359,460	(50,000)
Trade deposits and other receivable		1,438,333	24,429,360
Tax refunds due from Government		-	8,665,601
		<u>7,582,605</u>	<u>39,614,729</u>
Decrease in trade and other payables		<u>(723,925)</u>	<u>(50,069,999)</u>
		<u>6,858,680</u>	<u>(10,455,270)</u>

**41 REMUNERATION OF CHIEF EXECUTIVE OFFICER, DIRECTORS AND EXECUTIVES**  
No remuneration was paid to chief executive officer and executive director. However, the monetary value of the benefit given to non-executive director is Rs. nil (2016: Rs. 0.77 million). The remuneration paid to executives are as follows;

	Note	2017 Rupees	2016 Rupees
Remuneration		2,620,704	3,293,393
Allowances and perquisites		1,310,352	1,646,696
Post employment benefits		239,223	441,968
		<u>4,170,279</u>	<u>5,382,057</u>
Number of persons		<u>5</u>	<u>13</u>

The chief executive are also provided with Company maintained vehicle as per policy of Company.

	Note	2017 Rupees	2016 Rupees
<b>42 CASH AND CASH EQUIVALENTS</b>			
Cash-in-hand		524,142	524,092
Balance with banks on;			
- current accounts		32,239,886	32,376,114
- saving accounts		2,482,361	2,482,574
- term-deposit receipt		23,744,497	23,744,497
		<u>58,466,744</u>	<u>58,603,185</u>
		<u>58,990,886</u>	<u>59,127,277</u>

## 43 FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

### 43.1 Fair values of financial instruments

Fair value is the amount for which an asset could be exchanged or liability be settled between knowledgeable willing parties in an arm's length transaction. As at the reporting date, fair values of all financial instruments are considered to approximate their carrying amounts.

### 43.2 Methods of determining fair values

Fair values of financial instruments, with the exception of investment in associates, for which prices are available from the active market are measured by reference to those market prices. Fair values of financial assets and liabilities with no active market and those of investments in subsidiaries are determined in accordance with generally accepted pricing models based on discounted cash flow analysis based on inputs from other than observable market.

### 43.3 Discount/interest rates used for determining fair values

The interest rates used to discount estimated cash flows, when applicable, are based on the government yield curve as at the reporting date plus an adequate credit spread.

### 43.4 Significant assumptions used in determining fair values

Fair values of financial asset and liabilities that are measured at fair value subsequent to initial recognition are determined by using discounted cash flow analysis. This analysis requires management to make significant assumptions and estimates which may cause material adjustments to the carrying amounts of financial assets and financial liabilities in future periods. These assumptions are not fully supportable by observable market prices or rates. The Company uses various significant assumptions for determining fair value of financial assets and liabilities and incorporates information about other estimation uncertainties as well.

### 43.5 Significance of fair value accounting estimates to the Company's financial position and performance

The Company uses fair value accounting for its financial instruments in determining its overall financial position and in making decisions about individual financial instruments. This approach reflects the judgement of the Company about the present value of expected future cash flows relating to an instrument. The management believes that fair value information is relevant to many decisions made by users of financial statements as it permits comparison of financial instruments having substantially the same economic characteristics and provides neutral basis for assessing the management's stewardship by indicating effects of its decisions to acquire, sell or hold financial assets and to incur, maintain or discharge financial liabilities.

## 44 FINANCIAL RISK EXPOSURE AND MANAGEMENT

The Company has exposure to the following risk from its use of financial statements;

- credit risk,
- liquidity risk and
- market risk.

The board of directors has overall responsibility for the establishment and oversight of Company's risk management framework. The board is also responsible for developing and monitoring the Company's risk management policies.

### 44.1 Credit risk,

#### 44.1.1 Exposure to credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the long-term deposits, trade debts, loans and advances, trade deposits and other receivable, accrued mark-up and cash and bank balances. Out of total financial assets of Rs. 144.4 million (2016: 144.4 million), the financial assets which are subject to credit risk aggregate to Rs. 108.59 million (2016: 108.59 million). The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date is as follows;

	Note	2017 Rupees	2016 Rupees
Long-term deposits		7,956,098	7,956,098
Trade debts		51,063,376	48,136,205
Loans and advances		261,537	261,537
Trade deposits, prepayments and other receivables		81,905,932	83,344,265
Cash and bank balances		58,990,886	59,127,277
		<u>200,177,829</u>	<u>198,825,382</u>
<b>44.1.2 Concentration of risk - geographical dispersion customers</b>			
Local Debtors		<u>51,063,376</u>	<u>48,136,205</u>
<b>44.1.3 Concentration of risk - type of customer</b>			
Yarn		<u>51,063,376</u>	<u>48,136,205</u>
<b>44.1.4 Ageing of trade debts at the reporting date;</b>			
Past due 0 - 90 days		-	-
Past due 90 days - 1 year		-	1,354,500
More than one year		231,451,553	235,041,100
Gross carrying amount		231,451,553	236,395,600
Accumulated impairment		(188,259,394)	(188,259,394)
		<u>43,192,159</u>	<u>48,136,206</u>

Based on past experience and keeping in view subsequent realisations, provision for doubtful debts aggregating Rs. 213.769 million (2016: Rs. 212.243 million) has been kept as at the reporting date in respect of doubtful trade debtors and for other debtors, there are reasonable grounds to believe that the amounts will be realised in short course of time.

#### 46.1.5 Collateral held

The company does not hold any collateral to secure its financial assets with the exception of trade debtors, which are partially secured through confirmed letters of credit.

#### 44.2 Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulties in meeting obligations associated with financial liabilities. The Company is facing difficulty in maintaining sufficient level of liquidity due to financial problems as all the banks and financial institutions have blocked / ceased their finance facilities and filed suits for recovery of these finances.

2017			2016		
Carrying amount	Due within one year	Due after one year	Carrying amount	Due within one year	Due after one year
----- Rupees -----					

#### Non-derivative

##### Financial liabilities

Long-term financing	819,502,758	819,502,758	-	819,502,758	819,502,758	-
Liabilities against asset subject to finance lease	426,736,476	426,736,476	-	428,366,476	428,366,476	-
Trade and other payables	1,402,316,791	1,402,316,791	-	1,278,434,105	1,278,434,105	-
Accrued mark-up / interest	64,697,220	64,697,220	-	64,697,220	64,697,220	-
Short-term borrowings	5,424,305,245	5,424,305,245	-	5,424,305,246	5,424,305,246	-
	<u>8,137,558,490</u>	<u>8,137,558,490</u>	-	<u>8,015,305,804</u>	<u>8,015,305,804</u>	-

In order to manage liquidity risk, the management along with its restructuring agent (a leading bank) and a few other banks are negotiating with banks / financial institutions for restructuring of principal and mark-up / interest and rescheduling of repayment terms as detailed in note 1.2 to the financial statements and the management envisages that sufficient financial resources will be available to manage the liquidity risk.

The contractual cash flows relating to the above financial liabilities have been determined on the basis of mark-up rates effective as at June 30. The rates of mark-up have been disclosed in relevant notes to these financial statements.

#### 44.3 Market risk.

Market risk is the risk that the value of the financial instruments may fluctuate as a result of changes market in interest rates or the market price due to a change in credit rating of the issuer or the instrument, change in market sentiments, speculative activities, supply and demand of securities and liquidity in the market. The Company is exposed to currency risk and interest rate risk only.

##### 44.3.1 Currency risk

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.

The Company is exposed to currency risk on trade debts, borrowing and import of raw material and stores that are denominated in currency other than the respective functional currency of the Company, primarily in U.S. dollar. The currencies in which these transaction primarily denominated in U.S. dollar and Euro. The Company's exposure to foreign currency is as follows;

	US-\$	Others	Rupees
	2017		
<b>Liabilities</b>			
Foreign bills payable	1,991,645	-	197,139,491
<b>Gross and net balance sheet exposure</b>	<b>(1,991,645)</b>	<b>-</b>	<b>(197,139,491)</b>
	2016		
<b>Liabilities</b>			
Foreign bills payable	1,991,645		197,139,491
<b>Gross and net balance sheet exposure</b>	<b>(1,991,645)</b>		<b>(197,139,491)</b>

The following significant exchange rates applied during the year;

	2017	2016	2017	2016
	Average rates		Reporting date rates	
US-\$ to Rupee	103.95	104.60	105/104.8	104.37/ 104.49

##### Sensitivity analysis

At the reporting date, if Pak Rupee has strengthened by 10% against the U.S.\$ with all other variables held constant, loss for the year would have been increased/(decreased) by the amounts shown below mainly as a result of net foreign exchange gain/loss on translation of financial assets and liabilities.

	2017 Rupees	2016 Rupees
<b>Effect on loss for the year</b>		
US Dollar to Rupees	20,872,440	20,786,799

The sensitivity analysis prepared is not necessarily indicative of the effects on the profit for the year and liabilities of the Company. The weakening of the Rupee against U.S Dollar would have had an equal but opposite impact on loss for the year. The sensitivity analysis prepared is not necessarily indicative of the effects on loss for the year and assets / liabilities of the Company.

#### 44.3.2 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. Majority of the interest rate exposure arises from short and long-term borrowing from banks and term deposits in PLS saving accounts with banks. At the balance sheet date the interest rate profile of Company's interest bearing financial instrument is as follows;

	2017 Rupees	2016 Rupees
<b>Fixed rate instruments</b>		
Financial assets	23,744,497	23,744,497
Financial liabilities	40,165,000	40,165,000
<b>Variable rate instruments</b>		
Financial assets	2,482,574	2,482,574
Financial liabilities	1,209,836,145	1,209,836,145

#### Fair value sensitivity analysis for fixed rate instruments

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

#### Cash flow sensitivity analysis for variable rate instruments

Cash flow sensitivity analysis for variable rate instruments is not presented as the Company is not providing for mark-up / interest due to litigation with banks and financial institutions.

#### 44.4 Fair value of financial assets and liabilities

As at June 30, 2017 the carrying values of all financial assets and liabilities reflected in the financial statements, approximate to their fair values except investment in an associated Company which is valued under equity method of accounting. Further, staff loans which are valued at their original cost less repayments.

2017 Rupees	2016 Rupees
----------------	----------------

#### 44.5 Off balance sheet items

Bank guarantees issued in ordinary course of business	<u>109,156,649</u>	<u>109,156,649</u>
---	--------------------	--------------------

44.6 The effective rate of interest / mark-up for the monetary financial assets and liabilities are mentioned in respective notes to the financial statements.

#### 44.7 Capital risk management

The Company's prime objectives when managing capital are to safeguard the Company's ability to continue as a going concern so that it can continue to provide returns for shareholders, benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Company manages its capital structure by monitoring return on net assets and makes adjustments to it in the light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders and / or issue new shares.

There was no change in the Company's approach to capital management during the year. Further, the Company is not subject to externally imposed capital requirements, except those, related to maintenance of debt covenants, commonly imposed by the providers of debt finance which the Company could not comply as at the reporting date.



45 RELATED PARTY TRANSACTIONS

Related parties comprise of associated companies, directors of the Company, key management personnel, companies in which directors, key management personnel and close members of the families of the directors and key management personnel are interested. The Company, in the normal course of business, carries out transactions with various related parties. Remuneration of the key management personnel is disclosed in note 41. Amounts due from and to related parties are shown under receivables and payables. There is no related party transaction.

46 CAPACITY AND PRODUCTION

Number of spindles installed		131,936	131,936
Installed capacity in kilograms after conversion into 20/s counts	Kg.	40,956,000	40,956,000
Actual production of yarn in kilograms after			

- 46.1 It is difficult to precisely describe production capacity and the resultant production in the textile industry since it fluctuates widely depending on various factors such as count of yarn spun, raw material used, spindle speed, twist etc.
- 46.2 Due to litigation with banks on account of default in repayment of short term and long term finance facilities, all working capital lines were closed by the respective financial institutions and godowns and manufacturing facilities are shut down, therefore, there are no actual production during the year.

	2017	2016
	.....Number.....	
47 NUMBER OF EMPLOYEES		
Number of employees as at June 30,		
- permanent	8	1,354
Average number of employees during the year		
- permanent	8	1,354

48 EVENTS AFTER THE REPORTING DATE

There are no significant adjusting or non adjusting event after the reporting date requiring adjustment or disclosure in financial statement.

49 DATE OF AUTHORIZATION FOR ISSUE

These financial statements have been authorized for issue on February 25, 2019 by the Board of Directors of the Company.

50 CORRESPONDING FIGURES

Corresponding figures have been rearranged and reclassified for better presentation wherever considered necessary, the effect of which is not material.



CHIEF EXECUTIVE



DIRECTOR

**GULISTAN TEXTILE MILLS LIMITED**  
**KEY OPERATING & FINANCIAL DATA**  
**FOR THE LAST SIX YEARS**

	2017 RUPEES	2016 RUPEES	2015 RUPEES	2014 RUPEES	2013 RUPEES	2012 RUPEES
<b>OPERATING RESULTS</b>						
TOTAL NUMBER OF SPINDLES INSTALLED	131,936	131,936	131,936	131,936	131,936	131,936
AVERAGE NUMBER OF SPINDLES WORKED	-	-	20,468	46,932	62,529	91,013
NUMBER OF SHIFTS WORKED PER DAY	-	-	1 to 3	1 to 3	1 to 3	2 to 3
INSTALLED CAPACITY AFTER CONVERSION INTO 20'S	40,956,000	40,956,000	40,956,000	40,956,000	40,956,000	41,067,000
ACTUAL PRODUCTION AFTER CONVERSION INTO 20'S	-	-	7,654,715	12,467,423	15,841,569	24,560,641
SALES - NET	-	7,925,380	359,651,884	1,589,254,582	2,678,373,714	5,589,048,839
GROSS PROFIT / (LOSS)	(186,990,309)	(148,892,013)	(551,162,868)	(649,635,714)	(748,646,437)	(4,474,806,614)
OPERATING PROFIT / (LOSS)	(226,751,063)	(168,559,535)	(658,181,594)	(730,550,665)	(882,845,598)	(4,763,141,547)
OPERATING (INCOME)	(25,735,896)	(30,495,380)	(1,148,975)	(799,836,377)	(84,038,850)	(65,508,339)
FINANCIAL EXPENSES	7,783	35,713	1,871,228	33,480,336	66,613,968	694,418,978
SHARE OF LOSS/(PROFIT) OF ASSOCIATED COMPANIES	-	-	-	15,573,498	260,381,991	2,377,380,028
OTHER CHARGES	-	-	-	223,770,854	3,576,862	1,675,574,098
PROFIT/(LOSS) FOR THE YEAR BEFORE TAXATION	(201,022,950)	(138,099,868)	(658,903,847)	(203,538,977)	(1,129,379,569)	(9,445,006,312)
PROFIT/(LOSS) FOR THE YEAR AFTER TAXATION	(148,483,573)	(95,725,747)	(745,807,474)	(175,259,782)	(1,098,246,003)	(9,322,378,517)
GAIN FROM ASSOCIATES OF INCREMENTAL DEPRECIATION-NET	-	-	-	33,105,666	94,139,852	-
GAIN OF REVALUATION OF PROPERTY, PLANT & EQUIPMENT REALIZED ON DISPOSAL OF EQUITY INSTRUMENTS	-	-	-	-	260,535,898	-
TRANSFER FROM SURPLUS ON REVALUATION OF PROPERTY, PLANT & EQUIPMENT OF INCREMENTAL DEPRECIATION-NET OF TAX	17,701,517	17,933,311	57,142,594	57,895,794	58,261,761	-
DIVIDEND PAID	-	-	-	-	-	9,281,028
EVALUATION SURPLUS REALIZED	-	-	-	-	-	920,387
REVERSAL OF REVALUATION SURPLUS ASSOCIATES	-	-	-	(2,228,266,724)	-	-
UNRECOGNISED ACTUARIAL LOSS	-	-	-	-	(32,586,865)	10,808,792
GAIN ON RE-MEASUREMENTS OF STAFF RETIREMENTS BENEFITS-GRATUITY	-	-	(14,988,928)	1,278,454	-	-
DEFERRED TAX RELATING TO GAIN ON RE-MEASUREMENT OF STAFF RETIREMENT BENEFITS - GRATUITY	-	-	4,796,457	-	-	-
CORRECTION OF ERROR	-	-	-	(62,842,766)	-	-
<b>INAPPROPRIATED PROFIT C/F</b>	<b>(7,048,828,162)</b>	<b>(6,918,046,106)</b>	<b>(6,840,253,670)</b>	<b>(6,161,781,261)</b>	<b>(8,367,353,975)</b>	<b>(7,649,458,518)</b>
<b>FINANCIAL POSITION</b>						
PAYABLE CAPITAL	189,838,990	189,838,990	189,838,990	189,838,990	189,838,990	189,838,990
SHAREHOLDER'S EQUITY	(6,282,240,457)	(6,151,458,401)	(6,073,665,965)	(5,389,918,462)	(7,594,513,591)	(6,876,618,234)
LONG TERM LOANS FROM DIRECTORS / RELATED PARTIES	423,800,000	423,800,000	423,800,000	423,800,000	423,800,000	423,800,000
DEFERRED LIABILITIES	359,837,960	552,016,033	597,253,518	1,157,676,873	1,205,046,502	862,274,747
SHORT TERM BORROWINGS	5,424,305,245	5,424,305,245	5,424,305,245	5,424,466,776	6,114,488,671	6,054,722,175
OTHER CURRENT LIABILITIES	2,714,627,726	2,588,552,999	2,639,722,998	2,591,073,662	2,568,122,738	2,495,172,574
NET ASSETS	3,409,557,897	3,485,717,184	3,564,383,844	5,795,845,215	5,925,853,508	6,075,718,872
LONG TERM INVESTMENTS	-	-	-	5,275,094	15,573,498	462,983,218
RECEIVABLE PROPERTY	-	-	-	-	141,404,050	121,571,250
LONG TERM DEPOSITS / DEFERRED COST	7,956,098	7,956,098	8,106,098	8,434,628	8,434,628	8,350,588
STOCKS & STORES	258,006,473	368,968,154	441,917,295	809,598,959	1,219,679,962	1,326,522,139
DEBTS	51,063,376	48,136,205	55,269,422	115,179,182	297,738,825	521,420,668
RECURRING ASSETS	170,630,710	192,961,625	226,312,083	237,363,783	217,096,204	442,385,880

Gulistan Textile Mills Limited  
Pattern of Shareholding  
As At June 30, 2017

Number of Shareholders	Shareholding		Shares Held	Percentage
	From	To		
847	1	100	9,687	0.05
94	101	500	29,662	0.16
30	501	1,000	23,183	0.12
50	1,001	5,000	128,277	0.68
12	5,001	10,000	77,802	0.41
6	10,001	15,000	77,341	0.41
1	15,001	20,000	17,879	0.09
1	20,001	30,000	25,584	0.13
2	30,001	35,000	62,974	0.33
2	35,001	40,000	72,684	0.38
1	40,001	60,000	59,073	0.31
1	60,001	70,000	67,162	0.35
2	70,001	80,000	155,149	0.82
3	80,001	85,000	244,212	1.29
1	85,001	140,000	137,122	0.72
1	140,001	180,000	178,453	0.94
3	180,001	190,000	566,876	2.99
1	190,001	195,000	194,254	1.02
1	195,001	240,000	236,149	1.24
1	240,001	260,000	260,000	1.37
1	260,001	285,000	283,763	1.49
1	285,001	380,000	374,355	1.97
1	380,001	410,000	406,403	2.14
1	410,001	420,000	419,923	2.21
1	420,001	485,000	470,000	2.48
1	485,001	545,000	543,545	2.86
1	545,001	605,000	600,946	3.17
1	605,001	720,000	716,909	3.78
2	720,001	735,000	1,467,319	7.73
1	735,001	755,000	755,363	3.98
1	755,001	1,650,000	1,648,740	8.68
1	1,650,001	1,750,000	1,749,035	9.21
1	1,750,001	2,640,000	2,638,280	13.90
1	2,640,001	4,290,000	4,285,796	22.58
1,075			18,983,900	100.00

\* Note: There is no shareholding in the slab not mentioned

CATEGORIES OF SHAREHOLDERS

Particulars	No. of Shares Holders	No. of Shares Held	Percentage
Directors, Chief Executive Officer and their spouse and minor children	10	7,966,253	41.96
Associated Companies, Undertakings and Related Parties	0	0	0.00
NIT & ICP	1	734,617	3.87
Banks, Development Finance Institutions, Non- Banking Financial Institutions	4	844,970	4.45
Investment Company	1	5,979	0.03
Insurance Companies	1	35,010	0.18
Joint Stock Company	2	7,501	0.04
General Public (Local)	1,039	4,359,210	22.96
Other Companies	17	5,030,360	26.50
	1,075	18,983,900	100.00

**GULISTAN TEXTILE MILLS LIMITED**  
**CATEGORIES OF SHAREHOLDERS**  
**AS AT JUNE 30, 2017**

<b>A) ASSOCIATED COMPANIES, UNDERTAKINGS AND RELATED PARTIES</b>	<b>SHARES</b>
	NIL
<b>B) NIT &amp; ICP</b>	
National Bank of Pakistan Trustee Department NI(U) T FUND	734,617
<b>C) DIRECTORS, CHIEF EXECUTIVE OFFICER, THEIR SPOUSE AND MINOR CHILDREN</b>	
<b><u>DIRECTORS</u></b>	
Mr. Naseer Ahmed	5,041,159
Mr. Muhammad Afzal Anjum	500
Mr. Muhammad Zubair	500
Mr. WAQAR AHMAD	500
Mr. Seemab Ahmed Khan	550
Mr. MANZER HUSSAIN	500
Mr. Muhammad Badar Munir Al Sami Alam	501
<b><u>SPOUSE</u></b>	
Mrs. Nageen Naseer	2,922,043
<b>D) BANKS, DEVELOPMENT FINANCIAL INSTITUTIONS, NON BANKING FINANCIAL INSTITUTIONS, INSURANCE COMPANIES, MODARABAS &amp; MUTUAL FUNDS</b>	
<b><u>BANKS</u></b>	
Habib Bank Limited	203
National Bank of Pakistan	374,767
The Bank of Punjab Treasury Division	470,000
<b><u>INSURANCE</u></b>	
State Life Insurance Corporation of Pakistan	35,010
<b>E) INVESTMENT COMPANY</b>	5,979
<b>F) JOINT STOCK COMPANY</b>	7,501
<b>G) OTHER COMPANIES</b>	5,030,360
<b>H) GENERAL PUBLIC (LOCAL)</b>	4,359,210
	<b><u>18,983,900</u></b>
<b>I) SHAREHOLDERS HOLDING 05.00% OR MORE</b>	
Mr. Naseer Ahmed	5,041,159
Mrs. Nageen Naseer	2,922,043
Paramount Spinning Mills Limited	1,648,740
Peridot Products (Pvt.) Limited	1,749,035
<b>J) TRADING IN THE SHARES OF COMPANY DURING THE YEAR BY THE DIRECTORS, CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND THEIR SPOUSES AND MINOR CHILDREN</b>	<b>NIL</b>

# Form of Proxy

## Gulistan Textile Mills Limited

I/We \_\_\_\_\_ being member of **Gulistan Textile Mills Limited** holder of \_\_\_\_\_ ordinary shares as per Share Register Folio No. \_\_\_\_\_ and/or \_\_\_\_\_ CRC participant I.D. No. \_\_\_\_\_ Account No. \_\_\_\_\_ hereby appoint Mr. \_\_\_\_\_ who is also member of **Gulistan Textile Mills Limited** vide Folio No. \_\_\_\_\_ or CDC participant I.D. No. \_\_\_\_\_ Account No. \_\_\_\_\_ or failing him/her of Mr. \_\_\_\_\_ of \_\_\_\_\_ who is also member of **Gulistan Textile Mills Limited** vide Folio No. \_\_\_\_\_ or CDC participant I.D. No. \_\_\_\_\_ Account No. \_\_\_\_\_ as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 29th March 2019 at 12:00 noon and at any adjournment thereof.

As witness my/our hand this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signed by the said \_\_\_\_\_

Witness 1:-

Name:- \_\_\_\_\_

Address:- \_\_\_\_\_

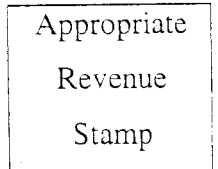
CNIC:- \_\_\_\_\_

Witness 2:-

Name:- \_\_\_\_\_

Address:- \_\_\_\_\_

CNIC:- \_\_\_\_\_



### Notes:

1. The Proxy in order to be valid must be duly stamped, signed and witnessed and be deposited with the Company not later than 48 hours before the time of holding of Meeting.
2. The proxy must be a member of the Company.
3. Signature should agree with the specimen signature, registered with the Company.
4. CDC Shareholders, entitled to attend and vote at this meeting, must bring with them their National Identity Card/Passport in original to prove his/her identity, and in case of Proxy must enclose an attested copy of his/her NIC or passport.
5. Representative of corporate members should bring the usual documents required for such purpose.

## پراکسی فارم گلستان ٹیکسٹائل ملز لمیٹڈ

میں / ہم \_\_\_\_\_ بحیثیت گلستان ٹیکسٹائل ملز لمیٹڈ کے رکن ،  
مالک برائے \_\_\_\_\_ عام حصص مطابق رجسٹرڈ فولیو نمبر \_\_\_\_\_ اور / یا  
سی۔آر۔سی شرکت کنندہ آئی ڈی \_\_\_\_\_ نمبر \_\_\_\_\_ کھاتہ نمبر \_\_\_\_\_ اس طرح  
مقرر کرتا ہوں جناب \_\_\_\_\_ جو کہ گلستان ٹیکسٹائل ملز لمیٹڈ کے رکن بھی  
ہیں ، بذریعہ فولیو نمبر \_\_\_\_\_ یا سی ڈی۔سی شرکت کنندہ آئی۔ڈی نمبر \_\_\_\_\_  
\_\_\_\_\_ کھاتہ نمبر \_\_\_\_\_ یا انکی ناکامی کی صورت میں جناب  
\_\_\_\_\_ برائے \_\_\_\_\_ جو کہ گلستان ٹیکسٹائل ملز لمیٹڈ کے  
رکن بھی ہیں ، بذریعہ فولیو نمبر \_\_\_\_\_ یا سی ڈی۔سی شرکت کنندہ آئی۔  
ڈی نمبر \_\_\_\_\_ کھاتہ نمبر \_\_\_\_\_ جیسا کہ میری / ہماری پراکسی میں  
شرکت کرنے کے لئے ، بات کرنے کے لئے اور ووٹ ڈالنے کے لئے 29 مارچ 2019 کو دوپہر  
03:30 بجے اور اس کے کسی بھی تعاقب میں منعقد ہونے والی کمپنی کے سالانہ اجلاس میں۔

میرے / ہمارے ہاتھ 2019 کے \_\_\_\_\_ دن کا گواہ ہونے کے طور پر  
کہا \_\_\_\_\_ کی نشاندہی  
**گواہ 1: -**

نام: - \_\_\_\_\_

پتہ: - \_\_\_\_\_

CNIC: - \_\_\_\_\_

**گواہ 2: -**

نام: - \_\_\_\_\_

پتہ: - \_\_\_\_\_

CNIC: - \_\_\_\_\_

نوٹ:








1. پراکسی درست ہونا لازمی طور پر مہربند، دستخط اور گواہی دی جاسکتی ہے اور کمپنی کے  
ساتھ اجلاس کے قیام کے وقت سے 48 گھنٹوں کے بعد جمع نہیں ہونا چاہئے۔
2. پراکسی کمپنی کا ایک رکن ہونا ضروری ہے۔
3. دستخط اس کمپنی کے ساتھ رجسٹرڈ نمونہ دستخط سے متفق ہونا چاہئے۔
4. اس اجلاس میں شرکت اور ووٹ لینے کے حق میں سی ڈی سی کے حصے دار، اپنی شناخت  
کو ثابت کرنے کے لئے اصل قومی شناختی کارڈ / پاسپورٹ لائے، اور پراکسی کی صورت  
میں انکو اپنے این آئی سی یا پاسپورٹ کی کاپی کی تصدیق کروانا ضروری ہے۔
5. کارپوریٹ ارکان کے نمائندے کو اس مقصد کے لئے ضروری دستاویزات اپنے ساتھ لانا  
چاہئے۔










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-  Knowledge center
-  Risk profiler\*
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