

# LANDMARK SPINNING INDUSTRIES LIMITED

The General Manager,  
Pakistan Stock Exchange Limited.  
Stock Exchange Building  
Stock Exchange Road,  
Karachi

## **TRANSMISSION OF FINANCIAL STATEMENT FOR THE YEAR ENDED 30<sup>TH</sup> JUNE 2022.**

Dear Sir,

We have to inform you that the Annual Financial Statements of the Company for the year ended 30<sup>th</sup> June 2022 have been transmitted through PUCARS and also available on Company's Website.

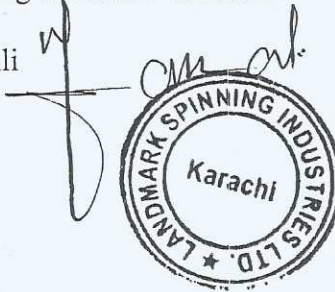
You may please the TRE Certificate Holders of the Exchange accordingly.

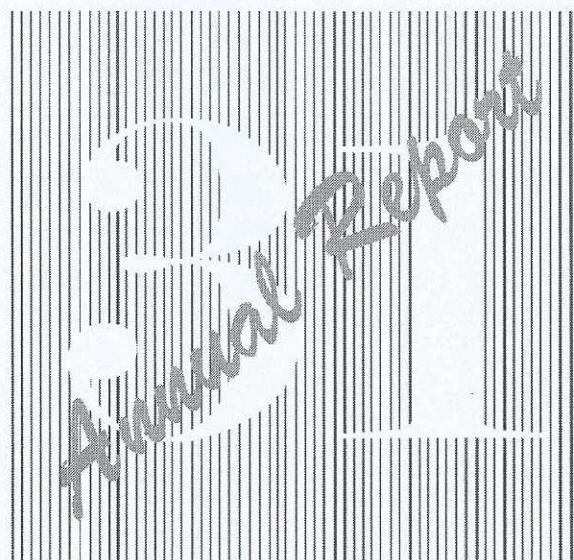
Thanking you.

Yours Sincerely,  
For Landmark Spinning Industries Limited

Muhammed Aslam Ali

Company Secretary  
Dated 05 /10/2022





30th June 2022

**LANDMARK  
SPINNING INDUSTRIES  
LIMITED**



## CONTENTS

<i>Corporate Information .....</i>	<i>2</i>
<i>Mission Statement.....</i>	<i>3</i>
<i>Notice of Meeting.....</i>	<i>4</i>
<i>Chairman' Review .....</i>	<i>6</i>
<i>Directors' Report.....</i>	<i>7</i>
<i>Financial Highlights .....</i>	<i>11</i>
<i>Statement of Compliance with the best practices of Corporate Governance .....</i>	<i>12</i>
<i>Auditors' Review Report to the members on statement of compliance with best practices of code of Corporate Governance .....</i>	
<i>Auditors' Report.....</i>	
<i>Statement of Financial Position.....</i>	
<i>Statment of Profit or Loss Account.....</i>	
<i>Statement of Changes in Equity &amp; Comprehensive Statement .....</i>	
<i>Statement of Cash Flow .....</i>	
<i>Notes to the Account.....</i>	
<i>Pattern of Share Holding .....</i>	
<i>Details of Categories of Shareholders.....</i>	
<i>Form of Proxy English .....</i>	
<i>Form of Proxy Urdu .....</i>	
<i>Director's Report Urdu.....</i>	

## **Corporate Information**

### **Board of Directors**

**Chairman:** Mr. Nizam Akber Ali Hashwani

**Chief Executive:** Mr. Amin Hashwani

**Directors:** Mr. Abdullah Hashwani  
Syed Raza Abbas Jafferri  
Ms. Sultana Akbar Hussain Hashwani  
Mr. Muhammad Ameen  
Mrs. Shahrina Khawaja Hashwani

**Audit Committee:** Mr. Muhammad Ameen - Chairman  
Mrs. Shahrina Khawaja Hashwani  
Mr. Abdullah Hashwani

**HR Remuneration Committee:** Mr. Muhammad Ameen - Chairman  
Mr. Abdullah Hashwani  
Mrs. Shahrina Khawaja Hashwani

**Chief Financial Officer:** Syed Muhammad Yousuf

**Company Secretary:** Mr. Muhammad Aslam Ali

**Auditors:** Parker Russell – A.J.S  
Chartered Accountants

**Bankers:** Habib Metropolitan Bank Ltd.

**Registered Office:** 1st Floor, Cotton Exchange Building,  
I.I. Chundrigar Road,  
Karachi.

**Share Registration Office:** F.D. Registrar Services SMC (Pvt.) Ltd.  
1705, 17th Floor, Saima Trade Tower A,  
I.I. Chundrigar Road, Karachi.

**Website:** <https://www.landmarkspinning.com>  
The audited financial statements of the Company for the year ended June 30, 2022 have been made available on the Company's website (<http://www.landmarkspinning.com>)



## **VISION STATEMENTS**

### **VISION STATEMENTS**

TO BE THE LEADER IN TEXTILE INDUSTRY BUILDING THE COMPANY IMAGE THROUGH QUALITY, COMPETITIVE PRICES, CUSTOMERS SATISFACTION AND MEETING SOCIAL OBLIGATION.

### **THE MISSION STATEMENT**

- To effect high value, economical and qualitative solutions to address the textile needs of a diverse range of customers.
- To seek long-term and good relations with our suppliers and customers satisfaction.
- To be totally customer-oriented Company and to achieve total customer satisfaction.
- To create a working environment, which motivates, recognizes and rewards achievements at all levels of the organization.
- To be contributing cooperative citizen for the betterment of society, and exhibit a socially responsible behavior.
- To conduct business with integrity and strive to be the best.



# LANDMARK SPINNING INDUSTRIES LIMITED

## Landmark Spinning Industries Limited

### NOTICE OF 31<sup>st</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of Landmark Spinning Industries Limited will be held on Thursday, October 27, 2022 at 3.30 pm at the registered office of the company situated at 1<sup>st</sup> floor, Cotton Exchange Building, I. I. Chundrigar Road, Karachi to transact the following businesses:

#### ORDINARY BUSINESS:

1. To confirm the minutes of the Extra Ordinary General Meeting (E.O.G.M) held on June 27, 2022.
2. To receive, consider and adopt Annual Audited Financial Statements of the Company together with the Board of Directors' and Independent Auditors' reports thereon for the year ended June 30, 2022.
3. To appoint auditors and fix their remuneration for the year ending June 30, 2023. The present auditors M/s. Parker Russell-A.J.S., Chartered Accountants, retire and being eligible have offered themselves for re-appointment.
4. To elect 07 (seven) directors of the Company in accordance with the provisions of Section 159 (1) of the Companies Act, 2017, for a term of next three years commencing from October 27th, 2022, in place of the following retiring directors:

- |                                |                                       |
|--------------------------------|---------------------------------------|
| i) Mr.Nizam Akber Ali Hashwani | ii) Ms.Sultana Akbar Hussain Hashwani |
| iii) Mr.Amin Hahshwani         | iv) Mrs. Shahrina Khawaja Hashwani    |
| v) Mr.Abdullah Hashwani        | vi) Mr.Syed Raza Abbas Jafferri       |
| vii) Mr. Muhammad Amin         |                                       |

The number of directors to be elected pursuant to Section 159 (1) of the Companies Act, 2017 has been fixed as 07 (seven) by the Board of Directors.

The above retiring directors shall be eligible to offer themselves for re-election.

5. To consider and approve, if thought expedient, the appointment of Chief executive and fixation of their remuneration. Mr. Amin Hahswani will stand ceased as Chief Executive officer upon completion of 3 years as on 26/10/2022, and he is eligible to be appointed as such from 27/10/2022.

#### ANY OTHER BUSINESS:

6. To transact any other business with the permission of the chair.

Statement under Section 166(3) of the Companies Act 2017 in respect of appointment of Independent Directors is being sent to the Members along with a copy of this notice.

Date: October 05, 2022

Place: Karachi

#### Note:

1. The Share Transfer Books of the Company will remain closed from October 20, 2022 to October 27, 2022 (both days inclusive). Transfer received at the registered office of the company / by our Share Registrar, M/s. F.D. Registrar Services (Pvt.) Ltd, (Room No. 1705, 17th Floor, Saima Trade Tower "A", I.I. Chundrigar Road, Karachi-74000 by the close of business hours up to 05 pm on October 19, 2022 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 or authority must, to 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.



By Order of the Board  
Muhammad Aslam Ali  
Company Secretary



## LANDMARK SPINNING INDUSTRIES LIMITED

v) The owners of the physical shares and the shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and / or their proxies are required to produce their original Computerized National Identity Card (CNIC) or Passport (in case of foreign nationals) for identification purpose at the time of attending the meeting.

3. Members are requested to notify any changes in their addresses immediately to the Share Registrar M/s. F.D. Registrar Services (Pvt.) Ltd.

4. Members, who have not yet submitted attested photocopy of their valid CNIC along with folio number are requested to send the same, at the earliest, directly to the Company's Share Registrar.

5. The Annual Report of the Company for the year ended June 30, 2022 has been placed on the Company's website at the link: <http://www.landmarkspinning.com>

6. The Annual Report of the Company for the year ended June 30, 2022 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.

7. 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 7 days before holding of General Meeting. Consent FORM is available for the purpose on Company's website.

8. Any member who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company, not later than fourteen (14) days before the date of the Meeting at which elections are to be held, a notice of his/her intention to offer himself/herself for election as a director in terms of Section 159(3) of the Companies Act, 2017 along with the following documents:

i) Consent to act as director on Form 28 under Section 167 of the Companies Act, 2017.

ii) A detailed profile along with his/her office address as required under SRO 634(I)2014 dated 10 July 2014 issued by the Securities and Exchange Commission of Pakistan for placement on the Company's website.

iii) Declarations confirming that

a) He/She is aware of the duties of the directors under the Companies Act, 2017, the Memorandum and Articles of Association of the Company and Listing Regulations of the Pakistan Stock Exchange.

b) He/She is compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2017 and the eligibility criteria as set out in the Companies Act, 2017.

c) He/She is not serving as director in more than seven (7) listed companies simultaneously, provided that this limit shall not include directorship in the listed subsidiaries of a listed holding company.

9. Members may exercise the option of e-voting or right to vote through Postal Ballot as per the provisions of the Companies (Postal Ballot) Regulations, 2018.

10. Declaration by Independent Director(s) under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations 2019; and

11. Undertaking on non-judicial stamp papers that he/she meet the requirements of sub section (1) of Regulations 4 of the Companies (members and selections of Independent Directors) Regulations 2018.

### STATEMENT MADE UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF APPOINTMENT OF INDEPENDENT DIRECTORS

Any person who is eligible under Section 153 and meet the criteria under Section 166(2) of the Companies Act, 2017, may submit nomination to be elected as independent director. However, it is noteworthy to mention here that independent director shall be elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017.

The final list of contesting directors will be published in Newspapers not later than seven days before the date of the said meeting in terms of Section 159(4). Further, website of the Company will also be updated with the required information for each contesting director.

No directors have direct or indirect interest in the above said business except that they may consent for election of directors accordingly.



### **CHAIRMAN'S REVIEW**

It is my pleasure to present this 31st Annual Report for the year ended on June 30th, 2022 to the shareholders of the Company. The Board of Directors are performing their duties in accordance with the applicable law and in the best interest of the Company.

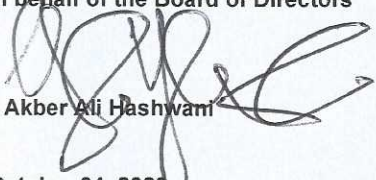
The Company is in the process of a reverse merger with an Operating Unlisted Company and thereafter, pursuant to such reverse merger the Company shall commence operations as a merged Company.

The Company complies with all the requirements set out in the law with respect to the composition, procedures, and meeting of the Board of Directors and its committees. Necessary Board agenda and related supporting documents were duly made available to the Board in sufficient time prior to the Board and its committee meeting. The Board has exercised all its powers in accordance with relevant laws and regulation and the non-executive and independent Directors are equally involved in important decision of the board.

The issue of an unexpected climate change has emerged very strongly and there are indications that Pakistan has had its share of the large climatic variations, especially in the region of Baluchistan. The rainfall patterns have become very unreliable and unpredictable and making it difficult for communities to make necessary arrangements not for their entire safety but on the other hand for the precious crops and livestock as well. Moreover, the combination of humid climate, heavy rains, and strong winds have spread infectious diseases across the country. Viral Fevers, Stomach Disorders, Colds & Coughs have been the common health problems as resulted due to rainy season.

In last, I would like to express my gratitude to the Company's valued Customers, Suppliers and Shareholders for their continued trust and for appreciating the efforts of all employees for working in difficult conditions.

For and on behalf of the Board of Directors

  
Mr. Nizam Akber Ali Hashwani  
Chairman

Karachi: October 04, 2022

  
Mr. Amin Hashwani  
Chief Executive



# LANDMARK SPINNING INDUSTRIES LIMITED

## DIRECTORS' REPORT

The Directors are pleased to present their report, together with the audited financial statements, of the Company, for the year ended June 30, 2022.

The Directors' Report has been prepared in accordance with the section 227 of the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2019 and will be submitted to the shareholders at the thirty first Annual General Meeting of the Company to be held on October 27, 2022.

### Financial Highlights

The comparative financial highlights of your Company for the year ended June 30, 2022 and June 30, 2021 are as follows:

Particular	2022	2021
Direct Cost	0	0
Administrative & General Expenses	(17,512)	(18,186)
(Loss) for the year before taxation	(17,512)	(18,186)
Taxation-Deferred	3,221	3,553
Loss for the year	(14,291)	(14,634)
<b>Other Comprehensive income</b>		
Revaluation surplus of property, plant & equipment	0	817
Related Tax	0	(237)
Total Comprehensive loss	(14,291)	(14,054)
<b>Loss per share basic</b>	<b>(1.18)</b>	<b>(1.21)</b>

In view of the carried forward losses, the Directors have not recommended any dividend to the Shareholders for the year ended June 30, 2022.

### Earnings per Share

Earnings per share for the year ended June 30, 2022 is Rs. (1.18) [June 30, 2021 Rs. (1.21)].

### Material Changes

There have been no material changes since June 30, 2022 and the Company has not entered into any commitments which would affect its financial position on that date.

### Performance Review

During the year no operational activity has taken place. The loss for the year was mainly because of Administrative Expenses, Ground Rent, fees of PSX/ CDC, and Depreciation.



---

---

## LANDMARK SPINNING INDUSTRIES LIMITED

Your Company has sustained a net loss after tax amounting to Rs. (14,291) million in the year ended June 30, 2022 compared to a loss after tax of Rs. (14,054) million in the corresponding period.

Management of your Company is making concerted efforts and continues to endeavor to achieve improved performance in the best interest of the shareholders.

### **Future Plan**

The Company is in the process of a reverse merger with Liven Pharmaceuticals (Pvt.) Ltd (as defined in Regulations 5.22 ) with an Operating Unlisted Company (as defined in Regulation 5.1.1 (e) ("Operating Company") and thereafter, pursuant to such reverse merger the Company shall commence operations as a merged Company and the Pakistan Stock Exchange has also confirmed the Company that our Company falls within the definition of a "Listed Shell Company" and also currently in their letter with regard to Appendix -2 to Chapter 5 of Pakistan Stock Exchange Rule Book confirmed the receipt of all documents prescribed therein from the Company.

A joint petition was filed in the High Court of Sindh at Karachi for sanction of the Scheme of Arrangement and pursuant to the Order of this Honorable High Court both the companies conducted the Extra Ordinary General Meeting as proposed by the Board of Directors in their meeting the merger by way of amalgamation of M/s. Liven Pharmaceuticals (Pvt.) Ltd. along with all their respective assets and liabilities, into the Company in exchange for the issuance of ordinary shares of the Company to the shareholders of Liven Pharmaceuticals (Pvt.) Ltd. respectively, in accordance with the Scheme of Arrangement. This will result in the dissolution without winding up of M/s. Liven Pharmaceuticals (Pvt.) Ltd. and the surviving entity i.e., the Company shall be renamed as M/s. Liven Pharma Limited. The shareholders present in the meeting unanimously approved, adopted, and agree with the Resolution

A letter has already been written to the Executive Director, Corporate Supervision Department Securities & Exchange Commission of Pakistan informing that the company is in the process of entering into a reverse merger with an Operating Unlisted Company (as defined in Regulation 5.1.1 (e)) ("Operating Company") and thereafter, pursuant to such reverse merger the Company shall commence operations as a merged Company, therefore, requested to withdraw the aforesaid Order and pass necessary directions to halt such proceedings and to intimate the PSX of such withdrawal, to allow the Company to recommence its business operations in light of the aforementioned merger

### **Human Resource developments**

We invest in cultivating and motivating our employees 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.

### **Corporate Social Responsibility**

Landmark Spinning Industries Limited 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 healthy work environment.

The Company contributed Rs. 79,540 to the National Exchequer during the year in the form of direct and indirect taxes and other mandatory contributions.

### **External Audit**

The Board on the recommendation of the Board Audit Committee has proposed re-appointment of M/s. Parker Russell-A.J.S. Chartered Accountants as External auditors for the year 2023, till the conclusion of the next Annual General Meeting.



## 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 there under 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 Listed Companies (Code of Corporate Governance) Regulations, 2019, 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, the result of its operations, cash flows and changes in 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 prudent and reasonable judgment.
4. International Accounting Standards (IAS) and 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 in design and has been effectively followed 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 includes, inter-alia, the following:
  - A Board Audit Committee (BAC) is in place. It reviews the approach adopted by the Company's internal 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 actions to be taken in areas 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 Non-executive directors. During the year 2021 - 2022, four meetings of BAC were held with one in each quarter and attendance was as follows:

Name of member	No. of meetings attended
Mr. Muhammed Ameen (Chairman)	4
Mr. Abdullah Hashwani	4
Mrs. Shahrina Khawaja Hashwani	3

Leave of absence was granted to the members unable to attend the meeting.

- An organizational structure has been established, which supports 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 forecasts are prepared and these strategies are reviewed during the year to reflect significant changes in the business environment.
6. The Financial Statement has been prepared on the basis of other than Going Concern as highlighted in the notes to the accounts 1.2 & 2.
  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.



## LANDMARK SPINNING INDUSTRIES LIMITED

8. The Company has followed the best practices of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and there is no material departure there from.
9. Key operating and financial data for last six years is annexed with the report.
10. The related parties' transactions are approved or 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 & 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 an 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 is 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 requisite enthusiasm and spirit in them.

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

#### Composition of the Board

Total number of Directors:

Male: 5 and Female: 2

The Board of Directors comprises of seven members, Two Non-Executive Directors, two independent Director and one Executive Director (Chief Executive Officer).

During the year under review 5 meetings were held and attended as follows:

Name	No. of meetings eligible to attend during the tenure	No. of meetings attended
Mr. Nizam Ali Hashwani (Chairman)	5	5
Mr. Amin Hashwani (MD & Chief Executive Officer)	5	5
Mr. Abdullah Hashwani	5	4
Syed Raza Abbas Jafferi	5	5
Ms. Sultana Akbar Hussain Hashwani	5	2
Mrs. Shahrina Khawaja Hashwani	5	2
Mr. Muhammad Ameen	5	5



During the year no casual vacancy occurred.

Leave of absence was granted to the directors unable to attend the meeting.

#### **Board of Directors' Remuneration**

All Directors of the Company are independent and Non-Executive Directors except the CEO / MD. The Directors are paid remuneration for attending the Board / Committee meetings, as per approved policy.

#### **Performance Evaluation of the Board**

Pursuant to Listed Companies (Code of Corporate Governance) Regulations, 2019, The Board of Directors approved a Comprehensive mechanism to evaluate its own performance by adopting self- evaluation methodology through an agreed questionnaire. The mechanism devised is based on the emerging and leading trends on the functioning of the Board and improving its effectiveness. The Human Resource and Remuneration Committee will undertake a formal process for evaluation of performance of the Board as a whole and its committees.

#### **Board Committee Meetings**

Board has constituted various committees at Board level for effective control and operation.

#### **Human Resource and Remuneration Committee**

During the year 2022, one meeting of Human Resource and Remuneration Committee was held and attendance was as follows:

##### **Attendance**

Mr. Muhammad Ameen (Chairman)	1
Mr. Abdullah Hashwani	1
Mrs. Shahrina Khawaja Hashwani	1

#### **Pattern of Shareholding**

A statement showing the pattern of shareholding as required under Section 227 of the Companies Act, 2017, for the year ended June 30, 2022 is attached with this report.

#### **Trading of Company's Share**

No trading in the shares of the Company was carried out by the Directors, CEO and Executives (employees with basic salary of Rs.0.5M or above) or their spouses or minor children, if any.

#### **Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019**

The requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 set out by the Securities & Exchange Commission of Pakistan, relevant for the year ended June 30, 2022, 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. Acknowledgment for compliance is obtained and held by the Company.

#### **Director's training program**

No Director obtained the director's training during the year. However, in due course, the same will be complied with.



---

---

## LANDMARK SPINNING INDUSTRIES LIMITED

However, out of seven, six directors of the Company met the exemption criteria in respect of the Directors' Training program i.e having a minimum of 14 years of education and 15 years of experience on the Board of a listed company. Further, this year the term of Directors will also be expired, so the Election should be conducted as required under the Companies Act 2017/


### Employee Relations

The Management appreciates the co-operation of the employees during the year.

### 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 of Pakistan, the Pakistan Stock Exchange and the Central Depository Company for their continued guidance and support.

By Order of the Board

  
Amin Hashwani  
Chief Executive Officer

Dated 04/10/2022

  
Nizam Ali Hashwani  
Chairman



**FINANCIAL HIGHLIGHTS**

(Rupees in Thousands)

<b>ASSETS EMPLOYED</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>
			Restated	Restated		
Property Plant & Equipment (Book Value)	144,546	159,102	174,367	192,236	176,751	212,857
Long Term Deposit	25	25	25	25	25	25
Net Current Assets	(236,244)	(233,288)	(231,184)	(229,038)	(222,761)	(398)
<b>Total Assets Employed</b>	<b>144,598</b>	<b>159,575</b>	<b>174,448</b>	<b>192,292</b>	<b>176,793</b>	<b>212,484</b>
<b>FINANCED BY</b>						
Issued Subscribed & Paid-up Capital	121,237	121,237	121,237	121,237	121,237	121,237
Reserve & surplus on revaluation	51,542	59,428	67,546	74,757	59,980	67,800
Accumulated Loss	(283,070)	(276,665)	(270,729)	(261,014)	(249,571)	(172,849)
<b>Shareholder's Equity</b>	<b>(110,290)</b>	<b>(96,000)</b>	<b>(81,946)</b>	<b>(65,021)</b>	<b>(68,355)</b>	<b>16,188</b>
Long Term Liabilities	-	-	-	-	-	165,837
<b>Total Capital Employed</b>	<b>144,598</b>	<b>159,575</b>	<b>174,448</b>	<b>192,292</b>	<b>176,793</b>	<b>212,937</b>
<b>OTHER DATA</b>						
Net Sales	-	-	-	-	-	-
(Loss) before Taxation	(17,512)	(18,186)	(20,015)	(18,653)	(56,526)	(40,242)
(Loss) after Taxation	(14,291)	(14,634)	(16,925)	(15,220)	(56,526)	(37,615)
(Loss) per Share	(1.18)	(1.21)	(1.40)	(1.26)	(4.66)	(3.10)



---

---

**LANDMARK SPINNING INDUSTRIES LIMITED****STATEMENT OF COMPLIANCE WITH LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019****Name of company: Landmark Spinning Industries Limited****Year ending: June 30, 2022**

The company has complied with the requirements of the Regulations in the following manner: -

1. The total number of directors are 07 as per the following:

- a. Male : 5
- b. Female : 2

2. The composition of the Board is as follows:

Category	Name
Independent Director*	Mr. Muhammed Ameen Mr. Syed Raza Abbas Jafferi
Non-Executive Directors	Mr. Nizam Akber Ali Hashwani Mr. Abdullah Hashwani
Executive Directors	Mr. Amin Hashwani
Female Directors	Ms. Sultana Akber Hussain Hashwani Mrs. Shahrina Khawaja Hashwani

**(\*) Explanation required under clause 1 of Regulation 6 of the Code:**

While calculating the minimum number of independent directors (ID) the fraction was not rounded upward to

1. The reason being as per general rule only number exceeding 0.5 shall be rounded to next number.

3. The directors have confirmed that none of them is serving as a director on more than seven listed companies, including this, Company;

4. 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;

5. The Board has developed a vision/mission statement, overall corporate strategy and significant policies of the Company. The Board has ensured that complete record of particulars of the significant policies along with the date of approval or updating is maintained by the company;

6. 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;

7. The meetings of the Board were presided over by the Chairman and, in his absence, by a director elected by the Board for this purpose. The Board has complied with the requirements of Act and the Regulations with respect to frequency, recording and circulating minutes of meetings of Board.

8. The Board have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulation.

9. No director of the Company attended any directors' training program during the year. However, out of seven, six directors of the Company met the exemption criteria in respect of Directors' Training program i.e having minimum 14 years of education and 15 years of experience on the Board of a listed company.



## LANDMARK SPINNING INDUSTRIES LIMITED

10. The Board has approved appointment of chief financial officer, company secretary and head of internal audit including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations.

11. Chief financial officer and chief executive officer duly endorsed the financial statements before approval of the Board.

12. The board has formed committees comprising of members given below:

a) Audit Committee

Audit Committee	Mr. Muhammad Ameen - Chairman
	Mrs. Shahrina Khawaja Hashwani - Member
	Mr. Abdullah Hashwani - Member

b) Human Resource and Remuneration Committee

Human Resource and Remuneration Committee	Mr. Muhammed Ameen – Chairman
	Mr. Abdullah Hashwani - Member
	Mrs. Shahrina Khawaja Hashwani - Member

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

14. The frequency of meetings (quarterly/half yearly/ yearly) of the committee were as per following:

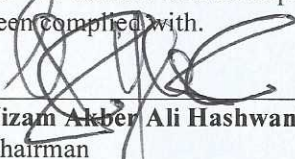
Board of Directors meeting	Quarterly
Audit Committee	Quarterly
Human Resource and Remuneration Committee	Annually

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 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 of 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 the regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.

  
Nizam Akber Ali Hashwani  
Chairman

Dated: 04/10/2022

  
Mr. Amin Hashwani  
Chief Executive Officer





**Parker Russell-A. J. S.**

CHARTERED ACCOUNTANTS

901, Q. M. House,  
Elandar Road, Karachi - Pakistan.  
Tel: + 92-21-32621701-03  
E-mail: khi@parkerrussellajs.com.pk  
Offices also at Faisalabad, Lahore & Islamabad

**Independent Auditor's Review Report to the Members of Landmark Spinning Industries Limited**

**Review Report on the Statement of Compliance contained in 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 **Landmark Spinning Industries Limited** (the Company) for the year ended June 30, 2022 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 and also ensure compliance with the requirements of section 208 of the Companies Act, 2017. 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. We have not carried out procedures to assess and determine the Company's process for identification of related parties and that whether the related party transactions were undertaken at arm's length price or not.

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, 2022.

**Chartered Accountants**

Karachi

Date: October 05, 2022

UDIN: CR202210192kdsICP3iF



## Independent Auditor's Report to the Members of Landmark Spinning Industries Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the annexed financial statements of **Landmark Spinning Industries Limited** ("the Company"), which comprise the statement of financial position as at June 30, 2022, and the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity, the statement of cash flow 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.

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes forming part thereof conform with the accounting and reporting standards as applicable in Pakistan and give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at June 30, 2022 and of the loss and the comprehensive loss, the changes in equity and its cash flows for the year then ended.

#### Basis for Opinion

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 opinion.

#### 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. Following is a key audit matter;

	Key audit matter	How the matter was addressed in our audit
1	<b>Non-going concern basis of accounting</b>  The Company is no longer considered a going concern entity due to its non-operational status, that also resulted initiation of winding up petition against the Company as mentioned in note 1.2 to the accompanying financial statements, therefore, these financial statements have been prepared on the basis of estimated realisable / settlement values of assets and liabilities respectively. Estimated	Our procedures included, but were not limited to: <ul style="list-style-type: none"> <li>• We checked compliance with "Guidelines on the basis of preparation of financial statements for companies that are not considered going concern" issued by The Institute of Chartered Accountants of Pakistan.</li> <li>• We evaluated the estimates made by the management in arriving at realizable / settlement values of assets and liabilities</li> </ul>







Key audit matter	How the matter was addressed in our audit
<p>realisable values are based on management's best estimates. Estimation involves judgements based on the latest available reliable information, historical experience and other factors, including future events that are believed to be reasonable under the circumstances. Hence, the ultimate values at which assets will be valued and liabilities will be settled may be different from those carried in these financial statements</p> <p>Therefore, we identified preparation of financial statements using the non-going concern basis of accounting as a key audit matter specially with reference to the estimates and judgments associated with the determination of estimated realizable / settlement values of assets and liabilities respectively.</p>	<p>respectively and the data on which it is based.</p> <ul style="list-style-type: none"><li>• We considered events occurring up to the date of our report to obtain audit evidence regarding the estimates.</li><li>• We assessed the status of winding up petition being initiated by the SECP against the Company, upto the date of our report.</li></ul> <p>We further reviewed the adequacy of disclosures made in the financial statements regarding non going concern status of the Company.</p>

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

The 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 is 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 the 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.

*[Handwritten signature]*





**Parker Russell-A. J. S.**

CHARTERED ACCOUNTANTS

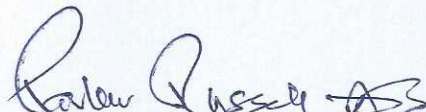
From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes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

**Report on Other Legal and Regulatory Requirements**

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

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

The engagement partner on the audit resulting in independent auditors' report is Muhammad Shabbir Kasbati.

  
(Chartered Accountants)

Karachi.

Date: October 5, 2022

UDIN: AR2022101923O47rzVST



**LANDMARK SPINNING INDUSTRIES LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT JUNE 30, 2022**

	Note	June 30, 2022	June 30, 2021
----- (Rupees) -----			
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property plant and equipment	4	144,545,935	159,101,618
Long-term deposit	5	25,000	25,000
<b>CURRENT ASSETS</b>			
Advances		-	400,000
Bank balance	6	26,928	48,722
<b>TOTAL ASSETS</b>		<u>144,597,863</u>	<u>159,575,340</u>
<b>SHAREHOLDERS EQUITY AND LIABILITIES</b>			
<b>SHARE CAPITAL AND RESERVES</b>			
Authorised capital			
15,000,000 (June 30, 2021: Rs.15,000,000) ordinary shares of Rs. 10/-each		<u>150,000,000</u>	<u>150,000,000</u>
Issued, subscribed and paid up capital			
12,123,700 (June30, 2021 :12,123,700) ordinary shares of Rs.10/- each fully paid in cash	7	121,237,000	121,237,000
<b>Capital reserve</b>			
Surplus on revaluation on property, plant and equipment	8	51,542,049	59,428,287
<b>Revenue reserve</b>			
Accumulated loss		(283,069,500)	(276,665,027)
		(110,290,451)	(95,999,740)
<b>NON-CURRENT LIABILITIES</b>			
Deferred taxation	9	18,617,460	21,838,599
<b>CURRENT LIABILITIES</b>			
Loan from related parties	10	235,351,608	233,113,014
Trade and other payable		1,196	69,376
Accrued liabilities	11	918,050	554,091
		<u>236,270,854</u>	<u>233,736,481</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>144,597,863</u>	<u>159,575,340</u>
<b>CONTINGENCIES AND COMMITMENTS</b>	12		

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

  
**CHIEF EXECUTIVE OFFICER**

  
**CHIEF FINANCIAL OFFICER**


  
**DIRECTOR**



**LANDMARK SPINNING INDUSTRIES LIMITED**  
**STATEMENT OF PROFIT OR LOSS**  
**FOR THE YEAR ENDED JUNE 30, 2022**

	Note	June 30, 2022	June 30, 2021
		------(Rupees)-----	
Sales - net		-	-
Direct costs		-	-
Gross loss		-	-
Administrative and general expenses	13	(17,510,182)	(18,185,354)
Bank charges		(1,668)	(1,018)
Loss before taxation		(17,511,850)	(18,186,372)
Taxation	14	3,221,139	3,552,727
Net loss for the year		(14,290,711)	(14,633,645)
Loss per share - basic & diluted (Rupees)	15	(1.18)	(1.21)

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

  
**CHIEF EXECUTIVE OFFICER**

  
**CHIEF FINANCIAL OFFICER**

  
**DIRECTOR**



**LANDMARK SPINNING INDUSTRIES LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED JUNE 30, 2022**

	June 30, 2022	June 30, 2021
	----- (Rupees) -----	
Net loss for the year	(14,290,711)	(14,633,645)
<i>Items that will not be reclassified to profit and loss</i>		
Revaluation surplus of property, plant & equipment	-	816,745
Related tax	-	(236,856)
Other comprehensive income for the year, net of tax	-	579,889
<b>Total comprehensive loss</b>	<b>(14,290,711)</b>	<b>(14,053,756)</b>

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

  
**CHIEF EXECUTIVE OFFICER**

  
**CHIEF FINANCIAL OFFICER**

  
**DIRECTOR**



**LANDMARK SPINNING INDUSTRIES LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED JUNE 30, 2022**

	Issued, subscribed and paid up capital	Surplus on revaluation of property, plant and equipment	Accumulated loss	Total
	121,237,000	67,546,452	(270,729,436)	(81,945,984)
Balance as on July 01, 2020	-	-	(14,633,645)	(14,633,645)
Loss after taxation	-	579,889	-	579,889
Other comprehensive income	-	579,889.00	(14,633,645)	(14,053,756)
Total comprehensive loss for the year	-	(8,698,054)	8,698,054	-
Incremental depreciation net of deferred tax	121,237,000	59,428,287	(276,665,027)	(95,999,740)
Balance as on June 30, 2021	-	-	(14,290,711)	(14,290,711)
Loss after taxation	-	-	(14,290,711)	(14,290,711)
Other comprehensive income	-	-	7,886,238	-
Total comprehensive loss for the year	-	(7,886,238)	-	-
Incremental depreciation net of deferred tax	121,237,000	51,542,049	(283,069,500)	(110,290,451)
Balance as on June 30, 2022				

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

2025

*S.M. of 2022*

CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

DIRECTOR

*S.M. of 2022*



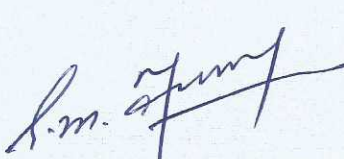
**LANDMARK SPINNING INDUSTRIES LIMITED**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED JUNE 30, 2022**

		June, 30 2022	June, 30 2021
	Note	----- (Rupees) -----	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Loss before taxation		(17,511,850)	(18,186,372)
<b>Adjustment for non-cash item:</b>			
Depreciation expense	4.1	14,555,683	16,082,240
Bank charges		<u>1,668</u>	<u>1,018</u>
		(2,954,499)	(2,103,114)
<b>Changes in working capital:</b>			
Decrease / (increase) in advances		400,000	(400,000)
(Decrease) in trade and other payables		(68,180)	(4,164,888)
Increase / (Decrease) in accrued liabilities		<u>363,959</u>	<u>(123,615)</u>
<b>Net cash used in operations</b>		(2,258,720)	(6,791,617)
Bank charges paid		<u>(1,668)</u>	<u>(1,018)</u>
<b>Net cash used in operating activities</b>		(2,260,388)	(6,792,635)
<b>CASH FLOWS FROM FINANCING ACTIVITY</b>			
Receipt of loan from related parties		<u>2,238,594</u>	<u>6,785,475</u>
<b>Net cash generated from financing activities</b>		<u>2,238,594</u>	<u>6,785,475</u>
<b>Net (decrease) in cash and cash equivalents</b>		(21,794)	(7,160)
Cash and cash equivalents at the beginning of the period		<u>48,722</u>	<u>55,882</u>
<b>Cash and cash equivalents at the end of the period</b>		<u><u>26,928</u></u>	<u><u>48,722</u></u>

\* There were no cash flows of the Company from investing activities.

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

  
**CHIEF EXECUTIVE OFFICER**

  
**CHIEF FINANCIAL OFFICER**

  
**DIRECTOR**



**LANDMARK SPINNING INDUSTRIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED JUNE 30, 2022**

**1. STATUS AND NATURE OF BUSINESS**

- 1.1** Landmark Spinning Industries Limited (the Company) was incorporated in Pakistan, as a private limited company on October 21, 1991 and was converted into a public limited company on April 30, 1992 under the Companies Ordinance, 1984 (Repealed with the enactment of the Companies Act, 2017 on May 30, 2017). Its shares are listed on Pakistan Stock Exchange Limited. The principal activity of the Company is trading, manufacturing and selling of yarn.

The Registered Office of the Company is located at 1st floor, Cotton Exchange Building, I.I. Chundrigar Road, Karachi, Pakistan while its manufacturing facility is located at plot no. C-1, Winder Industrial Estate, Sector "C" district Lesbella, Balochistan, Pakistan.

- 1.2** The Company's operations were suspended on November 29, 2002 to forestall the recurring losses on account of power breakdowns / frequent load shedding and has been in suspension since then. As a result of non-operational status of the Company, the accumulated losses of the Company stood at Rs. 283.069 million (June 30, 2021: Rs. 276.665 million) as at reporting date which resulted in negative equity of Rs. 110 million (June 30, 2021: 96 million). Also, its current liabilities exceeded its current assets significantly as at reporting date.

Further, the Securities and Exchange Commission (SECP) in its order dated March 20, 2019 granted sanction to the Registrar, Company Registration Office (CRO), Karachi, to present winding up petition against the Company before the Court under clause (b) of section 304 of the Companies Act, 2017. The Company filed an appeal against the said order, however, the same has been refused by the Commission vide letter No. 5(10) Misc/ABR/19 dated April 22, 2019. The winding-up petition against the Company has not yet been filed and the listed security of the Company has been put at defaulter's counter by the Pakistan Stock Exchange.

Based on facts mentioned above, the Company is not considered to be a going concern entity. Accordingly, the Company may not be able to realise its assets or discharge its liabilities in the normal course of business, hence, the financial statements are prepared on a basis other than going concern and the assets / liabilities of the Company are reported at approximate realisable / settlement values respectively in these financial statements.

- 1.3** The Board of Directors of the Company in their meeting dated October 28, 2021 authorized the Company and its management to explore the feasibility of a potential merger of the Company with Liven Pharmaceutical (Private) Limited and the Company vide its letter dated October, 29, 2021 intimated the above decision of the Board to the PSX and being a Listed Shell Company, the Company is currently in the process to comply with the requirements of PSX Regulations No 5.22. Subsequent to year end, PSX vide its letter no. C-857-1560 dated August 11, 2022 has granted relaxation of the said regulation and confirmed the receipt of all the documents as prescribed in Appendix-2 to Chapter 5 of PSX Rule Book.

The Board of Directors of the Company in their meeting dated April 13, 2022 has duly approved the scheme of merger whereby the Liven Pharmaceuticals (Pvt.) Limited will be merged with and into Landmark Spinning Industries Limited in exchange of issuance ordinary shares of Landmark Spinning Industries Limited against the shares of Liven Pharmaceuticals (Pvt.) Limited.

The Petition for the scheme of arrangement has been filed dated May 17, 2022 with the High Court of Sindh, and order for this is yet to be passed.

The shareholders of the Company have approved the scheme of merger in the Extra Ordinary General Meeting held on June 27, 2022.





## **2 BASIS OF PREPARATION**

### **2.1 Basis of measurement**

Since the Company is not considered to be a going concern entity (refer note 1.2), these financial statements have been prepared on a basis other than going concern. All assets and liabilities are stated at their net realisable values / settlement amounts.

Further, 'Guideline on the basis of preparation of financial statements for companies that are not considered going concern' issued by The Institute of Chartered Accountants of Pakistan (ICAP) is followed in this respect.

### **2.2 Statement of compliance**

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

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

Where provisions of and directives issued under the Companies Act, 2017 differ from the IFRS standards, the provisions of and directives issued under the Companies Act, 2017 have been followed.

### **2.3 Accounting convention**

These financial statements have been prepared using the non-going concern basis of accounting on the basis of estimated realizable / settlement values of the assets and liabilities respectively.

### **2.4 Significant accounting estimates and judgments**

The preparation of these financial statements in conformity with the approved accounting standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. Estimates and judgments are continually evaluated and are based on historic experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions in accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

There have been no critical judgements made by the Company's management in applying the accounting policies that would have significant effect on the amounts recognised in these financial statements except for determining the realizable / settlement values of assets and liabilities, residual values and useful lives of property, plant and equipment.

### **2.5 Changes in accounting standards and interpretations**

Changes in accounting standards, interpretations and amendments to published approved accounting standards that are effective in current year and in the future does not have any impact on these financial statements.

### **2.6 Overall valuation policy**

In view of the matter stated in note 1.2, these financial statements have been prepared on a basis other than going concern, whereby all assets are stated at the lower of carrying amount and their realisable values and all liabilities are stated at settlement values. Realizable / settlement values of assets and



liabilities respectively as disclosed in these financial statements are based on the managements' estimate.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years.

#### 3.1 Fixed assets

##### 3.1.1 Property and equipment

###### Operating fixed assets

Fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses, if any, except for leasehold land, building on leasehold land and plant & machinery which are stated at revalued amounts. Cost comprises purchase price, import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, and includes other costs directly attributable to the acquisition or construction, erection and installation.

Subsequent costs, if reliably measureable, are included in the asset's carrying amount, or recognised as a separate asset as appropriate, only when it is probable that future economic benefits associated with the cost will flow to the Company. The carrying amount of any replaced parts as well as other repair and maintenance costs, are charged to profit or loss account during the period in which they are incurred.

Depreciation is charged to statement of profit or loss by applying the reducing balance method so as to write down the assets over their estimated useful lives at the rates specified in note 4 to these financial statements. The assets' residual values, useful lives and methods are reviewed, and adjusted if appropriate, at each financial year end.

Leasehold land, building on leasehold land and plant & machinery are revalued by professionally qualified valuers with sufficient regularity to ensure that the net carrying amounts does not differ materially from their fair values.

Impairment loss, if any, or its reversal, is also charged to profit or loss account for the year. Where an impairment loss is recognised, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value, over its estimated useful life.

Any revaluation increase arising on the revaluation of leasehold land, building on leasehold land and plant & machinery is recognised in other comprehensive income and presented as a separate component of equity as "Surplus on revaluation on property, plant & equipment", except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. Any decrease in carrying amount arising on the revaluation of freehold land, building on freehold land and plant & machinery is charged to profit or loss to the extent that it exceeds the balance, if any, held in the "Surplus on revaluation on property, plant & equipment" relating to a previous revaluation increase of that asset. The surplus on revaluation in respect of freehold land, building on freehold land and plant & machinery to the extent of incremental depreciation charged (net of deferred tax) is transferred to unappropriated profit.

In respect of additions and deletions of assets during the year, full year depreciation is charged from the year of acquisition and up to the year preceding the deletion, respectively.

The gain or loss arising on disposal or retirement of an item of property, plant & equipment is determined as the difference between the sales proceeds and the carrying amounts of the asset and is recognised in as other income in the statement of profit or loss. In case of the sale or retirement of a revalued property, the attributable revaluation surplus remaining in the surplus on revaluation is



transferred directly to the unappropriated profit.

### 3.2 Trade debts and other receivables

Trade and other receivables are stated at their realisable values.

### 3.3 Taxation

#### Current

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted as at reporting date. Management periodically evaluates positions taken in tax returns, with respect to situations in which applicable tax regulation is subject to interpretation, and establishes provisions, where appropriate, on the basis of amounts expected to be paid to tax authorities.

#### Deferred

These financial statements have been prepared on a basis other than going concern, therefore, deferred tax is not recognised in these financial statements except for related deferred tax arising on revaluation of property, plant and equipment and transfer of deferred tax on account of incremental depreciation charged during the reporting period to the statement of profit or loss.

### 3.4 Trade and other payables

Liabilities for trade and other amounts payable are carried at cost which is the fair value of the consideration to be paid in future for goods and services.

### 3.5 Provisions

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

### 3.6 Financial instruments

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

### 3.7 Initial measurement of financial assets

The Company classified its financial assets into the following categories:

- a) at fair value through other comprehensive income (FVTOCI).
- b) at fair value through profit or loss (FVTPL); and
- c) at amortised cost

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Except for trade receivables which are measured at the transaction price determined under IFRS 15 "Revenue from contracts with customers".

Financial assets are classified and measured at fair value through other comprehensive income (FVTOCI) or amortised cost, if both of the following conditions are met:

- a) The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial asset and; (Business Model test)
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are Solely Payments of Principle and Interest thereon (SPPI test).

For purchase or sales of financial assets, the Company uses trade date basis of accounting i.e. the date that the Company commits to purchase or sell the asset.





### 3.8 Subsequent measurement

Financial assets are subsequently classified into the following categories:

#### a) Financial assets at amortised cost

The Company measures its financial assets at amortised cost if Business Model test & SPPI test is passed. These assets are subsequently measured at amortised cost using Effective Interest Rate (EIR) method and are subject to impairment as at each reporting date. Gains / losses are recognised in the statement of profit or loss when the asset is derecognised / retired / modified.

#### b) Financial assets at fair value through other comprehensive income (FVTOCI) (Equity Instruments).

Upon initial recognition, an entity may make an irrevocable election to classify its equity investments at FVTOCI that are not held for trading purpose. Subsequent changes in the fair value of an equity investment are presented in other comprehensive income which are never reclassified to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI.

Equity instruments designated at fair value through OCI are not subject to impairment assessment.

#### c) Financial asset at fair value through profit or loss (FVTPL)

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

### 3.9 Derecognition of financial assets

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

### 3.10 Financial liabilities

Financial liabilities are initially recognised as financial liability at fair value through profit or loss or at amortised cost using Effective Interest Rate (EIR) method as appropriate. Financial liabilities are initially recognised at fair value net of directly attributable transaction cost in case of loans, borrowings and payables. Financial liabilities at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the statement of profit or loss. Financial liabilities, other than those carried at fair value through profit or loss (FVTPL), are subsequently measured at amortised cost using the EIR method.

*ROAS*



**3.11 Loans and borrowings**

Loans and borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in statement of profit or loss over the period of the borrowings using the EIR methodology. The EIR amortisation is included in finance cost in these financial statements.

**3.12 Derecognition of financial liabilities**

Derecognition of financial liabilities occurs from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non cash assets transferred or liabilities assumed, is recognised in statement of profit or loss as other income or finance costs.

**3.13 Offsetting financial assets and financial liabilities**

Financial asset and financial liability are offset and the net amount is reported in the balance sheet, if the Company has a legally enforceable right to set-off the recognised amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

**3.14 Impairment****Financial assets**

The Company assesses on a forward-looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk from the date of initial recognition of a financial asset.

For trade receivables, the Company applies 'simplified approach' as permitted by IFRS 9, which requires expected lifetime credit losses to be recognised at initial recognition and throughout the life of the receivables at an amount equal to lifetime expected credit losses. Loss allowances are recognised in the statement of profit or loss as at reporting date.

**Non-financial assets**

The carrying amounts of non-financial assets are assessed at each reporting date or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If such indication exists, and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount. An asset's recoverable amount is the higher of its fair value less cost to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. Non-financial assets that suffered an impairment, are reviewed for possible reversal of the impairment as at each reporting date. Reversal of impairment loss are restricted to the extent that asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised. An impairment loss, or the reversal of an impairment loss, are both recognised in the statement of profit or loss.

**3.15 Functional currency and foreign currency transactions**

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





Transactions in foreign currencies are translated to Pak Rupees at the rates of exchange prevailing on the date of the respective transactions. Monetary assets and liabilities, denominated in foreign currencies are translated to Pak Rupees at rates which approximate to those prevailing at the reporting date. Exchange differences arising from the settlement of such transactions, and from the translation of monetary items at the end of the year exchange rates, are charged to the statement of profit or loss.

**3.16 Other provisions and contingent liabilities**

The management applies judgment in measuring and recognising provisions and the Company's exposures to contingent liabilities related to pending litigation and claims. Judgment is necessary in assessing the probability that a pending claim will succeed, or a liability will arise, and to quantify the possible range of financial settlement. Because of inherent uncertainty in this evaluation process, actual outcome may be different from the estimated provisions.

**3.17 Earnings per share**

The Company presents basic and diluted earnings per share (EPS). 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 period. 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 dilutive potential ordinary shares, if any.





## 4 PROPERTY, PLANT AND EQUIPMENT

- At net book value

Operating fixed assets - owned

## 4.1 Operating fixed assets

	Cost			Accumulated depreciation		W.D.V.		Depreciation rate per annum
	As at July 01, 2021	Additions	As at June 30, 2022	As at July 01, 2021	Charge for the year	Revaluation adjustment	As at June 30, 2022	
	(Rupees)							
Leasehold land	13,545,000	-	13,545,000	-	-	-	13,545,000	-
Building on leasehold land	174,879,119	-	174,879,119	75,644,719	9,923,440	-	85,568,159	10%
Plant and machinery	108,068,315	-	108,068,315	61,943,315	4,612,500	-	66,555,815	10%
Hut at Sandspit (leasehold)	308,500	-	308,500	295,060	1,344	-	296,404	10%
Power house generator	40,000	-	40,000	34,071	593	-	34,664	10%
Telephone installation & instruments	108,200	-	108,200	91,677	1,652	-	93,329	10%
Factory tools and equipment	115,205	-	115,205	97,252	1,795	-	99,047	10%
Furniture fixture and equipment	3,183	-	3,183	2,653	53	-	2,706	10%
Electrical installation	388,116	-	388,116	248,936	13,918	-	262,854	10%
Sales & measuring equipment	8,000	-	8,000	4,556	344	-	4,900	10%
Vehicles	195,000	-	195,000	194,781	44	-	194,825	20%
<b>June 30, 2022</b>	<b>297,658,638</b>	<b>-</b>	<b>297,658,638</b>	<b>138,557,020</b>	<b>14,555,683</b>	<b>-</b>	<b>153,112,703</b>	
							<b>144,545,935</b>	

4.1.1 Lease hold land and building on leasehold land having total area of 10.6 acres is situated at Plot no. C-1 Winder Industries Estate, Sector C, Distt Lasbella Balochistan.

4.1.2 On June 30, 2021, the Company revalued its leasehold land and plant & machinery from Pakistan Bankers Association's (PBA) approved independent professional valuator, M/s M.Y.K. Associates (Private) Limited. The revaluation resulted in net surplus amounting to Rs. 816,745 (June 30, 2020: nil) determined on the basis of forced sale value.

4.1.3 During the year, there are no additions or disposal in property, plant and equipment. (June 30, 2021: nil)



June 30, 2022      June 30, 2021  
---- (Rupees) ----

2,969,450	2,969,450
12,170,500	13,522,777
18,686,561	20,762,846
<u>33,826,511</u>	<u>37,255,073</u>

Had there been no revaluation, the carrying amount of the revalued assets would have been as follows:

Leasehold land  
Building on leasehold land  
Plant and machinery

The statement of operating fixed assets for the last year is as follows:

	Cost		Accumulated depreciation			W.D.V.		Depreciation rate per annum
	As at July 01, 2020	Revaluation	As at June 30, 2021	As at July 01, 2020	Charge for the year	Revaluation adjustment	As at June 30, 2021	
Leasehold land	13,545,000	-	13,545,000	-	-	-	13,545,000	-
Building on leasehold land	161,045,700	13,833,419	174,879,119	59,507,160	10,153,854	5,983,705	99,234,400	10%
Plant and machinery	124,546,171	(16,477,856)	108,068,315	65,481,761	5,906,441	(9,444,887)	46,125,000	10%
Hut at Sandspit (leasehold)	308,500	-	308,500	293,567	1,493	-	13,440	10%
Power house generator	40,000	-	40,000	33,412	659	-	5,929	10%
Telephone installation & instruments	108,200	-	108,200	89,841	1,836	-	16,523	10%
Factory tools and equipment	115,205	-	115,205	95,257	1,995	-	17,953	10%
Furniture fixture and equipment	3,183	-	3,183	2,594	59	-	530	10%
Electrical installation	388,116	-	388,116	233,471	15,465	-	139,180	10%
Sales & measuring equipment	8,000	-	8,000	4,173	383	-	3,444	10%
Vehicles	195,000	-	195,000	194,726	55	-	219	20%
<b>June 30, 2020</b>	<b>300,303,075</b>	<b>(2,644,437)</b>	<b>297,658,638</b>	<b>125,935,962</b>	<b>16,082,240</b>	<b>(3,461,182)</b>	<b>138,557,020</b>	<b>159,101,618</b>

*Signature*



	June 30, 2022	June 30, 2021
	----- (Rupees) -----	
<b>5. LONG TERM DEPOSIT</b>		
- At realisable value		
Deposit with Central Depository Company	25,000	25,000
<b>6. BANK BALANCE</b>		
- At realisable value		
Cash at bank - in current account	26,928	48,722
<b>7. SHARE CAPITAL AND RESERVES</b>		
<b>Authorised share capital</b>		
15,000,000 ordinary shares of Rs. 10/- each	150,000,000	150,000,000
<b>Issued, subscribed and paid up capital</b>		
12,123,700 ordinary shares of Rs.10/- each issued for cash	121,237,000	121,237,000
<b>7.1</b> As at reporting date, chief executive officer, directors and their spouses held 57.70% (2021: 57.70%) and the balance of 42.30% (2021: 42.30%) are held by individuals and others.		
<b>7.2</b> All ordinary shares rank equally with regard to residual assets of the Company. The ordinary shareholders are entitled to receive all distributions including dividends and other entitlements in the form of bonus and right shares as and when declared by the Company. Voting rights, board selection, right of first refusal and block voting are in proportion to shareholding.		
	Note	
	June 30, 2022	June 30, 2021
	----- (Rupees) -----	
<b>8. SURPLUS ON REVALUATION OF PROPERTY, PLANT AND EQUIPMENT</b>		
Opening balance	59,428,287	67,546,452
Revaluation surplus arising during the year	-	579,889
Transferred to retained earnings in respect of incremental depreciation charged during the year- net of deferred tax	8.1 (7,886,238)	(8,698,054)
	51,542,049	59,428,287
<b>8.1 Movement in revaluation surplus</b>		
Opening balance	81,266,886	92,700,922
Revaluation surplus arising during the year	-	816,745
Transferred to retained earnings in respect of incremental depreciation charged during the year- net of deferred tax	(7,886,238)	(8,698,054)
Related deferred tax of incremental depreciation charged during th year	(3,221,139)	(3,552,727)
	70,159,509	81,266,886
<b>Related deferred tax</b>		
Opening balance	21,838,599	25,154,470
Deferred tax arising on revaluation	-	236,856
Tax effect on incremental depreciation transferred to retained earnings	(3,221,139)	(3,552,727)
	18,617,460	21,838,599
	51,542,049	59,428,287



- 8.1.1 The revaluation surplus on property, plant & equipment is not available for distribution to the shareholders in accordance with section 241 of the Companies Act, 2017.

	June 30, 2022	June 30, 2021
Note ----- (Rupees) -----		
<b>9. DEFERRED TAXATION</b>		
Liability/(asset) balances arising in respect of:		
Accelerated tax depreciation	-	-
Accumulated tax losses and available tax credit		(43,097,673)
Deferred tax asset	-	(43,097,673)
Deferred tax asset not recognised	9.1 -	43,097,673
Deferred tax liability in respect of		
Revaluation net of related depreciation	18,617,460	21,838,599
	<u>18,617,460</u>	<u>21,838,599</u>

- 9.1 Deferred tax asset amounting to Rs. 7.795 million (2021: Rs 43.097 million) has not been recognised in these financial statements as future taxable profits are not expected to be available against which the assets can be utilized due to factor mentioned in note 1.2 of these financial statements.

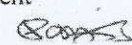
	June 30, 2022	June 30, 2021
Note ----- (Rupees) -----		
<b>10. LOAN FROM RELATED PARTIES</b>		
- At settlement amount		
Unsecured - interest free	10.1 <u>235,351,608</u>	<u>233,113,014</u>
<b>10.1 Related parties</b>		
Hassan Ali Rice Export Company.	214,803,333	212,564,740
Syndicate Minerals Export	20,548,275	20,548,274
	<u>235,351,608</u>	<u>233,113,014</u>

This represents unsecured, interest free balances due to related parties of the Company which are repayable on demand. These were obtained for working capital purpose. Maximum amount outstanding calculated with reference to month end balances is Rs. 235.351 million (2021: Rs. 233.113 million).

	June 30, 2022	June 30, 2021
----- (Rupees) -----		
<b>11. ACCRUED LIABILITIES</b>		
- At settlement amount		
Accrued expenses	<u>918,050</u>	<u>554,091</u>

## 12. CONTINGENCIES AND COMMITMENTS

- 12.1 Their were no contingencies and commitments as at June 30, 2022 other than those disclosed in note 1.2 to the financial statements which states that the Company's appeal has been refused by the Commission against order passed by Securities and Exchange Commission (SECP) dated March 20, 2019 which granted sanction to the Registrar, Company Registration Office (CRO), Karachi, to present





winding up petition against the Company before the Court. The matter is currently pending adjudication, however, the management and its legal advisor are of the view that they have a strong case against the said order and management will be able to revive the operations of the Company in coming years.

		June 30, 2022	June 30, 2021
	Note	----- (Rupees) -----	
<b>13. ADMINISTRATIVE AND GENERAL EXPENSES</b>			
Salaries and benefits		891,610	885,000
Depreciation expense	4.1	14,555,683	16,082,240
Rent, rates and taxes		215,000	215,000
Fees and subscription		1,186,089	515,499
Printing and stationery		26,560	-
Legal charges		130,000	80,000
Auditor's remuneration	13.1	425,000	275,000
Postage and telegram		4,780	-
Others		75,460	132,615
		<u>17,510,182</u>	<u>18,185,354</u>

**13.1 Auditor's remuneration**

Annual audit fee	275,000	230,000
Fee for half yearly review, Code of Corporate Governance and other certification in the capacity of external auditor	150,000	45,000
	<u>425,000</u>	<u>275,000</u>

**14. TAXATION**

Deferred tax income	3,221,139	3,552,727
	<u>3,221,139</u>	<u>3,552,727</u>

14.1 The income tax returns of the Company has been filed upto the tax year 2021 with the income tax department and the assessments of the Company have been finalized upto and including the tax year 2021. However, the commissioner of income tax may at any time during a period of five years from the date of filling of return may select the deemed assessment for audit.

14.2 Due to non-operational status of the Company as fully mentioned in note 1.2 to the financial statements, no provision for has been made in these financial statements.

	June 30, 2022	June 30, 2021
	----- (Rupees) -----	
<b>15. LOSS PER SHARE - BASIC &amp; DILUTED</b>		
Loss after tax for the year	(14,290,711)	(14,633,645)
Weighted average number of shares	12,123,700	12,123,700
Loss per share (Rupees) - basic & diluted	<u>(1.18)</u>	<u>(1.21)</u>



	June 30, 2022	June 30, 2021
	----- (Rupees) -----	
<b>16. PLANT CAPACITY &amp; PRODUCTION</b>		
<b>Particulars</b>		
Actual production converted to 20 count	-	-
Attainable capacity (in million kgs)	6,152	6,152
Number of spindles installed	22,848	22,848
Worked during the year	-	-
Number of shifts worked during the year	-	-

**17. REASON FOR SUSPENSION OF PRODUCTION**

The production remained suspended during the current reporting period as fully explained in note 1.2 to these financial statements.

**18. REMUNERATION OF THE CHIEF EXECUTIVE OFFICER, DIRECTORS AND EXECUTIVES**

- 18.1 No remuneration or benefit has been paid to chief executive officer and directors of the Company during the year (2021: nil). There were no executives of the Company during the year.

	June 30, 2022	June 30, 2021
	----- (Rupees) -----	
<b>19 FINANCIAL INSTRUMENTS BY CATEGORY</b>		
<b>Financial assets at amortised cost</b>		
Long-term deposit	25,000	25,000
Bank balance	26,928	48,722
	<u>51,928</u>	<u>73,722</u>
<b>Financial liabilities at amortised cost</b>		
Loan from related parties	235,351,608	233,113,014
Trade and other payables	-	69,376
Accrued liabilities	918,050	554,091
	<u>236,269,658</u>	<u>233,736,481</u>





**19.1 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

Due to limited activities and non-operational status the Company as refer to in note 1.2 to the financial statements, the Company is exposed to limited financial risks i.e. market risk, credit risk and liquidity risk. The Board of Directors supervises the overall risk management approach within the Company which managed through monitoring and controlling activities primarily set-up to be performed based on limits established by the management.

**19.1.1 Market risk**

Market risk is the risk that fair value of future cash flows will fluctuate because of changes in market variables such as interest rates, foreign exchange rates and equity prices. Due to the non-operational status and limited number of activities, the Company is not exposed to such risks as at reporting date.

**19.1.2 Credit risk**

Credit risk is the risk that counterparty will cause a financial loss to the Company by failing to discharge its obligations. As at reporting date, the Company is mainly exposed to such immaterial credit risk arising from long-term deposits and balance placed with bank. The credit quality of financial asset placed with bank can be assessed with reference to external credit rating which is as follows:

	June 30, 2022	June 30, 2021
	(Rupees)	
<b>Bank balances</b>		
AA+	26,928	48,722
	<u>26,928</u>	<u>48,722</u>

**19.1.3 Liquidity risk**

Liquidity risk represents the risk that the Company will encounter difficulties in meeting obligations associated with its financial liabilities. Due to non-operational status of the Company, the Company is required to make payments in respect of certain general nature of expenditures. The Company arranges funds as and when these liabilities become due in normal course of business and discharge them accordingly.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

	On demand	Less than 3 months	Greater than 1 years	Total
	(Rupees)			
Loan from related parties	235,351,608	-	-	235,351,608
Trade and other payables	-	1,196	-	1,196
Accrued liabilities	-	918,050	-	918,050
<b>June 30, 2022</b>	<u>235,351,608</u>	<u>919,246</u>	<u>-</u>	<u>236,270,854</u>
	(Rupees)			
Loan from related parties	233,113,014	-	-	233,113,014
Trade and other payables	-	69,376	-	69,376
Accrued liabilities	-	554,091	-	554,091
<b>June 30, 2021</b>	<u>233,113,014</u>	<u>623,467</u>	<u>-</u>	<u>233,736,481</u>



**19.1.4 Fair value of financial instruments**

When measuring fair value, the objective is to estimate the price at which an orderly transaction to sell an asset or to transfer a liability would take place between market participant at the measurement date under current market condition.

As mentioned in note 1.2 to the financial statements, due to the non operational status of the Company, these financial statements are prepared on a basis other than going concern, hence, the assets and liabilities are measured using approximate realisable / settlement values.

With respect to valuation property, plant and equipment, these were last revalued as at June 30, 2021. The fair valuation of these assets are considered to represent a level 3 valuation based on significant non-observable inputs being the location and condition of the assets.

**20. TRANSACTION WITH RELATED PARTIES**

The related parties include entities having directors in common with the Company, major shareholders of the Company, directors and key management personnel.

Transactions with related parties, other than those disclosed elsewhere in the financial statements are as under:

		June 30, 2022	June 30, 2021
		-----	-----
(Rupees )			
Relationship: Common directorship			
Name	Nature of transaction		
Hassan Ali Rice	Fund received for salaries		
Export Company	and expenses	2,238,594	6,785,475

- 20.1 Balances outstanding with related parties have been disclosed in the respective notes to the financial statements.

**21. NUMBER OF EMPLOYEES**

The numbers of employees as at June 30, 2022 were 5 (2021: 6) and average number of employees during the year were 6 (2021: 6).

**22. AUTHORISATION FOR ISSUE**

These financial statements were authorised for issue on 04 OCT 2022 by the board of directors of the Company.

**23. GENERAL**

Figures in these financial statements have been rounded off to the nearest rupees, unless otherwise stated.



CHIEF EXECUTIVE OFFICER



CHIEF FINANCIAL OFFICER



DIRECTOR



# LANDMARK SPINNING INDUSTRIES LIMITED

## PATTERN OF SHAREHOLDING AS AT JUNE 30, 2022

S/NO	NUMBER OF SHAREHOLDER	SHAREHOLDING BOUNDARIES	NOS. OF SHAREHELD
1	184	1	2,158
2	229	101	115,182
3	17	501	18,650
4	19	1,001	54,437
5	13	5,001	102,500
6	4	10,001	53,300
7	3	15,001	55,000
8	1	20,001	22,000
9	3	25,001	94,500
10	1	35,001	40,952
11	1	45,001	45,780
12	1	50,001	56,000
13	2	60,001	262,500
14	1	65,001	100,000
15	1	100,001	177,437
16	1	180,001	244,000
17	2	245,001	491,860
18	1	1,970,001	1,972,300
19	1	1,975,001	2,001,305
20	2	2,005,001	2,242,879
21	1	2,245,001	3,970,960
	488		12,123,700

CATEGORIES OF SHAREHOLDERS	NOS. OF SHAREHOLDERS	NOS. OF SHAREHELD	PERCENTAGE OF SHAREHELD
INSURANCE COMPANIES	1	4000	0.03
JOINT STOCK COMPANIES	3	29,001	0.24
BANK & FINANCIAL INSTITUTIONS	4	4,003,711	33.02
DIRECTORS, CEO, THEIR SPOUSES & MINOR CHILDREN	10	6,994,344	57.69
INDIVIDUAL	467	872,818	7.20
MUTUAL FUNDS	1	177,437	1.46
OTHERS	2	42,389	0.35
TOTAL	488	12,123,700	100



# LANDMARK SPINNING INDUSTRIES LIMITED

## Details of Categories of Shareholders As At June 30, 2022

	NUMBER OF SHAREHOLDERS	SHARE HELD
BANK & FINANCIAL INSTITUTIONS	4	4,003,711
JOINT STOCK COMPANIES	3	29,001
INSURANCE COMPANIES	1	4,000
MUTUAL FUNDS	1	177,437
<b>DIRECTORS, CEO THEIR SPOUSES AND MINOR CHILDREN</b>		
Mr. Nizam Akber Ali Hashwani	Director	1,972,300
Mr. Amin Haswani	Director	2,001,305
Mr. Abdullah Hashwani	Director	2,242,879
Mrs. Sultana Akbar Husain	Director	245,930
Mrs. Shahrina Khawaja Hashwani	Director	244,000
Mr. Muhammad Ameen	Director	500
Syed Raza Abbas Jaffery	Director (Represent NBP-Trustee Dept)	-
		<b>6,706,914</b>
Shares held by Relatives & Associates	4	287,430
INDIVIDUALS	467	872,818
OTHERS	<u>2</u>	<u>42,389</u>
	<b>488</b>	<b>12,123,700</b>

## Shareholders Holding 10% or More Voting Interest in the Company As At June 30, 2022

	Shares Hold	Percentage
Mr. Amin Hashwani	Director	2,001,305
Mr. Abdullah Hashwani	Director	2,242,879
Mr. Nizam Akber Ali Hashwani	Director	1,972,300
National Bank of Pakistan (Formerly Mehran Bank Ltd.)		3,970,960
		16.50
		18.50
		16.27
		32.75



# LANDMARK SPINNING INDUSTRIES LIMITED

## Form of Proxy 31st Annual General Meeting LANDMARK SPINNING INDUSTRIES LIMITED

I/We.....  
of .....  
a member(s) of LANDMARK SPINNING INDUSTRIES LIMITED and holder of .....  
ordinary share, do hereby appoint.....  
of .....  
or failing him .....  
of.....

a member of LANDMARK SPINNING INDUSTRIES LIMITED, vide Registered Folio No.....  
as my/our proxy to act on my/our behalf at 30th Annual General Meeting of the Company to be held on 27th October  
2022 at 03:30 p.m. at 1st Floor, Cotton Exchange Building, I.I. Chundrigar Road, Karachi.

Signed this .....day of .....2022

Signature.....

Name .....

Address .....

CNIC/Passport No.....

Affix Five  
Rupees  
Revenue  
Stamp

(Signature should agree with the specimen signature registered with the Company)

### NOTES:

1. No proxy shall be valid unless it is duly stamped with a revenue stamp worth Five Rupees.
2. In the case of Bank or Company, the proxy form must be executed under its Common seal and signed by its authorized person.
3. If this proxy form is signed under a Power of attorney or their authority then a notarially copy of that power of attorney/authority must be deposited alongwith this proxy form.
4. This form of proxy duly completed must be deposited at the Registered Office of the Company at least 48 hours before the time of holding the meeting.



پراکسی فارم  
31 واں سالانہ جنرل میٹنگ  
لینڈ مارک اسپننگ انڈسٹریز لمیٹڈ

.....  
.....  
..... میں / ہم .....  
.....  
..... کے .....  
.....  
..... لینڈ مارک اسپننگ انڈسٹریز لمیٹڈ کا ممبر اور آرڈنری شیئر .....  
.....  
..... بولٹر، نامزدگی برائے .....  
.....  
..... کا .....  
.....  
..... لینڈ مارک اسپننگ انڈسٹریز لمیٹڈ کا ممبر رجسٹرڈ فولیو ن .....  
.....

31 واں سالانہ جنرل میٹنگ برائے کمیٹی جو 27 اکتوبر 2022 کو دوپہر 03:30 بجے بمقام پہلی منزل کائن ایکسچینج بلڈنگ آئی آئی چندریگر روڈ کراچی کے پراکسی عمل کا حقدار  
دن ..... ماہ ..... 2022

نام .....  
..... دستخط .....  
..... پتہ .....

آویزہ چسپاں کریں  
پانچ روپے  
کارسیدی  
ٹکٹ

..... پاسپورٹ یا قومی شناختی کارڈ نمبر .....

آپکی دستخط کمپنی میں موجود رجسٹرڈ دستخط کی طرح ہونی چاہیے۔

نوٹ

- 1۔ پراکسی اس وقت تک قابل قبول نہ ہوگی جب تک اس میں 5 روپے کارسیدی ٹکٹ نہ ہوگا۔
- 2۔ بینک یا کمپنی کی صورت میں پراکسی فارم پریسل اور منظور شدہ دستخط لازم ہے۔
- 3۔ اگر پراکسی فارم پاور آف اٹارنی کے ذریعے پیش کرتے وقت پاور آف اٹارنی پراکسی کے ساتھ منسلک کیا جائے۔
- 4۔ پراکسی فارم کو میٹنگ سے 48 گھنٹے پہلے مکمل کر کے رجسٹرڈ آفس میں جمع کروایا جائے۔



## لینڈ مارک اسپننگ انڈسٹریز لمیٹڈ ڈائریکٹرز کی رپورٹ

ڈائریکٹرز 30 جون 2022 کو ختم ہونے والے سال کے لیے کمپنی کے آڈٹ شدہ مالیاتی گوشواروں کے ساتھ اپنی رپورٹ پیش کرتے ہوئے خوش ہیں۔

ڈائریکٹرز کی رپورٹ کمپنیز ایکٹ 2017 کے سیکشن 227 اور لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، 2019 کے مطابق تیار کی گئی ہے اور اسے کمپنی کے 31 ویں سالانہ جنرل میٹنگ میں شیئر ہولڈرز کو پیش کیا جائے گا۔ 27 اکتوبر 2022 کو منعقد ہوا۔

### مالیاتی جھلکیاں

30 جون 2022 اور 30 جون 2021 کو ختم ہونے والے سال کے لیے آپ کی کمپنی کی تقابلی مالی جھلکیاں حسب ذیل ہیں:

Particular	2022	2021
براہ راست لاگت	0	0
انتظامی اور عمومی اخراجات	(17,512)	(18,186)
ٹیکس سے پہلے سال کے لیے (نقصان)	(17,512)	(18,186)
ٹیکسیشن- موخر	3,221	3,553
سال کے لیے نقصان	(14,291)	(14,634)
دیگر جامع آمدنی		
جائیداد، پلانٹ اور آلات کی دوبارہ تشخیص سرپلس	0	817
متعلقہ ٹیکس	0	(237)
کل جامع نقصان	(14,291)	(14,054)
بنیادی نقصان فی شیئر	(1.18)	(1.21)

آگے بڑھنے والے نقصانات کے پیش نظر، ڈائریکٹرز نے 30 جون 2022 کو ختم ہونے والے سال کے لیے شیئر ہولڈرز کو کسی بھی منافع کی سفارش نہیں کی ہے۔

### فی شیئر آمدنی

30 جون 2022 کو ختم ہونے والے سال کے لیے فی شیئر آمدنی روپے ہے۔ (1.18) [30 جون 2021 روپے۔ (1.21)۔

### مادی تبدیلیاں

30 جون 2022 کے بعد سے کوئی مادی تبدیلیاں نہیں ہوئی ہیں اور کمپنی نے کوئی ایسا عہد نہیں کیا ہے جس سے اس تاریخ کو اس کی مالی حالت متاثر ہو۔

### کارکردگی کا جائزہ

سال کے دوران کوئی آپریشنل سرگرمی نہیں ہوئی۔ سال کے لیے نقصان بنیادی طور پر انتظامی اخراجات، زمینی کرایہ، PSX/ CDC کی فیس، اور فرسودگی کی وجہ سے تھا۔



آپ کی کمپنی نے روپے کے ٹیکس کے بعد خالص نقصان کو برقرار رکھا ہے۔ 30 جون 2022 کو ختم ہونے والے سال میں (14,291) ملین روپے ٹیکس کے بعد کے نقصان کے مقابلے میں۔ اسی مدت میں (14,054) ملین۔

آپ کی کمپنی کی انتظامیہ ٹھوس کوششیں کر رہی ہے اور حصص یافتگان کے بہترین مفاد میں بہتر کارکردگی کے حصول کے لیے کوششیں جاری رکھے ہوئے ہے۔

#### مستقبل کا منصوبہ

کمپنی Liven Pharmaceuticals (Pvt.) Ltd (جیسا کہ ضوابط 5.22 میں بیان کیا گیا ہے) کے ساتھ ایک آپریٹنگ غیر فہرست شدہ کمپنی (جیسا کہ ضابطہ 5.1.1 (e) ("آپریٹنگ کمپنی") میں بیان کیا گیا ہے) کے ساتھ ریورس انضمام کے عمل میں ہے اور اس کے بعد، اس طرح کے ریورس انضمام کے بعد کمپنی ضم شدہ کمپنی کے طور پر کام شروع کرے گی اور پاکستان اسٹاک ایکسچینج نے بھی کمپنی کی تصدیق کی ہے کہ ہماری کمپنی "لسٹڈ شیل کمپنی" کی تعریف میں آتی ہے اور فی الحال ضمیمہ 2- کے حوالے سے اپنے خط میں پاکستان اسٹاک ایکسچینج رول بک کے باب 5 تک کمپنی کی طرف سے اس میں تجویز کردہ تمام دستاویزات کی وصولی کی تصدیق کی گئی ہے۔

سندھ ہائی کورٹ کراچی میں اسکیم آف اریجنمنٹ کی منظوری کے لیے ایک مشترکہ درخواست دائر کی گئی تھی اور اس معزز ہائی کورٹ کے حکم کے مطابق دونوں کمپنیوں نے ایکسٹرا آرڈینری جنرل میٹنگ کا انعقاد کیا جیسا کہ بورڈ آف ڈائریکٹرز نے اپنی میٹنگ میں تجویز کیا تھا۔ M/s کے انضمام کے ذریعے انضمام۔ Liven Pharmaceuticals (Pvt.) Ltd. اپنے تمام متعلقہ اثاثوں اور ذمہ داریوں کے ساتھ، اسکیم کے مطابق بالترتیب Liven Pharmaceuticals (Pvt.) Ltd. کے سینئر ہولڈرز کو کمپنی کے عام حصص جاری کرنے کے بدلے میں ترتیب کے۔ اس کے نتیجے میں M/s کو سمیٹے بغیر تحلیل ہو جائے گا۔ Liven Pharmaceuticals (Pvt.) Ltd. اور زندہ بچ جانے والی ہستی یعنی کمپنی کا نام بدل کر M/s رکھا جائے گا۔ لیوین فارما لمیٹڈ۔ میٹنگ میں موجود سینئر ہولڈرز نے متفقہ طور پر قرارداد کو منظور کیا، منظور کیا اور اس سے اتفاق کیا۔

ایگزیکٹو ڈائریکٹر، کارپوریٹ سپرویزن ڈیپارٹمنٹ سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کو پہلے ہی ایک خط لکھا جا چکا ہے جس میں بتایا گیا ہے کہ کمپنی ایک آپریٹنگ ان لسٹڈ کمپنی (جیسا کہ ریگولیشن 5.1.1 (ای) میں بیان کی گئی ہے) کے ساتھ ریورس انضمام کرنے کے عمل میں ہے۔ ("آپریٹنگ کمپنی") اور اس کے بعد، اس طرح کے ریورس انضمام کے بعد، کمپنی ضم شدہ کمپنی کے طور پر کام شروع کرے گی، اس لیے، مذکورہ آرڈر کو واپس لینے اور اس طرح کی کارروائیوں کو روکنے اور PSX کو اس طرح کی واپسی کے بارے میں مطلع کرنے کے لیے ضروری ہدایات دینے کی درخواست کی، کمپنی کو مذکورہ انضمام کی روشنی میں اپنے کاروباری کام دوبارہ شروع کرنے کی اجازت دینے کے لیے

#### انسانی وسائل کی ترقی

ہم اپنے ملازمین کو مارکیٹ کے چیلنجوں کا مؤثر طریقے سے سامنا کرنے کے لیے کاشت اور حوصلہ افزائی کرنے میں سرمایہ کاری کرتے ہیں۔ ہم ملازمین کو ملازمت کی ضروری تربیت فراہم کرتے ہیں تاکہ وہ اپنے کاموں کو مؤثر طریقے سے انجام دینے کے لیے ضروری علم اور ہنر حاصل کریں۔ محکمہ کے سربراہ ملازمین/افسران کو تربیت دیتے ہیں۔

#### کارپوریٹ سماجی ذمہ داری

لینڈ مارک اسپننگ انڈسٹریز لمیٹڈ ایک ذمہ دار کارپوریٹ شہری کے طور پر اپنا کردار ادا کرنے کے لیے پوری طرح پرعزم ہے اور مصنوعی روشنی کے غیر ضروری استعمال کو محدود کرنے، تمباکو کنٹرول کے قانون اور "نو سموکنگ زون" کے نفاذ کے ذریعے توانائی کے تحفظ، ماحولیات کے تحفظ اور پیشہ ورانہ حفاظت اور صحت کے ذریعے اپنی ذمہ داری پوری کرتا ہے۔ اور ایک محفوظ اور صحت مند کام کا ماحول فراہم کرنا۔

کمپنی نے روپے کا تعاون کیا۔ سال کے دوران قومی خزانے کو 79,540 بالواسطہ اور بالواسطہ ٹیکسوں اور دیگر لازمی شراکتوں کی شکل میں۔

#### بیرونی آڈٹ

بورڈ آڈٹ کمیٹی کی سفارش پر بورڈ نے میسرز کی دوبارہ تقرری کی تجویز دی ہے۔ Parker Russell-A.J.S. سال 2023 کے لیے بیرونی آڈیٹرز کے طور پر چارٹرڈ اکاؤنٹنٹس، اگلے سالانہ جنرل میٹنگ کے اختتام تک۔



## اندرونی آڈٹ

کمپنی کا بورڈ انتظامیہ کی تمام سطحوں کی خدمت کے طور پر اندرونی آڈٹ ڈیپارٹمنٹ کی سرگرمیوں کی قریب سے پیروی کرتا ہے۔ خود مختار اندرونی آڈٹ ڈیپارٹمنٹ کا بنیادی مقصد بورڈ اور انتظامیہ کو معقول یقین دہانی کرانا ہے کہ اندرونی کنٹرول کے موجودہ نظام کافی ہیں اور تسلی بخش طریقے سے کام کر رہے ہیں۔ ایک اندرونی آڈٹ ڈیپارٹمنٹ کے طور پر کمپنی کے آپریشنز میں اہمیت کا اضافہ ہوتا ہے، بہتر آپریشنل کارکردگی کے لیے تجاویز اور سفارشات پیش کرتا ہے۔

## کارپوریٹ اور مالیاتی رپورٹنگ فریم ورک کا بیان:

وہاں بنائے گئے کارپوریٹ قوانین، قواعد و ضوابط کمپنی کے بورڈ آف ڈائریکٹرز کے مجموعی افعال کو بیان کرتے ہیں۔ بورڈ اپنی کارپوریٹ ذمہ داریوں سے پوری طرح آگاہ ہے جو لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، 2019 کے تحت تصور کیے گئے ہیں، جو کہ سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے ذریعہ تجویز کیے گئے ہیں اور اسٹاک ایکسچینجز نے تمام لسٹڈ کمپنیوں کے لیے اختیار کیے ہیں، اور اس بات کی تصدیق کرتے ہوئے خوشی ہوئی ہے کہ:

1. کمپنی کی طرف سے تیار کردہ مالیاتی بیانات، اس کے معاملات کی منصفانہ حالت، اس کے آپریشنز، نقد بہاؤ اور ایکویٹی میں تبدیلیوں کا نتیجہ پیش کرتے ہیں۔

2. کمپنی نے اکاؤنٹس کی مناسب کتابیں کمپنی ایکٹ، 2017 کے تحت ضرورت کے مطابق برقرار رکھی ہیں۔

3. کمپنی نے مالی بیانات کی تیاری میں مسلسل مناسب اکاؤنٹنگ پالیسیوں پر عمل کیا ہے۔ تبدیلیاں جہاں بھی کی گئی ہیں، مناسب طریقے سے ظاہر کی گئی ہیں اور حساب کتاب کے تخمینے سمجھدار اور معقول فیصلے کی بنیاد پر ہیں۔

4. بین الاقوامی اکاؤنٹنگ معیارات (IAS) اور بین الاقوامی مالیاتی رپورٹنگ معیارات (IFRS) جیسا کہ پاکستان میں لاگو ہوتا ہے، مالی بیانات کی تیاری اور اس سے کسی بھی روانگی، اگر کوئی ہو، مناسب طریقے سے ظاہر کیا گیا ہے۔

5. اندرونی کنٹرول کا نظام ڈیزائن میں درست ہے اور اس کی مؤثر طریقے سے پیروی اور نگرانی کی گئی ہے۔ اس طرح کا نظام مقاصد کے حصول میں ناکامی کے خطرے کو ختم کرنے کے بجائے اسے سنبھالنے کے لیے بنایا گیا ہے، اور اس کی نوعیت مادی غلط بیانی یا نقصان کے خلاف صرف معقول، اور مطلق نہیں، یقین دہانی فراہم کر سکتی ہے۔ بورڈ نے داخلی کنٹرول کے نظام کی تاثیر کا جائزہ لینے کے لیے جو طریقہ استعمال کیا ہے، اس کے ساتھ ساتھ، درج ذیل شامل ہیں:

- ایک بورڈ آڈٹ کمیٹی (بی اے سی) اپنی جگہ پر ہے۔ یہ کمپنی کے اندرونی آڈٹ ڈیپارٹمنٹ کی طرف سے اختیار کردہ نقطہ نظر اور بیرونی آڈیٹرز کے دائرہ کار اور تعلقات کا جائزہ لیتا ہے۔ یہ داخلی آڈٹ ڈیپارٹمنٹ اور بیرونی آڈیٹرز سے داخلی کنٹرول کے نظام اور کسی بھی مادی کمزوریوں کی رپورٹس بھی وصول کرتا ہے جن کی نشاندہی کی گئی ہے۔ مزید، بی اے سی متعلقہ ایگزیکٹوز کے ساتھ تشویش کے علاقوں میں کئے جانے والے اقدامات پر تبادلہ خیال کرتا ہے۔ بی اے سی تین ارکان پر مشتمل ہے۔ بی اے سی کا چیئرمین ایک آزاد ڈائریکٹر ہے اور بی اے سی کے دیگر تمام ممبران نان ایگزیکٹو ڈائریکٹر ہیں۔ سال 2020 - 2021 کے دوران، بی اے سی کی چار میٹنگز ہر سہ ماہی میں ایک کے ساتھ منعقد ہوئیں اور حاضری مندرجہ ذیل تھی۔

## ملاقاتوں کی تعداد شرکت کی

## ممبر کا نام

4

جناب محمد امین (چیئرمین)

4

جناب عبداللہ ہاشوائی۔

3

مسز شہرینہ خواجہ ہاشوائی

اجلاس میں شرکت نہ کرنے والے ممبران کو غیر حاضری کی اجازت دے دی گئی۔



• ایک تنظیمی ڈھانچہ قائم کیا گیا ہے ، جو مواصلات کی واضح لائنوں اور ذمہ داری اور احتساب کے وفد کے ساتھ اتھارٹی کے درجے کی سطح کی حمایت کرتا ہے۔

• سالانہ بجٹ سازی اور اسٹریٹجک منصوبہ بندی کا عمل ہے۔ مالی پیش گوئیاں تیار کی جاتی ہیں اور سال کے دوران ان حکمت عملیوں کا جائزہ لیا جاتا ہے تاکہ کاروباری ماحول میں نمایاں تبدیلیاں آئیں۔

6. مالیاتی بیان گونگ کنسرن کے علاوہ اکاؤنٹس 1.2 اور 2 کے نوٹس میں نمایاں کردہ بنیادوں پر تیار کیا گیا ہے۔  
7. آپ کی کمپنی کے ڈائریکٹرز کو لگتا ہے کہ مستقبل کی ترقی کے لیے سرمائے کا تحفظ بہت ضروری ہے ، اس لیے موجودہ سال کے لیے کوئی منافع کا اعلان نہیں کیا گیا۔

8. کمپنی نے لسٹڈ کمپنیوں (کوڈ آف کارپوریٹ گورننس) ریگولیشنز ، 2019 کے بہترین طریقوں پر عمل کیا ہے اور وہاں سے کوئی مادی روانگی نہیں ہے۔

9. پچھلے چھ سالوں کا کلیدی آپریٹنگ اور مالیاتی ڈیٹا اس رپورٹ کے ساتھ منسلک ہے۔

10. متعلقہ فریقوں کے لین دین کو بورڈ آڈٹ کمیٹی اور بورڈ آف ڈائریکٹرز منظور یا منظور کرتے ہیں۔

11. سرمایہ کاری / ڈس انویسٹمنٹ ، پالیسیوں میں تبدیلی سے متعلق تمام بڑے فیصلے بورڈ آف ڈائریکٹرز کرتے ہیں۔

12. سی ای او ، سی ایف او اور کمپنی سیکرٹری اور داخلی آڈٹ کے سربراہ کی تقرری ، اور معاوضے کو ٹھیک کرنے یا تبدیل کرنے کے بارے میں فیصلے بورڈ کے ذریعہ منظور اور منظور کیے جاتے ہیں۔

13. بقایا ٹیکس اور ڈیوٹیز مالی بیانات میں دی گئی ہیں۔

### بورڈ آف ڈائریکٹرز

#### چیئرمین کا کردار

چیئرمین بورڈ آف ڈائریکٹرز کی قیادت کرتا ہے ، گروپ کی نمائندگی کرتا ہے اور بورڈ اور اسٹیک ہولڈرز کی جانب سے گروپ کے مجموعی نگران کے طور پر کام کرتا ہے۔ بورڈ کی تاثیر کو یقینی بنانے کا ذمہ دار ، وہ مجموعی طور پر بورڈ کو کمپنی کی حکمت عملی اور مجموعی مقاصد کی ترقی اور تعین میں مکمل اور تعمیری کردار ادا کرنے کا اختیار دیتا ہے۔

#### جیف ایگزیکٹو آفیسر (سی ای او / ایم ڈی) کا کردار

سی ای او / ایم ڈی کمپنی کی طویل مدتی حکمت عملی پر عملدرآمد کے لیے ذمہ دار ہے جس کا مقصد شیئر ہولڈرز کی قدر پیدا کرنا ہے۔ سی ای او / ایم ڈی کمپنی کے مختصر اور طویل مدتی مقاصد / منصوبے کو پورا کرنے کے لیے روزانہ فیصلے لیتے ہیں۔ وہ بورڈ اور کمپنی مینجمنٹ کے درمیان براہ راست رابطہ کے طور پر کام کرتا ہے۔ وہ کمپنی کی جانب سے حصص یافتگان ، ملازمین ، سرکاری حکام ، دیگر اسٹیک ہولڈرز اور عوام سے بھی رابطہ کرتا ہے۔ سی ای او / ایم ڈی ایک ڈائریکٹر ، فیصلہ ساز اور رہنما کے طور پر کام کرتا ہے۔ بات چیت کرنے والے کے کردار میں بیرونی دنیا کے ساتھ تنظیم کا انتظام اور ملازمین شامل ہوتے ہیں۔ فیصلہ سازی کے کردار میں پالیسی اور حکمت عملی کے بارے میں اعلیٰ سطح کے فیصلے شامل ہیں۔ کمپنی کے لیڈر کی حیثیت سے ، وہ ملازمین کی حوصلہ افزائی کرتا ہے اور ان میں مطلوبہ جوش اور جذبہ پیدا کرتا ہے۔

بورڈ کی طرف سے مقرر کردہ نوکری کی تفصیل کے خلاف بورڈ کے ذریعہ سی ای او / ایم ڈی کی کارکردگی کی نگرانی اور جانچ کی جاتی ہے۔

#### بورڈ کی تشکیل

ڈائریکٹرز کی کل تعداد:

مرد: 5 اور عورت: 2۔

بورڈ آف ڈائریکٹرز میں سات ارکان ، دو نان ایگزیکٹو ڈائریکٹرز ، دو آزاد ڈائریکٹر اور ایک ایگزیکٹو ڈائریکٹر (جیف ایگزیکٹو آفیسر) شامل ہیں۔



زیر جائزہ سال کے دوران 5 میٹنگز منعقد کی گئیں اور ان میں شرکت کی گئی۔

اجلاسوں میں شرکت کی تعداد	میعاد کے دوران شرکت کرنے کے لائق میٹنگز کی تعداد	نام
5	5	جناب نظام علی ہاشوانی (چیئرمین)
5	5	جناب امین ہاشوانی (ایم ڈی اور چیف ایگزیکٹو آفیسر)
4	5	جناب عبداللہ ہاشوانی۔
5	5	سید رضا عباس جعفری۔
2	5	مسز سلطانہ اکبر حسین ہاشوانی۔
2	5	مسز شہرینہ خواجہ ہاشوانی۔
5	5	جناب محمد آمین۔

سال کے دوران کوئی خالی جگہ نہیں ہوئی۔

اجلاس میں شرکت نہ کرنے والے ڈائریکٹرز کو غیر حاضری کی اجازت دے دی گئی۔

#### بورڈ آف ڈائریکٹرز کا معاوضہ۔

کمپنی کے تمام ڈائریکٹرز آزاد اور نان ایگزیکٹو ڈائریکٹر ہیں سوائے سی ای او / ایم ڈی کے۔ منظور شدہ پالیسی کے مطابق ڈائریکٹرز کو بورڈ / کمیٹی کے اجلاسوں میں شرکت کے لیے معاوضہ دیا جاتا ہے۔

#### بورڈ کی کارکردگی کا جائزہ۔

لسٹڈ کمپنیوں (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، 2019 کے مطابق، بورڈ آف ڈائریکٹرز نے ایک متفقہ سوالنامے کے ذریعے خود جائزہ لینے کے طریقہ کار کو اپناتے ہوئے اپنی کارکردگی کا جائزہ لینے کے لیے ایک جامع طریقہ کار کی منظوری دی۔ وضع کردہ طریقہ کار بورڈ کے کام کرنے اور اس کی تاثیر کو بہتر بنانے کے ابھرتے ہوئے اور معروف رجحانات پر مبنی ہے۔ ہیومن ریسورس اینڈ ریمنریشن کمیٹی مجموعی طور پر بورڈ اور اس کی کمیٹیوں کی کارکردگی کا جائزہ لینے کے لیے باضابطہ عمل شروع کرے گی۔

#### بورڈ کمیٹی کے اجلاس

بورڈ نے موثر کنٹرول اور آپریشن کے لیے بورڈ کی سطح پر مختلف کمیٹیاں تشکیل دی ہیں۔

#### انسانی وسائل اور معاوضہ کمیٹی

سال 2022 کے دوران، انسانی وسائل اور معاوضہ کمیٹی کا ایک اجلاس منعقد ہوا اور حاضری مندرجہ ذیل تھی۔

#### حاضری

1	جناب محمد امین (چیئرمین)
1	جناب عبداللہ ہاشوانی۔
1	مسز شہرینہ خواجہ ہاشوانی۔

#### شینئر ہولڈنگ کا نمونہ۔

30 جون 2022 کو ختم ہونے والے سال کے لیے کمپنیز ایکٹ، 2017 کے سیکشن 227 کے تحت ضرورت کے مطابق شینئر ہولڈنگ کے پیٹرن کو ظاہر کرنے والا بیان اس رپورٹ کے ساتھ منسلک ہے۔

#### کمپنی کے حصص کی تجارت

کمپنی کے حصص میں کوئی ٹریڈنگ ڈائریکٹرز، سی ای او اور ایگزیکٹوز (ملازمین جن کی بنیادی تنخواہ 1.5 لاکھ روپے یا اس سے زیادہ ہے) یا ان کے میاں بیوی یا نابالغ بچے، اگر کوئی ہو تو نہیں کی گئی۔



لسٹڈ کمپنیوں (کوڈ آف کارپوریٹ گورننس) ریگولیشنز ، 2019 کی تعمیل۔  
30 جون 2022 کو ختم ہونے والے سال کے لیے سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے مقرر کردہ لسٹڈ کمپنیوں (کوڈ آف کارپوریٹ گورننس) ریگولیشنز ، 2019 کی ضروریات کو مناسب طریقے سے پورا کیا گیا ہے۔ اس حوالے سے ایک بیان اس رپورٹ کے ساتھ منسلک ہے۔

ضابطہ اخلاق  
بورڈ نے ڈائریکٹرز اور ملازمین کے لیے ضابطہ اخلاق کا بیان اپنایا ہے۔ تعمیل کا اعتراف کمپنی کے ذریعہ حاصل کیا جاتا ہے۔

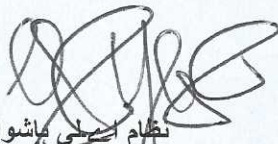
ڈائریکٹرز ٹریننگ پروگرام  
سال کے دوران کسی ڈائریکٹر نے ڈائریکٹر کی تربیت حاصل نہیں کی۔ تاہم، مناسب وقت میں، اس کی تعمیل کی جائے گی۔

تاہم، سات میں سے، کمپنی کے چھ ڈائریکٹرز نے ڈائریکٹرز کے تربیتی پروگرام کے حوالے سے استثنیٰ کے معیار پر پورا اترنا، یعنی ان کے پاس کم از کم 14 سال کی تعلیم اور ایک لسٹڈ کمپنی کے بورڈ میں 15 سال کا تجربہ۔ مزید برآں، اس سال ڈائریکٹرز کی مدت بھی ختم ہو جائے گی، اس لیے الیکشن کمپنیز ایکٹ 2017 کے تحت ضرورت کے مطابق کرائے جائیں۔

ملازم تعلقات  
انتظامیہ سال کے دوران ملازمین کے تعاون کو سراہتی ہے۔

اے۔علم  
بورڈ آف ڈائریکٹرز کمپنی کے قابل قدر کلانٹس ، کاروباری شراکت داروں اور دیگر اسٹیک ہولڈرز کے لیے مخلصانہ تعریف کا اظہار کرنا چاہیں گے۔ بورڈ سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان ، پاکستان اسٹاک ایکسچینج اور سینٹرل ڈپازٹری کمپنی کا مسلسل رہنمائی اور تعاون کے لیے شکریہ ادا کرنا چاہتا ہے۔

بورڈ کے حکم سے۔

  
نظام اسٹاک ایکسچینج  
چیئرمین

  
امین ہاشوانی  
چیف ایگزیکٹو آفیسر

کراچی: 04 اکتوبر 2022۔