



TRG PAKISTAN
LIMITED

THIRD QUARTERLY REPORT MARCH 2025



Vision

To be the global leader in providing business process outsourcing services.

Mission

We aim to be the most efficient provider of business process outsourcing services by setting the industry standards for cost and quality of services.

We will grow through acquisition of other business process outsourcing companies that can benefit from our expertise, as well as through organic growth resulting from the strength of our franchise. Our long term success will be driven by our relentless focus on recruiting and developing the most talented pool of human capital in our industry.



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Corporate Information

Board of Directors

Mohammedulla Khan Khaishgi
Chairman

Hasnain Aslam
CEO

Patrick McGinnis

Ahmad Zuberi

John Leone

Mustafa Kirdar

Marlene Peller

Suleman Lalani

Asad Nasir

Abid Hussain

Audit Committee

Mustafa Kirdar - Chairman
Mohammedulla Khan Khaishgi
John Leone

HR Recruitment & Remuneration Committee

Marlene Peller - Chairperson
Hasnain Aslam
John Leone

Chief Financial Officer

Rahat Lateef

Company Secretary

Zeeshan Ul Haq

Legal Advisor

Lexium - Attorneys at Law

Auditors

KPMG Taseer Hadi & Co.
Chartered Accountants

Shares Registrar

THK Associates (Pvt.) Ltd.
Share Department,
Plot No. 32-C, Jami Commercial
Street 2, D.H.A. Phase VII,
Karachi-75500, Pakistan.
Phone: +92 (021) 111-000-322
FAX: +92 (021) 34168271

Registered Office

24th Floor, Sky Tower West Wing,
Dolmen, HC-3, Block-4,
Marine Drive, Clifton,
Karachi-75600, Pakistan.
UAN: (021) 111-874-874
Fax: (021) 35184042

Report of the Directors

For the Nine months period ended March 31, 2025

Your Directors are pleased to present the condensed interim financial information of TRG Pakistan Limited (the "Company") for the nine-month period ended March 31, 2025.

Key Developments:

Our portfolio company Ibex, in which we have a 12% indirect stake subsequent to the monetization by our affiliate The Resource Group International Limited ("TRGIL") of two-thirds of its stake in Ibex in November 2024, has accelerated its return to growth. In the second quarter of fiscal year 2025, it continued to increase market share among its existing base clients as well as continued its winning of new logos as a result of investments in its commercial capabilities. While industry headwinds lessened in 2024 as a result of improving economic conditions compared to 2023, the industry could be affected anew by renewed uncertainty due to the possible impact upon client demand by a global trade war. Ibex has continued to invest in automation and generative AI tools to complement its business model with technology-led solutions.

Our indirect portfolio company that provides Artificial Intelligence Enterprise Software (the "AI Software Business" or the "Business") successfully completed in December 2024 its financial restructuring and recapitalization transaction with its senior lenders, who are the controlling shareholders of the post-restructuring entity. The Company continues to be a significant shareholder in the business through its affiliate TRGIL, which received new common shares in the recapitalized business as well as additional equity in the form of convertible debt that it subscribed to as part of the restructuring. With a restructured balance sheet, the Business is focused on investing in and developing new products, reflecting the evolution of the customer experience industry in recent years and the increasing relevance of artificial intelligence, particularly generative AI.

TRG Pakistan Limited Financial Review:

The most significant item on our balance sheet is the value of the Company's share in its associate TRGIL, its sole operating asset. As of March 31, 2025, the value of such share in TRGIL is Rupees 46.1 billion, compared to Rupees 40.5 billion on June 30, 2024 and Rupees 46.0 billion on December 31, 2024 representing an increase of Rupees 5.6 billion and Rupees 0.1 billion respectively. This increase is due to a net profit earned by TRGIL during the financial period, due to reasons explained in the ensuing paragraph. In addition to the Company's stake in TRGIL, it also has other assets of Rupees 0.03 billion and liabilities of Rupees 8.6 billion (primarily relating to deferred taxes), resulting in net assets of Rupees 37.5 billion.

Our income statement is primarily driven by the changes in value of our share in TRGIL. Our share of the net profit in our equity accounted investee, TRGIL, was Rupees 5.3 billion. This is primarily due to the mark-to-market gain booked on Ibex shares held by TRGIL and also on account of gain in the shares held by Greentree Holdings Limited. The Company recognized interest income of Rupees 1.7 million in its income statement, whereas it incurred expenses of Rupees 456.4 million. Deferred tax amounting to Rupees 0.8 billion was booked during the period. Consequently, the Company posted an overall net profit of Rupees 4.0 billion for the nine-month period ended March 31, 2025.

On a quarterly basis, for the quarter ended March 31, 2025, our net loss was Rupees 0.3 billion compared to net loss of Rupees 6.1 billion in the corresponding quarter last year.

Earnings per share

The earnings per share of the Company was Rupees 7.36 for the nine months period ended March 31, 2025, and the loss per share was Rupees 0.55 for the three months period ended March 31, 2025.

Outlook

We remain focused on enhancing the value of our remaining portfolio assets and then monetizing them in due course to maximize value and liquidity to shareholders of the Company.

Shareholder Acknowledgment

Your Directors close this report by thanking you of your continued confidence in the Company, and for the opportunity to serve you as your fiduciaries in the management of your Company.

For and on Behalf of the Board of Directors



Mohammedulla Khan Khaishgi
Chairman

Karachi
April 29, 2025



Hasnain Aslam
Chief Executive

فی حصص آمدنی:

کمپنی کی فی حصص آمدنی ۳۱ مارچ ۲۰۲۵ کو ختم ہونے والی نو ماہ کی مدت کے لیے ۷.۳۶ روپے فی حصص رہی، جبکہ ۳۱ مارچ ۲۰۲۵ کو ختم ہونے والی تین ماہ کی مدت کے لیے ۰.۵۵ روپے فی حصص ریکارڈ کی گئی۔

نقطہ نظر:

ہم اپنے باقی ماندہ پورٹ فولیو اثاثوں کی قدر میں اضافے پر توجہ مرکوز رکھے ہوئے ہیں اور مناسب وقت پر انہیں مونیٹائز کرنے کے لیے کوشاں ہیں، تاکہ کمپنی کے شیئر ہولڈرز کے لیے زیادہ سے زیادہ قدر اور لیکویڈیٹی کو یقینی بنایا جاسکے۔

اظہار تشکر:

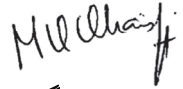
اس رپورٹ کے اختتام پر ڈائریکٹرز آپ کے مستقل اعتماد اور کمپنی کی انتظامیہ کو امین کے طور پر خدمات کا موقع دینے پر آپ کے تہہ دل سے مشکور ہیں۔

بورڈ آف ڈائریکٹرز کی جانب سے



حسین اسلم

چیف ایگزیکٹو



محمد اللہ خان خٹنگی

چیرمین

کراچی

تاریخ: ۲۹ اپریل ۲۰۲۵

ٹی آر جی پاکستان لمیٹڈ مالیاتی جائزہ:

ہمارے بیلنس شیٹ پر سب سے اہم آئٹم کمپنی کی اپنی ایسوسی ایٹ ٹی آر جی آئی ایل میں حصے کی قدر ہے، جو کہ اس کی واحد آپریٹنگ اثاثہ ہے۔ ۳۱ مارچ، ۲۰۲۵ تک ٹی آر جی آئی ایل میں اس حصے کی مالیت روپے ۴۶۰.۱ ارب ہے، جو کہ ۳۰ جون، ۲۰۲۴ کو روپے ۴۰۰.۵ ارب اور ۳۱ دسمبر، ۲۰۲۴ کو روپے ۴۶۰.۰ ارب تھی، یوں بالترتیب روپے ۵.۶ ارب اور روپے ۰.۱ ارب کا اضافہ ظاہر ہوتا ہے۔ یہ اضافہ مالیاتی مدت کے دوران ٹی آر جی آئی ایل کی حاصل کردہ خالص آمدنی کی وجہ سے ہے، جس کی تفصیل اگلے پیرا گراف میں دی گئی ہے۔ کمپنی کی ٹی آر جی آئی ایل میں حصے داری کے علاوہ، اس کے دیگر اثاثے روپے ۰.۰۳ ارب کے ہیں اور واجبات روپے ۸.۶ ارب (جو زیادہ تر موخر شدہ ٹیکس سے متعلق ہیں)، جس کے نتیجے میں خالص اثاثے روپے ۳۷.۵ ارب بنتے ہیں۔

ہماری آمدنی کا بیان بنیادی طور پر ٹی آر جی آئی ایل میں ہماری حصے داری کی قدر میں ہونے والی تبدیلیوں پر مبنی ہے۔ ٹی آر جی آئی ایل، جو کہ ہماری ایکویٹی اکاؤنٹڈ سرمایہ کاری ہے، میں ہمارا خالص منافع کا حصہ روپے ۵.۰۳ ارب رہا۔ یہ زیادہ تر ٹی آر جی آئی ایل کی ملکیت میں موجود آئیٹیکس کے شیئرز پر بک کیے گئے مارک ٹو مارکیٹ منافع اور گرین ٹری ہولڈنگز لمیٹڈ کی ملکیت میں شیئرز کے منافع کی وجہ سے ہے۔ کمپنی نے اپنے آمدنی کے بیان میں روپے ۱۰.۷ ملین بطور سودی آمدنی تسلیم کی، جبکہ روپے ۴۵۶.۴ ملین کے اخراجات برداشت کیے۔ اس مدت کے دوران روپے ۰.۸ ارب کا موخر شدہ ٹیکس بھی ریکارڈ کیا گیا۔ نتیجتاً، کمپنی نے ۳۱ مارچ، ۲۰۲۵ کو ختم ہونے والی نو ماہ کی مدت کے لیے مجموعی طور پر روپے ۴.۰ ارب کا خالص منافع حاصل کیا۔

تین ماہ کی بنیاد پر، ۳۱ مارچ، ۲۰۲۵ کو ختم ہونے والی سہ ماہی کے لیے ہمارا خالص نقصان روپے ۰.۳ ارب رہا، جبکہ گزشتہ سال کی اسی سہ ماہی میں خالص نقصان روپے ۱-۶ ارب تھا۔

ڈائریکٹرز کی رپورٹ

نومہ کی مدت کے لیے جو ۳۱ مارچ ۲۰۲۵ کو ختم ہوئی

آپ کے ڈائریکٹرز ۳۱ مارچ ۲۰۲۵ کو ختم ہونے والی نومہ کی مدت کے لیے ٹی آر جی پاکستان لمیٹڈ ("کمپنی") کی مختصر عبوری مالیاتی معلومات انتہائی مسرت کے ساتھ پیش کر رہے ہیں۔

اہم پیشرفت:

ہماری پورٹ فولیو کمپنی آئیٹیکس، جس میں ہمارے پاس بالواسطہ طور پر ۱۲% حصہ داری ہے یہ حصہ داری اس وقت بنی جب نومبر ۲۰۲۲ میں ہمارے الحاق شدہ ادارے دی ریسورس گروپ انٹرنیشنل لمیٹڈ ("ٹی آر جی آئی ایل") نے آئیٹیکس میں اپنے دو تہائی حصص کو نقد میں تبدیل کیا اور اپنی ترقی کی رفتار کو دوبارہ تیز کیا ہے۔ مالی سال ۲۰۲۵ کی دوسری سہ ماہی میں، کمپنی نے اپنے موجودہ کلائنٹس کے درمیان مارکیٹ شیئر میں اضافہ جاری رکھا، ساتھ ہی ساتھ اپنی تجارتی صلاحیتوں میں سرمایہ کاری کے نتیجے میں نئے کلائنٹس بھی حاصل کیے۔ اگرچہ ۲۰۲۲ میں معاشی حالات میں بہتری کی وجہ سے ۲۰۲۳ کے مقابلے میں انڈسٹری کو درپیش مشکلات میں کمی آئی، تاہم ایک عالمی تجارتی جنگ کے ممکنہ اثرات کے باعث کلائنٹس کی طلب پر پڑنے والے اثرات کے سبب انڈسٹری دوبارہ غیر یقینی صورتحال کا شکار ہو سکتی ہے۔ آئیٹیکس نے اپنی کاروباری حکمت عملی کو ٹیکنالوجی پر مبنی حلوں کے ساتھ ہم آہنگ کرنے کے لیے خود کاری (آٹومیشن) اور جزیٹو اے آئی ٹولز میں سرمایہ کاری جاری رکھی ہے۔

ہماری بالواسطہ پورٹ فولیو کمپنی، جو مصنوعی ذہانت پر مبنی انٹرپرائز سافٹ ویئر فراہم کرتی ہے ("اے آئی سافٹ ویئر برنس" یا "برنس")، نے دسمبر ۲۰۲۲ میں اپنے سینئر قرض دہندگان کے ساتھ کامیابی سے مالیاتی تنظیم نو اور دوبارہ سرمایہ کاری کا عمل مکمل کیا۔ یہ قرض دہندگان تنظیم نو کے بعد کی ہستی کے کنٹرولنگ شیئر ہولڈرز بن گئے ہیں۔ کمپنی، اپنے الحاق شدہ ادارے ٹی آر جی آئی ایل کے ذریعے، برنس میں ایک نمایاں شیئر ہولڈر بنی ہوئی ہے۔ ٹی آر جی آئی ایل نے تنظیم نو کے حصے کے طور پر برنس میں نئے عام حصص حاصل کیے، ساتھ ہی قابل تبدیل قرض کی صورت میں اضافی ایکویٹی بھی حاصل کی۔ تنظیم نو کے بعد بہتر مالیاتی ڈھانچے کے ساتھ، برنس اب نئے پروڈکٹس میں سرمایہ کاری اور ان کی ترقی پر توجہ مرکوز کیے ہوئے ہے۔ یہ حکمت عملی حالیہ برسوں میں کسٹمر ایکسپیریننس انڈسٹری کی پیش رفت اور مصنوعی ذہانت، خاص طور پر جزیٹو اے آئی، کی بڑھتی ہوئی اہمیت کی عکاسی کرتی ہے۔



TRG PAKISTAN
LIMITED

Condensed Interim Financial Statements

For the Nine months period ended

March 31, 2025

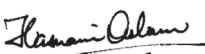
THIRD QUARTERLY REPORT
MARCH 2025

Condensed Interim Statement of Financial Position

As at March 31, 2025

| | | March 31, 2025 (Unaudited) | June 30, 2024 (Audited) |
|--|------|----------------------------------|-------------------------------|
| | Note | ----- (Rupees in '000) ----- | |
| ASSETS | | | |
| Non-current assets | | | |
| Operating fixed assets | | 774 | 1,292 |
| Long term investment | 4 | 46,095,268 | 40,544,488 |
| Long term deposit | | 75 | 75 |
| | | 46,096,117 | 40,545,855 |
| Current assets | | | |
| Accrued interest | | 558 | 235 |
| Prepayment | | 1,596 | 887 |
| Taxation - net | | 4,543 | 3,399 |
| Cash and bank balances | 5 | 28,915 | 31,654 |
| | | 35,612 | 36,175 |
| Total assets | | 46,131,729 | 40,582,030 |
| EQUITY AND LIABILITIES | | | |
| Share capital and reserves | | | |
| Authorized share capital | 6 | 7,330,000 | 7,330,000 |
| <i>Share capital</i> | | | |
| Issued, subscribed and paid-up capital | 6 | 5,453,907 | 5,453,907 |
| <i>Revenue reserves</i> | | | |
| Foreign currency translation reserve | | 28,374,800 | 28,127,185 |
| Unappropriated profit / (loss) | | 3,719,585 | (295,075) |
| | | 37,548,292 | 33,286,017 |
| Non-current liabilities | | | |
| Deferred tax liabilities - net | | 7,576,670 | 6,744,053 |
| Current liabilities | | | |
| Payable to related parties | 7 | 969,547 | 520,106 |
| Accrued and other liabilities | | 22,150 | 16,284 |
| Unclaimed dividend | | 14,709 | 15,259 |
| Payable to provident fund | | 361 | 311 |
| | | 1,006,767 | 551,960 |
| Total equity and liabilities | | 46,131,729 | 40,582,030 |
| Contingencies and commitments | | | |
| | 8 | | |

The annexed notes 1 to 14 form an integral part of these condensed interim financial statements.



Chief Executive Officer



Chief Financial Officer



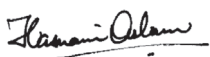
Director

Condensed Interim Statement of Profit or Loss and Other Comprehensive Income (Un-audited)

For the Nine months period ended March 31, 2025

| | | Nine months period ended | | Three months period ended | |
|--|-----|------------------------------|---------------------|---------------------------|--------------------|
| | | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Note | | ----- (Rupees in '000) ----- | | | |
| Interest Income | 9 | 1,694 | 1,840 | 558 | 520 |
| Administrative and other expenses | | (456,429) | (198,807) | (173,991) | (63,695) |
| Operating loss | | (454,735) | (196,967) | (173,433) | (63,175) |
| Share of profit / (loss) in equity accounted investee | 4.2 | 5,259,468 | (19,448,192) | (148,609) | (7,136,639) |
| Profit / (Loss) before taxation | | 4,804,733 | (19,645,159) | (322,042) | (7,199,814) |
| Taxation | | (790,073) | 2,917,229 | 22,291 | 1,070,496 |
| Profit / (Loss) after taxation | | 4,014,660 | (16,727,930) | (299,751) | (6,129,318) |
| Other comprehensive income | | | | | |
| <i>Items that may be reclassified to statement of profit or loss in subsequent periods</i> | | | | | |
| Effect of translation of net investment in foreign associate - net of tax | | 247,615 | (1,580,098) | 238,000 | (704,529) |
| Total comprehensive income / (loss) | | 4,262,275 | (18,308,028) | (61,751) | (6,833,847) |
| ----- (Rupees) ----- | | | | | |
| Earnings / (Loss) per share - basic and diluted | | 7.36 | (30.67) | (0.55) | (11.24) |

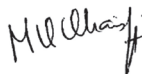
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Chief Executive Officer



Chief Financial Officer



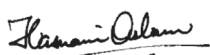
Director

Condensed Interim Statement of Changes in Equity

For the Nine months period ended March 31, 2025

| | Issued, subscribed and paid-up capital | Revenue Reserves | | Total |
|---|---|---|--------------------------|--------------|
| | | Foreign currency translation reserve | Unappropriated profit | |
| | (Rupees in '000) | | | |
| Balance as at July 1, 2023 - audited | 5,453,907 | 29,492,506 | 30,553,025 | 65,499,438 |
| Total comprehensive income for the period ended March 31, 2024 | | | | |
| Loss for the period | - | - | (16,727,930) | (16,727,930) |
| Other comprehensive income | | | | |
| Foreign currency translation difference - net of tax | - | (1,580,098) | - | (1,580,098) |
| | - | (1,580,098) | (16,727,930) | (18,308,028) |
| Balance as at March 31, 2024 - unaudited | 5,453,907 | 27,912,408 | 13,825,095 | 47,191,410 |
| Balance as at June 30, 2024 - audited | 5,453,907 | 28,127,185 | (295,075) | 33,286,017 |
| Total comprehensive income for the period ended March 31, 2025 | | | | |
| Profit for the period | - | - | 4,014,660 | 4,014,660 |
| Other comprehensive income | | | | |
| Foreign currency translation difference - net of tax | - | 247,615 | - | 247,615 |
| | - | 247,615 | 4,014,660 | 4,262,275 |
| Balance as at March 31, 2025 - unaudited | 5,453,907 | 28,374,800 | 3,719,585 | 37,548,292 |

The annexed notes 1 to 14 form an integral part of these condensed interim financial statements.



Chief Executive Officer



Chief Financial Officer



Director

Condensed Interim Statement of Cash Flows (Un-audited)

For the Nine months period ended March 31, 2025

| | | March 31, 2025 | March 31, 2024 |
|---|------|------------------------------|-------------------|
| | Note | ----- (Rupees in '000) ----- | |
| CASH FLOW FROM OPERATING ACTIVITIES | | | |
| Net cash generated from operations | 10 | (1,264) | 3,016 |
| Interest income received | | 1,372 | 1,802 |
| Income tax paid | | (2,297) | (270) |
| Net cash (used in) / generated from operating activities | | (2,189) | 4,548 |
| CASH FLOW FROM INVESTING ACTIVITIES | | | |
| Additions to fixed assets | | - | (546) |
| Net cash used in investing activities | | - | (546) |
| CASH FLOW FROM FINANCING ACTIVITIES | | | |
| Dividend paid | | (550) | (150) |
| Net cash used in financing activities | | (550) | (150) |
| Net (decrease) / increase in cash and cash equivalents during the period | | (2,739) | 3,852 |
| Cash and cash equivalents at the beginning of the period | | 31,654 | 22,347 |
| Cash and cash equivalents at end of the period | | 28,915 | 26,199 |

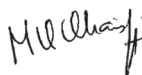
The annexed notes 1 to 14 form an integral part of these condensed interim financial statements.



Chief Executive Officer



Chief Financial Officer



Director

Notes to the Condensed Interim Financial Statements (Un-audited)

For the Nine months period ended March 31, 2025

1. LEGAL STATUS AND NATURE OF BUSINESS

- 1.1 TRG Pakistan Limited ("the Company") was incorporated in Pakistan as a public limited company on December 2, 2002 under the repealed Companies Ordinance, 1984 and is listed on the Pakistan Stock Exchange Limited. The registered office of the Company is situated at 24th Floor, Sky Tower, West Wing, Dolmen, HC-3, Block- 4, Marine Drive, Clifton, Karachi, Pakistan. On May 14, 2003 the Company obtained a license from the Securities and Exchange Commission of Pakistan ("SECP") to undertake venture capital investment as a Non-Banking Finance Company in accordance with the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (NBFC Rules). On January 18, 2012 the Company exited from NBFC regime and continues to operate as a listed company.
- 1.2 The principal activity of the Company, through its associate, The Resource Group International Limited (TRGIL) is to invest in a portfolio of investments primarily in the Technology and IT enabled services sectors.

2. BASIS OF PREPARATION

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

- International Accounting Standard (IAS) 34, Interim Financial Reporting, issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017; and
- Provisions of and directives issued under the Companies Act, 2017.

Where the provisions of and directives issued under the Companies Act, 2017 differ from the requirements of IAS 34, the provisions of and directives issued under the Companies Act, 2017 have been followed.

These condensed interim financial statements do not include all of the information required for full financial statements and should therefore be read in conjunction with the annual audited financial statements of the Company for the year ended June 30, 2024. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the last annual audited financial statements.

These condensed interim financial statements comprises the condensed interim statement of financial position as at March 31, 2025, condensed interim statement of profit or loss account and other comprehensive income, condensed interim statement of changes in equity, condensed interim statement of cash flows and notes thereto for the nine months period then ended.

The comparative condensed interim statement of financial position, presented in these condensed interim financial statements as at June 30, 2024 has been extracted from the annual audited financial statements of the Company for the year then ended, whereas the comparative condensed interim statement of profit or loss account and other comprehensive income, condensed interim statement of changes in equity and condensed interim statement of cash flows are extracted from the unaudited condensed interim financial statements for the nine months period ended March 31, 2024.

2.1 Judgments and estimates

The preparation of these condensed interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, income and expenses. Actual results may differ from these estimates.

The significant judgments made by management in applying accounting policies and the key sources of estimation and uncertainty were the same as those that were applied to annual audited financial statements of the Company for the year ended June 30, 2024.

2.2 Standards, interpretations of and amendments to the published accounting and reporting standards that are effective in the current period

There are certain new and amended standards, interpretations and amendments that are effective for annual periods beginning on or after July 01, 2024 but are considered not to be relevant or do not have any significant effect on the Company's operations and are therefore not detailed in these condensed interim financial statements.

2.3 Risk management

Risk management policies are consistent with those disclosed in the annual audited financial statements of the Company for the year ended June 30, 2024. With reference to the liquidity risk, a major portion of the Company's financial liabilities are obligations due to the Company's associate, TRGIL, whose 100% net assets are factually owned by the Company as at March 31, 2025. TRGIL has assured the Company that it will not demand payments of its payable in the next 12 months as it has sufficient liquidity to meet its financial obligations as they fall due, unless the Company's financial position permits and will provide sufficient funds support to the Company to operate smoothly.

2.4 Basis of measurement

These condensed interim financial statements have been prepared under going concern basis and under the historical cost convention except for the investments which are stated at fair value.

2.5 Functional and presentation currency

This condensed interim financial information is presented in Pakistani Rupees which is the Company's functional and presentation currency.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policies adopted for the preparation of these condensed interim financial statements are consistent with those followed in the preparation of the Company's annual audited financial statements for the year ended June 30, 2024. Further, accounting policies related to material class of accounts does not necessarily mean it is material.

4. LONG TERM INVESTMENT

| | Note | March 31, 2025 (Un-audited) ---- (Rupees in '000) ---- | June 30, 2024 (Audited) |
|--|-----------|---|-------------------------------|
| The Resource Group International Limited (TRGIL) | | | |
| Unquoted 60,450,000 (June 30, 2024: 60,450,000) | | | |
| Series B Preferred Shares | | | |
| - Equity accounted investee | 4.1 & 4.2 | 46,095,268 | 40,544,488 |
| | | <u>46,095,268</u> | <u>40,544,488</u> |

- 4.1 This represents investment in TRGIL, an associate incorporated in Bermuda having par value and additional paid up share capital of US\$0.01 and US\$ 0.99 per share respectively. The registered office of TRGIL is situated at Crawford House 50, Cedar Avenue, Hamilton HM 11, Bermuda. The Company holds 60,450,000 shares in TRGIL representing 68.8% of the total shares in issue (June 30, 2024: 68.8%), but with voting power of 45.3% (June 30, 2024: 45.3%). Furthermore, the Company does not control the composition of the board, i.e. it does not have the power to appoint majority of directors on TRGIL's board nor does it exercise or control more than fifty percent of TRGIL's voting power as per the contractual arrangements in place, thereby making TRGIL an associate. The percentage holding for share of associate accounting is calculated after taking into account the features of each class of shares and assets that have been earmarked for respective shareholders, which has resulted in 100% effective beneficial interest over its residual net assets after taking into account the interest accruing to other shareholders (June 30, 2024: 100%).

4.2 Reconciliation of carrying amount of investment

| | March 31, 2025 (Un-audited) ---- (Rupees in '000) ---- | Jun 30, 2024 (Audited) ---- (Rupees in '000) ---- |
|-----------------------------|---|--|
| Opening balance | 40,544,488 | 78,057,512 |
| Share of profit / (loss) | 5,259,468 | (35,906,764) |
| Exchange translation impact | 291,312 | (1,606,260) |
| Closing balance | 46,095,268 | 40,544,488 |

5. CASH AND BANK BALANCES

| | | |
|---------------------------------------|--------|--------|
| Balance with bank in | | |
| - Current accounts | 11,584 | 12,034 |
| - Current account - Shariah Compliant | 7,053 | 6,282 |
| - Savings account | 10,277 | 13,335 |
| | 28,914 | 31,651 |
| Cash in hand | 1 | 3 |
| | 28,915 | 31,654 |

6. SHARE CAPITAL

| | March 31, 2025 (Un-audited) | | June 30, 2024 (Audited) | |
|--|--------------------------------|---------------------|----------------------------|------------------|
| | Number of shares | (Rupees in '000) | Number of shares | (Rupees in '000) |
| Authorized share capital | | | | |
| - Ordinary class 'A' shares of Rs.10 each | 720,000,000 | 7,200,000 | 720,000,000 | 7,200,000 |
| - Ordinary class 'B' shares of Rs.10 each | 13,000,000 | 130,000 | 13,000,000 | 130,000 |
| | 733,000,000 | 7,330,000 | 733,000,000 | 7,330,000 |
| Issued, subscribed and paid-up capital | | | | |
| Ordinary class 'A' shares of Rs. 10 each | | | | |
| - allotted for consideration paid in cash | 535,765,687 | 5,357,657 | 535,765,687 | 5,357,657 |
| - allotted for consideration other than cash (note 6.1) | 9,624,978 | 96,250 | 9,624,978 | 96,250 |
| | 545,390,665 | 5,453,907 | 545,390,665 | 5,453,907 |

- 6.1 These shares were issued in exchange of 1,636,000 shares of The Resource Group International Limited of US\$1 each in 2003.

7. PAYABLE TO RELATED PARTIES

- 7.1 This includes payable to TRGIL, an associate of the Company, for funds advanced by TRGIL to the Company for meeting its day to day operational expenses. During the period, funds amounting to US\$ 0.738 million (2024: US\$ 0.46 million) equivalent to Rs.205.675 million (2024: Rs. 129.39 million) were advanced by TRGIL. Furthermore, expense incurred by TRGIL on behalf of the Company amounted to US\$ 0.849 million (2024: US\$ 0.26 million) equivalent to Rs. 236.450 million (2024: Rs. 75.64 million), whereas, foreign exchange loss recognised in respect of this foreign liability amounted to Rs. 5.71 million (2024: foreign exchange gain of Rs.11.02 million).
- 7.2 This also includes payable to TRG (Private) Limited, an associate of the Company, for shared administrative expenses incurred by TRG (Private) Limited on behalf of the Company amounting to Rs. 2.40 million (June 30, 2024: Rs. 0.798 million). During the period, an amount of Rs. 2.40 million (2024: Rs. 2.07 million) has been charged in this respect by the associated company.

8. CONTINGENCIES AND COMMITMENTS

- 8.1 There is no change in contingencies and commitments as reported in note 13 to the annual audited financial statements for the year ended June 30, 2024 other than the following:

During the period, deemed assessment for the tax year 2021 has amended by the Taxation Officer whereby deductions claimed were questioned and a tax demand of Rs. 9.38 million has been raised. Being aggrieved by the said order, the Company filed an appeal before the Commissioner Inland Revenue (Appeals) and paid 10% of the demanded income tax in order to restrict recovery proceedings. The appeal is currently pending and is yet to be heard. Based on the views of tax advisor of the Company, the management believes that the matter will ultimately be decided in Company's favour. Accordingly, no provision has been made in these condensed interim financial statements and 10% paid tax demand has been recorded as advance tax at period end.

9. INTEREST INCOME

This represents interest income earned on conventional bank deposit.

10. CASH FLOW FROM OPERATIONS

| | Note | March 31, 2025 ----- (Un-audited) ----- ----- (Rupees in '000) ----- | March 31, 2024 |
|---|------|---|-------------------|
| Net profit / (loss) before taxation | | 4,804,733 | (19,645,159) |
| Adjustments for: | | | |
| Depreciation | | 517 | 493 |
| Interest income on bank balances | | (1,694) | (1,840) |
| Share of (profit) / loss in equity accounted investee | | (5,259,468) | 19,448,192 |
| Effect on cash flows of working capital changes | 10.1 | 454,648 | 201,330 |
| | | (4,805,997) | 19,648,175 |
| | | (1,264) | 3,016 |

10.1 Working capital changes

Increase in current Assets:

| | | |
|-------------|-------|---------|
| Prepayments | (709) | (1,257) |
|-------------|-------|---------|

Increase in current liabilities:

| | | |
|-------------------------------|----------------|---------|
| Accrued and other liabilities | 5,916 | 9,731 |
| Payable to related parties | 449,441 | 192,856 |
| | 455,357 | 202,587 |
| | 454,648 | 201,330 |

11. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Fair value is the price that would be received to sell an asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. As the accompanying financial statements are prepared under the historical cost method, differences may arise between the book values and the fair value estimates. Management believes that fair values of the Company's financial assets and liabilities are not materially different from their carrying values since all of the financial instruments of the Company are classified as amortized cost or are repriced frequently.

12. RELATED PARTY DISCLOSURES

Related parties comprise of associates, subsidiaries, directors and their close family members, staff retirement benefit fund and key management personnel of the Company. Transactions with related parties are carried out on agreed basis and are settled in ordinary course of business. Remuneration and benefits to executives of the Company are in accordance with the terms of the employment while contribution to the provident fund is in accordance with Staff Service Rules.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company considers its Chief Executive Officer, Chief Financial Officer, Company Secretary, Non-Executive Directors and departmental heads to be its key management personnel. There are no transactions with key management personnel other than their terms of employment / entitlement.

Related party transactions and balances other than those disclosed elsewhere in these condensed interim financial statements are as follows:

TRANSACTIONS WITH RELATED PARTIES

| Description of related parties | Nature of transaction | March 31, | March 31, |
|------------------------------------|------------------------------|--------------------------|------------------------------|
| | | 2025 | 2024 |
| | | ----- (Un-audited) ----- | ----- (Rupees in '000) ----- |
| Directors | Board and other meeting fees | 36,400 | 20,800 |
| Key management personnel | Remuneration | 51,509 | 43,643 |
| Staff retirement fund - TRGP Staff | | | |
| Employees Provident Fund | Company's Contribution | 3,252 | 2,517 |
| | | <u>91,161</u> | <u>66,960</u> |

No remuneration was paid to the Chief Executive Officer of the Company during the period (March 31, 2024: Nil).

- 12.1 The investments out of provident fund of the Company have been made in accordance with the provisions of Section 218 of the Companies Act, 2017 and the rules formulated for this purpose.

- 13.1** There is no change in status of litigation and regulatory cases as reported in note 26.1 to the annual audited financial statements for the year ended June 30, 2024 except for the following:

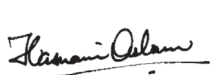
With reference to Chishti arbitration, on October 9, 2024, the District Court entered an order on the preliminary injunction motion filed by Mr. Chishti on April 29, 2024, holding on a provisional basis that Mr. Chishti's derivative claims are subject to the Release, and that at least two of the Claims, as alleged, are not covered by the Release because certain purchases of Company shares commenced after January 10, 2022, which is after the date of the Release. After full briefing by the parties, the Tribunal, on February 20, 2025 (i) held that it lacked jurisdiction to join proposed additional claimants or new respondents and therefore denied their joinder; (ii) denied Mr. Chishti's motion to add any derivative claims on the basis that the District Court preliminarily held that the Release Agreement bars Mr. Chishti from bringing derivative claims against the Company and TRGIL, but (iii) otherwise permitted Mr. Chishti to make his requested amendments as to his remaining claims. The Tribunal ordered Mr. Chishti to file a new Second Amended Demand consistent with its rulings. Mr. Chishti has not done so to-date. On November 30, 2024, Mr. Chishti moved the Arbitrator for a preliminary injunction to prevent or otherwise limit the voting of shares in the Company held by non-party Greentree Holdings Limited. The Arbitrator denied Mr. Chishti's preliminary injunction request on December 9, 2024 and affirmed that ruling on reconsideration on December 20, 2024. On January 9, 2025, the Company and its co-plaintiffs submitted a letter to the District Court with a proposed briefing schedule for the District Court to adjudicate the applicability of the Release to the remaining claims in the Chishti Arbitration; on February 26, 2025, the Company and its co-plaintiffs informed the Court of the latest developments in the arbitration and suggested that further activity in the District Court would likely need to await Mr. Chishti's filing of a new Second Amended Demand, as ordered by the Arbitrator. On January 28, 2025, Mr. Chishti moved the Arbitrator for another preliminary injunction to halt a tender offer by non-party Greentree Holdings Limited to purchase Company shares and require the Company to conduct immediate Board elections. On February 28, 2025, the Arbitrator denied such preliminary injunction in full. As the matter is in its early stage of arbitration, no reasonable estimation of contingency, if any, can be given at this time. The Company has consulted legal counsel and believes that it has meritorious claims, arguments, and defenses in each matter.

In addition, there are a number of cases filed in different courts surrounding the election of directors which were due at the end of the term of current Board on January 13, 2025. Separate suits were filed by two shareholders of the Company before the Senior Civil Judge at Lahore, whereby the Honorable Civil Judge issued ad-interim orders dated December 2, 2024, and December 10, 2024, respectively, to restrain the Company in respect of its board elections and directed it to maintain status quo till further orders. The Additional District Judge in Lahore disposed of an appeal filed by Mr. Chishti, to suspend the order of Senior Civil Judge. Mr. Chishti then joined these proceedings and received a stay before the Lahore High Court (the "LHC") challenging the dismissal of his appeal against the Senior Civil Judge's ad-interim orders to stay the elections, however, the petition was later dismissed by the LHC. Similarly, in one of the cases filed by a shareholder of the Company in the Islamabad District Court, an ad-interim order was passed to restrain the Company from conducting election till next hearing. The Islamabad High Court (the "IHC"), in response to a petition filed by Mr. Chishti, initially suspended the ad-interim order of the Islamabad District Court, however, the petition was later dismissed by the IHC. The Company has consulted legal counsel and believes that it has good arguable cases and no loss is likely to arise from the above cases.

- 13.2** In addition, there are a few other proceedings and cases related to previous litigation as well as litigation filed during the period, which the Company believes carry no merits.

14. DATE OF AUTHORISATION FOR ISSUE

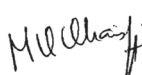
These condensed interim financial statements were authorised for issue on April 29, 2025 by the board of directors of the Company. As more fully explained in note 26 and 28.2 to the annual audited financial statements for the year ended June 30, 2024 due to the pending Annual General Meetings of the Company for June 30, 2022, June 30, 2023 and June 30, 2024 respectively, the financial statements of the Company for the years ended June 30, 2022, June 30, 2023 and June 30, 2024 have not been adopted by the shareholders of the Company.



Chief Executive Officer



Chief Financial Officer



Director





TRG PAKISTAN LTD.

24TH FLOOR, SKY TOWER WEST WING,
DOLMEN, HC-3, BLOCK-4, MARINE DRIVE,
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