

# GHARIBWAL CEMENT LIMITED



# ANNUAL REPORT 2024

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# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 64th Annual General Meeting of Gharibwal Cement Limited will be held on Thursday, October 24, 2024 at 11:00am at OBAN Hotel, 81-C-II, off MM Alam Road, Gulberg-II, Lahore to transact the following businesses:

## Ordinary Business

1. To confirm minutes of last Extra Ordinary General Meeting (EOGM) held on February 28, 2024.
2. To receive, consider and adopt the Audited Financial Statements of the company for the year ended June 30, 2024 together with Auditor's and Director's report thereon.
3. To appoint Auditors of the Company for the year ending June 30, 2025 and fix their remuneration. The Board of Directors, on the recommendation of Audit Committee of the Company, has proposed re-appointment of "Kreston Hyder Bhimji & Co, Chartered Accountants" as external auditors, for the year ending June 30, 2025.

## Special Business

4. To ratify and approve transactions conducted with related parties by passing the following special resolution with or without modification as required under section 207/208 of the Companies Act, 2017:

*"Resolved that the transactions carried out with the related parties and associated companies during the year ended June 30, 2024 and disclosed in Note 38 & 39 of the Financial Statements be and are hereby ratified, approved and confirmed."*

*"Further resolved that the remuneration of Chief Executive Officer and executive directors of the Company be and is hereby approved to increase in line with the increments awarded to other officers of the Company for the year ending June 30, 2025 and onward"*

5. INVESTMENTS IN ASSOCIATES U/S 199 OF COMPANIES ACT, 2017

To approve the conversion of outstanding balance of the short-term facility amounting to Rs. 583,333,336/- into long term loan to Balochistan Glass Limited (Associated Company) for a period of two and half years by passing the following special resolution, either with or without modification, as required under section 199 of Companies Act, 2017:

*"Resolved that the consent and approval of the members of the company be and are hereby granted, in accordance with Section 199 of the Companies Act, 2017, for the conversion of the outstanding balance of the short-term loan into a long-term loan of Rs. 583,333,336/- to Balochistan Glass Limited (an associated company). This loan shall carry markup at KIBOR plus 3.5% per annum, with markup payable bi-annually. The loan shall be repaid in ten (10) equal quarterly installments, with the final installment due on June 30, 2027. Other terms and conditions of the loan shall be outlined in the loan agreement to be executed between the Company and Associated Company in terms of Section 199 of Companies Act, 2017."*

*"Further resolved that the Chief Executive Officer and Chief Financial Officer of the Company be and are hereby authorized, singly, to complete all financial, legal, and corporate formalities in connection with the above resolution."*

## Other Business:

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

(Statement of Material Facts u/s 134(3) of the Companies Act, 2017 relating to afore-mentioned special business is attached with this notice.)

By Order of the Board



Company Secretary  
Date: October 03, 2024  
Place: Lahore

## NOTES:

### 1. Annual Report

As required under sections 223(6) and 223(7) of the Companies Act 2017 read with SRO 389(I)/2023, the Annual Report of the Company has been uploaded on the website of the Company which can be downloaded from the following link:



<https://www.gharibwalcement.com/PDF/Annual2024.pdf>

A soft copy of the said Annual Report is being emailed to shareholders who have provided their email addresses. Shareholders who wish to receive a hard copy of the annual report should email us at [corporate@gwlc.co](mailto:corporate@gwlc.co). We will send a hard copy upon request.

### 2. Closure of Shares Transfer Books

The Share Transfer Books of the Company will remain closed from October 17, 2024 to October 24, 2024, both days inclusive. Transfer received by the Share Registrar of the Company by close of business (i.e. at 17:00 PST) on October 16, 2024, will be treated as being in time to attend and vote at the meeting.

### 3. Participation in Annual General Meeting:

- a. Individual members must bring their participant's ID number and account/sub-account number along with original Computerized National Identity Card (CNIC) or original Passport at the time of attending the Meeting.
- b. A representative of corporate member must bring the certified copy of the Board of Directors' Resolution and/or Power of Attorney with specimen signature of the nominee at the time of attending the Meeting.
- c. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy who will have the right to attend, speak and vote in place of that member.
- d. Forms of proxy must be deposited at Company's Registered Office, First Capital Tower, 1st Floor, 27-H, Gulberg II Lahore, not less than 48 hours before the time of the Meeting. Proxy form(s) received after the said 48 hours i.e., after 11:00 am on October 22, 2024 will not be treated as valid.
- e. A member shall not be entitled to appoint more than one proxy.
- f. Proxy must fulfill requirement of 3(a) or 3(b) as the case may be.
- g. Form of proxy can be downloaded from the Company's website.

### 4. Submission of the CNIC/NTN details (Mandatory)

Individuals, including all joint holders holding physical certificates are therefore requested to submit a copy of their valid CNIC to the Company or its Registrar, if not already provided. The shareholders, while sending CNIC must quote their respective folio numbers. In case of non-receipt of the copy of a valid CNIC, the Company would be constrained under Section 243 (3) of the Companies Act, 2017 to withhold dividend of such shareholders.

### 5. Conversion of shares from Physical Form to Book-Entry form

Under Section 72 of the Companies Act 2017, all companies must replace physical share certificates with Book-Entry shares. To comply with this requirement and take advantage of Book-Entry share benefits, shareholders holding physical shares are requested to convert their shares to Book-Entry form.

### 6. Electronic Credit Mandate for Dividend (Mandatory)

Under Section 242 of the Companies Act, 2017, listed companies must pay cash dividends to their shareholders electronically, directly into their designated bank accounts. To receive dividends directly into their bank accounts, shareholders with physical share certificates are requested to provide the requisite information (CNIC/NTN, Folio number, name of shareholder, title of bank account, international bank account number (IBAN), email address, mobile number) duly signed and a copy of CNIC/NTN attached therewith to the Company's Share Registrar.

### 7. Unclaimed Dividend/Share

Shareholders who, for any reason, have not claimed their dividend or collected their physical shares are advised to contact our Share Registrar to collect or inquire about their unclaimed dividends or pending shares, if any. Please note that, in compliance with Section 244 of the Companies Act, 2017, any dividends unclaimed for a period of three years from the date they became due and payable will be deposited into the account of the Federal Government. Similarly, unclaimed shares will be delivered to the SECP after completing the stipulated procedure. List of unclaimed dividend can be downloaded from the Company's website.

## 8. Zakat Declaration

To claim exemption from compulsory deduction of Zakat, shareholders are requested to submit a notarised copy of Zakat Declaration Form "CZ-50" on NJSP of Rs.50/- to the Share Registrar of the Company.

## 9. Video Conference / Online Facility

Under Section 134(1)(b) of the Companies Act 2017, if the Company receives consent from members holding 10% or more of the shares, residing in a specific city, at least 10 days before the Annual General Meeting (AGM), we will arrange a video conference facility in that city, subject to availability.

To use this facility, please provide the following information to the Share Registrar:

I/We/Messrs. \_\_\_\_\_ of \_\_\_\_\_ being Member(s) of Gharibwal Cement Limited, holder of \_\_\_\_\_ ordinary share(s) as per Folio # \_\_\_\_\_ and / or CDC Participant ID & Sub Account No. \_\_\_\_\_, hereby, opt for video conference facility at \_\_\_\_\_ city.

Signature of the Member(s)  
(please affix companystamp in case of corporate entity)

Members can also attend the annual general meeting through online platform. Interested members may request the Company Secretary for provision of this facility by send requisite information (Name of the Shareholder, CNIC Number, Folio / CDC Account Number, Cell Number, Email Address etc.) through email at [corporate@gwlc.co](mailto:corporate@gwlc.co) by or before close of business hour (i.e. 17:00 PST) on October 21, 2024.

## 9. Postal ballot and e-Voting Facility

In accordance with the Law and regulations, members of the Company shall be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in this Annual General Meeting subject to the prescribed rules and regulations. For the convenience of the Members, ballot paper is annexed to this notice and the same is also available for download on the Company's website at [www.gharibwalcement.com](http://www.gharibwalcement.com).

### Procedure for E-Voting

- a) Corplink (Private) Limited will provide the e-voting service as the Share Registrars & Corporate Consultants.
- b) Members wishing to use e-voting must confirm their intent by emailing [corporate@gwlc.co](mailto:corporate@gwlc.co) using their registered email addresses by October 16, 2024.
- c) Corplink (Private) Limited will email e-voting details to members who have valid CNIC numbers, cell numbers, and email addresses on record by the close of business on October 16, 2024.
- d) The web address and login details will be sent via email. Security codes will be sent via SMS from Corplink's web portal.
- e) Members must authenticate their identity using an electronic signature or login credentials.
- f) E-voting will be available from October 21, 2024, at 09:00 PST to October 23, 2024, at 17:00 PST. Votes cannot be changed once cast.

### Procedure for Voting Through Postal Ballot

- a) Members can opt to vote via postal ballot, which is also available for download on the Company's website.
- b) Completed and signed postal ballots, along with a copy of the Computerized National Identity Card (CNIC), should be sent to the Chairman of the Company at First Capital Tower, 1st Floor, 27 H, Gulberg II, Lahore, or emailed to [corporate@gwlc.co](mailto:corporate@gwlc.co) by 17:00 PST on October 22, 2024.
- c) The signature on the ballot paper must match the signature on the CNIC.
- d) Ballots that are incomplete, unsigned, incorrect, defaced, torn, mutilated, or overwritten will be rejected.

### Scrutinizer

In accordance with Regulation 11, the Board has appointed Kreston Hyder Bhimji & Co., Chartered Accountants, a QCR-rated audit firm, to act as the Scrutinizer for the special business to be transacted in the meeting and to perform other responsibilities as outlined in Regulation 11A.

## STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017, PERTAINING TO THE SPECIAL BUSINESS

### Agenda item # 4: transaction with related parties

During the 63rd Annual General Meeting of the Company, shareholders authorized the Board of Directors to approve transactions with related parties conducted in the normal course of business for the year ending June 30, 2024, and onward. Members of the Company has also accorded their approvals under section 199

of the Companies Act 2017, for a short-term loan facility and a non-funded corporate facility to Balochistan Glass Limited (associated company). The Board of Directors, upon the recommendation of the Audit Committee and, where necessary, the HRR Committee, approves all related party transactions on a quarterly basis, in accordance with Clause 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019. Interested director and his family member do not participate in the agenda items in which he has interest as per requirement of section 207 of the Companies Act, 2017.

To promote transparency in business practices, related parties transactions are being presented to the members for their formal approval and ratification under section 207/208 of the Companies Act 2017.

Transactions with related parties include, but are not limited to, the sale of cement, dividends paid, investments made (subject to shareholder and board approval where applicable), and remuneration to the CEO and executive directors, as well as meeting fees and other benefits paid to key management personnel. The details of these transactions and the nature of the relationships with related parties are disclosed in Notes 38 and 39 of the financial statements for the year ended June 30, 2024.

#### Agenda item # 5: conversion of short term advance to long term loan to balochistan glass ltd (an associated company)

The Company has extended short-term advances to Balochistan Glass Limited ("BGL"), an associated company, for its working capital needs from time to time in prior years. These advances have been provided in accordance with a written agreement, complying with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012, and as stipulated under Section 199 of the Companies Act, 2017. The current short-term loan facility up to Rs. 700 million, previously approved at the last AGM and is set to mature on October 26, 2024.

BGL is a publicly listed company engaged in the manufacturing and sale of glass containers, tableware glass products, and plastic shells for beverage companies. The management of BGL has recently undergone a significant change, with a new team from Tariq Glass Industries Limited (TGI) now overseeing its operations. The new management has revitalized Unit-I of BGL and arranged financial resources for capital expenditures and working capital needs. The new management of BGL has requested the conversion of the existing short term facility into a long-term loan, with a tenure of two and a half years. This adjustment aims to facilitate BGL's financial stability and operational continuity without disrupting its cash flow essential for its recovery and growth.

The Board of Directors has reviewed BGL's financial standing, the credentials of the new management, and the future prospects of BGL. Based on this evaluation, the Board recommends the conversion of the existing short-term loan facility into a long-term loan for a period of three years ending on June 30, 2027. Existing loan facility up to Rs. 700 will now be reduced to Rs. 583.333 million. This recommendation is made in the best interest of both the Company and BGL, ensuring the continued support and partnership with BGL. The Directors have completed the necessary due diligence for this proposed investment. A due diligence report, including the audited and unaudited accounts of BGL, are available for inspection at the Registered Office of the Company. A special resolution is proposed at the AGM for the approval of the conversion of the short term advance into a long-term loan, subject to the terms and conditions as outlined in the agreement.

Sr.#	Requirement	Information
1	Name of Company	Balochistan Glass Limited (BGL) - an Associated Company of GCL
2	Amount of loan	Rs. 583,333,336/- (Rupees Five Hundred Eighty-Three Million Three Hundred Thirty-Three Thousand Three Hundred Thirty-Six)  This is the outstanding balance of existing short-term loan of Rs. 700 million which will now be converted into long term loan.
3	Purpose of loan etc. & benefits	Purpose: To earn income on the loan provided to BGL. Benefits: The Company will receive mark up at the rate of 1% above of its average borrowing cost. Period: For a period of three years till June 30, 2027.

Sr.#	Requirement	Information																										
4	Outstanding Loan Amount as at June 30, 2024	Principal : Rs. 583.333 million Accrued markup : Rs. 44.830 million L/G Commission receivable:Rs. 7.402 million																										
	In case any loan has already been granted to the said associated company or associated undertaking, the complete details thereof.	Corporate guarantees on behalf of BGL : Rs. 1,685.768 million (non-funded facility)																										
5	Rate of Markup & Average Borrowing cost of GCL	Mark up rate: 3 months KIBOR + 3.5% (which is 1% above the average borrowing rate of GCL.)  Average borrowing rate of GCL is KIBOR + 2.5% p.a.																										
6	Financial Position of BGL	Based on the latest unaudited quarterly financial statements for the nine months ended March 31, 2024, brief financial position of BGL is as under: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th style="text-align: right;">Rs. Million</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital- Current</td> <td style="text-align: right;">2,101</td> </tr> <tr> <td>Accumulated Losses</td> <td style="text-align: right;">6,410</td> </tr> <tr> <td>Revaluation Surplus</td> <td style="text-align: right;">1,037</td> </tr> <tr> <td>Subordinated Loan</td> <td style="text-align: right;">4,004</td> </tr> <tr> <td>Deferred Liabilities</td> <td style="text-align: right;">51</td> </tr> <tr> <td>Short term borrowings</td> <td style="text-align: right;">1,063</td> </tr> <tr> <td>Current Liabilities</td> <td style="text-align: right;">1,661</td> </tr> <tr> <td>Current Assets</td> <td style="text-align: right;">173</td> </tr> <tr> <td>Current Ratio</td> <td style="text-align: right;">0.10</td> </tr> <tr> <td>Fixed Assets</td> <td style="text-align: right;">2,270</td> </tr> <tr> <td>Profit after tax</td> <td style="text-align: right;">(301)</td> </tr> <tr> <td>EPS - (Rs.)</td> <td style="text-align: right;">(1.15)</td> </tr> </tbody> </table>		Rs. Million	Paid up Capital- Current	2,101	Accumulated Losses	6,410	Revaluation Surplus	1,037	Subordinated Loan	4,004	Deferred Liabilities	51	Short term borrowings	1,063	Current Liabilities	1,661	Current Assets	173	Current Ratio	0.10	Fixed Assets	2,270	Profit after tax	(301)	EPS - (Rs.)	(1.15)
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EPS - (Rs.)	(1.15)																											
7	Sources of funds from where loans or advances will be given	Loan already given during previous years under special resolution from internal cash availability of GCL. (These were not from borrowed funds)																										
8	Personal Interest of Directors of GCL	Mr. Muhammad Tousif Peracha is a substantial shareholder of GCL and indirectly of BGL. <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Name</th> <th>BGL</th> <th>GCL</th> </tr> </thead> <tbody> <tr> <td>M Tousif Peracha</td> <td style="text-align: center;">0.0%</td> <td style="text-align: center;">57.4%</td> </tr> <tr> <td>Spouse of Mr. Muhammad Tousif Paracha: Tabassum Tousif Peracha</td> <td style="text-align: center;">0.0%</td> <td style="text-align: center;">0.0%</td> </tr> </tbody> </table> <p>Mr. Muhammad Tousif Peracha is CEO of GCL and Chairman of BGL and also hold 50% shares of MMM Holding (Pvt) Ltd which is holding company of BGL.</p> <p>Pattern of shareholdings are also available on both companies' website as well as in annual reports.</p>	Name	BGL	GCL	M Tousif Peracha	0.0%	57.4%	Spouse of Mr. Muhammad Tousif Paracha: Tabassum Tousif Peracha	0.0%	0.0%																	
Name	BGL	GCL																										
M Tousif Peracha	0.0%	57.4%																										
Spouse of Mr. Muhammad Tousif Paracha: Tabassum Tousif Peracha	0.0%	0.0%																										
9	Repayment Schedule	Repayable within 10 equal quarterly instalments ending on June 30, 2027.																										
10	Salient features of agreements entered Or to be entered with BGL	Terms of agreement will be in accordance with the terms approved by the members in AGM.																										

Sr.#	Requirement	Information
11	Particulars of collateral security to be obtained against loan to the borrowing company or undertaking, if any	Mr. Muhammad Tousif Peracha has given his personal guarantee and also post-dated cheque as security against this loan to BGL.
12	Loan conversion option	No such option is extended to BGL.
13	Salient features of agreements entered or to be entered with its associated company or associated undertaking with regards to proposed investment	<p>Amount of Loan Rs. 583,333,336/-</p> <p>Nature: Conversion of existing short term loan into long term loan</p> <p>Purpose: To earn income on the facility provided to BGL.</p> <p>Benefits: The Company will receive mark up at the rate of 1% above of its average borrowing cost.</p> <p>Period: For a period of three years till June 30, 2027</p> <p>Mark up rate: 3 months KIBOR + 3.5% p.a. KIBOR to be reset on last working day of each quarter.</p> <p>Principal Repayment: Principal to be repaid in 10 equal quarterly instalments ending on June 30, 2027.</p> <p>Mark up repayment: Mark up to be paid bi-annually.</p> <p>Penalty: 1% p.a. additional markup in case of default or late payment.</p>

In view of the above, it is proposed that the Special Resolution at Agenda 4 and 5 of the Notice of AGM be passed.

None of the Directors of the Company have any personal interest in the aforesaid Special Business except in their capacity as Shareholders or Directors of the Company.





## GHARIBWAL CEMENT LIMITED

First Capital Tower, 1st Floor, 27-H, Gulberg II, Lahore.

Ph: 042 36060600

**Ballot paper for voting through post for poll at Annual General Meeting to be held  
on October 24, 2024 at 11:00 PST  
at OBAN Hotel, 81-C-II, off MM Alam Road, Gulberg-III, Lahore.**

Contact detail of Chairman, where duly filled-in ballot paper may be sent:

Business address: Gharibwal Cement Limited, First Capital Tower, 1st Floor, 27H, Gulberg-II, Lahore

Attention: Company Secretary

Designated email address: corporate@gwlc.co

Name of shareholder / joint shareholders	
Registered address of shareholder	
Number of shares (held on October 16, 2024) and folio number	
CNIC No / Passport No (in case of foreigner)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolutions by placing tick (☐) mark in the appropriate box below:

Sr. No.	Name and Description of Resolutions	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	<p><b>To approved and ratify the transactions with related parties</b></p> <p><i>"Resolved that the transactions carried out with the related parties and associated companies during the year ended June 30, 2024 and disclosed in Note 38 &amp; 39 of the Financial Statements be and are hereby ratified, approved and confirmed.</i></p> <p><i>Further resolved that the remuneration of Chief Executive Officer and executive directors of the Company be and is hereby approved to increase in line with the increments awarded to other officers of the Company for the year ending June 30, 2025 and onward"</i></p>		



## GHARIBWAL CEMENT LIMITED

27H, Pace Tower, 1st Floor, Gulberg-II, Lahore. Ph: 042 36060600

24 اکتوبر 2024 کو 11 بجے دوپہر OBAN ہوٹل، C-II-81، ایم ایم عالم روڈ کے قریب، گلبرگ III، لاہور میں منعقد ہونے والے سالانہ عام اجلاس میں ڈاک کے ذریعے ووٹنگ کے لئے بیلٹ پیپر۔

چیرمین کے ساتھ رابطے کی تفصیلات: جہاں ہر لحاظ سے عمل طے نہ ہو سکیے جاسکتے ہیں۔  
ایڈریس: غریب وال سینٹر لمیٹڈ فرسٹ کیٹلنگ ٹاور فرسٹ فلور H-27 گلبرگ III لاہور۔  
توجہ: کھینچی بیکریٹری

corporate@gwlc.co :E-mail

شیرز ہولڈرز / جو انٹل شیرز ہولڈرز کے نام
ایڈریس آف شیرز ہولڈرز
شیرز کی تعداد اور فولیو نمبر (16 اکتوبر 2024 تک)
مشافعی کارڈ / اسپورٹ نمبر (شیرنگلی ہونے کی صورت میں)
وفاقی گورنمنٹ، ہاڈمی کارپوریشن یا کارپوریشن کے نمائندے کی صورت میں اضافی معلومات

میں اہم مندرجہ ذیل قراردادوں کے سلسلے میں پمٹل بیلٹ کے ذریعے اپنا ہمارا ووٹ استعمال کرتا کرتے ہیں اور ذیل میں یا کسی پر تک کا نشان لگا کر ذیل قراردادوں پر اپنی ہماری رضامندی یا اختلاف رائے دیتے ہیں۔

نمبر شمار	قراردادوں کی نوعیت اور تفصیلات	میں اہم قراردادوں کی منظوری دیتے ہیں (کے لیے)	میں اہم قراردادوں سے اختلاف کرتے ہیں (تخلاف)
1-	<p>متعلقہ فریقین کے ساتھ لین دین</p> <p>منظور کیا جاتا ہے کہ متعلقہ فریقین اور ایسوسی ایٹڈ کمپنی کے ساتھ کاروباری معاملات (جیسا کہ کمپنی کے 30 جون 2024 کو ختم ہونے والے مالی سال کے اکاؤنٹس کے نوٹ نمبر 38 اور 39 میں درج کیا گیا)</p> <p>مزید منظور کیا جاتا ہے کہ ہیف ایگزیکٹو آفیسر اور ایگزیکٹو ڈائریکٹرز کی تنخواہوں میں دوسرے آفسران کی تنخواہوں میں اضافے کی طرز پر سالانہ اضافے کی اجازت دی جاتی ہے۔ جو کہ 30 جون 2025 تک اور اس کے بعد بھی نافذ العمل رہے گی۔</p>		



# GHARIBWAL CEMENT LIMITED

First Capital Tower, 1st Floor, 27-H, Gulberg II, Lahore.  
Ph: 042 36060600

Sr. No.	Name and Description of Resolutions	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
2	<p>To approve investment in Balochistan Glass Limited (an associated company)</p> <p><i>"Resolved that the consent and approval of the members of the company be and are hereby granted, in accordance with Section 199 of the Companies Act, 2017, for the conversion of the outstanding balance of the short-term loan into a long-term loan of Rs. 583,333,336/- to Balochistan Glass Limited (an associated company). This loan shall carry markup at KIBOR plus 3.5% per annum, with markup payable bi-annually. The loan shall be repaid in ten (10) equal quarterly installments, with the final installment due on June 30, 2027. Other terms and conditions of the loan shall be outlined in the loan agreement to be executed between the Company and Associated Company in terms of Section 199 of Companies Act, 2017.</i></p> <p><i>Further resolved that CEO and/or Chief Financial Officer be and are hereby authorized, singly, to complete all financial, legal and corporate formalities in connection with the above resolution."</i></p>		

Signature of Shareholder(s) \_\_\_\_\_ Place \_\_\_\_\_ date \_\_\_\_\_

## NOTES/PROCEDURE FOR SUBMISSION OF DULY FILLED-IN BALLOT PAPER:

1. Duly filled-in and signed original postal ballot should be sent to the Chairman at above mentioned postal or email address.
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot form should reach chairman of the meeting on or before 17:00 PST, October 23, 2024. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match the signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot papers will be rejected.
6. Ballot paper can be downloaded from the Company's website [www.gharibwalcement.com](http://www.gharibwalcement.com).
7. Members of the Company will be allowed to exercise their right to vote through electronic voting facility and the log-in credentials will be shared with those members who opted for the same on or before October 16, 2024 and have valid CNIC numbers, Cell Numbers and email addresses available in the register of members.

نمبر شمار	قراردادوں کی نوعیت اور تفصیلات	میں اہم قراردادوں کی	میں اہم قراردادوں سے
		شکوری دیتے ہیں (کے لیے)	اختلاف کرتے ہیں (اختلاف)
۳۔	<p>بلوچستان گلاس لمیٹڈ میں سرمایہ کاری</p> <p>"طے پایا کہ کمپنیز ایکٹ 2017 کی دفعہ 199 کے تحت 583,333,336 روپے کے قلیل مدتی قرض کو طویل مدتی قرض میں تبدیل کیا جاتا ہے۔ اس قرض پر سود کی شرح KIBOR 3.5% ہوگی اور اصل رقم کی واپسی 10 سرمایہ اقساط کی شکل میں 30 جون 2027 تک مکمل ہو جائے گا۔ اس قرض کے معاہدہ کے لیے شرائط و ضوابط کمپنیز ایکٹ 2017 کی دفعہ 199 کے مطابق طے کئے جائیں گے۔</p> <p>مزید کہنی کے CEO اور کئی دیگر بڑی کوچاز کیا جاتا ہے کہ ان میں سے کوئی بھی، اوپر دی گئی قرارداد سے متعلق قانونی معاملات کو طے کر سکتا ہے۔</p>		

دستخط \_\_\_\_\_ تاریخ \_\_\_\_\_ جگہ \_\_\_\_\_

درست طریقے سے نہ کیے گئے بیٹ پی ذبح کرانے کے لیے طریقہ کار انویس:

- 1۔ درست طریقے سے نہ کیے گئے دستخط شدہ اصل بیٹ پی نہ کو رو پوسٹل یا Email ایڈریس پر بھیجا جائے۔
- 2۔ شناختی کارڈ پاسپورٹ کی کاپی (غیر ملکی ہونے کی صورت میں) پوسٹل بیٹ فارم کی ساتھ منسلک ہونی چاہیے۔
- 3۔ پوسٹل بیٹ فارم 23 اکتوبر 2024 شام 5 بجے تک پہنچ جانا چاہیے۔ اس کے بعد وصول ہونے والے بیٹ پی بینک میں ووٹ کے اہل نہیں ہوں گے۔
- 3۔ پوسٹل بیٹ پر دستخط شناختی کارڈ یا پاسپورٹ پر موجود دستخط سے مماثل ہونے چاہیں۔
- 5۔ نامکمل، بغیر دستخط کے، غلط نسخہ شدہ، پھٹے ہوئے یا زیادہ لکھے ہوئے بیٹ پی مسترد کر دیے جائیں گے۔
- 6۔ بیٹ پی کہنی کی ویب سائٹ [www.gharibwalcement.com](http://www.gharibwalcement.com) سے ڈاؤن لوڈ بھی کیے جاسکتے ہیں۔
- 6۔ کہنی کے ممبران کو الیکٹرانک ووٹنگ کی سہولت کے ذریعے اپنا حق رائے دہی استعمال کی اجازت ہوگی۔ لاگ ان کی تفصیلات ان ممبران کے ساتھ شہر کیے جائیں گی جنہوں نے 16 اکتوبر 2024 تک اس سہولت کا انتخاب کیا ہوگا اور ان کے درست شناختی کارڈ نمبر اور Email ایڈریس ممبران کے رجسٹر میں موجود ہوں گے۔

## اطلاع برائے سالانہ اجلاس عام

اس نوٹس کے ذریعے اطلاع دی جاتی ہے کہ غریب وال سینٹ لمیٹڈ کا 64 واں سالانہ اجلاس عام (AGM) جمعرات 24 اکتوبر 2024 کو دن 11 بجے OBAN ہوٹل، C-II-81، ایم ایم عالم روڈ کے قریب گلبرگ III، لاہور میں منعقد ہوگا۔ جس میں درج ذیل معاملات زیر بحث آئیں گے۔

عمومی امور

- ۱۔ بجلی EOGM (جو کہ 28 فروری 2024 کو منعقد ہوئی تھی) کے طے شدہ امور کی تصدیق کرنا۔
- ۲۔ کمپنی کے ختم ہونے والے سال 30 جون 2024 کے آڈٹ شدہ اکاؤنٹس، اس پر آڈیٹرز اور ڈائریکٹرز کی رپورٹ پر غور کرنا اور اس کی منظوری دینا۔
- ۳۔ کمپنی کے 30 جون 2025 کو ختم ہونے والے سال کے لیے آڈیٹرز مقرر کرنا اور ان کے معاوضے کی منظوری دینا۔ کمپنی کی موجودہ آڈٹ فرم کرسٹن حیدرہیم جی اینڈ کوپارٹنرز کاؤنٹنٹس نے (دو بارہ تقرری کی اہل ہونے کے ناطے) اپنے آپ کو دوبارہ تعیناتی کے لیے پیش کیا ہے۔

خصوصی امور

- ۴۔ گھنٹہ ایکٹ 2017 کے سیکشن 207/208 کے تحت متعلقہ فریقین کے ساتھ کئے گئے لین دین کی توثیق اور منظوری دینا۔  
"منظور کیا جاتا ہے کہ متعلقہ فریقین اور انہیں ایڈکسٹی کے ساتھ کاروباری معاملات (جیسا کہ کمپنی کے 30 جون 2024 کو ختم ہونے والے مالی سال کے اکاؤنٹس کے نوٹ نمبر 38 اور 39 میں درج کیا گیا) کی توثیق کی جاتی ہے۔  
مزید منظور کیا جاتا ہے کہ چیف ایگزیکٹو آفیسر اور ایگزیکٹو ڈائریکٹر کی تنخواہوں میں دوسرے افسران کی تنخواہوں میں اضافی طرز پر سالانہ اضافے کی اجازت دی جاتی ہے۔ جو کہ 30 جون 2025 تک اور اس کے بعد بھی نافذ عمل رہے گا۔"

۵۔ متعلقہ کمپنی میں سرمایہ کاری کمپنیز ایکٹ 2017 کے سیکشن 199 کے تحت:

متعلقہ کمپنی بلوچستان گھاس لمیٹڈ کو بے گئے 583,333,336 روپے کے قلیل مدتی قرض کو طویل مدتی قرض کو 2.5 سالوں میں مدتی قرض میں تبدیل کرنے کی منظوری دی جانے کی مزید اس قرض پر منافع کی شرح KIBOR 3.5% ہوگی۔ منافع کی رقم ہر چھ ماہ بعد ادا کی جائے گی جبکہ اصل رقم کی واپسی 10 ماہی اقساط کی شکل میں ہوگی جس کی آخری قسط 30 جون 2027 تک ادا کی جائے گی۔ اس قرض کے معاہدے کے لیے شرائط و ضوابط کمپنیز ایکٹ 2017 کی دفعہ 199 کے مطابق طے کی جائیں گی۔

کمپنیز ایکٹ 2017 کے سیکشن 199 کے تحت

"منظور کیا جاتا ہے کہ بلوچستان گھاس لمیٹڈ کو بے گئے 583,333,336 روپے قرض کو طویل مدتی قرض میں تبدیل کر دیا جائے۔ اس قرض کا شرح منافع KIBOR + 3.5% ہوگی اور منافع کی ادائیگی ہر چھ ماہ بعد کی جائے گی جبکہ اصل رقم کی واپسی 10 ماہی اقساط کی شکل میں 30 جون 2027 تک مکمل کر دی جائے گی۔ اس قرض کے معاہدے کے لیے شرائط و ضوابط کمپنیز ایکٹ 2017 کی دفعہ 199 کے مطابق طے کی جائیں گی۔ یہ معاہدہ ہونا باقی ہے۔

مزید کمپنی کے CEO اور CFO کو مجاز کیا جاتا ہے کہ دونوں یا ان میں سے کوئی بھی ایک اوپر دی گئی قرارداد سے متعلق قانونی معاملات کو طے کر سکتا ہے۔  
مزید طے پایا کہ کمپنی سیکریٹری کو اختیار دیا جاتا ہے کہ وہ اس قرارداد پر عمل کرنے کے لئے ضروری قانونی کارروائی اور باقی معاملات طے کر سکتے ہیں"

باقی امور

غیر بین کی اجازت سے کسی اور معاملے پر بحث کرنا۔

(مذکورہ بالا خصوصی کاروبار سے متعلق کمپنیز ایکٹ 2017 کے سیکشن (3) 134 کے تحت مالی حقائق کا بیان اس نوٹس کے ساتھ منسلک ہے)

تفہیم بورڈ آف ڈائریکٹرز



کمپنی سیکریٹری

03 اکتوبر 2024

لاہور

کنہیز ایکٹ 2017 کے سیکشن (6)223 اور (7)223 اور SRO 2023(1)389 کے تحت کمپنی کے سالانہ رپورٹ کمپنی کی ویب سائٹ پر شائع کر دی گئی ہے، جس کا لنک نیچے دیے گئے ہیں۔



<https://www.gharibwalcement.com/PDF/Annual2024.pdf>

۱۔ سالانہ رپورٹ کی کاپی تمام معزز ممبران کو (جنہوں نے اپنے ای میل ایڈریس فراہم کئے تھے) کو بذریعہ ای میل بھیج دی گئی ہیں۔ وہ ممبران جو کتابی شکل میں سالانہ رپورٹ حاصل کرنا چاہتے ہیں وہ ہمیں [corporate@gwlc.co](mailto:corporate@gwlc.co) پر ای میل کریں۔ ہم ان کو سالانہ رپورٹ کی شائع شدہ کاپی بھیج دیں گے۔

۲۔ کمپنی کی شیئرز جنٹیلی کی کتابیں 17 اکتوبر سے 24 اکتوبر 2024 (بشمول دو دنوں دن) تک بند رہیں گی۔ شیئرز جنٹیلی کی درخواستیں جو کہ 16 اکتوبر 2024 تک کمپنی کے شیئرز رجسٹرار میسرز کارپانک پرائیویٹ لمیٹڈ واقع 1-K کمرشل مارکیٹ ماڈل ناڈان لاہور کو موصول ہوں گی وہی AGM میں حاضری اور منافع کی ادائیگی کے لیے اہل ہوں گی۔

### ۳۔ AGM میں شرکت:

a. تمام ممبرز جنہوں نے اپنے شیئرز سنٹرل ڈیپازٹری کمپنی (CDC) میں جمع کیے ہیں وہ میٹنگ میں شمولیت کے لیے اپنا شناختی کارڈ یا پاسپورٹ اور CDC میں اپنا شناختی نمبر اپنا اکاؤنٹ نمبر یا ذیلی اکاؤنٹ نمبر ساتھ لائیں۔

b. کارپوریٹ ممبران کے نمائندے اپنے ہورڈ آف ڈائریکٹرز کی قرارداد یا پاور آف اٹارنی اور دستخط کا نمونہ ساتھ لائیں۔

c. کوئی بھی ممبر جو کہ میٹنگ میں شمولیت کا حقدار ہو وہ اپنی جگہ کسی دوسرے ممبر کو اپنی جگہ میٹنگ میں شامل ہونے اور ووٹ ڈالنے کے لیے مقرر کر سکتا ہے۔

d. تمام پراکسی فارمز کمپنی کے رجسٹرڈ آفس "فرسٹ گھنٹل ٹاور H-27 گلبرگ II لاہور" پر میٹنگ سے 48 گھنٹے قبل موصول ہو جانے چاہیں۔

e. ایک ممبر ایک سے زیادہ پراکسی نامزد نہیں کر سکتا۔

f. کوئی بھی ممبر جو کہ پراکسی مقرر کیا گیا ہو اس کو چاہیے کہ (a) اور (b) میں بیان کئے گئے ضابطے کو پورا کرنا ہوگا۔

g. پراکسی فارم کمپنی کی ویب سائٹ سے Download کئے جاسکتے ہیں۔

### ۴۔ CNIC/NTN کی ترمیمات جمع کرانا (لازمی):

SECP کے نوٹیفیکیشن نمبر SRO 779(1)/2011 مورچہ گیسٹ 18، 2011 اور SRO 83(1)/2012 کے مطابق 5 جولائی 2012؛ یو ڈی ڈی وائٹس میں رجسٹرڈ ممبر کا CNIC نمبر ہونا لازمی ہے سوائے نابالغ اور کارپوریٹ اراکین کے۔ اس لئے جن شیئرز ہولڈرز کے اب تک اپنے درست CNIC یا NTN نمبر کی کاپی جمع نہیں کر لی ان سے درخواست کی جاتی ہے وہ اسے کمپنی کے شیئرز رجسٹرار کو جمع کرائیں۔ عدم قبیل کی صورت میں حصص وائٹس کی ترسیل روکی جاسکتی ہے۔

### ۵۔ فیزیکل میٹری کی بائیں طرف فارم میں تبدیلی:

کمپنی ایکٹ 2017 کی سیکشن 72 کے مطابق ہر کمپنی پر لازم ہے کہ وہ اپنے فیزیکل میٹریٹرز کو بائیں طرف فارم کے ساتھ تبدیل کرائے۔

### ۶۔ یو ڈی ڈی کی ادائیگی کا طریقہ:

کنہیز ایکٹ 2017 کے سیکشن 242 کی تحت لمیٹڈ کمپنیز ایکٹ یو ڈی ڈی کی ادائیگی صرف بینک اکاؤنٹس میں کر سکتی ہے۔ لہذا تمام ممبران جو کہ کاغذی شکل میں شیئرز رجسٹرار کو جمع کرائیں (CNIC/NTN، شیئرز کے فولیو نمبر، شیئرز ہولڈرز کا نام، بینک اکاؤنٹ کا نام، بینک اکاؤنٹ نمبر (IBAN)، ای میل ایڈریس اور موبائل نمبر)

### ۷۔ غیر کلیم شدہ یو ڈی ڈی شیئرز:

وہ شیئرز ہولڈرز جو کسی نہ کسی وجہ سے اپنے یو ڈی ڈی شیئرز کا کلیم نہ کر سکے یا اپنے فیزیکل شیئرز وصول نہ کر سکے ان سے گزارش ہے کہ وہ غیر کلیم شدہ یو ڈی ڈی یا انوائٹ شدہ شیئرز، اگر کوئی ہیں، حاصل کرنے ان کی معلومات کے لیے ہمارے شیئرز رجسٹرار میسرز کارپانک (پرائیویٹ) لمیٹڈ 1-K کمرشل ماڈل ناڈان لاہور سے رابطہ کریں۔ بنائے ممبرانی نوٹ فرمائیں کہ کنہیز ایکٹ 2017 کی دفعہ 244 کے مطابق تمام کارروائیاں مکمل کرنے کے بعد تمام یو ڈی ڈی رجسٹر جن کی ادائیگی کی تاریخ سے تین سال کی مدت تک کوئی کلیم نہ کیا گیا ہو، وفاقی حکومت SECP کے کھاتے میں جمع کرادے جائیں گے اور شیئرز کی صورت میں سیکورٹی اینڈ ایکسچینج کمیشن آف پاکستان کو ہتھیادے جائیں گے۔

### ۸۔ زرکوة کی کوٹنگ:

ممبران سے گزارش ہے کہ زرکوة سے استثنیٰ کے لیے زرکوة اور عشر آدھن 1980 کے مطابق اعلامیہ جمع کروائیں اور اگر کوئی تبدیلی ہے تو آگاہ کریں۔

## 9۔ وڈیو کانفرنس کی سہولت کے لیے درخواست

کمپنیز ایکٹ کے سیشن 134(1)(b) کے تحت اگر کمپنی کو 10% یا زیادہ شیئرز رکھنے والے ممبران کی طرف سے درخواست موصول ہو تو کمپنی اس شہر میں وڈیو کانفرنس کی سہولت کا انتظام کرنے کی آ یا کہ اس شہر میں ایسی سہولت موجود ہو۔ مگر اس کے لئے ضروری ہے کہ ایسی کوئی بھی درخواست کمپنی کی AGM کی تاریخ سے 10 دن پہلے موصول ہو جائے۔ اس سلسلے میں براہ کرم درج ذیل فارم کو پُر کریں اور میٹنگ کے انعقاد سے 10 دن پہلے کمپنی کے رجسٹرار ڈائریکٹرز کو ای میل پر موصول ہو جائے چاہیں۔ تاہم اگر 10% یا اس سے زیادہ شیئرز رکھنے والے ممبران کی طرف سے یہ درخواست موصول ہو تو کمپنی میٹنگ کے وقت سے 5 دن پہلے تک تمام انتظامات مکمل کر کے ممبران کو اس بارے میں مطلع کرے گی۔

میں امم امبروز \_\_\_\_\_ جو کہ فریب وال سینٹ کے شیئر نمبر \_\_\_\_\_ سے لکھ

رکھتے ہیں درخواست کرتے ہیں کہ ہمارے شہر \_\_\_\_\_ میں وڈیو کانفرنس کی سہولت مہیا کی جائے۔

ممبر امبروز کے ذمہ

(براہ کرم کارپوریٹ ادارے کی صورت میں کمپنی کی مہر لگائیں)

ممبران آن لائن پلیٹ فارم کے ذریعے بھی میٹنگ میں شامل ہو سکتے ہیں جس کے لیے وہ اپنے نام CNIC نمبر، فون نمبر، موبائل نمبر اور ای میل ایڈریس کی معلومات کے ہمراہ کمپنی سیکریٹری کو بذریعہ ای میل 121 اکتوبر 2024 شام 5 بجے سے پہلے corporate@gwlc.co پر آگاہ کریں۔

## 11۔ E-ووٹنگ اور پمٹنگ

ممبران کو الیکٹرانک طریقہ کار اور بذریعہ ڈاک ووٹ ڈالنے کا حق حاصل کریں ہے۔ جس کے تحت خصوصی امور کا حق رائے دہی کے لئے فریب وال سینٹ کمپنی لمیٹڈ کے ممبران کو بھی الیکٹرانک طریقہ کار اور بذریعہ ڈاک ووٹ ڈالنے کا حق حاصل ہے۔ ممبران کی سہولت کے لیے اس امر کے متعلق فارم اس نوٹس کا حصہ ہے اور یہ فارم کمپنی کی ویب سائٹ [www.gharibwalcement.com](http://www.gharibwalcement.com) پر بھی فراہم کیا گیا ہے۔

## E-ووٹنگ کا طریقہ کار:

a. E-ووٹنگ کی سہولت سرزکار پمٹنگ پرائیویٹ لمیٹڈ کے ذریعے فراہم کی جائے گی۔

b. جو ممبران E-ووٹنگ کی سہولت سے استفادہ حاصل کرنا چاہیں وہ 16 اکتوبر 2024 تک یا اس سے پہلے اپنے رجسٹرار Email جو کہ کمپنی کے پاس درج ہے کہ ذریعے بذریعہ Email corporate@gwlc.co پر مطلع کریں۔

c. E-ووٹنگ سے متعلق تمام معلومات ان تمام ممبران کو جن کے Email ایڈریس کمپنی کے رجسٹرار سرزکار پمٹنگ پرائیویٹ لمیٹڈ کے پاس موجود ہے رجسٹر میں درج ہیں 16 اکتوبر 2024 سے پہلے بھیجی کر دی جائیں گی۔

d. ویب ایڈریس اور Login سے متعلق معلومات ممبران کو بذریعہ Email بھیجی جائیں گی اور سیکورٹی کوڈ بذریعہ SMS کارپمٹنگ کے ذریعے پورٹل سے بھیجی جائیں گے۔

e. ایسے ممبران جو کہ بذریعہ E-ووٹنگ حق رائے دہی استعمال کرنا چاہتے ہیں ان کو آگاسان کی تفصیلات بذریعہ Email بھیجی جائیں گی۔

f. E-ووٹنگ 121 اکتوبر 2024 صبح 9 بجے شروع ہوگی اور 23 اکتوبر 2024 شام 5 بجے بند کی جائیں گی۔ ممبران اس دوران کسی بھی وقت اپنا حق رائے دہی استعمال کر سکتے ہیں۔ ایک مرتبہ ایک ممبر کی جانب سے قرارداد پر ووٹ دے دیا گیا تو بعد ازاں انھیں اس میں تبدیلی کی اجازت نہیں ہوگی۔

## پمٹنگ کے ذریعے ووٹ کا طریقہ کار:

a. بلورق مبادل ممبران کی جانب سے پمٹنگ کا اختیار بھی لیا جاسکتا ہے۔ ممبران کی سہولت کیلئے نوٹس ہڈا کے ساتھ پمٹنگ بھی منسلک کیا جا رہا ہے نیز یہ فارم کمپنی کی ویب سائٹ سے ڈاؤن لوڈ کیا جاسکتا ہے۔

b. ممبران اس بات کو یقینی بنائیں کہ پمٹنگ کے ذریعے پمٹنگ کے ساتھ پمٹنگ کا طریقہ کار کی نقل جیتھ میں آگاسان کو بذریعہ پمٹنگ کمپنی کے رجسٹرار ڈائریکٹرز فرسٹ فلور فرسٹ کونٹریل ٹاور H-27 گلبرگ III اور یا بذریعہ Email corporate@gwlc.co:email پر 22 اکتوبر 2024 شام 5 بجے سے پہلے موصول ہو جائے چاہیں۔

c. پمٹنگ کے ذریعے پمٹنگ کا طریقہ کار کی نقل جیتھ میں آگاسان کو بذریعہ پمٹنگ کمپنی کے رجسٹرار ڈائریکٹرز فرسٹ فلور فرسٹ کونٹریل ٹاور H-27 گلبرگ III اور یا

d. ایسا پمٹنگ کے ذریعے پمٹنگ کا طریقہ کار کی نقل جیتھ میں آگاسان کو بذریعہ پمٹنگ کمپنی کے رجسٹرار ڈائریکٹرز فرسٹ فلور فرسٹ کونٹریل ٹاور H-27 گلبرگ III اور یا

ضوابط کے مطابق نمبر 11 کے مطابق سپر ڈائریکشن حیدرآباد میں جی چار ڈاکا کونسل جس کو ایک QCR ریٹیفڈ آڈٹ فرم ہے کو مقرر کیا گیا ہے کہ وہ خصوصی امور کے اہام دی کے لیے کمپنی کے سکرول نمبر کے طور پر کام کرے۔

کنیٹرا ایکٹ 2017 کی دفعہ (3) 134 کے تحت اہم حقائق سے متعلق بیان۔

ایگزٹا نمبر 4، متعلقہ فریقین کے ساتھ لین دین۔

کمپنی کے 63 ویں اجلاس عام کے دوران حصص داران نے بورڈ آف ڈائریکٹرز کو 30 جون 2024 کو ختم ہونے والے سال کے لیے معمول کے کاروبار میں کے لئے متعلقہ فریقوں کے ساتھ لین دین کی منظوری کا اختیار دیا تھا۔

کمپنی اپنے متعلقہ فریقوں کے ساتھ لین دین بازار کے ریٹ کی بنیاد پر کرتی ہے اور کاروبار کے معمول کے دوران متعلقہ فریقوں کے ساتھ لین دین کے خوالے سے بہتر پالیسی کے مطابق سے۔ متعلقہ فریقوں کے ساتھ ہونے والے تمام لین دین کے لیے کمپنی کے بورڈ آڈٹ کمیٹی کی منظوری درکار ہوتی ہے۔ جس کی سلاش آڈٹ کمیٹی یا اگر ضروری ہو تو HRR کمیٹی کرتی ہے۔

بورڈ آف ڈائریکٹرز اپنے 5 ماہی اجلاس میں متعلقہ فریقین کے ساتھ ہونے والے کاروبار کی توثیق کرتے ہیں۔ جو کہ سٹیڈ کنیٹرا ریگولیشن 2019 کی سشن نمبر 15 کے مطابق ہے۔ اگر کوئی ڈائریکٹر کسی کاروباری معاملے میں ذاتی دلچسپی رکھتا ہو تو وہ اس توثیق کے عمل میں شامل نہیں ہوتا جیسا کنیٹرا ایکٹ 2017 کے سیکشن 207 میں بیان کیا گیا۔

کاروباری معاملات میں شفافیت کو برقرار رکھنے کے لئے متعلقہ فریقین کو ساتھ لین دین کی تفصیلات کو نمبر ذیل توثیق کے لئے کنیٹرا ایکٹ کے سیکشن 207/208 کے تحت پیش کیا جاتا ہے۔

متعلقہ فریقوں کے ساتھ کیے گئے لین دین میں ہیٹ کی فروخت، سرمایہ کاری، کھلی ایکریڈیٹرز کو معاوضے اور دیکھو ہیں اور دیگر معاملات شامل ہیں تعلقات کی نوعیت کو نوٹ 38 اور 39 میں 30 جون 2024 کو ختم ہونے والے سال کے مالیاتی گوشواروں میں بتایا گیا ہے۔ ڈائریکٹرز صرف ان متعلقہ فریقوں میں ان کی مشترکہ ڈائریکٹرز کی حد تک دلچسپی رکھتے ہیں۔

ایگزٹا نمبر 5، بلوچستان گلاس لمیٹڈ کے قلیل مدتی قرض کی طویل مدتی قرض میں تبدیلی۔

یہ بیان کنیٹرا ایکٹ 2017 کی دفعہ 199 کے تحت سالانہ اجلاس میں منعقد ہونے والے خصوصی امور سے متعلق ہے۔

کمپنی وقتاً فوقتاً بلوچستان گلاس لمیٹڈ کو روزمرہ کی کاروباری ضروریات کو پورا کرنے کے لئے مالی معاہدات فراہم کرتی ہے جو کہ کنیٹرا (ایسوسی ایٹڈ کنیٹرا ایسوسی ایٹڈ انڈر ٹکنگ) ریگولیشنز 2012 کو کنیٹرا ایکٹ 2017 کی دفعہ 199 کے مطابق معاہدے کی شکل میں تحریر شدہ ہے۔ کمپنی نے اپنی پچھلی AGM میں یہ سہولت 700 ملین روپے تک ایک سال کے لیے 26 اکتوبر 2024 تک فراہم کی تھی۔

بلوچستان گلاس لمیٹڈ (BGL) جو کہ شیشے کے برتن، مشروبات کی کنیٹرا کے لیے بوتلیں اور پلاسٹک کے ڈسکن بناتی ہے۔ BGL کے انتظامی امور میں اہم تبدیلیاں ہوتی ہیں جن کے تحت طارق گلاس لمیٹڈ (TGL) کی نئی ٹیم آپریشنز کی نگرانی کر رہی ہے۔ نئی انتظامیہ نے BGL کے یونٹ 1 کو بحال اور سرمایہ کاری اور روزانہ کے سرمائے کی ضروریات کا انتظام کیا۔ اس نئی ٹیم نے درخواست کی ہے کہ اس قلیل مدتی قرض کو طویل مدتی قرض میں تبدیل کر دیا جائے اس ایڈجسٹمنٹ کا مقصد BGL کے مالی استحکام اور آپریشنز تسلسل کے لئے ضروری نقدی کی فراہمی ہے۔

بورڈ آف ڈائریکٹرز نے BGL کی مالی حالت، نئی انتظامیہ کی قابلیت کے پیش نظر سلاش کی ہے کہ BGL کے قلیل مدتی قرض کو 3 سالہ طویل مدتی قرض (30 جون 2027 تک) میں تبدیل کر دیا جائے۔ موجودہ 700 ملین روپے کے قرض کو 583.333 ملین روپے کر دیا جائے۔ یہ سلاش BGL اور GCL دونوں کے مفاد میں ہے۔ کمپنی کے ڈائریکٹرز نے واضح ہے کہ انہوں نے BGL کے تمام امور کا جائزہ لیا ہے۔ اس سلسلے میں BGL کے تمام آڈٹ شدہ اور غیر آڈٹ شدہ مالی نتائج پر مشتمل جائزہ رپورٹ رجسٹرڈ آفس میں موجود ہے۔ اس قلیل مدتی قرض کو طویل مدتی قرض میں تبدیل کرنے سے متعلق خصوصی قرارداد کو نمبر 3 کے سامنے منظوری کے لئے پیش کرنے کی تجویز ہے۔

بیرونی نمبر	مطلب	تفصیل
1-	کمپنی کا نام	بلوچستان گلاس لمیٹڈ (BGL)۔ ایسوسی ایٹڈ کنیٹرا آف GCL
2-	قرض کی رقم	583.333 ملین روپے (700 ملین روپے کے قلیل مدتی قرض کی بجائے رقم ہے جس کو اب طویل مدتی قرض میں بدل دیا گیا ہے)
3-	قرض کا مقصد اور فوائد	مقصد: BGL کو دی گئی رقم پر منافع کمانا فائدہ: GCL اپنے قرض کے مجموعی اوسط شرح سود سے 1% زیادہ منافع حاصل کرے گی۔ اور انہی اس قرض کی مدت 3 سال 30 جون 2027 تک ہے۔



بیرونی نمبر	مطلوب	تفصیل																										
۳۔	30 جون 2024 تک قابل وصول قرض کی رقم اور اس کے علاوہ کر کوئی اور رقم قابل وصول ہے تو اس کی تفصیل	<p>قرض کی رقم 583.333 ملین روپے</p> <p>منافع کی رقم 44.830 ملین روپے</p> <p>بینک گارنٹی پرمیٹھن کی رقم: 7.402 ملین روپے</p> <p>بینک گارنٹی کی رقم: 1,685.786 ملین روپے</p>																										
۵۔	شرح سود اور GCL کی اوسط شرح سود	<p>شرح سود: KIBOR+3.5% ہے جو کہ GCL کی سالانہ اوسط شرح سود سے 1% زیادہ ہے۔</p> <p>GCL کی سالانہ اوسط شرح سود: KIBOR+2.5% ہے</p>																										
۶۔	BGL کی مالیاتی تفصیلات	<p>تازہ ترین غیر آڈٹ شدہ اکائٹس (تیسری سہ ماہی مورہ 31 مارچ 2023 کے اختتام پر) کے مطابق مالی حیثیت مندرجہ ذیل ہے۔</p> <table border="1"> <tr> <td>ملین روپے</td> <td></td> </tr> <tr> <td>2,101</td> <td>اداشدہ سرمایہ</td> </tr> <tr> <td>6,410</td> <td>مجموعی خسارہ</td> </tr> <tr> <td>1,037</td> <td>ریجیویشن سروس</td> </tr> <tr> <td>4,004</td> <td>سب آرڈرڈ بلڈنگ</td> </tr> <tr> <td>51</td> <td>موتور شدہ ادائیگیاں</td> </tr> <tr> <td>1063</td> <td>تھیل مدتی قرضے</td> </tr> <tr> <td>1,661</td> <td>موتور شدہ ادائیگیاں</td> </tr> <tr> <td>173</td> <td>موجودہ اثاثے</td> </tr> <tr> <td>0.10</td> <td>حالیہ حساب</td> </tr> <tr> <td>2,270</td> <td>کلڈ ایٹس</td> </tr> <tr> <td>(301)</td> <td>بموازگیں نقصان</td> </tr> <tr> <td>۱.15 روپے</td> <td>فی شیئر نقصان</td> </tr> </table>	ملین روپے		2,101	اداشدہ سرمایہ	6,410	مجموعی خسارہ	1,037	ریجیویشن سروس	4,004	سب آرڈرڈ بلڈنگ	51	موتور شدہ ادائیگیاں	1063	تھیل مدتی قرضے	1,661	موتور شدہ ادائیگیاں	173	موجودہ اثاثے	0.10	حالیہ حساب	2,270	کلڈ ایٹس	(301)	بموازگیں نقصان	۱.15 روپے	فی شیئر نقصان
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۱.15 روپے	فی شیئر نقصان																											
۷۔	دو ذرائع جن سے قرض کی رقم فراہم کی جائے گی	<p>یہ قرض پچھلے سالوں میں دیا گیا تھا جو کہ GCL کے اپنے ذرائع سے حاصل شدہ پیش میں سے تھا۔</p> <p>(دو بینک سے حاصل شدہ قرض میں سے نہیں ہوگا)</p>																										
۸۔	ڈائریکٹرز کے ذاتی مفادات	<p>عمر تو صیف پراپے GCL اور بلو اوسط طور پر BGL کے بھاری اکثریت کے شیئر ہولڈر ہے۔ اور شیئرز کا تناسب یہ ہے۔</p> <table border="1"> <tr> <td>نام</td> <td>شیئر BGL</td> <td>شیئر GCL</td> </tr> <tr> <td>عمر تو صیف پراپے</td> <td>0.0%</td> <td>57.4%</td> </tr> <tr> <td>عمر تو صیف پراپے کی شریک حیات:</td> <td></td> <td></td> </tr> <tr> <td>تسمو تو صیف پراپے</td> <td>0.0%</td> <td>0.0%</td> </tr> </table> <p>عمر تو صیف پراپے GCL کے CEO ہیں اور BGL کے چیئرمین ہیں اور وہ MMM ہولڈنگ کے 50% سے زیادہ کے شیئر ہولڈر ہیں جو کہ BGL کی ہولڈنگ کمپنی ہے۔</p> <p>شیئر ہولڈنگ کی تفصیلات دونوں کمپنیوں کی ویب سائٹس اور سالانہ اکائٹس میں موجود ہیں۔</p>	نام	شیئر BGL	شیئر GCL	عمر تو صیف پراپے	0.0%	57.4%	عمر تو صیف پراپے کی شریک حیات:			تسمو تو صیف پراپے	0.0%	0.0%														
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سیریل نمبر	مطلوب	تفصیل
۹۔	قرض کی ادائیگی کا شیڈول	10۔ مئی برابر اقساط جو کہ 30 جون 2027 تک واجب الادا ہیں۔
۱۰۔	معاہدہ (ہونے والا یا ہو چکا) کی نمایاں خصوصیات	معاہدے کی شرائط AGM میں ممبران کی طرف سے منظور شدہ شرائط کے مطابق ہوں گی۔
۱۱۔	قرض کی مد میں رکھی گئی سیکورٹی کی تفصیلات	محمد توفیق پراپو نے اپنی پرنسپل گارنٹی دی ہوئی ہے اور قرض کی رقم کے برابر مالیت کے پیکیج کنٹری کولیکٹیورٹی کے طور پر جمع کرائے ہوئے ہیں۔
۱۲۔	قرض کے چالے کا اختیار	ایسا کوئی اختیار BGL کو نہیں دیا گیا۔
۱۳۔	اس سرمایہ کاری سے متعلق کیے گئے یا ہونے والے معاہدے کی نمایاں خصوصیات	<p>قرض کی رقم 583,333 ملین روپے</p> <p>قرض کی قسم قلیل مدتی قرضہ طور پر مدتی قرض میں تبدیل</p> <p>قرض کا مقصد قرض کی رقم پر منافع کا حصول</p> <p>فوائد کنٹری اس قرض پر اضافی منافع حاصل کرے گی۔</p> <p>درازیہ 3 سال 30 جون 2027 تک</p> <p>شرح سود 3.5% + KIBOR</p> <p>اصل رقم کی ادائیگی 30 جون 2027 تک 10 برابر مہینہ اقساط کی شکل میں</p> <p>سود کی ادائیگی سہ ماہی اقساط میں</p>

اوپر دیے گئے حقائق کی روشنی میں سفارش کی جاتی ہے کہ ایجنڈا نمبر 14 اور 5 کی منظوری دی جائے۔  
کسی بھی ڈائریکٹر کا اوپر دیے گئے خصوصی امور میں کوئی ذاتی مفاد نہیں سوائے اس کے جو کہ بطور ڈائریکٹر یا شیئر ہولڈران کو حاصل ہیں۔

# GOVERNANCE



# COMPANY INFORMATION

## BOARD OF DIRECTORS

- Khalid Siddiq Tirmizey  
Chairman - Independent Director
- Muhammad Tousif Peracha  
Executive Director
- Abdur Rafique Khan  
Executive Director
- Shafaat Ahmed  
Independent Director
- Mustafa Tousif Ahmed Paracha  
Executive Director
- Amna Khan  
Non-Executive Director
- Habib Tousif Paracha  
Non-Executive Director
- Faisal Aftab Ahmad  
Independent Director
- Daniyal Jawaid Peracha  
Non-Executive Director

## AUDIT COMMITTEE

- Shafqaat Ahmed  
Chairman
- Khalid Siddiq Tirmizey  
Member
- Faisal Aftab Ahmad  
Member

## HRR COMMITTEE

- Khalid Siddiq Tirmizey  
Chairman
- Muhammad Tousif Peracha  
Member
- Shafqaat Ahmed  
Member

## EXTERNAL AUDITORS

Kreston Hyder Bhimji & Co  
Chartered Accountants  
Amin Building, The Mall, Lahore

## LEGAL ADVISORS

Raja Muhammad Akram  
Legal Advisors  
Main Gulberg, Lahore.

## KEY MANAGEMENT PERSONNEL

- Muhammad Tausif Peracha  
Chief Executive Officer
- Muhammad Shamail Javed FCA  
Chief Financial Officer
- Farukh Naveed ACA  
Company Secretary & Deputy CFO
- Ali Rashid Khan  
Director Operation
- Abdul Shoeb Piracha  
Director Commercial
- Syed Firasat Abbas  
General Manager Plant
- Rana Muhammad Ijaz  
General Manager Sale
- Muhammad Tahir  
Chief Coordination Officer
- Hassan Mehdi ACA CIA  
Internal Auditor

## SHARE REGISTRAR

Corplink (Private) Limited,  
Wings Arcade, 1-K, Commercial,  
Model Town, Lahore.

## BANKERS

- Al Baraka Bank Limited
- Allied Bank Limited
- Askari Bank Limited
- Bank Al Habib Limited
- Faysal Bank Limited
- First Habib Modaraba
- Habib Bank Limited
- Habib Metropolitan Bank
- MCB Bank Limited
- National Bank of Pakistan
- Pak China Investment Company
- Pair Investment Co Ltd
- Summit Bank Limited
- The Bank of Punjab
- United Bank Limited

# MISSION & VISION

## MISSION

We are committed to be a profitable company by providing high quality products and services to our customers through a competent, efficient and motivated team supported by the latest technology in an eco-friendly manner, thereby achieving the financial objectives of our shareholders, whilst adding value to community.



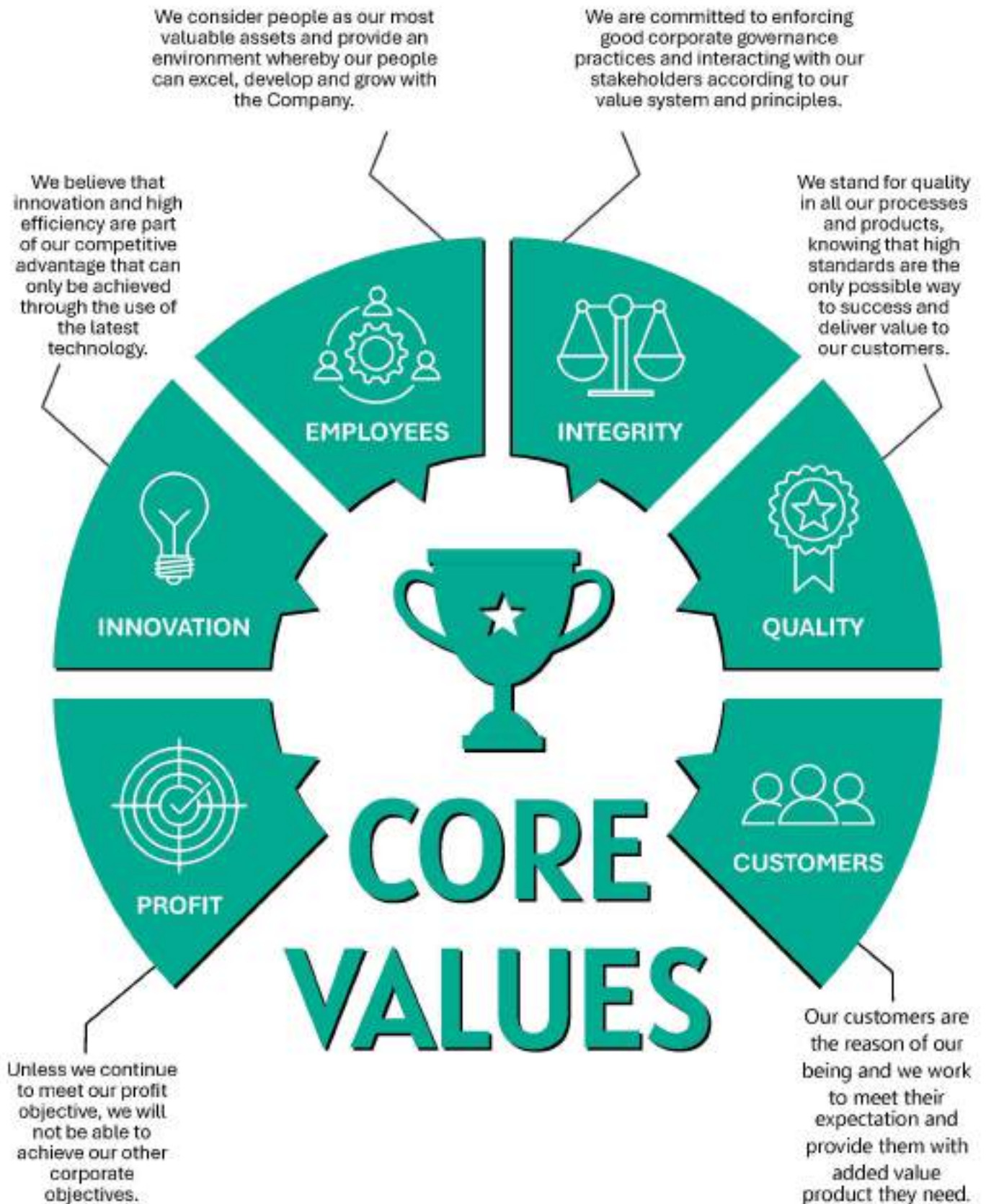
## VISION

We are envisioned to be a leading partner in nation building, and the most preferred cement brand by maintain your reputation as 'symbol of quality'.

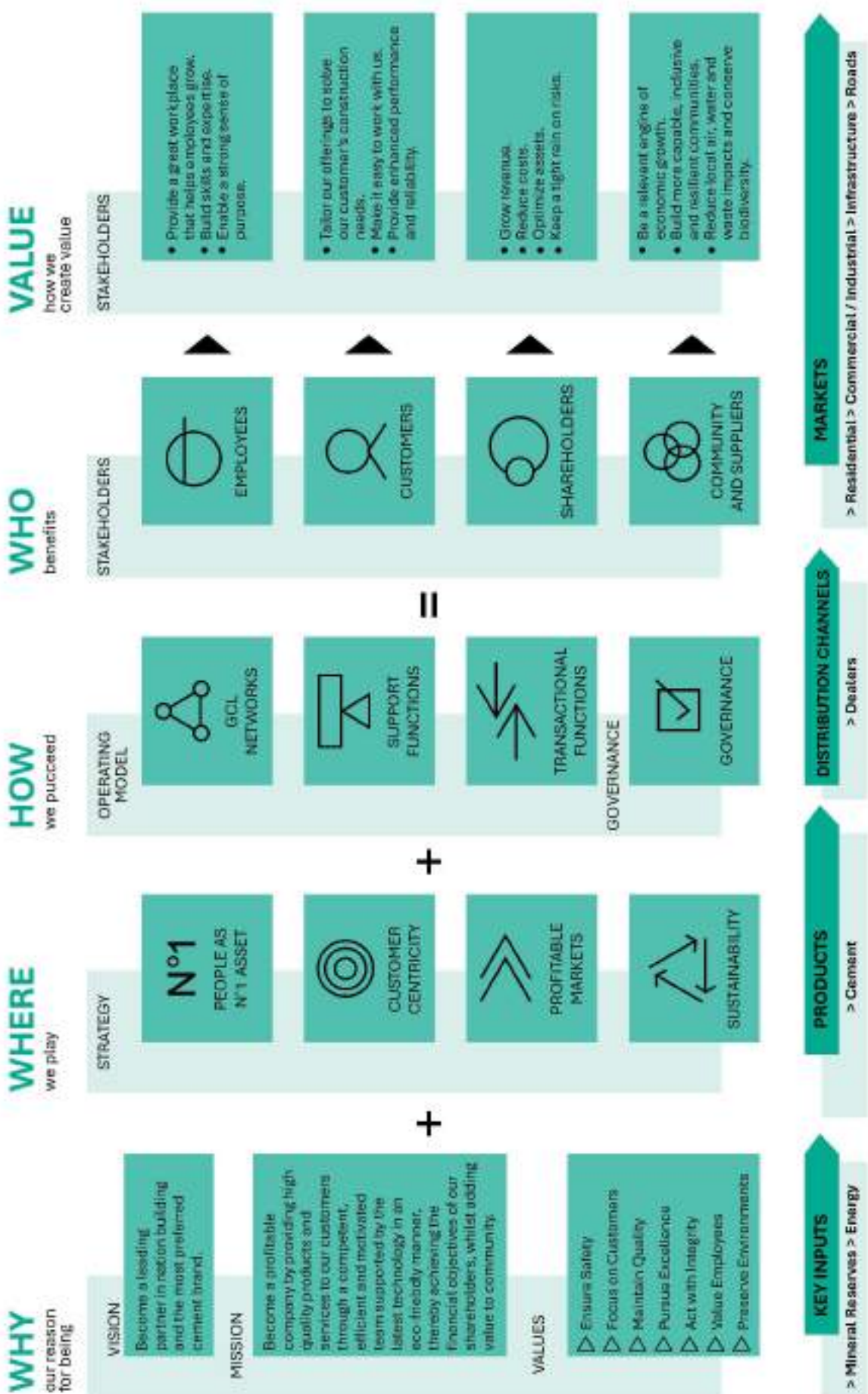


# CORE VALUE

We execute our mission standing firm around our core values and the beliefs that reflect what is truly important to us as an organization. These are not values that change from time to time but rather these are the foundations of our company culture.

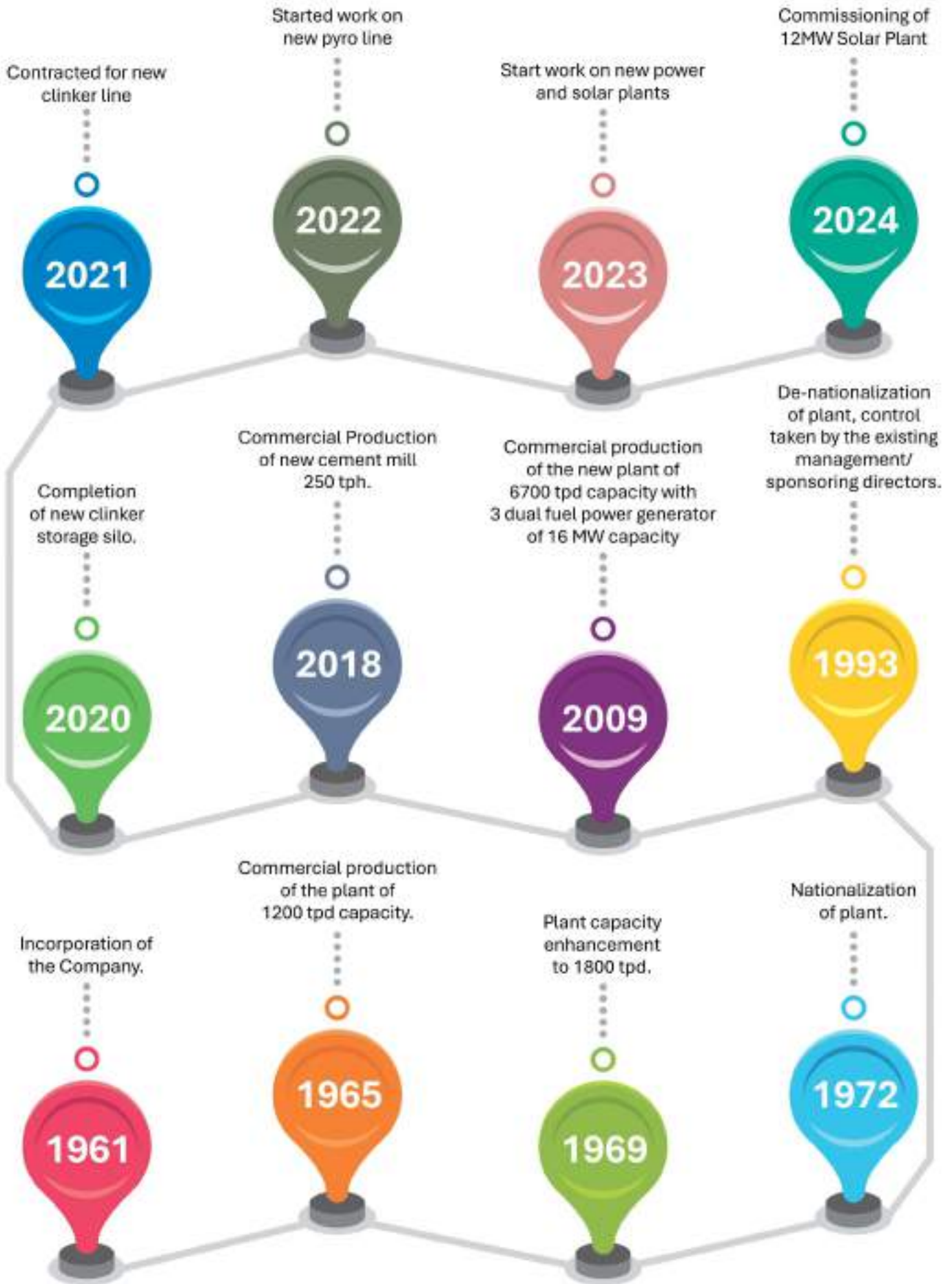


# OUR VISION AND VALUE CREATION MODEL





# COMPANY TIME LINE



# DIRECTORS' PROFILE



**Muhammad Tousif Peracha**  
(Chief Executive Officer)

He is a seasoned industrialist. He has vast geographically spread business experience of more than 30 years in the field of international shipping, petroleum products, textile, real estate development, glass, cement, auto mobile manufacturing. He is also chief executive officer of Balochistan Glass Limited, and director of Pak Hy-Oils Limited and Orion Shipping (Pvt) Limited.



**Abdur Rafique Khan**  
(Executive Director)

He holds degree of MBA from IBA Karachi. He started his career as banker in Citi Bank N.A. He has vast geographically spread business experience of more than 40 years in the field of international shipping, trading, hotel, and cement.



**Khalid Siddiq Tirmizey**  
(Independent Director)

He holds degrees of MBA from IBA Karachi and Masters in Economics from University of the Punjab. He has over 41 years of experience working at several leading commercial banks in the country where he ascended through a series of increasingly responsible positions including heading bank's investment banking, retail banking, credit and marketing businesses, country head, MD, Deputy CEO, and acting CEO.



**Shafqaat Ahmed**  
(Independent Director)

Shafqaat Ahmed has over 48 years of banking experience in Corporate Finance and Capital Markets. He established Albaraka Bank in Pakistan, serving as CEO and President from 1992 to early 2018, overseeing two major mergers. He holds a degree in Economics from Foreman Christian College and is a Fellow of the Institute of Bankers in Pakistan.



**Mustafa Tousif Ahmed Paracha**  
(Executive Director)

He holds a BSc in Business Management from Queen Mary, University of London. With extensive board-level strategic experience, he drives key initiatives that promote sustainable growth. His diverse interests in the UK property market and Nigeria's shipping industry showcase his global business acumen.



**Faisal Aftab Ahmad**  
(Independent Director)

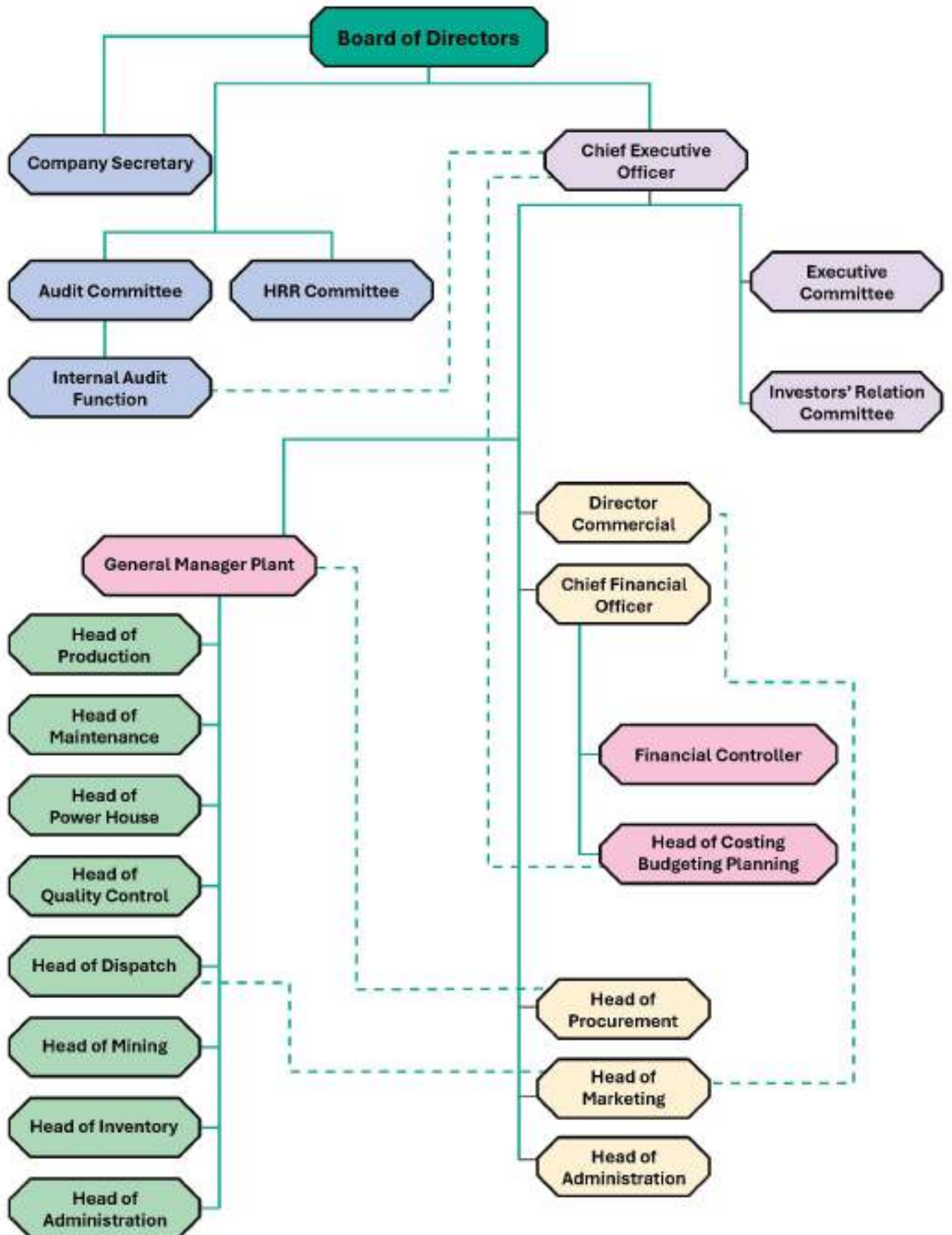
He is a Qualified Chartered Accountant and has Diversified Experience for more than 16 years in the field of Financial Advisory and Tax Planning.



**Daniyal Jawaid Paracha**  
(Independent Director)

He is an Associate member of Institute of Chartered Accountants in England and Wales, Institute of Chartered Accountants of Pakistan, Association of Chartered Certified Accountants (UK). He has hands on experience for more than 10 years in the Audit and Business Assurance Services as well as Taxation and Legal Service department.

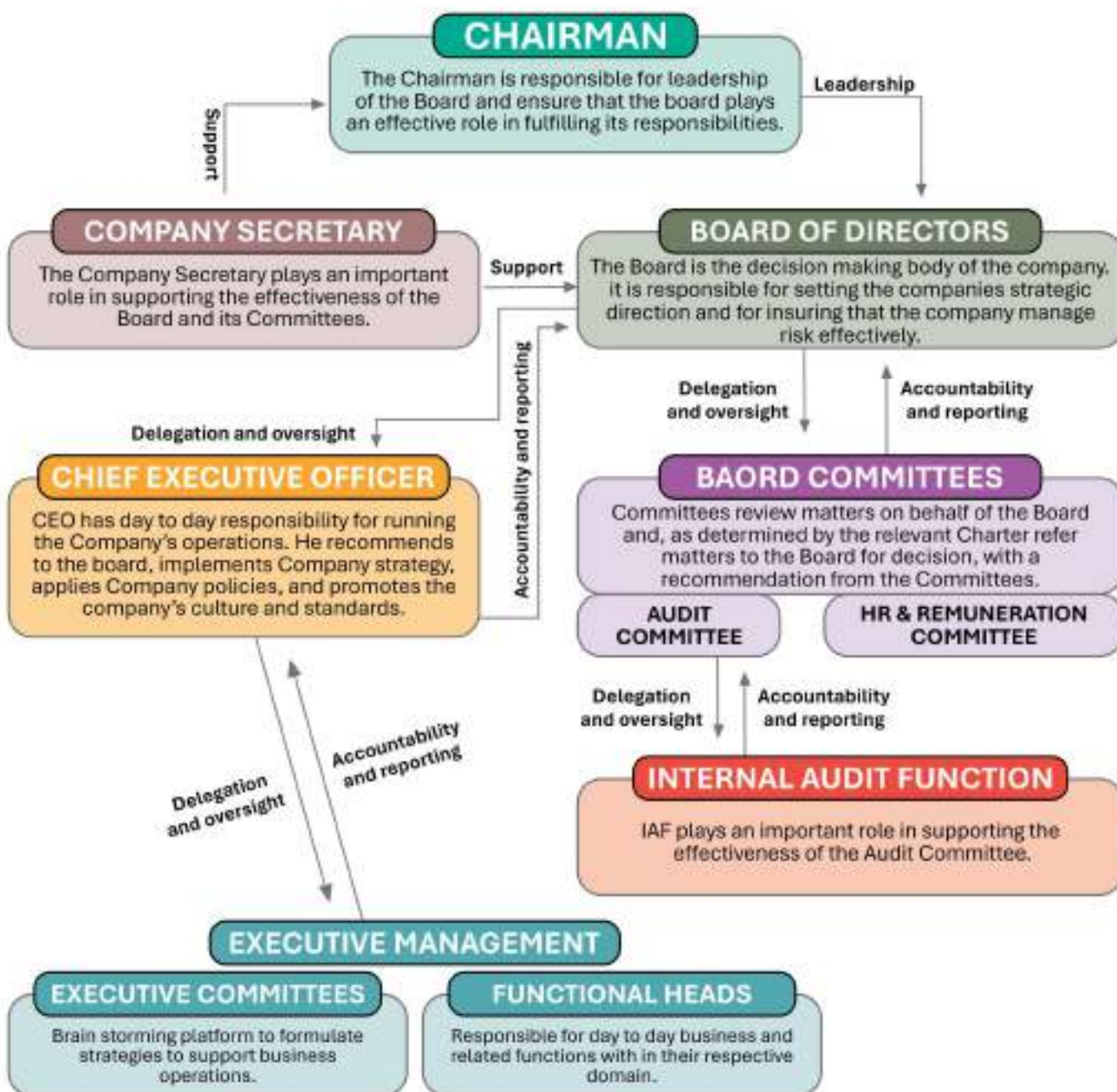
# ORGANIZATION CHART



# GOVERNANCE MODEL

THE BOARD ARE ACCOUNTABLE TO SHAREHOLDERS FOR THE COMPANY'S PERFORMANCE AND GOVERNANCE. THE BOARD HAS DELEGATED TO THE CEO AND, THROUGH THE CEO TO OTHER SENIOR EXECUTIVES, RESPONSIBILITY FOR THE DAY-TO-DAY MANAGEMENT OF THE COMPANY'S AFFAIRS AND IMPLEMENTATION OF THE COMPANY'S STRATEGY AND POLICY INITIATIVES. ALL EXECUTIVES ARE TO OPERATE IN ACCORDANCE WITH BOARD APPROVED POLICIES AND DELEGATED LIMITS OF AUTHORITY.

THE DIAGRAM BELOW SUMMARIES GCL'S GOVERNANCE FRAMEWORK AND THE FUNCTIONS RESERVED FOR THE BOARD.



# BOARD OF DIRECTORS

The board is the decision making body of the company. It is responsible for setting the companies strategic direction and for insuring that the company manage risk effectively.

The Board's responsibilities include:

- Oversight of the Company including its control and accountability systems;
- appointing, rewarding and determining the duration of the appointment of the CEO and ratifying the appointment of senior executives including the Chief Financial Officer and the Company Secretary;
- Reviewing and approving overall financial goals for the Company;
- Guiding the development of the Company's strategy and monitoring its implementation;
- Monitoring business performance and ensuring that appropriate resources are available;
- Approving the Company's financial statements and annual budget, and monitoring financial performance against the approved budget;
- Reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct and legal compliance (including in respect of matters of sustainability, safety, health and environment); key management recommendations (such as major capital expenditure, acquisitions divestments, restructuring and funding);
- Determining dividend policy and the amount, nature and timing of dividends to be paid;
- Monitoring Board composition, processes and performance; and
- Monitoring the effectiveness of systems in place for keeping the market informed, including shareholder and community relations.
- risk of default concerning obligations on any loans (including penalties and other dues to a creditor, bank or financial institution), or any other debt instrument;
- annual business plan, cash flow projections, forecasts and strategic plan;
- budgets including capital, manpower and overhead budgets, along with variance analysis; matters recommended and/or reported by the audit committee and other committees of the board;
- quarterly operating results of the company;
- internal audit reports, including cases of fraud, bribery, corruption, or irregularities of material nature;
- management letter issued by the external auditors;
- promulgation of or amendment to a law, rule or regulation, applicability of financial reporting standard and such other matters as may affect the company and the status of compliance therewith;
- Status and implications of any law suit or proceedings (show cause notice, demand or prosecution notice) of material nature, filed by or against the company;
- Failure to recover material amounts of loans, advances, and deposits made by the company, including trade debts and inter corporate finance;
- Any significant accidents, fatalities, dangerous occurrences and instances of pollution and environmental problems involving the company;

- Report on governance, risk management and compliance issues;
- Disputes with labor and their proposed solutions, any agreement with the labor union or collective bargaining agent and any charter of demands on the company;
- Reports on /synopsis of issues and information pursued under the whistle blowing policy,
- Implementation of environmental, social and governmental and health and safety business practices including report on corporate social responsibility activities; and
- Quarterly details of foreign exchange exposures and the safeguards taken by management against adverse exchange rate movement, if material.

## Composition of the Board

The Company's Constitution provides that there shall be a minimum of seven directors and a maximum of ten directors on the Board. The composition of the Board shall be as follows as per corporate laws:

Independent Directors	2 or 1/3 of total member whichever is higher
Executive Directors	1/3 of total members at maximum
Female Directors	At least one member

The roles of the Chairman and the CEO are not exercised by the same individual. Last election of directors were held during February 2024 and next election of directors shall be due during February 2027.

## Meeting of Board

The Board meets at least once during a quarter. The chairman sets the agenda of the meeting of the board and ensures that reasonable time is available for discussion of the same. All written notices and relevant material, including the agenda, of meetings are circulated at least seven days prior to the meetings, except in the case of emergency meetings, where the notice period may be reduced or waived.

The chairman ensures that the minutes of meetings of the board of directors are kept in accordance with the requirements of Section 178 and 179 of the Act. The company secretary acts as secretary to the board.

The Chief Financial Officer and the Financial Controller/ Company Secretary of the Company attend all meetings of the board of directors.

## Issues to be placed for decision of Board of Directors

The Chief Executive Officer of the Company places significant issues for the information, consideration and decision, as the case may be, of the board of directors or its committees that include but are not limited to the following:

### Skills and Diversity of Board

The Board actively seeks to ensure that it has an appropriate mix of diversity (including gender diversity), skills, experience and expertise to enable it to discharge its responsibilities effectively and to be well equipped to assist our Company to navigate the range of opportunities and challenges we face.

To assist in identifying areas of focus and maintaining an appropriate and diverse mix in its membership, the Board utilizes a skills matrix which is reviewed by the Board on a regular basis. It is an important, but not the only, basis of criteria applying to Board appointments.

Element	Skills
Leadership	Executive Leadership Health, Safety & Environment
Portfolio	Strategy, Financial Acumen, Risk Management Global Experience, Market and Customer Knowledge Innovation Change and Transition Information technology
People Governance	Organisational Sustainability Remuneration and rewards Governance and regulation Board Experience

### Directors' Training Program

The company makes appropriate arrangements inhouse to carry out orientation courses for their directors to acquaint them with these Regulations, applicable laws, their duties and responsibilities to enable them to effectively govern the affairs of the listed company for and on behalf of shareholders.

A newly appointed director on the board is acquire, unless exempted or already in possession of the required certification, the directors training program certification within a period of one year from the date of appointment as a director on the board.

Three directors of the Company have already possessed the directors training program certification. Three directors of the company qualify for the exemption from the directors training program based on their education and experience on the board of a listed company.

### Continuous Disclosure

The Company appreciates the importance of timely and adequate disclosure to the market. It is committed to making timely and balanced disclosure of all material matters, and maintaining effective communication with its shareholders and investors so as to give them ready access to balanced and understandable information.

The Company has in place mechanisms designed to ensure compliance with all relevant disclosure laws and PSX Rule requirements under the Continuous Disclosure Policy adopted by the Board. These mechanisms also ensure accountability at a senior executive level for that compliance.

### Non-Executive Director

Six non-executive directors are required on the board of nine directors. The Board considers the extent of the involvement of the directors in managing the affairs of the company rather than their pecuniary interests as guiding factor in distinguishing between executive and non-executive directors of a company.

### Director Independence

Minimum three independent directors are the required on the board. The Board assesses the independence of the non-executive directors in light of their interests, positions, associations and relationships with the Company or its associated companies / undertakings; and his ability to reasonably exercise independent business judgement with being subservient to any form of conflict of interest.

### Chairman's appointment and responsibilities

The Board selects the Chairman from the non-executive Directors. The Chairman leads the Board and is responsible for the efficient organisation and effective functioning of the Board. He ensures that Directors have the opportunity to contribute to Board deliberations. The Chairman regularly communicates with the CEO to review key issues and performance trends. He also represents the Company in the wider community.

### Chief Executive Officer appointment and responsibilities

CEO has day to day responsibility for running the Company's operations. He recommends to the board, implements Company strategy, applies Company policies, and promotes the company's culture and standards. The Board appoints any person, including an elected director, to be the chief executive officer for the a term of three years within fourteen days from the date of Directors' elections. The terms and condition of appointment of the CEO is determined by Board of the Company.

### Communications with Shareholders

The Company's policy is to promote effective two-way communication with shareholders and other they understand GCL's business, governance, financial performance and prospects, as well as how to access relevant information about GCL and its corporate activities.

### Annual Reporting

Shareholders may elect to receive annual reports electronically or to receive notifications via email when reports are available online. Hard copy annual reports are provided to those shareholders who elect to receive them. While companies are not required to send annual reports to shareholders other than those who have elected to receive them.

The CEO and Chief Financial Officer are responsible for determining whether or not information is required to be disclosed to the PSX. Announcements relating to significant matters, such as results or other corporate matters which involve significant financial or reputational risk, are referred to the Board for Approval. The Company Secretary will endeavour to notify all other directors of the possible disclosure considerations and invite them to participate in any discussions and disclosure decisions where possible.

#### Materiality approach adopted by the Management

Information and events are considered to be material if, individually or in aggregate, they have significant impact on the Company's performance or profitability which in turn can influence the economic decisions of the Company's Stakeholders.

Assessment of materiality levels other than those provided under the regulations is matter of professional judgment and is organization specific. The management has defined procedures, assumptions and factual base for identifying and categorizing the materiality base in order to discharge its responsibility to identify, control and reduce business risks that may affect the entity's ability to achieve its objectives.

The specific materiality thresholds are defined and approved by the Board. As part of the Company's policy, the management discloses the transaction and events falling in this materiality threshold to the Board of Directors. In addition to it, the management is also responsible for apprising the board members with all unusual items or events.

As a rule of thumb, the Company uses the following matrix to determine the materiality level:

- 5% of profit before tax
- 1/2 % of total assets
- 1% of equity
- ½% of net sales
- Unusual Transaction exceeding Rs. 100,000/-

#### Company announcements

All formal reporting and Company announcements made to the PSX are published on GCL's website after confirmation of lodgment has been received from the PSX. Furthermore, announcements are also sent to major newspaper for broader dissemination when required.

#### General meetings

GCL encourages shareholders to attend and participate in all general meetings including annual general meetings. Shareholders are entitled to ask questions about the management of the Company and of the auditor as to its conduct of the audit and preparation of its reports.

Notices of Meeting are accompanied by explanatory notes to provide shareholders with information to enable them to decide where to attend and how to vote upon the business of the meeting. Full copies of Notices of meeting and explanatory notes are posted on GCL's website. If shareholders are unable to attend general meetings, they may vote by appointing a proxy using the form attached to the Notice of Meeting or an online facility.

At the Annual General Meeting, shareholders have a reasonable opportunity to ask the external auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements of the Company, and the independence of the external auditor in relation to the conduct of the audit.



# PERFORMANCE EVALUATION PROCESS

The following table explains the Company's performance evaluation processes for the Board, Committees, individual Directors and senior executives.

Board, Committees & Directors	CEO	Senior Executive
<p>The Board undertakes an evaluation of the performance of the Board, its Committees, individual Directors and the Chairman at least annually.</p> <p>The evaluation encompasses a review of the structure and operation of the Board, the skills and characteristics required by the Board to maximise its effectiveness and whether the blending of skills, experience and expertise and the Board's practices and procedures are appropriate for the present and future needs of the Company.</p> <p>Steps involved in the evaluation include the completion of a questionnaire by each Director, review of responses to the questionnaire at a Board Meeting, and a private discussion between the Chairman and each other Director.</p>	<p>On an annual basis, the Remuneration Committee and subsequently the Board formally review the performance of the CEO. The criteria assessed are both qualitative and quantitative, and include profit performance, other financial measures, safety performance and strategic actions.</p>	<p>The CEO annually reviews the performance of each of Company's senior executives, being members of the Executive Committee, using criteria consistent with those used for reviewing the CEO.</p> <p>The performance of senior executives is reviewed annually against appropriate measures as part of Company's performance management system, which is in place for all managers and staff. The system includes processes for the setting of objectives and the annual assessment of performance against objectives and workplace style and effectiveness.</p> <p>The CEO reports to the Board through the Remuneration Committee on the outcome of those reviews.</p>
<p>An evaluation of the performance of the Board, its Committees and individual Directors took place in FY2024 in accordance with the process described above.</p>	<p>An evaluation of the performance of the CEO took place in FY2024 in accordance with the process described above.</p>	<p>An evaluation of the performance of senior executives of GCL took place in FY2024 in accordance with the process described above.</p>

## Remuneration of Independent

The independent Directors do not receive any remuneration or other performance related incentives, nor are there any schemes for retirement benefits for non-executive Directors.

The remuneration of an independent director for attending meetings of the Board of Directors or its Committees shall from time to time be determined and approved by the Board of Directors.

## Remuneration of Senior Executives

GCL's remuneration policy and practices for senior executives are designed to attract, motivate and retain high quality people. The policy is built around principles that:

- executive rewards be competitive in the markets in which GCL operates;
- executive remuneration has an appropriate balance of fixed and at risk reward;
- remuneration be linked to GCL's performance and the creation of shareholder value;
- at risk remuneration for executives has both short and long-term components; and
- a significant proportion of executive reward be dependent upon performance assessed against key business measures.

These principles ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to corporate and individual performance is defined.



# AUDIT COMMITTEE

The Board has constituted a well-qualified Audit Committee. All the members of the Committee are Non-Executive Directors. They possess sound knowledge on accounts, audit, finance, taxation, internal controls, manufacturing process and management. Chairman of the Audit Committee is an Independent director and company secretary acts as secretary to the committee.

The Board of Directors, unless they have strong grounds otherwise, acts in accordance with the recommendations of the Audit Committee in the following matters:

1. Review of quarterly, half yearly and annual financial statements of the Company, prior to their approval by the Board of Directors, focusing on:
  - Major judgmental areas,
  - Significant adjustments resulting from the audit,
  - The going concern assumption,
  - Any change in accounting policies and practices,
  - Compliance with applicable accounting standards, and
  - Compliance with listing regulations and other statutory and regulatory requirements.
2. Review of preliminary announcements of results prior to publication.
3. Facilitating the external audit and discussion with external auditors of major observations arising from interim and final audits and any matter that the auditors may wish to highlight (in the absence of Management, where necessary).
4. Review of Management Letter issued by external auditors and Management's response thereto.
5. Ensuring coordination between the internal and external auditors of the Company.
6. Appointment and remuneration of external auditors;
7. Review of the scope and extent of internal audit and ensuring that the internal audit function has adequate resources and is effectively working within the Company.
8. Consideration of major findings of internal auditors and Management's response thereto.
9. Ascertaining that the internal control system including financial and operational controls, accounting system and reporting structure are adequate and effective.
10. Determination of compliance with relevant statutory requirements.
11. Monitoring compliance with the best practices of corporate governance and identification of significant violations thereof.
12. Review of Related Party transactions entered into during the year.
13. Determination of appropriate measures to safeguard the Company's assets.



# HUMAN RESOURCE & REMUNERATION (HRR) COMMITTEE

The Committee meets on as required basis or when directed by the Board of Directors. The Company Secretary acts as Secretary of the Committee and submits the minutes of the meeting duly signed by its Chairman to the Company Secretary. These minutes are then circulated to the Board of Directors.

The role of the Human Resources & Remuneration Committee is to assist the Board of Director in its oversight of the evaluation and approval of the employee benefit plans, welfare projects and retirement benefits. The Committee recommends any adjustments, which are fair and required to attract / retain high caliber staff, for consideration and approval. The Committee has the following responsibilities, powers, authorities and discretion:

1. Formulate and review human resource management policies and plan for consideration of the Board;
2. Conduct periodic reviews of the Employees Appraisal, Bonuses and incentives for outstanding performance.
3. Periodic reviews of the amount and form of reimbursement for terminal benefits in case of retirement and death of any employee in relation to current norms.
4. Consider any changes to the Company's retirement benefit plans including gratuity, leaves encashment based on the actuarial reports, assumptions and funding recommendations.
5. Recommend financial package for CBA agreement to the Board of Directors.
6. Ensure that succession plans are in place and review such plans at regular intervals for those executives, whose appointment requires Board approval (under Code of Corporate Governance), namely, the Chief Financial Officer, the Company Secretary and the Head of Internal Audit, including their terms of appointment and remuneration package in accordance with market positioning.
7. Conduct periodic reviews of the amount and form of Directors' compensation for Board and Committee services in relation to current norms. Recommend any adjustments for Board consideration and approval.



# INVESTORS' RELATIONSHIP COMMITTEE

The Board has constituted Investors' Relationship Committee. This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. The Committee also looks into allotment of shares kept in abeyance, allotment of shares on exercise of the stock options by the employees and allotment of privately placed preference shares, debentures and bonds, if any.

The Committee is headed by Muhammad Tousif Peracha (CEO). Farukh Naveed, Company Secretary, is designated as the "Compliance Officer" who oversees the satisfactory clearance of the investors' grievances.

The company has appointed Share Registrar for all Share related matters like transfer, transmission, Dividend, etc. Investors are requested to get in touch with the Share Registrar.

Corplink (Pvt) Limited,  
Shares Registrar, Wings  
Arcade, 1-K, Commercial,  
Model Town, Lahore.  
Tel : (042) 35916714

For any unresolved matters or further queries / clarification, investors may contact the officials from the company.

Farukh Naveed  
Company secretary  
Tel: (042) 36060605  
Email: fn@gwlc.co



# CODE OF CONDUCT AND BUSINESS ETHICS

The Company's Code of Business Ethics and Code of Conduct is enforced at all levels fairly and without prejudice. This code is obligatory, both morally as well as legally and is equally applicable to all the directors and employees of the Company.

## Policy Statement

- We act with integrity at all times; we are honest and trustworthy.
- We demonstrate respect for our fellow employees, customers and business partners; we listen and seek solutions.
- We are open-minded team players; we foster collaboration while maintaining individual accountability.
- We value new ideas that serve our customers, the business and communities.
- We are dedicated, committed and deliver on our promises.
- We obey the law and comply with this Code of Conduct
- We shall conduct our employment activities with the highest principles of honesty, integrity, truthfulness and honour.
- We shall not make, recommend, or cause to be taken any action, contract, agreement, investment, expenditure or transaction known or believed to be in violation of any law, regulation or corporate policy.
- We shall not use our respective positions in employment to force, induce, coerce, harass, intimidate, or in any manner influence any person, including subordinates, to provide any favor, gift or benefit, whether financial or otherwise, to ourselves or others.
- In business dealings with suppliers, contractors, consultants, customers and government entities, we shall not provide or offer to provide any gratuity, favour or other benefit and all such activities shall be conducted strictly on an arm's length business basis.
- While representing the Company in dealings with third parties we shall not allow ourselves to be placed in a position in which an actual or apparent conflict of interest exists. All such activities shall be conducted strictly on an arm's length business basis.
- All of us shall exercise great care in situations in which a personal relationship exists between an individual and any third party or Government employee or official of an agency with whom the Company has an existing or potential business relationship. Where there is any doubt as to the propriety of the relationship, the individual shall report the relationship to management so as to avoid even the appearance of impropriety.
- We shall not engage in outside business activities, either directly or indirectly, with a customer, vendor, supplier or agent of the Company, or engage in business activities which are inconsistent with, or contrary to, the business activities of the Company.
- We shall not use or disclose the Company's trade secret, proprietary or confidential information, or any other confidential information gained in the performance of Company duties as a means of making private profit, gain or benefit.



# BUSINESS STRATEGY

At its core, our business strategy has four main elements:



## OUR PEOPLE (Value our people as our main competitive advantage)

Our people are our competitive advantage and the reason for our success. That is why we hire the best and work hard to develop and support each and every one of them—so that we all grow successfully. Our approach to talent management is founded on three pillars:

**EMPLOY THE RIGHT PEOPLE, IN THE RIGHT PLACE, AT THE RIGHT TIME** to perform the right job to achieve our strategy.

**ENABLE A DIGITAL, HIGH PERFORMING, AND REWARDING CULTURE** to deliver sustainable business value in a safe, ethical workplace.

**BUILD, DEVELOP, AND ENABLE OUR WORKFORCE CAPABILITIES** to confront challenges and pursue excellence.

**PLACING HEALTH AND SAFETY FIRST**

Health and safety is our top priority. To ensure we are meeting our goals, four core principles guide every decision we make and action we take:

- Ensure nothing comes before the health and safety of our people, contractors, and communities.
- Make health and safety a personal responsibility by looking after ourselves and each other.
- Strive to create a workplace with zero harm.
- Maintain accountability for health and safety practices.

We are constantly working towards our ultimate target of zero injuries—our Zero4Life commitment.



## OUR CUSTOMERS (Help our customers succeed)

**WE WANT OUR CUSTOMERS TO VIEW US AS RELIABLE, EASY TO WORK WITH, INNOVATIVE, EXPERT AND PROFESSIONAL; IN SHORT, AN EXCELLENT PARTNER THAT ENABLES OUR CUSTOMERS TO SUCCEED**

**DELIVERING A SUPERIOR CUSTOMER EXPERIENCE**

Today, our operating environment and our customers' expectations are changing rapidly and dramatically. Consequently, we are embarking on a bold path of transformation to enable us to meet those expectations.

**Fostering customer centricity** We are putting our customers at the center of every action we take and every decision we make. We have organized our company and redesigned our processes to ensure that we create the best possible experience for them.

Already, our customer centricity initiatives focused on pricing policies, sales management, customer segmentation, and the value proposition we offer to our customers, are integrated into our ongoing operations. While we still have work to do, we have made tremendous progress in these areas.



## MARKETS WHERE WE OPERATE (Pursue markets that offer long-term profitability)

Our geographical location provides us with the opportunity for significant value creation through profitable organic growth over the medium to long term. Consequently, we are selective and strategic about where we do business. We will not chase growth simply for the sake of growth. We also will continue to optimize so that we are in the businesses and markets where we can generate significant returns.



## FOCUS ON SUSTAINABILITY (Ensure sustainability is fully embedded in our business)

We focus our sustainability efforts on those areas which are deemed to be of greatest significance and value to the Company's continued growth, performance and success; have significant impacts on the economy, environment and society; and that are potentially of significant interest to the most vital stakeholder groups.

Material topics for sustainability performance are identified based on several factors, including alignment with the Company's strategy, objectives, vision, values and brand promise; the past practice of the Company; and internal analysis, debate and discussion on issues raised by our senior management.

Material topics are also chosen based on stakeholders' concerns and feedback, general relevance and likely impact in broader social, economic and environmental contexts, such as the markets in which we operate, energy availability, environmental issues and climate change.

**INDIVIDUALLY, EACH ELEMENT ENGAGES AND IMPACTS OUR BUSINESS IN VERY DISTINCT WAYS. COLLECTIVELY, THEY HELP US ACHIEVE OUR MISSION OF BECOMING PROFITABLE COMPANY BY ACHIEVING THE FINANCIAL OBJECTIVES OF OUR SHAREHOLDERS WHILST ADDING VALUE TO COMMUNITY.**

# CORPORATE SOCIAL RESPONSIBILITY

We take our corporate responsibilities (CSR) seriously and are committed to advancing our policies and systems across the company to ensure we address and monitor all aspects of CSR that are relevant to our business. We express our desire to give back to our communities, embrace diversity, sustain the environment and practice sound ethics. We recognize the impacts our decisions have on our stakeholders and work with them to determine mutually beneficial. The Board takes ultimate responsibility for CSR and is committed to developing and implementing appropriate policies while adhering to a fundamental commitment to create and sustain long term value for shareholders and all stakeholders.



## ENVIRONMENT

GCL Operates with consideration for the environment at the core of its activities. It is committed to continual improvement and to creating as sustainable an organization as possible. We have identified our environmental impacts and have created solutions to reduce them.

- We raise awareness of energy consumption.
- We reduce energy use through behavioral change and using new efficient technologies.
- We installed waste heat recovery plant which absorbs the hot gasses of plant and generate electricity using these hot gasses.
- We installed renewable energy resources to eliminate carbon emission to the environment.
- We provide various recycling bins in the office.
- We encourage staff to recycle as much as possible.



## COMMUNITY

GCL facilitates co-operation between our business and a number of community organizations, helping to address business and community needs for mutual benefit.

- We create jobs and promote the economy of the region in which we operate.
- We support public development program undertaken in close proximity to our manufacturing site.
- We support schools and hospitals in surrounding of factory.
- We organize madni dastarkhan for general public in the holy month of Ramazan.
- We obey laws and strive to act with integrity in all that we do.



## WORKPLACE

We recognize that our staff are our most valuable asset. These initiatives make it easier for you to manage your health and work life balance.

- The diversity of our employees is highly valued and we provide equal opportunities for all.
- We give opportunities for employees to raise their view and be engaged in issues that affect the company.
- We support staff with an extensive learning and development program.
- Individuals are recognized and rewarded on the basis of their own performance and that of GCL.
- We provide a safe and secure workplace.
- We recognize long service through long service award.



## MARKETPLACE

This area involves our products, services and supply chain and the costs they impose on society and the environment.

- We conduct business ethically.
- We consider the environmental credentials and life-cycle of all products, services and suppliers.
- Our office supplies are environmentally friendly and sustainable.
- We source from local businesses wherever possible.
- We sell substantial part of our product in domestic market.
- Substantial part of the money we spent to procure material and services flows directly into the domestic economy.

# WHISTLE BLOWER POLICY

The Audit Committee has laid down a Fraud Risk Management Policy (akin to the Whistle Blower Policy) providing a platform to all the employee, vendors and customers to report any suspected or confirmed incident of fraud/misconduct.

Adequate safeguards have been provided in the FRM Policy to prevent victimization of anyone who is using this platform and direct access to the Chairman of the Audit Committee is also available in exceptional cases. Every effort will be made to treat the complainant's identity with appropriate regard for confidentiality.

For the effective implementation of the policy, the Audit Committee oversee the following:

- a. Implementation of the policy and spreading awareness amongst employees;
- b. Review all reported cases of suspected fraud / misconduct;

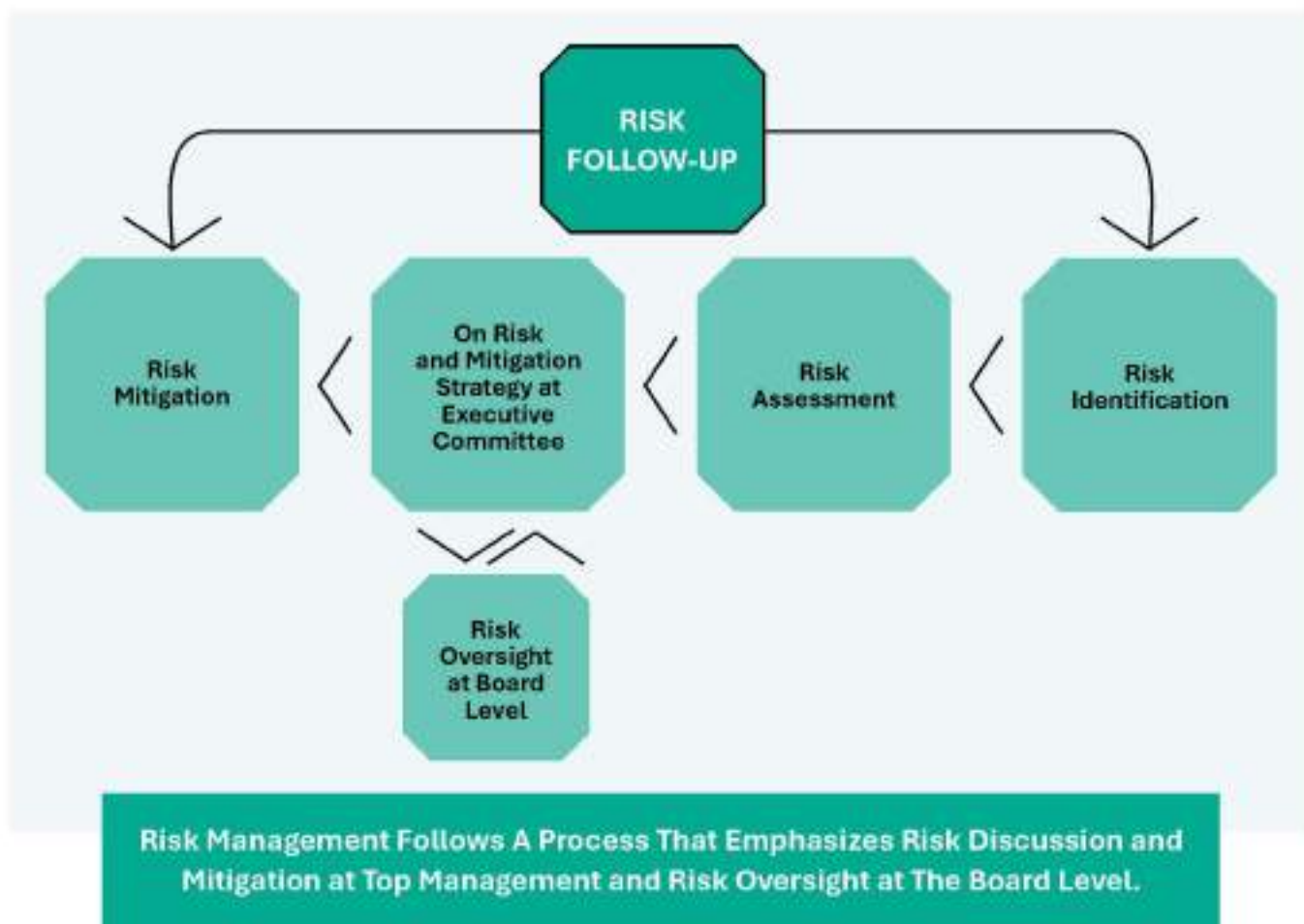
- c. Order investigation of any case either through internal audit department or through external investigating agencies or experts;
- d. Recommend to the management for taking appropriate actions such as disciplinary action, termination of service, changes in policies & procedure and review of internal control systems;
- e. Annual review of the policy.

No whistle blowing incidence was highlighted and reported under the above said procedures during the year.



# RISK MANAGEMENT

GCL has an Enterprise Risk Management (ERM) function to manage all risks and opportunities that could impact the company's business and objectives. ERM has become fundamental to supporting top management in the decision-making process, reducing the impact of adverse events, and capitalizing on opportunities resulting from a more complex and uncertain environment.



Risk agendas are developed on an annual basis, considering all types of risks and emerging concerns that could impact the company in the short, medium, and long term.

Risks are identified considering a combination of a bottom-up and a top-down approach, which also considers identification of potential opportunities.

After the corresponding analysis and assessment, risks are prioritized by estimated impact and probability of materialization, and a mitigation strategy and monitoring plan are defined for their treatment and follow-up.

Other risk management processes within the company, such as internal audits, internal controls, compliance, and financial risk management, complement the ERM function.



# CHAIRMAN'S REPORT

## Dear Shareholders

It is with great satisfaction that I present this report to the stakeholders of Gharibwal Cement Limited (the "Company"), highlighting the performance of the Board of Directors (the "Board") and its role in guiding the Company towards its goals during the fiscal year 2024.

The Company continues to operate under a robust governance framework that is fully aligned with the Companies Act, 2017, and the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "Code Regulations"). This framework is instrumental in governing the composition, procedures, and meeting protocols of the Board and its committees, ensuring adherence to best practices in corporate governance.

I am pleased to share that the Board has effectively carried out its responsibilities throughout the year, providing the necessary strategic oversight and guidance. The Board has been deeply engaged in shaping the Company's strategic direction, with a strong emphasis on identifying and managing critical risks. Recognizing the importance of sound corporate governance, the Board remains dedicated to upholding high standards that protect and enhance stakeholder value.

In accordance with the Code of Corporate Governance, the Board undertook its annual self-assessment for the year ended June 30, 2024. The results of this evaluation reaffirm that the Board is performing at a level consistent with the established criteria, contributing meaningfully to the Company's success. Over the past year, the Board has been instrumental in driving the Company's operational and financial achievements.

The composition of the Board reflects our commitment to diversity and independence, with two female directors and three independent members. These directors, along with the non-executive members, have been actively involved in the decision-making process, bringing diverse perspectives and expertise to the table.

Our Board members bring a wealth of knowledge in various domains, including management, finance, marketing, manufacturing, public relations, and relevant legal matters. To further reinforce the Company's governance, the Board has established independent committees, such as the Audit Committee and the Human Resource and Remuneration Committee.

The Board places a high priority on maintaining transparency, accountability, and effective governance. Our internal control and risk management systems are robust, continuously reviewed and enhanced by the Audit Committee to ensure they meet the evolving needs of the Company.

Board members are fully aligned with the Company's vision, mission, and values, and they are committed to advancing these principles. The Board remains actively involved in monitoring the Company's progress, regularly reviewing financial and operational performance through comprehensive analyses, management presentations, and auditor reports.

The Board ensures that it provides timely and appropriate guidance to the management team, supported by well-prepared agendas and relevant materials ahead of meetings. The Board convenes as often as necessary to effectively fulfill its responsibilities.

Looking ahead, I am confident that the Board will continue to play a crucial role in steering the Company toward sustained growth and success. I would like to extend my sincere gratitude to our dedicated staff, valued customers, suppliers, bankers, fellow Board members, and shareholders for their unwavering support and commitment.



KHALID SIDDIQ TIRMIZEY  
Chairman  
Lahore: September 25, 2024

# DIRECTORS' REPORT TO THE MEMBERS

## DIRECTORS' REPORT

The Directors of Gharibwal Cement Limited (the "Company") are pleased to present their report on the Company's performance, accompanied by the annual audited financial statements, Statement of Compliance, and the Auditors' Reports for the fiscal year ended June 30, 2024.

## COMPANY'S FINANCIAL HIGHLIGHTS

The Company achieved significant financial milestones in FY 2024, with a notable net profit surge of 41.4% year-on-year, reaching Rs. 1.743 billion. This strong performance contributed to an impressive EBITDA growth of 9.0%, totaling Rs. 4.092 billion. Additionally, despite a decline in cement dispatches by 11.6% year-on-year, the Company managed to generate net sales revenue of Rs. 18.165 billion, reflecting only a marginal decline of 0.8% YoY.

However, the Company faced challenges as the average cost of sales per ton increased by 12.1% year-on-year, influenced by factors such as the devaluation of the Pakistani Rupee, rising power and fuel prices, a higher royalty rate on raw materials, and overall inflationary pressures. These factors contributed to a slight decrease in gross profit, which stood at Rs. 3.775 billion, down 0.5% YoY.

Overall, while the Company navigated a complex landscape, its robust net profit and EBITDA growth showcase resilience and potential for future improvement. Key financial performance indicators include:

- The Company's current ratio stood at a solid 2.27.
- Significant progress was made in reducing bank debts during the year.
- New long-term financing of Rs. 1.100 billion was secured, primarily invested in solar and cooler retrofit projects.
- The Company made a substantial contribution of Rs. 7.6 billion to the national exchequer for FY 2024, covering Income Tax, Sales Tax, and Federal Excise Duty, along with considerable indirect taxes and duties paid to federal, provincial, and local governments.

## CAPACITY EXPANSION AND BALANCING, MODERNIZATION, AND REHABILITATION (BMR)

The newly installed 12MW solar system commenced production in June 2024, significantly reducing the Company's power costs. The Board has also approved an additional 8MW solar expansion, slated for completion in FY 2025. Meanwhile, civil work on the Production Line II is progressing steadily.

The cooler replacement project is scheduled to begin in September 2024, with completion expected by December 2024. This BMR investment will enhance the Company's production capacity and drive down fuel costs through the adoption of cutting-edge technology.

## DIVIDENDS

No dividend has been recommended by the Directors keeping in view of the implementation of necessary BMR and new production line.

## KEY PERFORMANCE INDICATORS

Six years' summary, key performance indicators along with their graphical presentation, horizontal and vertical analysis of financial position and financial performance are presented in this annual report which will help you to assess the Company's performance.

## FORWARD LOOKING STATEMENT

The cement industry is poised for growth, driven by anticipated future demand. However, the current economic challenges and political instability within the country continue to weigh heavily on the business environment and cement demand. While falling interest and inflation rates are expected to ease financing costs in the future, rising fuel costs and increasing tax burdens will exert pressure on earnings. Despite these challenges, the Company is committed to implementing strategic measures to mitigate these impacts. Through a focus on operational efficiency and cost optimization, the Company remains confident in its ability to sustain profitability and capitalize on future growth opportunities.

## BOARD OF DIRECTORS

The Board consists of nine members with diverse experience in business, finance, and operations. The Chairman of the Board is an independent director. A fresh election of directors was held at the Extraordinary General Meeting (EOGM) on February 28, 2024, for a term of three years. During the year under review, the Board convened six times.

Name of director	Category	Attendance
Khalid Siddiq Tirmizey - Chairman	Independent director	6/6
Shafqaat Ahmed (elected on 28-02-24)	Independent director	1/1
Mian Nazir Ahmed Peracha (resigned on 02-02-2024)	Non-executive director	1/3
Faisal Aftab Ahmad	Independent director	6/6
Amna Khan	Non-executive director - female	5/6
Habiba Tousif Peracha (elected on 28-02-24)	Non-executive director - female	1/1
Sorath Jamani (retired on 28-02-2024)	Non-executive director - female	4/5
Daniyal Jawaid Peracha	Non-executive director	4/6
Muhammad Tousif Peracha	Executive director	5/6
Abdur Rafique Khan	Executive director	6/6
Mustafa Tousif Ahmed Paracha	Executive director	4/6

## DIRECTORS' REMUNERATION

The Board of Directors has approved a "Directors' Remuneration Policy," which includes the following key features:

- i. No Director shall set their own remuneration.
- ii. Meeting fees will be paid to directors, excluding the regularly paid Chief Executive Officer and executive directors, as determined by the Board from time to time.
- iii. Remuneration for directors performing additional services, including serving as Chairman, will be set by the Board.
- iv. Directors are entitled to reimbursement for all reasonable expenses incurred while attending meetings and conducting other business on behalf of the Company.

Details of the remuneration paid to the Directors, including the Chief Executive Officer, are disclosed in the financial statements.

## DIRECTORS' RESPONSIBILITIES

The directors of your Company acknowledge their responsibilities under the Listed Companies (Code of Corporate Governance) Regulations, 2017, and the Companies Act, 2017. The Company has taken all necessary measures to ensure robust Corporate Governance and full compliance with both the Code and the Act. The Directors confirm that:

- i. The financial statements prepared by the management of the Company, fairly present its state of affairs, the results of its operations, cash flows, and changes in equity.
- ii. Proper books of accounts have been maintained.
- iii. Appropriate accounting policies have been consistently applied in the preparation of financial statements, and accounting estimates are based on reasonable and prudent judgment.
- iv. International Financial Reporting Standards, as applicable in Pakistan, have been followed in the preparation of financial statements, with any departures adequately disclosed and explained.
- v. The system of internal control is well-designed, effectively implemented, and monitored.
- vi. There are no significant doubts regarding the Company's ability to continue as a going concern.
- vii. A statement of the pattern of shareholding is included as part of this Annual Report.
- viii. A statement detailing shares held by associated undertakings and related persons is also disclosed separately.

## BOARD AUDIT COMMITTEE

The Board has established a robust Audit Committee consisting of three non-executive directors, each bringing a wealth of experience in business, finance, and processes. The Committee is chaired by an independent director, underscoring our commitment to impartial oversight.

The Audit Committee convenes at least four times each financial year, ensuring thorough scrutiny of the Company's financial health. The Committee thoroughly reviewed quarterly, half-yearly, and annual financial statements prior to their submission to the Board and subsequent publication. Additionally, the Committee held separate detailed meetings with both internal and external auditors. Key discussions with external auditors also addressed points highlighted in their management letter.

Throughout the reporting period, the Audit Committee held four meetings, with member attendance detailed below:

Name of director	Category	Attendance
Shafqaat Ahmed - Chairman (appointed on 28-02-2024)	Independent director	1/1
Khalid Siddiq Tirmizey	Independent director	4/4
Faisal Aftab Ahmad	Independent director	4/4
Mian Nazir Ahmed Peracha (resigned on 02-02-2024)	Non-executive director	1/2

## HUMAN RESOURCE AND REMUNERATION COMMITTEE

The Human Resource and Remuneration Committee has been established to drive excellence in Human Resource Development. Its primary mission is to support the Board and guide management in crafting market-driven HR policies that address performance management, staffing, compensation, and benefits, all while ensuring compliance with relevant laws and regulations.

In the year under review, the Committee held one meeting, with member attendance detailed below:

Name of director	Category	Attendance
Khalid Siddiq Tirmizey - Chairman	Independent director	1/1
Muhammad Tousif Peracha	Executive director	1/1
Shafqaat Ahmed (appointed on 28-02-2024)	Independent director	0/0

## INTERNAL CONTROL SYSTEM

Our company maintains a robust internal control culture, supported by a comprehensive audit control system that ensures accurate financial reporting, adherence to operational and strategic goals, and compliance with laws and regulations. We employ well-documented Standard Operating Procedures (SOPs), which are regularly reviewed and updated as needed. The Internal Audit Function, led by a qualified Chartered Accountant, monitors and evaluates the effectiveness of our controls and compliance. This independent oversight provides the Audit Committee and the Board with assurance on the adequacy of our risk management and governance processes. The scope and authority of the Internal Audit Function are clearly defined and approved by the Audit Committee.

## MANAGING THE RISK OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICE

Our company has established a comprehensive Risk Management Policy that includes risk mapping, trend analysis, exposure assessment, and mitigation strategies. We conduct thorough evaluations to identify and manage both business and non-business risks, with the Board regularly reviewing and refining our risk control framework.

### Code of Conduct

We uphold a stringent Code of Business Conduct and Ethics founded on principles of integrity, transparency, and ethical behaviour. Snapshot of the Code are included in this report.

### Whistle Blower Policy

To combat fraud, corruption, and unethical behaviour, we have implemented a robust Fraud Risk Management (FRM) Policy, which aligns with our whistleblower protections. Brief of this policy is provided in this annual report.

### Anti-Bribery and Corruption Directive

We maintain a zero-tolerance stance on bribery and corruption. Our Anti-Bribery and Corruption Directives are integral to our Code of Business Conduct and Ethics, ensuring professional and fair practices in all business dealings.

The Audit Committee closely monitors these policies, with periodic reviews conducted by the Board.

### CORPORATE SOCIAL RESPONSIBILITY

Our Company is committed to being a responsible corporate citizen, actively fulfilling our social responsibilities. We support and enhance the welfare of local communities where we operate. For a detailed overview of our Corporate Social Responsibility initiatives, please refer to the separate statement in this report.

### RELATED PARTIES TRANSACTIONS

All transactions with related parties are conducted at arm's length and have been reviewed and approved by both the Board Audit Committee and the Board of Directors. This is in accordance with the Code of Corporate Governance, 2017, and the Companies Act, 2017. Detailed information on these transactions is provided in the financial statements.

### AUDITORS

Kreston Hyder Bhimji & Co., Chartered Accountants, the retiring auditors, are eligible for reappointment. The Board, following the recommendation of the Audit Committee, has endorsed their reappointment for another term.

### ACKNOWLEDGEMENT

We extend our sincere gratitude to the banks and financial institutions for their unwavering guidance and support.

We also wish to express our profound appreciation for the commitment, dedication, and hard work demonstrated by every member of the Gharibwal Cement team. Their efforts are integral to the company's continued success.

Furthermore, we are deeply grateful to our shareholders for their enduring confidence and trust in our leadership.

For and on behalf of Board of Directors



DIRECTOR



DIRECTOR

Lahore: September 25, 2024

# ڈائریکٹرز کی رپورٹ

محترم اراکین

ہم بطور ڈائریکٹرز 30 جون 2024 کو ختم ہونے والے مالی سال کے آڈٹ شدہ اکاؤنٹس اور آڈیٹرز کی رپورٹ بخوشی پیش کر رہے ہیں۔

## کمپنی کی مالی کارکردگی

کمپنی نے سال 2023-24 کے دوران 1.743 ارب روپے منافع کا نیک میل حاصل کیا جو کہ پچھلے کے مقابلے میں 41.4% زیادہ ہے۔ اس مضبوط کارکردگی کی وجہ سے EBITDA 9.0% اضافے کے ساتھ 4.092 ارب روپے رہی ہے۔ مزید سٹریٹجی میں 11.6% کمی کے باوجود خاص فروخت 18.165 ارب روپے رہی جو کہ پچھلے سال سے 0.8% کم ہے۔ تاہم کمپنی کو پیچھے کا سامنا رہا کیونکہ اوسط پیداواری لاگت 12.1% بڑھ گئی جس کی وجوہات میں روپے کی قدر میں کمی، ایندھن اور بجلی کی قیمتوں میں اضافہ، خام مال پر راکھٹنی میں اضافہ اور مجموعی طور پر افراط زر کا دباؤ شامل ہیں۔ جس کی وجہ سے مجموعی منافع 3.775 ارب روپے رہا جو کہ پچھلے سال سے 0.5% کم ہے۔

مجموعی طور پر کمپنی نے ایک پیچیدہ ماحول سے کام کیا ہے جبکہ اس کے خالص منافع اور EBITA کی شرح اس کے مستقبل میں ترقی کے مظہر ہیں۔ کلیدی مالیاتی اشارے مندرجہ ذیل ہیں:

- کمپنی کی کرنٹ اوسط 2.27 ہے۔
- بینک سے قرض کی مقدار میں نمایاں کمی۔
- بینک سے نیا 1.1 ارب روپے کا قرض حاصل کیا گیا جو کہ بنیادی طور پر سولہ اور کولر بیرونیٹ پر صرف کیا گیا۔
- کمپنی اس مالی سال 2024 دوران انٹرنیشنل، سٹریٹجک، فیڈرل ایکسٹرنل ایویٹی کی مدد میں قومی خزانے میں 7.6 ارب روپے جمع کئے اس کی علاوہ بھی کمپنی نے باہر اوسط ٹیکسیز اور ڈیوٹیز کی مدد میں بھی بڑی رقم دفاتی صوبائی حکومت کو ادا کی ہے۔

## پیداواری صلاحیت میں توسیع اور توازن جدت اور بحالی منصوبہ (BRM)

کمپنی کے نئے 12MW سولر سسٹم نے جون 2024 میں باقاعدہ پیداوار کا آغاز کر دیا ہے جس کی وجہ سے بجلی کی طلب میں نمایاں کمی آئی ہے۔ اسی طرز پر بورڈ نے ایک اور 8MW سولر منصوبے کی منظوری دی ہے جو کہ اگست 2025 تک مکمل ہو جائے گا۔ اس کے ساتھ ساتھ سٹریٹجک پلانٹ نمبر 2 منصوبے کے سول ورک پر کام تیزی سے جاری ہے۔ نئے کارکنوں کی تعیناتی پر کام آگے بڑھ رہا ہے جو کہ اگست 2024 میں متوقع ہے جس کی تکمیل ستمبر 2024 تک متوقع ہے۔ اس BMR منصوبے کی پیداواری صلاحیت میں اضافہ اور ایندھن کی کھپت میں کمی متوقع ہے۔

## ڈیوڈنڈ (منافع):

ڈائریکٹرز نے زیر نظر سال کے لیے ڈیوڈنڈ کی سفارش نہیں کی ہے۔

## کارکردگی کے اہم اشارے:

چھ سالہ سہ ماہی میں کلیدی کارکردگی کے اشارے، مالی پوزیشن اور مائی کارکردگی کا اعلیٰ اور عمومی تجربہ بھی پیش کیا گیا ہے۔ جو آپ کے لیے کمپنی کی کارکردگی کو جاننے میں مدد دے گا۔

## مستقبل کا نقطہ نظر:

سینٹ انڈسٹری اس امید سے توسیع کر رہی ہے کہ مستقبل میں سینٹ کی طلب میں مزید اضافہ ہوگا۔ تاہم ملک میں موجودہ معاشی اور سیاسی عدم استحکام، کاروباری ماحول اور سینٹ کی مانگ کو نقصان پہنچا رہا ہے۔ شرح سود اور مرگائی میں کمی کی وجہ سے مالیاتی اخراجات میں کمی متوقع ہے۔ مستقبل میں ایندھن کی قیمتوں اور ٹیکسیز میں اضافے کی وجہ سے کمپنی کی آمدن پر دباؤ رہے گا تاہم کمپنی ان پیچیدگیوں سے نمٹنے کے لیے پُر امید ہے۔

## بورڈ آف ڈائریکٹرز:

بورڈ آف ڈائریکٹرز 9 اراکین پر مشتمل ہے جن کے پاس کاروبار، فنانس اور آپریشن کے شعبے میں وسیع تجربہ ہے۔ بورڈ کا چیئر مین ایک آزاد ڈائریکٹر ہے۔ زیر نظر سال میں بورڈ کے چھ اجلاس ہوئے جس میں ڈائریکٹرز کا نیا انتخاب 28 فروری 2024 کو ممبرز کے غیر معمولی اجلاس میں 3 سال کی مدت کے لئے ہوا ہے۔

زیر نظر سال میں بورڈ کا اجلاس 6 دفعہ ہوا جس میں ڈائریکٹرز کی حاضری کا چارٹ مندرجہ ذیل ہے۔

ڈائریکٹر کے نام	حجم عہدہ	حاضری
خالد صدیق ترمذی - چیرمین	آزاد ڈائریکٹر	6/6
شکلات احمد (انتخاب 28-02-2024)	آزاد ڈائریکٹر	1/1
میاں نذیر احمد پراچہ (مستغلی 02-02-2024)	نان ایگزیکٹو ڈائریکٹر	1/3
فیصل آفتاب احمد	آزاد ڈائریکٹر	6/6
آمنہ خان	نان ایگزیکٹو فیملی ڈائریکٹر	5/6
حبیبہ توصل پراچہ (انتخاب 28-02-2024)	نان ایگزیکٹو فیملی ڈائریکٹر	1/1
سورجہ جہانی (مستغلی 02-02-2024)	نان ایگزیکٹو فیملی ڈائریکٹر	4/5
دانیال جاوید پراچہ	نان ایگزیکٹو ڈائریکٹر	4/6
محمد توصل پراچہ	ایگزیکٹو ڈائریکٹر	5/6
عبدالرشید خان	ایگزیکٹو ڈائریکٹر	6/6
مصطفیٰ نوصل احمد پراچہ	ایگزیکٹو ڈائریکٹر	4/6

ڈائریکٹرز کا معاوضہ:-

بورڈ آف ڈائریکٹرز نے ڈائریکٹرز کے معاوضے کی پالیسی کی منظوری دی ہے جس کی نمایاں خصوصیات مندرجہ ذیل ہیں۔

- (i) کوئی ڈائریکٹر اپنا معاوضہ خود طے نہیں کر سکتا، ملتی ہے۔
  - (ii) میٹنگ فیس چیف ایگزیکٹو آفسر اور ایگزیکٹو ڈائریکٹرز کے علاوہ باقی ڈائریکٹرز کو ادا کی جائے گی۔
  - (iii) چیرمین سمیت اضافی خدمات انجام دینے والے ڈائریکٹرز کا معاوضہ بورڈ کی طرف سے وقتاً فوقتاً مقرر کیا جائے گا۔
  - (iv) تمام ڈائریکٹرز کو اجلاس میں شمولیت اور دوسرے کاروباری معاملات پر خرچ شدہ رقم کی ادائیگی کی جائے گی۔
- ڈائریکٹرز بشمول چیرمین اور چیف ایگزیکٹو آفسر مالی سال کے دوران ادا کیے گئے معاوضے اور اخراجات کی تفصیلات ان اکاؤنٹس کا حصہ ہے۔

ڈائریکٹرز کی ذمہ داریاں:

ڈائریکٹرز کو ڈائریکٹرز بورڈ آف کارپوریشن گورننس ریگولیشنز 2017 اور ایگزیکٹو ایکٹ 2017 میں تحریر کردہ ذمہ داریوں سے آگاہ ہیں اور آپ کی کمپنی نے کوڈ آف کارپوریشن گورننس کی مکمل تعمیل کو یقینی بنائی ہے اور ڈائریکٹرز تصدیق کرتے ہیں کہ

- (i) کمپنی کی انتظامیہ کے تیار کردہ اکاؤنٹس میں اس کے امور، عملدرآمد کے نتائج، منقذی بہاؤ اور ایکویٹی میں تبدیلیاں واضح اور منصفانہ طور پر پیش کی گئی ہیں۔
- (ii) کمپنی کے حساب کی کتابوں کو باقاعدگی سے تیار کیا گیا ہے۔
- (iii) اکاؤنٹس کی تیار میں مناسب اکاؤنٹنگ پالیسیاں تسلسل کے ساتھ بروئے کار لائی گئی ہیں، ماسوائے ان تبدیلیوں کے جو مالی گوشواروں میں منکشف ہیں اور حساب کتاب کے اندازے معقول اور دانشمندانہ فیصلوں پر مبنی ہیں۔
- (iv) بین الاقوامی حساب کتاب کے معیارات (IFRS) جیسے پاکستان میں نافذ ہیں، ان اکاؤنٹس کی تیار میں اپنایا گیا ہے اور کسی بھی انحراف کو باقاعدہ منکشف کیا گیا ہے۔
- (v) اندرونی کنٹرول کا نظام اپنی ساخت کے اعتبار سے مستحکم ہے اور نفع بخش کاروبار کا موثر انتظام ہے۔
- (vi) کمپنی کے مستقبل میں کام کرنے کی صلاحیت پر کوئی قابل ذکر تیش نہیں ہے اور اکاؤنٹس کو ای بنیاد پر تیار کیا گیا ہے۔
- (vii) شیئر ہولڈنگ کا نمونہ جو اس سالانہ رپورٹ کا حصہ ہے۔
- (viii) متعلقہ فریقین اور ایسوسی اٹڈ کمپنی نے جو شیئرز کے ہیں ان کی تفصیل الگ سے بھی بیان کی گئی ہے۔

## آؤٹ کھیلی کی تفصیلات:

بورڈ نے ایک اہل آؤٹ کھیلی تفصیلات دی ہے جس کے ارکان کی تعداد تین ہے جو کہ نان ایگزیکٹو ڈائریکٹر ہیں اور وہ کاروبار میں نئی اور کاروباری عمل کے میدان میں منفرد تجربہ رکھتے ہیں۔ کھیلی کا جائزہ تین ایک آزاد ڈائریکٹر ہے جو کہ غیر جانبدار اور انگریزی سے متعلق ہماری وابستگی کا مظہر ہے۔ کھیلی ہر مالی سال میں کم از کم چار بار میٹنگ کرتی ہے۔ جس میں کھیلی کی مالیاتی صحت کا جائزہ لیا جاتا ہے اس کے علاوہ۔ ماسی، شمشاہی، اور سالانہ مالیاتی نتائج کا بورڈ کو پیش ہونے سے پہلے جائزہ لیا جاتا ہے۔ مزید برآں کھیلی اندرونی اور بیرونی آڈیٹرز کے تفصیلی ملاحظوں کی ہیں جن میں آڈیٹرز کی سفارشات کا جائزہ کیا گیا۔ رپورٹ کے تحت سال کے دوران آؤٹ کھیلی کے 14 اجلاس بلائے گئے۔ آؤٹ کھیلی کے ممبر کی حاضری مندرجہ ذیل تھی۔

ڈائریکٹر کے نام	حجم ہمدہ	حاضری
شفقت احمد (تعییناتی 28-02-2024)	آزاد ڈائریکٹر	1/1
خالد صدیق ترمذی	آزاد ڈائریکٹر	4/4
فیصل آتش احمد	آزاد ڈائریکٹر	4/4
میاں نذیر احمد پراچہ (مستعفی 02-02-2024)	نان ایگزیکٹو ڈائریکٹر	1/2

## انسانی وسائل اور معاوضہ کھیلی:

انسانی وسائل کی ترقی کے شعبے کو مل کرنے اور بہتر بنانے کے لیے ایک کھیلی تفصیلات دی گئی ہے۔ کھیلی کا بنیادی مقصد مارکیٹ میں چلنے والی HR پالیسیوں کی تفصیلات میں انتظامیہ کی مدد اور رہنمائی کرنا ہے جو کہ کارکردگی کے لحاظ سے اور معاوضے کی ادائیگی سے متعلق قواعد و ضوابط کے مطابق ہوں۔ اس سال اس کھیلی کا ایک اجلاس ہوا جس میں ممبران کی حاضری مندرجہ ذیل تھی

ڈائریکٹر کے نام	حجم ہمدہ	حاضری
خالد صدیق ترمذی چیمبر مین	آزاد ڈائریکٹر	1/1
محمد توقیر صیغ پراچہ	ایگزیکٹو ڈائریکٹر	1/1
شفقت احمد (تعییناتی 28-02-2024)	آزاد ڈائریکٹر	0/0

## اندرونی کنٹرول کا نظام:

ایک مضبوط اندرونی کنٹرول کا نظام کھیلی کی ثقافت کا حصہ ہے۔ تمام بڑے معاملات کے لیے ایک مضبوط اور جامع اندرونی آؤٹ کنٹرول سسٹم دستاویزی شکل میں موجود ہے تاکہ مالیاتی رپورٹنگ کو قابل اعتماد، آہستہ اور سترجیک مقاصد کے حصول پر بروقت رائے، پالیسیوں، طریقہ کار، قوانین اور قواعد وضوابط پر عمل، اکاؤنٹس کی حفاظت اور وسائل کو بہتر اور موثر طریقے سے استعمال کو یقینی بنایا جاسکے۔ کھیلی نے مختلف کاموں کے لیے آپریٹنگ طریقہ کار کے معیار (SOPs) بھی دستاویز کیے ہیں۔ جن میں وہما فوٹو کاروبار کی ضروریات کے پیش نظر لازمی تبدیلیوں کا جائزہ لیا جاتا ہے۔ اندرونی آؤٹ کنٹرول اندرونی کنٹرول کی افادیت اور آپریٹنگ طریقہ کار کے معیاروں کی مقاصد کے ساتھ ہم آہنگی پر مسلسل نظر رکھے ہوئے ہے۔ اندرونی آؤٹ کنٹرول کے دائرہ کار اور اختیارات آؤٹ کھیلی سے منظور شدہ ہیں۔



فراڈ، کرپشن (بدعنوانی) اور غیر اخلاقی کاروبار کے طریقوں کے خطرہوں کا انتظام:

بورڈ نے رسک مینجمنٹ کے عمل کی نگرانی کے لیے ایک رسک مینجمنٹ کمیٹی تشکیل دی ہے۔ کمیٹی نے ایک رسک مینجمنٹ پالیسی مرتب کی ہے جس میں خطرے کی تعریف، ارتعاجان کا تجزیہ، خطرہ کا مکشف ہونا، اس کے ممکنہ اثرات اور تخفیف کا عمل، پالیسی اور طریقہ کار کی تعمیل اور افادیت پر پرجس شامل ہیں۔ کاروباری اور غیر کاروباری خطرات کی شناخت، اندازے، انتظام اور نگرانی کے لیے ایک تفصیلی مشق کی جارہی ہے۔ بورڈ وقتاً فوقتاً خطرات کا جائزہ لیتا رہتا ہے اور ان کے کنٹرول اور تخفیف کے لیے ایک مناسب فریم ورک کے ذریعے اقدامات بھی تجویز کرتا رہتا ہے۔

شاہد اخلاق:

کمیٹی نے ایک مطلوبہ کاروباری اخلاقیات اور طرز عمل وضع کیا ہے جو کہ اخلاقیات کے سمیت اور شفافیت کے اصولوں پر مبنی ہے مزید تفصیل اس رپورٹ میں دی گئی ہے۔

غیر قانونی کاموں کی تجزیہ کا طریقہ کار:

دھوکہ دہی (فراڈ) اور بدعنوانی سے پاک ٹیچر کمیٹی میں بنیادی حیثیت حاصل ہے۔ آپریشن کی چیز رفتار ترقی کی وجہ سے دھوکہ دہی اور بدعنوانی کے ممکنہ خطرے کے پیش نظر کمیٹی ان خطرات سے نمٹنے پر زیادہ زور دے رہی ہے۔ اس مقصد کے حصول کے لیے ایک جامع فراڈ رسک مینجمنٹ (FRM) پالیسی جو Whistleblower Policy سے ماخوذ ہے، بنائی گئی ہے مزید تفصیل اس رپورٹ میں درج ہے۔

اسد اور شہت ستانی اور بدعنوانی کی ہدایات:

ایک کمیٹی کی حیثیت سے رشوت ستانی اور بدعنوانی کے لیے ہمارا نقطہ نظر عدم برداشت پر مبنی ہے اور ہم تمام کاروباری لین دین میں پیشہ وارانہ اور منصفانہ کام کرنے کے پابند ہیں۔ کمیٹی کے کاروبار کرنے کی اخلاقیات کے حصے کے طور پر بورڈ نے عدم رشوت اور بدعنوانی کی ہدایات جاری کر رکھی ہیں۔

مندرجہ بالا پالیسیوں اور ان کے نقطہ کو آڈٹ کمیٹی بڑی یاریک جینی سے نگرانی کرتی ہے اور وقتاً فوقتاً بورڈ کی طرف سے اس کا جائزہ لیا جاتا ہے۔

کارپوریٹ سماجی ذمہ داری (CSR):

آپ کی کمیٹی ایک ذمہ دار ادارہ ہے اور ہمیشہ معاشرے کی طرف اپنی سماجی ذمہ داریوں کو ادا کرنے کی کوشش کرتی ہے۔ کمیٹی اپنے گرد و نواح میں مقامی آبادی کو بہبود کی سہولیات فراہم کرتی ہے اور اسے فروغ بھی دیتی ہے۔ کارپوریٹ سماجی ذمہ داری پر بیان اس رپورٹ میں الگ سے دیا گیا ہے۔

متعلقہ پارٹیز کے ساتھ معاملات:

متعلقہ پارٹیوں کے ساتھ لین دین (برابری کی سطح پر) کیا جاتا ہے اور گورڈ آف کارپوریٹ گورننس 2017 اوپینیز ایکٹ 2017 کے قواعد و ضوابط کی تعمیل کے لیے آڈٹ کمیٹی اور بورڈ اس پر نظر ثانی کے بعد منظوری دیتے ہیں۔ متعلقہ فریقوں کے ساتھ معاملات کی تفصیل مالی گوشواروں میں فراہم کی گئی ہے۔

آڈیٹرز:

کرپیشن میڈریم جی اینڈ کمیٹی چارٹرڈ اکاؤنٹنٹس جو کہ ریٹائرڈ ہو گئے ہیں اور دوبارہ تقرری کے لیے ماہل ہیں اور آڈٹ کمیٹی کی تجویز پر بورڈ نے ایک اور مدت کے لیے ان کی تقرری کی توثیق کی ہے۔

خدمات کا اعتراف انگلریہ:


ڈائریکٹرز اس موقع پر بنگلوں اور دیگر مالیاتی اداروں کا دل کی گہرائیوں سے شکریہ ادا کرتے ہیں جنہوں نے ہماری مسلسل رہنمائی اور حمایت کی۔ ہم اس امر کو بھی دائرہ تجزیہ میں لانا پسند کرتے ہیں کہ غریب وال سینٹ خاندان کے ہر رکن کی واہنگی، لگن اور محنت و فی تعریف کے لائق ہے۔ ہماری کامیابیوں کا شراکتی کی بدولت ہے۔

معزز ذراکین ہم آپ کو اس اعتماد اور یقین کے دل کی گہرائیوں سے ممنون ہیں جو آپ نے ہمیشہ سے ہم پر کیا۔

مخاطب: بورڈ آف ڈائریکٹرز



خالد صدیقی ترمذی  
ڈائریکٹر



عبدالرشید خان  
ڈائریکٹر

25 ستمبر 2024ء لاہور

## INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Gharibwal Cement 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 **Gharibwal Cement Limited** for the year ended June 30, 2024 in accordance with the requirements of regulation 36 of the Regulations.

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

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

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

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended June 30, 2024.

*Kreston HYder Bhimji & CO.*

Lahore: September 26, 2024  
UDIN # CR202410475xWHTewR84

**KRESTON HYDER BHIMJI & CO.**  
CHARTERED ACCOUNTANTS

# STATEMENT OF COMPLIANCE WITH LISTED COMPANIES

(CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019

**GHARIBWAL CEMENT LIMITED** ("the Company") has complied with the requirements of the Listed Companies (Code of Corporate Governance) regulations, 2019 ("the Regulations") during the financial year ended June 30, 2024 in the following manner: -

- 1) The total number of Directors are nine (9) comprising:-
  - i) Male : Seven (7)
  - ii) Female : Two (2)
- 2) The composition of the Board is as follow:
  - i) Independent Directors : Three (3)
  - ii) Non-Executive Directors (male) : One (1)
  - iii) Non-Executive Directors (female) : Two (2)
  - iv) Executive Directors : Three (3)
- 3) The Directors have confirmed that none of them is serving as a director of more than seven Listed Companies, including the 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 their date of approval or updating is maintained by the Company.
- 6) All the powers of 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 Companies Act, 2017 ("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 and recording of minutes of meeting of Board. However, draft minutes of board meetings conducted during the year were circulated to board members after 14 days of the meeting.
- 8) The Board has developed a formal policy and transparent procedures for remuneration of Directors in accordance with the Act and these Regulations.
- 9) The Company is largely compliant with the requirement of directors' training under Rule 20 of the Code of Corporate Governance, 2017. Three (3) directors have obtained the Directors' Training Program Certification. Three (3) directors meet the exemption criteria of the Directors' Training Program.
- 10) The Board has approved the appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with the relevant requirements of the Regulations.
- 11) Chief Financial Officer and Chief Executive Officer have duly endorsed the financial statements before approval of the Board.
- 12) The Board has formed committees comprising of members given below: -
  - i) **Audit Committee**
    - (1) Shafqaat Ahmed (Chairman appointed w.e.f 28-02-2024)
    - (2) Faisal Aftab Ahmed (Member. Ex-Chairman till 28-02-2024)
    - (3) Khalid Siddiq Tirmizey (Member)
    - (4) Mian Nazir Ahmad Peracha (Member resigned on 02-02-2024)

ii) **Human Resource & Remuneration Committee**

- (1) Khalid Siddiq Tirmizey (Chairman)
- (2) Muhammad Tousif Peracha (Member)
- (3) Shafqaat Ahmed (Member w.e.f. 28-02-2024)
- (4) Mian Nazir Ahmad Peracha (Member resigned on 02-02-2024)

- 13) The terms of reference of the aforesaid committees have been formed, documented and advised to the committees for compliance.
- 14) The frequency of meetings of the Committees are set at minimal, as:-
  - i) Audit Committee : Quarterly
  - ii) HR and Remuneration Committee : Yearly
- 15) The Board has set up effective internal audit functions that is suitably qualified and experienced for the purpose and is 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 they are registered with Audit Oversight Board of Pakistan, that they and all their partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the Institute of Chartered Accountants of Pakistan and that they and the partners of the firm involved in the audit are not a close relative (spouse, parent, dependent and non-dependent children) of the Chief Executive Officer, Chief Financial Officer, head of Internal Audit, Company Secretary or Directors 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 have been complied with.



Director



Director

Dated: September 25, 2024  
Place: Lahore

# PATTERN OF SHAREHOLDINGS

Number of Shareholding	Shareholdings		Total Share Held
	From	To	
982	1	100	33,205
662	101	500	214,375
430	501	1,000	363,151
737	1,001	5,000	1,993,396
206	5,001	10,000	1,631,432
60	10,001	15,000	771,936
47	15,001	20,000	880,436
37	20,001	25,000	865,658
20	25,001	30,000	556,140
13	30,001	35,000	431,501
5	35,001	40,000	188,500
4	40,001	45,000	170,954
18	45,001	50,000	875,215
3	50,001	55,000	162,000
3	55,001	60,000	177,000
2	60,001	65,000	129,000
2	65,001	70,000	133,000
4	70,001	75,000	294,500
4	75,001	80,000	317,500
1	85,001	90,000	85,500
4	90,001	95,000	367,765
13	95,001	100,000	1,297,079
2	100,001	105,000	204,199
1	105,001	110,000	110,000
2	115,001	120,000	235,943
3	120,001	125,000	374,377
1	125,001	130,000	127,500
1	130,001	135,000	130,500
3	145,001	150,000	449,000
1	155,001	160,000	160,000
1	165,001	170,000	166,000
2	205,001	210,000	420,000
1	235,001	240,000	240,000
1	250,001	255,000	255,000
1	275,001	280,000	280,000
1	325,001	330,000	330,000
1	355,001	360,000	357,500
1	380,001	385,000	381,000
1	395,001	400,000	400,000
1	425,001	430,000	429,500
1	470,001	475,000	470,500
1	490,001	495,000	494,000
1	540,001	545,000	541,074
1	595,001	600,000	596,765
2	695,001	700,000	1,400,000
1	1,095,001	1,100,000	1,100,000
1	1,260,001	1,265,000	1,261,839
1	2,930,001	2,935,000	2,934,584
1	2,995,001	3,000,000	3,000,000
1	4,080,001	4,085,000	4,082,112
1	4,355,001	4,360,000	4,358,985
1	10,680,001	10,685,000	10,681,500
1	16,060,001	16,065,000	16,062,541
1	22,765,001	22,770,000	22,766,472
1	90,965,001	90,970,000	90,967,722
1	222,565,001	222,570,000	222,566,104
<b>3,299</b>			<b>400,273,960</b>

# PATTERN OF SHAREHOLDINGS

Categories of shareholders	Share Held	Percentage
<b>Directors and their Spouse and Minor Children (Name Wise Detail):</b>	<b>339,912,798</b>	<b>84.9200</b>
MR. MUHAMMAD TOUSIF PERACHA (CDC)	225,566,104	56.3529
MR. ABDUR RAFIQUE KHAN (CDC)	90,967,722	22.7264
MRS. AMNA KHAN (CDC)	22,766,472	5.6877
MR. DANİYAL JAWAID PARACHA (CDC)	17,000	0.0042
MR. MUSTAFA TOUSIF AHMED PARACHA (CDC)	494,000	0.1234
MR. KHALID SIDDIQ TIRMIZY (CDC)	100,000	0.0250
MS. HABIBA TOUSIF PERACHA	500	0.0001
MR. FAISAL AFTAB AHMAD	500	0.0001
MR. SHAFQAAT AHMED	500	0.0001
<b>Associated Companies, Undertakings and Related Parties</b>	<b>-</b>	<b>0.0000</b>
<b>Executives</b>	<b>-</b>	<b>0.000</b>
<b>NIT and ICP</b>	<b>630</b>	<b>0.0002</b>
<b>Banks, Development Finance Institutions, Non Banking Finance Institutions</b>	<b>3,215</b>	<b>0.0008</b>
<b>Mutual Funds (Name Wise Detail)</b>		
CDC - TRUSTEE AL HABIB ISLAMIC STOCK FUND (CDC)	119,000	0.0297
<b>Insurance Companies</b>	<b>418</b>	<b>0.0001</b>
<b>General Public - Local</b>	<b>43,262,658</b>	<b>10.8083</b>
<b>General Public - Foreign</b>	<b>32,000</b>	<b>0.0080</b>
<b>Joint Stock Companies</b>	<b>1,218,344</b>	<b>0.3044</b>
<b>Foreign Companies</b>	<b>14,763,612</b>	<b>3.6884</b>
<b>Pension Funds</b>	<b>207,500</b>	<b>0.0518</b>
<b>Associations</b>	<b>43,637</b>	<b>0.0109</b>
<b>Others</b>	<b>710,148</b>	<b>0.1774</b>
	<b>400,273,960</b>	<b>100.0000</b>

Shareholders holding five percent or more voting interest in the listed company (Name Wise Detail)		
MR. MUHAMMAD TOUSIF PERACHA (CDC)	225,566,104	56.3529
MR. ABDUR RAFIQUE KHAN (CDC)	90,967,722	22.7264
MST. AMNA KHAN (CDC)	22,766,472	5.6877
MR. ALI RASHID KHAN (CDC)	20,421,526	5.1019

All trades in the shares of the listed company, carried out by its Directors, Executives and their spouses and minor children shall also be disclosed:

NAME	SALE	PURCHASE
MR. MUHAMMAD TOUSIF PERACHA (CDC)	-	10,500,000

# FINANCIAL HIGHLIGHTS





# SIX YEARS AT A GLANCE

	2024	2023	2022	2021	2020	2019
<b>Summary of Balance Sheet (Rs. '000)</b>						
Equity	24,051,605	22,308,875	16,847,624	15,757,292	14,505,990	12,481,446
Interest bearing borrowings	1,109,215	386,232	1,382,173	2,339,579	2,840,241	3,491,973
Non-interest bearing borrowings	55,478	82,056	107,075	272,292	454,150	517,160
Capital employed	25,216,298	22,777,163	18,336,872	18,369,163	17,800,381	16,490,579
Interest bearing short term debt						
Net debt	773,307	(278,794)	391,122	1,316,837	2,862,991	3,577,373
Property, plant and equipment	28,623,522	28,418,249	18,930,224	19,715,740	20,352,356	18,315,268
Current assets	8,502,135	6,616,810	7,268,866	6,938,061	5,157,726	4,947,128
Current liabilities	3,737,339	4,123,074	4,128,451	5,233,389	4,763,889	4,600,380
Total assets	37,125,657	35,035,059	26,199,090	26,653,801	25,510,082	23,262,396

## Summary of Profit and Loss Account (Rs. '000)

Net sale	18,165,083	18,315,894	16,193,788	12,106,985	8,714,089	11,174,327
Gross profit	3,774,770	3,793,340	3,787,670	3,176,710	86,273	2,458,786
Operating profit	2,749,885	2,783,472	2,913,186	2,565,337	(319,432)	1,943,047
EBITDA	4,091,727	3,754,649	3,933,363	3,635,120	626,158	2,935,081
Profit before taxation	2,830,636	2,711,966	2,753,888	2,288,098	(561,689)	1,379,909
Profit after taxation	1,742,730	1,232,407	1,354,723	1,551,383	131,193	736,412

## Summary of Cash Flow Statement (Rs. '000)

Net cash flow from operating activities	347,865	3,191,316	1,089,374	2,248,159	1,152,999	1,327,101
Net cash flow from investing activities	(1,177,702)	(1,926,710)	(153,545)	(448,550)	(190,751)	(170,108)
Net cash flow from financing activities	679,603	(1,384,652)	(1,132,737)	(935,975)	(962,608)	(833,102)
Change in cash and cash equivalents	(150,234)	(120,046)	(196,908)	863,634	(360)	323,891
Cash and cash equivalent at year end	391,386	541,620	1,098,126	1,295,034	431,400	431,760

## Profitability Ratios

Gross Profit ratio	20.78%	20.71%	23.39%	26.24%	0.99%	22.00%
Net Profit to Sales Ratio	9.59%	6.73%	8.37%	12.81%	1.51%	6.59%
EBITDA Margin to Sales ratio	22.53%	20.50%	24.29%	30.02%	7.19%	26.27%
Return on Equity	7.52%	6.29%	8.31%	10.25%	0.97%	5.90%
Return on Capital Employed	7.26%	6.00%	7.38%	8.58%	0.77%	4.42%
Return on total assets	4.83%	4.03%	5.13%	5.95%	0.54%	3.19%

## Liquidity Ratios

Current Ratio (times)	2.27	1.60	1.76	1.33	1.08	1.08
Quick Ratio (times)	0.78	0.66	0.66	0.74	0.61	0.55
Cash flow from operations to Sales (times)	0.02	0.17	0.07	0.19	0.13	0.12

## Activity / Turnover Ratios

Inventory turnover ratio	6.02	10.37	13.57	11.81	12.10	11.39
No. of days in inventory	61	35	27	31	30	32
Debtors turnover ratio	40.66	62.53	52.98	34.16	25.43	28.24
No. of days in receivables	9	6	7	11	14	13
Creditor turnover ratio	5.42	7.01	4.82	3.11	3.13	3.20
No. of days in payables	67	52	76	117	116	114
Total assets turnover ratio	0.49	0.52	0.62	0.45	0.34	0.48
Fixed assets turnover ratio	0.63	0.64	0.86	0.61	0.43	0.61
Operating cycle	70	41	34	42	45	45

# SIX YEARS AT A GLANCE

	2024	2023	2022	2021	2020	2019
<b>Investment / Market Ratios</b>						
Earning per share (Rs.)	4.35	3.08	3.38	3.88	0.33	1.84
Price Earning ratio (Rs.)	7.16	5.03	5.76	10.18	49.67	5.63
Break-up Value of Share (Rs.)	60.09	55.73	42.09	39.37	36.24	31.18
<b>Market Value of Share (Rs.)</b>						
Year End	31.16	15.50	19.50	39.44	16.28	10.36
Highest	34.86	22.73	39.84	47.21	18.82	23.52
Lowest	15.51	14.26	19.00	17.50	8.19	9.01
Average	22.73	17.73	27.46	33.53	12.62	16.41
Market Capitalization (Rs. '000)	12,472,537	6,204,246	7,805,342	15,786,805	6,516,460	4,146,838
<b>Capital Structure Ratio</b>						
Financial leverage ratio	5%	2%	9%	17%	23%	32%
Weighted average cost of debt	31%	22%	11%	9%	18%	10%
Capitalization rate	14%	20%	17%	10%	2%	18%
Interest cover ratio (times)	9.84	8.69	10.16	6.09	(0.53)	3.20
Debt to equity ratio (times)	0.05	0.02	0.09	0.17	0.23	0.32
Leverage (times)	0.19	(0.07)	0.10	0.36	4.57	1.22

Non-interest bearing long term debt = Markup deferred banks as per rescheduling agreements

Capital employed = Equity with revaluation surplus + Interest bearing long term debt + Non-interest bearing long term debt

Net debt = Interest bearing long term debt + Non-interest bearing long term debt + Interest bearing short term debt - Cash and cash equivalent

Gross profit ratio = Gross profit / Net sale

Operating leverage ratio = % change in operating profit / % change in net sales

Return on equity = Profit after tax / Average equity with revaluation surplus

Return on capital employed = Profit after tax / Average capital employed

Return on total assets = Profit after tax / Average total assets

Current ratio = Current assets / Current liabilities

Quick ratio = (Current assets - Stock-in-trade - Stores, spares & loose tools) / Current liabilities

Inventory turn over ratio = Cost of sales / Average stock-in-trade

Debtors turn over ratio = Local gross sales / Average trade debtors

Creditors turn over ratio = Purchases / Average trade creditors

Operating cycle = Inventory days + Debtors days

Market capitalization = No. of issued shares x share price at year end

Financial leverage ratio = (Interest bearing long term debt + Non-interest bearing long term debt) / Equity with revaluation surplus

Weighted cost of debt = Interest on long term debt / Interest bearing long term debt

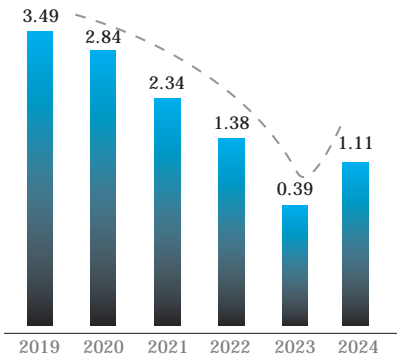
Interest cover ratio = EBIT / Finance cost

Debt equity ratio = (Interest bearing long term debt + Non-interest bearing long term debt) / Equity with revaluation surplus

Leverage = Net debt / EBITDA

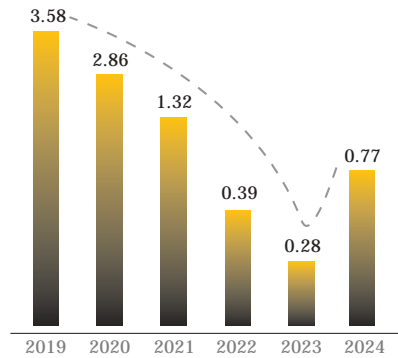
# KPI GRAPHICAL PRESENTATION

Interest bearing debt (billion rupees)



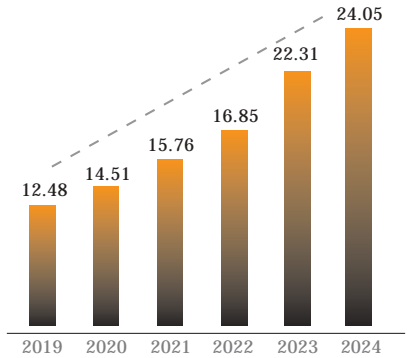
Interest bearing debts includes long term carrying markup/profit. Old debts have been repaid. During FY 2024, the Company get new debts to finance its BMR.

Net debt (billion rupees)



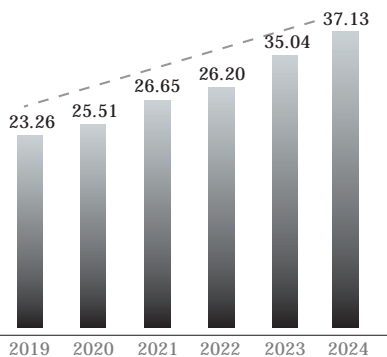
Net debt includes long term debts less cash and cash equivalent. Old debts have been repaid. During FY 2024, the Company get new debts.

Shareholders Equity (billion rupees)



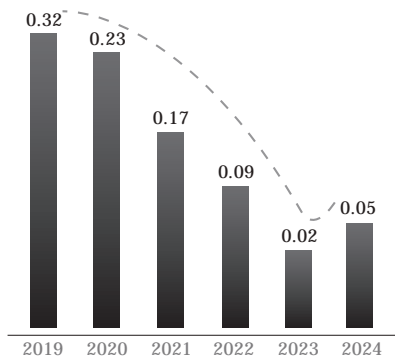
Ordinary shareholders equity includes paid capital, retained earning and surplus on revaluation of PPE. Equity is on upward trajectory due to retained earnings.

Total Assets (billion rupees)



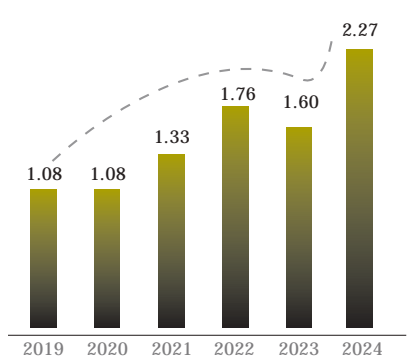
Total assets are increasing due to continuous capital expenditures and retention of earnings within the Company.

Debt : Equity Ratio



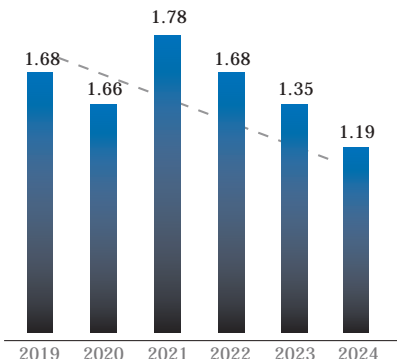
This represents debts against shareholders equity of Re1. Debts include long term debts and equity includes revaluation surplus. This ratio is on downward trajectory due to repayment of debts and retention of earnings within the Company.

Current Ratio



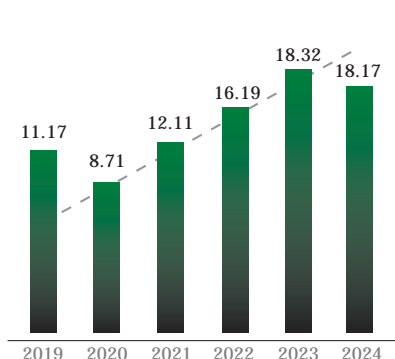
This represents current assets against current liability of Re 1. Current ratio is consistently improving with passage of time.

Sales Volume (million ton)



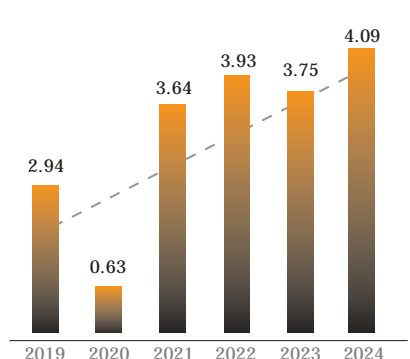
Sales Volume is reflecting seasonal demand of cement.

Net sales (billion rupees)



Net sales value registering a growth over period of time.

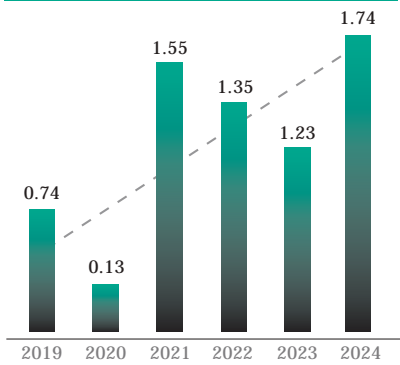
EBITDA (billion rupees)



Earnings before interest, tax and depreciation is on its upward trajectory and stood at Rs. 4.09 bn in 2024.

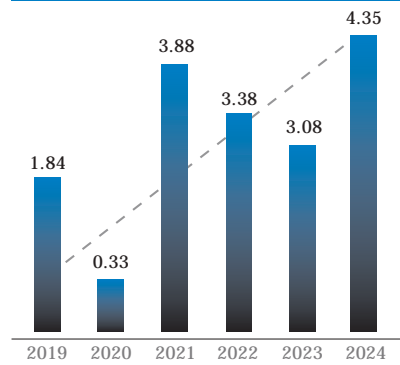
# KPI GRAPHICAL PRESENTATION

Net profit (billion rupees)



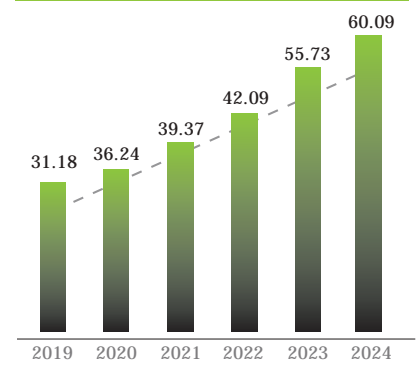
Profit After taxation stood at Rs.1.74bn posting a robust growth over period of time.

Earnings per share (rupees)



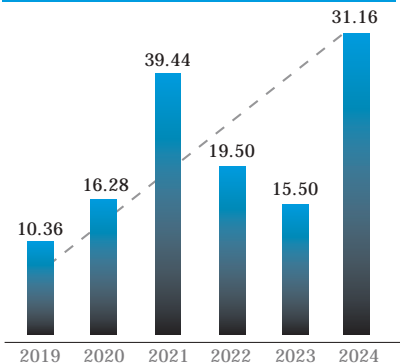
EPS stood at Rs.4.35 in 2024 compared to Rs. 3.08 in 2023.

Book value per share (rupees)



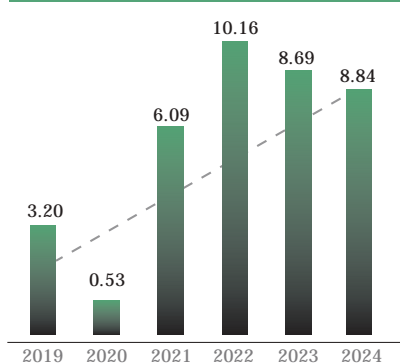
Book value per share displayed upward trajectory and stood at Rs. 60.09 bn in 2024.

Market value per share (rupees)



Market value per share increased to Rs. 31.16 at the close of 2024.

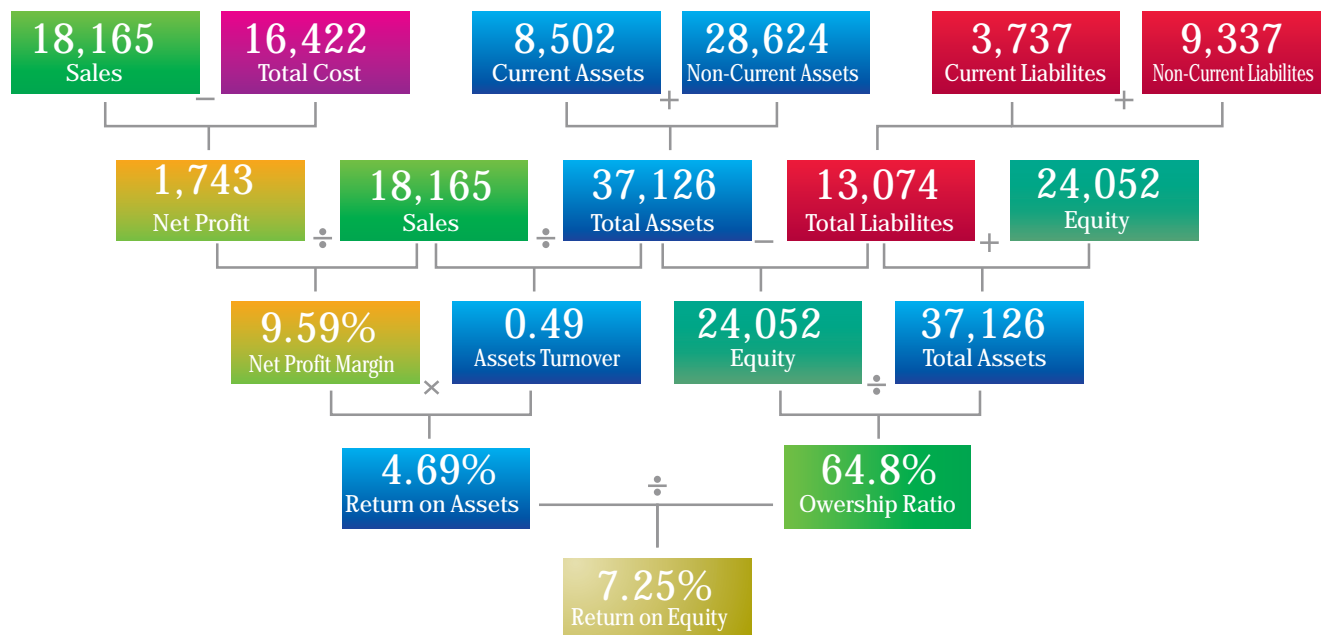
Interest Cover Ratio (rupees)



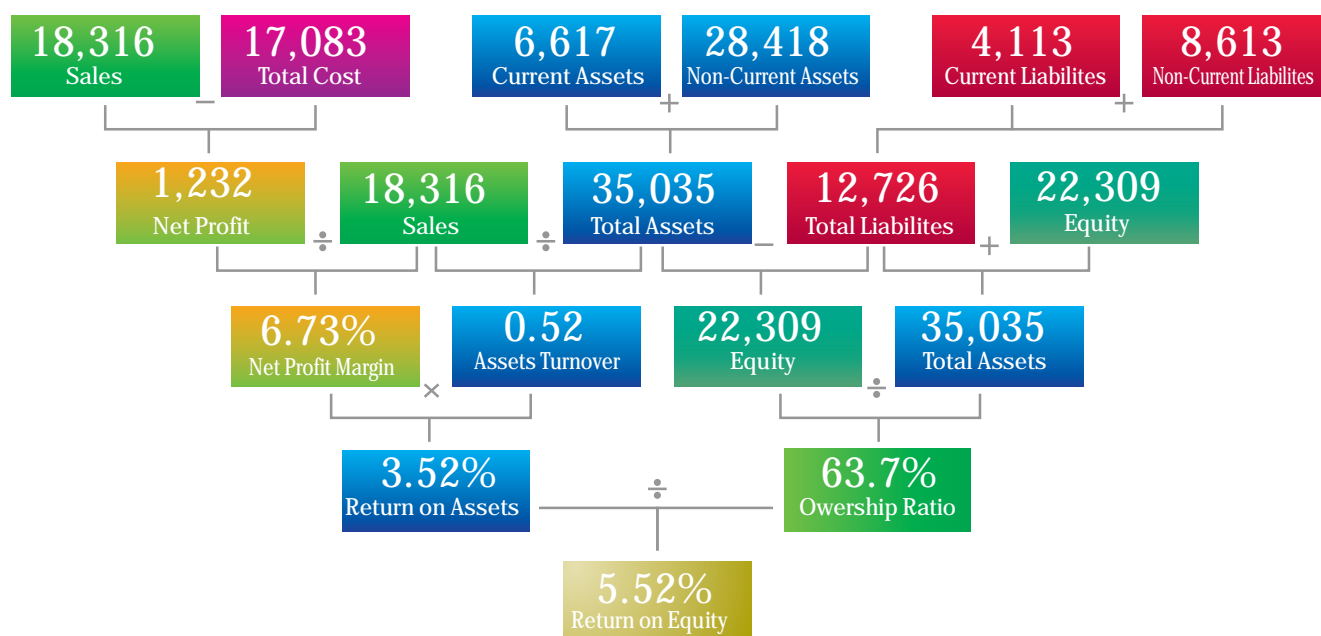
This represents EBIT against finance cost of Re 1.

# DuPONT ANALYSIS

## 2024



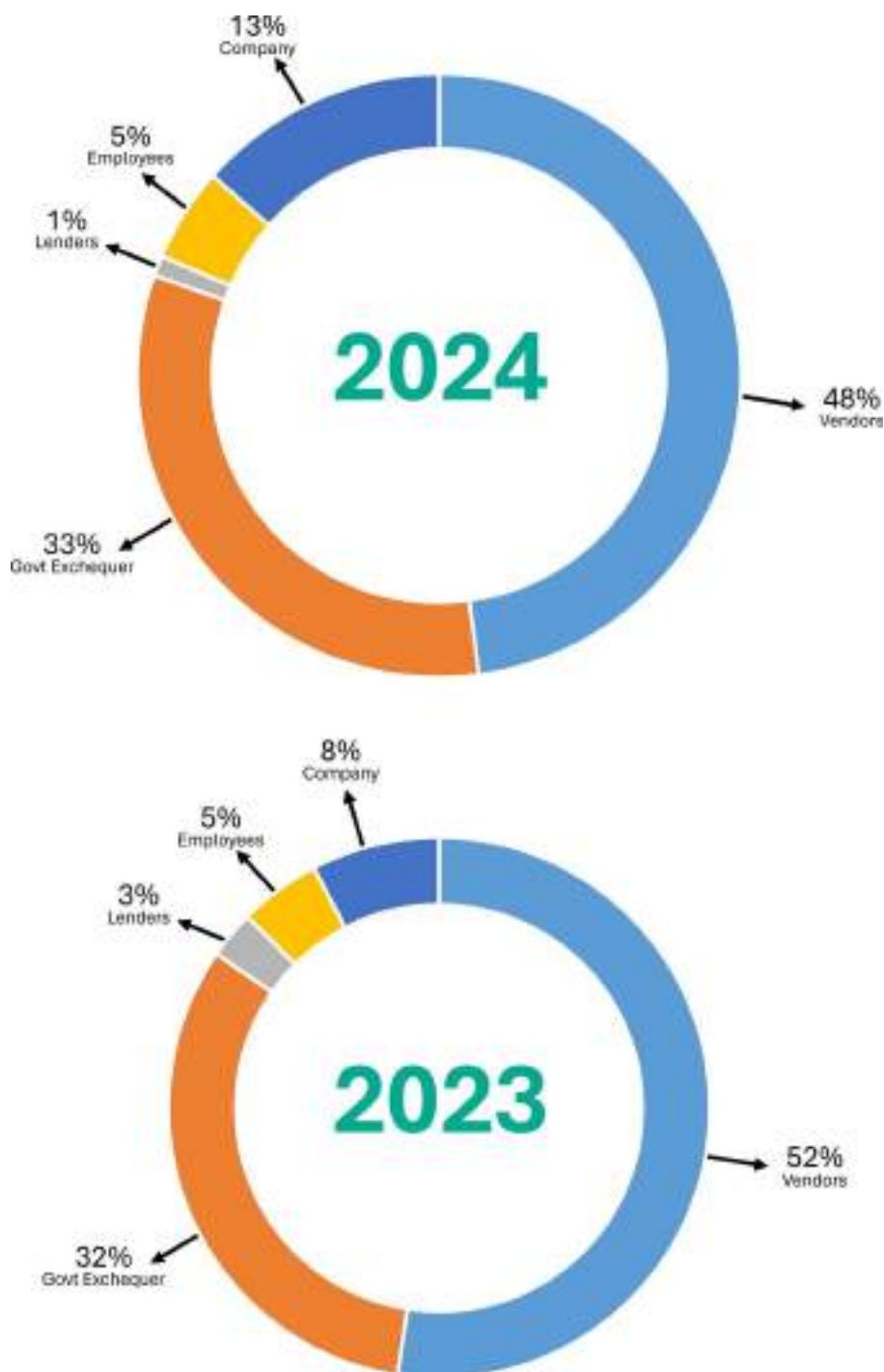
## 2023



# DISTRIBUTION OF WEALTH

## Economic Contributions:

This year, the Company contributed 87% of our gross revenue to various stakeholders, reflecting our commitment to community impact. We allocated 48% of our gross wealth to suppliers of fuel, energy, and materials, while maintaining 32% for government contributions through taxes and duties, underscoring our role in national development. Financial providers received 1% in markup, profit, and dividends, down from 3%, as we prioritize reinvestment for sustainable growth. We dedicated 5% to our employees, reinforcing our commitment to their well-being. Notably, we retained 13% of our gross wealth—up from 8% last year—demonstrating our focus on long-term resilience and investment in future opportunities. These contributions exemplify our dedication to driving economic prosperity and supporting our community.



# VERTICAL & HORIZONTAL ANALYSIS

	2024	2023	2022	2021	2020	2019
Figures in Thousand Rupees						
<b>STATEMENT OF FINANCIAL POSITION</b>						
<b>ASSETS</b>						
Property, plant and equipment	28,548,270	28,362,994	18,870,620	19,623,476	20,303,484	18,241,973
<i>% change from preceeding year</i>	1%	50%	-4%	-3%	11%	-5%
<i>% change from base year 2019</i>	56%	55%	3%	8%	11%	0%
<i>% of total assets</i>	77%	81%	72%	74%	80%	78%
Non-current assets	28,623,522	28,418,249	18,930,224	19,715,740	20,352,356	18,315,268
<i>% change from preceeding year</i>	1%	50%	-4%	-3%	11%	-5%
<i>% change from base year 2019</i>	56%	55%	3%	8%	11%	0%
<i>% of total assets</i>	77%	81%	72%	74%	80%	79%
Current assets	8,502,135	6,616,810	7,268,866	6,938,061	5,157,726	4,947,128
<i>% change from preceeding year</i>	28%	-9%	5%	35%	4%	38%
<i>% change from base year 2019</i>	72%	34%	47%	40%	4%	0%
<i>% of total assets</i>	23%	19%	28%	26%	20%	21%
Total assets	37,125,657	35,035,059	26,199,090	26,653,801	25,510,082	23,262,396
<i>% change from preceeding year</i>	6%	34%	-2%	4%	10%	2%
<i>% change from base year 2019</i>	60%	51%	13%	15%	10%	0%
<i>% of total assets</i>	100%	100%	100%	100%	100%	100%
<b>EQUITY AND LIABILITIES</b>						
Equity	24,051,605	22,308,875	16,847,624	15,757,292	14,505,990	12,481,446
<i>% change from preceeding year</i>	8%	32%	7%	9%	16%	0%
<i>% change from base year 2019</i>	93%	79%	35%	26%	16%	0%
<i>% of total assets</i>	65%	64%	64%	59%	57%	54%
Interest bearing long term borrowings	1,109,215	386,232	1,382,173	2,339,579	2,840,241	3,491,973
<i>% change from preceeding year</i>	187%	-72%	-41%	-18%	-19%	-5%
<i>% change from base year 2019</i>	-68%	-89%	-60%	-33%	-19%	0%
<i>% of total assets</i>	3%	1%	5%	9%	11%	15%
Non-Interest bearing long term borrowings	55,478	82,056	107,075	272,292	454,150	517,160
<i>% change from preceeding year</i>	-32%	-23%	-61%	-40%	-12%	-23%
<i>% change from base year 2019</i>	-89%	-84%	-79%	-47%	-12%	0%
<i>% of total assets</i>	0%	1%	0%	1%	2%	2%
Capital employed	25,216,298	22,777,163	18,336,872	18,369,163	17,800,381	16,490,579
<i>% change from preceeding year</i>	11%	24%	0%	3%	8%	-2%
<i>% change from base year 2019</i>	53%	38%	11%	11%	8%	0%
<i>% of total assets</i>	68%	65%	70%	69%	70%	71%
Non-current liabilities	9,336,713	8,603,110	5,223,015	5,663,120	6,240,203	6,180,570
<i>% change from preceeding year</i>	9%	65%	-8%	-9%	1%	16%
<i>% change from base year 2019</i>	51%	39%	-15%	-8%	1%	0%
<i>% of total assets</i>	25%	25%	20%	21%	24%	27%
Current liabilities	3,737,339	4,123,074	4,128,451	5,233,389	4,763,889	4,600,380
<i>% change from preceeding year</i>	-9%	-0%	-21%	10%	4%	-9%
<i>% change from base year 2019</i>	-19%	-10%	-10%	14%	4%	0%
<i>% of total assets</i>	10%	12%	16%	20%	19%	20%

# VERTICAL & HORIZONTAL ANALYSIS

	2024	2023	2022	2021	2020	2019
Figures in Thousand Rupees						
<b>STATEMENT OF PROFIT OR LOSS</b>						
<b>Net sales</b>	<b>18,165,083</b>	<b>18,315,894</b>	<b>16,193,788</b>	<b>12,106,985</b>	<b>8,714,089</b>	<b>11,174,327</b>
<i>% change from preceeding year</i>	<i>-1%</i>	<i>13%</i>	<i>34%</i>	<i>39%</i>	<i>-22%</i>	<i>-5%</i>
<i>% change from base year 2019</i>	<i>63%</i>	<i>64%</i>	<i>45%</i>	<i>8%</i>	<i>-22%</i>	<i>0%</i>
<i>% of net sales</i>	<i>100%</i>	<i>100%</i>	<i>100%</i>	<i>100%</i>	<i>100%</i>	<i>100%</i>
<b>Gross profit</b>	<b>3,774,770</b>	<b>3,793,340</b>	<b>3,787,670</b>	<b>3,176,710</b>	<b>86,273</b>	<b>2,458,786</b>
<i>% change from preceeding year</i>	<i>-0%</i>	<i>0%</i>	<i>19%</i>	<i>3582%</i>	<i>-96%</i>	<i>-16%</i>
<i>% change from base year 2019</i>	<i>54%</i>	<i>54%</i>	<i>54%</i>	<i>29%</i>	<i>-96%</i>	<i>-0%</i>
<i>% of net sales</i>	<i>21%</i>	<i>21%</i>	<i>23%</i>	<i>26%</i>	<i>1%</i>	<i>22%</i>
<b>EBITDA</b>	<b>4,091,727</b>	<b>3,754,649</b>	<b>3,933,363</b>	<b>3,635,120</b>	<b>626,158</b>	<b>2,935,081</b>
<i>% change from preceeding year</i>	<i>9%</i>	<i>-5%</i>	<i>8%</i>	<i>481%</i>	<i>-79%</i>	<i>-6%</i>
<i>% change from base year 2019</i>	<i>39%</i>	<i>20%</i>	<i>34%</i>	<i>24%</i>	<i>-79%</i>	<i>0%</i>
<i>% of net sales</i>	<i>23%</i>	<i>20%</i>	<i>24%</i>	<i>30%</i>	<i>7%</i>	<i>26%</i>
<b>Profit/(loss) before taxation</b>	<b>2,830,636</b>	<b>2,711,966</b>	<b>2,753,888</b>	<b>2,288,098</b>	<b>(561,689)</b>	<b>1,379,909</b>
<i>% change from preceeding year</i>	<i>4%</i>	<i>-2%</i>	<i>20%</i>	<i>-507%</i>	<i>-141%</i>	<i>-23%</i>
<i>% change from base year 2019</i>	<i>105%</i>	<i>97%</i>	<i>100%</i>	<i>66%</i>	<i>-141%</i>	<i>0%</i>
<i>% of net sales</i>	<i>16%</i>	<i>15%</i>	<i>17%</i>	<i>19%</i>	<i>-6%</i>	<i>12%</i>
<b>Profit after taxation</b>	<b>1,742,730</b>	<b>1,232,407</b>	<b>1,354,723</b>	<b>1,551,383</b>	<b>131,193</b>	<b>736,412</b>
<i>% change from preceeding year</i>	<i>41%</i>	<i>-9%</i>	<i>-13%</i>	<i>1083%</i>	<i>-82%</i>	<i>-51%</i>
<i>% change from base year 2019</i>	<i>137%</i>	<i>67%</i>	<i>84%</i>	<i>111%</i>	<i>-82%</i>	<i>0%</i>
<i>% of net sales</i>	<i>10%</i>	<i>7%</i>	<i>8%</i>	<i>13%</i>	<i>2%</i>	<i>7%</i>



FINANCIAL  
STATEMENTS  
FOR THE YEAR ENDED JUNE 30, 2024



## INDEPENDENT AUDITORS' REPORT

To the members of Gharibwal Cement Limited  
Report on the Audit of the Financial Statements

### Opinion

We have audited the annexed financial statements of Messrs. **Ghraibwal Cement Limited** ("the Company"), which comprises statement of financial position as at June 30, 2024, the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended and notes to the financial statements including material accounting policy information 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 purpose 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, statement of profit or loss, the statement of comprehensive income, statement of changes in equity and 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, 2024 and of the profit, the other comprehensive income, 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 are the Key Audit Matters:

Key Audit Matter(s)	How the Matter was addressed in audit
<p><b>1. Inventories:</b> (refer notes 2.5, 3.3 and 7 to the annexed financial statements)</p> <p>As at June 30, 2024, the Company held certain items of raw materials and consumables which included gypsum as raw material; clinker as part of work-in progress; and coal as stores and spares.</p> <p>The above inventory items were stored in purpose built sheds, stockpiles and silos. As the weighing of these inventory items was not practicable, the management assessed the reasonableness of the quantities on hand by obtaining measurements of stockpiles and converting these measurements into unit of volume by using angle of repose and bulk density values.</p>	<p>Our audit was focused on whether the valuation of year-end inventory was in line with IAS 2. This included challenging judgements taken regarding obsolescence and net realizable value provisions.</p> <p>We obtained assurance over the appropriateness of management's assumptions applied in calculating the value of inventory by:</p> <ul style="list-style-type: none"> <li>• checking the effectiveness of controls associated with the existence and condition of inventories by attending inventory counts at year end by the Company with sample / verification test;</li> <li>• critically assessing the Company's provisioning policy, with specific consideration given to aged / slow-moving inventory;</li> </ul>

Key Audit Matter(s)	How the Matter was addressed in audit
<p>As the determination of stock quantities in hand, by measuring the volume and density of these items as at the reporting date, involved significant estimates, this has been considered as a key audit matter.</p>	<ul style="list-style-type: none"> <li>• re-computing provision recorded to verify that it is in line with Company's policy;</li> <li>• Assessed the management's process of measurement of stockpiles and the determination of values using conversion of volumes and density to total weight and the related yield; and</li> <li>• Obtained and reviewed the inventory count report of the management's internal surveyor and assessed its accuracy on a sample basis.</li> </ul> <p>We further tested the NRV of the inventories held by performing a review of sales close to and subsequent to the year end.</p>
<p><b>2. Revenue recognition:</b> (refer notes 1, 3.18 and 23 to the annexed financial statements)</p> <p>The principal activity of the Company is manufacturing and marketing of cement. Revenue is recognized when performance obligation is satisfied by transferring control of promised goods to a customer.</p> <p>We considered revenue recognition as a key audit matter as it is an area of significant audit risk as part of the audit process.</p>	<p>In this regard, our audit procedures included:</p> <ul style="list-style-type: none"> <li>• Understanding the policies and procedures applied to revenue recognition, as well as compliance therewith, including an analysis of the effectiveness of controls related to revenue recognition processes employed by the company.</li> <li>• Performing cut-off procedures for a sample of revenue transactions at year end in order to conclude on whether they were recognized at the moment the related goods or services actually took place.</li> <li>• Analyzing other adjustments and credit notes issued after the reporting date.</li> <li>• Performing analytical procedures on entries in the daily ledger related to revenue made by the Company. These procedures were carried out paying special attention to accounting entries recorded close to the yearend or subsequently, as well as those deemed unusual due, among other reasons, to their nature, amount, date of occurrence.</li> <li>• Reviewing disclosures included in the notes to the annexed financial statements.</li> </ul>
<p><b>3. Contingencies:</b></p> <p>The Company is subject to a number of legal, regulatory, tax and competition matters, many of which are beyond its control. Consequently, the management make judgements about the incidence and quantum of such liabilities arising from litigation, tax and regulatory or competition claims which are subject to the future outcome of legal or regulatory processes.</p>	<p>We assessed and tested the design and operating effectiveness of the controls over the identification, evaluation, provisioning and reporting of legal, tax, regulatory and competition matters. We determined that we could rely on these controls for the purposes of our audit.</p>

Key Audit Matter(s)	How the Matter was addressed in audit
<p>There are a number of legal and regulatory matters for which no provision has been established, as discussed in notes - 22 and 31(d) to the annexed financial statements.</p> <p>There is an inherent risk that legal exposures are not identified and considered for financial reporting purposes on a timely basis, therefore, considered to be a key audit matter. Importantly, the decision to recognize a provision and the basis of measurement are judgmental.</p>	<p>In view of the significant judgments required, we evaluated the Company's assessment of the nature and status of litigation, claims and provisional assessments, if any, and discussed with management to understand the legal position and the basis of material risk positions. We received legal letters from the Company's external counsel setting out their views in major cases.</p> <p>Specifically, we challenged the timing of recognition for cases where there was potential exposure but it was not clear that a provision should be raised e.g. where obtaining reliable estimates are not considered possible.</p> <p>As set out in the financial statements, the outcome of litigation and regulatory claims are dependent on the future outcome of continuing legal and regulatory processes and consequently the calculations of the provisions are subject to inherent uncertainty.</p>

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

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's 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 the Board of Directors for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting and reporting standards as applicable in Pakistan, the requirements of the 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. The Board of directors is responsible for overseeing the company's financial reporting process.

#### Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

#### Report on Other Legal and Regulatory Requirements

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

- 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 statement of cash flows (together with the notes thereon have been drawn up in conformity with the Companies Act, 2017(XIX of 2017) and are in agreement with the books of account and returns;
- c) investments made, expenditure incurred and guarantees extended 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 this independent auditor's report is Syed Aftab Hameed, FCA.

*Kreston Hyder Bhimji & Co.*

Lahore: September 25, 2024  
UDIN # AR202410475BZqroOe6G

**KRESTON HYDER BHIMJI & CO.**  
CHARTERED ACCOUNTANTS

# STATEMENT OF FINANCIAL POSITION

AS AT JUNE 30, 2024

	Note	2024	2023
(Rupees in 000s)			
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
Property, plant and equipment	4	28,548,270	28,362,994
Intangible asset	5	-	1,476
Loan and advances	9a	1,811	6,526
Deposits	6	73,441	47,253
		<b>28,623,522</b>	<b>28,418,249</b>
<b>CURRENT ASSETS</b>			
Inventories	7	5,592,128	3,884,128
Trade and other receivables	8	870,941	650,743
Loan and advances	9	594,263	601,617
Deposits	10	35,763	32,688
Prepayments	11	179,496	137,357
Advance income tax -net		425,338	563,655
Short term investments	12	412,820	205,002
Cash and cash equivalent	13	391,386	541,620
		<b>8,502,135</b>	<b>6,616,810</b>
<b>TOTAL ASSETS</b>		<b>37,125,657</b>	<b>35,035,059</b>
<b>EQUITY AND LIABILITIES</b>			
<b>SHARE CAPITAL AND RESERVES</b>			
Authorized share capital (800 million ordinary share of Rs. 10 each)		8,000,000	8,000,000
Issued, subscribed and paid up capital	14	4,002,739	4,002,739
Surplus on revaluation of property, plant and equipment	15	8,277,159	8,717,759
Retained earnings		11,771,707	9,588,377
		<b>24,051,605</b>	<b>22,308,875</b>
<b>NON CURRENT LIABILITIES</b>			
Borrowings	16	959,907	236,426
Deferred taxation	17	8,376,806	8,366,684
		<b>9,336,713</b>	<b>8,603,110</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	18	3,439,684	3,680,529
Borrowings - current portion	16	204,786	231,862
Markup and profit payable	19	2,785	40,650
Employees' benefits obligations	20	70,015	132,650
Contract liabilities	21	11,915	29,229
Unclaimed dividend		8,154	8,154
		<b>3,737,339</b>	<b>4,123,074</b>
<b>CONTINGENCIES AND COMMITMENTS</b>	22	-	-
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>37,125,657</b>	<b>35,035,059</b>

The annexed notes 1 to 42 form an integral part of these financial statements.



DIRECTOR



CHIEF FINANCIAL OFFICER



DIRECTOR

# STATEMENT OF PROFIT OR LOSS

FOR THE YEAR ENDED JUNE 30, 2024

	Note	2024	2023
(Rupees in 000s)			
Net sales revenue	23	18,165,083	18,315,894
Cost of sales	24	(14,390,313)	(14,522,554)
<b>Gross Profit</b>		<b>3,774,770</b>	<b>3,793,340</b>
Administrative and general expenses	25	(734,353)	(713,563)
Selling and distribution expenses	26	(88,420)	(91,565)
Other expenses	27	(209,789)	(205,379)
Other income	28	7,677	639
<b>Profit from operations</b>		<b>2,749,885</b>	<b>2,783,472</b>
Finance income	29	360,131	248,723
Finance cost	30	(279,380)	(320,229)
<b>Profit before levy and income tax</b>		<b>2,830,636</b>	<b>2,711,966</b>
Levy - Final Tax	31a	(18,828)	-
<b>Profit before taxation</b>		<b>2,811,808</b>	<b>2,711,966</b>
Income Tax	31b	(1,069,078)	(1,479,559)
<b>Profit after taxation</b>		<b>1,742,730</b>	<b>1,232,407</b>
<b>Rupees</b>			
<b>Earnings per share (basic &amp; diluted)</b>	32	<b>4.35</b>	<b>3.08</b>

The annexed notes 1 to 42 form an integral part of these financial statements.



DIRECTOR



CHIEF FINANCIAL OFFICER



DIRECTOR

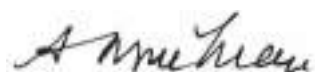


# STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED JUNE 30, 2024

	2024	2023
	(Rupees in 000s)	
Profit after taxation for the year	1,742,730	1,232,407
Other Comprehensive Income		
Items that will not be reclassified to profit or loss:		
Revaluation gain on property, plant and equipment	-	8,180,458
Deferred tax relating to revaluation surplus	-	(3,179,001)
	-	5,001,457
Total comprehensive income for the year	<u>1,742,730</u>	<u>6,233,864</u>

The annexed notes 1 to 42 form an integral part of these financial statements.



DIRECTOR



CHIEF FINANCIAL OFFICER



DIRECTOR

# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED JUNE 30, 2024

	Share Capital	Revaluation Surplus on PPE	Retained Earnings	Total
	(Rupees in 000s)			
Balance as at June 30, 2022	4,002,739	4,283,107	8,561,778	16,847,624
Total Comprehensive income for the year ended June 30, 2023	-	5,001,457	1,232,407	6,233,864
Deferred tax impact due to change in tax rate	-	(372,339)	-	(372,339)
Realization of revaluation surplus on PPE through depreciation (net of tax)	-	(194,466)	194,466	-
Cash dividend @ Rs. 1.00 per share for the year ended June 30, 2022	-	-	(400,274)	(400,274)
Balance as at June 30, 2023	4,002,739	8,717,759	9,588,377	22,308,875
Total Comprehensive income for the year ended June 30, 2024	-	-	1,742,730	1,742,730
Realization of revaluation surplus on PPE through depreciation (net of tax)	-	(440,600)	440,600	-
<b>Balance as at June 30, 2024</b>	<b>4,002,739</b>	<b>8,277,159</b>	<b>11,771,707</b>	<b>24,051,605</b>

The annexed notes 1 to 42 form an integral part of these financial statements.



DIRECTOR



CHIEF FINANCIAL OFFICER



DIRECTOR

# STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2024

	Note	2024	2023
(Rupees in 000s)			
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net profit before taxation		2,830,636	2,711,966
Adjustment for non-cash and other items:	33	1,463,203	1,252,115
Operating profit before working capital changes		4,293,839	3,964,081
Net changes in working capital	34	(2,386,896)	1,508,300
Cash inflow from operation		1,906,943	5,472,381
Finance cost paid		(280,122)	(384,022)
Finance cost relating to lease liability paid		-	(335)
Movement in employees' benefit obligation		(62,635)	(109,081)
WPPF and WWF paid		(276,854)	(278,137)
Income tax paid		(939,467)	(1,509,490)
<b>Net cash inflow from operating activities</b>		<b>347,865</b>	<b>3,191,316</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Payments for property, plant and equipment		(1,526,973)	(2,284,461)
Proceeds on disposal of property, plant and equipment		9,008	765
Short term investments - net		(207,649)	230,998
Markup income on investments		65,414	125,580
Capital gain from investments		18,096	-
Dividend income on investments		101,653	-
Advance returned by Balochistan Glass Limited (related party) - net		4,033	-
Markup received from Balochistan Glass Limited (related party)		358,716	408
<b>Net cash outflow from investing activities</b>		<b>(1,177,702)</b>	<b>(1,926,710)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from borrowings		1,100,000	330,478
Repayment of borrowings		(420,397)	(1,359,961)
Repayment of lease liabilities (principal portion)		-	(5,487)
Dividend paid to directors (net of tax)		-	(300,828)
Dividend paid to other shareholders (net of tax)		-	(48,854)
<b>Net cash inflow/ (outflow) from financing activities</b>		<b>679,603</b>	<b>(1,384,652)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(150,234)</b>	<b>(120,046)</b>
Cash and cash equivalents at beginning of the year		541,620	661,666
<b>Cash and cash equivalents at end of the year</b>	13	<b>391,386</b>	<b>541,620</b>

The annexed notes 1 to 42 form an integral part of these financial statements.



DIRECTOR



CHIEF FINANCIAL OFFICER



DIRECTOR

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED JUNE 30, 2024

### 1 LEGAL STATUS AND OPERATIONS

Gharibwal Cement Limited is a public limited company incorporated in Pakistan and registered with the Securities and Exchange Commission of Pakistan since December 1960. The Company's shares are listed on the Pakistan Stock Exchange under the symbol "GWLC". The primary activities of the Company include the production and sale of cement. These financial statements pertain to the individual entity, Gharibwal Cement Limited.

The head office and registered office of the Company are located at Pace Tower, 1st Floor, 27H, Gulberg-II, Lahore, Pakistan. The Company's factory is situated at Ismailwal, Tehsil Pind Dadan Khan, District Chakwal.

### 2 BASIS OF PREPARATION

#### 2.1 Statement of compliance

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

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

#### 2.2 Change in accounting standards, interpretations and amendments to published accounting and reporting standards

##### a "Amendments to published accounting and reporting standards which became effective during the year:"

There were certain amendments to the accounting and reporting standards which became mandatory for the Company during the year. However, these amendments did not have any significant impact on the financial reporting of the Company and, therefore, have not been disclosed in these financial statements.

During the year, the Institute of Chartered Accountants of Pakistan (ICAP) has issued the 'IAS 12 Application Guidance on Accounting for Minimum Taxes and Final Taxes' (the Guidance). In accordance with the Guidance, the Company has changed its accounting policy (refer to Note 3.14) to recognise minimum and final taxes as 'Levy' under IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" which were previously being recognised as 'Income tax'. The effects of these changes in accounting policy are immaterial for prior years for the Company, therefore, these changes are applied from the current financial year under IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors".

##### b Amendments to published accounting and reporting standards that are not yet effective:

There are certain amendments to the accounting and reporting standards that will be mandatory for the Company's annual accounting periods beginning on or after July 1, 2024. The new standards include IFRS 18 Presentation and Disclosure in Financial Statements and IFRS 19 Subsidiaries without Public Accountability: Disclosures both with applicability date of January 1, 2027 as per IASB. These standards will become part of the Company's financial reporting framework upon adoption by the SECP. The overall amendments include those made to IFRS 7 and IFRS 9 which clarify the date of recognition and derecognition of a financial asset or financial liability which are applicable effective January 1, 2026. The Company's management at present is in the process of assessing the full impacts of these new standards and the amendments to IFRS 7 and IFRS 9 and is expecting to complete the assessment in due course.

### 2.3 Basis of measurement

These financial statements have been prepared on accrual basis and under the historical cost convention except for the followings:

- certain property, plant and equipment at fair value.
- certain inventories at lower of cost and net realizable value.
- Certain financial instrument at fair value.

### 2.4 Functional and presentation currency

The financial statements are presented in Pakistani Rupee (Rs.) which is the Company's functional and presentation currency. All amounts have been rounded to the nearest thousands, unless otherwise indicated.

### 2.5 Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with approved accounting standards requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities, and related disclosures at the date of the financial statements.

The estimates and judgments are based on historical experience and various other factors that are believed to be reasonable under the circumstances and are continually evaluated. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if the revision affects only that period, or in the period of the revision and future periods.

Judgments made by management in the application of the approved accounting standards that have significant effects on the financial statements and estimates with a significant risk of material adjustments in the next year are discussed in the respective policy notes. The areas involving significant estimates or judgments are:

- i) Estimated useful life of property, plant and equipment and intangible assets [notes 3.1 and 3.2]
- ii) Estimation of fair value of property, plant and equipment [Note 3.1, Note 4c]
- iii) Estimation of net realizable value and Provision for slow moving inventories [notes 3.3]
- iv) Estimate of liability and cost in respect of staff gratuity scheme [notes 3.11]
- v) Estimation of current and deferred tax [note 3.14]
- vi) Assessment of contingencies [Note 3.20]
- vii) Estimate of provisions [Note 3.13]
- viii) Present value of non interest bearing borrowings [Note 3.9]
- ix) Estimate of impairment of financial assets [Note 3.6 and Note 3.4]

## 3 MATERIAL ACCOUNTING POLICY INFORMATION

### 3.1 Property, plant & equipment

#### Owned Assets

Operating fixed assets are accounted for according to the revaluation model of IAS 16 (Property, Plant, and Equipment). This model carries assets at their revalued amount, which is the fair value at the date of revaluation less subsequent depreciation and impairment, if any. Tools and equipment, furniture and fixtures, and vehicles are exceptions, being stated at historical cost less accumulated depreciation and impairment, if any.

#### Revaluation

Revalued amounts are determined by external professional valuers every five years, or more frequently if market conditions change significantly. Fair values of non-depreciable items are based on local market values, while those of depreciable items are based on depreciated replacement values as described in Note 4c. Revaluation increases or decreases are treated as per Note 3.8

#### Capital work-in-progress

Capital work-in-progress is stated at cost accumulated up to the reporting date less any accumulated impairment loss. It is recognized as an operating fixed asset when available for its intended use.

#### Cost

Costs directly attributable to the acquisition of an asset, including borrowing costs, are included in the asset's carrying amount when future economic benefits are probable and costs can be measured reliably. Self-constructed asset costs include materials, labor, directly attributable overheads, and costs of dismantling/removing the asset and restoring the site on which it is located.

Repair and maintenance costs are charged to the statement of profit or loss when incurred. Capitalization occurs if the expenditure results in an extension or significant improvement of the asset.

## Depreciation

Depreciation is charged using the reducing balance method at the rates stated in Note 4a. Land is not depreciated. Depreciation begins from the month when an asset is available for use and ceases from the month when the asset is derecognised. Depreciation is charged to the statement of profit or loss.

The depreciation methods, useful lives and residual values of items of property, plant and equipment are reviewed at each reporting date and altered if circumstances or expectations have changed significantly. In making these estimates, the Company uses the technical resources available with the Company. Any change or adjustment in depreciation method, useful lives and residual values is accounted for as a change in accounting estimate under IAS 8, 'Accounting policies, changes in accounting estimates and errors' and is applied prospectively in the financial statements by adjusting the depreciation charge for the period in which the amendment or change has been made and for future periods.

Disposal of an item of property, plant and equipment is recognized when significant risk and rewards, incidental to the ownership of that asset, have been transferred to the buyer. Gains and losses on disposals are determined by comparing the carrying amount of that asset with the sales proceeds and are recognized in the statement of profit or loss within other income or other expenses.

## Leased Assets

Leased assets are accounted for as per policy described in Note 3.10.

### 3.2 Intangible assets

Intangible assets are accounted for according to IAS 38 (Intangible Assets) at cost less accumulated amortization and impairment loss, if any. Costs of purchase of computer software ERP is capitalized as intangible assets.

Intangible assets are amortized using straight-line method over a period of five years. Amortization on additions to intangible assets is charged from the month in which an asset is put to use and on disposal up to the month of disposal. The estimated useful life and amortization method are reviewed at the end of each annual reporting period, with effect of any changes in estimate being accounted for on a prospective basis.

### 3.3 Inventories

Inventories are measured in accordance with IAS 2 (Inventories) at the lower of cost and net realizable value using the periodic weighted average cost method. Spare parts for plant and equipment, consumable stores and fuel are reported under inventories. If spare parts were acquired in connection with the acquisition of the plant and equipment, or in a separate acquisition meet the definition of an asset, then they are reported under fixed assets.

Cost includes costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The cost of finished goods and work in progress comprises raw materials, direct labor, other direct costs and related production overheads. Net realizable value signifies the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale necessarily to be incurred in order to make a sale.

The company reviews the carrying amount of the inventory on each reporting date or as appropriate, inventory is written down to its net realizable value or provision is made in the financial statements for slow moving and obsolete inventory if there is any change in usage pattern and physical form of related inventory, and is recognized in the statement of profit or loss.

### 3.4 Trade and other receivables

Trade and other receivables are initially recognized at original invoice amount which is the fair value of consideration to be received in future and subsequently measured at cost as reduced by appropriate provision for receivables considered to be doubtful. Trade receivables are accounted for as per accounting policy as described in Note 3.18.

Trade and other receivables are written off (i.e. derecognized) when there is no reasonable expectation of recovery. Failure to make payments within 1,095 days (three years) from the invoice date and failure to engage with the Company on alternative payment arrangement amongst other is considered indicators of no reasonable expectation of recovery.

Exchange gains and losses arising in respect of trade and other receivables in foreign currency are added to the carrying amount of the receivables.

### Impairment of trade and other receivables

The Company makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix. The Company assess impairment of trade receivables on a collective basis as they possess shared credit risk characteristics they have been grouped based on the days past due.

The expected loss rates are based on the payment profile for sales over the past 48 months at each reporting date as well as the corresponding historical credit losses during that period. The historical rates are adjusted to reflect current and forwarding looking macroeconomic factors affecting the customer's ability to settle the amount outstanding.

A provision is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of provision is charged to the statement of profit or loss.

### 3.5 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents comprise cash on hand, cash at banks, and demand deposits, together with other short-term, highly liquid investments maturing within 30 days from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

### 3.6 Financial instruments

Financial instruments are any contracts that give rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The financial instruments include non-derivative and derivative financial instruments. Assets or liabilities that are not contractual in nature and that are created as a result of statutory requirements imposed by the Government are not the financial instruments of the Company.

#### Recognition and derecognition

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. Regular way purchases and sales of financial assets are recognized on trade date, being the date on which the group commits to purchase or sell the asset. Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

#### Classification of financial assets

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. Financial assets, other than those designated and effective as hedging instruments, are classified into the following measurement categories:

- those to be measured at amortized cost; and
- those to be measured subsequently at fair value through profit or loss (FVTPL)
- those to be measured subsequently at fair value through other comprehensive income (FVTOCI)

In the periods presented the Company does not have any financial assets categorized as FVTOCI.

All income and expenses relating to financial assets that are recognized in profit or loss (FVTPL) are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

#### Initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

### Subsequent measurement of financial assets

**Financial assets at amortized cost-** Financial assets held for the collection of contractual cash flows that are solely payments of principal and interest are measured at amortized cost, provided that they are not allocated to a hedge. Interest income from these financial assets is recognized in the financial result using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. All gains or losses resulting from derecognition, impairment losses or currency translation are recognized directly in profit or loss. Impairment losses represent probability-weighted estimates of credit losses. They are calculated on the basis of the best available information and the time value of money. Reversals are carried out if the reasons for the impairment losses no longer apply. Financial assets measured at amortized cost include cash and cash equivalent, loan and advances, deposits, trade receivables, and other current operating receivables. In principle, the amortized cost in the case of current receivables corresponds to the nominal value or the redemption amount.

**Financial assets at fair value through profit or loss (FVTPL)-** Financial assets not meeting the criteria for the categories at amortized cost or fair value through other comprehensive income (FVTOCI) are measured at fair value through profit or loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. The category also contains an equity investment. The Company accounts for the investment at FVTPL and did not make the irrevocable election to account for the investment in equity instruments and listed equity securities at fair value through other comprehensive income (FVTOCI). The fair value was determined in line with the requirements of IFRS 9, which does not allow for measurement at cost. Assets in this category are measured at fair value with gains or losses recognized in profit or loss in the period in which they are incurred. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

### Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognize expected credit losses – the 'expected credit loss (ECL) model'. The Company assesses on a forward-looking basis the expected credit losses associated with its loan and other debt-type instruments carried at amortized cost and FVOCI as per IFRS-9 impairment requirements. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument. Accounting policy for impairment of trade and other receivables is described in Note 3.4.

In applying this forward-looking approach, a distinction is made between:

- Stage 1:** financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk;
- Stage 2:** financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low;
- Stage 3:** financial assets that have objective evidence of impairment at the reporting date;

'12-month expected credit losses' are recognized for the first category while 'lifetime expected credit losses' are recognized for the second category. Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

### Classification and measurement of financial liabilities

The Company's financial liabilities include borrowings, trade and other payables and derivative financial instruments. Accounting policy for borrowings is described in Note 3.9.

Financial liabilities are initially measured at fair value and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss. Subsequently, financial liabilities are measured at amortized cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognized in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments). In principle, the amortized cost in the case of current financial liabilities corresponds to the nominal value or the redemption amount.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.



### 3.7 Equity, reserves and dividend payments

Share capital represents the face value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share capital, net of any related income tax benefits, if any.

Other component of equity includes the 'Revaluation Surplus on Property, Plant and Equipment' comprising gains and losses from the revaluation of items of property, plant and equipment (see Note 3.8).

Retained earnings include all current and prior period retained profits/(loss).

Dividends declared for the reporting period subsequent to the reporting date are considered as non-adjusting events. Dividend distributions payable to equity shareholders are recognized in the financial statements for the period in which such dividend has become payable after it has been approved by the Board or approved by members in a general meeting.

### 3.8 Revaluation surplus on property, plant and equipment

Revaluation on property, plant equipment is accounted for according to IAS-16 (Property, Plant and Equipment).

Increases in the carrying amounts arising on revaluation of property, plant and equipment are recognized, net of tax, in other comprehensive income and accumulated in equity under the heading 'Revaluation Surplus on Property, Plant and Equipment'. To the extent that any revaluation decrease or impairment loss has previously been recognized in profit or loss, a revaluation increase is credited to profit or loss with the remaining part of the increase recognized in other comprehensive income.

Decreases in the carrying amounts arising on revaluation of property, plant and equipment are recognized, net of tax, in profit or loss. However revaluation decreases that reverse previous increases of the same asset is first recognized in other comprehensive income to the extent of the remaining surplus attributable to that asset; all other decreases are charged to profit or loss. The decrease recognized in other comprehensive income reduces the amount accumulated in equity under the heading 'Revaluation Surplus on Property, Plant and Equipment'.

Each year, the difference between depreciation based on the revalued carrying amount of the asset charged to profit or loss and depreciation based on the asset's original cost, net of tax, is reclassified from the 'Revaluation Surplus on Property, Plant and Equipment' account to retained earnings through the Statement of Changes in Equity.

Any revaluation surplus remaining in 'Revaluation Surplus on Property, Plant and Equipment' account on disposal of the asset is transferred to retained earnings through the Statement of Changes in Equity.

All transfers to / from the account of 'surplus on revaluation of property, plant and equipment' are net of applicable deferred income tax. Revaluation surplus on property, plant and equipment reported under equity is not available for distribution of dividend.

### 3.9 Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method.

Non-interest bearing borrowings are recognized at fair value using amortized cost method. Fair value of these borrowings is determined by discounting the contractual payments in term of the loan agreement using the market related interest rate. The difference between the proceeds of the non-interest bearing loan and the present value of the contractual payments in terms of the loan agreement, discounted using the market related rate of interest, is recognized as winding-up of discount and charged to profit and loss. Changes occurred in fair value of these borrowings due to repayment and/or change in market interest rate is charged to statement of profit or loss.

Borrowings are removed 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 recognized in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings, pending their expenditure on qualifying assets, is deducted from the borrowing costs eligible for capitalization

Other borrowing costs are expensed in the period in which they are incurred.

### 3.10 Leases

The Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

At lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases (less than 12 months) and leases of low value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight line basis over the lease term.

On the statement of financial position, right-of-use assets have been included in property, plant and equipment and lease liabilities have been shown on face of statement of financial position.

### 3.11 Employees benefits

Employees benefits are determined in accordance with IAS 19 (Employee Benefits).

The Company operates approved funded contributory provident fund schemes for its permanent employees. The Company has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognized as an expense in the period in which the employees' services are received.

#### Short-term obligations

Liabilities for salaries, including non-monetary benefits, and annual leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Statement of Financial Position.

### 3.12 Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

### 3.13 Provisions

Provisions are recognized in the statement of financial position when the Company has a present legal or constructive obligation as a result of past events; and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. . The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions are reviewed at each statement of financial position and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources embodying economic benefits will be required to settle the obligation, the provisions are reversed.

### 3.14 Taxation

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity

#### Current Tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable or receivable in respect of previous years.

The Company takes into account, in making the estimates for taxable income, the current income tax law and decisions taken by appellate authorities on certain issues in the past . Instances where the Company's view differs with the view taken by the income tax department at the assessment stage and where the Company considers that its view on items of a material nature is in accordance with the law, the amounts are shown as contingent liabilities.

#### Levies

The minimum tax and/or final tax paid on the basis of gross amount of revenue, asset or liability under the enacted tax laws is charged off to profit or loss account as Levies.

The minimum tax paid u/s 113 of the Income Tax Ordinance which is over and above the current income tax payable as determined on taxable income or loss using general rate of taxation, is recorded as deferred tax asset (only when it probable that sufficient future profits will be available) adjustable against tax liability for subsequent tax years. Deferred asset or part thereof remaining un-utilized (after period allowed under prevailing tax laws) shall expire and be charged off to profit and loss account as Levies.

#### Deferred Tax

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

Deferred tax liability is recognized for all the taxable temporary differences. Deferred tax asset is recognized for all the deductible temporary differences only to the extent that it is probable that future taxable profits will be available against which the asset may be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rates that have been enacted or substantively enacted by the date of statement of financial position. The Company recognizes deferred tax liability on surplus on revaluation of property, plant and equipment which is adjusted against the related surplus.

Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

### 3.15 Foreign currency translation

Foreign currency translation is made according to IAS-21 (The Effect of Changes in Foreign Exchange Rates). Foreign currency transactions are translated into the functional currency of the Company i.e. Rs., using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at year-end exchange rates are recognized in profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

### 3.16 Offsetting of financial assets and liabilities

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

### 3.17 Related party transactions

All transactions with related parties are executed at arm's length prices, determined in accordance with the pricing method as approved by the Board of Directors.

### 3.18 Revenue recognition

Revenue arises mainly from the sale of cement through intermediaries, and is measured according to IFRS-15 (Revenue from Contracts with Customers) at the fair value of the consideration received or receivable as defined in sales contract, including variable consideration; sales tax and other duties collected on behalf of third parties are not taken into account. However, variable consideration is only included if it is highly probable that a significant reversal of revenue will not occur once the uncertainty related to the variable consideration is resolved.

Revenue is recognized when control of a promised goods passes to a customer at a specific point in time. The customer obtains control of the goods when the significant risks and rewards of products sold are transferred according to the specific delivery terms that have been formally agreed with the customer i.e. upon delivery from the manufacturing unit of the Company.

Contract liabilities, which is the Company's obligation to transfer goods to a customer for which the entity has already received consideration, relate mainly to advance payments from customers. A trade receivable is recognized when the products are delivered to a customer as this is the point in time that the consideration becomes unconditional because only a passage of time is required before the payment is due. Contract assets, which is the Company's right to consideration that is conditional on something other than the passage of time, relate mainly to construction and paving activities and not relevant for the Company.

Scrap sales are stated net of sales tax and are recognized in the year in which scrap sales are made.

Profit on bank deposits / savings accounts is recognized on a time proportion basis on the principal amount outstanding and at the applicable rate.

Other income is recognized when the right to receive is established, and the amount and timing of related receipt is virtually certain.

### 3.19 Operating expenses

Operating expenses are recognized in profit or loss upon utilization of the service or as incurred.

### 3.20 Contingent liabilities

Contingent liability is disclosed when there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

A contingent liability is also disclosed when there is present obligation that arises from past events but it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

The assessment of the contingencies inherently involves the exercise of significant judgment as the outcome of the future events cannot be predicted with certainty. The company, based on the availability of the latest information, estimates the value of contingent assets and liabilities which may differ on the occurrence / non-occurrence of the uncertain future events not wholly within the control of the Company.

The Company has disclosed significant contingent liabilities for the pending litigations and claims against the Company based on its judgment and the advice of the legal advisors for the estimated financial outcome. The actual outcome of these litigations and claims can have an effect on the carrying amounts of the liabilities recognized at the date of statement of financial position. However, based on the best judgment of the Company and its legal advisors, the likely outcome of these litigations and claims is remote and there is no need to recognize any liability at the date of statement of financial position.

### 3.21 Earning 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 year.

Diluted EPS is calculated by adjusting basic EPS by the weighted average number of ordinary shares that would be issued on conversion of all dilutive potential ordinary shares into ordinary shares and post-tax effect of changes in profit or loss attributable to ordinary shareholders of the Company that would result from conversion of all dilutive potential ordinary shares into ordinary shares.

### 3.22 Impairment of non-financial assets

The carrying amount of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash generating unit is the greater of its value in use and its fair value less cost to sell. In assessing value in use, the estimated future cash flows are discounted to their present values using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit.

An impairment loss is recognized if the carrying amount of the assets or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of cash generating units are allocated to reduce the carrying amounts of the assets in a unit on a pro-rata basis. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to that extent that the asset's carrying amount after the reversal does not exceed the carrying amount that would have been determined, net of depreciation and amortization, if no impairment loss had been recognized.

### 3.23 Non current assets held for sale

A non-current asset is classified as held for sale if most of its carrying amount is expected to be recovered via future cash flows from the sale of the asset rather than future cash flows from use. To classify an asset as held for sale, the asset must be available for immediate sale in its present condition and the sale must be highly probable.

Immediately before the initial classification of the asset as held for sale, the carrying amount of the asset is measured in accordance with applicable IFRSs. Resulting adjustments are also recognized in accordance with applicable IFRSs. Assets classified as 'held for sale' are measured at the lower of their carrying amounts immediately prior to their classification as held for sale and their fair value less costs to sell. Once classified as held for sale, property, plant and equipment are no longer depreciated.

	Note	2024	2023
(Rupees in 000s)			
<b>4</b>			
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Operating fixed assets - tangible	4a	25,254,814	25,620,650
Capital work in progress	4c	3,293,456	2,742,344
		<b>28,548,270</b>	<b>28,362,994</b>

4a- OPERATING FIXED ASSETS - TANGIBLE

	COST / REVALUED AMOUNT					ACCUMULATED DEPRECIATION					Book Value as at Year Ended				
	Opening Balance	Additions	Deletion	Transfer	Revaluation Surplus	Revaluation Adjustment	Closing Balance	Rate	Opening Balance	For the Year		Deletion	Revaluation Surplus	Transfer*	Closing Balance
----- (Rupees in 000s) -----															
<b>Financial year 2024</b>															
Freehold land	200,603	19,679	-	-	-	-	220,282	-	-	-	-	-	-	-	220,282
Building and foundation on freehold land	5,857,880	-	-	-	-	-	5,857,880	5%	2,787,630	153,513	-	-	-	2,941,143	2,916,737
Building and foundation on leasehold land	92,821	-	-	-	-	-	92,821	10%	68,399	2,442	-	-	-	70,841	21,980
Heavy earth moving machinery	1,193,111	-	-	-	-	-	1,193,111	20%	1,000,152	38,591	-	-	-	1,038,743	154,368
Plant and machinery	34,990,276	-	-	926,096	-	-	35,916,372	5%	13,062,600	1,101,413	-	-	-	14,164,013	21,752,359
Infrastructure	368,954	-	-	-	-	-	368,954	20%	321,388	9,514	-	-	-	330,902	38,052
Tools and equipment	48,965	-	-	-	-	-	48,965	20%	33,159	3,161	-	-	-	36,320	12,645
Furniture and fixtures	87,938	1,410	-	-	-	-	89,348	20%	74,733	2,735	-	-	-	77,468	11,880
Vehicles	305,711	28,677	(7,151)	-	-	-	327,237	20%	177,548	28,998	(5,820)	-	-	200,726	126,511
	<b>43,146,259</b>	<b>49,766</b>	<b>(7,151)</b>	<b>926,096</b>	<b>-</b>	<b>-</b>	<b>44,114,970</b>		<b>17,525,609</b>	<b>1,340,367</b>	<b>(5,820)</b>	<b>-</b>	<b>-</b>	<b>18,860,156</b>	<b>25,254,814</b>
<b>Financial year 2023</b>															
Freehold land	163,657	6,712	-	-	30,234	-	200,603	-	-	-	-	-	-	-	200,603
Building and foundation on freehold land	4,532,145	-	-	-	695,813	629,922	5,857,880	5%	2,032,737	124,971	-	629,922	-	2,787,630	3,070,250
Building and foundation on leasehold land	72,685	-	-	-	5,432	14,704	92,821	10%	51,585	2,110	-	14,704	-	68,399	24,422
Heavy earth moving machinery	522,125	-	-	33,268	89,748	547,970	1,193,111	20%	409,010	24,742	-	547,970	18,430	1,000,152	192,959
Plant and machinery	22,864,637	-	-	-	7,353,738	4,771,901	34,990,276	5%	7,523,650	767,049	-	4,771,901	-	13,062,600	21,927,676
Infrastructure	368,954	-	-	-	-	-	368,954	20%	309,495	11,893	-	-	-	321,388	47,566
Tools and equipment	48,965	-	-	-	-	-	48,965	20%	29,208	3,951	-	-	-	33,159	15,806
Furniture and fixtures	87,938	-	-	-	-	-	87,938	20%	71,431	3,302	-	-	-	74,733	13,205
Vehicles	270,376	25,855	(596)	10,076	-	-	305,711	20%	146,046	26,658	(470)	-	5,314	177,548	128,163
	<b>28,931,482</b>	<b>32,567</b>	<b>(596)</b>	<b>43,344</b>	<b>8,174,965</b>	<b>5,964,497</b>	<b>43,146,259</b>		<b>10,573,162</b>	<b>964,676</b>	<b>(470)</b>	<b>5,964,497</b>	<b>23,744</b>	<b>17,525,609</b>	<b>25,620,650</b>

Operating fixed assets have been pledged as security against the company's borrowings (refer to Note 16a & 18a).

- 4b Freehold land, building and foundation on freehold land, building on leasehold land, heavy earth moving machinery, plant and machinery and infrastructures have been carried at revalued amounts determined by professional valuers (level 2 measurement under IFRS-13 'Fair Value Measurements'). The latest valuations was conducted on 30-06-2023 by an independent valuer "Protectors" who are approved by Pakistan Banks' Association (PBA) in any amount category. Whereas head office situated in Lahore and piece of land in Pind Dadan Khan were revalued on 30-06-2023 by another independent valuers Al Wazzan Associates (Pvt) Limited.

#### Freehold land

The valuation experts used a market based approach to arrive at the fair value of the Company's properties. Fair market value of freehold land was assessed through inquiries to real estate agents and property dealers in near vicinity of freehold land. Different valuation methods and exercises were adopted according to experience, location and other usage of freehold land. Valuer had also considered all relevant factors as well.

#### Building and foundation, Infrastructure

The valuation experts used a cost based approach to arrive at the fair value of the Company's properties. Construction specifications were noted for each building and structure and new construction rates are applied according to construction specifications for current replacement values. After determining current replacement values, depreciation was calculated to determine the current assessed market value.

#### Plant and machinery, Heavy earth moving machinery

The valuation experts used a cost based approach to arrive at the fair value of the Company's assets. Current replacement cost was determined by collecting information regarding current prices of comparable cement plant from suppliers and different cement plant consultants in Pakistan and abroad. Fair depreciation factor for each item is applied according to their physical condition, usage and maintenance.

The effect of changes in the unobservable inputs used in the valuations cannot be determined with certainty, accordingly a qualitative disclosure of sensitivity has not been presented in these financial statements.

Assessed value and forced sales value of these fixed assets as at the date of revaluation i.e. June 30, 2023 was as under:

	Assessed Value	Forced Sales Value
	(Rupees in 000s)	
Freehold land	200,603	167,958
Building and foundation on freehold land	3,070,250	2,609,716
Building and foundation on leasehold land	24,422	20,759
Heavy earth moving machinery	192,959	164,013
Plant and machinery	21,927,676	18,638,516
Infrastructure	47,566	40,436
	25,463,476	21,641,398

Carrying amount of fixed assets if these had been carried under cost model and had not been revalued:

	Note	2024	2023
		(Rupees in 000s)	
Freehold land		65,791	46,112
Building and foundation on freehold land		1,241,506	1,306,849
Building and foundation on leasehold land		22	24
Heavy earth moving machinery		52,139	65,174
Plant and machinery		10,235,920	9,805,109
Infrastructure		38,058	47,566
		11,633,436	11,270,843

- 4ba Depreciation charge for the year has been allocated as under:

Cost of sales	24	1,307,637	932,980
General and administrative expenses	25	30,338	31,583
Selling and distribution expenses	26	2,391	2,363
		1,340,366	966,926

	Note	2024	2023
		(Rupees in 000s)	
4bb	The carrying amount of temporarily idle property, plant and equipment, as included in note 4a, is as under: Building and foundations	111,195	117,047

4bc Heavy earth moving machinery includes used dumpers having book value of Rs. 13.746 million (FY2023: Rs. 17.182 million) which had been purchased with the funds of the Company. These are in the possession of the Company and are being used for transportation of raw material within the factory premise, but these are not yet registered in the name of the Company.

4bd Particulars of immovable property (i.e. land and building) in the name of the Company are as follows:

Location	Usage	Area
Ismailwal, Tehsil Pind Dadan Khan	Manufacturing facility	2,378 Kanals & 5 Marla
Ismailwal, Tehsil Pind Dadan Khan - (see Note 22c)	Manufacturing facility	400 Kanals
Jutana, Tehsil Pind Dadan Khan	Infrastructure	127 Kanal & 14 Marla
Dewanpur, Tehsil Pind Dadan Khan	Pumping station	58 Kanal & 17 Marla
Gharibwal, Tehsil Pind Dadan Khan	Pumping station	143 Kanal & 15 Marla
Sahowal, Tehsil Pind Dadan Khan	Warehouse	128 Kanal & 11 Marla
First Capital Tower, 1st Floor, 27-H, Gulberg-II, Lahore	Head office	17,950 square feet

	Opening Balance	Additions / Adjustments	Transfer to operating fixed assets	Closing Balance
	- - - - - (Rupees in 000s) - - - - -			
4c Capital work-in-progress	2,546,459	1,562,532	(926,096)	3,182,895
Capital work in progress	195,885	(85,324)	-	110,561
Advances for capital expenditure	2,742,344	1,477,208	(926,096)	3,293,456

	Note	2024	2023
5	<b>INTANGIBLE ASSETS</b>	(Rupees in 000s)	
	<b>Cost</b>		
	Balance at the close of the year	21,259	21,259
	<b>Amortization</b>		
	Opening balance	(19,783)	(15,532)
	Amortized during the year @ 20%	(1,476)	(4,251)
		(21,259)	(19,783)
		-	1,476
6.	<b>DEPOSITS</b>		
	Considered good but unsecured		
	Utilities companies	47,253	47,253
	Margin against letters of guarantee from banks	26,188	-
		73,441	47,253
7.	<b>INVENTORIES</b>		
	Stock in trade	2,819,792	1,952,223
	Fuel, parts and supplies	2,772,336	1,931,905
		5,592,128	3,884,128



	Note	2024	2023
		(Rupees in 000s)	
<b>7a</b>	<b>STOCK IN TRADE</b>		
	Raw material	58,522	91,666
	Work in process	2,586,507	1,600,900
	Finished goods	129,231	198,832
	Packing material	45,532	60,825
		<u>2,819,792</u>	<u>1,952,223</u>
<b>7b</b>	<b>FUEL, PARTS AND SUPPLIES</b>		
	Fuel and supplies	2,150,466	1,476,398
	Consumable parts	480,172	460,970
	Loose tools	9,263	8,068
	Inventories in transit	167,070	21,104
		<u>2,806,971</u>	<u>1,966,540</u>
	Less: Provision for slow moving and obsolete items	(34,635)	(34,635)
		<u>2,772,336</u>	<u>1,931,905</u>
<b>8.</b>	<b>TRADE AND OTHER RECEIVABLES</b>		
	Trade receivable from contracts with customers	818,249	421,536
	Markup receivable from Balochistan Glass Limited (related party)	44,830	228,747
	Commission on L/G from Balochistan Glass Limited (related party)	7,402	-
	Other receivables	460	460
		<u>870,941</u>	<u>650,743</u>
<b>9.</b>	<b>LOAN AND ADVANCES</b>		
	Considered good		
	Secured		
	Advances to employees against salaries	5,912	9,450
	Advances to employees for expenses	3,318	3,001
	Balochistan Glass Limited - associated company	9b 583,333	587,366
		<u>592,563</u>	<u>599,817</u>
	Unsecured		
	Loans to employees	9a 1,700	1,800
		<u>594,263</u>	<u>601,617</u>
<b>9a</b>	<b>Loans to employees</b>		
	Numan Basharat	3,011	5,386
	Abdul Aziz	500	2,940
		<u>3,511</u>	<u>8,326</u>
	Less: Recoverable after 12 months shown as long term loan	(1,811)	(6,526)
		<u>1,700</u>	<u>1,800</u>

These loans are given for house building and are interest free. These are recoverable in 67-104 equal monthly instalments. Accordingly loan recoverable after 12 months is shown as long term loan. The value of these loans at amortized cost comes to Rs. 1.810 million (FY2023: 4.880 million) giving a winding up of discount of Rs. 1.298 million (FY2023: Rs. 3.445 million). The value involved is immaterial, therefore, long term loan is shown at its carrying amount.

**9b** The Company has approved a short term advance facility up to **Rs. 700 million** (FY2023: Rs. 600 million) to its associated company Balochistan Glass Limited under the authority of a special resolution u/s 199 of the Companies Act, 2017. This facility carries markup @ 3 months KIBOR + 3.5% p.a. This advance is secured by way of personal guarantee of the director. Maximum balance at any month-end during the year was **Rs. 700 million** (FY2023: Rs. 587.366 million).

In addition to the above facility, the Company has also approved, under the authority of special resolution u/s 199 of the Companies Act 2017, a non-funded facility in the form of corporate

guarantee(s) up to Rs. 3 billion in favour of financial institutions / banks on behalf of Balochistan Glass Limited. This facility will be valid till October 30, 2029. A commission shall be charged by GCL from BGL on the utilized value of the facility at the rate of 0.05% per quarter above the Company's L/G commission rate. Tariq Glass Industries Limited (who is indirectly substantial shareholder of BGL and has management control of BGL) shall, separately, issue similar corporate guarantees on behalf of Balochistan Glass Limited on the same terms and conditions as that of attached with corporate guarantee issued by GCL. This facility will be secured by personal guarantee of Muhammad Tousif Peracha (substantial shareholder of the Company and indirectly of BGL) who shall also undertake to compensate for any loss incurred to GCL because of this facility. Corporate guarantees issued under this facility are disclosed in Note 22f.

	Note	2024	2023
<b>10</b>			
<b>DEPOSITS</b>			
Considered good but unsecured			
Margin against letters of guarantee from banks		34,600	32,688
Margin against letters of credit from banks		1,163	-
		<b>35,763</b>	<b>32,688</b>
<b>11</b>			
<b>PREPAYMENTS</b>			
Considered good but unsecured			
Advances to suppliers		172,600	116,344
Prepaid expenses		6,896	21,013
		<b>179,496</b>	<b>137,357</b>
<b>12</b>			
<b>SHORT TERM INVESTMENTS</b>			
FVTPL : Conventional			
Money Market Mutual Fund		169,963	-
Income Mutual Funds		226,155	-
		<b>396,118</b>	<b>-</b>
FVTPL : Islamic mode			
Term deposit receipts	12a	16,702	205,002
		<b>412,820</b>	<b>205,002</b>
<b>12a</b>			
These term deposits receipts are placed with scheduled banks with profit @ 19.85% p.a. (FY2023: 13.5% - 20% p.a.). These are held under lien against letters of credit facility by the bank.			
<b>13</b>			
<b>CASH AND CASH EQUIVALENT</b>			
Cash in hand		2,999	2,199
Cash at banks in local currency			
Current accounts		233,275	194,289
PLS accounts	13a	153,901	343,885
		<b>387,176</b>	<b>538,174</b>
Cash at banks in foreign currency			
USD accounts		1,211	1,247
		<b>391,386</b>	<b>541,620</b>
<b>13a</b>			
These accounts bear profit ranging from 14% to 19% p.a. (FY2023: 14% to 19% p.a.).			

14	ISSUED, SUBSCRIBED AND PAID UP CAPITAL		2024	2023	2024	2023
			----- (Numbers) -----		--- (Rupees in 000s) ---	
	Ordinary shares of Rs. 10 each:					
	fully paid in cash		386,842,543	386,842,543	3,868,425	3,868,425
	fully paid as bonus shares		13,431,417	13,431,417	134,314	134,314
			<u>400,273,960</u>	<u>400,273,960</u>	<u>4,002,739</u>	<u>4,002,739</u>
14a	Voting rights, Board selection, right of first refusal and block voting are in proportion to the shareholding.					
15	SURPLUS ON REVALUATION OF PROPERTY, PLANT AND EQUIPMENT	Note			2024	2023
					(Rupees in 000s)	
	<b>Gross Surplus</b>					
	Opening balance				14,192,633	6,330,971
	Surplus on revaluation arose during the year				-	8,174,965
	Adjustment				-	5,493
	Incremental depreciation for the year				(722,295)	(318,796)
					<u>13,470,338</u>	<u>14,192,633</u>
	<b>Deferred tax attributed to surplus</b>					
	Opening balance				(5,474,874)	(2,047,864)
	Impact of tax rate change	17			-	(372,339)
	Surplus on revaluation arose during the year				-	(3,176,445)
	Adjustment				-	(2,556)
	Incremental depreciation for the year				281,695	124,330
					<u>(5,193,179)</u>	<u>(5,474,874)</u>
					<u>8,277,159</u>	<u>8,717,759</u>
16	BORROWINGS					
	<b>Banks and financial institutions - Secured</b>					
	<b>Finance under conventional mode</b>					
	Askari Bank Limited	16a			500,000	-
	Pak China Investment Company Limited	16a			500,000	-
	PAIR Investment Company Limited	16a			100,000	-
	National Bank of Pakistan (Facility I)	16b			-	112,209
	National Bank of Pakistan (Facility II)	16f			55,478	82,056
					<u>1,155,478</u>	<u>194,265</u>
	<b>Finance under islamic mode</b>					
	Al Baraka Bank Limited	16c			-	190,000
	Summit Bank Limited	16d			-	21,445
	First Habib Modaraba	16e			9,215	62,578
					<u>9,215</u>	<u>274,023</u>
					<u>1,164,693</u>	<u>468,288</u>
	Less: current portion shown under current liabilities				(204,786)	(231,862)
					<u>959,907</u>	<u>236,426</u>

- 16a** This syndicate term finance facility of Rs. 1.1 billion is obtained for the purpose of financing capital expenditures to enhance the existing capacity and improve the operational efficiency of the Company. This facility will be repaid in 16 equal quarterly instalments starting from December 2024. Markup will be charged at the rate of 3 months KIBOR + 2.5% p.a. to be paid quarterly. The syndicate is led by Askari Bank Limited. This facility is secured against a charge of Rs. 1.466 billion (FY2023: Rs. 1.466 billion) over fixed assets of the Company and against personal guarantees of sponsoring directors.
- 16b** The demand finance carrying markup @ 3 months KIBOR + 1% p.a. has been repaid in full during the year. This facility along with facility mentioned in Note 16f are secured against joint pari passu charge to the extent of Rs. 1.300 billion (FY2023: Rs. 1.300 billion) over fixed assets of the Company.
- 16c** The Musharika finance carrying profit @ 3 month KIBOR plus 2% has been repaid in full during the year. This facility is secured against a specific charge over cement mill to the extent of Rs. 800 million (FY2023: Rs. 800 million). Further to this, the bank has an exclusive charge to the extent of Rs. 287 million (FY2023: Rs. 287 million) over head office floor.
- 16d** The term finance facility carrying markup @ 3 months KIBOR + 2.5% p.a. has been repaid in full during the year.
- 16e** This facility was obtained under Musharika arrangement to purchase vehicles. It is repayable in 60 monthly instalments. Profit is to be paid @ 6 months KIBOR + 2.50% with floor rate of 8.00% p.a. Vehicles purchased under this facility are registered in the name of financial institution as security which shall be transferred in the name of the Company on repayment of whole amount.
- 16f** This non-interest bearing facility is being paid in equal quarterly instalment ending in June 2026 and secured by JPP as mentioned in Note 16b. Detail of this facility is given below:

	Note	2024	2023
(Rupees in 000s)			
Gross value of facility		69,406	112,786
Less: Winding up of discount			
Opening balance		(30,730)	(49,463)
Unwinding up of discount and catch up adjustments	30	16,802	18,733
		(13,928)	(30,730)
Present value of facilities		55,478	82,056
<b>17</b>	<b>DEFERRED TAXATION</b>		
Deferred tax liability due to accelerated depreciation rate for tax purpose		8,476,631	8,485,333
Deferred tax assets due to provisions allowed on payment basis in tax computation		(99,825)	(118,649)
Net deferred tax liability		8,376,806	8,366,684
Reconciliation of deferred tax liability			
Opening balance		8,366,684	4,579,644
Impact of tax rate change on revaluation surplus on PPE	15	-	372,339
Impact of tax on fresh revaluation surplus on PPE		-	3,179,001
Deferred tax charge for the year	17a	10,122	235,670
		8,376,806	8,366,654
<b>17a</b>	Deferred tax charge for the year		
Expense/(Credit) for the year		10,122	(596,964)
Impact of tax rate change on opening balance		-	832,663
Deferred tax charge for the year	31b	10,122	235,699

17b In accordance with the Finance Act, 2023, super tax at the rate of 10% for tax year 2023 and onwards has been levied in addition to the corporate tax rate of 29%. Accordingly, the Company has recorded deferred tax at 39% in accordance with applicable accounting and reporting standards.

	Note	2024	2023
<b>18</b>		(Rupees in 000s)	
<b>TRADE AND OTHER PAYABLES</b>			
Trade creditors	18a	1,367,322	1,391,532
Accrued liabilities		1,123,712	1,084,880
Federal Excise Duty and Sales Tax		327,556	307,494
Royalty and Excise Duty		231,480	91,792
Workers' Profit Participation Fund		154,994	116,446
Workers' Welfare Fund		57,768	143,201
Withholding tax		176,852	545,184
		3,439,684	3,680,529

18a These include balances payable to foreign creditors under letters of credit arrangement for purchase of coal, machinery, equipment, and consumables. Total letters of credit facilities aggregated to **Rs. 2,497 million** (FY2023: Rs. 2,272 million) were available from commercial banks at the reporting date, out of which **Rs. 2,004 million** (FY2023: Rs. 1,348.967 million) were remained unutilized at that date. These letters of credit are due in 0-90 days and are secured against lien on import/local L/C documents, accepted draft/bill of exchange. The facility of letters of credit and letters of guarantees (as mentioned in Note 22f) are also secured against charge to the extent of **Rs. 5,083 million** (FY2023: 3,039 million) over fixed and current assets of the Company.

	Note	2024	2023
<b>18b</b>		(Rupees in 000s)	
<b>Workers' Profit Participation Fund</b>			
Opening balance		116,446	202,061
Allocation for the year	27	152,021	145,827
		268,467	347,888
Payment made during the year		(113,473)	(231,442)
Closing balance		154,994	116,446

## 19 MARKUP AND PROFIT PAYABLE

### Banks and Financial Institutions

Under markup/interest basis		2,058	7,224
Under islamic mode		727	21,471
		2,785	28,695
GCL WPPF Trust		-	11,955
		2,785	40,650

## 20 EMPLOYEES' BENEFIT OBLIGATIONS

Employees' benefit obligations		69,266	128,882
Provident Fund Trusts (related parties)		749	3,768
		70,015	132,650

## 21 CONTRACT LIABILITIES

The contract liabilities primarily relate to the advance consideration received from customers for sale of goods, for which revenue is recognized at point in time when goods are transferred. The amount of **Rs. 26.981 million** (FY2023: Rs. 52.779 million) recognized in contract liabilities at the beginning of the period has been recognized as revenue for the period ended June 30, 2024.

## 22 CONTINGENCIES AND COMMITMENTS

22a The Competition Commission of Pakistan (the CCP) took suo moto action and issued Show Cause Notice on October 28, 2008 under section 30 of the Competition Ordinance, 2007 to almost all cement companies (including the Company) for alleged increase in the prices of cement across the country. The CCP passed an order on August 27, 2009 against all the cement companies and imposed a penalty amounting to Rs. 39.126 million on the Company. The cement manufacturers (including the Company) have challenged the CCP order in the Lahore High Court, Lahore (LHC) and seeks the declaration of the Competition Ordinance 2007 and Regulation 22 of the Competition (General Enforcement) Regulations 2007 to be ultra-vires the Constitution, and, further, that the show cause notice dated October 28, 2008 and order dated August 27, 2009 be declared illegal along with filing of appeal before the honorable Supreme Court of Pakistan (SCP).

LHC vide its order dated 31 August 2009 restrained CCP from enforcing its order against the Company for the time being. Meanwhile the CCP Tribunal was constituted under the law to hear appeals against levy of penalty by CCP and the SCP set aside all the appeals to the Tribunal for its adjudication. However, the constitution of Tribunal has also been challenged by the Company along with other stakeholders before the Honorable Sindh High Court ("SHC") on various legal grounds, and the SHC very kindly has granted a stay order in favor of the Company against constitution of the CCP Tribunal.

LHC vide its order dated 26 October 2020 decided the writ petition challenging the vires of the law against the Company and the appeal impugning the levy of penalty vide order dated 27 August 2009 has been referred to the Tribunal (constitution of Tribunal already challenged in SHC as referred above) to decide the same after issuance of notice to the Company. The Company has challenged decision of LHC before the Honorable Supreme Court of Pakistan which is pending adjudication.

The Company's legal counsel is confident that the Company has a good case and there are reasonable chances of success to avoid the penalty, Hence, no provision for the above penalty has been made in these financial statements.

22b The Pakistan Standards and Quality Control Authority (PSQCA) charged a marking fee @ 0.15% of the total production of cement to manufacturer for the renewal of license and imposed liability amounting to Rs. 24.000 million but management disagreed with this amount of liability. A writ petition is filed by APCMA before Lahore High Court which is pending for adjudication. Based on the legal opinion, the management is confident that the Company has good case and there are reasonable chances of success in the pending Petition in the court.

22c The Member (Colonies), Board of Revenue, Government of Punjab vide its order dated July 23, 2010 cancelled the sales of state land measuring 400 kanals in favor of the Company after the proceedings taken pursuant to the show cause notice no 408-SC-2010/1579/CS.III dated July 01, 2010. The Company filed writ petition before the Lahore High Court challenging the legality and validity of all these proceeding however the Lahore High Court dismissed the writ petition. The Company has filed a review petition against the earlier order of the LHC. The Adjudication in this review petition is pending. Based on the legal opinion, the management is confident that the Company has good case and there are reasonable chances of success in the Review Petition pending before the Lahore High Court.

22d The Director General Mines and Minerals Punjab, vide his Order dated 14-11-2023, has charged markup @ 1% per day amounting to Rs. 539.951 million on delay in payment of royalty and annual rent relating to different periods of fiscal years 2009, 2010 and 2011 under rule 68(2) and 73(3) of Punjab Mining Concession Rules, 2002. The Secretary Mines and Minerals Department, Punjab (Appellate Authority) upheld this demand vide his Order dated 26-12-2023. The Company has filed a writ petition # 7572/2023 before the Lahore High Court. The Court has granted a stay order against recovery of demand. The case is pending for adjudication. Management and the Company's legal advisor are confident that the ultimate outcome of this case will be in favor of the Company, therefore, no adjustment has been made in these accounts against this demand.

22e Contingent tax cases which are pending for adjudication at various appellate forums are disclosed in Note 31d.

		2024	2023
22f	<b>Bank guarantees</b> Commercial banks have issued the following bank guarantees on behalf of the Company in favor of:		
		(Rupees in 000s)	
	Sui Northern Gas Pipeline Limited	185,000	185,000
	Islamabad Electricity Supply Corporation	92,560	92,560
	Mines and Minerals Departments	99,800	600
		<u>377,360</u>	<u>278,160</u>
	In addition to above bank guarantees, a commercial bank has issued performance guarantee against export sales on behalf of the Company amounting to <b>USD 10,000</b> (FY2023: USD 10,000).		
	The Company has also issued corporate guarantees aggregating <b>Rs. 1,685.768 million</b> (FY2023: Nil) favouring commercial banks on behalf of Balochistan Glass Limited (an associated company) under the non-funded facility as mentioned in Note 9b.		
		Note	
		2024	2023
22g	<b>Commitments</b> Against supply of plant and machinery under letters of credit Against supply of inventories under letters of credit		
		(Rupees in 000s)	
		-	47,581
		189,092	296,375
		<u>189,092</u>	<u>343,956</u>
23	<b>NET SALES REVENUE</b>		
	Gross sales domestic	25,204,442	24,974,550
	Less:		
	Sales tax	(4,332,262)	(4,100,841)
	Federal excise duty	(2,386,363)	(2,239,066)
	Advance income tax	(25,001)	(24,730)
	Freight and discount	(295,997)	(328,844)
		<u>(7,039,623)</u>	<u>(6,693,481)</u>
	Export sales	18,164,819 264	18,281,069 34,825
		<u>18,165,083</u>	<u>18,315,894</u>
24	<b>COST OF SALES</b>		
	Packing and raw materials consumed	1,329,088	1,478,124
	Electricity, gas and water	1,509,501	1,392,410
	Coal, diesel and furnace oil	8,609,272	9,691,518
	Royalty and excise duty on minerals	444,024	238,929
	Consumable parts and supplies	750,439	821,796
	Repair and maintenance	269,000	143,258
	Salaries, wages and benefits	568,497	515,141
	Transportation and freight	368,999	293,594
	Insurance	27,257	25,205
	Vehicle running and travelling	24,245	17,515
	Other expenses	98,360	76,133
	Depreciation	1,307,637	932,980
		<u>15,306,319</u>	<u>15,626,603</u>
	Adjustment of work-in-process inventory		
	Opening balance	1,600,900	610,468
	Closing balance	(2,586,507)	(1,600,900)
		<u>(985,607)</u>	<u>(990,432)</u>
	Adjustment of finished goods inventory		
	Opening balance	198,832	85,215
	Closing balance	(129,231)	(198,832)
		<u>69,601</u>	<u>(113,617)</u>
		<u>14,390,313</u>	<u>14,522,554</u>

	Note	2024	2023
		(Rupees in 000s)	
<b>25</b>		<b>ADMINISTRATIVE AND GENERAL EXPENSES</b>	
Salaries and benefits		532,417	527,084
Vehicle running and travelling		71,376	54,169
Legal and professional charges		9,462	6,372
Auditors' remuneration	25a	3,379	2,530
Communication expenses		16,743	19,280
Rent, rates and taxes		648	3,558
Fee and subscription		5,382	7,576
Utilities		14,678	21,194
Other expenses		48,454	35,966
Amortization	5	1,476	4,251
Depreciation	4ba	30,338	31,583
		<u>734,353</u>	<u>713,563</u>
<b>25a</b>		<b>Auditors' remuneration</b>	
		<b>Statutory auditors</b>	
Audit fee		1,727	1,502
Half year review fee		725	630
Certifications fee		373	74
Tax appeals		158	-
Out-of-pocket expenses		212	140
		<u>3,195</u>	<u>2,346</u>
Cost auditors			
Audit fee		184	184
		<u>3,379</u>	<u>2,530</u>
<b>28</b>		<b>SELLING AND DISTRIBUTION EXPENSES</b>	
Salaries and benefits		69,937	75,162
Vehicle running and travelling		6,191	5,895
Sales promotion		7,800	5,704
Other expenses		2,101	2,441
Depreciation	4ba	2,391	2,363
		<u>88,420</u>	<u>91,565</u>
<b>27</b>		<b>OTHER EXPENSES</b>	
Workers' Profit Participation Fund	18b	152,021	145,827
Workers' Welfare Fund		57,768	58,755
Zakat		-	797
		<u>209,789</u>	<u>205,379</u>
<b>28</b>		<b>OTHER INCOME</b>	
Gain on disposal of fixed assets		7,677	639
<b>29</b>		<b>FINANCE INCOME</b>	
Profit on bank deposits		65,414	125,580
Capital gains		18,096	-
Dividend income		101,653	-
Unrealized gain on fair value reassessment		169	-
Markup on advance to Balochistan Glass Limited (related party)		174,799	123,143
		<u>360,131</u>	<u>248,723</u>



	Note	2024	2023
<b>30</b>		(Rupees in 000s)	
<b>FINANCE COST</b>			
<b>Banks and financial institutions under markup/interest basis</b>			
Long term borrowings		191,896	113,799
Un-winding up of discount and catch up adjustments		16,802	8,523
Lease finance charges		-	283
		<u>208,698</u>	<u>122,605</u>
<b>under Islamic mode</b>			
Long term borrowings		36,346	84,970
<b>others</b>			
Letters of credit financing cost		338	10,901
Bank guarantees commission		7,805	4,316
Bank charges		5,872	6,487
		<u>14,015</u>	<u>21,704</u>
		<u>259,059</u>	<u>229,279</u>
Loan from GCL WPPF Trust (related party)		7,179	26,743
Default charge on taxes and duties		2	25,077
Workers Profit Participation Fund (related party)		9,680	11,854
Workers Welfare Fund		3,321	19,556
Late payment surcharge on utilities bills		127	8,696
Foreign currency exchange (credit) / loss		12	(976)
		<u>279,380</u>	<u>320,229</u>
<b>31</b>			
<b>LEVY AND TAXATION</b>			
Levy - Final Tax	31a	18,829	-
Taxation	31b	1,069,078	1,479,559
		<u>1,087,906</u>	<u>1,479,559</u>
<b>31a</b>			
<b>LEVY - FINAL TAX</b>			
Final tax on dividend u/s 150		15,248	-
Final tax on capital gain u/s 37A		3,581	-
		<u>18,828</u>	<u>-</u>
This represents final taxes paid under provisions of Income Tax Ordinance, 2001 (ITO, 2001), representing levy in terms of requirements of IFRIC 21/IAS 37.			
<b>31b</b>			
<b>TAXATION</b>			
<b>Current tax</b>			
Current period		1,059,020	1,146,182
Prior period		(64)	97,678
		<u>1,058,956</u>	<u>1,243,860</u>
Deferred taxation	17a	10,122	235,699
		<u>1,069,078</u>	<u>1,479,559</u>

	2024	2023
<b>31c Numerical reconciliation between average effective tax rate and the applicable tax rate</b>	(Rupees in 000s)	
Accounting profit before income taxation	2,811,808	2,711,966
Tax at applicable @ 39% including super tax (FY2023: 39%)	1,096,605	1,057,667
Effect of:		
Depreciation due to accelerated depreciation rates in tax	-	(136,921)
Provisions to be claimed on actual/payment basis	-	(20)
Permanent taxable differences	-	2,944
Prior years adjustment	(64)	97,678
Income at lower rate under final tax regim	(27,463)	(2,113)
Tax rate change	-	460,324
Tax charge for the year	1,069,078	1,479,559
Effective tax rate	38%	55%

**31d** Current income tax appeals pending for adjudication:

**31da** The Company has challenged before the Lahore high Court, the levy of ACT @ 17% in the presence of depreciation losses which are admissible allowances. LHC has allowed interim relief in the form of stay order for not paying ACT and accordingly income tax assessment for tax years 2014, 2015 and 2016 were made without ACT. However, provision for ACT were accrued in these financial statements in the respective years on prudence basis which had been reversed as tax credit u/s 113C against normal corporate tax from tax year 2017 and onward in these financial statements.

**31db** The Inland Revenue Appellate Tribunal (IRAT) allowed tax credit u/s 113(2)(c) amounting to Rs. 282.567 million to the Company, however the department challenged this before the Lahore High Court, Lahore. Management as well as legal council is confident that this appeal will be decided in favor of the company as LHC has already decided this matter in favor of other taxpayers on the same ground as sought by the Company. Therefore, impact of the subject tax credit allowed by IRAT was provided in the financial statements.

**31dc** The tax department has initiated income tax as well as sales tax audit proceedings from tax year 2015 to tax year 2020 for the whole cement industry. The Company has challenged the audit proceeding before the Lahore High Court who has instructed the tax department not to issue assessment order till conclusion of the case.

**31dd** The department appeals are pending for adjudication before the Appellate Tribunal against relief granted by CIR (Appeals) in its two orders under Sales Tax Act involving tax amounting to Rs. 100.684 million.

**31de** The management and tax advisor of the company affirms that these appeals will be decided in its favor, accordingly, no provisions of such tax demands have been incorporated in these financial statements.

<b>32 EARNINGS PER SHARE - Basic and diluted</b>	2024	2023
Weighted average number of ordinary shares outstanding during the year	400,273,960	400,273,960
Profit after tax (Rupees in thousands)	1,742,730	1,232,407
Earnings per share - basic (Rupees)	4.35	3.08

There is no dilutive effect on the basic earnings per share of the company as the Company has no such commitments at the date of statement of financial position.

	2024	2023
<b>33</b>	<b>ADJUSTMENT FOR NON-CASH AND OTHER ITEMS</b>	
	(Rupees in 000s)	
Depreciation	1,340,366	966,926
Amortization	1,476	4,251
Finance expenses	262,578	311,706
Un-winding up of discount - banks debts	16,802	8,523
Finance income	(360,131)	(248,723)
WWF and WPPF	209,789	204,582
Surplus on revaluation of PPE adjustment	-	5,489
Other income - gain on disposal of operating fixed assets	(7,677)	(639)
	<u>1,463,203</u>	<u>1,252,115</u>
<b>34</b>	<b>NET CHANGES IN WORKING CAPITAL</b>	
Inventories	(1,708,000)	677,245
Trade and other receivables	(404,115)	(44,271)
Loan and advances	8,036	(4,910)
Deposits	(29,263)	2,160
Prepayments	(42,139)	59,251
Trade and other payables	(194,101)	844,680
Contract liabilities	(17,314)	(25,855)
	<u>(2,386,896)</u>	<u>1,508,300</u>

### 35 FINANCIAL INSTRUMENTS

#### Categories of financial assets and financial liabilities

Note 3.6 provides a description of each category of financial assets and financial liabilities and the related accounting policies. The carrying amounts of financial assets and financial liabilities in each category are as follows:

	Note	2024	2023
		(Rupees in 000s)	
<b>Financial assets at amortized cost</b>			
Trade and other receivables	8	870,941	650,743
Loan and advances	9	592,756	605,142
Non current deposits	6	73,441	47,253
Current deposits	10	35,763	32,688
Short term investments	12	16,702	205,002
Cash and bank balances	13	391,386	541,620
		<u>1,980,989</u>	<u>2,082,448</u>
<b>Financial assets at fair value through profit/loss</b>			
Short term investment - Units of Mutual funds	12	396,118	-
		<u>2,377,107</u>	<u>2,082,448</u>
Advances to employees against salary or for expenses are excluded from 'Loan and advances' as these will not be settled through cash.			
<b>Financial liabilities at amortized cost</b>			
Non current borrowings	16	959,907	236,426
Current borrowings	16	204,786	231,862
Markup and profit payables	19	2,785	40,650
Trade and other payables (excluding payable to government)	18	2,491,034	2,476,412
Employees benefits obligation	20	70,015	132,650
Unclaimed dividend		8,154	8,154
		<u>3,736,681</u>	<u>3,126,154</u>

### Risk management objectives and policies

The Company is exposed to various risks in relation to financial instruments. The main types of risks are market risk, credit risk and liquidity risk. The Company's risk management is coordinated at its head office, in close cooperation with the board of directors, and focuses on actively securing the Company's short to medium-term cash flows by minimizing the exposure to volatile financial markets. The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed are described below:

#### 35a Market risk analysis

The Company is exposed to market risk through its use of financial instruments and specifically to currency risk, and interest rate risk which result from both its operating and investing activities.

#### Foreign currency sensitivity

Most of the Company's transactions are carried out in Pakistani Rupees (Rs.). Exposures to currency exchange rates arise from the Company's overseas sales and purchases, which are primarily denominated in USD and CNY. Payables exposed to foreign currency are not covered through any forward foreign exchange contracts or through hedging.

	2024	2023	2024	2023
	----- (FC in 000s) -----		--- (Rupees in 000s) ---	
Trade and other payables				
- Trade creditors				
USD	1,265	223	352,567	64,164
CNY	223	7,263	8,575	290,376
			<u>361,142</u>	<u>354,540</u>
<b>Sensitivity analysis:</b>				
Increase in foreign currency exchange rate by 1%			<u>3,611</u>	<u>3,545</u>
Decrease in foreign currency exchange rate by 1%			<u>(3,611)</u>	<u>(3,545)</u>

#### Interest rate sensitivity

The Company is exposed to changes in market interest rates through borrowings at variable interest rates that is mostly dependent on Karachi Inter Bank Offer Rate ("KIBOR"). The Company's interest / mark-up bearing financial instruments as at the reporting date are as follows:

	2024	2023
	(Rupees in 000s)	
<b>Fixed interest rate financial assets</b>		
Bank balances at PLS accounts & TDRs	<u>170,603</u>	<u>548,887</u>
<b>Variable interest rate financial liabilities/(assets)</b>		
Borrowings	1,164,693	468,288
Advance to associated company	(583,333)	(587,366)
	<u>581,360</u>	<u>(119,078)</u>

The effective interest / mark-up rates for interest / mark-up bearing financial instruments are mentioned in relevant notes to the financial statements.

A reasonably possible change of 100 basis points in interest rates at the reporting date would have (decreased) / increased profit by amounts shown below. The analysis assumes that all other variables, in particular foreign exchange rates, remain constant. The analysis is performed on the same basis as for the previous year.

	Markup/Profit	
	2024	2023
	(Rupees in 000s)	
<b>Variable interest rate financial liabilities</b>		
Increase of 100 basis points	<u>(5,814)</u>	<u>(1,191)</u>
Decrease of 100 basis points	<u>5,814</u>	<u>1,191</u>

The sensitivity analysis prepared is not necessarily indicative of the effects on profit for the year and the outstanding liabilities of the Company at the year end.

### Other price risk

Other price risk represents the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. Currently, the Company is not exposed to other price risk.

35b

### Credit risk analysis

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to credit risk from financial assets including cash and cash equivalents held at banks, advances and deposits, trade and other receivables. The Company identifies concentrations of credit risk by reference to type of counter party. Maximum exposure to credit risk by type of counterparty is as follows:

	2024	2023
	(Rupees in 000s)	
Banks and financial institutions	863,618	777,571
Customers	818,249	421,536
Utility companies	47,253	47,253
Employees	9,423	17,776
Associated company	635,565	816,113
	<u>2,374,108</u>	<u>2,802,249</u>

### Credit risk management

The credit risk in respect of cash balances held with banks and deposits with banks are managed via diversification of bank deposits, and are only with major reputable financial institutions.

	Note	2024	2023
		(Rupees in 000s)	
Margin held in banks	A1+	60,788	32,688
	A2	1,163	-
		<u>60,788</u>	<u>32,688</u>
Bank balances	A-1+	385,033	538,222
	A-1	1,421	620
	A-2	1,641	494
	A-3	291	85
		<u>388,386</u>	<u>539,421</u>
Term deposits receipts	A-1+	16,702	50,000
	A-2	-	155,000
		<u>16,702</u>	<u>205,000</u>
Investment in units of mutual funds			
NBP Mahana Amdani Fund	AA-	226,155	-
ABL Cash Fund	AA+	169,963	-
		<u>396,118</u>	<u>-</u>

The Company continuously monitors the credit quality of customers based on internal evaluation assessment and/or reports on customers from the market. The Company's policy is to deal only with credit worthy counterparties. New customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The credit terms range between 7 and 30 days. The credit terms for customers as negotiated with customers are subject to an internal approval process. The ongoing credit risk is managed through regular review of ageing analysis, together with credit limits per customer. The analysis of ages of trade debts of the Company as at the reporting date is as follows:

	Note	2024	2023
		(Rupees in 000s)	
<b>Trade receivable</b>			
Current		643,777	400,525
1 - 60 days past due		173,093	9,400
61 - 180 days past due		1,011	5,051
More than 180 days past due		368	6,560
	8	<u>818,249</u>	<u>421,536</u>

Management believes that the amounts that are past due are still collectable in full based on historical payment behavior and extensive analysis of customer credit risk. Therefore no provision is made in these financial statements.

The Company does not hold any security on the trade receivables balance. In addition, the Company does not hold collateral relating to other financial assets (e.g. cash and cash equivalents held with banks).

Credit risk on balances receivable amounting to **Rs. 635.565 million** (FY2023: 816.113 million) from an associated company includes accrued markup of **Rs. 44.830 million** (FY2023: Rs. 228.747 million). Credit risk of advance to associated company is monitored by analyzing the profitability and cash flows of the associated company. Further these are also secured by way of personal guarantee of common director and post dated cheque from the concerned director. therefore, the management belief that credit risk is minimal.

Margin against letters of guarantee/credit are placed with high rated banks. Advances/loans to employees are secured against retirement benefits. Hence, management belief that the credit risk is minimal.

### 35c Liquidity risk analysis

Liquidity risk is that the Company might be unable to meet its obligations. The Company manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analyzing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

The Company's objective is to maintain cash and marketable securities to meet its liquidity requirements for 30-day periods at a minimum. This objective was met for the reporting period.

The Company's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarized below:

	Carrying value	Contractual cash flows	Within 6 months	More than 6 months and up to 12 months	More than 1 year and up to 5 years	More than 5 years and up to 10 years	Total
(Rupees in 000s)							
<b>As at June 30, 2024</b>							
Borrowings	1,164,693	1,164,693	80,278	124,508	904,907	55,000	1,164,693
Trade and other payables	2,491,034	2,491,034	2,491,034	-	-	-	2,491,034
Employee benefits obligation	70,015	70,015	70,015	-	-	-	70,015
Markup and profits payable	2,785	2,785	2,785	-	-	-	2,785
Unclaimed dividend	8,154	8,154	8,154	-	-	-	8,154
	<b>3,736,681</b>	<b>3,736,681</b>	<b>2,652,266</b>	<b>124,508</b>	<b>904,907</b>	<b>55,000</b>	<b>3,736,681</b>
<b>As at June 30, 2023</b>							
Borrowings	468,288	468,288	41,926	189,936	236,426	-	468,288
Trade and other payables	2,476,412	2,446,691	1,183,613	1,292,799	-	-	2,476,412
Employee benefits obligation	132,650	132,650	132,650	-	-	-	132,650
Markup and profits payable	40,650	40,650	40,650	-	-	-	40,650
Unclaimed dividend	8,154	8,154	8,154	-	-	-	8,154
	<b>3,126,154</b>	<b>3,096,433</b>	<b>1,406,993</b>	<b>1,482,735</b>	<b>236,426</b>	<b>-</b>	<b>3,126,154</b>

### 35d Fair value of financial instruments:

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. Underlying the definition of fair value is the presumption that the Company is a going concern without any intention or requirement to curtail materially the scale of its operations or to undertake a transaction on adverse terms.

IFRS 13, 'Fair Value Measurements' requires the Company to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

The fair value hierarchy has the following levels:

- i Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- ii Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- iii Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Transfers between levels of the fair value hierarchy are recognized at the end of the reporting period during which the changes have occurred.

During the year, there were no transfers between level 1 and level 2 fair value measurements, and no transfers into and out of level 3 fair value measurement.

The Company has not disclosed the fair values of the financial assets and financial liabilities because their carrying amounts are reasonable approximation of fair values, except fair value of mutual fund units as disclosed below.

## Valuation techniques used to determine fair values

The table analyses financial assets measured at the end of the reporting period by the level in the fair value hierarchy into which the fair value measurement is categorized:

		As on June 30, 2024			
Financial assets	Note	Carrying amount	Recurring fair value		
Valuation techniques and significant unobservable inputs			Level 1	Level 2	Level 3
(Rupees in 000s)					
Financial assets at fair value through profit or loss (units of mutual fund)	12	396,118	-	396,118	-
		As on June 30, 2023			
Financial assets	Note	Carrying amount	Recurring fair value		
Financial assets at fair value through profit or loss	12	-	Level 1	Level 2	Level 3
(Rupees in 000s)					
			-	-	-

The following table shows the valuation technique used in measuring Level 2 fair values for financial instruments measured at fair value in the statement of financial position, as well as the significant unobservable inputs used.

Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Equity instruments - shares Market approach (market prices)	Per unit price	The estimated fair value would increase (decrease) if the price go higher (lower).

### 35e Capital risk Management:

The Board's policy is to maintain an efficient capital base so as to maintain investor, creditor and market confidence and to sustain the future development of its business. The Board of Directors monitors the return on capital employed, which the Company defines as operating income divided by total capital employed. The Board of Directors also monitors the level of dividends to ordinary shareholders. The Company's objectives when managing capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- to provide an adequate return to shareholders.

The Company manages the capital structure in the context of economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may, for example, adjust the amount of dividends paid to shareholders, issue new shares, or sell assets to reduce debt.



The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as total loans and borrowings less cash and cash equivalents.

The gearing ratio as at June 30, 2024 is as follows:

	Note	2024	2023
(Rupees in 000s)			
Non current borrowings	16	959,907	236,426
Current borrowings	16	204,786	231,862
Total debts		1,164,693	468,288
Cash and bank balances	13	(391,386)	(541,620)
Net debts		773,307	(73,332)
Issued, subscribed and paid up capital	14	4,002,739	4,002,739
Revaluation surplus of PPE	15	8,277,159	8,717,759
Retained earnings		11,771,707	9,588,377
Total equity		24,051,605	22,308,875
Capital employed		24,824,912	22,235,543
Gearing ratio		3%	0%

Gearing ratio showed that 3% (FY2023: 0%) of the capital employed is financed through borrowings; whereas gearing ratio reduced due to repayment of debts and retention of earnings within the company.

There were no changes in the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements except those related to maintenance of debt covenants including restriction on dividend declaration without obtaining NOC commonly imposed by the providers of debt finance with which the Company has complied. The Company has obtained NOC from the banks and financial institution for payment of dividend.

### 36 PROVIDENT FUND DISCLOSURE AND COMPLIANCE

#### GCL Officers' Provident Fund

The investments out of Provident Fund Trust have been made in accordance with the provisions of Section 218 of the Companies Act, 2017 and Rules formulated for this purpose.

#### GCL Workers' Provident Fund

This fund is wholly managed by CBA. The Trust is in process of completing its accounts and audit to comply with the provisions of section 218 of the Companies Act, 2017.

	2024	2023
(Numbers)		
37 NUMBER OF EMPLOYEES		
Number of employees at year end	381	381
Average number of employees during the year	380	391

The aggregated amounts charged in the financial statements as regard to these persons are as under:

	Chief Executive		Executive Directors		Executives	
	2024	2023	2024	2023	2024	2023
	(Rupees in 000s)					
Managerial remuneration	170,541	148,297	107,875	93,264	142,304	94,747
Allowances	18,949	16,477	11,986	10,363	173,927	115,802
Bonus and other benefits	55,739	76,355	32,003	52,153	46,106	59,375
Contribution to post employment benefit	-	-	18	14	8,313	7,575
	<u>245,229</u>	<u>241,129</u>	<u>151,882</u>	<u>155,794</u>	<u>370,650</u>	<u>277,499</u>
No. of employees	<u>1</u>	<u>1</u>	<u>2</u>	<u>2</u>	<u>31</u>	<u>29</u>

Meeting fee amounting to Rs. 4.400 million (FY2023: Rs. 9.100 million) was paid to Chairman of the Board and Chairman of the Audit Committee (both are non-executive independent directors). Executive means an employee, other than the chief executive and directors, whose basic salary exceeds Rs. 1,200,000 in a financial year. Chief Executive, executive directors and some executives are also provided air travel for business purpose. The Company also provides the chief executive, executive directors and some of the executives with Company maintained cars and travelling reimbursement for business purpose.

### 39 RELATED PARTIES AND TRANSACTIONS WITH RELATED PARTIES

Related parties include associated entities, directors and their close family members, key management personnel and post employment benefits / trusts listed as below:

Name of related parties	Relationship	2024	2023
		Direct shareholding %age in the Company	
Muhammad Tousif Peracha	Chief Executive Officer	57.37%	53.730%
Tabbasum Tousif Peracha	Spouse of director	0.000%	0.000%
Mustafa Tousif Ahmed Peracha	Director	0.123%	0.123%
Abdur Rafique Khan	Director	22.726%	22.726%
Habiba Tousif Peracha	Director	0.000%	0.000%
Amna Khan	Director	5.688%	5.688%
Faisal Aftab Ahmad	Director	0.000%	0.000%
Daniyal Jawaid Peracha	Director	0.004%	0.004%
Khalid Siddiq Tirmizey	Director	0.025%	0.025%
Shafqaat Ahmed	Director w.e.f. 28-02-2024	0.000%	0.000%
Sorath Jamani	Director till 28-02-2024	0.000%	0.000%
Mian Nazir Ahmed Peracha	Director till 02-02-2024	0.000%	0.000%
Feriha Nazir Peracha	Spouse of Mian Nazir Ahmed Peracha	0.000%	0.656%
Qamar Nazir Peracha	Spouse of Mian Nazir Ahmed Peracha	0.000%	0.656%
Balochistan Glass Limited	Associated company (Common directorship)	-	-
Shahpur Commerce (Pvt) Limited	Associated company (Common directorship till 02-02-2024)	-	-
MMM Holding (Pvt) Limited	Associated company (Common directorship)	-	-
GCL Officers' Provident Fund Trust	Post employment benefit	-	-
GCL Workers' Provident Fund Trust	Post employment benefit	-	-
GCL WPPF Trust	Trust of post employment benefit	-	-
Ali Rashid Khan	Key management personnel	5.102%	5.102%
Abdul Shoeb Piracha	Key management personnel	-	-
Muhammad Shamail Javed	Key management personnel	-	-
Syed Firasat Abbas	Key management personnel	-	-
Farukh Naveed	Key management personnel	-	-
Muhammad Tahir	Key management personnel	-	-

Transactions with Balochistan Glass Limited are disclosed in Note 8, 9, 9b, 22f, 29 of these financial statements. Whereas cash movements are disclosed in the Statement of Cash Flow.

Dividend paid to directors and their close family members are disclosed in the Statement of Cash Flow.

Transactions of WPPF and with GCL WPPF Trust are disclosed in Note 18b, 27, 30 of these financial statements. Apart from these transactions, a short term advance of Rs. 150.000 million (FY2023: Rs. 330.478 million) was received and wholly repaid during the year.

Remuneration of chief executive officer and directors and meeting fee of chairmans are disclosed in note 38.

Details of transactions with related parties during the year, other than those which have been disclosed elsewhere in these financial statements, are as follows:

	2024	2023
	(Rupees in 000s)	
<b>Transactions with associates</b>		
<b>Shahpur Commerce (Pvt) Limited</b>		
Purchase of coal	47,011	614,188
<b>Transactions with key management personnel</b>		
Salaries and benefits	165,208	140,689
Post employment benefit	3,454	3,272
<b>Transactions with post employment benefits (provident funds)</b>		
Contribution by the Company		
Cost of sales	14,368	13,858
Administrative and general expenses	4,288	3,734
Selling and distribution expenses	2,551	2,567
	<u>21,207</u>	<u>20,159</u>
	2024	2023

#### 40 CAPACITY AND PRODUCTION - CLINKER

	(Tons)	
Listed capacity	2,010,000	2,010,00
Production	<u>1,140,650</u>	<u>1,296,800</u>

Lower capacity utilization of cement plant as well as change in actual production over the last year is due to gap between demand and supply of cement in local market. The capacity figure of the plant is based on 300 working days in a year.

#### 41 CORRESPONDING FIGURES

Correspondence figures have been rearranged and reclassified, wherever necessary. However, no major reclassification has been made other than those as disclosed in these financial statements except as mentioned below:

Line	From Heading	To Heading	2023 (Rs 000s)
Term deposit receipts	Cash and bank balance	Short term investments	205,002
Employees' benefits obligations	Non current Liability	Current Liability	9,945
Raw Materials Stock	Inventories - Fuel and supplies	Inventories - Raw materials	5,963

#### 42 AUTHORIZATION FOR ISSUE

These financial statements have been authorized for issue by the Board of Directors of the Company in its meeting held on September 25, 2024.

  
DIRECTOR

  
CHIEF FINANCIAL OFFICER

  
DIRECTOR



# جمع پونجی

## سرمایہ کاری کی آگاہی کے لیے انقلابی اقدام

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## جہاں رہیئے، آگاہ رہیئے

SECP کی جانب سے پیش ہے "جمع پونجی" ایک ایسا ویب پورٹل جو آپکو سرمایہ کاری سے متعلق ہر قسم کی معلومات فراہم کرتا ہے تاکہ آپ ایک اچھی سرمایہ کاری کا فیصلہ کر سکیں۔ جمع پونجی میوچل فنڈز، پنشن فنڈز، اسلامک فنانسنگ، کیپٹل مارکٹ، لیزنگ کمپنیز اور انوسٹمنٹ بینک وغیرہ میں سرمایہ کاری سے متعلق آپ کے سوالات کے جوابات فراہم کرتا ہے اور ساتھ ہی آن لائن ٹولز کے ذریعے ہی کھیل ہی کھیل میں منافع بخش سرمایہ کاری کے سلسلے میں آپکو رہنمائی بھی فراہم کرتا ہے۔



کھیل ہی کھیل  
میں سیکھیں  
سرمایہ کاری کا ہنر

مفت آن لائن ٹولز:

سکیم میٹر    ماک ٹریڈنگ    رسک پروفاکٹر  
ناج سینٹر    کیلکولیٹر    نیوز لیٹر سنسکریپشن



Jama Punji is an Investor Education Initiative of Securities and Exchange Commission of Pakistan



# FORM OF PROXY

The Secretary  
Gharibwal Cement Limited  
First Capital Tower, 1st Floor,  
27-H, Gulberg II, Lahore.

I/We ..... of ..... being a member of

Gharibwal Cement Limited, and holder of ..... Ordinary Shares as per Shares Register

Folio No. .... hereby appoint Mr./Mrs./Ms. ....

of .....

Folio No. .... who is also a member of Gharibwal Cement Limited as my/our proxy to attend and vote for and on my/our behalf at the 64th Annual General Meeting of the Company to be held on Thursday, October 24, 2024 at 11:00 am at OBAN Hotel, 81-C-II, off MM Alam Road, Gulberg-III, Lahore and at any adjournment thereof.

As witnessed given under my / our hand (s) ..... day of October , 2024.

Signature

Witness:

Signature .....

Name .....

Address .....

Note:

1. The Proxy in order to be valid must be signed across a Five Rupees Revenue Stamp and should be deposited in the Registered Office of the Company not later than 48 hours before the time of holding the meeting.
2. No person shall act as proxy unless he is a member of the Company.
3. Signature should agree with the specimen signature registered with the Company.

On Five  
Rupees  
Revenue  
Stamp

## پراکسی فارم

جناب نیکراری صاحب  
غریب وال سینٹ لیٹنڈ  
فرسٹ کنٹریل ٹاور فرسٹ فلور  
27-H گلبرگ III، لاہور

میں اہم ..... غریب وال سینٹ لیٹنڈ کے ممبران ہیں

اور فلیو نمبر ..... سے لیکر ..... تک کل ..... شیئرز رکھتے ہیں

میں اہم اپنی جگہ مسز اسمزاس ..... کو پراکسی نامزد کرتا ہوں کرتے ہیں جو کہ کئی کا ایک ممبر ہے

رہائش ..... اس کا فلیو نمبر ..... ہیں۔

مسز اسمزاس ..... کو اختیار دیا جاتا ہے کہ وہ کئی کا 64% واں سالانہ اجلاس جو کہ جمعرات 24 اکتوبر 2024 کو دن 11 بجے

OBAN ہوگی، C-II-81، ایم ایم عالم روڈ کے قریب گلبرگ III، لاہور میں منعقد ہو رہا ہے۔ ہماری جگہ اجلاس میں شرکت کرے اور ووٹ ڈالے یا اور کوئی عمل جو ایک ممبر کی حیثیت سے کرنا لازم ہوگا اور کرے۔

جیسا کہ نیچے گواہی موجود ہے۔ یہ فارم ..... اکتوبر 2024 کو جاری کیا گیا۔

5 روپے کا  
ڈاک ٹکٹ  
دستخط

گواہ .....

نام .....

پتہ .....

نوٹ

- پراکسی کو اختیار ہونے کے لیے پانچ روپے کے ڈاکٹ پر دستخط ہونا اور اجلاس شروع ہونے کے 48 گھنٹے قبل اس کا رجسٹرڈ آفس میں موصول ہونا ضروری ہے
- کئی کے ممبر کے علاوہ کسی اور شخص کو پراکسی نامزد نہیں کیا جاسکتا۔
- ممبر کے دستخط کئی کے پاس موجود دستخط کے مطابق ہونے چاہیے۔

# GHARIBWAL CEMENT LIMITED

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