

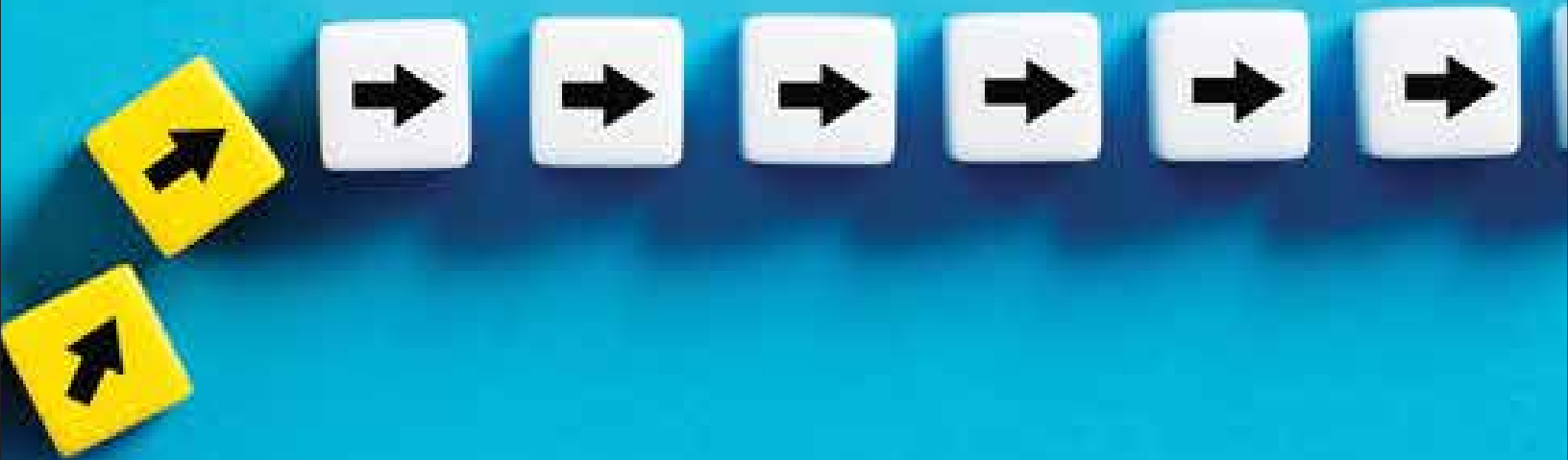


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Vision

To become the leading healthcare products and service providers of Pakistan.

PASSION

- Source of energy in the workplace
- Demonstrate entrepreneurial drive
- Shows grit

PARTNERSHIP

- Collaborates selflessly
- Behaves respectfully
- Seeks to create value for IBL Group, its partners and society



INTEGRITY

- Creates transparency
- Acts fairly and honestly

EXCELLENCE

- Takes ownership of current role
- Deliver quality work
- Strives for continuous improvement



Mission

We are committed to contribute in the betterment of society by providing a versatile range of healthcare and nutritional products. We aim to grow by relentlessly providing better products and services to our customers, better returns to our stakeholders and a better quality of life to the employees.

Company Information

Board of Directors

Ms. Ameena Saiyid	Chairperson
Mr. Munis Abdullah	Director
Mr. S. Nadeem Ahmed	Director
Mr. Mufti Zia Ul Islam	Director
Mr. Zubair Palwala	Director
Mr. Atta ur Rehman	Director
Mr. Shuja Malik	Director

Audit Committee

Mr. Shuja Malik	Chairman
Mr. Zubair Palwala	Member
Ms. Ameena Saiyid	Member

Human Resource & Remuneration Committee

Mr. Shuja Malik	Chairman
Mr. S. Nadeem Ahmed	Member
Ms. Ameena Saiyid	Member

Chief Executive Officer

Mr. Muhammad Ghiyasuddin

Chief Financial Officer

Mr. Hammad Bin Kafeel

Company Secretary

Mr. Hussain Murtaza

Auditors

A.F. Ferguson & Co., Chartered Accountants

Internal Auditors

Grant Thornton Anjum Rahman

Legal Advisor

Mohsin Tayabaly & Co.

Bankers

Habib Bank Limited
National Bank of Pakistan
Summit Bank Limited
Soneri Bank Limited
Habib Metropolitan Bank Limited
Al-Baraka Bank (Pakistan) Limited
Dubai Islamic Bank Pakistan Limited
Meezan Bank Limited
Bank Al Falah Limited

Registered Office

2nd Floor, One Ibl Centre,
Block 7&8, Dmchs
Tipu Sultan Road,
Off: Shahrah-e-faisal, Karachi

Share Registrar

Central Depository Company
Of Pakistan Limited
Cdc House, 99-b, Block-b, Smchs
Shahrah-e-faisal, Karachi – 74400



Notice of Annual General Meeting

Notice is hereby given that the 27th Annual General Meeting of the shareholders of IBL HealthCare Limited will be held on Monday, October 28, 2024, at 02:00 p.m. at Indus Suite, Avari Towers, Fatima Jinnah Road, Karachi-75530 as well as through video conferencing facility to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of general meeting held on October 27, 2023.
2. To receive, consider and adopt the audited financial statements of the company for the year ended June 30, 2024, together with the directors' and independent auditors' reports thereon.

In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following weblink and QR enabled code:

<https://iblhc.com/investor-information>



3. To appoint auditors for the financial year ending June 30, 2025, and to fix their remuneration. The present auditors, A.F. Ferguson & Co., Chartered Accountants, have retired and being eligible, have offered themselves for re-appointment. The Board of Directors has recommended their re-appointment.

SPECIAL BUSINESS

4. To consider and approve alteration in clause 62 of the Articles of Association in respect of remuneration payable to the directors for attending meetings of the Directors or a committee of Directors and if thought fit to pass the following resolution as a special resolution:

RESOLVED THAT the Articles of Association of the Company be and is hereby altered by substituting the words “determined by the Company in General Meeting” appearing in Article 62, with the words “be determined by the Board of Directors from time to time,”.

5. To ratify and approve transactions conducted with related parties for the year ended June 30, 2024, by passing the following special resolution with or without modification:

RESOLVED THAT the transactions conducted with related parties as disclosed in the note 33 of the financial statements for the year ended June 30, 2024, and specified in the Statement of Material Information under section 134(3) be and are hereby ratified, approved and confirmed.

6. To authorize the Board of Directors of the Company to approve transactions with related parties for the financial year ending June 30, 2025, by passing the following special resolution with or without modification:

RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case-to-case basis for the period up to the conclusion of next AGM.

RESOLVED FURTHER that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.

OTHER BUSINESS

7. To transact any other business of the Company with the permission of the Chair.

Attached to this notice is a statement of Material Facts covering the above-mentioned Special Business, as required under section 134(3) of the Companies Act, 2017.

By the order of the board

October 07, 2024,



Hussain Murtaza
Company Secretary



NOTES:

A. Book closure:

The share transfer books will remain closed from October 22, 2024, to October 28, 2024 (both days inclusive). Transfers in good order, received at the office of Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Shahrah-e-Faisal, Karachi-74400 by close of the business on October 21, 2024, will be treated in time for the purpose of attending the Annual General Meeting.

B. Participation in the AGM via physical presence including through proxy:

Members whose names appear in the Register of Members as of October 22, 2024, are entitled to attend and vote at the AGM. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote for him/her. The proxy need not be a member of the Company.

An instrument of proxy applicable for the AGM is being provided with the Notice sent to the members. Proxy form may also be downloaded from the Company's website: <https://iblhc.com/investor-relations>. An instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified true copy of such power or authority duly notarized must, to be valid, be received by the Company's Registered Office: 2nd Floor, One IBL Centre, Plot No. 1, Block 7 & 8, Tipu Sultan Road, Off Shahrah-e-Faisal, Karachi-75350 (attention to the Company Secretary) or email at hussain.murtaza@iblhc.com not less than 48 hours before the time of AGM, excluding public holidays.

Members having physical shareholding are requested to submit a copy of their Computerized National Identity Card (CNIC) at the registered address to our Share Registrar: CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shakra-e-Faisal, Karachi-74400. CDC account holders may submit to their respective CDC Participant/ Stockbroker / Investor Account Services.

If a member appoints more than one proxy and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid.

C. Request for Video conference facility:

- i) Members interested in attending / participating in the AGM through video link facility are hereby advised to get themselves registered with the Company's share registrar by providing the following information through email sent to cdcsr@cdcsrsl.com or WhatsApp at 0321-8200864 at the earliest, but not later than 48 hours before the time of the AGM i.e. before 2:00 p.m. on October 26, 2024.
 - a) Name of Member.
 - b) CNIC / NTN
 - c) Folio No. / CDC IAS No.
 - d) Contact No.
 - e) Email address.
- ii) The online meeting link and login credentials will be shared with only those members who provide their intent to attend the meeting containing all the required particulars as mentioned above on or before October 26, 2024, by 02:00 p.m.
- iii) The login facility will remain open from 1:30 p.m. till the end of AGM.
- iv) An individual beneficial owner of the shares must bring his/her original CNIC or Passport, Account and Participant's ID numbers to prove his / her identity. A representative of corporate members must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of the nominee. CDC account holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan.

D. Polling on Special Business Resolution

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 (the “Regulations”), as amended through SRO 2192(1)/2022 dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan (“SECP”), the SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming AGM to be held on 28th day of October 2024 at 2:00 p.m. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Company’s website at www.iblhc.com for download.

1. Procedure for E-Voting:

- I. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on October 21, 2024.
- II. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- III. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- IV. E-Voting lines will start from October 23, 2024, 09:00 a.m. and shall close on October 27, 2024, at 5:00 P.M. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

2. Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company’s registered address at 2nd Floor, One IBL Centre, Plot No. 1, Block 7 & 8, D.M.C.H.S., Tipu Sultan Road, Karachi (attention to the Company Secretary) or email at hussain.murtaza@iblhc.com no later than one day before the AGM on October 27, 2024, during working hours. The signature on the ballot paper shall match the signature on CNIC.

E. Conversion of physical shares in to Book-entry Form

In compliance with section 72 of the Companies Act, 2017 and SECP’s letter No. CSD/ED/Misc./2016-639-640 dated 26 March 2021, listed companies are required to replace existing physical shares issued by them into Book-Entry Form. In view of the above requirement, shareholders of the Company having physical folios/ share certificates are requested to convert their shares from physical form into Book-Entry Form as soon as possible.



Conversion of physical shares into Book-Entry Form would facilitate the shareholders in many ways i.e. safe custody of shares, readily available market for instant sale and purchase of shares, eliminate risk of loss & damage, easy & safe transfer with lesser formalities as compared to physical shares. The shareholders of the Company may contact Share Registrar of the Company i.e. M/s. CDC Share Registrar Services Limited for assistance in conversion of physical shares into Book-Entry Form.

F. Change of address

Members are requested to notify changes in their address, if any, in case of Physical shares immediately contact to the Company’s Share Registrar, CDC Share Registrar Services Limited, CDC House, 99 – B, Block ‘B’, S.M.C.H.S., Main Shahrah-Faisal, Karachi-74400. and their respective Participant/CDC Investor Account Services in case of Book-Entry Form,

G. Unclaimed Dividend and Bonus Shares:

Shareholders, who by any reason, could not claim their dividend or bonus shares or did not collect their physical shares, are advised to contact our Share Registrar M/s CDC Share Registrar Services Limited Ltd. to collect/enquire about their unclaimed dividend or pending shares, if any.

Please note that in compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all dividend unclaimed for a period of three years from the date due and payable shall be deposited to the credit of the Federal Government and in case of shares, shall be delivered to the Securities & Exchange Commission of Pakistan.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

1. Item number 4 of the notice – Alteration in clause 62 of the Articles of Association

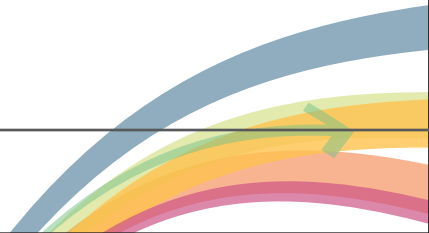
The proposed amendment to Clause 62 of the Company's Articles of Association aims to increase the remuneration payable to Directors for attending Board meetings, as needed from time to time.

Article No	Existing	Proposed	Reason of Change
62	Each director shall be entitled to be paid as remuneration for his services, a fee at the rate determined by the Company in a General Meeting. Each director (including each alternate Director) shall also be entitled to be reimbursed his reasonable expenses incurred in consequences of his attendance at meetings of the Directors or of committees of Directors.	Each director shall be entitled to be paid as remuneration for his services, a fee at the rate be determined by the Board of Directors from time to time. Each director (including each alternate Director) shall also be entitled to be reimbursed his reasonable expenses incurred in consequences of his attendance at meetings of the Directors or of committees of Directors.	to increase the remuneration payable to Directors for attending Board meetings, as needed from time to time

The Directors are interested to the extent of attending the meetings of Directors or a committee of Directors and receiving the said fee.

2. Item number 5 of the notice – Ratification and approval of the related party transactions

Transactions conducted with all related parties have to be approved by the Board of Directors duly recommended by the Audit Committee on quarterly basis pursuant to clause 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019. However, during the year since majority of the Company’s Directors were interested in certain transactions due to their common directorships in the group companies. These transactions are being placed for the approval by shareholders in the Annual General Meeting. All transactions with related parties to be ratified have been disclosed in the note 33 to the financial statements for the year ended June 30, 2024. Party-wise details of such related party transactions are given below:



Name of Related Party	Transaction Type	PKR in '000
International Brands (Private) Limited	Corporate service charges	21,000
	SAP maintenance fee	518
The Searle Company Limited	Purchase of goods	282,475
	Reimbursement of expenses	244,293
	Utilities	4,862
	Rent expense	4,407
	Sale of goods	230,938
IBL Operations (Private) Limited	Sale of goods	1,120,444
	Shared costs	17,920
	Reimbursement of Expense	7,633
United Brands Limited	Sale of goods	45,341
Searle Pakistan Limited	Purchase of goods	29,175
	Reimbursement of Expense	1,822
IBL Logistics (Private) Limited	Cartage and freight charges	5,586
United Retail (Private) Limited	Rental Income	2,830
Universal Retails (Private) Limited	Rental income	2,828
Employees' Provident Fund	Contribution Paid	9,355
Key management personnel	Salaries and other benefits	67,455
	Directors' fee and conveyance	2,655
	Sale of goods	48

The Company carries out transactions with its related parties on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. All transactions entered with related parties require the approval of the Board Audit Committee of the Company, which is chaired by an independent director of the company. Upon the recommendation of the Board Audit Committee, such transactions are placed before the Board of Directors for approval.

Transactions entered with the related parties include, but are not limited to, sale of goods, rental income, shared cost, dividends paid, (in accordance with the approval of shareholders and board where applicable) and salaries and other benefits paid to the key management personnel.

The nature of relationship with these related parties has also been indicated in the note 33 to the financial statements for the year ended June 30, 2024. The Directors are interested in the resolution only to the extent of their common directorships in such related parties.

3. Item number 6 – Authorization for the Board of Directors to approve the related party transactions during the year ending June 30, 2025

The Company shall be conducting transactions with its related parties during the year ending June 30, 2025, on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. The majority of Directors are interested in these transactions due to their common directorship in the holding / associated companies. In order to promote transparent business practices, the shareholders desire to authorize the Board of Directors to approve transactions with the related parties from time-to-time on case-to-case basis for the period up to the conclusion of next AGM, which transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification.

The Directors are interested in the resolution only to the extent of their common directorships in such related parties.

IBL HEALTHCARE LIMITED

POSTAL BALLOT PAPER

for voting through post for the Special Business at the Annual General Meeting to be held on October 28, 2024, at 02:00 p.m. at Indus Suite, Avari Towers, Fatima Jinnah Road, Karachi-75530.

UAN: +92 21 3717 0204

Website: www.iblhc.com

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

SPECIAL BUSINESS

Agenda No. 4

To consider and approve alteration in clause 62 of the Articles of Association in respect of remuneration payable to the directors for attending meetings of the Directors or a committee of Directors and if thought fit to pass the following resolution as a special resolution:

RESOLVED that the Articles of Association of the Company be and is hereby altered by substituting the words “determined by the Company in General Meeting” appearing in Article 62, with the words “be determined by the Board of Directors from time to time,”.

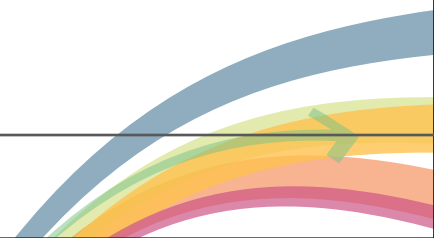
Agenda No 5

To ratify and approve transactions conducted with related parties for the year ended June 30, 2024, by passing the following special resolution with or without modification:

RESOLVED that the transactions conducted with related parties as disclosed in the note 33 of the financial statements for the year ended June 30, 2024, and specified in the Statement of Material Information under section 134(3) be and are hereby ratified, approved, and confirmed.

Agenda No 6

To authorize the Board of Directors of the Company to approve transactions with related parties for the financial year ending June 30, 2025, by passing the following special resolution with or without modification:



RESOLVED that the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case-to-case basis for the period up to the conclusion of next AGM.

RESOLVED FURTHER that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.

INSTRUCTION FOR POLL

1. Please indicate your vote by ticking (√) the relevant box.
2. In case if both the boxes are marked as (√), you poll shall be treated as “Rejected”.
I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (√) mark in the appropriate box below;

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution For Agenda Item No. 4		
Resolution For Agenda Item No. 5		
Resolution For Agenda Item No. 6		

1. Dully filled ballot paper should be sent to the Chairman of the meeting through post at 2nd Floor, One IBL Centre, Plot No. 1, Block 7 & 8, D.M.C.H.S., Tipu Sultan Road, Karachi (attention to the Company Secretary) or email at hussain.murtaza@iblhc.com
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before October 27, 2024. Any postal ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable.
7. Ballot Paper form has also been placed on the website of the Company at: www.iblhc.com Members may download the ballot paper from the website.

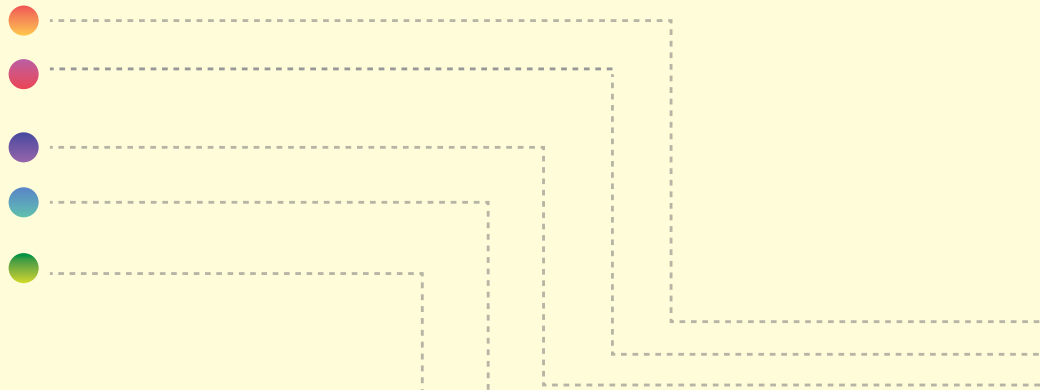
Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

Date: _____









Nutrition

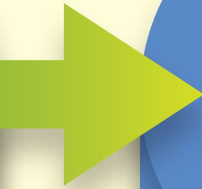
Infant
Formula

Medical
Nutrition

Baby
Cereals

Lifestyle
Nutrition

Speciality

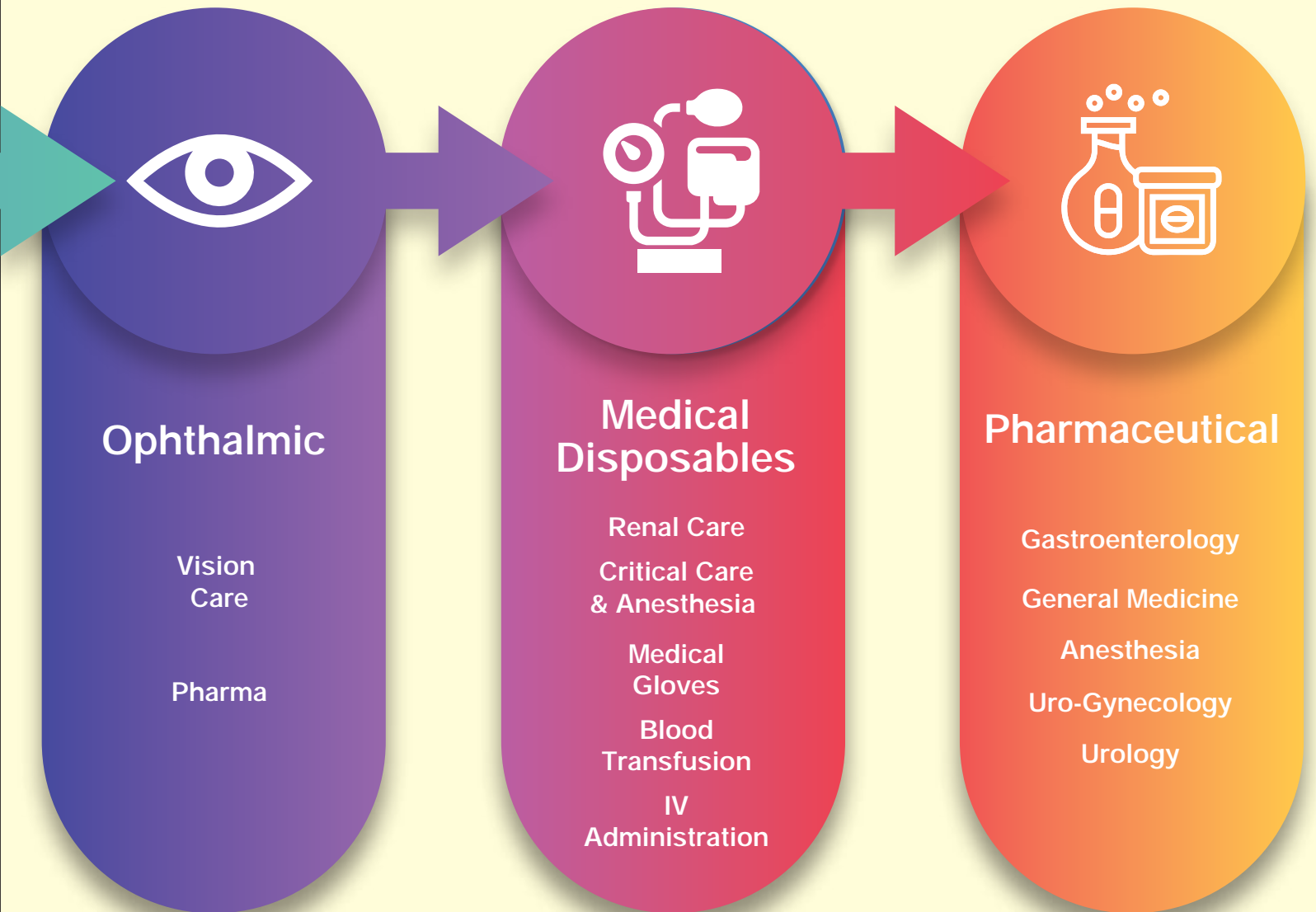
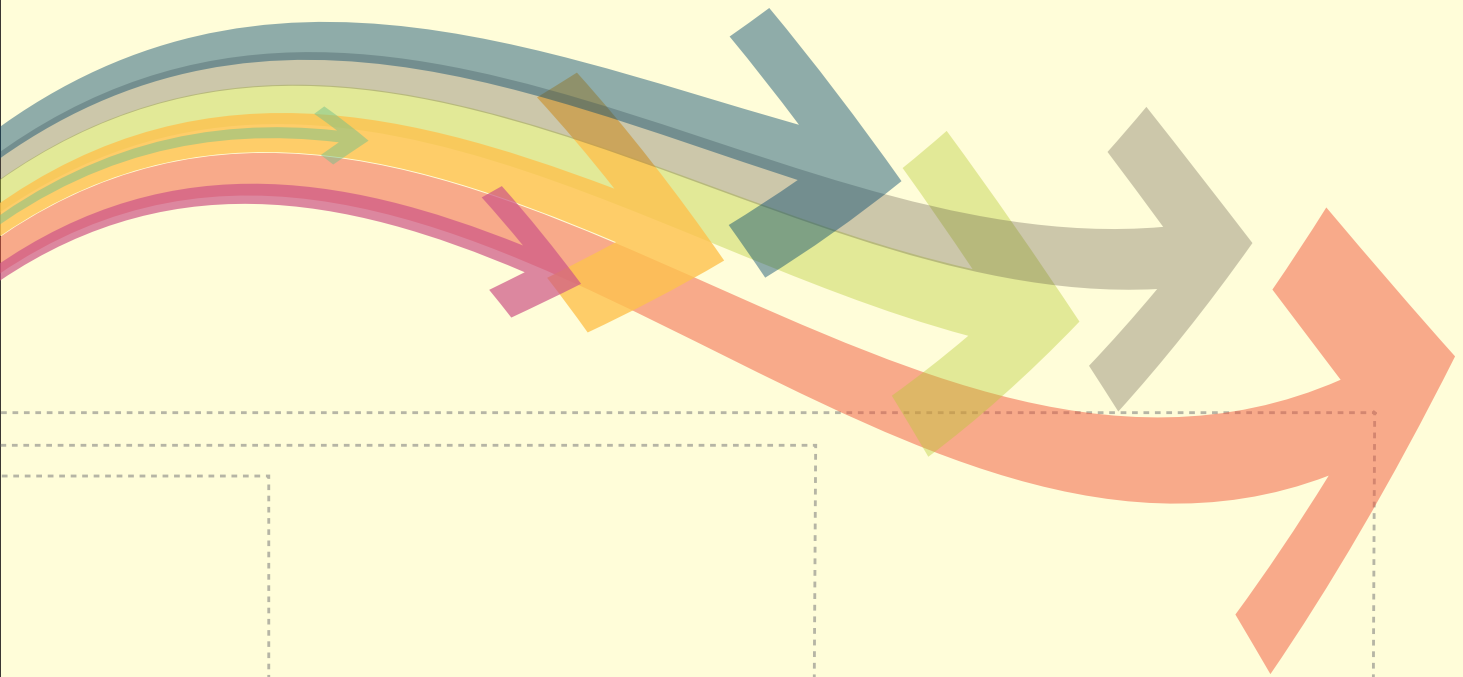


Health and Wellness

Consumer
Health

Hygiene
and Safety










Pharmaceutical




Ophthalmic







Medical Disposables









Chairman's Review Report

The Board of Directors (the “Board”) of IBL HealthCare Limited (the “Company”) is dedicated to upholding the highest standards of Corporate Governance and adhering to best practices as outlined in the Companies Act, 2017, and the Listed Companies (Code of Corporate Governance) Regulations, 2019. In compliance with the Code of Corporate Governance, the Board conducted its annual evaluation for the financial year ending June 30, 2024. This evaluation aims to assess and benchmark the Board's overall performance and effectiveness against established expectations in relation to the Company's objectives.

A comprehensive set of criteria has been developed for the Board's evaluation. I am pleased to report that the Board's overall performance, as measured against the approved criteria, has been satisfactory. The assessment is based on the evaluation of several key components, each of which directly influences the Board's ability to fulfill its role in achieving the Company's objectives.

Vision, Mission, and Values: The Board members are well-acquainted with the Company's current vision, mission, and values and fully support them. The Board periodically reviews these guiding principles to ensure they remain aligned with the evolving needs of the business.

Strategic Planning: The Board has a clear understanding of the Company's key stakeholders. It establishes the organization's long-term objectives, as well as setting annual goals and performance targets for management across all major areas of operation.

Diligence: The Board members carried out their responsibilities with dedication, thoroughly reviewing, discussing, and approving business strategies, plans, budgets, and financial statements. The Board met quarterly to ensure the effective fulfillment of its duties.

Monitoring: The Board consistently monitored the Company's business, including its objectives, goals, and financial performance, through regular presentations from management and reports from internal and external auditors. The Board provided timely and appropriate guidance when necessary.

Diversity: The Board is composed of a balanced mix of independent and non-executive directors. Both non-executive and independent directors are actively engaged in all key matters and play a full role in Board decisions.

Governance: The Board has established a transparent, robust, and effective governance system. This has been achieved by creating a strong control environment, adhering to corporate governance best practices, and fostering ethical and fair conduct throughout the Company.



Chairman

Date: October 03, 2024



The Ultimate Supplement for
Growing kids

Director's Report

The Board of Directors of IBL HealthCare Limited (IBLHL) are pleased to present the audited financial statements for the year ended June 30, 2024.

The Directors' report is prepared under section 227 of the Companies Act, 2017 and chapter XII clause 34 (Reporting & Disclosure) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

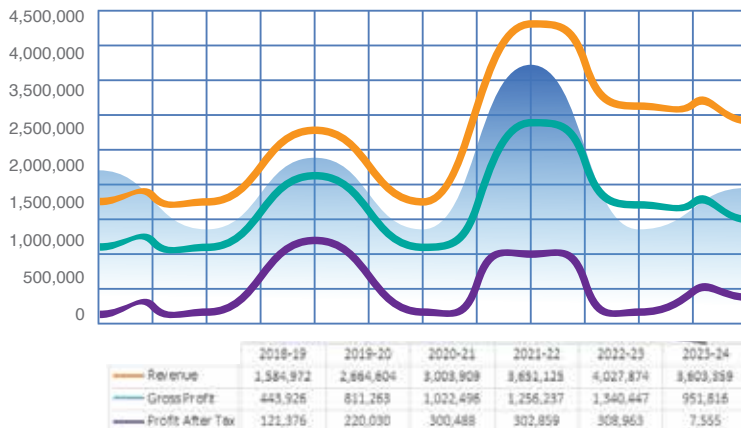
SUMMARY OF FINANCIAL PERFORMANCE

	2024 (Rupees in Thousand)	2023
Revenue	3,603,359	4,027,874
Gross profit	951,816	1,340,447
Gross profit as % of revenue	26%	33%
Profit before taxation	108,700	458,833
Profit after taxation	7,555	308,963

PRINCIPAL ACTIVITIES

The principal activities of the Company include marketing, selling and distribution of healthcare and pharmaceutical products.

Operating Results



OVERVIEW OF FINANCIAL PERFORMANCE

The financial year ending June 30, 2024, presented the Company with significant challenges, primarily due to persistent inflationary pressures, rising purchasing costs and the subsequent impacts of PKR devaluation. These factors created a difficult operating environment, affecting both pricing strategies and overall market dynamics.

Despite our concerted efforts to maintain competitive pricing, the price elasticity observed in certain product segments, particularly in infant and adult nutrition portfolios, resulted in a notable reduction in sales volumes. Consequently, the Company experienced a 11% decline in revenue, with gross profit margins constrained to 26%. Our initiatives to counteract declining consumer demand through various promotional activities have somewhat mitigated the sales downturn, and we anticipate these efforts will yield positive results in the upcoming quarters.

As a business primarily engaged in the distribution and marketing of an imported portfolio, we continue to face substantial challenges from the prevailing tax regime. During the year, the effective tax rate soared to 93%, resulting in a net profit margin of just 0.2%.

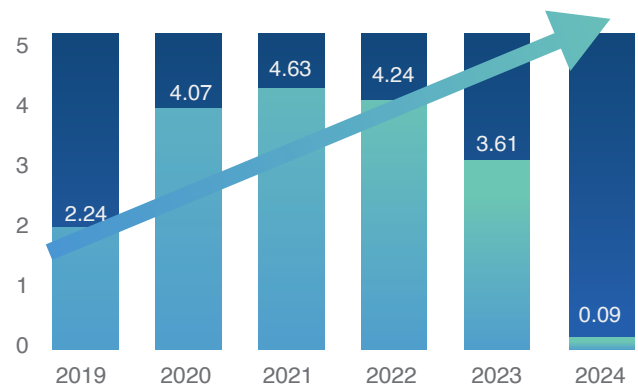
HOLDING COMPANY

The Searle Company Limited (TSCL) based in Pakistan is a Holding Company of IBL HealthCare Limited. As at June 30, 2024, TSCL held 60,760,201 shares of Rs.10 each.

BASIC EARNINGS PER SHARE

Basic earnings per share were Rs. 0.09 (2023: Rs. 3.61)

Earning Per Share PKR



DIVIDEND

The Board of Directors has thoroughly evaluated the Company's financial standing, current economic conditions, and future growth strategies. In order to maintain financial stability, conserve cash reserves, and continue investing in key strategic projects, the Board has decided not to declare a dividend for this period. This decision ensures the Company is well-prepared for sustainable growth and remains committed to its long-term obligations to shareholders.

EVALUATION OF COMPANY'S PERFORMANCE

Various indicators are used by the management to evaluate the performance of the Company which include comparison with peer companies in relevant divisions, prior year performance and macro-economic indicators. Further, budgets are formulated, and actual performance is monitored against the budget on a monthly basis to ensure that any remedial actions required are taken on a timely basis.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Board of Directors have established effective internal financial controls across all functions of the Company. The Internal Audit function of the Company has been outsourced to a professional firm which regularly monitors the implementation of financial controls and reports to the Audit Committee for their review.

PRINCIPAL RISKS AND THEIR MANAGEMENT

The Company's risk management system aims to ensure that any potential risks which may have an adverse impact on the Company are identified on a timely basis to minimize its potential impact. The exercise is carried out by the Company's senior management under overall guidelines of the Group. This activity encompasses identifying strategic, operational, financial and compliance risks being faced by the Company.

STATEMENT OF ETHICS AND BUSINESS PRACTICES

IBL HealthCare has a firm commitment to ethical and responsible behavior with all its employees, customers, suppliers and shareholders which has been reinforced through a number of policies in place at the Company. There is a code of conduct in place which has been communicated to all employees.

COMPOSITION OF THE BOARD

As required by the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Company encourages representation of independent and non-executive directors along with gender diversity on its board. Our current board composition is as follows:

Total number of directors	
a) Male	07
b) Female	01
Composition	
I Independent Director	02
II Non-Executive Director	05
III Executive Director	01

MEETINGS OF THE BOARD OF DIRECTORS

A summary of meetings held and attended by directors during the year ended June 30, 2024, is as follows:

Name of Director	Meetings attended
Ms. Aameena Saiyid	5
Mr. Munis Abdullah	4
Mr. S. Nadeem Ahmed	4
Mr. Mufti Zia ul Islam	5
Mr. Zubair Palwala	4
Mr. Mobeem Alam	4
Mr. Shuja Malik	4
Dr. Atta Ur Rehman	0

COMMITTEES OF THE BOARD AUDIT COMMITTEE

MEMBERS

Mr. Shuja Malik – Chairman
Ms. Aameena Saiyid
Mr. Zubair Palwala

HUMAN RESOURCE AND REMUNERATION COMMITTEE

MEMBERS

Mr. Shuja Malik – Chairman
Mr. Syed Nadeem Ahmed
Ms. Aameena Saiyid

DIRECTORS' TRAINING PROGRAM

As recommended by the Listed Companies (Code of Corporate Governance) Regulations, 2019, 06 out of 08 directors have obtained training from SECP approved institutions for directors' training program. Training for remaining 02 directors, who were appointed in the last quarter of the fiscal year, has been aligned in upcoming year.

PERFORMANCE EVALUATION OF THE BOARD

The overall performance of the Board measured on the basis of the prescribed parameters for the year was satisfactory. A separate report by the Chairman on Board's overall performance, as required under section 192 (4) of the Companies Act, 2017 is attached with this Annual Report.

DIRECTORS' REMUNERATION

The Board of Directors of IBL HealthCare has approved a 'Remuneration Policy' for Directors which includes the following:

- The Company will not pay any remuneration to its non-executive directors except fee for attending the Board and its Committee meetings.
- The directors shall be provided or reimbursed for all travelling and other expenses incurred by them for attending meetings of the Board, its Committees and/or General Meetings of the Company.

CORPORATE AND SOCIAL RESPONSIBILITY

IBL HealthCare, being a socially responsible organization, firmly believes in providing support to CSR initiatives. It's an ongoing process and a number of CSR activities were initiated in the field of health care. During the year, the Company carried out donations to non-profit organizations.

AUDITORS

The present auditors, A.F. Ferguson & Co, Chartered Accountants, retire and being eligible, offer themselves for reappointment. The Audit Committee after due consideration, recommended to the board for appointment of A.F. Ferguson & Co as auditors of the Company for the year ending June 30, 2025. The Board of Directors endorsed the recommendation of the Audit Committee for appointment of A.F. Ferguson & Co for the financial year ending June 30, 2025.

SUBSEQUENT EVENTS

No material changes or commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company and the date of this report.

CORPORATE AND FINANCIAL REPORTING FRAMEWORK

The directors of the Company are aware of their responsibilities under the Listed Companies (Code of Corporate Governance) Regulations, 2019. The Company has taken all necessary steps to ensure good Corporate Governance and compliance of the Code. The directors are pleased to confirm that:

- The financial statements prepared by the management of the Company, present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- Proper books of account of the Company have been maintained.
- Appropriate accounting policies have been consistently applied in preparation of financial statements and accounting estimates are based on reasonable and prudent judgment.
- International Financial Reporting Standards, as applicable in Pakistan, have been followed in preparation of financial statements and any departure there from has been adequately disclosed and explained.
- The system of internal control is sound in design and has been effectively implemented and monitored.
- There are no significant doubts upon the Company's ability to continue as a going concern.
- There has been no departure from the best practices of corporate governance.
- Key operating and financial data for the last six years is summarized on page 39-40.
- Outstanding taxes, statutory charges and duties, if any, have been duly disclosed in the financial statements.
- Significant deviations from last year in the operating results of the Company have been highlighted and explained.

FUTURE OUTLOOK

While this year posed significant challenges for the Company, management remains confident that the adjustments made to our portfolio and operations will yield positive results in the coming quarters. With key economic indicators showing improvement in recent months, the Board of Directors is optimistic that the Company will surpass its previous performance in terms of both revenue and profitability growth.

We are dedicated to generating increased value for our shareholders while enhancing the products and services we deliver to our customers. Achieving these objectives would not be possible without the tremendous cooperation and support of our partners and the relentless efforts of our sales force.

We also take this opportunity to express our gratitude to our employees for their ongoing contributions to the Company's success.

SHAREHOLDING INFORMATION

The Company's shares are traded in Pakistan Stock Exchange. The pattern of shareholding as at June 30, 2024 and other related information is set out on page 41 to 47.

None of the Company's directors, executives and their spouses and minor children took part in the trading of shares of the Company during the period.

CHAIRMAN'S REVIEW

As per the requirement of section 192(4) Companies Act 2017, Chairman's review of the Board's performance and effectiveness in achieving the Company's objectives has been outlined in "Chairman Review Report".



Syed Nadeem Ahmed
Director



Muhammad Ghiyasuddin
Chief Executive Officer

Karachi
October 03, 2024

- کارپوریٹ گورننس کے بہترین طریقہ کار سے کوئی انحراف نہیں کیا گیا۔
- گزشتہ ۶ سالوں کیلئے کلیدی آپریٹنگ اور مالیاتی ڈیٹا کی تفصیل صفحہ نمبر 39 اور 40 پر درج ہے۔
- واجب الادا ڈیٹیکسز، قانونی اخراجات اور ڈیوٹیز، اگر کوئی ہیں، تو ان کا واضح طور پر تذکرہ مالیاتی حسابات میں کر دیا گیا ہے۔
- کمپنی کے آپریٹنگ نتائج میں گزشتہ سال سے نمایاں رُوگردانی کو واضح کرنے کے ساتھ ان کی وضاحت بھی پیش کر دی گئی ہے۔

مستقبل پر ایک نظر

اگرچہ اس سال کمپنی کو کئی بڑے چیلنجز کا سامنا رہا تاہم انتظامیہ پُر امید ہے کہ ہمارے پورٹ فولیو اور آپریشنز کیلئے کی جانے والی ایڈجسٹمنٹس کے سبب آنے والی سہ ماہیوں میں مثبت نتائج سامنے آئیں گے۔ حالیہ مہینوں میں کلیدی معاشی اشاریوں میں بہتری ظاہر کرنے کے ساتھ بورڈ آف ڈائریکٹرز اس بارے میں پُر عزم ہیں کہ کمپنی ریونیو اور منافع بخش گروتھ دونوں حوالوں سے اپنی سابق کارکردگی سے زیادہ بہتری کا مظاہرہ کرے گی۔

ہم پُر عزم ہیں کہ اپنے شیئر ہولڈرز کیلئے منافع جات میں اضافے کی کوششوں میں کامیاب ہوں گے جبکہ اپنے صارفین کیلئے مصنوعات اور خدمات کا دائرہ کار بھی بڑھا سکیں گے۔ ان اہداف کا حصول ہمارے شراکت کاروں کی معاونت اور بہترین تعاون اور ہماری سیز فورس کی انتھک کوششوں کے بغیر ممکن نہ تھا۔

ہم اس موقع پر اپنے ملازمین کا بھی کمپنی کی کامیابی میں کی جانے والی کوششوں کیلئے شکریہ ادا کرنا چاہیں گے۔

شیئر ہولڈنگ کی معلومات

کمپنی کے شیئرز کی پاکستان اسٹاک ایکسچینج میں تجارت ہوتی ہے۔ ۳۰ جون ۲۰۲۳ء کے مطابق شیئر ہولڈنگ کا طریقہ کار اور دیگر متعلقہ معلومات صفحہ نمبر 41 سے 47 پر درج ہیں۔

کمپنی کے کوئی ڈائریکٹرز، ایگزیکٹوز اور ان کے شریک حیات اور نابالغ بچوں نے اس مدت کے دوران کمپنی کے شیئرز کی کوئی خرید و فروخت نہیں کی۔

چیئر مین کا جائزہ

کمپنیز ایکٹ ۲۰۱۷ء کے سیکشن ۱۹۲(۴) کی شرائط کے مطابق بورڈ کی کارکردگی اور کمپنی کے اغراض و مقاصد کے موثر ہونے کے بارے میں چیئر مین کا جائزہ ”چیئر مین کی جائزہ رپورٹ“ میں پیش کیا گیا ہے۔



محمد غیاث الدین
چیف ایگزیکٹو آفیسر



سید ندیم احمد
ڈائریکٹر

کراچی

۳ اکتوبر ۲۰۲۳ء

- ڈائریکٹرز کو بورڈ، اس کی کمیٹیوں کے اجلاسوں اور/یا کمپنی کے اجلاس عام میں شرکت کے لئے خرچ ہونے والے تمام سفری اور دیگر اخراجات فراہم کیے جائیں گے یا ان کی زرتلافی کر دی جائے گی۔

کارپوریٹ اور سماجی ذمہ داری

آئی بی ایل ہیلتھ کیئر سماجی طور پر ایک ذمہ دار ادارہ ہے جو سی ایس ایس آر اقدامات کی بھرپور معاونت کی فراہمی پر کامل یقین رکھتا ہے۔ یہ ایک جاری رہنے والا عمل ہے اور اس سلسلے میں ہیلتھ کیئر کے شعبے میں کئی سی ایس آر سرگرمیوں کا آغاز کیا گیا ہے۔ سال کے دوران کمپنی نے غیر منافع بخش اداروں کو عطیات فراہم کیے۔

آڈیٹرز

موجودہ آڈیٹرز اے۔ ایف۔ فرگوسن اینڈ کمپنی، چارٹرڈ اکاؤنٹینٹس سبکدوش ہو رہے ہیں اور اہل ہونے کی بناء پر انہوں نے خود کو دوبارہ تقرری کیلئے پیش کیا ہے۔ آڈٹ کمیٹی نے غور و خوض کے بعد بورڈ کو سفارش کی ہے کہ اے۔ ایف۔ فرگوسن اینڈ کمپنی کو ۳۰ جون ۲۰۲۵ء کو ختم ہونے والے سال کیلئے کمپنی کے آڈیٹرز کی حیثیت سے تقرری دے دی جائے۔ بورڈ آف ڈائریکٹرز نے آڈٹ کمیٹی کی سفارشات پر ۳۰ جون ۲۰۲۵ء کو ختم ہونے والے مالیاتی سال کیلئے اے۔ ایف۔ فرگوسن اینڈ کمپنی کی تقرری کی توثیق کر دی ہے۔

بعد ازاں ہونے والے واقعات

اس رپورٹ کی تاریخ اور کمپنی کے مالیاتی سال کے اختتام کے درمیان کمپنی کی مالیاتی حیثیت پر اثر انداز ہونے والی کوئی تبدیلی یا معاہدے عمل میں نہیں آئے۔

کارپوریٹ اور مالیاتی رپورٹنگ فریم ورک

کمپنی کے ڈائریکٹرز لسطہ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، ۲۰۱۹ کے تحت اپنی ذمہ داریوں سے بخوبی آگاہ ہیں۔ آپ کی کمپنی بہتر کارپوریٹ گورننس اور ضابطے پر عملدرآمد کو یقینی بنانے کیلئے تمام تر ضروری اقدامات بروئے کار لاتی ہے۔ ڈائریکٹرز بمسرت اس امر کی توثیق کرتے ہیں کہ:

- کمپنی کی انتظامیہ کی جانب سے تیار کردہ مالیاتی حسابات اس کے تمام کاروباری امور، اس کے آپریشن کے نتائج، بہاؤ اور اس کی ایکویٹی میں تبدیلی کو شفاف انداز میں پیش کرتے ہیں۔
- کمپنی کے حسابات کی باقاعدہ کتب تیار کی جاتی ہیں۔
- موزوں ترین اکاؤنٹنگ پالیسیاں مالیاتی حسابات اور اکاؤنٹنگ کے تخمینہ جات کی تیاری میں مستقل طور پر لاگو کی جاتی ہیں اور یہ مناسب اور محتاط فیصلوں پر منحصر ہوتی ہیں۔
- انٹرنیشنل فنانشل رپورٹنگ اسٹینڈرڈز، جیسا کہ پاکستان میں مروجہ ہیں، مالیاتی حسابات کی تیاری میں لاگو کیے جاتے ہیں اور ان سے کسی بھی روگردانی کو مناسب انداز میں بیان اور واضح کر دیا جاتا ہے۔
- اندرونی کنٹرول کا نظام مستحکم طور پر تیار کیا گیا ہے اور موثر طور پر نافذ العمل ہے اور اس کی نگرانی کی جاتی ہے۔
- اس امر میں کوئی شبہ نہیں کہ کمپنی میں ترقی کرنے کی بہترین صلاحیت موجود ہے۔

بورڈ کی کمیٹیاں

آڈٹ کمیٹی

ممبران

جناب شجاع ملک - چیئرمین

مسماة امینہ سید

جناب زبیر پال والا

ہیومن ریسورس اینڈ ریمونڈیشن کمیٹی

ممبران

جناب شجاع ملک - چیئرمین

جناب سید ندیم احمد

مسماة امینہ سید

ڈائریکٹرز کا تربیتی پروگرام

جیسا کہ لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، ۲۰۱۹ کی جانب سے سفارش کی گئی ہے، ۸ ڈائریکٹرز میں سے ۶ نے ایس ای سی پی کے منظور کردہ ادارے برائے ڈائریکٹرز ٹریننگ پروگرام سے تربیت حاصل کر لی ہے۔ باقی ماندہ ۲ ڈائریکٹرز جن کو مالی سال کی آخری سہ ماہی میں تعینات کیا گیا تھا آنے والے سال میں تربیت حاصل کر لیں گے۔

بورڈ کی کارکردگی کا جائزہ

سال کیلئے تجویز کردہ پیمانوں کی بنیاد پر بورڈ کی مجموعی کارکردگی کا جائزہ اطمینان بخش تھا۔ چیئرمین کی جانب سے بورڈ کی مجموعی کارکردگی کے بارے میں ایک الگ رپورٹ، جیسا کہ کمپنیز ایکٹ، ۲۰۱۷ کے سیکشن ۱۹۲ (۴) کے تحت ضروری ہے، اس سالانہ رپورٹ کے ساتھ منسلک ہے۔

ڈائریکٹرز کا مشاہرہ

آئی بی ایل ہیلتھ کیئر کے بورڈ آف ڈائریکٹرز نے ڈائریکٹرز کیلئے ایک ”مشاہرے کی پالیسی“ منظور کی ہے جس میں درج ذیل نکات شامل ہیں:

- کمپنی اپنے نان-ایگزیکٹو ڈائریکٹرز کو بورڈ اور اس کی کمیٹیوں کے اجلاسوں میں شرکت کے لئے ادا کی جانے والی فیس کے علاوہ کسی دیگر مشاہرے کی ادائیگی نہیں کرے گی۔

بورڈ کی تشکیل

جیسا کہ لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، ۲۰۱۹ کے تحت لازم ہے، کمپنی اپنے بورڈ پر انڈیپنڈنٹ اور نان۔ ایگزیکٹو ڈائریکٹرز بشمول مختلف اضافہ کی نمائندگی کی حوصلہ افزائی کرتی ہے۔ ہمارے موجودہ بورڈ کی تشکیل درج ذیل کے مطابق ہے:

مجموعی ڈائریکٹرز کی تعداد		
07	مرد	اے
01	خاتون	بی
ترتیب		
02	انڈیپنڈنٹ ڈائریکٹر	۱
05	نان۔ ایگزیکٹو ڈائریکٹر	۲
01	ایگزیکٹو ڈائریکٹر	۳

بورڈ آف ڈائریکٹرز کے اجلاس

۳۰ جون ۲۰۲۲ء کو ختم ہونے والے سال کے دوران ڈائریکٹرز کی جانب سے منعقد کئے جانے اور شرکت کے حامل اجلاسوں کی ایک مختصر وضاحت درج ذیل کے مطابق ہے:

ڈائریکٹرز کے نام

اجلاس میں حاضری

5	مسماة امینہ سید
4	جناب مولس عبداللہ
4	جناب ایس۔ ندیم احمد
5	جناب مفتی ضیاء الاسلام
4	جناب زبیر پال والا
4	جناب مبین عالم
4	جناب شجاع ملک
0	ڈاکٹر عطا الرحمن

بورڈ آف ڈائریکٹرز نے انتہائی باریک بینی سے کمپنی کے مالیاتی استحکام، موجودہ معاشی صورتحال اور مستقبل کی گروتھ کی حکمت عملیوں کا جائزہ لیا ہے۔ مالیاتی استحکام برقرار رکھنے، کیش ریزرو محفوظ رکھنے اور کلیدی اسٹریٹجک پروجیکٹس میں سرمایہ کاری جاری رکھنے کے ضمن میں بورڈ نے فیصلہ کیا ہے کہ اس مدت کے لئے کسی منافع منقسمہ کا اعلان نہیں کیا جائے گا۔ یہ فیصلہ یقینی بناتا ہے کہ کمپنی پائیدار ترقی کے لئے خوب تیار ہے اور شیئرز ہولڈرز کے لئے طویل مدتی مالی ذمہ داریوں کے سلسلے میں پرعزم رہے گی۔

کمپنی کی کارکردگی کی جانچ

انتظامیہ کی جانب سے کمپنی کی کارکردگی کی جانچ کے ضمن میں مختلف اجزاء استعمال کئے گئے جن میں کمپنی کے متعلقہ ڈویژنز میں ہم عصر کمپنیوں کے ساتھ تقابل، گزشتہ سال کی کارکردگی اور میکرو اکنامک اشاریے شامل ہیں۔ مزید برآں بجٹ تشکیل دیئے گئے اور ماہانہ بنیاد پر بجٹ کے تحت حقیقی کارکردگی کی جانچ کی گئی تاکہ بروقت بنیاد پر درکار فوری اقدامات کو یقینی بنایا جاسکے۔

اندرونی مالیاتی کنٹرول کی مناسب حد

بورڈ آف ڈائریکٹرز نے کمپنی کے تمام امور کے سلسلے میں موثر اندرونی مالیاتی کنٹرولز تشکیل دیئے ہیں۔ کمپنی کے انٹرنل آڈٹ کے امور ایک پروفیشنل فرم کے تحت آؤٹ سورس کئے گئے ہیں جو باقاعدگی کے ساتھ مالیاتی کنٹرولز کے نفاذ کی نگرانی کرتی ہے اور اپنے جائزے کیلئے آڈٹ کمیٹی کو رپورٹ پیش کرتی ہے۔

بنیادی خطرات اور ان کا بندوبست

کمپنی خطرات سے نمٹنے کے نظام کا مقصد اس امر کو یقینی بنانا ہے کہ کوئی بھی بڑے خطرات جو کمپنی پر مضر اثرات مرتب کر سکتے ہوں، ان کی شناخت کی جائے اور ان کے مہلک اثرات کو کم کرنے کیلئے فوری بنیاد پر اقدام کئے جائیں۔ کمپنی کی سینئر انتظامیہ کی جانب سے یہ کارروائی گروپ انٹرنل آڈٹ ڈیپارٹمنٹ کی رہنمائی کے تحت انجام دی جاتی ہے۔ یہ سرگرمی کمپنی کو درپیش اسٹریٹجک، آپریشنل، مالیاتی اور کمپلائنس کے خطرات کی شناخت کا احاطہ کرتی ہے۔

اخلاقی اقدار اور کاروباری طریقہ کار کا بیان

آئی بی ایل ہیلتھ کیئر اپنے تمام ملازمین، صارفین، سپلائرز اور شیئرز کے ساتھ بااخلاق اور ذمہ دارانہ رویے کے بھرپور عزم کی حامل ہے جن کو کمپنی میں متعلقہ پالیسیوں کے ذریعے لاگو کیا گیا ہے۔ اس سلسلے میں ایک ضابطہ اخلاق مرتب کیا گیا ہے جس سے تمام ملازمین کو آگاہ کر دیا گیا ہے۔

مالیاتی کارکردگی کا جائزہ

۳۰ جون ۲۰۲۳ء کو ختم ہونے والے سال میں کمپنی کو نمایاں چیلنجز، بنیادی طور پر افراط زر کے دباؤ، بڑھتے ہوئے خریداری کے اخراجات اور بعد ازاں روپے کی قدر میں کمی کے اثرات جیسے بحرانوں کا سامنا رہا۔ ان عناصر نے کاروباری ماحول جاری رکھنے کیلئے کٹھن مشکلات پیدا کیں اور پرائسنگ حکمت عملیوں اور مجموعی مارکیٹ کی صورتحال دونوں پر مضر اثرات مرتب کیے۔

مسابقتی قیمتوں کے ماحول کو برقرار رکھنے کی ہماری انتھک کوششوں کے باوجود نرخ متعدد مصنوعات کے شعبوں، بالخصوص شیرخوار اور بالغ افراد کی نیوٹرن پورٹ فولیو میں بڑھتے گئے جس کے نتیجے میں سیلز کے حجم میں نمایاں کمی آگئی۔ بعد ازاں کمپنی کو آمدنی میں 11 فیصد کمی اور اس کے ساتھ مجموعی شرح منافع میں 26 فیصد کمی کا سامنا کرنا پڑا۔ مختلف تشہیری سرگرمیوں کے ذریعے صارفین کی طلب میں کمی آنے کے رجحان سے نمٹنے کیلئے ہمارے اقدامات نے اگرچہ سیلز کی کمی کو کسی حد تک کنٹرول کیا ہے اور ہمیں امید ہے کہ یہ کوششیں آنے والی سہ ماہیوں میں مزید مثبت نتائج ظاہر کریں گی۔

جیسا کہ کاروبار بنیادی طور پر ایک درآمد شدہ پورٹ فولیو کی ڈسٹری بیوشن اور مارکیٹنگ میں مصروف عمل ہے، ہم موجودہ ٹیکس رجیم سے بھی کئی بحرانوں کا سامنا کر رہے ہیں۔ سال کے دوران نافذ العمل ٹیکس کی شرح 93 فیصد تک پہنچ گئی، جس کے نتیجے میں صرف 0.2 فیصد کا خالص شرح منافع حاصل ہوا۔

ہولڈنگ کمپنی

دی سرل کمپنی لمیٹڈ (ٹی ایس سی ایل)، آئی بی ایل ہیلتھ کیئر لمیٹڈ کی ہولڈنگ کمپنی ہے۔ ۳۰ جون ۲۰۲۳ء کے مطابق دی سرل کمپنی لمیٹڈ ہر ایک ۱۰ روپے مالیت کے ۲۰۱،۷۶۰،۶۰۰ شیئرز برقرار رہی۔

بنیادی آمدنی فی شیئر

بنیادی آمدنی فی شیئر ۰۹ روپے رہی (۲۰۲۳ء: ۶۱ روپے)۔

ڈائریکٹرز کی رپورٹ

آئی بی ایل ہیلتھ کیئر لمیٹڈ (آئی بی ایل ایچ ایل) کے بورڈ آف ڈائریکٹرز ۳۰ جون ۲۰۲۴ء کو ختم ہونے والے مالی سال کے لئے بمسرت آڈٹ شدہ مالیاتی حسابات پیش کر رہے ہیں۔

ڈائریکٹرز کی رپورٹ کمپنیز ایکٹ، ۲۰۱۷ء کے سیکشن ۲۲۷، باب XII شق ۳۴ (رپورٹنگ اینڈ ڈسکلوزر) برائے لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، ۲۰۱۹ء کے تحت تیار کی گئی ہے۔

مالیاتی کارکردگی کا خلاصہ

2023	2024	
(روپے، ہزاروں میں)		
4,027,874	3,603,359	آمدنی
1,340,447	951,816	مجموعی منافع جات
33%	26%	مجموعی منافع جات کی شرح بہ نسبت آمدنی
458,833	108,700	منافع قبل از ٹیکس
308,963	7,555	منافع بعد از ٹیکس

بنیادی سرگرمیاں

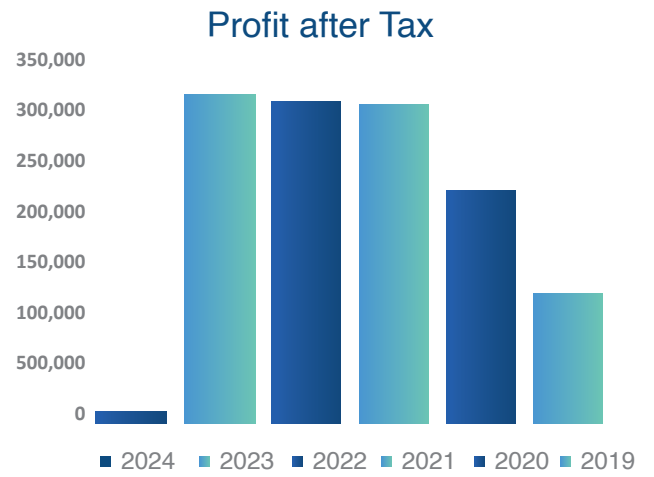
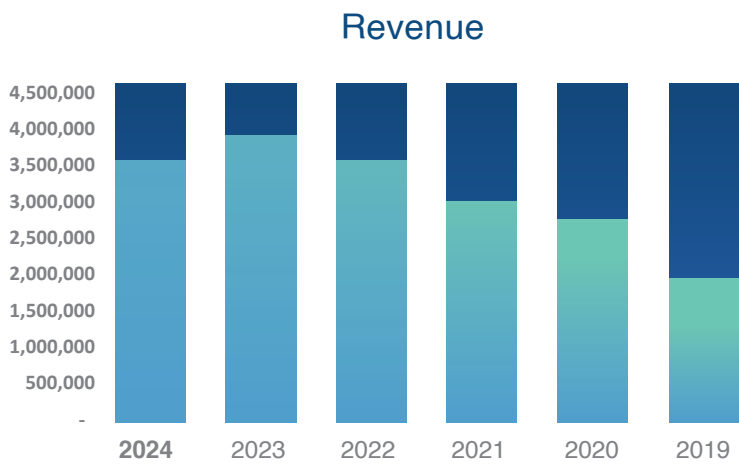
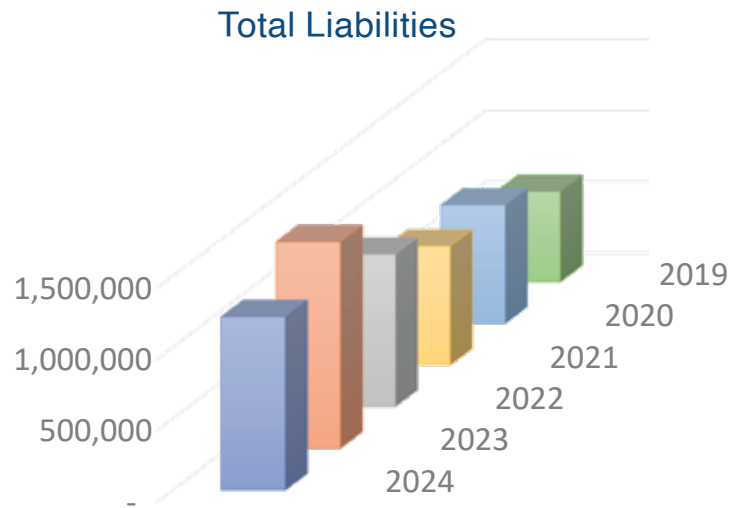
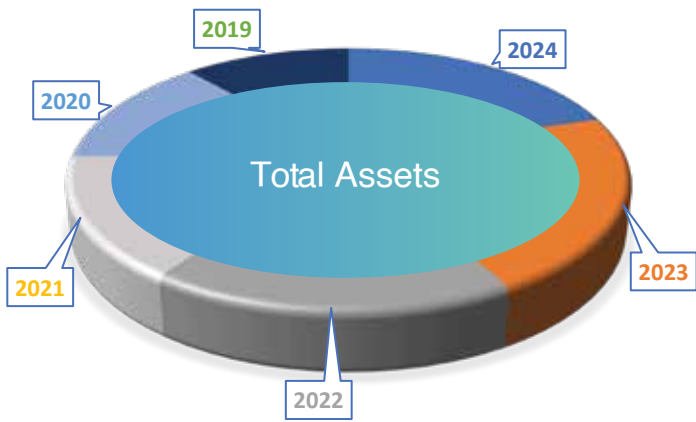
کمپنی کی بنیادی سرگرمیوں میں ہیلتھ کیئر اور فارماسیوٹیکل پروڈکٹس کی مارکیٹنگ، تقسیم اور فروخت شامل ہیں۔





Operating and Financial Highlights

	Unit	2024	2023	2022	2021	2020	2019
FINANCIAL POSITION							
Balance Sheet							
Property and equipment	Rs. in '000	4,729	5,001	3,819	11,316	9,628	8,052
Investment property	Rs. in '000	587,374	576,360	576,360	572,860	368,235	266,526
Other non-current assets	Rs. in '000	4,589	10,227	15,911	21,805	11,641	13,520
Deferred Taxation - Net	Rs. in '000	15,970	-	-	-	-	-
Asset classified as held for sale	Rs. in '000	-	-	-	-	-	75,500
Current assets	Rs. in '000	2,714,096	2,962,139	2,333,420	1,840,710	1,862,520	1,525,168
Total assets	Rs. in '000	3,326,758	3,553,727	2,929,510	2,446,691	2,252,024	1,888,766
Share capital	Rs. in '000	856,748	713,956	649,051	540,877	540,877	540,877
Unappropriated profit plus share premium	Rs. in '000	1,257,931	1,393,168	1,214,015	1,073,418	881,105	715,163
Total equity	Rs. in '000	2,114,679	2,107,124	1,863,066	1,614,295	1,421,982	1,256,040
Non-current liabilities	Rs. in '000	-	3,128	7,080	20,016	-	-
Current liabilities	Rs. in '000	1,212,079	1,443,475	1,059,364	812,380	830,042	632,726
Total liabilities	Rs. in '000	1,212,079	1,446,603	1,066,444	832,396	830,042	632,726
Total equity and liabilities	Rs. in '000	3,326,758	3,553,727	2,929,510	2,446,691	2,252,024	1,888,766
Total net assets	Rs. in '000	2,114,679	2,107,124	1,863,066	1,614,295	1,421,982	1,256,040
OPERATING AND FINANCIAL TREND							
Profit and loss							
Revenue	Rs. in '000	3,603,359	4,027,874	3,651,125	3,003,909	2,664,604	1,584,972
Cost of sales	Rs. in '000	2,651,543	2,687,427	2,394,888	1,981,413	1,853,341	1,141,046
Gross profit	Rs. in '000	951,816	1,340,447	1,256,237	1,022,496	811,263	443,926
Operating profit	Rs. in '000	176,094	524,572	510,586	439,086	352,804	211,943
Finance cost	Rs. in '000	67,394	65,739	27,316	29,939	30,995	5,056
Profit before taxation	Rs. in '000	108,700	458,833	483,270	409,147	321,809	199,008
Profit after taxation	Rs. in '000	7,555	308,963	302,859	300,488	220,030	121,376
Cash flows							
Operating activities	Rs. in '000	567,999	27,167	56,851	69,974	40,438	(176,179)
Investing activities	Rs. in '000	(12,481)	(2,956)	1,811	39,219	(10,272)	55,788
Financing activities	Rs. in '000	(4,449)	(75,936)	(75,315)	(77,023)	(52,093)	(51,930)
Rate of return							
Pre tax return on equity	%	5.14	21.78	25.94	25.35	22.63	15.84
Post tax return on equity	%	0.36	14.66	16.26	18.61	15.47	9.66
Profitability							
Gross profit margin	%	26.41	33.28	34.41	34.04	30.45	28.01
Pre tax profit to sales	%	3.02	11.39	13.24	13.62	12.08	12.56
Post tax profit to sales	%	0.21	7.67	8.29	10.00	8.26	7.66
Liquidity							
Current ratio		2.24	2.05	2.20	2.27	2.24	2.41
Quick ratio		1.41	1.01	1.15	1.17	1.02	0.88
Financial gathering							
Debt equity ratio		0.57	0.69	0.57	0.52	0.58	0.50
Capital efficiency							
Debtors turnover	days	136	112	99	99	93	105
Inventory turnover	days	144	147	128	126	114	117
Total assets turnover	times	1.05	1.24	1.36	1.28	1.29	0.96
Investment							
Earnings per share	Rs.	0.09	3.61	4.24	4.63	4.07	2.24

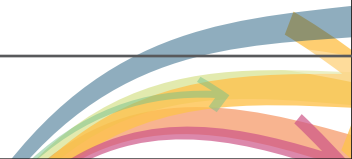


Pattern of Shareholding

As of June 30, 2024

No of Shareholders	Shareholdings'Slab		Total Shares Held	
1,898	1	to	100	58,787
1,067	101	to	500	291,998
804	501	to	1,000	649,416
1,026	1,001	to	5,000	2,444,592
195	5,001	to	10,000	1,439,325
82	10,001	to	15,000	994,889
44	15,001	to	20,000	773,159
34	20,001	to	25,000	780,052
17	25,001	to	30,000	470,485
7	30,001	to	35,000	227,249
9	35,001	to	40,000	344,618
8	40,001	to	45,000	335,776
3	45,001	to	50,000	146,000
6	50,001	to	55,000	317,356
3	55,001	to	60,000	170,425
4	60,001	to	65,000	249,831
2	65,001	to	70,000	135,615
5	70,001	to	75,000	362,481
3	75,001	to	80,000	231,718
1	80,001	to	85,000	83,333
1	90,001	to	95,000	90,467
6	95,001	to	100,000	596,369
3	100,001	to	105,000	307,655
1	110,001	to	115,000	110,500
2	115,001	to	120,000	235,652
3	120,001	to	125,000	371,321
2	125,001	to	130,000	257,779
2	135,001	to	140,000	271,257
1	150,001	to	155,000	153,500
1	160,001	to	165,000	163,568
1	165,001	to	170,000	167,991
1	195,001	to	200,000	200,000
1	235,001	to	240,000	238,424
1	240,001	to	245,000	243,288
1	245,001	to	250,000	250,000
1	260,001	to	265,000	262,564
1	270,001	to	275,000	270,235
1	275,001	to	280,000	279,000
1	300,001	to	305,000	301,500
2	305,001	to	310,000	614,916
1	340,001	to	345,000	340,763
1	345,001	to	350,000	348,920
1	400,001	to	405,000	401,000
2	405,001	to	410,000	814,029
1	440,001	to	445,000	440,706
1	505,001	to	510,000	505,471
1	705,001	to	710,000	708,247
1	1,370,001	to	1,375,000	1,372,130
1	1,840,001	to	1,845,000	1,843,873
1	2,245,001	to	2,250,000	2,246,502
1	60,760,001	to	60,765,000	60,760,033
				85,674,765

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Pattern of Shareholding

As of June 30, 2024

Categories of Shareholders	Shareholders	Shares Held	Percentage
Directors, Chief Executive Officer and their spouse(s) and minor children			
MR. S. NADEEM AHMED	3	1,009	0.00
MR. MUNIS ABDULLA	2	118,684	0.14
MR. ZUBAIR PALWALA	2	1,846	0.00
Samreen Munis	2	492	0.00
MS. AMEENA SAIYID	1	1	0.00
MUFTI ZIA UL ISLAM	1	1,522	0.00
MOBIN ALAM	1	649	0.00
SHUJA MALIK	1	1,584	0.00
Associated Companies, undertakings and related parties			
FIRST UDL MODARABA	1	10	0.00
THE SEARLE COMPANY LIMITED	2	60,760,201	70.92
INTERNATIONAL BRANDS LTD.	1	270,235	0.32
UDL INTERNATIONAL LIMITED	1	24,441	0.03
NIT and ICP	0	-	-
Banks Development Financial Institutions, Non-Banking Financial Institutions	7	15,010	0.02
Insurance Companies	0	-	-
Modarabas and Mutual Funds	4	427,593	0.50
General Public			
a. Local	5,082	13,967,285	16.30
b. Foreign	68	846,622	0.99
Foreign Companies	20	31,039	0.04
Others	64	9,206,542	10.75
Totals	5,263	85,674,765	100.00

Share holders holding 10% or more	Shares Held	Percentage
THE SEARLE COMPANY LIMITED	60,760,201	70.92

Pattern of Shareholding

As of June 30, 2024

S.No.	Folio #	Name of shareholder	Number of shares	Per %	
1	8	MR. S. NADEEM AHMED	1	0.00	
2	2088	SYED NADEEM AHMED	253	0.00	
3	2435	SYED NADEEM AHMED	755	0.00	
4	4	MR. MUNIS ABDULLA	1	0.00	
5	03277-39675	MUNIS ABDULLA	118,683	0.14	
6	7	MR. ZUBAIR PALWALA	1	0.00	
7	03277-93293	ZUBAIR RAZZAK PALWALA	1,845	0.00	
8	02113-2753	Samreen Munis	33	0.00	
9	03277-80898	SAMREEN MUNIS	459	0.00	
10	2976	MS. AMEENA SAIYID	1	0.00	
11	03277-56270	MUFTI ZIA UL ISLAM	1,522	0.00	
12	07419-23824	MOBIN ALAM	649	0.00	
13	03277-78515	SHUJA MALIK	1,584	0.00	
			13	125,787	0.15

Associated companies, undertakings and related parties

1	1876	FIRST UDL MODARABA	10	0.00	
2	00539-16820	THE SEARLE COMPANY LIMITED	168	0.00	
3	03277-94394	THE SEARLE COMPANY LIMITED	60,760,033	70.92	
4	03277-128497	UDL INTERNATIONAL LIMITED	24,441	0.03	
5	03277-2937	INTERNATIONAL BRANDS LTD.	270,235	0.32	
			5	61,054,887	71.26

NIT and ICP

1		Nil		-
			0	-

Banks Development Financial Institutions, Non-Banking Financial Institutions

1	1414	ATLAS INVESTMENT BANK LTD.	49	0.00	
2	1419	ASSET INVESTMENT BANK LIMITED	3	0.00	
3	1871	CRESCENT INVESTMENT BANK LTD	778	0.00	
4	2471	INDUS BANK LIMITED	10,245	0.01	
5	2475	BANK ALFALAH LIMITED	3,141	0.00	
6	03525-100145	ESCORTS INVESTMENT BANK LIMITED	164	0.00	
7	03889-28	NATIONAL BANK OF PAKISTAN	630	0.00	
			7	15,010	0.02

Insurance Companies

			0	-
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Modarabas and Mutual Funds

1	03277-3367	FIRST IBL MODARABA	339	0.00	
3	07377-26	CDC - TRUSTEE UBL STOCK ADVANTAGE FUND	19,500	0.02	
5	09506-26	CDC - TRUSTEE NBP BALANCED FUND	2,711	0.00	
13	15974-23	CDC - TRUSTEE NBP ISLAMIC STOCK FUND	405,043	0.47	
			4	427,593	0.50



Pattern of Shareholding

As of June 30, 2024

S.No.	Folio #	Name of shareholder	Number of shares	Per %
General Public Foreign				
2	01826-132795	AAMIR AHSAN	700	0.00
5	03277-106911	WAQAR ARSHAD ZAHID	59,637	0.07
6	03277-106943	MUDASSAR MAHMOOD AHMAD	2,437	0.00
7	03277-107304	SHOAIB QAZI	649	0.00
8	03277-108170	ZAHID KHALID	1,298	0.00
10	03277-108672	MUHAMMAD ANWAR	1,713	0.00
11	03277-110031	MUHAMMAD NADEEM	77	0.00
12	03277-110118	WAQAR MAHMOOD	467	0.00
13	03277-110123	ATIF SHAMRAIZ	1,739	0.00
15	03277-110811	MOHAMMAD MAZHAR UD DIN	3,439	0.00
16	03277-110833	Mujtaba Jaffary	4	0.00
18	03277-112286	VIVEK KUMAR	649	0.00
20	03277-112950	ADIL MEHMOOD	129	0.00
21	03277-113587	ATIQU UR REHMAN KAYANI	1,298	0.00
22	03277-113721	SHAHRIKH ALI	129	0.00
23	03277-114491	MUHAMMAD NASIR	12,837	0.01
24	03277-115422	MUHAMMAD SHAHID FAROOQ	649	0.00
25	03277-115816	WAJAHAT MAHMOOD	118	0.00
26	03277-115822	SAJJAD AHMAD	25	0.00
27	03277-116019	HAMDOON SUBHANI	649	0.00
28	03277-116070	MUDDASAR NAEEM	327	0.00
29	03277-116970	IMRAN SABIR	649	0.00
30	03277-117577	ASHAR AZIZ	6,456	0.01
31	03277-118047	khalid hussain khan	4,815	0.01
32	03277-118070	AAMIR SHAHZAD	3,500	0.00
34	03277-119507	Zahoor Ahmad	1,298	0.00
35	03277-119709	MUHAMMAD AQIB LATEEF	59	0.00
37	03277-119908	SYED ALAMDAR HUSSAIN JAFFERY	649	0.00
38	03277-120413	Nasrullah Arshad	129	0.00
42	03277-122778	MUHAMMAD ATIF	8,720	0.01
43	03277-123167	KAMRAN NAZEER	15,000	0.02
47	03277-124625	MUHAMMAD MAAZ UMAR	3,540	0.00
48	03277-125696	SIBGHATULLAH KHAN	590	0.00
49	05769-14757	MOHAMMAD RAFAY MALIK	4,672	0.01
50	05769-14765	MOHAMMAD WASAY MALIK	3,894	0.00
51	07450-22202	FARAZ AHMED	1	0.00
52	10629-351331	OMAR ABDUL MONEM YOUSUF AL ZAWAWI	408,986	0.48
53	10629-351349	OMAR ABDUL MONEM YOUSUF AL ZAWAWI	167,991	0.20
54	03277-106719	MAZHAR ALI	33,000	0.04
55	03277-107050	AAQIB ULLAH	1,763	0.00
56	03277-107275	SHEERAZ AHMAD	2,000	0.00
57	03277-107859	JAVARIA FATIMA	5,000	0.01
58	03277-108420	MUHAMMAD RUMAN ANJUM	5,000	0.01
59	03277-108625	MOHAMMAD BAQIR BADAMI	12,000	0.01
60	03277-109296	KASHIF NAWAZ SHAIKH	4,000	0.00
61	03277-112113	SHAHZAD SHAUKAT	3,500	0.00
62	03277-114135	FARIHA SHARIF	1,000	0.00
63	03277-114140	RANA HUMAYUN RASHEED	1,000	0.00
64	03277-114529	MOHAMMED QASIM	1,180	0.00
65	03277-115401	TAYYAB ABBAS	10,000	0.01

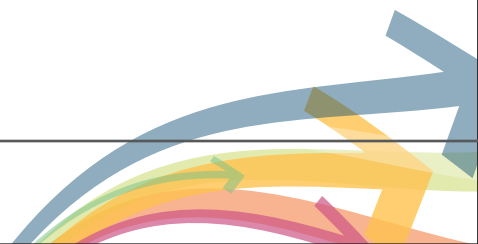
Pattern of Shareholding

As of June 30, 2024

S.No.	Folio #	Name of shareholder	Number of shares	Per %	
66	03277-117484	ZAMAN SHAH MUSHWANI	1,500	0.00	
67	03277-119299	HINA IRRAM	30	0.00	
68	03277-119545	SALMAN AZEEM SIDDIQUI	2,000	0.00	
69	03277-119599	ZAHID MEHMOOD	590	0.00	
70	03277-120659	SARFRAZ HUSSAIN	5,000	0.01	
71	03277-120830	NAVEED KHAN	15,000	0.02	
72	03277-123271	DUR MUHAMMED TUNIO	1,000	0.00	
73	03277-123791	MUHAMMAD MASOOD	3,500	0.00	
74	03277-123941	MUHAMMAD WAQAS ALI	1,500	0.00	
75	03277-124417	MUHAMMAD KASHIF	200	0.00	
76	03277-124623	SHAHID RAHIM	500	0.00	
77	03277-125394	MOHAMMAD SOHAIB YOUSUF	350	0.00	
78	03277-125523	ADNAN AHMAD	590	0.00	
79	03277-126986	MUHAMMAD ASLAM SAJID	10,000	0.01	
80	03277-127569	ZEESHAN FARHAT	1,000	0.00	
81	03277-127746	MUHAMMAD FAYYAZ HAIDER	500	0.00	
82	03277-127918	Muhammad Ayoub Naz	1,000	0.00	
83	06684-236276	SAJJAD NAEEM	3,000	0.00	
			68	846,622	0.99

Foreign Companies

1	1271	MIDLAND BANK TRUST CORP. (JERSEY) LTD	237	0.00	
2	1620	INVESTORS BANK & TRUST COMPANY	669	0.00	
3	1622	DAY LIMITED	345	0.00	
4	1623	SMITH NEW COURT FAR EAST LIMITED	59	0.00	
5	1653	INVESTORS BANK & TRUST COMPANY	2,485	0.00	
6	1654	MORGAN STANLEY TRUST COMPANY	4,835	0.01	
7	1656	AETNA INVESTMENT MGMT B.V.I NOMINEES LTD	2,725	0.00	
8	1657	STATE STREET BANK AND TRUST CO. U.S.A.	2,183	0.00	
9	1664	THE NORTHERN TRUST COMPANY	678	0.00	
10	1677	CHASE MANHATTAN BANK (IRELAND) PLC	187	0.00	
11	1680	THE AETNA CASUALTY AND SURETY COMPANY	564	0.00	
12	1775	SOMERS NOMINEES (FAR EAST) LTD	848	0.00	
13	1776	SMITH NEW COURT FAR EAST LTD	55	0.00	
14	1779	THE NORTHERN TRUST COMPANY	561	0.00	
15	1781	CHEM BANK NOMINEES LTD	59	0.00	
16	1782	H.S.B.C. INTERNATIONAL TRUSTEE LIMITED	238	0.00	
17	1884	CHEM BANK NOMINEES LTD.	368	0.00	
18	1961	MERRILL LYNCH, PIERCE, FENNER & SMITH INC.	1,526	0.00	
19	1981	THE BANK OF NEWYORK	12,307	0.01	
20	2140	INVESCO (BVI) NOMINEES LIMITED	110	0.00	
			20	31,039	0.04



Pattern of Shareholding

As of June 30, 2024

S.No.	Folio #	Name of shareholder	Number of shares	Per %
Others				
1	1736	SHAFI (PRIVATE) LTD.	420	0.00
2	1870	FIRST CAPITAL MUTUAL FUND LTD.	10,384	0.01
3	1875	PROFESSIONAL SECURITIES MANAGEMENT (PVT) LTD.	807	0.00
4	2009	SAFEWAY MUTUAL FUND LIMITED	112	0.00
5	2024	SADIQ TRADERS (PVT) LTD.	1,412	0.00
6	2474	S.H. BUKHARI SECURITIES	593	0.00
7	2476	SHAZ INVESTMENT CORPORATION	282	0.00
8	2477	AAG SECURITIES (PVT) LTD.	274	0.00
9	2480	LASANI SECURITIES (PVT) LTD.	49	0.00
10	2481	BAGASRA SECURITIES (PVT) LTD	2	0.00
11	2483	ISMAIL ABDUL SHAKOOR SEC.	59	0.00
12	2541	THE COMPANY SECRETARY	7,908	0.01
13	2574	MR. MOBEEN ALAM (B-1)	4,540	0.01
14	2619	MR. MUHAMMAD TARIQ (B-2)	4,007	0.00
15	2626	FBR - NOMINEE SHAREHOLDING AGAINST TAX ON BONUS SHARES (B-2)	708,247	0.83
16	2653	MR. NADEEM AHSAN	7	0.00
17	2685	M/S. FEDERAL BOARD OF REVENUE	14,221	0.02
18	2708	MR. MUHAMMAD TARIQ (B-3)	3,733	0.00
19	2756	TEMPORARY FOLIO - WITHHOLD BONUS SHARES OF COURT CASES (B-3)	505,471	0.59
20	2757	FBR - NOMINEE SHAREHOLDING AGAINST TAX ON BONUS SHARES (B-3)	90,467	0.11
21	2772	UNIDENTIFIED RIGHT SHARES OF R-1	282	0.00
22	2777	MR. MUHAMMAD TARIQ (B-4)	4,060	0.00
23	2817	TEMPORARY FOLIO - WITHHOLD BONUS SHARES OF COURT CASES (B-4)	306,351	0.36
24	2818	FBR - NOMINEE SHAREHOLDING AGAINST TAX ON BONUS SHARES (B-4)	33,101	0.04
25	2851	MR. MUHAMMAD TARIQ (B-5)	4,003	0.00
26	2863	TEMPORARY FOLIO-WITHHOLD BONUS SHARES OF COURT CASES (B-5)	440,706	0.51
27	2864	FBR - NOMINEE SHAREHOLDING AGAINST TAX ON BONUS SHARES (B-5)	53,402	0.06
28	2903	MR. MUHAMMAD TARIQ (B-6)	3,106	0.00
29	2915	TEMPORARY FOLIO-WITHHOLD BONUS SHARES OF COURT CASES (B-6)	308,565	0.36
30	02113-3439	SEARLE PAKISTAN LIMITED PROVIDENT FUND	2,246,502	2.62
31	03277-7633	TRUSTEES MOHAMAD AMIN WAKF ESTATE	12,051	0.01
32	03277-62621	UNITED DISTRIBUTORS PAKISTAN LIMITED	1,843,873	2.15
33	03277-78335	TRUSTEE NATIONAL BANK OF PAKISTAN EMPLOYEES PENSION FUND	101,275	0.12
34	03277-82127	TRUSTEE NATIONAL BANK OF PAKISTAN EMP BENEVOLENT FUND TRUST	3,547	0.00
35	03525-63416	H M INVESTMENTS (PVT) LIMITED	226	0.00
36	03525-63817	NH SECURITIES (PVT) LIMITED.	300	0.00
37	03525-87235	MAPLE LEAF CAPITAL LIMITED	1	0.00
38	03657-25	CONTINENTAL CAPITAL MANAGEMENT (PVT) LTD	3,504	0.00
39	04002-22	MEMON SECURITIES (PVT.) LIMITED	11,000	0.01
40	04317-25	DALAL SECURITIES (PVT) LTD.	11,682	0.01
41	04457-45	FDM CAPITAL SECURITIES (PVT) LIMITED	10,007	0.01
42	04705-87224	FEDERAL BOARD OF REVENUE	135,757	0.16
43	05587-6474	PROGRESSIVE INVESTMENT MANAGEMENT (PVT)L	378	0.00
44	05736-15	NCC - PRE SETTLEMENT DELIVERY ACCOUNT	163,568	0.19
45	07005-29	MAM SECURITIES (PVT) LIMITED	12	0.00
46	10231-27	MSMANIAR FINANCIALS (PVT) LTD.	1,181	0.00
47	11692-21	ABA ALI HABIB SECURITIES (PVT) LIMITED	199	0.00
48	14241-22	FIKREES (PRIVATE) LIMITED	11,292	0.01

Pattern of Shareholding

As of June 30, 2024

S.No.	Folio #	Name of shareholder	Number of shares	Per %
49	14415-21	CDC - TRUSTEE NAFA PENSION FUND EQUITY SUB-FUND ACCOUNT	122,944	0.14
50	14431-29	CDC - TRUSTEE NAFA ISLAMIC PENSION FUND EQUITY ACCOUNT	123,377	0.14
51	16857-26	MRA SECURITIES LIMITED - MF	22,400	0.03
52	18432-3177	MARGALLA FINANCIAL (PRIVATE) LIMITED	1,246	0.00
53	18432-21369	MUHAMMAD AMER RIAZ SECURITIES (PVT.) LIMITED	73	0.00
54	03277-1339	PREMIER FASHIONS (PVT) LTD	50,000	0.06
55	07419-29714	IBL HEALTHCARE (PRIVATE) LIMITED	1,372,130	1.60
56	09480-21	CDC - TRUSTEE NBP STOCK FUND	279,000	0.33
57	12997-24	TOPLINE SECURITIES LIMITED - MF	50,000	0.06
58	16642-21	BACKERS & PARTNERS (PRIVATE) LIMITED - MF	3,000	0.00
59	18432-1122	AHSAM SECURITIES (PRIVATE) LIMITED	5,900	0.01
60	18432-1155	SALIM SOZER SECURITIES (PRIVATE) LIMITED	100,000	0.12
61	18432-28257	YASIR MAHMOOD SECURITIES (PVT.) LIMITED	450	0.00
62	18432-36912	S. D. MIRZA SECURITIES (PVT.) LIMITED	11,000	0.01
63	3031	MR. HUSSAIN MURTAZA (B-9)	1,939	0.00
64	3034	SUSPENSE ACCOUNT (B-9)	157	0.00
			64	10.75

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Statement of Compliance

With Listed Companies (Code of Corporate Governance) Regulations, 2019
For the year ended June 30, 2024

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

1. The total number of directors are 8 as per the following:

- a) Male: 7 (seven)
- b) Female: 1 (one)

2. The composition of the board is as follows:

Category	Name of Director
Independent Director:	Ms. Ameena Saiyid Mr. Shuja Malik
Executive Director:	Mr. Muhammad Ghiyasuddin
Non-Executive Directors:	Mr. Munis Abdullah Dr. Atta Ur Rehman Mr. Mufti Zia Ul Islam Mr. S. Nadeem Ahmed Mr. Zubair Razzak Palwala
Female Director:	Ms. Ameena Saiyid

*Determination of number of independent directors arrives at 2.67 (rounded to 2) which is based on seven elected directors and one deemed director. The fraction is not rounded up since the two (2) elected independent directors have requisite competency, knowledge, and experience to discharge and execute their responsibilities as per applicable law and regulations.

- 3. The Directors have confirmed that none of them is serving as a director on the board of more than seven listed companies, including this company.
- 4. The company has prepared a "Code of Conduct" and has ensured that appropriate steps have been taken to disseminate it throughout the Company along with its supporting policies and procedures.
- 5. The board has developed a vision/mission statement, overall corporate strategy and significant policies of the Company. A complete record of particulars of significant policies along with the dates on which they were approved or updated has been maintained.
- 6. All the powers of the board have been duly exercised and decisions on relevant matters have been taken by the board/shareholders as empowered by the relevant provisions of the Act and these Regulations.
- 7. The meetings of the Board were presided over by the Chairman. The Board has complied with the requirements of the Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of the board.
- 8. The board of directors have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.

9. During the year, the Board did not arrange training program for its directors. However, 06 out of 08 directors have attended the required training in the previous years. As 02 directors were appointed in last quarter of financial year, hence, the Board will arrange the training in upcoming year.
10. The board has approved the appointment of the Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations.
11. CFO and CEO duly endorsed the financial statements before approval of the board.
12. The board has formed committees comprising of members given below:

Audit Committee

Name	Category
Mr. Shuja Malik	Chairman
Ms. Ameena Saiyid	Member
Mr. Zubair Palwala	Member

HR and Remuneration Committee

Name	Category
Mr. Shuja Malik	Chairman
Mr. S.Nadeem Ahmed	Member
Ms. Ameena Saiyid	Member

13. The terms of reference of the aforesaid committees have been formed, documented, and advised to the committee for compliance.
14. The frequency of meetings of the committee were as per the following:
 - a) Audit Committee: Four quarterly meetings during the financial year ended June 30, 2024
 - b) HR & R Committee: One meeting during the financial year ended June 30, 2024
15. The Board has outsourced the internal audit function to Grant Thornton Anjum Rahman, Chartered Accountants who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Company.
16. The statutory auditors of the company have confirmed that they have been given a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan and registered with Audit Oversight Board of Pakistan, that they and all of their partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the Institute of Chartered Accountants of Pakistan and that they and the partners of the firm involved in the audit are not a close relative (spouse, parent, dependent and non-dependent children) of the chief executive officer, chief financial officer, head of internal audit, company secretary or director of the Company.
17. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, these regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard.

18. We confirm that all requirements of the regulations 3,6,7,8,27,32,33 and 36 of the regulations have been complied with: and
19. Explanation for non-compliance with requirements, other than regulations 3,6,7,8,27,32,33 and 36 (non-mandatory requirements) are below:-

S. No	Requirement	Explanation	Reg. No
1	The Board may constitute the risk management committee, of such number and class of directors, as it may deem appropriate in its circumstances, to carry out a review of effectiveness of risk management procedures and present a report to the Board.	The Internal Audit Department of the Company performs the requisite functions and apprises the Board accordingly.	30(1)
2	The Board may constitute a separate committee, designated as the nomination committee, of such number and class of directors, as it may deem appropriate in its circumstances.	The responsibilities prescribed for the Nomination Committee are being taken care of at Board Level.	29 (1)
3	The Company may post on its website key elements of its significant policies including but not limited to the following: Communication and disclosure policy. Code of conduct for members of Board of Directors, senior management and other employees. Risk management policy. Internal control policy. Whistle blowing policy. DE&I and anti-harassment policy. Corporate social responsibility / sustainability / environmental, social and governance related policy.	As the Regulation provides concession with respect to disclosure of significant policies on the website, and therefore the Company is in the process of updating their website.	35
4	Role of the Board and its member to address sustainability risk and opportunities. The Board is responsible for setting the Company's sustainability strategies, priorities and targets to create long term Corporate value. The Board may establish a dedicated sustainability committee.	At present the Board provides governance and oversight in related to Company's initiatives on Environmental, Social and Governance (ESG) matters.	10(A)



AMEENA SAIYID
Chairperson



SYED NAHEEM AHMED
Director

ZINDAGI KA MAZA
TO MEETHE ME HAI



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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF IBL HEALTHCARE 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 IBL HealthCare Limited (the Company) 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.

Chartered Accountants
Karachi

Dated: October 04, 2024
UDIN: CR202410059VgiQwzHMe



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IBL HEALTHCARE LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the annexed financial statements of IBL HealthCare Limited (the Company), which comprise the statement of financial position as at June 30, 2024, and the statement of profit or loss and other comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements, including 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 purposes of the audit.

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes forming part thereof conform with the accounting and reporting standards as applicable in Pakistan and give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at June 30, 2024 and of the profit and 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 Matter

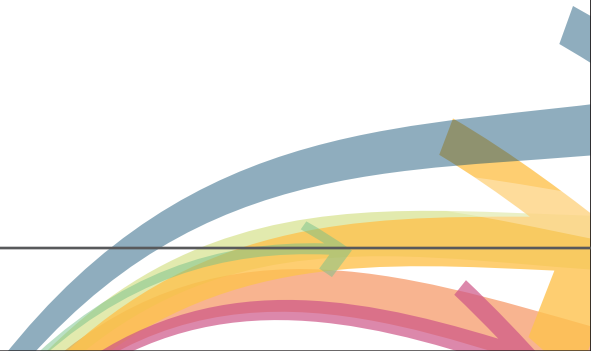
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we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





Following is the Key audit matter:

S. No.	Key audit matter	How the matter was addressed in our audit
(i)	<p>Revenue from contracts with customers (Refer note 3.17 and note 21 to the financial statements)</p> <p>Revenue is recognised when control of the underlying products is transferred to the customers. The Company is engaged in marketing, selling and distribution of healthcare products.</p> <p>We considered revenue recognition as a key audit matter due to revenue being one of the key performance indicators of the Company. In addition, revenue was also considered as an area of significant audit risk as part of the audit process.</p>	<p>Our audit procedures amongst others included the following:</p> <ul style="list-style-type: none">performed verification of sales with underlying documentation including gate pass, delivery order and invoice;tested on a sample basis, specific revenue transactions recorded before and after the reporting date with underlying documentation to assess whether revenue has been recognised in the correct period;performed audit procedures to analyse variation in the price and quantity sold during the year;checked that revenue is recognised in accordance with the requirements of the accounting and reporting standards; andassessed the adequacy of disclosures made in the financial statements related to revenue.





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 our 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 Board of Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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





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

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

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

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



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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 and other comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes thereon have been drawn up in conformity with the Companies Act, 2017 (XIX of 2017) and are in agreement with the books of account and returns;
- (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 Farrukh Rehman.

A handwritten signature in blue ink, appearing to read 'Farrukh Rehman', is placed above the printed name of the engagement partner.

A. F. Ferguson & Co
Chartered Accountants
Karachi

Dated: October 04, 2024
UDIN: AR202410059i2Z5TMuws



**Financial
Statements**





STATEMENT OF FINANCIAL POSITION

As At June 30, 2024

	Note	2024 ----- Rupees in '000 -----	2023
ASSETS			
Non-current assets			
Furniture and equipment	4	4,729	5,001
Right-of-use asset	5	2,123	5,387
Investment properties	6	587,374	576,360
Intangibles assets	7	2,466	4,840
Deferred taxation - net	8	15,970	-
		612,662	591,588
Current assets			
Inventories	9	905,328	1,191,225
Trade and other receivables	10	1,331,816	1,362,108
Loans, advances, deposits and prepayments	11	62,100	276,484
Refunds due from Government - sales tax		-	23,661
Taxation - payments less provision		39,258	12,838
Cash and bank balances	12	375,594	95,823
		2,714,096	2,962,139
TOTAL ASSETS		3,326,758	3,553,727
EQUITY AND LIABILITIES			
Share capital and reserves			
Share capital			
Issued, subscribed and paid-up share capital	13	856,748	713,956
Capital reserve			
Share premium	14	119,600	119,600
Revenue reserve			
Unappropriated profit		1,138,331	1,273,568
		2,114,679	2,107,124
Liabilities			
Non-current liabilities			
Lease liability	15	-	3,128
Current liabilities			
Trade and other payables	16	1,131,066	1,098,589
Sales tax payable		3,206	-
Advance from customers	17	34,155	29,070
Short term borrowings	18	19,267	290,565
Current portion of lease liability	15	3,128	3,952
Unclaimed dividend		7,105	7,107
Unpaid dividend	19	14,152	14,192
		1,212,079	1,443,475
Contingencies and commitments	20		
TOTAL EQUITY AND LIABILITIES		3,326,758	3,553,727

The annexed notes 1 to 37 form an integral part of these financial statements.


Chief Executive


Director


Chief Financial Officer

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For The Year Ended June 30, 2024

	Note	2024 ----- Rupees in '000 -----	2023
Revenue from contracts with customers	21	3,603,359	4,027,874
Cost of sales	22	(2,651,543)	(2,687,427)
Gross profit		951,816	1,340,447
Other income / (loss)	23	32,841	(85,104)
Marketing and distribution expenses	24	(693,631)	(631,250)
Administrative and general expenses	25	(104,832)	(99,521)
Net impairment loss on financial assets	10.1.4	(10,100)	-
Finance costs	26	(67,394)	(65,739)
Profit before levies and income tax		108,700	458,833
Levies - minimum tax	27	(79,778)	-
Profit before income tax		28,922	458,833
Income tax expense	28	(21,367)	(149,870)
Profit after taxation		7,555	308,963
Other comprehensive income		-	-
Total comprehensive income		7,555	308,963
			(Restated)
Basic and diluted earnings per share	29	Rs. 0.09	Rs. 3.61

The annexed notes 1 to 37 form an integral part of these financial statements.



Chief Executive



Director



Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY

For The Year Ended June 30, 2024

	Issued, subscribed and paid up capital	Capital reserve		Revenue reserve	Total reserves	Total
		Share premium	Issue of bonus shares	Unappropriated profit		
----- (Rupees '000) -----						
Balance as at July 01, 2022	649,051	119,600	-	1,094,415	1,214,015	1,863,066
Transactions with owners in their capacity as owners						
Final dividend for the year ended June 30, 2022 @ Rs 1 per share	-	-	-	(64,905)	(64,905)	(64,905)
Transfer to reserve for issuance of bonus shares	-	-	64,905	(64,905)	-	-
Issuance of bonus shares during the year in the ratio of 10 shares for every 100 shares held	64,905	-	(64,905)	-	(64,905)	-
Total comprehensive income for the year ended June 30, 2023	-	-	-	308,963	308,963	308,963
Balance as at June 30, 2023	713,956	119,600	-	1,273,568	1,393,168	2,107,124
Transactions with owners in their capacity as owners						
Transfer to reserve for issuance of bonus shares	-	-	142,792	(142,792)	-	-
Issuance of bonus shares during the year in the ratio of 20 shares for every 100 shares held	142,792	-	(142,792)	-	(142,792)	-
Total comprehensive income for the year ended June 30, 2024	-	-	-	7,555	7,555	7,555
Balance as at June 30, 2024	856,748	119,600	-	1,138,331	1,257,931	2,114,679

The annexed notes 1 to 37 form an integral part of these financial statements.



Chief Executive



Director



Chief Financial Officer

STATEMENT OF CASH FLOWS

For The Year Ended June 30, 2024

	Note	2024 ----- Rupees in '000 -----	2023 -----
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from operations	30	781,784	248,418
Levies paid		(79,778)	-
Income tax		(63,757)	(162,658)
Finance cost paid		(70,250)	(58,593)
Net cash generated from operating activities		567,999	27,167
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for acquisition of furniture and equipment		(1,556)	(2,831)
Capital expenditure for investment property		(11,014)	-
Payments for acquisition of intangible assets		-	(308)
Proceeds from disposal of furniture and equipment		89	183
Net cash used in investing activities		(12,481)	(2,956)
CASH FLOWS FROM FINANCING ACTIVITIES			
Long-term loan repaid		-	(9,830)
Lease rentals paid		(4,407)	(3,974)
Dividend paid		(42)	(62,132)
Net cash used in financing activities		(4,449)	(75,936)
Net increase / (decrease) in cash and cash equivalents		551,069	(51,725)
Cash and cash equivalents at the beginning of the year		(194,742)	(143,017)
Cash and cash equivalents at the end of the year	31	356,327	(194,742)

The annexed notes 1 to 37 form an integral part of these financial statements.



Chief Executive



Director



Chief Financial Officer

1. LEGAL STATUS AND OPERATIONS

IBL HealthCare Limited (the Company) was incorporated in Pakistan under the repealed Companies Ordinance, 1984 (now the Companies Act, 2017) as a private limited company on July 14, 1997. In November 2008, the Company was converted into public limited company. The shares of the Company are quoted on the Pakistan Stock Exchange.

The principal activities of the Company include marketing, selling and distribution of healthcare products.

The Company is a subsidiary of The Searle Company Limited (the Holding Company) and International Brands (Private) Limited (the Ultimate Parent Company).

The geographical locations and addresses of the Company's business units are as under:

- The registered office of the Company is located at One IBL Centre, 2nd floor, Plot No.1, Block 7 & 8, D.M.C.H.S. Tipu Sultan Road, Off Shahrah-e-faisal, Karachi.
- The Company also has a distribution warehouse located in Korangi Industrial Area, Karachi.

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:

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

2.2 Basis of measurement

These financial statements have been prepared under the historical cost convention except as otherwise disclosed in the respective accounting policies below.

2.3 Functional and presentation currency

The financial statements are presented in Pak Rupee, which is the Company's functional and presentation currency and figures are rounded off to the nearest thousand of Rupee.

2.4 Critical accounting estimates and judgements

The preparation of financial statements in conformity with approved accounting standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The matters involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are:

(i) Income tax

In making the estimates for income taxes payable by the Company, the management considers current income tax law and the decisions of appellate authorities on certain cases issued in the past.

(ii) Contingencies

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

Estimates and judgements are continually evaluated and adjusted based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

There have been no critical judgements made by the Company's management in applying the accounting policies that would have significant effect on the amounts recognised in the financial statement.

2.5 Changes in accounting standards, interpretations and pronouncements

a) Standards, interpretations and amendments to published approved accounting standards that are effective in the current year

There are certain amendments to the accounting and reporting standards which became applicable to the Company on July 1, 2023. However, these amendments do not have any significant impact on the Company's financial statements.

In addition to the above, the Company adopted Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statements 2 'Making Materiality Judgements') from July 1, 2023. Although amendments did not result in any changes to the accounting policies themselves, they impact the accounting policy information disclosed in the financial statements.

The amendments require disclosure of 'material', rather than 'significant' accounting policies. The amendments also provide the guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful entity specific accounting policy information that users need to understand other information in the unconsolidated financial statements.

b) Standards, interpretations and amendments to published approved accounting standards that are not yet effective and have not been early adopted by the Company

The following amendments and interpretations to existing standards have been published and are mandatory for the Company's accounting periods beginning on or after July 1, 2024 or later periods, but the Company has not early adopted them:

Standards or Interpretation	Effective date Accounting periods beginning on or after:
Amendment to IFRS 16 – Leases on sale and leaseback	1 January, 2024
Amendment to IAS 1 – Non-current liabilities with covenants	1 January, 2024
Amendment to IAS 7 and IFRS 7 - Supplier finance	1 January, 2024
Amendments to IAS 21 - Lack of Exchangeability	1 January, 2025

The management anticipates that the adoption of above standards, interpretations and amendments in future periods will have no material impact on the financial statements.

3. MATERIAL ACCOUNTING POLICY INFORMATION

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

3.1 Furniture and equipment

Furniture and equipment are stated at cost less accumulated depreciation and impairment, if any, except capital work-in-progress which is stated at cost.

Depreciation on assets is charged to statement of profit or loss and other comprehensive income applying the straight-line method whereby the depreciable cost of an asset is written off over its useful life.

Depreciation on additions is charged from the month during which the asset is available for use whereas no depreciation is charged in the month of disposal.

Maintenance and normal repairs are charged to statement of profit or loss and other comprehensive income as and when incurred. Major renewals and improvements are capitalised and the assets so replaced, if any, are retired.

3.2 Investment property

The Company carries investment property at cost under the cost model in accordance with IAS 40 - 'Investment Property'. The fair value is determined by the independent valuation experts and such valuation is carried out every year to determine the recoverable amount.

Leasehold land classified under investment property is carried at its respective cost less accumulated impairment, if any.

3.3 Inventories

Inventory is stated at the lower of cost and estimated net realisable value. Cost is determined by weighted average method except for those in transit. Cost comprises of cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. Stock in transit is valued at cost.

Net realisable value represents the estimated selling price in the ordinary course of business less cost necessarily to be incurred in order to make the sale.

3.4 Trade and other receivables

Trade and other receivables are initially recognised at the amount of consideration that is unconditional, unless they contain significant financing components when they are recognised at fair value. They are subsequently measured at amortised cost using the effective interest method, less loss allowance. Refer note 3.6 for a description of the Company's impairment policy. These assets are written off when there is no reasonable expectation of recovery.

3.5 Cash and bank balances

Cash and bank balances are carried in the statement of financial position at cost. For the purpose of statement of cash flows, cash and cash equivalents comprise cash in hand, balances with banks on current accounts, cheques in hand and short term borrowings.

3.6 Financial instruments

Initial Recognition

All financial assets and liabilities are initially measured at cost, which is the fair value of the consideration given and received respectively. These are subsequently measured at fair value, amortised cost or cost, as the case may be.

Classification of financial assets

The Company classifies its financial instruments in the following categories:

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

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

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

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

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

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

By default, all other financial assets are subsequently measured at FVTPL.

Classification of financial liabilities

The Company classifies its financial liabilities in the following categories:

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

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

Subsequent measurement

i) Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently, these are measured at fair value, with gains or losses arising from changes in fair value recognised in other comprehensive income.

ii) Financial assets and liabilities at amortised cost

Financial assets and liabilities at amortised cost are initially recognised at fair value, and subsequently carried at amortised cost, and in the case of financial assets, less any impairment.

iii) Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of profit or loss and other comprehensive income. Realised and unrealised gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of profit or loss and other comprehensive income in the period in which they arise.

Where management has opted to recognise a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income. Currently, there are no financial liabilities designated at FVTPL.

Impairment of financial asset

The Company recognises loss allowance for Expected Credit Loss (ECL) on financial assets measured at amortised cost at an amount equal to life time ECLs except for the following, which are measured at 12 months ECLs:

- bank balances for whom credit risk (the risk of default occurring over the expected life of the financial instrument) has not increased since the inception.
- employee receivables.
- other short term receivables that have not demonstrated any increase in credit risk since inception.

Loss allowance for trade receivables are always measured at an amount equal to life time ECLs.

The Company considers a financial asset in default when it is more than 360 days past due.

Life time ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12 month ECLs are portion of ECLs that result from default events that are possible within 12 months after the reporting date.

ECLs are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between cash flows due to the entity in accordance with the contract and cash flows that the Company expects to receive).

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectation of recovering a financial asset in its entirety or a portion thereof.

Derecognition

i) Financial assets

The Company derecognises financial assets only when the contractual rights to cash flows from the financial assets expire or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying value and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Company has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to statement of changes in equity.

ii) Financial liabilities

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

Off-setting of financial assets and liabilities

Financial assets and liabilities are off-set and the net amount is reported in the statement of financial position if the Company has a legal right to set off the transaction and also intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

3.7 Lease liability and right-of-use asset

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is depreciated on a straight-line method over the lease term as this method most closely reflects the expected pattern of consumption of the future economic benefits. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in fixed lease payments or an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected to apply the practical expedient not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low-value assets. The lease payments associated with these leases is recognised as an expense on a straight line basis over the lease term.

3.8 Foreign currencies

Transactions in foreign currencies are recorded in Pak Rupee at the rates of exchange approximating those prevailing at the date of transaction. Monetary assets and liabilities in foreign currencies are translated into Pak Rupee using the exchange rates approximating those prevailing at the statement of financial position date. Exchange differences are included in statement of profit or loss.

3.9 Income Tax

Current

Provision for current taxation is based on normal income; tax calculated at the current rates of taxation in accordance with the prevailing law for taxation. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that the taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability.

Deferred

Deferred tax is accounted for using the statement of financial position liability method on all temporary differences arising between tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax liability is generally recognised for all taxable temporary differences and deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and tax credits can be utilised. Deferred tax is charged to or credited in the statement of profit or loss and other comprehensive income.

Deferred tax is determined at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on the tax rates enacted at the reporting date.

Levy

Minimum Taxes (i.e. the amount in excess of Company corporate income tax) are classified as Levies and presented as an other operating expense in the statement of profit or loss. The change in policy does not have any impact on the corresponding figures.

3.10 Employee benefits

Defined contribution plan

The Company operates a recognised provident fund scheme for its employees. Equal monthly contributions are made, both by the Company and employees, to the fund at 10% of basic salary.

3.11 Trade and other payables

Trade and other payables are carried at cost which is the fair value of the consideration to be paid in future for goods and services received.

3.12 Contract asset and contract liability

A contract asset is recognised for the Company's right to consideration in exchange for goods or services that it has transferred to a customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the Company presents the amount as a contract asset, excluding any amounts presented as a receivable.

A contract liability is recognised for the Company's obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration, or the Company has a right to an amount of consideration that is unconditional (i.e. a receivable), before the Company transfers a good or service to the customer, the entity shall present the contract as a contract liability when the payment is made or the payment is due (whichever is earlier).

3.13 Provisions

Provisions are recognised in the statement of financial position when the Company has a 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 can be made of the amount of obligation. However, the provisions are reviewed at each reporting date and adjusted to reflect current best estimate.

3.14 Share Capital

Ordinary shares are classified as equity and recognised at their face value. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, if any.

3.15 Earnings per share

The Company presents basic and diluted Earnings Per Share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit after tax attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares. However, the Company did not have any potential convertible instrument which would have an effect on the earnings per share if the option to convert is exercised.

3.16 Contingent Liabilities

Contingent liability is disclosed when:

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

3.17 Revenue recognition

Revenue from contracts with customers is recognised when the performance obligation is satisfied that is when the control over the goods is transferred to the customer and consideration becomes unconditional. Revenue is recognised as follows:

- Sales are recorded upon transfer of title to the customers, which generally coincides with physical delivery.

No element of financing is present as the sales are made with a credit term of upto 90 days, which is consistent with the market practice.

3.18 Other income

Sale of fixed assets is recognised as income when risk and rewards of ownership are transferred.

Rent income is accounted on straight line basis or in accordance with the terms of the agreement.

3.19 Dividend

Dividend distribution to shareholders is accounted for in the period in which the dividend is declared / approved.

3.20 Method of preparation of Statement of Cash Flows

The statement of cash flows is prepared using the indirect method.

4. FURNITURE AND EQUIPMENT

Operating assets - note 4.1

2024	2023
----- Rupees in '000 -----	
<u>4,729</u>	<u>5,001</u>

4.1 Operating assets

Particulars	Office equipment	Furniture and fittings	Total
	----- Rupees in '000 -----		
Net carrying value basis			
Year ended June 30, 2024			
Opening net book value	4,917	84	5,001
Additions - at cost	1,556	-	1,556
Disposals			
- Cost	(185)	-	(185)
- Accumulated depreciation	96	-	96
	(89)	-	(89)
Depreciation charge - note 4.2	(1,730)	(9)	(1,739)
Closing net book value	4,654	75	4,729
Gross carrying value basis			
As at June 30, 2024			
- Cost	13,626	85	13,711
- Accumulated depreciation	(8,972)	(10)	(8,982)
Net book value	4,654	75	4,729
Net carrying value basis			
Year ended June 30, 2023			
Opening net book value	3,819	-	3,819
Additions - at cost	2,746	85	2,831
Disposals			
- Cost	(275)	-	(275)
- Accumulated depreciation	101	-	101
	(174)	-	(174)
Depreciation charge - note 4.2	(1,474)	(1)	(1,475)
Closing net book value	4,917	84	5,001
Gross carrying value basis			
As at June 30, 2023			
- Cost	12,255	85	12,340
- Accumulated depreciation	(7,338)	(1)	(7,339)
Net book value	4,917	84	5,001
Depreciation rates	10% - 33%	10% - 20%	

4.2 Depreciation for the year has been allocated as follows:

	2024	2023
	----- Rupees in '000 -----	
Marketing and distribution expenses - note 24	572	596
Administrative and general expenses - note 25	1,167	879
	1,739	1,475

5. RIGHT-OF-USE ASSET

	2024	2023
	----- Rupees in '000 -----	
Opening balance	5,387	8,601
Depreciation for the year - note 25	(3,264)	(3,214)
Closing balance - note 5.1	2,123	5,387
Useful life in years	5	5

- 5.1 This represents the right-of-use on rented property i.e. the head office of the Company obtained from the Holding Company, situated at One IBL Centre, 2nd floor, Plot No.1, Block 7 & 8, D.M.C.H.S., Tipu Sultan Road off., Shahrah-e-Faisal, Karachi.

6. INVESTMENT PROPERTIES

	2024	2023
	----- Rupees in '000 -----	
Operating assets - at cost - note 6.1	587,374	576,360
6.1 Operating assets		
Balance at beginning of the year	576,360	576,360
Capitalised subsequent expenditure - note 6.2	11,014	-
Balance at end of the year	587,374	576,360

- 6.2 This represents the amount paid to Delhi Mercantile Muslim Cooperative Housing Society Limited for the amalgamation of investment properties.

- 6.3 The valuations of investment properties have been carried out by M/s. PEE DEE & Associates, an independent valuer engaged by the Company as at June 30, 2024. Market value of these investment properties as assessed by the valuer as at June 30, 2024 is Rs. 1,789.64 million (2023: Rs. 1,730.40 million) (Level 2 inputs).

The forced sale value of the above properties as at June 30, 2024 is Rs. 1,431.71 million (2023: Rs. 1,384.32 million)

- 6.4 Particulars of immovable properties (i.e. land) in the name of Company are as follows:

Location	Total Area Square yards
i) Plot no 24/3, Block 7 & 8, Delhi Mercantile Muslim Co-operative Housing Society, Karachi	754
ii) Plot no 24/4A, Block 7 & 8, Delhi Mercantile Muslim Co-operative Housing Society, Karachi	1,004
iii) Plot No.24/4 Block 7 & 8, Delhi Mercantile Muslim Co-operative Housing Society, Karachi (First plot)	502
iv) Plot No.24/4 Block 7 & 8, Delhi Mercantile Muslim Co-operative Housing Society, Karachi (Second plot)	502

- 6.5 Properties mentioned in 6.4 (i) and part of (ii) has been rented to United Retail (Private) Limited, an associated company in consideration for monthly rentals. The rental income in respect of these properties amounted to Rs. 2.83 million (2023: Rs. 1.16 million) has been recognized in profit or loss and included in note 23.
- 6.6 Properties mentioned in 6.4 (iv), (iii) and remaining part of (ii) has been rented to Universal Retail (Private) Limited, an associated company in consideration for monthly rentals. The rental income in respect of these properties amounted to Rs. 2.83 million (2023: Rs. 1.27 million) has been recognized in profit or loss and included in note 23.
- 6.7 Pursuant to the 'Supply, Marketing and Distribution Agreement', as amended, entered with The Searle Company Limited (TSCL), Holding Company, to acquire certain products from TSCL, the Company has mortgaged, immovable properties mentioned in 6.4 (i), (ii) and (iii) above having carrying value of Rs. 390.78 million (2023: 378.27 million) and market value of Rs. 1,496.54 million (2023: Rs. 1,455.40 million), with a financial institution on behalf of TSCL.

	2024	2023
	----- Rupees in '000 -----	
7. INTANGIBLE ASSETS		
Operating intangible assets - note 7.1	<u>2,466</u>	<u>4,840</u>

7.1 Operating intangible assets

	Computer Software	Software License	Distribution Rights	Total
	----- Rupees in '000 -----			
Year ended 30 June 2024				
Opening net book value	3,389	101	1,350	4,840
Amortisation - note 7.2	(944)	(80)	(1,350)	(2,374)
Closing net book value	<u>2,445</u>	<u>21</u>	<u>-</u>	<u>2,466</u>
At 30 June 2024				
Cost	7,187	554	9,000	16,741
Accumulated amortisation	(4,742)	(533)	(9,000)	(14,275)
Net book value	<u>2,445</u>	<u>21</u>	<u>-</u>	<u>2,466</u>
Year ended 30 June 2023				
Opening net book value	3,978	182	3,150	7,310
Additions during the year	308	-	-	308
Amortisation - note 7.2	(897)	(81)	(1,800)	(2,778)
Closing net book value	<u>3,389</u>	<u>101</u>	<u>1,350</u>	<u>4,840</u>
At 30 June 2023				
Cost	7,187	554	9,000	16,741
Accumulated amortisation	(3,798)	(453)	(7,650)	(11,901)
Net book value	<u>3,389</u>	<u>101</u>	<u>1,350</u>	<u>4,840</u>
Amortisation rates	<u>10% - 20%</u>	<u>20%</u>	<u>20%</u>	

7.2 Amortization for the year has been allocated as follows:

	2024	2023
	----- Rupees in '000 -----	
Marketing and distribution expenses - note 24	1,534	1,937
Administrative and general expenses - note 25	840	841
	<u>2,374</u>	<u>2,778</u>

8. DEFERRED TAXATION - NET

	Accelerated tax depreciation	Accelerated tax amortization	Lease Liability	Righ of use asset	Provision for doubtdul debts	Minimum Tax u/s 113	Total
July 01, 2023	-	-	-	-	-	-	-
Charge / (credit) to profit or loss	47	505	907	(616)	7,850	7,277	15,970
June 30, 2024	<u>47</u>	<u>505</u>	<u>907</u>	<u>(616)</u>	<u>7,850</u>	<u>7,277</u>	<u>15,970</u>

8.1 The tax paid under section 113 can be adjusted against the future tax liabilities till 30 June 2027.

9. INVENTORIES

	2024	2023
	----- Rupees in '000 -----	
Inventory in hand - note 9.1	625,570	914,978
Inventory in transit	279,758	278,331
	<u>905,328</u>	<u>1,193,309</u>
Provision for slow moving inventory - note 9.2	-	(2,084)
	<u>905,328</u>	<u>1,191,225</u>

9.1 This includes inventories amounting to Rs. 24.28 million (2023: Rs. 10.58 million) held with third party.

9.2 Provision for slow moving inventory

	2024	2023
	----- Rupees in '000 -----	
Opening balance	2,084	-
Charge for the year	10,353	5,765
Written-off during the year	(12,437)	(3,681)
Closing balance	<u>-</u>	<u>2,084</u>

10. TRADE AND OTHER RECEIVABLES

Trade receivables - note 10.1	1,245,559	1,313,113
Other receivables - note 10.2	86,257	48,995
	<u>1,331,816</u>	<u>1,362,108</u>

10.1 Trade receivables - unsecured

	2024	2023
	----- Rupees in '000 -----	
Due from related parties - notes 10.1.1, 10.1.2 and 10.1.3	733,583	895,264
Others	539,044	434,816
	<u>1,272,627</u>	<u>1,330,080</u>
Less: Provision for doubtful receivables - note 10.1.4	(27,067)	(16,967)
	<u>1,245,560</u>	<u>1,313,113</u>

10.1.1 As at June 30, due from related parties of the Company are as follows:

IBL Operations (Private) Limited (an associated company)	670,507	850,003
The Searle Company Limited (the Holding Company)	-	2,812
United Brands Limited (an associated company)	63,028	42,201
Searle Pakistan Limited (an associated company)	-	200
United Retail (SMC-Private) Limited (an associated company)	48	48
	<u>733,583</u>	<u>895,264</u>

10.1.2 The maximum amounts due from related parties at the end of any month during the year are as follows:

	2024	2023
	----- Rupees in '000 -----	
IBL Operations (Private) Limited (an associated company)	1,114,777	929,053
The Searle Company Limited (the Holding Company)	-	2,812
United Brands Limited (an associated company)	74,702	52,487
Searle Pakistan Limited (an associated company)	-	200
United Retail (SMC-Private) Limited (an associated company)	48	48
	<u>1,189,527</u>	<u>984,600</u>

10.1.3 As at June 30, the age analysis of trade receivables from related parties is as follows:

	2024	2023
	----- Rupees in '000 -----	
Not yet due	246,801	743,790
Past due but not yet impaired		
- 0 to 90 days	429,269	147,145
- 91 to 180 days	29,215	3,066
- 181 to 270 days	17,447	1,043
- 271 to 360 days	10,803	220
- above 360 days	48	-
	<u>733,583</u>	<u>895,264</u>

10.1.4 Provision for doubtful receivables

	2024	2023
	----- Rupees in '000 -----	
Opening balance	16,967	16,967
Provision made during the year	10,100	-
Closing balance	<u>27,067</u>	<u>16,967</u>

10.1.5 The ageing of trade receivables other than related parties at reporting date was as follows:

	2024		2023	
	Amount due	Provision held	Amount due	Provision held
	----- Rupees in '000 -----			
Not yet due	168,428	1,262	230,332	-
Past due but not yet impaired				
- 0 to 90 days	133,113	2,362	88,163	2,605
- 91 to 180 days	110,955	2,695	26,995	3,578
- 181 to 270 days	21,154	4,140	38,829	4,746
- 271 to 360 days	14,607	3,583	14,521	1,755
- above 360 days	90,787	13,025	35,976	4,283
	<u>539,044</u>	<u>27,067</u>	<u>434,816</u>	<u>16,967</u>
	-	-	-	-

10.2 Other receivables

	2024	2023
	----- Rupees in '000 -----	
Due from related party - notes 10.2.1, 10.2.2 and 10.2.3	9,223	7,304
Claims receivable from suppliers - note 10.2.4	77,034	41,691
	<u>86,257</u>	<u>48,995</u>

10.2.1 As at June 30, due from related parties of the Company is as follows:

	2024	2023
	----- Rupees in '000 -----	
The Searle Company Limited (the Holding Company)	-	4,901
United Retail (Private) Limited (an associated company)	3,567	1,139
Universal Retail (Private) Limited (an associated company)	3,834	1,264
Searle Pakistan Limited (an associated company)	1,822	-
	<u>9,223</u>	<u>7,304</u>

10.2.2 The maximum amounts due from related parties at the end of any month during the year are as follows:

	2024	2023
	----- Rupees in '000 -----	
The Searle Company Limited (the Holding Company)	-	4,173
IBL Identity (Private) Limited (an associated company)	-	1,662
United Retail (Private) Limited (an associated company)	3,519	1,189
Universal Retail (Private) Limited (an associated company)	3,882	1,216
Searle Pakistan Limited (an associated company)	1,822	-
	9,223	8,240

10.2.3 As at June 30, the age analysis of other receivables from related parties is as follows:

	2024	2023
	----- Rupees in '000 -----	
Not yet due	-	-
Past due but not yet impaired		
- 0 to 90 days	4,135	4,112
- 91 to 180 days	-	-
- 181 to 270 days	-	-
- 271 to 360 days	2,683	2,842
- above 360 days	2,405	350
	9,223	7,304

10.2.4 These represent amounts claimed from Nestle Health Sciences, Weigao and Reckitt Benckiser in respect of certain claimable expenses.

11. LOANS, ADVANCES, DEPOSITS AND PREPAYMENTS

	2024	2023
	----- Rupees in '000 -----	
Short term deposits - note 11.1	41,556	31,927
Prepayments	1,053	1,195
Advances - note 11.2	19,491	243,362
	62,100	276,484

11.1 The amount represents following:

- Other deposits - note 11.3	40,318	30,689
- Trade deposits - note 11.3	1,238	1,238
	41,556	31,927

11.2 The amount represents following:

Secured

- To employees - note 11.2.1
- To related party - note 11.2.2 and 11.2.3

Unsecured

- To suppliers - note 11.2.4
- Against imports
- Others

	2024	2023
	----- Rupees in '000 -----	
	1,792	3,701
	1,178	700
	7,908	181,365
	8,011	53,886
	602	3,710
	<u>19,491</u>	<u>243,362</u>

11.2.1 Reconciliation of carrying amount of advances to employees:

Balance at beginning of the year	3,701	1,209
Disbursements	4,329	14,291
Repayments	(6,238)	(11,799)
Balance at end of the year	<u>1,792</u>	<u>3,701</u>

11.2.2 This represents advance against salary given to Mufti Zia ul Islam - a director. This advance has been provided on personal need basis and it is secured against the full and final settlement and is due to be matured in September 2024.

11.2.3 The maximum amount due in respect of such advance at the end of any month during the year is Rs. 1.26 million (2023: Rs. 1.40 million).

11.2.4 These include advance to The Searle Company Limited, the Holding Company, amounting to Rs. Nil (2023: Rs. 63.36 million).

11.3 These deposits do not carry mark-up.

12. CASH AND BANK BALANCES

- Cash at bank
- Conventional**
 - on current accounts
- Islamic**
 - on current accounts
- Cash in hand
- Cheques in hand

	2024	2023
	----- Rupees in '000 -----	
	50,614	55,838
	86,604	39,909
	65	76
	238,311	-
	<u>375,594</u>	<u>95,823</u>

13. SHARE CAPITAL

Authorised share capital

2024	2023		2024	2023
Number of Shares			----- Rupees in '000 -----	
105,000,000	105,000,000	Ordinary shares of Rs. 10 each	1,050,000	1,050,000

Issued, subscribed and paid up share capital

2024	2023		2024	2023
Number of Shares			----- Rupees in '000 -----	
22,990,000	22,990,000	Shares allotted for consideration paid in cash	229,900	229,900
62,684,765	48,405,638	Shares allotted as bonus shares	626,848	484,056
85,674,765	71,395,638		856,748	713,956

13.1 MOVEMENT IN ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL

2024	2023		2024	2023
			----- Rupees in '000 -----	
71,395,638	64,905,126	Opening shares outstanding	713,956	649,051
14,279,127	6,490,512	Shares allotted as bonus shares	142,792	64,905
85,674,765	71,395,638		856,748	713,956

13.2 RECONCILIATION OF NUMBER OF SHARES OUTSTANDING

Number of shares outstanding at the beginning of the year	71,396	64,905
Bonus shares issued during the year	14,279	6,491
Number of shares outstanding at the end of the year	85,675	71,396

13.3 On September 27, 2023, the Board of Directors recommended the issuance of bonus shares in the ratio of 20 shares for every 100 shares held which was duly approved in Annual General Meeting on October 27, 2023.

13.4 All ordinary shares rank equally with regard to the Company's residual assets. Holders of these shares are entitled to dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company.

14. SHARE PREMIUM

This reserve can be utilised by the Company only in accordance with section 81 of the Companies Act, 2017.

15. LEASE LIABILITY

	2024	2023
	----- Rupees in '000 -----	
Opening balance	7,080	10,297
Unwinding of finance cost	455	757
Lease rentals paid	(4,407)	(3,974)
	3,128	7,080
Less: Current portion of lease liabilities	(3,128)	(3,952)
Long term portion of lease liabilities	-	3,128

15.1 Lease Liability

	2024			2023		
	Principal Outstanding	Financial charge for future	Minimum lease payments	Principal Outstanding	Financial charge for future	Minimum lease payments
Not later than one year	3,128	104	3,232	3,952	455	4,407
Later than one year but not later than five years	-	-	-	3,128	103	3,231
	3,128	104	3,232	7,080	558	7,638

15.2 Finance charge at rate of 8.53% (2023: 8.53%) per annum has been used for discounting factor.

16. TRADE AND OTHER PAYABLES

	2024	2023
	----- Rupees in '000 -----	
Creditors	556,716	720,393
Accrued liabilities	119,307	32,648
Due to related parties - note 16.1	426,711	307,253
Accrued mark-up	12,075	15,386
Payable to employees' provident fund - note 16.2	1,817	1,837
Withholding tax payable	4,754	6,152
Security deposits - note 16.3	4,075	4,075
Other payables	5,611	10,845
	1,131,066	1,098,589

16.1 As at June 30, due to related parties of the Company are as follows:

International Brands (Private) Limited (the Ultimate Parent Company)	17,420	22,652
The Searle Company Limited (the Holding Company)	85,409	236,125
Searle Pakistan Limited (an Associated Company)	18,165	28,412
United Brands Limited (an Associated Company)	20,792	11,527
IBL Logistics (Private) Limited (an Associated Company)	4,198	5,852
IBL Operations (Private) Limited (an Associated Company)	280,394	1,282
United Retail (Private) Limited (an Associated Company)	333	-
Searle BioSciences (Private) Limited (an Associated Company)	-	1,403
	426,711	307,253

16.2 The investments in collective investment schemes, listed equity and listed debt securities out of the provident fund have been made in accordance with the provision of section 218 of the Companies Act, 2017 and Employees Provident Fund (Investment in Listed Securities) Rules, 2016 and the conditions specified thereunder.

16.3 The security deposits have been kept in a separate bank account in accordance with the requirements of section 217 of the Companies Act, 2017. Further, this includes Rs. 0.5 million (2023: Rs. 0.5 million) obtained as a security deposits from United Retail (Private) Limited - a related party against the rented property and is repayable at time of maturity of the agreement.

17. ADVANCE FROM CUSTOMERS

Advance received from customers is recognised as revenue when the performance obligation in accordance with the policy as described in note - 3.17 is satisfied.

	2024	2023
	----- Rupees in '000 -----	
Balance at beginning of the year	29,070	67,270
Advance received during the year	385,468	233,615
Revenue recognised during the year	(380,383)	(271,815)
Balance at end of the year	<u>34,155</u>	<u>29,070</u>

18. SHORT TERM BORROWINGS

Islamic finances - note 18.1	<u>19,267</u>	<u>290,565</u>
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- 18.1 The Company obtained running musharakah facilities from commercial banks amounting to Rs. 439 million (2023: Rs. 339 million) out of which the amount unavailed at the year end was Rs. 419.73 million (2023: Rs. 48.44 million). Rates of profit range from one month KIBOR plus 1% (2023: one month KIBOR plus 1%) to three months KIBOR plus 1.5% (2023: three month KIBOR plus 1.5%) per annum. These facilities have been secured by way of hypothecation of first pari passu charge over present and future current assets amounting to Rs. 585 million.

19. UNPAID DIVIDEND

Unpaid dividend in respect of dividend withheld due to non-compliance of certain legal / regulatory requirements by the shareholders.

20. CONTINGENCIES AND COMMITMENTS

20.1 Contingencies

- 20.1.1 On November 10, 2020, the Company filed a suit before the High Court of Sindh challenging the refusal by the Customs Authorities of exemption on the dietary food for medical purposes being imported by the Company from Nestle Health Sciences GmbH, Deutschland (Germany). The Court has restrained the Custom Authorities from disallowing exemption to the Company till the hearing of injunction application. The exposure of the Company on account of Custom Duties is Rs. 150.16 million. The management believes that the likelihood of liability is low and based on the advice of legal consultant, no provision is required.

- 20.1.2 On November 23, 2020, the Company filed a suit before the High Court of Sindh challenging the refusal by the Customs Authorities of exemption on the dietary food for medical purposes being imported by the Company from Mead Johnson Nutrition (Thailand). The Court has restrained the Custom Authorities from disallowing exemption to the Company till the hearing of injunction application. The exposure of the Company on account of Custom Duties is Rs. 30.71 million. The management believes that the likelihood of liability is low and based on the advice of legal consultant, no provision is required.

- 20.1.3 As per section 4C of income tax ordinance, 2001 introduced through Finance Act, 2022 IBL HealthCare Limited was liable to pay tax at the rate of 4% on the taxable income. The Company challenged the imposition of super tax in Sindh High Court and the Sindh High Court declared the imposition of super tax as inapplicable in tax year 2022. However subsequently, following the order of Supreme Court of Pakistan, the Sindh High Court ordered the encashment of cheque of 4% deposited with the nazir of the Sindh High Court. Presently the matter is pending adjudication before the Supreme Court. Based on the advice of the legal advisor of the Company, the Company expects favorable outcome of the case. The Company's super tax for the Tax Year 2022 amounts to Rs. 19.78 million.

20.1.4 During the year, the Company received notices from Sindh Revenue Board regarding the payment of Sindh Workers Welfare Fund (SWWF) in which demand of Rs. 9.18 million was raised pertaining to the financial year end June 30, 2023. However the Company has challenged those notices based on the ground that it is not applicable to the Company and accordingly no provision has been recorded for the year ended June 30, 2023 and 2024. The total exposure of the Company in this regard is Rs. 11.35 million. The management of the Company is confident that the matter would be settled in the favor of the Company.

20.2 Commitments

The facility for opening letter of credit and guarantee as at June 30, 2024 amounted to Rs. 650 million (2023: Rs. 550 million) and Rs. 20 million (2023: Rs. 20 million) of which the amount remaining unutilised at the end of year was Rs. 134 million (2023: Rs. 306.84 million) and Rs. 5.96 million (2023: Rs. 7.34 million) respectively.

21. REVENUE FROM CONTRACTS WITH CUSTOMERS

	2024	2023
	----- Rupees in '000 -----	
Gross revenue - note 21.1	4,840,252	5,054,567
Less: Sales tax	(339,882)	(423,625)
	4,500,370	4,630,942
Less:		
Trade discount and claims	(724,988)	(455,178)
Sales returns	(172,023)	(147,890)
	(897,011)	(603,068)
	3,603,359	4,027,874

21.1 Revenue includes sales to IBL Operations (Private) Limited (an associated company), United Brands Limited (an associated company) and The Searle Company Limited (the Holding company) amounting to Rs. 1,317.15 million (2023: Rs. 2,254.71 million), Rs. 54.06 million (2023: Rs. 62.13 million) and Rs. 272.51 million (2023: Rs. 2.59 million) respectively.

21.2 These financial statements do not include disclosures relating to IFRS 8 "Operating Segments" as the Company is considered to be a single operating segment.

22. COST OF SALES

	2024	2023
	----- Rupees in '000 -----	
Opening inventory	1,191,225	973,471
Add: Purchases	2,449,645	2,928,477
	3,640,870	3,901,948
Less:		
Cost of samples	(73,646)	(17,531)
Inventory written-off	(10,353)	(5,765)
Closing inventory	(905,328)	(1,191,225)
	(989,327)	(1,214,521)
	2,651,543	2,687,427

23. OTHER INCOME / (LOSS)

Loss from financial assets

Exchange loss - net	27,183	(109,570)
Income recognised on Government grant	-	63

Income from non-financial assets

Rental income from investment property	5,658	2,426
Recovery against claims from suppliers	-	11,000
Gain on disposal of furniture and equipment	-	9
Reversal for provision of Workers' Welfare Fund	-	9,395
Others	-	1,573

	2024	2023
	----- Rupees in '000 -----	
	27,183	(109,570)
	-	63
	27,183	(109,507)
	5,658	2,426
	-	11,000
	-	9
	-	9,395
	-	1,573
	5,658	24,403
	32,841	(85,104)

24. MARKETING AND DISTRIBUTION EXPENSES

Salaries, wages and benefits - note 24.1	291,639	282,284
Sales promotion and marketing expense	325,481	163,491
Cartage and freight	71,722	49,365
Travelling	60,537	35,120
Provision for inventory write-off	10,353	5,765
Depreciation	572	596
Amortisation	1,534	1,937
Rent, rates and taxes	28,352	29,521
Vehicle running expenses	46,978	41,661
Utilities and communication	2,929	3,636
Printing and stationery	3,529	1,551
Insurance	5,209	2,849
Repairs and maintenance	246	1,972
Fee and subscription	20,014	4,351
Training	-	505
IT support and maintenance	449	285
Others	9,142	6,361
Total selling expense	878,686	631,250
Reimbursement of expenses - note 24.2	(185,055)	-

	2024	2023
	----- Rupees in '000 -----	
	291,639	282,284
	325,481	163,491
	71,722	49,365
	60,537	35,120
	10,353	5,765
	572	596
	1,534	1,937
	28,352	29,521
	46,978	41,661
	2,929	3,636
	3,529	1,551
	5,209	2,849
	246	1,972
	20,014	4,351
	-	505
	449	285
	9,142	6,361
	878,686	631,250
	(185,055)	-
	693,631	631,250

24.1 Salaries, wages and other benefits include contributions to contributory provident fund of Rs. 8.16 million (2023: Rs. 7.99 million).

24.2 This represents reimbursement of expenses incurred on behalf of The Searle Company Limited (the Holding Company) for the Tender based sales.

25. ADMINISTRATIVE AND GENERAL EXPENSES

	2024	2023
	----- Rupees in '000 -----	
Salaries, wages and benefits - note 25.1	36,157	39,696
Travelling	1,084	2,253
Depreciation	1,167	879
Depreciation on right-of-use asset	3,264	3,214
Amortisation	840	841
Vehicle running expenses	1,791	2,655
Utilities and communication	1,652	1,349
Auditors' remuneration - note 25.2	4,516	4,525
Donations - note 25.3	1,044	200
Legal and professional charges	4,635	3,080
Printing and stationery	2,296	1,461
Insurance	394	258
Fee and subscription	9,047	9,892
Repairs and maintenance	2,253	2,096
Training	66	66
IT support and maintenance	12,584	5,022
Corporate services charged by the Ultimate Parent Company	21,000	21,000
Others	1,042	1,034
	104,832	99,521

25.1 Salaries, wages and other benefits include contributions to contributory provident fund of Rs. 1.19 million (2023: Rs. 1.14 million).

25.2 Auditors' remuneration

	2024	2023
	----- Rupees in '000 -----	
Audit services		
- Statutory audit fee	1,500	1,300
- Half yearly review	760	750
- Out of pocket expenses	250	200
	2,510	2,250
Non-audit services		
- Certifications for regulatory purposes	650	550
- Tax advisory service	1,356	1,725
	2,006	2,275
	4,516	4,525

25.3 Donation were made to multiple parties. The directors or their spouses had no interest in any of the donees.

26. FINANCE COSTS	2024	2023
	----- Rupees in '000 -----	
Bank charges	1,962	1,599
Finance lease charges	455	757
Mark-up expense and unwinding on long-term finance	-	101
Mark-up on Islamic finances	64,978	63,282
	<u>67,394</u>	<u>65,739</u>

27. LEVIES - MINIMUM TAX

This represents minimum tax under sections 148 of Income Tax Ordinance, 2001, representing levies in terms of requirements of IFRIC 21/IAS 37.

28. INCOME TAX EXPENSE	2024	2023
	----- Rupees in '000 -----	
Current tax expense - note 28.1		
- for the year	40,365	170,682
- deferred tax	(15,970)	-
- prior year	(3,028)	(20,812)
	<u>21,367</u>	<u>149,870</u>

28.1 Relationship between tax expense and accounting profit

Accounting profit before income tax and levies	108,700	458,833
Tax at the applicable rate of 29% (2023: 29%)	31,523	133,062
Impact of levies	79,778	-
Effect of prior year charge	(3,028)	(20,812)
Effect of super tax charge	-	36,904
Others	(7,128)	716
Income tax expense and levies for the year	<u>101,145</u>	<u>149,870</u>
Effective rate (% age)	<u>93%</u>	<u>33%</u>

28.2 Income tax and levies

Income tax expense	21,367	149,870
Levies - minimum tax	79,778	-
	<u>101,145</u>	<u>149,870</u>

29. BASIC AND DILUTED EARNINGS PER SHARE

	2024	(Restated) 2023
Profit after taxation attributable to ordinary shareholders (Rupees in '000)	7,555	308,963
Weighted average number of outstanding shares at the end of year (Rupees in '000)	85,675	85,675
Earnings per share - basic (Rupees)	<u>0.09</u>	<u>3.61</u>

29.1 Diluted earnings per share has not been presented as the Company did not have any convertible instruments in issue as at June 30, 2024 and 2023 which would have any effect on the earnings per share if the option to convert is exercised.

30. CASH GENERATED FROM OPERATIONS

	2024	2023
	----- Rupees in '000 -----	
Profit before levies and tax	108,700	458,833
Adjustments for non-cash income and expenses:		
Depreciation of furniture and equipment	1,739	1,475
Depreciation of right-of-use asset	3,264	3,214
Amortisation of intangible assets	2,374	2,778
Finance costs	1,961	1,599
Finance lease charges	455	757
Mark-up on Islamic finances	64,978	63,383
Gain on disposal of furniture and equipment	-	(9)
Provision for doubtful receivable	10,100	-
	84,871	73,197
	193,571	532,030
Changes in working capital:		
Decrease / (increase) in current assets:		
Inventories	285,897	(217,754)
Trade and other receivables	20,192	(243,385)
Loans, advances, deposits and prepayments	214,384	(139,430)
Refunds due from Government - sales tax	23,661	(23,661)
	544,134	(624,230)
Increase / (decrease) in current liabilities:		
Trade and other payables	35,788	378,818
Sales tax payable	3,206	-
Advance from customers	5,085	(38,200)
	781,784	248,418

31. CASH AND CASH EQUIVALENTS

Cash at bank in current accounts - note 12	137,218	95,747
Cash in hand - note 12	65	76
Cheques in hand - note 12	238,311	-
Short term borrowings - note 18	(19,267)	(290,565)
	356,327	(194,742)

32. FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

- 32.1 The Company's activities expose it to variety of financial risks namely market risks (including interest rate risk, currency risk and other price risk), credit risk and liquidity risk. The Company's overall risk management programme focuses on having cost effective funding as well as manage financial risk to minimise earnings volatility and provide maximum return to shareholders.

32.2 Financial assets and liabilities by category and their respective maturities

	Interest / Mark up bearing			Non-interest / Non-mark up bearing			Total
	Maturity upto one year	Maturity after one year	Sub-total	Maturity upto one year	Maturity after one year	Sub-total	
----- (Rupees) -----							
FINANCIAL ASSETS							
At amortised cost							
Short-term deposits,							
loans and advances	-	-	-	61,047	-	61,047	61,047
Trade and other receivables	-	-	-	1,358,883	-	1,358,883	1,358,883
Cash and bank balances	-	-	-	375,594	-	375,594	375,594
2024	-	-	-	1,795,524	-	1,795,524	1,795,524
2023	-	-	-	1,489,858	-	1,489,858	1,489,858
FINANCIAL LIABILITIES							
At amortised cost							
Lease liability	3,128	-	3,128	-	-	-	3,128
Trade and other payables	-	-	-	1,124,495	-	1,124,495	1,124,495
Short term borrowings	19,267	-	19,267	-	-	-	19,267
Unclaimed dividend	-	-	-	7,105	-	7,105	7,105
Unpaid dividend	-	-	-	14,152	-	14,152	14,152
2024	22,395	-	22,395	1,145,752	-	1,145,752	1,168,147
2023	294,517	3,128	297,645	1,111,899	-	1,111,899	1,409,543
Off balance sheet items							
Letters of credit	2024						516,294
	2023						243,159

(a) Market risk

Market risk is the risk which arises due to changes in market prices, such as foreign exchange rates, interest rates and equity prices that will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Company is exposed to price risk, currency risk and interest rate risk only.

(i) Interest rate risk

Interest rate risk is the risk that the value or cash flows of a financial instrument will fluctuate due to changes in the market interest rates.

At June 30, 2024, the Company had variable interest bearing net financial liabilities of Rs. 19.27 million (2023: Rs. 290.57 million), and had the interest rate varied by 200 basis points with all other variables held constant, profit before income tax for the year would have been lower / higher by Rs. 0.39 million (2023: 5.81 million) mainly as a result of lower / higher interest income on floating rate loans.

(ii) Currency risk

Currency risk is the risk that the fair value or future cash flow of the financial instruments, will fluctuate because of changes in foreign currency rates. Foreign currency risk arises mainly where receivables and payables exist due to foreign currency transactions. The Company is exposed to currency risk on payables in respect of imported inventory denominated in US Dollar (USD). The total foreign currency risk exposure as at June 30, 2024 is Rs. 473.10 million (2023: Rs. 705.01 million).

As at June 30, 2024, if the Pak Rupee had weakened / strengthened by 4% against US Dollar with all other variables held constant, profit before tax for the year would have been lower / higher by Rs. 18.92 million (2023: Rs. 28.20 million), as a result of foreign exchange losses / gains on translation of US Dollar denominated trade and other payables.

The sensitivity of foreign exchange rate looks at the outstanding foreign exchange balances of the Company only as at the statement of financial position date and assumes this is the position for the year. The volatility percentages for movement in foreign exchange rates have been used due to the fact that historically (five years) rates have moved on average basis by the mentioned percentage per annum.

(iii) Price risk

Price risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate due to 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. The Company has no exposure to price risk.

(b) Credit risk

Credit risk represents the accounting loss that would be recognised at the reporting date if counter parties failed to perform as contracted. The maximum exposure to credit risk is equal to the carrying amount of financial assets. The Company believes that it is not exposed to major concentration of credit risk as the exposure is spread over a number of counter parties.

As at June 30, 2024 trade receivables of Rs. 62.46 million (2023: Rs. 89.88 million) were due from independent customers other than Government institutions and related parties. This amount is past due but not yet impaired, further there is no history of default from these customers however, a provision of Rs. 27.07 million (2023: Rs.16.97 million) is recorded in respect of expected credit losses refer note 10.1.5.

Deposits, loans, advances and other receivables are not exposed to any material credit risk.

The bank balances represent low credit risk as these are placed with banks having good credit rating assigned by credit rating agencies. Following are the credit ratings of banks with which balances are held or credit lines available.

Bank	Rating Agency	Rating		2024	2023
		Short term	Long term	Rupees in '000	
Habib Bank Limited	VIS	A1+	AAA	48,654	41,496
Soneri Bank Limited	PACRA	A1+	AA-	26,589	24,118
Meezan Bank Limited	VIS	A1+	AAA	7,399	15,331
Bank Alfalah Limited	PACRA	A1+	AAA	694	5,215
Al Baraka Bank (Pakistan) Limited	VIS	A1	A+	49,017	4,928
Bank Makramah Limited (Formerly: Summit Bank Limited)	VIS	A3	BBB-	1,296	1,296
National Bank of Pakistan	VIS	A1+	AAA	981	699
Habib Metropolitan Bank Limited	PACRA	A1+	AA+	608	617
Dubai Islamic Bank (Pakistan) Limited	VIS	A1+	AA	601	601
Standard Chartered Bank (Pakistan) Limited	PACRA	A1+	AAA	-	538
BankIslami (Pakistan) Limited	PACRA	A1	AA-	500	-
Central Depository Company				879	908
				<u>137,218</u>	<u>95,747</u>

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulties in meeting obligations associated with financial liabilities. Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

The Company's liquidity management involves projecting cash flows and considering the level of liquid assets necessary to meet these monitoring statement of financial position liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans. The following are the contractual maturities of financial liabilities, including interest payments and excluding the impact of netting agreements:

	Carrying amount	Contractual cash flows	2024 Six months or less	Six to twelve months	One to five years
Rupees in '000					
Financial liabilities					
Lease liability	3,128	(3,128)	(3,128)	-	-
Short-term borrowings	19,267	(19,267)	(19,267)	-	-
Trade and other payables	1,124,495	(1,124,495)	(1,124,495)	-	-
Unclaimed dividend	7,105	(7,105)	(7,105)	-	-
Unpaid dividend	14,152	(14,152)	(14,152)	-	-
	1,168,147	(1,168,147)	(1,168,147)	-	-
	Carrying amount	Contractual cash flows	2023 Six months or less	Six to twelve months	One to five years
Rupees in '000					
Financial liabilities					
Lease liability	7,080	(7,638)	(2,152)	(2,255)	(3,231)
Short-term borrowings	290,565	(290,565)	(290,565)	-	-
Trade and other payables	1,090,600	(1,090,600)	(1,090,600)	-	-
Unclaimed dividend	7,107	(7,107)	(7,107)	-	-
Unpaid dividend	14,192	(14,192)	(14,192)	-	-
	1,409,544	(1,410,102)	(1,404,616)	(2,255)	(3,231)

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

(d) 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 in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

As at June 30, 2024, all financial assets and financial liabilities are carried at amortised cost.

The carrying value of all financial assets and liabilities reflected in these financial statements approximate their fair values. The Company classifies 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.

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the transfer has occurred.

The Company's policy for determining when transfers between levels in the hierarchy have occurred includes monitoring of the following factors:

- changes in market and trading activity (e.g. significant increases / decreases in activity).
- changes in inputs used in valuation techniques (e.g. inputs becoming / ceasing to be observable in the market).

There were no financial instruments classifiable under level 1, 2 or 3 of the fair value hierarchy during the year. However, determination of fair value of investment properties for disclosure purposes has been made under level 2.

32.3 Capital Risk Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefit for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Company finances its operations through equity, borrowings and management of working capital with a view to maintaining an appropriate mix between various sources of finance. Further, at the end of the year the company did not have any net debt financing.

32.4 Reconciliation of movement of liabilities to cash flows arising from financing activities

	2024			Total
	Short term borrowings used for cash management	Long term loan	Unappropriated profit	
----- Rupees in '000 -----				
Balance as at July 1, 2023	290,565	-	1,273,568	1,564,133
Changes from financing cash flows				
Repayments - net	(271,298)	-	-	(271,298)
Total changes from financing activities	(271,298)	-	-	(271,298)
Total equity related other changes	-	-	(135,237)	(135,237)
Balance as at June 30, 2024	19,267	-	1,138,331	1,157,598

	2023			
	Short term borrowings used for cash management	Long term loan	Unappropriated profit	Total
----- Rupees in '000 -----				
Balance as at July 1, 2022	247,139	9,729	1,094,415	1,351,283
Changes from financing cash flows				
Repayment of long term loan	-	(9,830)	-	(9,830)
Disbursements	43,426	-	-	43,426
Total changes from financing activities	43,426	(9,830)	-	33,596
Other changes - interest cost				
Interest expense	-	101	-	101
Total loan related other changes	-	101	-	101
Total equity related other changes	-	-	179,153	179,153
Balance as at June 30, 2023	290,565	-	1,273,568	1,564,133

33. RELATED PARTY TRANSACTIONS

Nature of relationship	Nature of transaction	2024	2023
		----- Rupees in '000 -----	
i. Ultimate parent			
International Brands (Private) Limited	- Corporate service charges	21,000	21,000
	- Dividend paid	-	208
	- SAP maintenance fee	518	1,139
	- Bonus shares issued in the ratio of 20 shares for every 100 shares held - note 33.3	-	-
		-	-
ii. Holding company			
The Searle Company Limited	- Dividend paid	-	46,810
	- Purchase of goods	282,475	473,611
	- Reimbursement of expenses	244,293	46,915
	- Utilities	4,862	4,015
	- Rent expense	4,407	3,974
	- Sale of goods	230,938	2,428
	- Bonus shares issued in the ratio of 20 shares for every 100 shares held - note 33.3	-	-

Nature of relationship	Nature of transaction	2024	2023
		----- Rupees in '000 -----	
iii. Associated companies			
IBL Operations (Private) Limited	- Sale of goods	1,120,444	1,859,215
	- Shared costs	17,920	11,200
	- Reimbursement of Expenses	7,633	-
United Brands Limited	- Sale of goods	45,341	52,443
Searle Pakistan Limited	- Sale of goods	-	200
	- Purchase of goods	29,175	28,412
	- Reimbursement of Expenses	1,822	-
Searle Biosciences (Private) Limited	- Purchase of goods	-	1,403
IBL Logistics (Private) Limited	- Cartage and freight charges	5,586	23,313
United Retail (Private) Limited	- Rental income	2,830	1,161
	- Other income	-	1,603
	- Sale of goods	-	41
Universal Retails (Private) Limited	- Rental income	2,828	1,265
iv. Other related parties			
Employees' Provident Fund Key Management Personnel *	- Contribution paid	9,355	9,125
	- Salaries and other employee benefits	67,455	73,938
	- Director's fee and conveyance	2,655	2,765
	- Sale of goods	48	66
	- Bonus shares issued in the ratio of 20 shares for every 100 shares held	-	-

* Key management personnel include CEO, CFO and Heads of Departments.

33.1 The status of outstanding balances with related parties as at June 30, 2024 is included in the respective notes to the financial statements. These are settled in the ordinary course of business.

33.2 These transactions are carried out at mutually agreed rates.

33.3 Following are the related parties with whom the Company had entered into transactions or have arrangement / agreement in place.

S.No	Company	Basis of Association	Aggregate % of shareholding
1	The Searle Company Limited	Holding Company	70.92%
2	International Brands (Private) Limited	Ultimate Parent	35.64%*
3	IBL Operations (Private) Limited	Associated company	N/A
4	United Brands Limited	Associated company	N/A
5	Searle Pakistan Limited	Associated company	N/A
6	Searle Biosciences (Private) Limited	Associated company	N/A
7	IBL Logistics (Private) Limited	Associated company	N/A
8	United Retail (Private) Limited	Common Directorship	N/A
9	Universal Retails (Private) Limited	Common Directorship	N/A

* Direct holding of International Brands (Private) Limited is 0.32%.

34. REMUNERATION OF THE CHIEF EXECUTIVE AND EXECUTIVES

	2024	2023	2024	2023
	Chief Executive Officer		Executive	
	----- Rupees in '000 -----			
Managerial remuneration	11,429	10,873	49,930	59,624
Bonus and incentives	3,847	3,706	11,336	16,665
Leave fare assistance and leave encashment	-	-	2,778	1,450
Company's contribution to the Provident fund	937	866	3,492	4,095
Housing and utilities	5,155	4,763	20,105	23,113
	<u>21,368</u>	<u>20,208</u>	<u>87,641</u>	<u>104,947</u>
Number of persons	<u>1</u>	<u>1</u>	<u>13</u>	<u>14</u>

34.1 In addition to above, fee to seven non-executive directors for attending Board of Directors meetings held during the year amounted to Rs. 0.50 million (2023: Rs. 0.97 million).

35. NUMBER OF EMPLOYEES

	2024	2023
Number of employees at June 30, 2024	<u>292</u>	<u>311</u>
Average number of employees during the year	<u>304</u>	<u>296</u>

36. SUBSEQUENT EVENT

The Board of Directors in their meeting held on October 03, 2024 issued Nil bonus shares for every Nil shares (2023: 20 bonus shares for every 100 shares) subject to approval of members at the forthcoming annual general meeting. This would be recognised in the Company's financial statements in the year in which such distribution is approved.

37. DATE OF AUTHORISATION FOR ISSUE

These financial statements were approved and authorised for issue by the Board of Directors of the Company on October 03, 2024.



Chief Executive



Director



Chief Financial Officer

Proxy Form

The Secretary
IBL HealthCare Limited
2nd Floor, One IBL Centre, Block 7&8, DMCHS
Tipu Sultan Road, Off: Shahrah-e-Faisal, Karachi

I/We _____ son/daughter/wife/husband of _____,
Shareholder of IBL HealthCare Limited, holding _____ ordinary shares hereby
appoint _____ who is my _____ [state
relationship (if any) with the proxy; required by Government Regulations] and the son /
daughter/wife/husband of _____, (holding _____ ordinary
shares in the company under folio no. _____) [required by Government] as my /
our proxy, to attend and vote for me /us and on my/our behalf at the Annual General Meeting
of the Company to be held on October 28, 2024 and/or any adjournment thereof.

Signed this _____ day of _____ 2024.

Witness:

1. _____

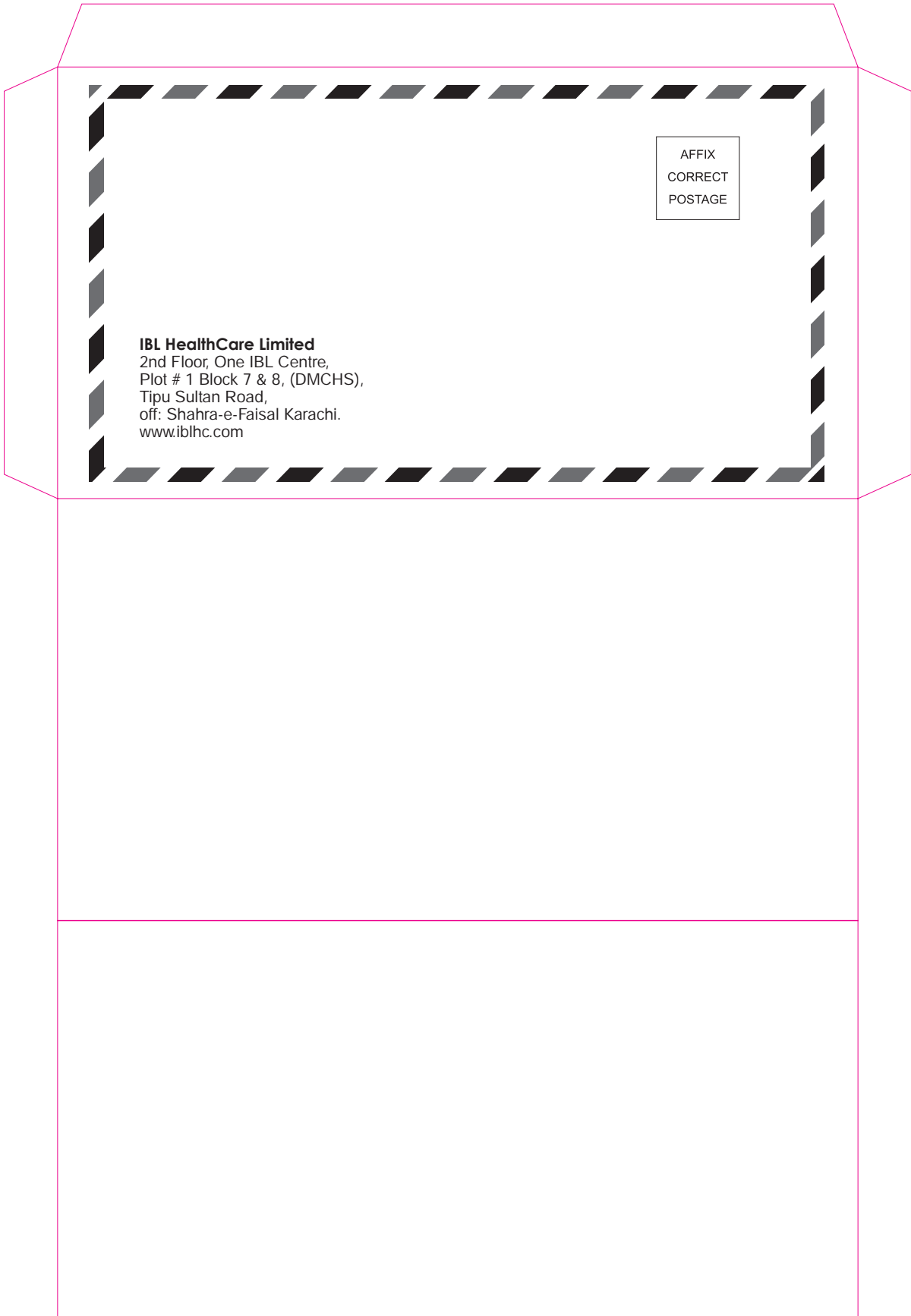
2. _____

Rs. 5/-
Revenue
Stamp

Signature of Member(s)
Shareholders Folio No. _____ and / or
CDC Participation I.D. No. _____

Note:

1. The member is requested:
 - I. To affix revenue stamp of Rs.5/- at the place indicated above.
 - II. To sign across the revenue stamp in the same style of signature as is registered with the company
 - III. To write down their folio number.
2. In order to be valid, this proxy must be received at the registered office of the company at least 48 hours before the time fixed for the meeting, duly completed in all respects.
3. CDC shareholders or their proxies should bring their original CNIC or Passport along with the Participant's ID Number and their Account Number to facilitate their identification. Detailed procedure is given in the notes to the notice of AGM.



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off: Shakra-e-Faisal Karachi.
www.iblhc.com

پراکسی فارم

دی سیکریٹری
آئی بی ایل ہیلتھ کیئر لمیٹڈ
دوسری منزل، ون آئی بی ایل سینٹر، پلاٹ نمبر 1،
بلاک 7 اور 8، ٹیپو سلطان روڈ، آف شاہراہ فیصل، کراچی

میں/ہم _____ پسر/دختر/زوجہ/خاوند بابت _____ شیئرز ہولڈرز آئی بی ایل ہیلتھ کیئر لمیٹڈ
حالیہ _____ عمومی شیئرز بذریعہ ہذا _____ کو مقرر کر رہے ہیں جو میرے
(رشتہ بیان کریں) (اگر کوئی ہے) پراکسی ہیں، جیسا کہ حکومتی ضوابط کے تحت ضروری ہے، اور پسر/دختر/زوجہ/خاوند
بابت _____ حالیہ _____ کمپنی کے عمومی شیئرز فولیو نمبر _____ کے تحت
(حکومت کی جانب سے لازمی، اگر پراکسی کمپنی کا شیئرز ہولڈر نہیں ہے) بطور میرے/ہمارے پراکسی میری/ہماری اور میرے/ہمارے جانب سے کمپنی کے
سالانہ اجلاس عام منعقدہ 28 اکتوبر 2023ء یا کسی زیر التوا تاریخ پر ہونے والے اجلاس میں میری/ہماری جانب سے شرکت کریں گے اور ووٹ کا حق
استعمال کریں گے۔

دستخط شدہ بتاریخ _____ دن _____ 2023ء

گواہ نمبر 1:

(دستخط کمپنی کے پاس رجسٹرڈ نمونہ دستخط
کے مطابق ہونے چاہیں)

5/- روپے مالیت کے ریونیو
اسٹیپ پر دستخط کریں

ممبر (ممبرز) کے دستخط

دستخط:

نام:

سی این آئی سی نمبر:

پتہ:

گواہ نمبر 2:

دستخط:

نام:

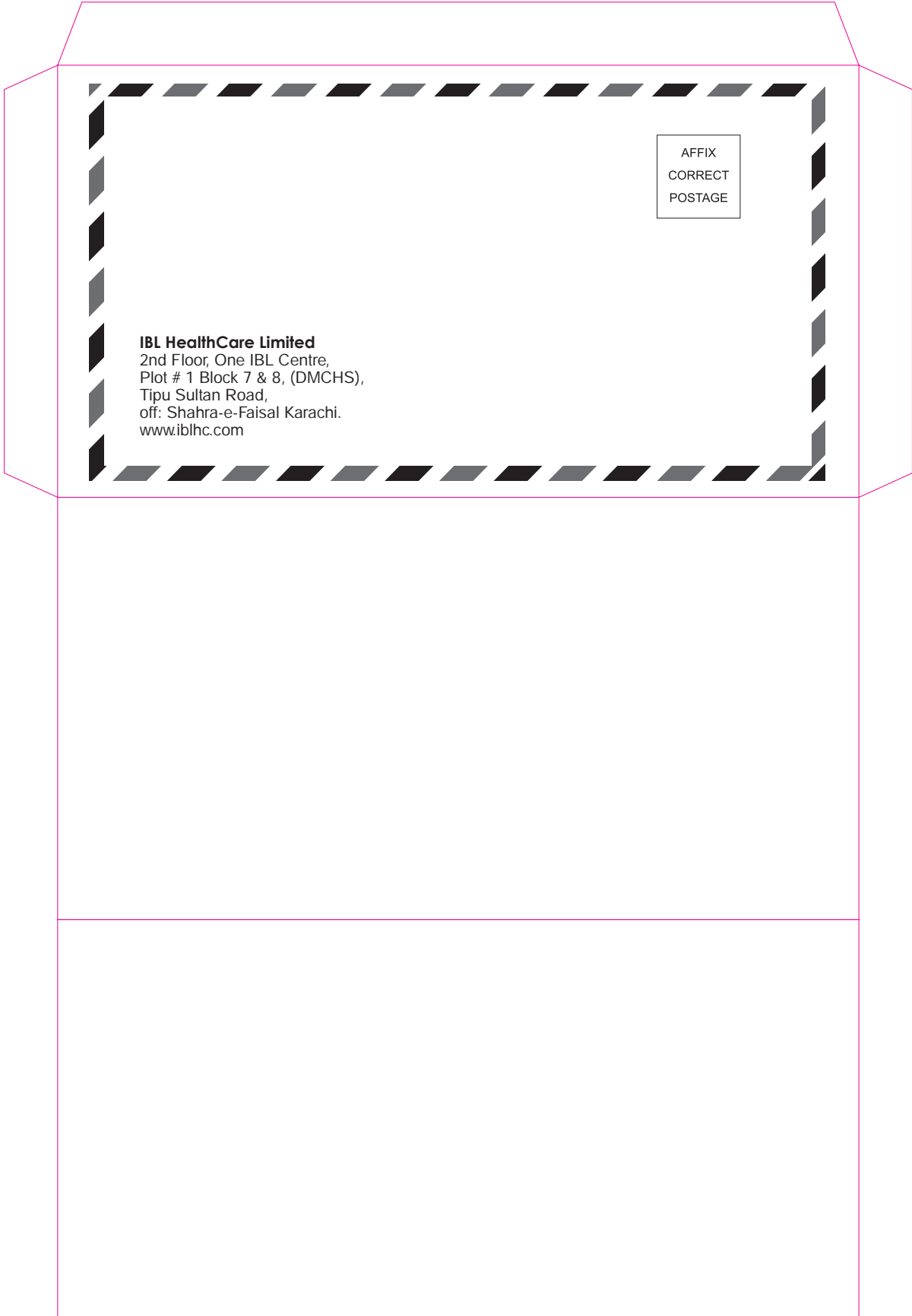
سی این آئی سی نمبر:

پتہ:

شیئرز ہولڈرز کا فولیو نمبر: _____
اور/یا سی ڈی سی پارٹیشن آئی ڈی نمبر: _____
اور ڈی اے کاؤنٹ نمبر: _____
شیئرز ہولڈرز کا سی این آئی سی نمبر: _____

نوٹ:

- ممبر سے درخواست ہے کہ:
 - مذکورہ بالا نشان زدہ جگہ پر 5/- روپے مالیت کا ریونیو اسٹیپ چسپاں کریں۔
 - ریونیو اسٹیپ پر اسی انداز میں دستخط کریں جیسا کہ کمپنی کے پاس رجسٹرڈ ہیں۔
 - اپنا فولیو نمبر نیچے درج کریں۔
 - اپنے کارڈ یا کمپیوٹرائزڈ قومی شناختی کارڈ/ پاسپورٹ/ بورڈ کی قرارداد اور پراکسی کے سی این آئی سی کی کاپی پراکسی فارم کے ساتھ منسلک کر کے جمع کرائیں۔
- کارڈ ہونے کے لئے یہ ضروری ہے کہ یہ پراکسی کمپنی کے رجسٹرڈ آفس میں اجلاس کے لئے مقررہ وقت سے کم از کم 28 گھنٹے قبل ہر طرح سے مکمل صورت میں جمع کرائے جائیں۔
- سی ڈی ایس شیئرز ہولڈرز یا ان کے پراکسی اپنے اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ مع پارٹیشن آئی ڈی نمبر اور ان کے اکاؤنٹ نمبر اپنی شناخت میں سہولت کے لئے ہمراہ لائیں مفصل طریقہ کار غیر معمولی اجلاس عام کے نوٹ میں درج ہے۔



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