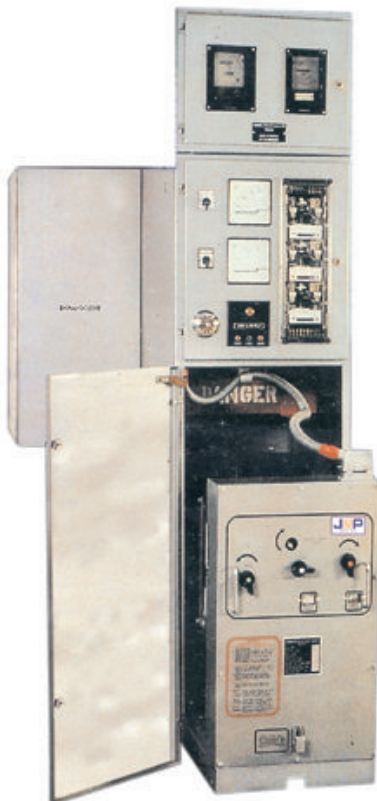




Johnson & Phillips (Pakistan) Ltd.

ANNUAL REPORT

2021



Our

V i s i o n

To achieve
market leadership
in
our core business
build on innovative technology,
deliver quality products
at
competitive prices
and
maintain our history of pioneering

Our

M i s s i o n

- Continuous improvement in our operating standards, anticipating and meeting our customers' expectation.

- Eager to learn, strive to succeed and keen to please

- Aim high, stay focused and leave nothing to chance.

- To provide, career growing opportunities to the talented professionals.

Company Information

Board of Directors

Mrs. Zainab Anis Mianoor	Chairman
Mr. Anis Mianoor	Director/CEO
Mr. Umair Mianoor	Director
Mr. Amin Khanani	Director
Mr. Usman Mianoor	Director
Mr. Hanif Chamdia	Director
Mrs. Uroosa Mianoor	Director

Board of Audit Committee

Mr. Amin Khanani	Chairman
Mr. Umair Mianoor	Member
Mrs. Uroosa Mianoor	Member

Board of HR Committee

Mr. Hanif Chamdia	Chairman
Mr. Usman Mianoor	Member
Mrs. Zainab Anis Mianoor	Member

Chief Financial Officer (CFO)

Mr. Syed Muhammad Shahid

Company Secretary

Mr. Hanif Hussain

Internal Auditor

Mr. Tariq Ilyas

Legal Advisor

Mr. Muhammad Yousuf (Advocate)

Auditors

M/s. Reanda Haroon Zakaria & Company
Chartered Accountants
Room No. M1-M4, MEZZANINE Floor, Prograsive Plaza,
Plot No. 5-C1-10, Civil Lines Quarter, Beaumont Road,
Near Dawood Centre, Karachi-75530, Pakistan.

Share Registrar

C & K Management Associates (Pvt) Ltd.
404, Trade Tower, Abdullah Haroon Road,
Near Metropole Hotel, Karachi-75530

Bankers

Silk Bank Ltd.
Soneri Bank Ltd.
Habib Bank Ltd.

Registered Office

C-10, South Avenue, SITE, Karachi-75700

Tel: 092-21-32560030-7 Fax: 092-21-32564603

Website: www.johnsonphillips.pk E-mail: Johnsonphillips@cyber.net.pk

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Mr. Anis Mianoor	Director/CEO
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Mr. Amin Khanani	Director
Mr. Usman Mianoor	Director
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Board of HR Committee

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CODE OF CONDUCT

OBJECTIVE:

The objective of Johnson & Phillips (Pakistan) Limited is to engage efficiently, responsibly and profitably in the manufacturing, installation and sale of textile products and electrical equipments.

RESPONSIBILITIES TOWARDS STAKEHOLDERS:

To achieve the objectives, the Company recognizes its responsibilities towards its shareholders, customers, employees and to those with whom it does business, and the society at large.

EMPLOYEE:

The Company expects all its employees to demonstrate honesty integrity and fairness in all aspects of its business.

- To obey Company policies and values.
- The Company provides all employees with equal opportunities.
- The Company doing its best to provide job satisfaction.
- Good working environment to motivate the employees.
- The Company ensures that employees avoid conflict of interest between their private financial activities and their professional role in conducting Company business.

BUSINESS RESOURCES:

The Company safeguards its resources and does not allow the use of confidential information (manual or electronic) for personal gain.

Does not allow use of any inside information (directly or indirectly) about the organization for personal profit.

Does not make any misleading entries into the company book of accounts.

SOCIAL RESPONSIBILITIES:

The Company acts in a responsible manner within the law of Pakistan, in pursuant of its legitimate commercial objectives.

To fulfill all legal requirements of the Government and its regulatory bodies, follow relevant and applicable laws of the country.

The Company does not support any political party or contributes funds to group whose activities promote party interests.

The Company recognizes its social responsibility and contributes to community activities.

FINANCIAL REPORTING & INTERNAL CONTROL:

To implement an effective and transparent system of financial reporting and internal controls to safeguard the interest of our shareholders and fulfill the regulatory requirements.

CONFLICT OF INTEREST:

All the decisions of the management are in the interest of the Company and the activities and involvement of the directors and employees in no way conflict with the interest of the Company.

ENVIRONMENT PROTECTION:

To protect environment and ensure health and safety of the work force and well being of the people living in the adjoining areas of our plant.

QUALITY ASSURANCE:

The Company is ISO 9000-2001 certified company and committed to provide products which consistently offer value in terms of price, quality, customer satisfaction and are at the same time safe for their intended use, to satisfy customer needs and expectations.

The Board of Directors ensures that the above principles are complied with through its Audit Committee constituted for this purposes.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 60th Annual General Meeting of Johnson & Phillips (Pakistan) Limited will be held on 13th December, 2021 at the Registered Office of the Company at C-10, South Avenue SITE Karachi at 11:30 am to transact the following business:

ORDINARY BUSINESS:

1. To confirm the Minutes of the Extra Ordinary General Meeting held on July 05, 2021.
2. To receive, consider and adopt Annual Audited Financial Statements of the Company together with the Directors' and Auditors' Reports thereon for the year ended June 30, 2021
3. To appoint Auditors of the Company for the financial year ending June 30, 2022 and to fix their remuneration. The Board of Directors on the recommendation of the Audit Committee has proposed the name of retiring Auditors M/s. Reanda Haroon Zakaria Associates, Chartered Accountants for their appointment as external auditors for the year ending June 30, 2022.

ANY OTHER BUSINESS:

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

Date: November 04, 2021
Place: Karachi

By Order of the Board

Company Secretary

Note:

1. The Share Transfer Book of the Company will remain closed from 6th December, 2021 to 13th December, 2021 (both days inclusive). Transfer received at the Registered Office of the Company by our Shares Registrar, C & K Management (Pvt) Limited, 404, Trade Tower, Abdullah Haroon Road, Near Metropole Hotel, Karachi-75530 by the close of business on 3rd December, 2021 will be treated in time for this purpose.

2. Appointment of Proxies and Attending AGM:

- i) A member eligible to attend and vote at the Meeting may appoint another member as his/her proxy to attend, and vote instead of him/her.
 - ii) A blank instrument of proxy applicable for the meeting is being provided with the notice sent to members. Further, copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours.
 - iii) A duly completed instrument of proxy and the power of attorney or other authority (if any), under which it is signed or a notarized certified copy of such power of authority must be valid, be deposited at the Registered Office, not less than 48 hours before the time of the meeting. Attested copies of valid CNIC or the passport of the member and the Proxy shall be furnished with the Proxy Form.
 - iv) In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature shall be submitted with proxy form.
 - v) The owners of the physical shares and the shares registered in the name of Depository Company of Pakistan Ltd. (CDC) and / or their proxies are required to produce their original National Identity Card (CNIC) or Passport (in case of foreign nationals for identification purposes at the time of attending the meeting).
3. Members are requested to notify any changes in their address immediately to the Shares Registrar M/s. C & K Management (Pvt) Limited.
 4. Submission of copies of CNIC

Individual Shareholders are once again reminded to submit a copy of their valid CNIC, if not provided earlier to the Company's Share Registrar. In case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the company shall be constrained to withhold the Dividend, under the provision of Section 243 of the Company Act 2017.

5. Payment of Cash Dividend Electronically

As per provision of Section 242 of Company Act, 2017 any dividend payable in cash shall only be paid through electronic mode directly in to the bank account designated by the entitled shareholders. A notice of the foregoing seeking information from shareholders for payment of dividend through electronic mode was sent earlier. The shareholders are now once again requested to provide their folio number, name and details of bank account including bank name, branch name, branch code and address, Account number, Title of Account and IBAN/swift code in which they desire their dividend to be credited, failing which the Company will be unable to pay the dividend through any other mode. Standard request form has also been placed on website of the Company. The members are requested to send the information on the same at the earliest possible.

In case shares are held in CDC then the form must be submitted directly to shareholder's broker/participant CDC investor account services.

6. Deposit of Physical Shares into CDC Accounts.

As per Section 72 of the Company Act, 2017 every existing company shall be requested to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from commencement of the Companies Act.

7. Unclaimed Dividend / Shares:

Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividend and shares outstanding for a

8. The Annual Report of the Company for the year ended June 30, 2021 has been placed on the Company's website at the link: http://www.johnsonphillips.pk/Annual_Financial_Reports.html.
9. The Annual Report of the Company for the year ended June 30, 2021 is being dispatched to the shareholders through CD. However, if any shareholder, in addition, desires to get the hard copy of Annual Audited Financial Statements, the same shall be provided free of cost within seven working days of receipt of such request. Standard Request Form is available for the purpose on Company's website.
10. Video Conference Facility will be provided to members who hold at least 10% or more shareholding enabling them to participate in the AGM. They will be entertained subject to availability of such facility in that city and receipt of the Consent Form seven days before holding of General Meeting Consent Form is available for the purpose on Company's website.

اطلاع برائے سالانہ عام اجلاس

سالانہ عام اجلاس کا نوٹس

اطلاع دی جاتی ہے کہ جاسن اینڈ فلیپس (پاکستان) لمیٹڈ کا 60 واں سالانہ اجلاس 13 دسمبر 2021 کو کمپنی کے رجسٹرڈ آفس C-10، سدا جھانڈیو SITE کراچی میں صبح 11:30 بجے منعقد ہوگا۔ مندرجہ ذیل کاروبار:

عام کاروبار:

1. 05 مئی 2021 کو ہونے والی غیر معمولی جنرل میٹنگ کے منٹس کی تصدیق کرنا۔
2. 30 جون 2021 کو ختم ہونے والے سال کے لیے ڈائریکٹرز اور ڈیپوٹس کے ساتھ کمپنی کے سالانہ ڈیٹ شدہ مالیاتی گوشواروں کو وصول کرنے، غور کرنے اور اپنانے کے لیے کمپنی اور ڈائریکٹرز اور ڈیپوٹس کے ڈیٹ شدہ مالیاتی بیانات کے ساتھ اس پر 30 جون 2021 کو ختم ہونے والے سال کی رپورٹ۔
3. 30 جون 2022 کو ختم ہونے والے مالی سال کے لیے کمپنی کے ڈیپوٹس کا تقرر کرنا اور ان کے معاوضے کا تعین کرنا۔ ڈیٹ کمپنی کی سفارش پر بورڈ آف ڈائریکٹرز نے ریٹائر ہونے والے ڈیپوٹس کا نام تجویز کیا ہے۔ ریٹائر ہونے والے ڈیپوٹس ایس، چارڈز کا ڈیپوٹس 30 جون 2022 کو ختم ہونے والے سال کے لیے بطور ہیرونی ڈیپوٹس تقرر کیے گئے۔

کوئی اور کاروبار:

4. جیسی کی اجازت سے کوئی دوسرا کاروبار کرنا۔

تاریخ: 04 نومبر 2021

مقام: کراچی

نوٹ:

1. کمپنی کی شیئرز ٹرانسفر بک 6 دسمبر 2021 سے 13 دسمبر 2021 تک بند رہے گی (دونوں دنوں سمیت)۔ ہمارے شیئرز رجسٹرار سی اینڈ کے شیئرنٹ (پرائیویٹ) لمیٹڈ 404، ٹریڈ ٹاور، عبداللہ ہارون روڈ، نزد میٹرو پول بھول، کراچی-75530 کے ذریعے کمپنی کے رجسٹرڈ آفس میں 3 دسمبر 2021 کو کارڈز کے اختتام تک منتقلی موصول ہو جائے گی۔ اسے بروقت تسلیم کیا جائے گا۔

2. پراکسیوں کی تفریق اور AGM میں شرکت:

- (i) میٹنگ میں شرکت کرنے اور ووٹ دینے کا اہل ممبر کسی دوسرے ممبر کو شرکت کے لیے اپنا پراکسی مقرر کر سکتا ہے اور اس کے جگہ ووٹ دے سکتا ہے۔
- (ii) ممبران کو بھیجے گئے نوٹس کے ساتھ میٹنگ کے لیے قابل اطلاق پراکسی کا ایک خالی فارم فراہم کیا جا رہا ہے۔ اس کے علاوہ، پراکسی کے آلے کی کاپیاں عام دفتری اوقات میں کمپنی کے رجسٹرڈ آفس سے حاصل کی جاسکتی ہیں۔
- (iii) پراکسی اور آف انٹاریٹی یا دیگر تھارٹی (اگر کوئی ہے) کا ایک مناسب طریقے سے مکمل کیا گیا، جس کے تحت اس پر دستخط کیے گئے ہیں یا اس طرح کے اختیار کے اختیار کی ایک نوٹرائزڈ تصدیق کا پیکیج درست ہونا ضروری ہے، رجسٹرڈ آفس میں جمع کیا جانا چاہیے، کم نہیں میٹنگ کے وقت سے 48 گھنٹے پہلے۔ پراکسی فارم کے ساتھ درست CNIC یا ممبر اور پراکسی کے پاسپورٹ کی تصدیق شدہ کاپیاں پیش کی جائیں گی۔
- (iv) کارپوریٹ ادارے کی صورت میں، بورڈ آف ڈائریکٹرز کا ریولیوشن / پاور آف انٹاریٹی نمونہ دستخط کے ساتھ پراکسی فارم کے ساتھ جمع کرایا جائے گا۔
- (v) فزیکل شیئرز کے مالکان اور ڈیپوٹس کمپنی آف پاکستان لمیٹڈ (CDC) کے نام پر رجسٹرڈ حصص اور / یا ان کے پراکسیز کو اپنا اصل قومی شناختی کارڈ (CNIC) یا پاسپورٹ (غیر ملکی شہریوں کی صورت میں) پیش کرنا ہوگا۔ میٹنگ میں شرکت کے وقت شناختی مقاصد کے لیے۔

3. اراکین سے درخواست کی جاتی ہے کہ وہ اپنے پتے میں کسی بھی تبدیلی کی اطلاع شیئرز رجسٹرار M/s کو فوری طور پر دیں۔ سی اینڈ کے شیئرنٹ (پرائیویٹ) لمیٹڈ۔

4. CNIC کی کاپیاں جمع کرنا

انفرادی شیئرز بولڈرز کو ایک بار پھر یاد دہانی کرائی جاتی ہے کہ وہ اپنے درست CNIC کی ایک کاپی جمع کرائیں، اگر کمپنی کے شیئرز رجسٹرار کو پہلے فراہم نہیں کی گئی ہو۔ کمپنی کے ریکارڈز میں شیئرز بولڈرز کے CNIC کی درست کاپی کی عدم دستیابی کی صورت میں، کمپنی کو کمپنی ایکٹ 2017 کے سیکشن 243 کے تحت ڈیپوٹس کو روکنے کے لیے مجبور کیا جائے گا۔

5. نقد ڈیپوٹس کی الیکٹرانک طور پر ادائیگی

کمپنی ایکٹ 2017 کے سیکشن 242 کے پروویژن کے مطابق نقد میں قابل ادائیگی کوئی بھی ڈیپوٹس صرف الیکٹرانک موڈ کے ذریعے براہ راست نقد شیئرز بولڈرز کے نامزد کردہ بینک اکاؤنٹ میں ادا کیا جائے گا۔ الیکٹرانک موڈ کے ذریعے ڈیپوٹس کی ادائیگی کے لیے شیئرز بولڈرز سے معلومات طلب کرنے کا نوٹس پہلے بھیجا گیا تھا۔ حصص یافتگان سے اب ایک بار پھر درخواست کی گئی ہے کہ وہ اپنا فوٹو نمبر، نام اور بینک اکاؤنٹ کی تفصیلات بشمول بینک کا نام، برانچ کا نام، برانچ کوڈ اور پتہ، اکاؤنٹ نمبر، اکاؤنٹ کا عنوان اور IBAN / swift کوڈ جس میں وہ اپنا منافع حاصل کرنا چاہتے ہیں۔ کریٹ کیا جاتا ہے، جس میں ناکام ہونے کی صورت میں کمپنی کسی دوسرے طریقے سے ڈیپوٹس ادا کرنے سے قاصر ہوگی۔ معیاری درخواست فارم کمپنی کی ویب سائٹ پر بھی رکھا گیا ہے۔ ممبران سے گزارش ہے کہ جلد از جلد اس بارے میں معلومات ارسال کریں۔

اگر حصص CDC میں رکھے جاتے ہیں تو فارم کو براہ راست شیئرز بولڈرز کے برادر / شرکا CDC سرماہیہ کا اکاؤنٹ کی خدمات میں جمع کرنا ضروری ہے۔

6. CDC اکاؤنٹس میں فزیکل شیئرز جمع کروائیں۔

کمپنی ایکٹ 2017 کے سیکشن 72 کے مطابق ہر موجودہ کمپنی سے درخواست کی جائے گی کہ وہ اپنے فزیکل شیئرز کو بلک انٹری فارم کے ساتھ اس طریقے سے تبدیل کرے جیسا کہ بیان کیا گیا ہے اور کمیشن کی طرف سے مطلع کردہ تاریخ سے، چار سال سے زیادہ کی مدت کے اندر۔

کمپنی ایکٹ کا آغاز

7. غیر رجسٹرڈ ڈیپوٹس / حصص:

وہ شیئرز بولڈرز جو اپنے ڈیپوٹس / فزیکل شیئرز جمع نہیں کر سکے انہیں مشورہ دیا جاتا ہے کہ وہ ہمارے شیئرز رجسٹرار سے رابطہ کر کے اپنے غیر رجسٹرڈ ڈیپوٹس / فزیکل شیئرز، اگر کوئی ہیں تو ان کے بارے میں پوچھ گچھ کریں۔ کمپنی ایکٹ 2017 کے سیکشن 244 کی تعمیل میں، مقررہ طریقہ کار کا مکمل کرنے کے بعد، ایسے تمام ڈیپوٹس اور حصص جو بھی ہیں

8. 30 جون 2021 کو ختم ہونے والے سال کے لیے کمپنی کی سالانہ رپورٹ کمپنی کی ویب سائٹ پر اس لنک پر رکھی گئی ہے۔ <http://www.johnsonphillips.pk/AnnualFinancialReports.html>

9. 30 جون 2021 کو ختم ہونے والے سال کے لیے کمپنی کی سالانہ رپورٹ ڈی ڈی کے ذریعے شیئرز بولڈرز کو بھیجی جا رہی ہے۔ تاہم، اگر کوئی شیئرز بولڈرز اس کے علاوہ سالانہ ڈیٹ شدہ مالیاتی گوشواروں کی بارڈر کاپی حاصل کرنا چاہتا ہے تو اسے ایسی درخواست کی وصولی کے ساتھ کام کے دنوں کے اندر مفت فراہم کی جائے گی۔ معیاری درخواست فارم کمپنی کی ویب سائٹ پر اس مقصد کے لیے دستیاب ہے۔

10. ویڈیو کانفرنس کی سہولت ان ممبران کو فراہم کی جائے گی جو کم از کم 10% یا اس سے زیادہ شیئرز بولڈرز رکھتے ہیں تاکہ وہ AGM میں شرکت کر سکیں۔ اس شہر میں اس طرح کی سہولت کی دستیابی سے شروہان کی تفریح کی جائے گی اور جنرل میٹنگ کے انعقاد سے سات دن قبل رضامندی فارم کی وصولی کمپنی کی ویب سائٹ پر اس مقصد کے لیے دستیاب ہے۔

JOHNSON & PHILLIPS (PAKISTAN) LIMITED

SIX YEARS FINANCIAL REVIEW

RUPEES IN '000'

	2021	2020	2019	2018	2017	2016
Sales	-	905	4,078	6,312	22,924	35,448
Gross Profit / (Loss)	(3,902)	(5,777)	(4,793)	(18,333)	(36,545)	(10,896)
Profit / Loss before Taxation	(15,313)	(55,522)	(32,679)	(49,804)	(71,365)	(53,680)
Profit / Loss After Taxation	(14,503)	(54,383)	(31,844)	(49,166)	(70,503)	(52,857)
Fixed Assets (Net)	500,223	475,750	480,724	14,194	175,318	184,009
Total Assets	514,464	480,865	507,207	517,079	216,143	260,433
Total Liabilities	416,175	370,097	342,056	517,079	216,143	260,433
Current Assets	13,924	5,115	26,483	30,168	39,885	75,484
Current Liabilities	410,350	362,922	329,546	189,631	177,809	163,781
Liquidity						
Current Ratio	0.03	0.01	0.08	0.02	22.00	0.46
Quick Ratio	0.03	0.01	0.07	0.15	0.15	0.20
Profitability						
Gross Profit Ratio	(3,902.00)	(638.34)	(117.53)	(290.45)	(159.42)	(30.74)
Net Profit Ratio	(13,963.00)	(6,009.17)	(780.87)	(778.93)	(307.55)	(149.11)
Assets Utilization						
Inventory Turnover Ratio	-	4.31	5.41	80.00	81.00	81.00
Total Assets Turnover Ratio	-	0.01	2.00	1.00	11.00	14.00
Debtor Turnover Ratio	-	34.08	49.43	5.86	5.38	4.61
Creditor Turnover Ratio	-	0.00	0.01	0.03	0.11	0.22
INVESTMENT						
Earning Per Share	(2.66)	9.98	(5.84)	(9.02)	(12.94)	(9.70)
Market Value Per Share	53.99	38.80	46.70	63.25	29.99	20.39
P.E. Ratio	(20.29)	(3.89)	(7.99)	(7.01)	(2.32)	(2.10)
Market Capitalization (Mn)	294,244	211,459	254,514	344,649	163,416	111,105
Employee as Remuneration						
	1,757	7,916	11,727	13,561	19,551	17,318
Production						
Transformer (Nos)	-	-	3	4	11	13
Switch Gear Panel (Nos)	-	-	1	1	5	17

Chairman's Review

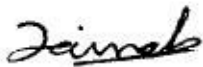
I feel pleasure to present before you the 60th Annual Report on the performance of the Company for the year ended 30th June, 2021.

As it is in the knowledge of our valuable shareholders that an Extra Ordinary General Meeting of the Company was held on 5th July, 2021 in order to seek approval of members to alter the principal line of business from the existing business to that of textiles. The Pakistan Stock Exchange and Securities and Exchange Commission of Pakistan have been notified about the said change. The new management is trying to secure finances in order to meet the requirements regarding start-up of commercial activities. We are hopeful that our banking partners will come up with a suitable financing structure so that requisite new plant could be started in the soonest possible time.

During the year 2020-21, corona has deeply impacted the global economy. Due to this disease, all sectors and walks of life, have been badly affected. We should pray before Almighty Allah SWT to eliminate this disease forever (Aameen).

For the financial year ended June 30, 2021, the Board's overall performance and effectiveness has been assessed as Satisfactory. Improvements are an ongoing process leading to action plans. The aforesaid overall assessment is based on an evaluation of integral components, including vision, mission and values; engagement in strategic planning; formulation of policies; monitoring the organization's business activities; monitor financial resource management; effective fiscal oversight; equitable treatment of all employees and efficiency in carrying out the Board's responsibility.

Finally, I would like thank company's stakeholders for their dedicated support, trust and appreciate all employees for working in tough times.



Mrs. Zainab Anis Mmianoor
Chairman

Karachi: November 04, 2021

چیرمین کا جائزہ

2021 کو ختم ہونے والے سال کے لیے کمپنی کی کارکردگی پر 60 ویں سالانہ رپورٹ پیش کرتے ہوئے خوشی محسوس ہو رہی ہے۔ جیسا کہ ہمارے قیمتی شیئر ہولڈرز کے علم میں ہے کہ کمپنی کی ایک غیر معمولی جزل مینگ 5 جولائی 2021 کو منعقد ہوئی تاکہ موجودہ کاروبار سے ٹیکنائٹل کے کاروبار کی اصل لائن کو تبدیل کرنے کے لیے اراکین کی منظوری حاصل کی جاسکے۔ پاکستان اسٹاک ایکسچینج اور سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کو نوڈر تبدیلی کے بارے میں مطلع کر دیا گیا ہے۔ نئی انتظامیہ تجارتی سرگرمیوں کے آغاز سے متعلق ضروریات کو پورا کرنے کے لیے مالیات کو محفوظ بنانے کی کوشش کر رہی ہے۔ ہمیں امید ہے کہ ہمارے بینکنگ پارٹنرز مناسب مالیاتی ڈھانچے کے ساتھ آئیں گے تاکہ مطلوبہ نئے پلانٹ کو جلد از جلد شروع کیا جاسکے۔

سال 2020-21 کے دوران، کورونا نے عالمی معیشت پر گہرا اثر ڈالا ہے۔ اس بیماری کی وجہ سے تمام شعبہ جات اور شعبہ ہائے زندگی بری طرح متاثر ہوئے ہیں۔ اللہ سبحانہ و تعالیٰ کے حضور دعا کرنی چاہیے کہ وہ اس بیماری کو ہمیشہ کے لیے ختم کر دے (آمین)

30 جون 2021 کو ختم ہونے والے مالی سال کے لیے، بورڈ کی مجموعی کارکردگی اور تاثیر کو تسلی بخش قرار دیا گیا ہے۔ بہتری ایک جاری عمل ہے جو ایکشن پلان کی طرف جاتا ہے۔ متذکرہ بالا مجموعی تشخیص وژن، مشن اور اقدار سمیت لازمی اجزاء کی تشخیص پر مبنی ہے۔ اسٹریٹجک منصوبہ بندی میں مشغولیت؛ پالیسیوں کی تشکیل؛ تنظیم کی کاروباری سرگرمیوں کی نگرانی؛ مالی وسائل کے انتظام کی نگرانی؛ مؤثر مالیاتی نگرانی؛ تمام ملازمین کے ساتھ مساوی سلوک اور بورڈ کی ذمہ داری کو نبھانے میں کارکردگی۔

آخر میں، میں کمپنی کے اسٹیک ہولڈرز کا شکریہ ادا کرنا چاہوں گا کہ ان کی سرشار حمایت، اعتماد اور مشکل وقت میں کام کرنے پر تمام ملازمین کی تعریف کریں۔

Jaineb

مسز زینب انیس میاں نور

چیرمین

کراچی: 04 نومبر 2021

DIRECTORS' REPORT

The Directors of your Company are pleased to present the 60th Annual Report together with the Audited Financial Statements for the year ended June 30, 2021 and Auditors' Report thereon.

Financial Highlights:

The Comparative financial highlights of your Company for the year ended June 30, 2021 are as follow:

	2021	2020
	(Rupees in '000)	
(Loss) for the year before taxation	(15,313)	(55,522)
Out of which the Directors have accounted for taxation - current	810	1,139
Disposable (loss) for appropriation	(14,503)	(54,383)
Accumulated (losses) brought forward	(462,552)	(465,754)
Adjustment for incremental depreciation on revalued assets	1,983	3,202
Other Comprehensive Profit/(Loss)	-----	-----
Accumulated losses carried over to Balance Sheet	(475,072)	(462,552)

In view of the losses and need of the liquid funds for working capital, the Directors have not recommended any dividend to the shareholders for the year ended June 30, 2021.

Earnings per share:

Earnings per share for the year ended June 30, 2021 is Rs. (2.66) (June 30, 2020: Rs. (9.97)).

The Information and Explanation in Regard to any Contents of Modification in the Auditor's Report:

The auditor has qualified the audit report due to the following reasons being reproduced below:

"a) We could not substantiate the existence and completeness of trade and other payables neither by direct confirmations from counter parties nor through alternative means, to the extent of Rs. 18.982 million, out of the total balance amounting to Rs. 55.933 million.

b) We could not substantiate the existence, obligation, completeness and classification of short-term borrowing from former directors, long-term loans from related parties including current maturities and markup accrued on long term loans amounting to Rs. 8.848 million (note no. 18), Rs. 31.831 million (note no. 15) and Rs. 59.737 million (note no. 19), respectively. Further, we could not substantiate the terms and conditions of the underlying agreements of the Company with the lenders as disclosed in the financial statements under relevant notes."

The aforesaid observation (a) is primarily due to non-receipt of confirmations from routine creditors which is a practical challenge. Most of these pertain to the period of previous management. Furthermore, compared with last year where approx. 65% of the total balance was such where existence and completeness could not be verified, this year this number has gone down to 33.9% which is a remarkable improvement.

With respect to observation (b) it is submitted that despite sending confirmations, the old sponsors are not responding. Although there was a legal agreement with old sponsors at the time of take-over in relation to their loan and mark-up, they are not cooperating for reasons known best to them. As such this has led to the same qualification as last year. We are trying our best to communicate with the old sponsors and get this addressed.

Information About Defaults in Payment of Any Debts and Reasons Thereof:

No defaults.

Principal Risks and Uncertainties:

Every entity is exposed to some inherent risks, and in case of our Company, in these times; the key risks are due to the pandemic situation.

Adequacy internal financial controls:

The directors are aware of their responsibility with respect to internal financial controls. Through discussions, they confirm that adequate controls have been implemented by the Company, however the management is looking to improve/strengthen them further in future years.

Performance Review:

The Sales - net for the year was Rs. Nil as compared to Rs.0.905 Million for corresponding period of last year. The cost of sales for the year was Rs. 3.902 million as compared to Rs.6.553 million.

The Gross Loss of the Company was Rs. 3.902 million as against a loss of Rs.5.648 million in the corresponding period of last year. This is mainly due to on-going revival. The Company's Distribution cost, Administrative expenses and Finance cost during the year ended June 30, 2021 was Rs. 11.189 million as against Rs.26.468 million in the corresponding period. The Company is in process of reorganizing its activities.

A loss after tax of Rs. 14.503 million was reported for the year ended June 30, 2021 as compared to a loss after tax Rs.54.222 million in the corresponding period. The management is making concerted efforts and continues to endeavor to achieve the improved performance in the future.

Health Safety and Environment (HSE):

We are committed to maintain a robust safety culture and working environment. To allow for a safer working environment, a COVID-19 vaccination awareness drive was carried out at the head office. We strive to minimize our impact on the environment and the communities in which we operate

Human Resource Development:

We invest in cultivating and motivating our employees and train them to face market challenges effectively. We provide necessary on job training to employees so that they acquire knowledge and skills needed to accomplish their tasks efficiently. Department Heads impart training to employees /officers.

The HR Committee held one (1) meeting during the year. Attendance by each member was as follows:

S. No.	Name of Member	Designation	No. of meeting attended
1.	Mr. Hanif Chaudia	Chairman	1
2.	Mr. Usman Mianoor	Member	1
3.	Ms. Zainab Anis Mianoor	Member	1

Corporate Social Responsibility:

J&P is fully committed to play its role as a responsible corporate citizen and fulfills its responsibility through energy conservation, environment protection and occupational safety and health through restricting unnecessary usage of artificial lighting, implementing tobacco control law and "No Smoking Zone" and providing a safe and health work environment. The Company is running / maintaining a Masjid for the convenience of the people living and working near our office premises.

External Audit:

The Auditors, Messrs. Reanda Haroon Zakaria & Co., Chartered Accountants, retire at the conclusion of this Annual General Meeting. Being eligible, they have offered themselves for re-appointment and the Board's Audit Committee has also recommended their re-appointment which has been endorsed by the Board.

Internal Audit:

The Company's Board closely follows the activities of the Internal Audit Department as a service to all levels of Management. The main objective of the independent Internal Audit Department is to provide reasonable assurance to the Board and Management that the existing systems of internal control are adequate and operating satisfactorily. As an Internal Audit Department adds value to the Company's operations, makes suggestions and recommendations for improved operational performance.

Statement of Corporate and Financial Reporting Framework:

The corporate laws, rules and regulations framed thereunder spell out the overall functions of the Board of Directors of the Company. The Board is fully aware of its corporate responsibilities envisaged under the Code of Corporate Governance prescribed by the Securities and Exchange Commission of Pakistan and adopted by the Stock Exchanges for all listed companies and is pleased to certify that:

1. The Financial Statements prepared by the Company present fairly its state of affairs of its operations, cash flows and changes its equity.
2. The Company has maintained proper books of accounts as required under the Companies Act, 2017.
3. The Company has followed consistently appropriate accounting policies in preparation of the Financial Statements. Changes wherever made, have been adequately disclosed and accounting estimates are on the basis of the prudent and reasonable judgment.
4. Standard Accounting Standard (IAS) International Financial Reporting Standards (IFRS) as applicable in Pakistan have been followed in preparation of Financial Statements and any departure there-from, if any, has been adequately disclosed.
5. The system of internal control is sound, and has been effectively implemented and monitored. Such a system is designed to manage rather than eliminate, the risk of failure to achieve objectives, and by its nature can provide only reasonable, and not absolute, assurance against material misstatement or loss. The process used by the Board to review the effectiveness of the system of internal control, include inter-alia, the following:

A Board Audit Committee (BAC) is in place. It reviews the approach adopted by the Company's Audit Department and the scope of and the relationship with, the external auditors. It also receives reports from the internal audit department and the external auditors on the system of internal control and any material weaknesses that have been identified. Further the BAC discusses the action to be taken in the area of concern with the relevant executives. The BAC consists of three members. The Chairman of the BAC is an independent director and all the other members of the BAC are independent directors. During the year 2021, four meetings of the BAC were held with one in each quarter and attendance was as follow:

S. No.	Name of Member	Designation	No. of meeting attended
1.	Mr. Muhammad Amin Khanani	Chairman	4
2.	Mr. Muhammad Umair Anis Mianoor	Member	4
3.	Ms. Uroosa Anis Mianoor	Member	4

An organizational structure has been established, which support clear lines of communication and tiered levels of authority with delegation of responsibility and accountability.

There is an annual budgeting and strategic planning process. Financial forecast are prepared and these strategies are reviewed during the year to reflect significant changes in the business environment.

6. There is no doubt upon the Company's ability to continue to a going-concern.
7. The Directors of your Company feel that preservation of capital for future growth is very important. Therefore, no dividend is declared for the current year.
8. Key operating and financial data for the last six years is annexed with the Report.
9. The value of investments including accrued income of provident fund on the basis of audited Financial Statements as at December 31, 2018 is Rs.5.37 Million (December 31, 2017 audited amount Rs. 4.76 Million).
10. The related parties' transactions are approved ratified by the Board Audit Committee and the Board of Directors.
11. All major decisions relating to the investments / disinvestments, changes in the policies are taken by the Board of Directors.
12. Decisions regarding appointment of CEO, CFO and Company Secretary and Head of Internal Audit and fixing or changing of remuneration are taken and approved by the Board.
13. Outstanding taxes and duties are given in the Financial Statements.

Board of Directors:**Role of Chairman**

The Chairman leads the Board of Directors, represents the Group and acts as and overall custodian of the Group on behalf of the Board and the stakeholders. Responsible for ensuring the Board's effectiveness, he empowers the Board as a whole to play a full and constructive role in the development and determination of the Company's strategy and overall objectives.

Role of Chief Executive Officer (CEO/MD)

CEO/MD responsible for execution of the Company's long term strategy with a view to creating shareholders' value. The CEO/MD takes all day-to-day decisions to accomplish Company's short and long term objectives / plan. He acts as a direct liaison between the Board and the Company management. He also communicates on behalf of the Company to shareholders, employees, Government authorities, other stakeholders and the public. CEO/MD acts as a director, decision maker and leader. The communicator role involves interaction with the outside world, as well as the Organization's management and employees, the decision-making role involves high level decisions about Policy and Strategy. As leader of the Company, he motivates employees and inculcates

CEO/MD's performance is monitored and evaluated by the Board against the job description set by the Board.

Composition of the Board

The Board consists of 05 male and 02 female directors

Independent directors	02
Other Non-Executive Directors	04
Executive Director	01

During the year under review, four meetings were held and attendance is as follow:

#	Name	eligible to attend	attended
1.	Mrs. Zainab Anis Mianoor (Chairman)	4	4
2.	Mr. Muhammad Anis Mianoor (MD/CEO)	4	4
3.	Mr. Muhammad Umair Anis Mianoor	4	4
4.	Mr. Muhammad Usman Mianoor	4	4
5.	Mr. Muhammad Amin Khanani	4	4
6.	Ms. Uroosa Anis Mianoor	4	4
7.	Mr. Muhammad Hanif Chaudhary	4	4

Names of person who, at any time during the financial year, were directors of the company

#	NAME OF DIRECTOR
1	Mrs. Zainab Anis Mianoor
2	Mr. Muhammad Anis Mianoor
3	Mr. Muhammad Umair Anis Mianoor
4	Mr. Muhammad Usman Mianoor
5	Mr. Muhammad Amin Khanani
6	Ms. Uroosa Anis Mianoor
7	Mr. Muhammad Hanif Chaudhary

Remuneration Policy of Non-Executive Directors

The fee of the Non-Executive and Independent Directors for attending the Board and Committee meetings of the Company is determined by the Board from time to time.

Remuneration Package of Chief Executive and Directors

Remuneration package of Chief Executive and other directors, if any, is mentioned in the financial statements.

Performance Evaluation of the Board

As required under the Listed Companies (Code of Corporate Governance) Regulations, 2019 an annual evaluation of the Board of Directors of Johnson & Phillips (Pakistan) Limited is carried out. The Board of Directors have approved a Comprehensive Mechanism to evaluate its own performance by adopting self-evaluation methodology through an agreed questionnaire. The Mechanism Devise is based on Emerging Trends on the functioning of the Board and improving its effectiveness. The evaluation exercise is carried out every year. The Human Resource and Remuneration Committee will undertake a formal process for evaluation of performance of the Board as a whole and its committees.

Pattern of Shareholding:

A statement showing the pattern of shareholding as required under section 227 of the Companies Act 2017 for the year ended 30th June, 2021 is attached with the Report.

Compliance with the Listed Companies (Code of Corporate Governance) Regulation, 2019:

The requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 set out by the Securities and Exchange Commission of Pakistan relevant for the year ended 30th June, 2021 have been duly complied with. A statement to this effect is annexed with this Report.

Code of Conduct:

The Board has adopted a statement of Code of Conduct for Directors and employees. Acknowledgement for compliance are obtained and held by the Company.

Main trends and factors likely to affect the future development, performance and position of the company's business (i.e., the Future Outlook):

As it is in the knowledge of our stakeholders that an Extra Ordinary General Meeting of the Company was held on 5th July, 2021 in order to seek approval of the stakeholders to change the principal line of business from the existing business to that of textile. In order to start the textile unit, machinery for installation of textile unit has started arriving in the factory and the work is in progress in this regard and financing is being arranged for commercial start up. However, due to the Company being placed on Defaulter's segment, raising of finance from banks/financial institutions is a serious challenge. As such it is imperative that the defaulter segment status is removed on which we are working on. Management is trying its level best to start the work on commercial basis at the earliest. We request our shareholders to pray for our success in this regard.

Material Changes due to Subsequent Events

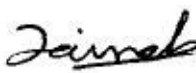
The principal line of the business has been amended to textiles vide special resolution dated July 05th 2021 which is consistent with the strategic direction of the Company in future.

Acknowledgement:

The Board of Directors would like to express its sincere appreciation to the Company's valued clients, business partners and other stakeholders. The Board would also like to thank the Securities and Exchange Commission, the Pakistan Stock Exchange and the Central Depository Company of Pakistan for their continued guidance and support.

ON BEHALF OF THE BOARD


MUHAMMAD ANIS MIANOOR
MD & CHIEF EXECUTIVE OFFICER


MRS. ZAINAB ANIS MIANOOR
CHAIRMAN

Karachi: November 04, 2021

پہلے 05 مہرہ 02 خواتین ڈانریکٹر پر مشتمل ہے۔

د پلمر مان د پيچر کولو لړۍ کې 04

۶۔ کتاب محمد صلی اللہ علیہ وسلم

7. جناب محمد حنیف چاھد۔

Johnson & Phillips (Pakistan) Limited

STATEMENT OF COMPLIANCE WITH LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019 (THE REGULATIONS)

Name of Company: Johnson & Phillips (Pakistan) Limited
Year ended: June 30, 2021

Johnson & Phillips (Pakistan) Limited (the Company) has complied with the requirements of the Regulations in the following manner:

1. The total number of Directors are seven as per the following:

a. Male:	5
b. Female:	2

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

Category	Names
Independent Directors	Mr. Muhammad Hanif Chamdia Mr. Muhammad Amin Khanani
Non-Executive Directors	Mr. Usman Mianoor Mr. Umair Mianoor
Executive Directors	Mr. Anis Mianoor
Female Directors	Mrs. Uroosa Mianoor Mrs. Zainab Anis Mianoor

The Company has two independent directors while the requirement of having fraction of one-third of the directors to be rounded up to one has not been complied with, due to the fact that the operations of the Company are still closed and the Board considers the two independent directors as sufficient at the moment.

- The Directors have confirmed that none of them is serving as a Director on more than seven listed companies, including this Company;
- 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;
- The Board has developed a vision / mission statement, overall corporate strategy. While significant policies of the Company are in the process of formulation as the Company is planning for revival in due course;
- All the powers of the Board have been duly exercised and decisions on relevant matters have been taken by the Board / shareholders as empowered by the relevant provisions of the Act and these Regulations;
- The meetings of the Board were presided over by the Chairman. The Board has complied with the requirements of the Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of Board;
- The Board is yet to design and implement a formal policy and transparent procedures for remuneration of Directors in accordance with the Act and these Regulations;
- The Board has not arranged any training program during the year due to operational inactivity of the Company;
- The Board has approved appointment of Chief Financial Officer, Company Secretary, and the head of internal audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations;
- Chief Financial Officer and Chief Executive Officer (CEO) duly endorsed the financial statements before approval of the Board;

12. The Board had formed committees comprising of members given below:

a. Audit Committee

Sr. #	Name	Designation
i	Mr. Muhammad Amin Khanani	Chairman
ii	Mr. Umair Mianoor	Member
iii	Mrs. Uroosa Mianoor	Member

b. HR and Remuneration

Committee

Sr. #	Name	Designation
i	Mr. Muhammad Hanif Chamdia	Chairman
ii	Mr. Usman Mianoor	Member
iii	Mrs. Zainab Anis Mianoor	Member

13. The terms of reference of the aforesaid committees have been formed, documented, and advised to the committees for compliance;

14. The frequency of meetings of the committees were as per following:

Committee	Frequency of Meetings
-----------	-----------------------

- | | |
|----------------------------------|-----------|
| a) Audit Committee | Quarterly |
| b) HR and Remuneration Committee | Annual |

15. The Board has set up an effective internal audit function who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the company;

16. The statutory auditors of the Company have confirmed that they have been given a satisfactory rating under the quality control review program of the Institute of Chartered Accountants of Pakistan (ICAP) and registered with Audit Oversight Board of Pakistan, that they and all their partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the Institute of Chartered Accountants of Pakistan and that they and the partners of the firm involved in the audit are not a close relative (spouse, parent, dependent and non-dependent children) of the chief executive officer, chief financial officer, head of internal audit, company secretary or director of the company;

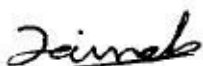
17. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, these Regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard;

18. We confirm that all requirements of regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with except that the Company is yet to comply with the manner of appointment of independent directors as specified under the Companies Act, 2017.

19. Explanation for non-compliance with the requirements, other than regulations 3, 6, 7, 8, 27, 32, 33 and 36 are below:

- as stated above in paragraphs 5, 8 and 9;
- formal and effective mechanism for the annual evaluation of Board members will be put in place when the operations are revived;
- Company secretary does not possess academic qualification as envisaged in the Regulations as the Company cannot afford qualified professionals at the moment due to liquidity issues; and
- no internal audit reports have been prepared during the year due to operational inactivity of the Company.

On Behalf of the Board,



Mrs. Zainab Anis Mianoor
Chairman

Dated: September 28, 2021

INDEPENDENT AUDITOR'S REVIEW REPORT

TO THE MEMBERS OF JOHNSON & PHILLIPS (PAKISTAN) LIMITED

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

We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the 'Regulations'), prepared by the Board of Directors of **Johnson & Phillips (Pakistan) Limited** for the year ended June 30, 2021, in accordance with the requirements of Regulation 36 of the Regulations.

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

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

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

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended June 30, 2021.

Further, we highlight below instances of non-compliance with the requirements of the Regulations as reflected in the paragraph references, where these are stated in the Statement of Compliance:

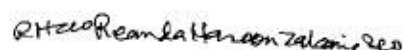
S. No.	Reference	Description
i	Para 5 & 19 a	Company is in the process of formulating significant policies.
ii	Para 8 & 19 a	Formal policy and transparent procedures are not formulated for remuneration of Directors in accordance with the Act and the Regulations.
iii	Para 9 & 19 a	The Board has not arranged any training program during the year.
vi	Para 18	Company has not considered the manner specified under the Act for the appointment of independent directors.
vii	Para 19 b	There is no mechanism for the annual evaluation of Board members.
viii	Para 19 c	Company secretary is not qualified for the position.
ix	Para 19 d	No internal audit reports have been prepared during the year.

Reanda Haroon Zakaria & Company

Place: Karachi

Chartered Accountants

Dated: September 28, 2021



Engagement Partner
Zakaria

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF JOHNSON & PHILLIPS (PAKISTAN) LIMITED

ON THE AUDIT OF THE FINANCIAL STATEMENTS

Qualified Opinion

We have audited the annexed financial statements of Johnson & Phillips (Pakistan) Limited which comprise the statement of financial position as at June 30, 2021, and the statement of profit or loss and other comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit except for the matters stated in the Basis for Qualified Opinion Section of our report.

Except for the possible effects of the matters stated in the Basis for Qualified Opinion Section of our report, in our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes forming part thereof conform with the accounting and reporting standards as applicable in Pakistan and give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at June 30, 2021 and of the loss and its comprehensive loss, the changes in equity and its cash flows for the year then ended.

Basis for Qualified Opinion

- We could not substantiate the existence and completeness of trade and other payables neither by direct confirmations from counter parties nor through alternative means, to the extent of Rs. 18.982 million, out of the total balance amounting to Rs. 55.933 million.
- We could not substantiate the existence, obligation, completeness and classification of short-term borrowing from former directors, long-term loans from related parties including current maturities and markup accrued on long term loans amounting to Rs. 8.848 million (note no. 18), Rs. 31.831 million (note no. 15) and Rs. 59.737 million (note no. 19), respectively. Further, we could not substantiate the terms and conditions of the underlying agreements of the Company with the lenders as disclosed in the financial statements under relevant notes.

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

Material Uncertainty Relating to Going Concern

Without qualifying our opinion, we draw attention to note no. 1.2 to the financial statements which describes that during the year, the Company has incurred loss after taxation amounting to Rs. 14.503 (2020: Rs. 54.222) million, rising its accumulated losses to Rs. 475.072 (2020: Rs. 462.552) million. Further, current liabilities of the Company exceeded its current assets by Rs. 396.426 (2020: Rs. 357.807) million. The operations of the Company, including its revenue, are facing downward trajectory since financial year 2015 due to which the Company is facing financial and operational difficulties and is unable to discharge its liabilities in due course of business.

These factors indicate the existence of material uncertainty that may cast significant doubt on the entity's ability to continue as a going concern and accordingly, the Company may not be able to realize its assets and settle its liabilities at stated amounts in the normal course of business and also discusses the reason for preparing the financial statements on a going concern basis including the change in principal line of business and acquisition of machineries.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matters described in the "Basis for Qualified Opinion" Section of our report, we have determined the matters described below to be the key audit matters to be communicated in our report:

S. No.	Key audit matters	How the matter was addressed in our audit
	<p>1. Acquisition of Textile Machinery</p> <p>(Refer note no. 1.1 and 4.2 to the accompanying financial statements)</p> <p>In accordance with the revival plan, the Company has acquired textile machineries during the year which is under installation as on the reporting date.</p> <p>Subsequent to year end, after obtaining approval of the members through special resolution in the EOGM, principal line of business has also been changed to textile manufacturing and allied activities.</p> <p>Since the Company had no meaningful operations since several years, while change of ownership last year and acquisition of capital assets during the year is likely to change the overall financial and operational prospects of the Company, therefore, we have considered the acquisition of machineries as a key audit matter in our report.</p>	<p>Our audit procedures to address the matter amongst others includes the following:</p> <ul style="list-style-type: none"> ● We reviewed and inspected all the documentation and audit trail related to the acquisition of the fixed asset. ● We enquired and observed the installation status as on the reporting date. ● We assessed the adequacy of the disclosures as per the guidelines set out in the applicable financial reporting framework

S. No.	Key audit matters	How the matter was addressed in our audit
	<p>2. Contingencies (Refer note no. 20.1 to the accompanying financial statements)</p> <p>The Company has contingent liabilities in respect of legal and income tax matters, which are pending adjudication at various levels with the taxation authorities, courts, and other legal forums.</p> <p>Contingencies require management to make judgements and estimates in relation to the interpretation of tax and other laws, statutory rules and regulations, and the probability of outcome and financial impact, if any, on the Company for disclosure and recognition and measurement of any provisions that may be required against such contingencies.</p> <p>Due to significance of amounts involved, inherent uncertainties with respect to the outcome of matters and use of significant management judgements and estimates to assess the same including related financial impacts, we considered contingent liabilities relating to legal and income tax matters as a key audit matter.</p>	<ul style="list-style-type: none"> ● Our audit procedures in respect of legal and tax contingencies included, amongst others, we obtained and reviewed details of the pending legal and tax related matters and discussed the same with the Company's management. ● We reviewed the correspondence of the Company with the relevant authorities, tax advisors, and legal advisors, including judgments or orders passed by the competent authorities in relation to the issues involved or matters which have similarities with the issues involved. ● We obtained and reviewed confirmations from the Company's external legal and tax advisors for their views on the probable outcome of the legal matters, open tax assessments and other legal / tax related contingencies. ● We involved internal tax professionals to assess management's conclusions on contingent tax matters and to evaluate the consistency of such conclusions with the views of the external tax advisors engaged by the Company. ● We also evaluated the requirement of making provision against any contingencies, and the adequacy of disclosures made in respect of legal and tax contingencies in accordance with the requirements of the financial reporting standards as applicable in Pakistan.

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

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

Responsibilities of Management and Board of Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

Mr. Zakaria.

Reanda Haroon Zakaria

Reanda Haroon Zakaria & Company

Chartered Accountants

Place: Karachi

Dated: November 4, 2021

JOHNSON & PHILLIPS (PAKISTAN) LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2021

		2021	2020
	Note	--- (Rupees in '000) ---	
ASSETS			
Non Current Assets			
Property, plant and equipment	4	500,223	476,917
Intangible asset	5	-	-
Long term investments	6	-	-
Long term deposits	7	317	317
		<u>500,540</u>	<u>477,234</u>
Current Assets			
Stock-in-trade	8	-	-
Trade debts	9	-	-
Loans, deposits and prepayments	10	400	68
Tax refunds due from the Government	11	7,327	3,254
Cash and bank balances	12	6,197	1,793
		<u>13,924</u>	<u>5,115</u>
Total Assets		<u><u>514,464</u></u>	<u><u>503,193</u></u>
EQUITY AND LIABILITIES			
Share Capital And Reserves			
Authorized capital	13	80,000	80,000
Issued, subscribed and paid-up capital	13	54,500	54,500
Share premium reserve		29,727	29,727
Surplus on revaluation of property, plant and equipment	14	465,521	467,504
General reserve		23,073	23,073
Accumulated losses		(475,072)	(462,552)
Total shareholders' equity		<u>97,749</u>	<u>112,252</u>
Non Current Liabilities			
Long term loans	15	-	-
Deferred liabilities	16	6,365	7,175
		<u>6,365</u>	<u>7,175</u>
Current Liabilities			
Current maturity of long term loans	15	31,831	31,831
Trade and other payables	17	55,933	24,854
Short term borrowings	18	258,581	242,232
Accrued markup	19	59,737	59,737
Unpaid / unclaimed dividend		4,268	4,268
		<u>410,350</u>	<u>362,922</u>
Contingencies and commitments	20		
Total Equity and Liabilities		<u><u>514,464</u></u>	<u><u>482,349</u></u>

The annexed notes from 1 to 36 form an integral part of these financial statements.


Chief Executive


Chief Financial Officer


Director

JOHNSON & PHILLIPS (PAKISTAN) LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2021

		2021	2020
	<i>Note</i>	<i>--- (Rupees in '000) ---</i>	
Sales	21	-	905
Cost of sales	22	<u>(3,902)</u>	<u>(6,553)</u>
Gross loss		(3,902)	(5,648)
Distribution cost	23	-	(252)
Administrative expenses	24	<u>(7,287)</u>	<u>(16,733)</u>
Operating loss		(11,189)	(22,633)
Finance cost	25	-	(9,483)
Other charges	26	(4,148)	(23,940)
Other income	27	<u>24</u>	<u>695</u>
Loss before taxation		(15,313)	(55,361)
Taxation - net	28	810	1,139
Loss after taxation		(14,503)	(54,222)
Other comprehensive income		-	-
Total comprehensive loss for the year		(14,503)	(54,222)
Loss per share - Rupees	29	(2.66)	(9.95)

The annexed notes from 1 to 36 form an integral part of these financial statements.


Chief Executive


Chief Financial Officer


Director

JOHNSON & PHILLIPS (PAKISTAN) LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2021

	Share Capital	Share Premium Reserve	Surplus on revaluation of property, plant and equipment	General Reserve	Accumulated losses	Total shareholders' equity
	----- (Rupees in "000") -----					
Balance as at June 30, 2019	54,500	29,727	470,706	23,073	(411,532)	166,474
Loss after taxation for the year	-	-	-	-	(54,222)	(54,222)
Transfer from surplus on revaluation on account of incremental depreciation - net of deferred tax	-	-	(3,202)	-	3,202	-
Balance as at June 30, 2020	54,500	29,727	467,504	23,073	(462,552)	112,252
Loss after taxation for the year	-	-	-	-	(14,503)	(14,503)
Transfer from surplus on revaluation on account of incremental depreciation - net of deferred tax	-	-	(1,983)	-	1,983	-
Balance as at June 30, 2021	54,500	29,727	465,521	23,073	(475,072)	97,749

Share premium reserve can only be utilized by the Company for the purpose specified in Section 81 of the Companies Act, 2017.

Surplus on revaluation of property, plant and equipment will be utilized for any purpose only after they are realized and transferred to unappropriated profits. However, these reserves can be individually offset against losses arising in future periods (if any) from revalued assets.

General reserves can be utilized for meeting any contingencies and for distribution of profit by way of dividend.

The annexed notes from 1 to 36 form an integral part of these financial statements.


Chief Executive


Chief Financial Officer

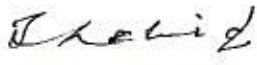

Director

JOHNSON & PHILLIPS (PAKISTAN) LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2021

		2021	2020
	Note	--- (Rupees in '000) ---	
A. CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before taxation		(15,313)	(55,361)
Adjustment for:			
Depreciation	4.1	4,382	4,571
Finance cost	25	-	9,483
Provision for obsolete / slow moving stock	26	-	1,956
Provision for doubtful debts	26	-	53
Provision for doubtful advances	26	-	87
Provision for doubtful sales tax refunds	26	-	20,844
Advance written off	26	-	30
Deposits written off	26	-	242
Operating cash outflows before working capital changes		(10,931)	(18,095)
(Increase) / decrease in current assets			
Trade debts		-	112
Loans, deposits and prepayments		(332)	(63)
Sales tax refundable		(3,679)	(144)
Increase / (decrease) in current liabilities			
Trade and other payables		31,184	(162,566)
		27,173	(162,661)
Cash generated from / (used in) operations		16,242	(180,756)
Income tax paid	11.1	(394)	(102)
Gratuity paid	16.1.1	(105)	(4,071)
Finance cost paid		-	(16)
		(499)	(4,189)
Net cash generated from / (used in) operating activities	A	15,743	(184,945)
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Fixed capital expenditure incurred	4.2	(27,688)	-
Net cash used in investing activities	B	(27,688)	-
C. CASH FLOWS FROM FINANCING ACTIVITIES			
Long term borrowings repaid - net		-	(48,964)
Short term borrowings received		16,349	235,483
Net cash generated from financing activities	C	16,349	186,519
Net increase in cash and cash equivalents (A+B+C)		4,404	1,574
Cash and cash equivalents at the beginning of the year	12	1,793	219
Cash and cash equivalents at the end of the year	12	6,197	1,793

The annexed notes from 1 to 36 form an integral part of these financial statements.


Chief Executive


Chief Financial Officer


Director

JOHNSON & PHILLIPS (PAKISTAN) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2021

1 STATUS AND NATURE OF BUSINESS

- 1.1** Johnson and Phillips (Pakistan) Limited (the Company) was incorporated in Pakistan as a public limited company on April 15, 1961 under the repealed Companies Act, 1913 (now the Companies Act, 2017). Its shares are quoted on the Pakistan Stock Exchange Limited - PSX. However, trading in the shares held by the sponsors of the Company is suspended and the Company has been placed on the Defaulters' Segment by the PSX w.e.f. November 15, 2019 due to the non-compliance of certain provisions of the PSX Rule Book.

The Company is principally engaged in manufacturing, installation and selling of electrical equipment. However, the Company has changed its memorandum, after obtaining approval from the members in the EOGM held on July 05, 2021, and included textile manufacturing and allied activities as its principal line of business. The registered office of the Company and its manufacturing facilities are situated at C-10, South Avenue, SITE, Karachi.

1.2 Going concern

During the year ended June 30, 2021, the Company has incurred loss after taxation amounting to Rs. 14.503 (2020: Rs. 54.222) million, rising its accumulated losses to Rs. 475.072 (2020: Rs. 462.552) million. Further, current liabilities exceeded its current assets by Rs. 396.426 (2020: Rs. 357.807) million. The operations of the Company, including its revenue, are facing downward trajectory since financial year 2015 due to which the Company is facing financial and operational difficulties and is unable to discharge its liabilities in due course of business. The Company is reporting no / meagre sales since then and is totally dependent on the financial support of its Directors, sponsors and associated companies.

These factors indicate the existence of material uncertainty over the Company's ability to continue as a going concern and accordingly, the Company may not be able to realize its assets and settle its liabilities at stated amounts in the normal course of business. However, the management has prepared these financial statements on a going concern basis due to the following reasons:

- The Company has revaluation surplus on fixed assets amounting to Rs. 465.521 million as on the reporting date.
- Mr. Anis Mianoor - the new sponsor director of the Company, has taken over the affairs of the Company, with effect from April 01, 2020, with the firm intention and capabilities to revive the overall operations of the Company. In the first phase, the new management, with the financial support of new sponsor director, intends to settle the long outstanding dues of previous board members and their associated company and till the reporting date, new sponsor has settled Rs. 233.384 million in this regard. Other liabilities will also be paid off with the help of earnings from the textile business, injections of the funds from internal as well as external sources and continuing support from the new sponsor director.
- Even though that the COVID-19 has delayed the effectuation of revival plans, but the new management has firm intention and financial capabilities to start a new business segment of textile unit by injecting funds in the Company together with the revival of current business for which the detailed feasibilities and projections have already been prepared by the management, while various textile related machinery has been acquired during and subsequent to year end amounting to Rs. 26.565 million and Rs. 4.625 million respectively, for which the process of installation is in progress till the issuance of these financial statements. Management expects to start the textile operations within the next financial year.

2 BASIS OF PREPARATION

2.1 Statement of compliance

These financial statements have been prepared in accordance with the accounting and reporting standards as applicable in Pakistan for financial reporting. The accounting and reporting standards as applicable in Pakistan comprise of International Financial Reporting Standards (IFRSs), issued by International Accounting Standards Board (IASB) as notified under the Companies Act, 2017 (the Act) and, provisions of and directives issued under the Act. Where the provisions of and directives issued under the Act differ from the IFRS standards, the provisions of and directives issued under the Act have been followed.

2.2 Basis of measurement

These financial statements have been prepared under the historical cost convention except stated otherwise. Further, accrual basis of accounting is followed except for cash flow information.

2.3 Functional and presentation currency

These financial statements are presented in Pak Rupees, which is also the Company's functional currency.

2.4 Use of estimates and judgments

The preparation of financial statements in conformity with approved accounting standards, as applicable in Pakistan, requires management to make judgments, estimates and assumptions that affect the application of policies and the reported amounts of assets, liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgments made by management in the application of approved accounting standard as, applicable in Pakistan, that have significant effect on the financial statements and estimates with a significant risk of material judgment in the next year are as follows:-

- Assumptions and estimates used in determining the recoverable amount, residual values and useful lives of property, plant and equipment and intangible assets - notes 3.1, 3.2, 4 and 5.
- Assumptions and estimates used in determining the provision for stock-in-trade - notes 3.4 and 8.
- Assumptions and estimates used in the provision for doubtful debts - notes 3.5 and 9.
- Assumptions and estimates used in the provision for doubtful loans and advances - notes 3.6 and 10.
- Assumptions and estimates used in the recognition of current and deferred taxation - notes 3.13, 16.2 and 28.

2.5 *New standards, amendments to standards and IFRS interpretations that are effective for the June ended June 30, 2021*

The following amendments to accounting standards are effective for the year ended June 30, 2021. Except as explained otherwise, these standards and 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:

	<i>Effective for period beginning on or after</i>
Amendments to IFRS 3 'Business Combinations': Amendments to clarify the definition of a business	January 1, 2020
Amendments to IFRS 16 'Leases': Amendment to provide lessees with an exemption from assessing whether a COVID-19-related rent concession is a lease modification	June 1, 2020
Amendments to IAS 1 'Presentation of Financial Statements' and IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors': Amendments regarding the definition of material	January 1, 2020
Amendments to IFRS 2, IFRS 3, IFRS 6, IFRS 14, IAS 1, IAS 8, IAS 34, IAS 37, IAS 38, IFRIC 12, IFRIC 19, IFRIC 20, IFRIC 22, and SIC-32 to update those pronouncements with regard to references to and quotes from the framework or to indicate where they refer to a different version of the Conceptual Framework.	January 1, 2020

Certain annual improvements have also been made to a number of standards, which have not been enumerated here for brevity.

2.6 *Amendments to standards and IFRS interpretations that are not yet effective*

The following amendments to accounting standards and interpretations are only effective for accounting periods, beginning on or after the date mentioned against each of them. These standards, interpretations and 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:

	<i>Effective from period beginning on or after</i>
Amendments to IFRS 4 'Insurance Contracts': Amendments regarding the expiry date of the deferral approach	January 1, 2023
Amendments to IFRS 4 'Insurance Contracts', IFRS 7 'Financial Instruments: Disclosures', IFRS 9 'Financial Instruments', IFRS 16 'Leases', IAS 39 'Financial Instruments: Recognition and Measurement': Amendments regarding replacement issues in the context of the IBOR reform	January 1, 2021
Amendments to IFRS 10 'Consolidated Financial Statements' and IAS 28 'Investments in Associates and Joint Ventures': Sale or contribution of assets between an investor and its associate or joint venture	Effective from accounting period beginning on or after a date to be determined. Earlier application is permitted.

Amendments to IFRS 16 'Leases': Amendment to extend the exemption from assessing whether a COVID-19-related rent concession is a lease modification

April 1, 2021

Amendments to IAS 1 'Presentation of Financial Statements': Amendments regarding the classification of liabilities and disclosure of accounting policies

January 1, 2023

Amendments to IAS 1 'Presentation of Financial Statements': Amendments regarding the classification of liabilities

January 1, 2022

Amendments to IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors': Amendments regarding the definition of accounting estimates

January 1, 2023

Amendments to IAS 16 'Property, Plant and Equipment': Amendments prohibiting a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use

January 1, 2022

Amendments to IAS 37 'Provisions, Contingent Liabilities and Contingent Assets': Amendments regarding the costs to include when assessing whether a contract is onerous

January 1, 2022

Certain annual improvements have also been made to a number of standards, which have not been enumerated here for brevity.

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 17 - Insurance Contracts

3 SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of these financial statements are set out below:

3.1 Property, plant and equipment

3.1.1 Operating fixed assets

These are stated at cost less accumulated depreciation and impairment loss, if any, except for leasehold land which is stated at revalued amount less accumulated impairment losses, if any, and building on leasehold land and plant and machinery which are stated at revalued amounts less accumulated depreciation and impairment losses, if any.

Cost includes expenditure that is directly attributable to the acquisition and installation of an asset including borrowing costs, if any.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. Cost incurred to replace a component of an item of property, plant and equipment is capitalized and the asset so replaced is derecognized. Normal repairs and maintenance are charged to the statement of profit or loss during the period in which they are incurred.

Depreciation is charged to the statement of profit and loss applying the straight line method over its useful life specified in note no. 4 to these financial statements. Depreciation on additions is charged from the month when the assets are available for intended use while no depreciation is charged in the month of disposal.

Depreciation methods, useful lives and residual values of each item of property, plant and equipment that is significant in relation to the total cost of the asset are reviewed and adjusted, if appropriate at each reporting date.

3.1.2 Revalued assets

Surplus on revaluation of assets based on fair market value is recognized in other comprehensive income (OCI) and presented as a separate component of equity as "surplus on revaluation of property, plant and equipment", except that it reverses a revaluation deficit for the same asset previously recognized in the statement of profit or loss, in which case the surplus is credited to the statement of profit or loss to the extent of the deficit charged previously. Deficit on revaluation of assets is recognized in the statement of profit or loss, except that it reverses a revaluation surplus for the same asset previously recognized in other comprehensive income, in which case the deficit is charged to other comprehensive income to the extent of the surplus credited previously. The revaluation reserve is not available for distribution to the Company's shareholders.

Revaluation is carried out with sufficient regularity to ensure that the carrying amount of assets does not differ materially from the estimated fair value. To the extent of the incremental depreciation charged on the revalued assets, the related surplus on revaluation of assets (net of deferred taxation) is transferred directly to retained earnings (unappropriated profit). Further, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred to retained earnings (unappropriated profit).

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of the property, plant and equipment, and is recognized in other income / other expenses in the statement of profit or loss. When revalued assets are sold, any related amount included in the surplus on revaluation is transferred to retained earnings (unappropriated profit / accumulated loss).

3.1.3 Capital work in progress

These are stated at cost and represent expenditure on fixed assets in course of construction and installation. These are transferred to specific assets as and when they are ready for their intended use.

The carrying values of tangible fixed assets are reviewed for impairment when event or changes in circumstances indicate that the carrying value may not be recoverable. If indication of impairment exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amounts.

3.2 *Intangible assets*

Intangible assets are stated at cost less accumulated amortization and any identified impairment loss. Amortization on additions is charged from the month in which an asset is acquired or capitalized, while no amortization is charged for the month in which the asset is disposed off or retired from use. Amortization is charged based on straight line method.

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

Gains and losses arising from the retirement or disposal of assets is recognized in profit or loss.

The carrying values of intangible assets are reviewed for impairment when event or changes in circumstances indicate that the carrying value may not be recoverable. If indication of impairment exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amounts.

3.3 *Investments - subsidiary companies*

Investment in subsidiaries are measured at cost less impairment, if any.

3.4 *Stock-in-trade*

These are valued at lower of cost and net realizable value. Cost is determined by applying the following basis:

Raw material	At FIFO basis
Work in process and finished goods	At average manufacturing cost

Average cost in relation to work in process and finished goods signifies average manufacturing cost including a portion of related direct overheads.

Net realizable value (NRV) represents the estimated selling price at which the inventories can be realized in the normal course of business after allowing for the cost of conversion from their existing state to finished condition and for the estimated cost necessary to make the sale.

3.5 *Trade debts*

These are recognized initially at fair value and subsequently measured at amortized cost after deducting allowance for uncollectable amounts, if any. The Company applies the IFRS 9 simplified approach to measure the expected credit losses (ECL) which uses a lifetime expected loss allowance for trade and other receivables. The Company has established a provision matrix that is based on the Company's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company.

3.6 *Loans*

These are recognized initially at fair value and subsequently measured at amortized cost but since the balances are considered to be recoverable / adjustable within the next financial year, therefore, balances recognized initially are considered to be their amortized cost. Provision is made on the basis of lifetime ECLs that result from all possible default events over the expected life of the account balances. Bad debts are written off when considered irrecoverable.

3.7 Deposits and prepayments

These are carried at nominal amounts while for deposits, nominal amounts are considered to be their amortized cost as it is the fair value of the balance to be received / adjusted in future.

3.8 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at nominal amounts which is considered to be their amortized cost. For the purpose of cash flow statement, cash and cash equivalents consist of cash in hand and balances with banks in current and saving accounts.

3.9 Trade and other payables

Liabilities for trade and other payables are stated at their nominal values which is the fair value of the consideration required to settle the related obligations whether or not billed to the Company. Liabilities are written back and recognized as other income when these are considered to be no longer payable.

3.10 Provisions

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

3.11 Financial assets and liabilities

3.11.1 Initial Recognition

All financial assets and liabilities are initially measured at cost which is the fair value of the consideration given or received plus or minus transaction costs (except financial asset at FVTPL where transaction costs are charged to profit or loss). These are subsequently measured at fair value or amortized cost as the case may be.

3.11.2 Classification of financial assets

The Company classifies its financial instruments in the following categories:

- at amortized cost.
- at fair value through other comprehensive income ("FVTOCI"), or
- at fair value through profit or loss ("FVTPL"),

The Company determines the classification of financial assets at initial recognition. The classification of instruments (other than equity instruments) is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets at amortized cost

Financial assets that meet the following conditions are subsequently measured at amortized cost:

- a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through OCI

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

However, Company may make an irrevocable election at initial recognition for particular investments in equity instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income provided that the investment is neither held for trading nor its a contingent consideration in a business combination.

Financial assets at fair value through profit or loss

A financial asset is measured at fair value through profit or loss unless it is measured at amortized or at fair value through OCI.

3.11.3 Financial liabilities

The Company classifies its financial liabilities in the following categories:

- at fair value through profit or loss ("FVTPL"), or
- at amortized cost.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

3.11.4 Subsequent measurement

Financial assets at FVTOCI

These are measured at fair value, with gains or losses arising from changes in fair value recognized in OCI.

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are subsequently carried at amortized cost, and in the case of financial assets, less any impairment.

Financial assets and liabilities at FVTPL

Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of profit or loss and other comprehensive income in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income / (loss). Currently, there are no financial liabilities designated at FVTPL.

3.11.5 Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses (ECLs) on financial assets that are measured at amortized cost. Loss allowances are measured on the basis of life time (ECLs) that result from all possible default events over the expected life of a financial instrument.

Lifetime ECL is only recognized if the credit risk at the reporting date has increased significantly relative to the credit risk at initial recognition. Further, the Company considers the impact of forward looking information (such as Company's internal factors and economic environment of the country of customers) on ECLs. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity and the cash flows that the Company expects to receive).

Provision against financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

3.11.6 Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying value and the sum of the consideration received and receivable is recognized in profit or loss.

In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss.

In contrast, on derecognition of an investment in equity instrument which the Company has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to revenue reserve.

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statement of profit or loss and other comprehensive income.

3.11.7 Offsetting of financial assets and financial liabilities

Financial assets and financial liabilities are offset and the net amount is reported in the financial statements only when there is a legally enforceable right to set off the recognized amount and the Company intends either to settle on a net basis or to realize the assets to and settle the liabilities simultaneously.

3.12 Revenue recognition

- Sale of goods, including scrap sales, is recognized on dispatch of goods to customer when significant risks and rewards are transferred to the customers and associated performance obligations are met. For service income, performance obligations are fulfilled at the time when the agreed services are rendered to the satisfaction of clients. Transaction price of Company's contracts with customers for the sale of goods and services does not include any variable consideration, any significant financing component, any non-cash consideration or any consideration payable to its customers.
- Interest income is recognized on a time-apportioned basis using the effective rate of return.
- Gain on sale of fixed assets is recorded when title is transferred in favor of transferee.
- Other income is recognized on the occurrence of transactions on accrual basis when the associated performance obligations are met.

3.13 Taxation

Current

Provision for current taxation is computed in accordance with the provision of the Income Tax Ordinance, 2001.

The charge for current taxation is based on taxable income at the current rate of taxation after taking into account applicable tax credits, rebates and exemptions available, if any, or minimum tax on turnover or Alternate Corporate Tax (ACT), whichever is higher.

Deferred

Deferred tax is accounted for using the balance sheet liability method on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax liabilities are generally recognized for all taxable temporary differences including on investments in associates and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, unused tax losses and tax credits can be utilized. Deferred tax is calculated at the rates that are expected to apply to the period when the differences reverse, based on tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to profit and loss account except to the extent it relates to items recognized directly in equity / other comprehensive income in which case it is also recognized in equity / other comprehensive income.

3.14 Earning per share

The Company presents basic and diluted earning per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all diluted potential ordinary shares.

3.15 Dividend and appropriation of reserves

Dividend distribution to the shareholders and appropriation to / from reserves is recognized in the period in which these are approved.

3.16 Contingent Liabilities

Contingent liability is disclosed when:

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

3.17 Contingent Assets

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

		2021	2020
	Note	--- Rupees in '000 ---	
Operating fixed assets	4.1	472,535	476,917
Capital work in progress	4.2	27,688	-
		<u>500,223</u>	<u>476,917</u>

4.1 Operating Fixed Assets

Description	Owned								Total
	Leasehold land*	Building on leasehold land*	Plant and machinery*	Gas and electric installations	Factory tools	Vehicles	Furniture and fixtures	Office and other equipment	
----- Rupees in "000" -----									
Year ended June 30, 2021									
Opening net book value	450,000	18,000	8,917	-	-	-	-	-	476,917
Depreciation charge for the year	-	(2,400)	(1,982)	-	-	-	-	-	(4,382)
Closing net book value as at June 30, 2021	450,000	15,600	6,935	-	-	-	-	-	472,535
As at June 30, 2021									
Cost / revalued* amount	450,000	24,000	13,871	1,178	3,933	3,547	4,320	12,141	512,990
Accumulated Depreciation	-	(8,400)	(6,936)	(1,178)	(3,933)	(3,547)	(4,320)	(12,141)	(40,455)
Closing net book value as at June 30, 2021	450,000	15,600	6,935	-	-	-	-	-	472,535
Year ended June 30, 2020									
Opening net book value	450,000	20,400	10,899	-	56	41	-	92	481,488
Depreciation charge for the year	-	(2,400)	(1,982)	-	(56)	(41)	-	(92)	(4,571)
Closing net book value as at June 30, 2020	450,000	18,000	8,917	-	-	-	-	-	476,917
As at June 30, 2020									
Cost / revalued* amount	450,000	24,000	13,871	1,178	3,933	3,547	4,320	12,141	512,990
Accumulated Depreciation	-	(6,000)	(4,954)	(1,178)	(3,933)	(3,547)	(4,320)	(12,141)	(36,073)
Closing net book value as at June 30, 2020	450,000	18,000	8,917	-	-	-	-	-	476,917
Useful life - Years	Indefinite	10	7	10	5	4	5	5	

		2021	2020
	Note	---- Rupees in '000 ----	
4.1.1 The depreciation charge for the year has been allocated as follows:			
Cost of sales	22	3,902	3,657
Administrative expenses	24	480	914
		<u>4,382</u>	<u>4,571</u>

4.1.2 Factory of the Company is on 3 acres of land situated at C-10, South Avenue, SITE, Karachi

4.1.3 Cost of fully depreciated assets as on the reporting date amounting to Rs. 25.119 (2020: Rs. 25.119) million.

4.1.4 Latest revaluation of leasehold land, building on leasehold land and plant & machinery were revalued on January 13, 2018 resulted in a surplus of Rs. 317.919 million. The revaluation exercise was conducted by M/s. Joseph Lobo (Private) Limited, a valuer on approved list of Pakistan Bankers Association, on following basis:

Land	Present market values for similar sized plots in the vicinity.
Building	Replacement values of similar types of buildings based on present cost of constructions and applying residual factors based on estimated remaining useful life.
Plant and machinery	Replacement values of similar types of plant and machineries based on current rates and applying residual factors based on present condition and obsolescence.

The forced sale value of leasehold land, building on leasehold land and plant and machinery suggested collectively by the independent valuer as on the revaluation date, i.e. January 13, 2018 was Rs. 370 million.

The previous revaluations were carried out on March 31, 1995, June 30, 2004, June 17, 2008 and June 12, 2013 which resulted in a surplus of Rs. 42.642 million, surplus of Rs. 73.464 million and surplus of Rs. 104.097 million and impairment of Rs. 0.855 million respectively.

		2021	2020
	Note	---- Rupees in '000 ----	
4.1.5 Had there been no revaluation, the written down value of revalued assets would have been as follows:			
Lease hold land		61	61
Building on lease hold land		24	693
Plant and machinery		564	1,484
		<u>649</u>	<u>2,238</u>

4.2 Capital work in progress

Plant and machinery	4.2.1	<u>27,688</u>	-
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4.2.1 This represents textile machineries imported during the year, which are under installation as on the reporting date.

5	INTANGIBLE ASSET	Note	2021	2020
			---- Rupees in '000 ----	
	<i>Computer software</i>			
	Cost		129	129
	Accumulated amortization		(129)	(129)
			-	-
6	LONG TERM INVESTMENTS			
	<i>In shares of unquoted subsidiary companies - at cost</i>			
	<i>Johnson and Phillips Industries (Pakistan) Limited</i>			
	<i>Investment in shares</i>			
	3,000,000 fully paid ordinary shares of Rs. 10 each [Break-up value as at June 30, 2021 was Rs. nil (2020 : Rs. nil)]. The Company held 100% of the investee's total equity.		30,000	30,000
	<i>Advance against share capital</i>		20,000	20,000
			50,000	50,000
	<i>Johnson & Phillips Transformers (Private) Limited</i>			
	2,099,995 fully paid ordinary shares of Rs. 10 each [Break-up value as at June 30, 2021 was Rs. nil (2020 : Rs. nil)]. The Company held 70% of the investee's total equity.		21,000	21,000
	<i>J & P EMO Pakistan (Private) Limited</i>			
	50,997 fully paid ordinary shares of Rs. 10 each [Break-up value as at June 30, 2021 was Rs. nil (2020 : Rs. nil)]. The Company held 51% of the investee's total equity.		510	510
			71,510	71,510
	<i>Provision for diminution in value of investments</i>		(71,510)	(71,510)
		6.1	-	-

6.1 All of these subsidiaries are in the course of being wound up, for which the application has already been filed with the SECP before year end.

7	LONG TERM DEPOSITS	Note	2021	2020
			---- Rupees in '000 ----	
	<i>To</i>			
	Central Depository - CDCPL		25	25
	Pakistan Telecommunication - PTCL		34	34
	K-Electric - KE		21	21
	Sui Southern Gas - SSGC		237	237
			317	317
	<i>STOCK-IN-TRADE</i>			
8	<i>Raw material and components</i>			
	In hand - gross		34,158	34,158
	Work-in-process		4,386	4,386
			38,544	38,544
	Less: provision for obsolete / slow moving items	8.1	(38,544)	(38,544)
			-	-

		2021	2020
	Note	---- Rupees in '000 ----	
8.1 Movement in obsolete / slow moving items			
Balance as on July 01,		38,544	36,588
Provision made during the year	26	-	1,956
Balance as on June 30,		<u>38,544</u>	<u>38,544</u>

9 TRADE DEBTS

- Considered doubtful

Trade debts		75	75
Less: Provision for doubtful trade debts	9.1	<u>(75)</u>	<u>(75)</u>
		-	-

9.1 Movement in provision for doubtful trade debts

Opening provision		75	22
Provision made during the year	26	<u>-</u>	<u>53</u>
		75	75

10 LOANS, DEPOSITS AND PREPAYMENTS

Loans to subsidiary companies (related parties) - unsecured - considered doubtful

Johnson and Phillips Industries (Pakistan) Limited (JPI)		24,835	24,835
Johnson & Phillips Transformers (Private) Limited (JPT)		20,864	20,864
J & P EMO Pakistan (Pvt.) Ltd. (EMO)		3,012	3,012
	10.1	<u>48,711</u>	<u>48,711</u>
Less: Provision against doubtful loans		<u>(48,711)</u>	<u>(48,711)</u>
		-	-

Short-term deposits

Prepayments

	10.2	400	-
		-	68
		<u>400</u>	<u>68</u>

10.1 These represent interest free loans to related parties and are recoverable on demand. These are due for over one year. Closing balances represent maximum aggregate amounts outstanding at any month end during the year. These subsidiaries have nil breakup values per share and are in the process of winding up with the SECP.

10.2 These represent the security deposits given to shipping companies for the import of machineries.

11 TAX REFUNDS DUE FROM THE GOVERNMENT

Income tax	11.1	3,504	3,110
Sales tax		24,667	20,988
Less: Provision for doubtful sales tax refunds		<u>(20,844)</u>	<u>20,844</u>
		3,823	144
		<u>7,327</u>	<u>3,254</u>

		2021	2020
11.1 Income tax	Note	---- Rupees in '000 ----	
Balance as on July 01,		3,110	3,177
Taxes paid during the year		394	102
Prior year adjustment	28	-	(155)
Tax liability for the year	28	-	(14)
Balance as on June 30,		<u>3,504</u>	<u>3,110</u>

12 CASH AND BANK BALANCES

Cash in hand		22	1
Cash at banks			
- in current accounts		1,812	1,715
- in savings accounts	12.1 & 12.2	4,363	77
		<u>6,175</u>	<u>1,792</u>
		<u>6,197</u>	<u>1,793</u>

12.1 This carry profit at the rate ranging from 6% to 8% (2020: 6.36% to 11.41%) per annum.

12.2 This includes bank account carrying balance amounting to Rs. 4.282 million as on the reporting date, which has been designated for dividend payment.

13 SHARE CAPITAL

2021	2020		2021	2020
Number of shares		Ordinary shares of Rs. 10 each	---- Rupees in '000 ----	
<u>8,000,000</u>	<u>8,000,000</u>	Authorized Capital	<u>80,000</u>	<u>80,000</u>
		<i>Issued, Subscribed And Paid-Up Capital</i>		
4,638,268	4,638,268	Fully paid in cash	46,383	46,383
93,000	93,000	Issued for other than cash	930	930
718,704	718,704	Fully paid bonus shares	7,187	7,187
<u>5,449,972</u>	<u>5,449,972</u>		<u>54,500</u>	<u>54,500</u>

13.1 The Company has one class of ordinary shares which carries no right to fixed income. The holders are entitled to receive dividends and other entitlements in the form of bonus and right shares, as and when declared by the Company. Each member is entitled to one vote per share at the general meetings of the Company.

	2021	2020
14 SURPLUS ON REVALUATION OF PROPERTY, PLANT AND EQUIPMENT	---- Rupees in '000 ----	
Balance as at July 01,	474,679	479,189
Transfer to equity in respect of incremental depreciation - net of deferred tax	(1,983)	(3,202)
Related deferred tax liability on incremental depreciation	(810)	(1,308)
	<u>(2,793)</u>	<u>(4,510)</u>
Balance as at June 30,	471,886	474,679
Less: Related deferred tax liability		
- at the beginning of the year	(7,175)	(8,483)
- on incremental depreciation for the year	810	1,308
- at the end of the year	<u>(6,365)</u>	<u>(7,175)</u>
	<u>465,521</u>	<u>467,504</u>

14.1 In accordance with the requirements of IFRS 13 Fair value measurement, the Company classifies its property and equipment in terms of following fair value hierarchy:

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

Details of the Company's property, plant and equipment in terms of fair value hierarchy, explained above, at June 30, 2020 is as follows:

at June 30, 2020 is as follows:

	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>
	<i>-----Rupees in '000-----</i>		
<i>Assets measured at fair value</i>			
Operating fixed assets - Lease hold land	-	450,000	-
- Building on lease hold land	-	15,600	-
- Plant and Machinery	-	6,935	-
2021	-	472,535	-
2020	-	476,917	-

2021 **2020**
Note **---- Rupees in '000 ----**

15 LONG TERM LOANS

- Unsecured and interest bearing

Close family member of former director	15.1	8,408	8,408
Former director	15.2	20,377	20,377
Former associated company	15.3	3,046	3,046
		31,831	31,831
Less: Current portion of long term loans	15.4	(31,831)	(31,831)
		-	-

15.1 This represents loan received from Mr. Faisal Bilal Qureshi and carries markup at the rate of 1 year Kibor plus 2% (2020: 1 year Kibor plus 2%) per annum. The terms of repayment of loan and markup have been rescheduled from time to time. As per the latest rescheduled term made on June 30, 2019, the loan with the markup thereon was repayable on or before December 31, 2019, however, the Company could not settle the loan due to liquidity issues till reporting date, therefore, whole amount of loan is classified as current liability.

15.2 This represents loan received from Mr. Bilal Qureshi in different tranches amounting to Rs. 9.58 million, Rs. 3.00 million and Rs. 7.797 million obtained under various agreements. The terms of repayment of loan and markup thereon have been rescheduled from time to time. As per the latest rescheduled term made on June 30, 2019, the loan with the markup thereon was repayable in twenty four equal quarterly installments commencing from July 01, 2020, however, the Company could not settle the loan due to liquidity issues till reporting date. While the mark-up on the tranche of Rs. 9.58 million will be charged at the rate of 1 year Kibor plus 2% per annum while the mark-up on the tranches of Rs. 3.00 million and Rs. 7.797 million shall be charged at the rate of 1 Month Kibor plus 2% per annum.

15.3 This represents loan received from Elmetec (Pvt.) Limited and carries markup at the rate of 1 year Kibor plus 2% (2020: 1 year Kibor plus 2%) per annum. The terms of repayment of loan and markup have been rescheduled from time to time. As per the latest rescheduled term made on June 30, 2019, the loan with the markup thereon was repayable on or before December 31, 2019, however, the Company could not settle the loan due to liquidity issues, therefore, whole amount of loan is classified as current liability.

15.4 During the corresponding year, the new sponsor of the Company, after taking over the control of the affairs of the Company, w.e.f. April 01, 2020, renegotiated the terms described above in note no. 15.1 to 15.3, with all these lenders, according to which the loans together with the markup accrued thereon upto March 31, 2020 will be repaid by the new sponsor within the financial year 2020. Therefore, no mark-up has been accrued in these financial statements after April 01, 2020 as per the mutual understanding between the parties, and accordingly, loans and markup payable thereon have been classified as current liabilities in these financial statements. However, the Company could not make such settlements due to liquidity issues.

		2021	2020
	Note	----- Rupees in '000 -----	
Staff retirement benefits - gratuity	16.1	-	-
Deferred taxation	16.2	6,365	7,175
		<u>6,365</u>	<u>7,175</u>

16.1 Staff retirement benefits - Gratuity

Staff retirement benefits - gratuity	16.1.1	745	850
Unclaimed gratuity shown under trade and other payables	17	(745)	(850)
		<u>-</u>	<u>-</u>

16.1.1 Liability for gratuity arose in the following manner:

Opening net liability	850	4,921
Benefits paid	(105)	(4,071)
Closing net liability	<u>745</u>	<u>850</u>

16.1.2 Given the current operational status of the Company, management decided to cease the gratuity with effect from July 01, 2019, as the number of employees of the Company are below the minimum threshold of employees defined under the Industrial and Commercial Employment (Standing Orders), 1968. Gratuity payable as on the reporting date is related to employees already left the Company and therefore, it has been classified as current liability in these financial statements.

		2021	2020
	Note	----- (Rupees in '000) -----	
16.2 Deferred taxation			
<i>Taxable temporary differences</i>			
Surplus on revaluation of fixed assets	14	6,365	7,175
<i>Deductible temporary differences</i>			
Accelerated tax depreciation		1,970	2,235
Available tax losses		72,670	92,407
Provisions		31,937	31,937
		<u>(106,577)</u>	<u>(126,579)</u>
		<u>(100,212)</u>	<u>(119,404)</u>
<i>Deferred tax asset not recognised</i>	16.2.1	106,577	126,579
		<u>6,365</u>	<u>7,175</u>

16.2.1 The management has not recognized the deferred tax asset on the net deductible differences as on the reporting date as the management is uncertain about the timing and extent of future taxable profits against which such benefits can be utilized.

16.2.2 Breakup of unused tax losses and their expiry dates is as follows:

		2021 Rs. in '000
Normal business loss	Expiry date	
TY 2016	June 30 2022	27,189
TY 2017	June 30 2023	71,365
TY 2018	June 30 2024	42,053
TY 2019	June 30 2025	28,326
TY 2020	June 30 2026	27,731
		<u>196,664</u>
Unabsorbed tax depreciation	Indefinite	<u>53,922</u>

		2021 ---- (Rupees in '000) ----	2020
TRADE AND OTHER PAYABLES	Note		

17	Trade creditors	17.1	35,972	5,338
	Advance from customers - unsecured		8,638	8,638
	Accrued liabilities		8,303	7,753
	Payable to ex-employees		802	802
	Provident fund payable	17.2 & 17.3	725	725
	Unclaimed gratuity payable	16.1	745	850
	Withholding tax payable		499	499
	Others		249	249
			<u>55,933</u>	<u>24,854</u>

17.1 This includes Rs. 30.713 (2020: Rs. nil) million payable against the purchase of textile machineries to Gulf Tex Machine Fzco, an associated undertaking, incorporated in Dubai, U.A.E.

17.2 Given the current operational status of the Company, management decided to cease the provident fund facility with effect from January 01, 2020, as the number of employees of the Company are below the minimum threshold of employees defined under the Industrial and Commercial Employment (Standing Orders), 1968.

17.3 Investments out of Provident Fund have been made in accordance with the provisions of Section 218 of the Act and the conditions specified thereunder.

		2021 ---- (Rupees in '000) ----	2020
18 SHORT TERM BORROWINGS	Note		
- Unsecured and interest free			
From related parties			
New sponsor directors	18.1	249,733	233,384
Former directors	18.2	8,848	8,848
		<u>258,581</u>	<u>242,232</u>

18.1 This represents unsecured and interest free loan received from the new sponsor directors of the Company which are payable on demand. Loans were obtained for the repayment of long outstanding dues and for the working capital management.

18.2 These represent unsecured and interest free loans received from former directors of the Company, Mr. Salman Ganny and Mr. Bilal Qureshi amounting to Rs. 4.950 (2020: Rs. 4.950) million and Rs. 3.898 (2020: Rs. 3.898) million respectively, which are repayable on demand. Loans were obtained for the working capital management.

		2021	2020
	Note	---- (Rupees in '000) ----	
19 ACCRUED MARKUP			
<i>On long term loans from related parties</i>			
Close family member of former director	15.1	12,969	12,969
Former director	15.2	12,757	12,757
Associated company	15.3	34,011	34,011
		<u>59,737</u>	<u>59,737</u>

20 CONTINGENCIES AND COMMITMENTS

20.1 Contingencies

- 20.1.1** Some legal cases are pending against the Company, filed by ex-workers from time to time, to re-instate them on their jobs. No financial outcome is anticipated while the Company expects favourable outcome in all of these cases.
- 20.1.2** Audit u/s 177 (1) read with section 214-D of the Income Tax Ordinance 2001 for tax year 2015 was selected and demand amounting to Rs. 9.955 million was raised. Company filed an appeal before Honorable Commissioner (Appeal-IV), Karachi who, during the year, remanded back the Order to the Commissioner for reassessment. After reassessment, Commissioner accepted all the justifications of the Company and reinstated the position as was given under the return initially filed by the Company.
- 20.1.3** Proceedings u/s 122 of the Income Tax Ordinance, 2001 for tax year 2016 were conducted by the Assistant / Deputy Commissioner Inland Revenue, Zone-I, Unit-2, Range-A, Zone-I, MTO, Karachi, who raised the demand tax amounting to Rs. 161.401 million. Company filed an appeal with the Commissioner Appeals who remanded back the order for reassessment. After reassessment, Assistant / Deputy Commissioner Inland Revenue raised the demand to Rs. 174.759 million. Company again filed an appeal with the Commissioner (Appeal-IV), Karachi who remanded back the order for reassessment during the year. After reassessment, Commissioner accepted all the justifications of the Company and reinstated the position as was given under the return initially filed by the Company.
- 20.1.4** An order was passed by additional commissioner IR raising demand of Rs. 5.703 million as principal and Rs. 0.285 million as penalty for default in deduction / payment of withholding sales tax in relation to tax years 2013 to 2016 and recovered Rs. 4.268 million from the Company's bank accounts. The Company has filed appeal u/s 45 (B) of the Sales Tax Act, 1990 against the said order which is pending before Honourable Commissioner (Appeals-IV) Inland Revenue. The Company's tax advisor expects a favourable outcome of the case.

20.2 Commitment

Guarantee issued by a banking company on behalf of the Company against performance bond

	2021	2020
	---- (Rupees in '000) ----	
	<u>-</u>	<u>1,745</u>

		2021	2020
	Note	---- (Rupees in '000) ----	
21 SALES			
Gross sales		-	1,097
Commission on sales		-	(80)
Sales tax		-	(159)
		<u>-</u>	<u>858</u>
Service income		-	47
		<u>-</u>	<u>905</u>
22 COST OF SALES			
Raw material consumed	22.1	-	237
Salaries, wages and other benefits	22.2	-	1,209
Fuel and power		-	528
Repair and maintenance		-	786
Traveling and conveyance		-	3
Depreciation	4.1.1	3,902	3,657
Other manufacturing expenses		-	133
		<u>3,902</u>	<u>6,553</u>
Work in process			
Opening stock		4,386	4,386
Closing stock	8	(4,386)	(4,386)
		<u>-</u>	<u>-</u>
		<u>3,902</u>	<u>6,553</u>
22.1 Raw material consumed			
Opening stock		34,158	34,158
Purchases during the year		-	237
		<u>34,158</u>	<u>34,395</u>
Closing stock	8	(34,158)	(34,158)
		<u>-</u>	<u>237</u>
22.2 Salaries, wages and other benefits			
Salaries and wages		-	1,202
P.F Contribution	17.2	-	7
		<u>-</u>	<u>1,209</u>
23 DISTRIBUTION EXPENSES			
Salaries, wages and other benefits	23.1	-	221
Travelling and conveyance		-	6
Repair and maintenance		-	20
Entertainment		-	4
Others		-	1
		<u>-</u>	<u>252</u>
23.1 Salaries, wages and other benefits			
Salaries and wages		-	214
Gratuity	16.1.2	-	-
P.F Contribution	17.2	-	7
		<u>-</u>	<u>221</u>

24 ADMINISTRATIVE EXPENSES	Note	2021 ---- (Rupees in '000) ----	2020
Salaries and other benefits	24.1 & 31	1,757	6,486
Travelling and conveyance		105	375
Legal and professional charges		1,440	3,239
Rates and taxes		310	482
Repair and maintenance		-	1,251
Printing, stationery and postage		196	697
Utilities		1,070	910
Entertainment		13	110
Fees and subscription		798	984
Auditors' remuneration	24.2	853	803
Insurance expense		-	84
Depreciation	4.1.1	480	914
Others		265	398
		<u>7,287</u>	<u>16,733</u>
24.1 Salaries and other benefits			
Salaries and wages		1,757	6,412
P.F Contribution	17.2	-	74
		<u>1,757</u>	<u>6,486</u>
24.2 Auditors' remuneration			
Annual audit fee		585	500
Review of half yearly financial statements		85	75
Consolidated financial statements		45	100
Review of statement of compliance with CoCG		85	75
Certification and others		-	16
Out of pocket expenses		53	37
		<u>853</u>	<u>803</u>
25 FINANCE COST			
Mark up on long term loans from related parties	15	-	9,467
Bank charges and commission		-	16
		<u>-</u>	<u>9,483</u>
26 OTHER CHARGES			
Provision for obsolete / slow moving stock	8.1	-	1,956
Provision for doubtful debts	9.1	-	53
Provision for doubtful advances		-	87
Provision for doubtful sales tax refunds	11	-	20,844
Penalty paid to FBR		-	702
Advances written off		-	30
Other assets written off		-	26
Deposits written off		-	242
Exchange loss		4,148	-
		<u>4,148</u>	<u>23,940</u>

		2021	2020
	Note	---- (Rupees in '000) ----	
27 OTHER INCOME			
Interest income		24	8
Scrap sales		-	687
		<u>24</u>	<u>695</u>

28 TAXATION - NET

Current		-	14
Prior		-	155
Deferred	16.2	(810)	(1,308)
		<u>(810)</u>	<u>(1,139)</u>

28.1 Returns up to the tax year 2020 have been filed, which are deemed to be assessed under provisions of the Income Tax Ordinance, 2001. However, the Commissioner of Income Tax may at any time during a period of five years from the date of filing of return, select any return for audit purpose.

		2021	2020
29 LOSS PER SHARE - BASIC AND DILUTED			
<i>There is no dilutive effect on the basic earnings per share of the company, which is based on:</i>			
Loss after taxation - (Rupees in thousand)		(14,503)	(54,222)
Weighted average number of ordinary shares		<u>5,449,972</u>	<u>5,449,972</u>
Loss per share - basic and diluted - (Rupees)		<u>(2.66)</u>	<u>(9.95)</u>

		2021	2020
	Note	---- (Rupees in '000) ----	
30 FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES			

30.1 Financial Instruments By Category

Financial Assets

- At amortized cost

Long term deposits	7	317	317
Short-term deposits	10	400	-
Cash and bank balances	12	6,197	1,793
		<u>6,914</u>	<u>2,110</u>

Financial Liabilities

- At amortized cost

Current maturity of long term loans	15	31,831	31,831
Trade and other payables	17	45,326	14,142
Short term borrowings	18	258,581	242,232
Accrued markup	19	59,737	59,737
Unpaid / unclaimed dividend		4,268	4,268
		<u>399,743</u>	<u>352,210</u>

30.2 Financial Risk Management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (interest / mark-up rate risk and price risk). The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance. Overall, risks arising from the Company's financial assets and liabilities are limited. The Company consistently manages its exposure to financial risk without any material change from previous period in the manner described in notes below:

- Credit risk
- Liquidity risk
- 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.

30.2.1 Credit risk

Credit risk represents the accounting loss that would be recognized at the reporting date if counterparties fails to meet its contractual obligation and it mainly arises from balances with banks and financial institutions, trade debts, loans, advances, deposits and other receivables. The credit risk on liquid fund is limited because the counter parties are banks with reasonably high credit ratings.

Concentration of credit risk arises when a number of counter parties are engaged in similar business activities or have similar economic features that would cause their abilities to meet contractual obligation to be similarly effected by the changes in economic, political or other conditions. The Company believes that it is not exposed to major concentration of credit risk.

The carrying amount of financial assets represents the maximum credit exposure before any credit enhancements. The maximum exposure to credit risk before any provisions at the reporting date is:

	2021	2020
	---- (Rupees in '000) ----	
Long term deposits	317	317
Short-term deposits	400	-
Bank balances	6,175	1,792
	<u>6,892</u>	<u>2,109</u>

Deposits

These do not require any impairment as these are mainly held with government backed public utility companies and with shipping companies which have been adjusted in the subsequent period.

Credit Rating of Company's Banks

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

Name of banks	Rating Agency	Credit rating	
		Short term	Long term
Habib Bank Limited	VIS	A-1+	AAA
Habib Metropolitan Bank	PACRA	A1+	AA+
Silk Bank Limited	VIS	A-2	A-
Soneri Bank Limited	PACRA	A1+	AA-
JS Bank Limited	PACRA	A1+	AA-
National Bank of Pakistan	VIS	A-1+	AAA
Bank Alfalah Limited	VIS	A1+	AA+

30.2.2 Liquidity risk

Liquidity risk reflects the Company's inability in raising funds to meet commitments. Liquidity risk arises because of the possibility that the Company could be required to pay its liabilities earlier than expected or difficulty in raising funds to meet commitments associated with the financial liabilities as they fall due. The Company's approach to manage liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or at the risk of Company's reputation. The Company's liquidity management involves projecting cash flows and considering the level of liquid assets necessary to fulfill its obligation, monitoring statement of financial position liquidity ratios against internal and external requirements and maintaining debt financing plans.

Following are the contractual maturities of the financial liabilities:

Credit Rating of Company's Banks	2021				
	Carrying amount	Contractual cash flows	On demand	Six months or less	Six to twelve months
----- (Rupees in '000) -----					
Financial Liabilities					
Trade and other payables	45,326	45,326	-	33,995	11,332
Short term borrowings	258,581	258,581	258,581	-	-
Accrued markup	59,737	59,737	59,737	-	-
Unpaid / unclaimed dividend	4,268	4,268	4,268	-	-
Current maturity of long term loans	31,831	31,831	31,831	-	-
	399,743	399,743	354,417	33,995	11,332

	2020				
	Carrying amount	Contractual cash flows	On demand	Six months or less	Six to twelve months
----- (Rupees in '000) -----					
<i>Financial Liabilities</i>					
Trade and other payables	14,142	14,142	-	3,536	10,607
Short term borrowings	242,232	242,232	242,232	-	-
Accrued markup	59,737	59,737	59,737	-	-
Unpaid / unclaimed dividend	4,268	4,268	4,268	-	-
Current maturity of long term loans	31,831	31,831	31,831	-	-
	<u>352,210</u>	<u>352,210</u>	<u>338,068</u>	<u>3,536</u>	<u>10,607</u>

30.2.3 Market risk

Market risk is the risk that the value of the financial instrument may fluctuate as a result of changes in market 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 manages market risk by monitoring exposure on marketable securities by following the internal risk management and investment policies and guidelines. Market risk comprises of three types of risks, currency risk, interest rate risk and price risk. The Company is not exposed to any risk as on the reporting date.

30.3 Fair value of financial instruments

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

The carrying values of all the financial assets and liabilities reported in the financial statements approximate their fair values.

30.4 Capital risk management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares and take other measures commensurate to the circumstances. The Company finances its expansions projects through equity, borrowings and management of its working capital with a view to maintain an appropriate mix between various sources of finance to minimize risk and maximizing profitability.

The Company monitors capital using a gearing ratio, which is net debt divided by total shareholders equity plus net debt. Net debt is calculated as total loans and borrowings from banking companies including any finance cost thereon, less cash and bank balances. The Company's strategy is to maintain leveraged gearing. Since the Company has not taken any loan or borrowings from financial institutions as on the reporting date, hence its gearing ratio is nil as on the reporting date.

31 REMUNERATION OF CHIEF EXECUTIVE, DIRECTOR AND EXECUTIVES

The aggregate amount charged in the financial statements for the year for remuneration, including all benefits, to the Chief Executive, Directors and Executives of the Company are as follows:

	<i>Executive</i>		<i>Chief Executive</i>		<i>Director</i>		<i>Total</i>	
	<i>2021</i>	<i>2020</i>	<i>2021</i>	<i>2020</i>	<i>2021</i>	<i>2020</i>	<i>2021</i>	<i>2020</i>
	<i>----- (Rupees in '000) -----</i>							
Managerial remuneration	-	-	-	1,800	-	-	-	1,800
Rent and utilities	-	-	-	618	-	-	-	618
	-	-	-	2,418	-	-	-	2,418
No. of person(s)	-	-	-	1	-	-	-	-

31.1 Due to financial constraints, the new CEO has voluntarily waived the remuneration, w.e.f. April 2020, till the revival of the operations of the Company.

32 TRANSACTIONS WITH RELATED PARTIES

The related parties comprise of associated companies including subsidiaries, directors of the company, key management personnel and their close family members. Year end balances relating to related parties are specifically disclosed in relative notes to these financial statements. Remuneration to CEO is disclosed in note no. 31 to these financial statements. Other transactions with related parties are as follows:

	<i>2021</i>	<i>2020</i>
	<i>----- (Rupees in '000) -----</i>	
Key Management Personnel of the Company		
<i>Anis Mianoor - New Sponsor (79.82% shareholding)</i>		
Loan obtained	5,849	173,384
<i>Umair Mianoor - New Sponsor (0.01% shareholding)</i>		
Loan obtained	3,250	30,000
<i>Usman Mianoor - New Sponsor (0.02% shareholding)</i>		
Loan obtained	7,250	30,000
<i>Salman Ganny - former director of the Company (0.02% shareholding)</i>		
Short term loan obtained	-	2,099
<i>Shehryar Saeed - former CEO of the Company</i>		
Accrued salary and other benefits paid	-	11,612
Gratuity paid	-	3,500
Reimbursable expenses incurred	-	567
Expenses reimbursed by the Company	-	1,652
Associated Undertaking - common directorship		
<i>Gulf Tex Machine Fzco</i>		
Acquisition of machinery (including exchange loss)	30,713	-

	2021	2020
<i>Ex-Associated Company - Close family member of former director of the Company is a director of the ex-associated company</i>	---- (Rupees in '000) ----	
<i>Elmetec (Pvt.) Limited</i>		
Long term loan obtained	-	6,036
Long term loan repaid	-	55,000
Purchases	-	268
Trade liability paid	-	119,957
Advance received from associated company repaid	-	22,575
Markup charged	-	6,110
<i>Close family member of former director of the Company</i>		
<i>Faisal Bilal Qureshi</i>		
Markup charged	-	988
<i>Bilal Qureshi - former director of the Company</i>		
Markup charged	-	2,369

32.1 Transactions with key management personnel are carried out under the terms of their employment.

32.2 The transactions with related parties are made under mutually agreed terms and conditions.

33 PRODUCTION CAPACITY

The production capacity of the old plant cannot be determined due to its deteriorating condition, while textile machineries are under installation as on the reporting date due to which the capacity can not be determined at the moment.

	2021	2020
34 NUMBER OF EMPLOYEES		
Total employees as at the year end	<u>2</u>	<u>2</u>
Average employees during the year	<u>2</u>	<u>5</u>

35 GENERAL

- Figures have been rounded off to the nearest Rupees in thousands.

36 DATE OF AUTHORIZATION FOR ISSUE

These financial statements were approved and authorized for issue on November 04, 2021, by the Board of Directors of the Company.


Chief Executive


Chief Financial Officer


Director

PATTERN OF SHARE HOLDINGS

JOHNSON & PHILLIPS (PAKISTAN) LIMITED

AS AT JUNE 30, 2020

Categories of shareholders	Shareholders	shares Held	Percentage
Directors, CEO and their Spouse & Minor Children			
Muhammad Anis Mianoor	1	4,349,757	79.81
Zainab Anis Mianoor	1	500	0.01
Muhammad Usman Mianoor	1	1,132	0.02
Muhammad Umair Mianoor	1	500	0.01
Uroosa Anis Mianoor	1	500	0.01
Muhammad Amin Khanani	1	500	0.01
Muhammad Hanif Chamdia	1	500	0.01
		4,353,389	
Financial Institutions.			
National Bank Of Pakistan	2	42,823	0.79
Trustee National Bank Of pakistan Employees	2	54,349	1.00
Habib Bank Limited	1	245	0.00
		97,417	
Insurance Companies			
E.F.U. General Insurance	1	76	0.00
Joint Stock Companies (Local).			
NH Securities (pvt) Ltd	1	376	0.01
Khadija & Kassam Ali Investments (pvt) Ltd.	1	1,500	0.03
Javed Omer Vohra & Company Limited	1	11	0.00
		1,887	
Investment Companies.			
H.M Investments (Pvt) Ltd.	1	125	0.00
Pyramid Investments (Private) Limited	1	80	0.00
Investment Corporation Of pakistan	1	3,016	0.06
		3,221	
General Public.			
Individual	1087	993,281	18.23
Others.			
Deputy Administrator Abandoned Property	1	701	0.01
		701	
Totals	1108	5,449,972	100
Share Holders Holding 5% or more.	Shares Held	Percentage	
Muhammad Anis Mianoor	3,254,536	79.81	

JOHNSON & PHILLIPS (PAKISTAN) LIMITE

PATTERN OF SHARE HOLDING

SHAREHOLDERS STATISTICS

AS AT SEPTEMBER 13, 2021

No of Share Holders	Shareholding		Total Shares Held
	From	To	
606	1 -	100	17,951
304	101 -	500	86,683
96	501 -	1000	77,593
74	1001 -	5000	166,448
11	5001 -	10000	79,872
3	10001 -	15000	37,991
5	15001 -	20000	90,558
1	25001 -	30000	30,000
1	35001 -	40000	37,048
1	40001 -	45000	42,500
1	50001 -	55000	52,507
1	75001 -	80000	79,000
1	110001 -	115000	110,273
1	190001 -	195000	191,791
1	1630001 -	1635000	1,630,221
1	2715001 -	2720000	2,719,536
1108	Total		5,449,972

The Company Secretary,
JOHNSON & PHILLIPS (PAKISTAN) LIMITED
ANNUAL GENERAL MEETING
Karachi

FORM OF PROXY

I, _____ S/o _____, holder of CNIC No _____
Resident of _____ being
member of JOHNSON & PHILLIPS (PAKISTAN) LIMITED, holding _____ ordinary shares as per Registered Folio / CDS Account
No. _____ hereby appoint _____, resident of _____
_____ or him/ her Mr./Ms. _____ of (full

address) who is/are also member(s) of the Company, as my / our proxy to attend, act and vote for me/ us and on my / our behalf at Annual General Meeting (AGM)
of the Company to be held on Monday December 13, 2021 at 11:30 a.m. at the Registered Office of the company at C-10, South Avenue S.I.T.E, Karachi
and / or any Adjournment thereof.

As witness my / our hand / seal this _____ day of _____ 2021.

Signed by _____ in the presence of;

Witness:

1. Name Signature. _____	2. Name Signature _____
Address _____	Address _____
CNIC or Passport No.: _____	CNIC or Passport No.: _____

Note:

- 1 The proxy form, duly completed and signed, must be received at the Registered Office of the Company.
- 2 All members are entitled to attend and vote at the meeting.
- 3 A member eligible to attend and vote at the Meeting may appoint another member as his/her proxy to attend, and vote instead of him/her.
- 4 An instrument of proxy applicable for the meeting is being provided with the notice sent to members. Further copies of the instrument of proxy may be obtained from the registered office of the Company during normal office hours
- 5 An instrument of proxy and the power of attorney or other authority (if any), under which it is signed or a notarified copy of such power or authority must, to be valid, be deposited at the registered office not less than 48 hours before the time of the meeting.
- 6 If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the company, all such instruments of proxy shall be rendered invalid.
- 7 Members are requested to notify any changes in their addresses immediately.
- 8 CDC account holders will further have to follow the under mentioned guidelines as laid down in circular 1, dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.

For CDC Account Holders/Corporate Entities:

In addition to above, the following requirements have to be met:

- i) The proxy form shall be witnessed by two (2) persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- ii) Attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iii) The proxy shall produce his original CNIC or original passport at the time of meeting.
- iv) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

جائنس اور فلیس (پاکستان) لمیٹڈ۔
سالانہ عام اجلاس کراچی۔

پراکسی فارم

میں/ہم

ساکن _____ جائنس اور فلیس (پاکستان) لمیٹڈ۔

کے رکن و حامل

عام حصص برطانیق شیئرز رجسٹرڈ فو لیو نمبر

اور ذیلی کھاتہ نمبر

اور یا سی ڈی سی کے شراکتی آئی ڈی نمبر

ساکن

یا بصورت دیگر

بذریعہ ہذا

ساکن

جو کہ خود بھی ایک ممبر ہے کو اپنی / ہماری غیر موجودگی میں کمپنی کے

60 واں سالانہ اجلاس عام مورخہ 13 دسمبر 2021 بروز چیر بوقت 11:30 بجے بمقام رجسٹرڈ آفس 10-C ساوتھ ایونیوسائٹ کراچی میں منعقد یا ملتوی ہونے والے میں رائے و ہندگی

کیلئے اپنا نمائندہ مقرر کرتا / کرتی ہوا۔

دستخط شدہ بتاریخ _____ بروز _____ 2021

گواہان:

برائے کرم پانچ روپے
مالیت کے ریونیو ٹکٹ
چسپاں کریں۔

۱۔

دستخط

نام

پتہ

کمپیوٹرائزڈ شناختی کارڈ یا پاسپورٹ نمبر

۲۔

دستخط

نام

پتہ

دستخط برائے ممبر / ممبران

(دستخط کمیٹی میں درج نمونہ کے دستخط کے مطابق ہونے چاہیے)

کمپیوٹرائزڈ شناختی کارڈ یا پاسپورٹ نمبر

نوٹ:

1۔ ہر لحاظ سے مکمل اور دستخط شدہ یہ فارم میٹنگ سے کم از کم 48 گھنٹے قبل کمپنی کے شیئرز رجسٹر کے دفتر میں موصول ہونا چاہیے۔

2۔ اگر کوئی ممبر ایک سے زائد پراکسی نامزد کرتا ہے اور ایک سے زیادہ انسٹرومنٹس آف پراکسی جمع کراتا ہے تو اس صورت میں تمام انسٹرومنٹ آف پراکسی کا عدم قرار دیئے جائیں گے۔

3۔ سی ڈی سی اکاؤنٹ رکھنے والے / کارپوریٹ ادارے مزید برآں درج شرائط کو پورا کریں گے۔

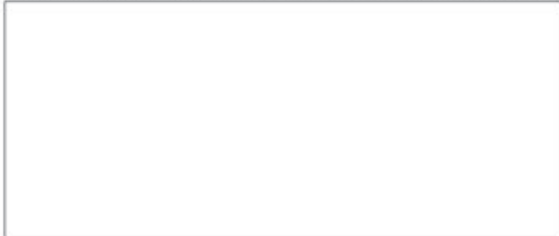
(i) پراکسی فارم کے ہمراہ مالکان کے شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول بھی دی جائیں۔

(ii) پراکسی کو اپنا اصل شناختی کارڈ یا پاسپورٹ میٹنگ کے وقت دکھانا ہوگا۔

(iii) کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی مع دستخط کے نمونے (اگر جمع نہ کرایا ہو) کمپنی میں پراکسی فارم کے ساتھ جمع کرانی ہوگی۔



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