

**QUARTERLY REPORT** 

(UN-AUDITED)

(3<sup>RD</sup> QUARTER)

**ENDED MARCH 31, 2023** 

# **Directors' Review Report**

The Directors of Zahur Cotton Mills Limited ("the Company" or "ZHCM") are pleased to present the un-audited condensed interim financial statements of the Company for the nine-months quarter ended March 31, 2023.

### **Update on Potential Merger:**

We are pleased to inform you that ZHCM is in the advanced stages of business acquisition/merger with the potential buyer M/s ITANZ Technology (Pvt) Limited through filling a scheme of arrangement at the honorable Lahore High Court, Lahore. Presently the management of the Company is working closely with Accounting Experts and Legal counsel to complete the exercise on a swift basis.

We are expecting successful transition of ZHCM from defaulter counter to the regular counter of PSX Company Listings, Inshallah upon the completion of this acquisition/merger.

We will keep you informed of any further developments in this regard.

We extend our heartfelt gratitude to our valued shareholders for their continued trust and support.

Yours sincerely,

Syed Jawed Ali Chief Executive Officer Muhammad Sheraz Director

SHERAZ

# ڈائریکٹر ریویو رپورٹ

معزز شيئر ہولڈرز،

ظہور کاٹن ملز لمیٹڈ ("کمپنی" یا "ZHCM") کے ڈائریکٹرز 31 مارچ، 2023 کو ختم ہونے والی نو ماہ کی سہ ماہی کے لئے کمپنی کے غیر آڈٹ شدہ عبوری مالی گوشوارے پیش کرنے پر خوش ہیں۔

# ممکنہ انضمام کے بارے میں تازہ کاری:

ہمیں آپ کو یہ بتاتے ہوئے خوشی ہو رہی ہے کہ ZHCM لاہور ہائی کورٹ، لاہور میں انتظامات کی ایک اسکیم کو پر کرنے کے ذریعے ممکنہ خریدار میسرز ITANZ ٹیکنالوجی (پرائیویٹ) لمیٹڈ کے ساتھ کاروباری حصول / انضمام کے آخری مراحل میں ہے۔ فی الحال کمپنی کی انتظامیہ اکاؤنٹنگ ماہرین اور قانونی مشیر کے ساتھ مل کر کام کر رہی ہے تاکہ اس عمل کو تیزی سے مکمل کیا جا سکے۔

ہم توقع کر رہے ہیں کہ اس حصول/ انضمام کی تکمیل کے بعد ZHCM کی ڈیفالٹر کاؤنٹر سے PSX کمپنی اسٹنگ کے ریگولر کاؤنٹر میں کامیاب منتقلی ہوگی۔

ہم آپ کو اس سلسلے میں مزید پیش رفت سے آگاہ رکھیں گے۔

# اظهار تشكر:

ہم اپنے قابل قدر شیئر ہولڈرز کا ان کے مسلسل اعتماد اور حمایت کے لئے تہہ دل سے شکریہ ادا کرتے ہیں۔ ـ

منجانب/ برائے

محمد شير از

سید جاوید علی

چیف ایگزیکٹو آفیسر

# CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION (UN-AUDITED) AS AT 31ST MARCH, 2023

		(UNAUDITED) 31ST MAR., 2023	(AUDITED) 30TH JUNE, 2022
	Note	Rupees	Rupees
SHARE CAPITAL AND RESERVES			
<b>Authorized Capital:</b> 20,000,000 (30th June, 2022: 20,000,000) Ordinary Shares of Rs.10 each		200,000,000	200,000,000
SHARE CAPITAL			
Issued, Subscribed and Paid-up Capital	5	98,600,000	98,600,000
REVENUE RESERVES Accumulated Loss		(137,351,113)	(136,940,448)
Total Shareholders' Equity		(38,751,113)	(38,340,448)
NON-CURRENT LIABILITIES		-	-
CURRENT LIABILITIES Trade and Other Payables Short term borrowings	6 7	12,708,495 26,123,751 38,832,246	12,483,495 25,950,501 38,433,996
Contingencies and commitments	8	-	-
		81,133	93,548
ASSETS			
NON-CURRENT ASSETS Long Term Deposits	9	68,210 68,210	68,210 68,210
CURRENT ASSETS Income Tax Refund due from the Government Cash and Bank Balances	10	1,912 11,011 12,923	1,912 23,426 25,338
		81,133	93,548

The annexed Notes from 1 to 16 form an intergral part of this condensed interim financial information.

CHIEF EXECUTIVE

CHIEF FINANCIAL OFFICER

RECTOR

# CONDENSED INTERIM STATEMENT OF PROFIT OR LOSS ACCOUNT (UN-AUDITED) FOR THE PERIOD ENDED 31ST MARCH, 2023

		NINE MONT	HS ENDED	THREE MONTHS ENDED		
		31ST MARCH,		31ST M	ARCH	
		2023	2022	2023	2022	
	Note	Rupees	Rupees	Rupees	Rupees	
Sales		-	-	-	-	
Cost of Sales		-	-	-	-	
Gross Loss	_	-	-		-	
Administrative Expenses	11	(410,250)	(2,772,707)	(102,750)	(569,690)	
Operating loss	_	(410,250)	(2,772,707)	(102,750)	(569,690)	
Finance Cost		(415)	(267)	(150)	(35)	
Loss for the Period before taxation	_	(410,665)	(2,772,974)	(102,900)	(569,725)	
Taxation		-	230,681	-	34,812	
Net Loss for the period after taxation	_	(410,665)	(2,542,293)	(102,900)	(534,913)	
Loss Per Share-Basic and Diluted	=	(0.04)	(0.26)	(0.01)	(0.05)	

The annexed Notes from 1 to 16 form an intergral part of this condensed interim financial information.

**CHIEF EXECUTIVE** 

**CHIEF FINANCIAL OFFICER** 

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# CONDENSED INTERIM STATEMENT OF COMPREHENSIVE INCOME (UN-AUDITED) FOR THE PERIOD ENDED 31ST MARCH, 2023

	NINE MONTHS ENDED 31ST MARCH,		THREE MONT 31ST MA	
	2023	2022	2023	2022
	Rupees	Rupees	Rupees	Rupees
Net Loss for the Period after Taxation	(410,665)	(2,542,293)	(102,900)	(534,913)
Other Comprehensive Income:				
Items that will not be reclassified to profit or loss account Surplus on revaluation of property, plant and equipment of the company Related deferred tax - net		3,952,622 4,631,700 8,584,322	-	3,952,622 4,631,700 8,584,322
Items that may be reclassified subsequently to profit or loss account	-	-	-	-
Total Comprehensive (loss) / income	(410,665)	6,042,029	(102,900)	8,049,409

The annexed Notes from 1 to 16 form an intergral part of this condensed interim financial information.

CHIEF EXECUTIVE

CHIEF FINANCIAL OFFICER

DIRECTOR

# CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY (UN-AUDITED) FOR THE PERIOD ENDED 31ST MARCH, 2023

		REVENUE	CAPITAL F	RESERVES	
	PAID-UP CAPITAL	(ACCUMULATED LOSS)	SHARE DEPOSIT MONEY	SURPLUS ON REVALUATION OF PROPERTY, PLANT AND EQUIPMENT	TOTAL
	Rupees	Rupees	Rupees	Rupees	Rupees
Balance as at June 30, 2021 Audited	98,600,000	(231,475,110)	20,066,240	45,256,439	(67,552,431)
Loss for the period Other comprehensive income		(2,542,293)		8,584,322	(2,542,293) 8,584,322
Total Comprehensive Income for the	-	(2,542,293)	-	8,584,322	6,042,029
Transferred to short term loan of CEO			(20,066,240)		(20,066,240)
Transferred from surplus on revaluation of property plant and equipments on account of incremental depreciation - net of tax		564,776		(564,776)	-
Balance as at 31st March, 2022 (Un-audited)	98,600,000	(233,452,627)		53,275,985	(81,576,642)
					_
Balance as at 30th June, 2022 Audited	98,600,000	(136,940,448)	-	-	(38,340,448)
Loss for the period Other comprehensive income		(410,665) -			(410,665) -
Total Comprehensive Loss for the	-	(410,665)	-	-	(410,665)
Transferred from surplus on revaluation of property plant and equipments on account of incremental depreciation - net of tax		-		-	-
Balance as at 31st March, 2023 (Un-audited)	98,600,000	(137,351,113)		<u> </u>	(38,751,113)

The annexed Notes from 1 to 16 form an intergral part of this condensed interim financial information.

CHIEF EXECUTIVE

CHIEF FINANCIAL OFFICER

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# CONDENSED INTERIM CASH FLOW STATEMENT (UNAUDITED) FOR THE PERIOD ENDED 31ST MARCH, 2023

		31ST MAR.,	31ST MAR.,
		2023	2022
	Note	Rupees	Rupees
CACH ELOW EDOM ODEDATINO ACTIVITIES			
CASH FLOW FROM OPERATING ACTIVITIES		(440,005)	(0.770.074)
Net Loss before Taxation		(410,665)	(2,772,974)
Adjustments for Non-Cash Charges and Other Items:  Depreciation		_	1,022,479
Finance cost		415	1,022,479
Tillando cost		(410,250)	(1,750,228)
EFFECT ON CASH FLOW OF WORKING CAPITAL CHANGES		(110,200)	(1,700,220)
Increase in Current Liabilities:			
Trade and Other Payables		225,000	1,638,228
Short term borrowings		173,250	<u> </u>
Cash Used in Operations		(12,000)	(112,000)
Income Tax Paid		- (445)	- (007)
Finance cost paid		(415)	(267)
NET CASH OUTFLOW FROM OPERATING ACTIVITIES		(12,415)	(112,267)
		(12,110)	(1.2,201)
CASH FLOW FROM INVESTING ACTIVITIES		-	-
CASH FLOW FROM FINANCING ACTIVITIES		-	-
NET (DECREASE) /INCREASE IN CASH AND CASH EQUIVALENTS		(12,415)	(112,267)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD		23,426	137,653
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	10	11,011	25,386
CASH AND CASH EQUIVALENTS AT LIND OF THE PERIOD	10	11,011	25,500

The annexed Notes from 1 to 16 form an intergral part of this condensed interim financial information.

**CHIEF EXECUTIVE** 

CHIEF FINANCIAL OFFICER

DIRECTOR

# NOTES TO AND FORMING PART OF THE CONDENSED INTERIM FINANCIAL INFORMATION (UN-AUDITED) FOR THE PERIOD ENDED 31ST MARCH, 2023

Note 1

#### Legal status and operations

Zahur Cotton Mills Limited (the Company) is a public limited company incorporated in Pakistan on April 21, 1990 under the repealed Companies Ordinance, 1984 (Repealed with the enactment of the Companies Act, 2017 on May 30, 2017). Its Ordinary Shares are quoted on Pakistan Stock Exchanges. The principal activity of the Company is manufacturing and selling of grey fabric. The company has shut down its operations in past which continued suspended during the year. The Company is domiciled in Pakistan and its registered office is situated at 623-B. PCSIR-II, Lahore.

Note 2

## **Basis of preparation**

## 2.1 Going concern assumption

The Company has accumulated losses stand at of Rs.137.351 million (June 30, 2022: Rs.136.940 million) as against issued, subscribed and paid up capital of Rs.98.60 million as at March 31, 2023 (June 30, 2022: Rs.98.60 million) and as of that date the Company's current liabilities exceed its current assets by Rs.38.819 million (June 30,2022: Rs.38.409 million) resulting in liquidity problems. The operations of Company ceased and these operations remained suspended during the year due to working capital constraints and unfavorable business conditions and the Company has also applied for Voluntarily Delisting from the Pakistan Stock Exchange on May 08, 2017 but decision is still pending. These factors along with matters described in condensed interim financial statements may cast significant doubt about the Company's ability to continue as a going concern and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business, for which no adjustments have been incorporated in these financial statements.

In spite of the huge accumulated losses and negative current ratio, the management is confident to obtain continued support from its sponsors and lenders and also confident about a binding acquisition / merger agreement with ITANZ Technology Private Limited Company, therefore, these Financial Statements have been prepared on a going concern basis.

# 2.2 Basis of accounting

- 2.2.1 This condensed interim financial information comprise of the condensed interim statement of financial position of the Company as at 31 March 2023 and the related condensed interim statement of profit or loss, condensed interim statement of comprehensive income, condensed interim statement of changes in equity and condensed interim statement of cash flows together with the notes forming part thereof for the guarter ended March 31, 2023.
- 2.2.2 This condensed interim financial information has been prepared in accordance with the accounting and reporting standards as applicable in Pakistan for interim financial reporting. The accounting and reporting standards applicable in Pakistan for interim financial reporting comprise of:
  - International Accounting Standard (IAS) 34, issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017;
  - Provision of and directives issued under the Companies Act, 2017.
    - Where the provision of and directives issues under the Companies Act, 2017 differ with the requirements of IAS 34, the provisions of and directives issued under the Companies Act, 2017 have been followed.
- 2.2.3 These condensed financial information do not include all the information required for annual financial statements and therefore, should be read in conjunction with the annual financial statements of the Company for the year ended June 30, 2022.

Notes to and forming part of the financial information

- 2.2.4 Comparative statement of financial position numbers are extracted from the annual audited financial statements of the Company for the year ended 30 June 2022, whereas comparatives of condensed interim statement of profit or loss, statement of comprehensive income, statement of cash flows and statement of changes in equity are stated from unaudited condensed interim financial information of the Company for the three months period ended 31 March 2023.
- 2.2.5 These condensed interim financial statements are being submitted to the shareholders as required under Section 237 of the Companies Act, 17 ("the Act") and the Listing Regulations of Pakistan Stock Exchnage Limited and are unaudited as required by the Act and Listed Companies (Code of Corporate Governance) Regulations 2019.

#### Note 3

## Use of estimates and judgements

- 3.1 The preparation of this condensed interim financial statements require the management to make judgements, estimates and assumptions that affect the application of accounting policies and the reporting amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.
- 3.2 During preparation of this condensed interim financial information, the significant judgments made by the management in applying the Company's accounting policies and the key sources of estimation and uncertainty were the same as those that applied in the audited annual published Financial Statements of the Company for the year ended 30th June, 2022.

#### Note 4

# Statement of consistency in accounting policies

- 4.1 The accounting policies and methods of computations adopted for the preparation of this condensed interim Financial information are the same as applied in the preparation of the preceding annual published Financial Statements of the Company for the year ended 30th June, 2022.
- 4.2 Amendments to certain existing standards and new interpretations on approved accounting standards effective during the period were either not relevant to the Company's operations or did not have any impact on the accounting policies of the Company.

## Note 5

## Issued, subscribed and paid up capital

	UN-AUDITED MARCH 31, 2023	AUDITED JUNE 30, 2022
	Rupees	Rupees
Issued, subscribed and paid-up capital 9,860,000 (June 30, 2022: 9,860,000) Ordinary Shares of Rs.10 each fully paid in cash	98,600,000	98,600,000

5.1 No shares were issued or cancelled during the period (30-06-2022: Nil). Therefore, reconciliation of number of shares outstanding is not provided.

#### Note 6

## **Trade and Other Payables**

		UN-AUDITED MARCH 31, 2023	AUDITED JUNE 30, 2022
		Rupees	Rupees
Trade creditors		2,788,771	2,788,771
Advances from customers - unsecured		1,602,002	1,602,002
Accrued liabilities and advances - unsecured	6.1	8,317,722	8,092,722
		12,708,495	12,483,495

Notes to and forming part of the financial information

# 6.1 Accrued liabilities and advances - unsecured

		UN-AUDITED MARCH 31, 2023	AUDITED JUNE 30, 2022
		Rupees	Rupees
Advances	6.1.1	1,373,927	1,373,927
Accrued liabilities	6.1.2	6,943,795	6,718,795
		8,317,722	8,092,722

- 6.1.1 Advances represents Rs. 609,149, Rs. 18,153, and Rs. 746,625 (30-06-2022: 1,373,927) payable to CEO / director, other related party and the associated company (associated due to common directorship) respectively. These amounts relates to expenditure incurred by the Director, other related party and the associated company on the Company's behalf.
- 6.1.2 This includes 6.067 million (30-06-2022 6.067 million) payable to CEO of the Company on account of salaries. During the period an increase of Rs 225,000 was on account of salaries payable to CFO of the company.

Note 7 **Short term borrowings** 

Sho	rt term borrowings			
			UN-AUDITED MARCH 31, 2023	AUDITED JUNE 30, 2022
			Rupees	Rupees
7.1	These unsecured financing have been obtained from:			
	Related Parties - unsecured			
	- Chief Executive	7.2	12,500,302	12,500,302
	- Directors	7.3	-	-
	- Others	7.4	13,450,199	13,450,199
	Other than related parties - unsecured			
	- ITANZ Technology (Pvt.) Limited	7.5	173,250	-
			26,123,751	25,950,501
7.2	LOAN FROM CHIEF EXECUTIVE is made up as follows:			
	Balance at beginning of the Year		12,500,302	37,687,575
	Add:			
	Transferred from share deposit money during the year		-	20,066,240
	Share transferred from Mukamila Javed		- 12 500 202	6,507,907
			12,500,302	26,574,147
	Less: Adjusted against purchase/transfer of land			45,299,900
	Transferred / surrendered in favor of Ali Zahur		·	6,461,520
	Transience / Sanchedee in later of All Zanai		-	51,761,420
	Balance at end of the year		12,500,302	12,500,302
73	LOAN FROM DIRECTORS is made up as follows:		<del></del>	
7.5	Balance at beginning of the Year		_	28,588,131
	Add:			, ,
	Share transferred from Mukamila Javed		-	3,904,745
	Transferred / surrendered from Hassan Zahur		-	6,218,755
			-	10,123,500
	Less:			26.024.625
	Transferred to loan from others Adjusted against purchase / transfer of land		-	26,031,631 12,680,000
	Aujusteu against purchase / transfer of failu			38,711,631
	Balance at end of the year		<del></del>	-
	building at the year			

Notes to and forming part of the financial information

	UN-AUDITED MARCH 31, 2023	AUDITED JUNE 30, 2022
7.4 <b>Loan from other related parties</b> is made up as follows:	Rupees	Rupees
Balance at beginning of the Year	13,450,199	48,308,455
Add:		
Received during the year		-
Transferred from director's loan during the year		26,031,631
Share transferred from Mukamila Javed		15,618,979
Transferred / surrendered from Javed Zahur		6,461,520
	-	48,112,130
Less:		
Share transferred to others		26,031,631
Transferred / surrendered in favor of Rabia Zahur		6,218,755
Adjusted against purchase / transfer of land		50,720,000
	-	82,970,386
Balance at end of the year	13,450,199	13,450,199
7.4.1 These unsecured and interest free loans have been obtained from the related pa		loans have been

obtained to meet the working capital requirements of the Company and are repayable on demand.

# 7.5 **LOAN FROM ITANZ TECHNOLOGY (PVT.) LIMITED** is made up as follows:

Balance at beginning of the Year

Add:

Loan obtained during the period	173,250 173,250	-
Less: Loan repaid / adjusted during the year	-	-
Balance at end of the year	173,250	<del>-</del>

7.5.1 These unsecured and interest free loans have been obtained from the ITANZ Technology Private Limited Company with which the Company intend to make merger arrangement. These loans have been obtained to meet the working capital requirements of the Company and are repayable on demand.

Note 8

# **Contingencies and commitments**

There were no material contingencies and commitments outstanding as at 31-03-2023 (30-06-2022: Nil).

Note 9

## **Long Term Deposits**

This represents security deposit with WAPDA

Note 10

## **Cash and Bank Balances**

	UN-AUDITED MARCH 31, 2023	AUDITED JUNE 30, 2022
	Rupees	Rupees
Cash in Hand	1,695	1,695
Balance with banks		
- Current Accounts	6,293	18,708
- Demand deposits	2,120	2,120
- Savings Accounts	903	903
	11,011	23,426

Notes to and forming part of the financial information

Note 11 **Administrative Expenses** 

		NINE MONTHS ENDED 31ST MARCH,		THREE MONTHS ENDED 31ST MARCH	
	2023	2022	2023	2022	
	Rupees	Rupees	Rupees	Rupees	
Directors Remuneration	-	1,080,000	-	360,000	
Salaries and Other Benefits	225,000	180,000	75,000	60,000	
Communication Expenses	10,000	10,430	-	2,300	
Rent, Rates and Taxes	-	5,000	-	5,000	
Fees and Subscriptions	125,750	420,798	15,750	355,285	
Printing and Stationary	22,500	-	12,000	-	
Legal and Professional Charges	-	23,000	-	-	
Advertisement	15,000	15,000	-	-	
Vehicle Running and Maintenance	-	16,000	-	-	
Misc. Expense	12,000	-	-	-	
Depreciation	-	1,022,479	-	(212,895)	
·	410,250	2,772,707	102,750	569,690	

# Note 12 Loss per share 12.1 Basic

2.1 Busic				
	NINE MONTHS ENDED 31ST MARCH,		THREE MONTHS ENDED 31ST MARCH	
	2023	2022	2023	2022
	Rupees	Rupees	Rupees	Rupees
Net Profit / (Loss) after taxation	(410,665)	(2,542,293)	(102,900)	(534,913)
Weighted average number of ordinary shares at the end of the period.	9,860,000	9,860,000	9,860,000	9,860,000
Net Profit / (Loss) after taxation	(0.04)	(0.26)	(0.01)	(0.05)

#### 12.2 Diluted

There is no dilutive effect on the basic loss per share of the company.

#### Note 13

# **Financial Instruments and related disclosures**

- 13.1 These condensed interim financial statements do not include all financial risk management information and disclosures which are required in the annual financial statements and should be read in conjunction with the Company's annual audited financial statements for the year ended 30 June 2022. The Company's financial risk management objective and policies are consistent with that disclosed in the audited annual financial statements of
- 13.2 Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The carrying values of all financial assets and liabilities reflected in these condensed interim financial statements approximate their fair values. The Company analyses financial instruments carried at fair value by valuation method. The different levels have been defined as follows;
  - Quoted prices [unadjusted] in active markets for identical assets or liabilities [level 1];
  - Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly [i.e. as prices] or indirectly [i.e. derived from prices] [level 2]; and
- Inputs for the asset or liability that are not based on observable market data [level 3].

Notes to and forming part of the financial information

Note 14

# **Transactions with related parties**

The related parties comprise of subsidiary companies, associated companies, other related companies, directors of the Company and entities under common directorship, key management personnel and post employment benefit plans. Amounts due to related parties are shown under respective notes to these condensed interim financial statements. Other significant transactions and balances with related parties except those disclosed elsewhere are as follows:

Name of related party	Relationship	Detail of transactions	(UN-AUDITED) NINE MONTHS PERIOD ENDED 31 MARCH,	
			2023	2022
			Rupees	
		Transferred of share deposit		
Mr. Javed Zahur	Chief Executive	money to loan	-	20,066,240
		Share of the loan transferred from		,
		Mukamilla Zahur (Late)	-	6,507,908
		Transferred loan to other related		
Ms. Mukamilla Zahur (Late)	Director	parties	-	(26,031,631)
		Share of the loan transferred from		
Rabia Zahur	Director	Mukamilla Zahur	-	3,904,745
		Share of the loan transferred from		
Hassan Zahur	Son of CEO	Mukamilla Zahur	-	7,809,489
		Share of the loan transferred from		
Ali Zahur	Son of CEO	Mukamilla Zahur	-	7,809,489

Company is currently doing business in the personal property of Chief Executive and he is not charging any rent or utilities to the company.

Note 15

# Date of authorization for issue

These Financial Statements were authorized for issue on August 17, 2023 by the Board of Directors of the Company.

Note 16

General

Figures in the financial statements have been rounded-off to the nearest rupee

CHIEF EXECUTIVE CHIEF FINANCIAL OFFICER DIRECTOR