

first quarterly report 2025



journey to building character



company information

board of directors:

Mr. Hussain Dawood – Chairman
Ms. Sabrina Dawood – Director
Mr. Muhammed Amin – Independent Director
Mr. Isfandiyar Shaheen – Independent Director
Mr. Ahmed Ebrahim Hasham – Independent Director
Mr. Sohail Tai – Independent Director
Mr. Abdul Samad Dawood – Vice Chairman and Chief Executive Officer

chief executive officer

Mr. Abdul Samad Dawood

chief financial officer

Mr. Farooq Barkat Ali

company secretary

Mr. Muhammad Amin

board audit and risk committee

Mr. Muhammed Amin – Chairman
Mr. Isfandiyar Shaheen – Member
Mr. Sohail Tai – Member

human resource and remuneration committee

Mr. Isfandiyar Shaheen – Chairman
Mr. Ahmed Ebrahim Hasham – Member
Ms. Sabrina Dawood – Member

board investment committee

Mr. Abdul Samad Dawood – Chairman
Mr. Muhammed Amin – Member
Mr. Isfandiyar Shaheen – Member
Mr. Sohail Tai – Member
Mr. Ahmed Ebrahim Hasham – Member

registered office

9th Floor, Dawood Centre, M.T. Khan Road,
Karachi 75530
Tel: +92 (21) 35686001-11
Fax: +92 (21) 35644147
Email: investor.relations@engro.com
Website: www.engro.com

auditors

A.F. Ferguson & Co. Chartered Accountants State Life Building 1-C,
I.I. Chundrigar Road, P.O. Box 4716, Karachi-74000.
Tel: +92 (21) 32426682-6
Fax: +92 (21) 32415007, 32427938

bankers

Bank Alfalah Limited
Bank Al-Habib Limited
Habib Bank Limited
MCB Limited
United Bank Limited
Habib Metropolitan Bank Limited

shares registrar

FAMCO Share Registration Services (Pvt) Limited
8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S.,
Shahra-e-Faisal, Karachi.
Tel: +92 (21) 34380101-5
Email: info.shares@famcosrs.com

tax consultant

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I.I. Chundrigar Road, P.O. Box 4716, Karachi-74000.
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legal advisor

Haidermota & Co (Barristers at law)
Plot No. 101, Almurtaza Lane 1, DHA Phase 8, Karachi
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directors' report

directors' report

The Directors of Engro Holdings Limited, previously Dawood Hercules Corporation Limited (the "Company") are pleased to submit their report along with the condensed interim financial statements of the Company for the first quarter ended March 31, 2025.

The global economy continues to face challenges, with expectations of a temper in growth. Current and anticipated investor confidence are both on the decline, driven by growing uncertainties surrounding geopolitics, trade, and broader economic policies. Trade policy uncertainty has reached unprecedented levels, driven in part by the imposition of additional tariffs by both the United States and China. Although some tariffs have been partially reversed, they continue to contribute to rising global consumer price inflation. Commodity prices have softened, with brent crude oil prices experiencing volatility.

On the local front, Pakistan's economy is showing positive developments as most economic indicators have displayed improvement. Inflation has receded significantly amid tight fiscal and monetary policies. A contained current account and calm foreign exchange market conditions have allowed the rebuilding of foreign reserve buffers. Reflecting steadier domestic and external conditions, the State Bank of Pakistan has cut the policy rate by a total of 100 bps to reach 12%, its lowest since 2022.

In addition to this, the Government has been successful in reaching a staff-level agreement on the first review under the Extended Fund Facility (EFF) and a new arrangement under the Resilience and Sustainability Facility. Strong implementation of the EFF-supported program is ongoing and commitment to this program is expected to enable growth in the long term.

Despite this progress, Pakistan's vulnerabilities and structural challenges remain formidable. A challenging business environment, and the state's considerable presence in the economy affect investment. Additionally, the country's reliance on imports means that economic growth places increasing pressure on the current account, exchange rate stability, and, in turn, inflation which underscores the need for reforms to promote self-sufficiency. At the same time, the tax base remains narrow to ensure equitable taxation and, consequently, fiscal sustainability. These challenges are compounded by persistent losses from state-owned enterprises, which require comprehensive restructuring. A concerted adjustment and reform effort in these key areas is important for Pakistan to overcome its financial and economic challenges.

Investment Overview

As a result of a Scheme of Arrangement that came into effect on 1st January 2025, the sum total of the Company's investment is its sole ownership of Engro Corporation for the quarter ended 31st March 2025. The Company's other income generating assets, including its listed equities portfolio, were transferred to DH Partners Limited.

In Numbers

For the quarter ended 31st March 2025, the Company posted a standalone Profit-After-Tax (PAT) of PKR 47 million against PKR 346 million in the same period last year, translating into an EPS of PKR 0.04 versus 0.72 in the same period last year. The decline in profitability is primarily because of the transfer of income generating investments to DH Partners Limited.

On a consolidated basis, the Company's revenue from continued operations declined by 30% to PKR 72,911 million in 2025 against PKR 104,300 million in the same period last year. Consolidated PAT from continued operations stood at PKR 3,417 million (PAT attributable to shareholders: PKR 2,058 million) compared to PKR 7,778 million (PAT attributable to shareholders: PKR 2,023 million) in the same period last year.

PAT including discontinued operations stood at PKR 3,979 million (PAT attributable to shareholders: PKR 1,766 million) compared to PKR 7,708 million (PAT attributable to shareholders: PKR 1,952 million) in the same period last year, recording an EPS of PKR 1.47 compared to PKR 4.05 in 2024. The major variance in consolidated EPS is primarily attributable to reduced profitability of the fertilizer business coupled with lower financial income – which was partially off-set by higher tower revenue, lower finch costs due to reduced interest rates, and efficiencies derived through cost optimization.

Upon effectiveness of the Scheme of Arrangement on January 1, 2025, an additional 722,944,878 shares of the Company were issued to the shareholders of Engro Corporation to increase the Company' ownership in Engro Corporation from 39.97% to 100%. Consequently, in the consolidated financial statements, the profit attributable to owners for the quarter ended March 31, 2025, reflects 100% ownership interest in Engro Corporation as compared to 39.97% in same period of 2024. Hence, the aforementioned consolidated EPS for the quarter ended March 31, 2025, has been arrived at by dividing the profit attributable to owners with increased number of shares as compared to same period last year.

Asset developments

Lower urea and phosphate volumes have led to a decline in fertilizer revenues (by 59%) and profitability (by 63%). This slowdown in volumes is driven by weak farmer economics and high financing costs, as farmers remain impacted by climate change – including water availability for the crop growing seasons. The long supply market also continues to be a challenge that the business is navigating through agile customer interventions. However, domestic fertilizers still provide relief to the farming community, as international urea prices rose during the period causing a 41% price differential. The long-term value of this business remains intact, but we recognize that structural constraints – both environmental and financial – must be navigated with care.

The polymer business also faced considerable headwinds; despite higher volumes, profitability remained under pressure due to higher gas prices, an unfavourable core delta and elevated inventory levels – an issue exacerbated by a surge in Chinese capacity due to ongoing expansions. Domestic demand, thereby, slowed down and imports at competitive pricing added further pressure. That said, the business successfully commissioned its Engro Peroxide (Private) Limited plant which marks an important milestone in diversifying this business's product line to cater to various sectors.

In telecom infrastructure, we saw continued strong momentum. Enfrashare expanded its footprint to 4,300+ towers with a 1.28x tenancy ratio, reaffirming its position as a market leader. In addition to this, the Amalgamation Agreement with Pakistan Mobile Communications Limited is an example of Engro's

continued focus on expanding footprint in the telecom infrastructure space; under this Agreement, PMCL's 10,600+ tower assets housed under its wholly owned subsidiary, Deodar (Private) Limited, will vest into Engro Connect (Private) Limited, a wholly owned subsidiary of Engro Corporation. This arrangement remains subject to corporate and regulatory approvals.

Engro's energy investments delivered steady operational performance. The mining business operated smoothly and is poised for Phase III expansion, which will take annual capacity beyond 11 million tons. The Thar Power Plant dispatched a Net Electrical Output of 814 GWH despite planned maintenance, while the Qadirpur Power plant dispatched 211 GWH to the national grid, versus 216 GWH in the same period last year. The Qadirpur plant obtained a generation license to incorporate gas from the Badar field as an alternative fuel source and has secured NEPRA tariff determination for this additional fuel – it is still engaged with NEPRA to expedite all relevant approvals, positioning the asset for improved fuel flexibility and long-term resilience.

During the period, in the larger national interest, Engro Powergen Qadirpur (EPQL) entered into an amendment agreement with the Government of Pakistan and Central Power Purchasing Agency (Guarantee) Limited. Under this agreement, EPQL will implement a Hybrid Take-and-Pay Model, effective retrospectively from November 1, 2024.

On the food side, FrieslandCampina Engro Pakistan's dairy volumes faced continued pressure due to the imposition of an 18% sales tax on UHT milk, straining consumer purchasing power. Despite this, the business demonstrated resilient profitability because of an agile business model and a strong focus on cost-efficiencies throughout its value chain.

During the period, Engro Corporation entered into a Share Purchase Agreement (SPA) for the sale of Engro Eximp Agriproducts (EEAP) with MAP Rice Mills (Private) Limited (an affiliate of the Bestway Group) for a transaction consideration of PKR 2.4 billion on a debt-free and cash-free basis. All corporate and regulatory approvals were received and the transaction was successfully completed. Lessons from this experience have been shared in the Directors' Report and CEO's Message sections of the Company's Annual Report of 2024.

On the terminals side, the LNG terminal handled cargos accounting for ~15% of the total gas supply of the country. The chemical terminal handled lower volumes on the back of lower demand from customers.

Engro Eximp FZE, the Company's UAE-based international trading arm, achieved a turnover of USD 101 million against USD 84 million in the same period last year.

Divestment of Thermal Assets

Engro Energy Limited ("EEL"), a subsidiary of Engro Corporation, had entered into Share Purchase Agreements ("SPAs") with Liberty Power Holdings Limited and associated parties (the "Acquirers") for the sale of its shareholding in Engro Powergen Qadirpur (EPQL), Engro Powergen Thar (EPTL), and Sindh Engro Coal Mining Company (SECMC).

Subsequent to the reporting date on April 2, 2025, EEL received a termination notice from the Acquirers, alleging a material breach under the EPQL SPA and asserting that this rendered the EPTL and SECMC SPAs void. EEL has categorically denied and disputed all allegations of material breach.

As the joint conditions precedent under the SPAs were not fulfilled by the long stop date of April 4, 2025, EEL, without prejudice to its rights, has terminated all SPAs with immediate effect from April 5, 2025, in accordance with the terms of the agreements.

However, as at the reporting date, the transaction meets the classification criteria of IFRS 5 “Non-Current Assets Held for Sale and Discontinued Operations”. Therefore, assets and liabilities of these thermal energy assets have been classified as assets and liabilities attributable to discontinued operations.

The Company had previously recognized Impairment adjustments in the net assets value of these thermal energy assets in its consolidated financial statements. As the SPAs are now terminated, the Company will evaluate the implications as per the applicable financial reporting framework and will make appropriate accounting adjustments in its consolidated financial statements.

Distribution to Shareholders

Based on the capital requirements of our growth initiatives and various portfolio actions, we are in the process of reassessing our dividend distribution strategy. In order to support these strategic investments including the arrangement with PMCL for the 10,600+ towers, we would require retention of cashflows to ensure availability of capital for all such investments. We firmly believe that the investments we undertake today will drive future cashflow generation for our shareholders.

Considering the above, the Board of Directors of the Company does not propose any interim cash dividend for the year ending December 31, 2025.

Near-Term Outlook

We anticipate a modest economic revival in Pakistan, supported by easing inflation, a more stable Rupee, monetary loosening, and a relatively steady political landscape. To sustain this momentum, strategic initiatives that focus on long-term growth and investor confidence will be critical. While challenges remain, the early signs of structural reform are encouraging—they signal a willingness to tackle longstanding issues and lay the groundwork for a more resilient economic future.

In the agricultural sector, however, the short-term outlook remains formidable. Farmer economics are still under strain, and the upcoming wheat harvest is unlikely to significantly improve their position. The absence of a clearly defined support price has left farmers vulnerable to market forces, limiting their ability to earn a meaningful return on crops.

Sectors such as textiles and construction continue to face pressure amid softening demand, which has downstream implications for our polymer business. We expect commodity prices to remain range-bound to bearish in the near term, which will likely keep core deltas and margins under stress.

In contrast, the connectivity sector presents a more promising picture. Growth here is being driven by collaborative efforts with mobile network operators, joint infrastructure rollouts, and network consolidation - trends that are expected to persist.

As energy demand rises, we remain focused on identifying opportunities that can drive long-term shareholder value, including expanding fuel flexibility and pursuing asset optimization across our portfolio.

Looking ahead, the passage of the upcoming federal budget will be a critical milestone. With IMF pressure mounting on revenue collection, all eyes will be on the Government's taxation strategy. While a reduction in nominal interest rates may offer some relief to the fiscal balance, equitable and effective tax reform remains essential for sustainable economic investment.

Progress on the privatization of state-owned enterprises will be another important indicator of the Government's commitment to reform. Enhancing operational efficiency in public sector businesses is key to reducing their drag on the broader economy.

Finally, the recent drop in global commodity prices has provided a welcome reprieve. Should this trend persist, it may offer the economy valuable breathing room as it navigates ongoing global uncertainties.

On a separate note, relief from multiple taxation of Inter Corporate Dividend (ICD) was introduced in Pakistan as part of larger reforms to promote best global practices in the corporate sector via 'holding company' structures. The abrupt removal of this relief has adversely impacted shareholders' return as dividend income from underlying businesses is taxed multiple times until it reaches the Company's shareholders. Therefore, the Company is actively pursuing the resolution of this matter through direct engagement with various stakeholders and different business forums, highlighting global precedence, significance of the matter, and its adverse impact on corporatization and new investments in Pakistan.

Business Sustainability

Engro's diverse businesses operate in a complex business environment which necessitates a continuous assessment of (1) each business strategy and (2) the quantum of risk each business is willing to accept. In order to carry out this assessment, responsibilities have been adequately assigned throughout the Company to ensure that business sustainability is maintained.

We view this kind of risk management as integral to the creation, protection, and enhancement of shareholder value by managing the externalities and risks that could influence sustainable operations, including factors linked to social and natural capital. A comprehensive risk-based HSE (Health Safety and Environment) management system that focuses on effective barrier-management has been customized for Engro to proactively identify, prevent, and mitigate threats that can adversely affect P-E-A-R (People, Environment, Assets, Reputation).

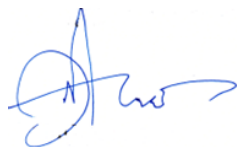
Engro's strategic vision for sustainable value creation incorporates environmental stewardship, societal impact, and responsible business operations, which are detailed in Engro's sustainability report.

DE&I

With the belief that a diverse workforce is an economic imperative, we prioritize Diversity & Inclusion as a key strategic dimension to complement our efforts in building a future-ready workforce. Our people strategy, initiatives, and employment practices actively address gender diversity, support individuals with disabilities, and embrace generational diversity. From recruitment to coaching and mentoring, we implement programs such as break key baad, khudi training program, etc., that ensure equal opportunities, fair representation, and the freedom for talent to thrive professionally and reach their full potential.

Acknowledgment

The Directors would like to express their deep appreciation to our shareholders who have consistently demonstrated their confidence in the Company. We would also like to place on record our sincere appreciation for the commitment, dedication and innovative thinking put in by each member of the Engro family and are confident that they will continue to do so in the future.



Hussain Dawood
Chairman



Abdul Samad Dawood
Chief Executive Officer

**standalone financial
statements**

ENGRO HOLDINGS LIMITED
(FORMERLY DAWOOD HERCULES CORPORATION LIMITED)

UNCONSOLIDATED CONDENSED
INTERIM FINANCIAL STATEMENTS (UNAUDITED)

FOR THE THREE MONTHS ENDED MARCH 31, 2025

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
UNCONSOLIDATED CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
AS AT MARCH 31, 2025

(Amounts in thousand)

	Note	(Unaudited) March 31, 2025	(Audited) December 31, 2024
-----Rupees-----			
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	4	-	39,921
Right-of-use assets		-	5,735
Investment properties		-	48,268
Long-term investments	5	179,677,326	23,309,927
		179,677,326	23,403,851
CURRENT ASSETS			
Advances, deposits and prepayment		-	12,015
Other receivables		-	28,516
Taxation - payments less provision		14	-
Short-term investments	6	-	16,546,268
Cash and bank balances		48,908	260,773
		48,922	16,847,572
TOTAL ASSETS		<u>179,726,248</u>	<u>40,251,423</u>
EQUITY			
SHARE CAPITAL AND RESERVES			
Issued, subscribed and paid-up share capital		12,042,320	4,812,871
Share premium		149,136,299	-
Demerger reserves		(10,060,628)	-
General reserve		700,000	700,000
Unappropriated profit		27,905,906	27,859,335
TOTAL EQUITY		<u>179,723,897</u>	<u>33,372,206</u>
LIABILITIES			
NON-CURRENT LIABILITIES			
Retirement & Other Obligations		-	7,633
Deferred taxation		-	2,012,564
		-	2,020,197
CURRENT LIABILITIES			
Current portion of lease liabilities		-	7,870
Trade and other payables		2,351	1,095,892
Unclaimed dividend		-	1,000,870
Taxation - provision less payments		-	2,754,388
		2,351	4,859,020
TOTAL LIABILITIES		<u>2,351</u>	<u>6,879,217</u>
TOTAL EQUITY AND LIABILITIES		<u>179,726,248</u>	<u>40,251,423</u>
CONTINGENCIES AND COMMITMENTS			

7

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



Muhammad Amin
Director



Farooq Barkat Ali
Chief Financial Officer



Abdul Samad Dawood
Chief Executive Officer

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
UNCONSOLIDATED CONDENSED INTERIM STATEMENT OF PROFIT OR LOSS (UNAUDITED)
FOR THE THREE MONTHS ENDED MARCH 31, 2025

(Amounts in thousand except for earnings per share)

	Note	Three months ended	
		March 31, 2025	March 31, 2024
		-----Rupees-----	
Dividend Income		134,150	284,352
Administrative expenses		(87,671)	(40,447)
		46,479	243,905
Other income	8	93	232,236
Operating profit		46,572	476,141
Finance costs		(1)	(66)
Profit before taxation		46,571	476,075
Taxation		-	(129,688)
Profit for the period		46,571	346,387
Earnings per share (Rupees)			
- basic and diluted	9	0.04	0.72

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



Muhammad Amin
Director



Farooq Barkat Ali
Chief Financial Officer



Abdul Samad Dawood
Chief Executive Officer

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
UNCONSOLIDATED CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2025


(Amounts in thousand)

	Issued, subscribed and paid-up share capital	Capital Reserves		Revenue reserves		Sub-total	Total
		Share premium	Demerger reserves	General reserve	Unappropriated profit		
-----Rupees-----							
Balance as at January 1, 2024 (Audited)	4,812,871	-	-	700,000	23,060,295	23,760,295	28,573,166
Total comprehensive Income							
Profit for the period	-	-	-	-	346,387	346,387	346,387
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	346,387	346,387	346,387
Balance as at March 31, 2024 (Unaudited)	4,812,871	-	-	700,000	23,406,682	24,106,682	28,919,553
Profit for the nine months ended December 31, 2024	-	-	-	-	9,508,004	9,508,004	9,508,004
Other comprehensive income for the nine months ended December 31, 2024	-	-	-	-	(1,836)	(1,836)	(1,836)
	-	-	-	-	9,506,168	9,506,168	9,506,168
Transactions with owners:							
Interim cash dividends for the year ended December 31, 2024:							
- 1st interim @ Rs. 5.00 per share	-	-	-	-	(2,406,436)	(2,406,436)	(2,406,436)
- 2nd interim @ Rs. 3.00 per share	-	-	-	-	(1,443,861)	(1,443,861)	(1,443,861)
- 3rd interim @ Rs. 2.50 per share	-	-	-	-	(1,203,218)	(1,203,218)	(1,203,218)
	-	-	-	-	(5,053,515)	(5,053,515)	(5,053,515)
Balance as at December 31, 2024 (Audited)	4,812,871	-	-	700,000	27,859,335	28,559,335	33,372,206
Total comprehensive Income							
Profit for the period	-	-	-	-	46,571	46,571	46,571
Other comprehensive loss	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	46,571	46,571	46,571
Effect of Scheme of arrangement	7,229,449	149,136,299	(10,060,628)	-	-	139,075,671	146,305,120
Balance as at March 31, 2025 (Unaudited)	12,042,320	149,136,299	(10,060,628)	700,000	27,905,906	167,681,577	179,723,897

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


Muhammad Amin
Director


Farooq Barkat Ali
Chief Financial Officer


Abdul Samad Dawood
Chief Executive Officer

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
UNCONSOLIDATED CONDENSED INTERIM STATEMENT OF CASH FLOWS (UNAUDITED)
FOR THE THREE MONTHS ENDED MARCH 31, 2025

(Amounts in thousand)

	Note	Three months ended	
		March 31, 2025	March 31, 2024
		-----Rupees-----	
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash utilized in operations	10	(85,320)	(65,822)
Finance costs paid		(1)	(66)
Income taxes paid		(14)	(98,237)
Defined benefit liabilities paid		-	476
Net cash utilized in operating activities		(85,335)	(163,649)
CASH FLOWS FROM INVESTING ACTIVITIES			
Income on deposits and other financial assets		93	5,156
Short-term investments purchased and redeemed - net		-	31,464
Dividends received		134,150	252,286
Cash and bank balances transferred to DHPL		(260,773)	-
Purchase of property, plant and equipment		-	(165)
Sale proceeds from disposal of property, plant and equipment		-	101
Net cash generated from investing activities		(126,530)	288,842
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid		-	(417)
Net cash utilized in financing activities		-	(417)
Net increase in cash and cash equivalents		(211,865)	124,776
Cash and cash equivalents at the beginning of the period		260,773	51,130
Cash and cash equivalents at the end of the period	11	48,908	175,906

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



Muhammad Amin
Director



Farooq Barkat Ali
Chief Financial Officer



Abdul Samad Dawood
Chief Executive Officer

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
NOTES TO AND FORMING PART OF THE UNCONSOLIDATED CONDENSED
INTERIM FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS ENDED MARCH 31, 2025

(Amounts in thousand)

1. LEGAL STATUS AND OPERATIONS

- 1.1** Engro Holdings Limited (formerly Dawood Hercules Corporation Limited) (the Company) was incorporated in Pakistan on April 17, 1968 as a public limited company under the Companies Act, 1913 (now the Companies Act, 2017) and its shares are quoted on the Pakistan Stock Exchange (PSX). The principal activity of the Company is to manage investments including in its subsidiaries. The registered office of the Company is situated at Dawood Center, M.T. Khan Road, Karachi.

In view of the Scheme of Arrangement detailed in note 1.2, the Company's members at the Extraordinary General Meeting held on December 18, 2024, authorized the change of the Company's name from "Dawood Hercules Corporation Limited" to "Engro Holdings Limited"

- 1.2** In the prior year, the Company, along with Engro Corporation Limited (ECL) and DH Partners Limited (DHPL) filed a petition in the Islamabad High Court (IHC) in respect of a Scheme of Arrangement (the Scheme) under which it was envisaged that:

- i) the Company shall be demerged into two legal entities whereby all its assets, liabilities and obligations other than its investment in shares of ECL as specified in the Scheme shall vest into DHPL against which DHPL shall issue its shares to the existing shareholders of the Company in the same proportion in which they hold shares in the Company;
- ii) shares held by the shareholders of ECL, other than the Company, ("the Transferred Shareholders") shall vest with and into the Company (i.e., ECL shall become a wholly owned subsidiary of the Company) in exchange whereof the Company shall issue shares in its share capital to the Transferred Shareholders in a proportion such that the Transferred Shareholders shall hold their present proportionate shareholding in ECL indirectly through the Company; and
- iii) name of the Company shall be changed to "Engro Holdings Limited".

The Scheme was sanctioned by the IHC on July 18, 2024, and it had become effective as of January 1, 2025.

Accordingly, post effective date of Scheme, the assets, liabilities and equity of the Company at the start of the year have been split between the Company and DHPL. Furthermore, 722,944,878 fresh shares have been issued at a share price of Rs. 216.29 per share to the Transferred Shareholders pursuant to the Scheme.

Following are the assets and liabilities derecognized from the books of the company that pertains to DHPL and form part of demerger reserves.

(Amounts in thousand)

	Amount (Rupees)
ASSETS	
Property, plant and equipment	39,921
Right-of-use assets	5,735
Investment property	48,268
Long-term investments	1,000
Loans, advances, deposits and prepayments	12,015
Other receivables	28,516
Short-term investments	16,546,268
Cash and bank balances	260,773
TOTAL ASSETS	16,942,496
LIABILITIES	
Defined benefit liabilities	7,633
Deferred taxation	2,012,564
Current portion of lease liabilities	7,870
Trade and other payables	1,095,892
Unclaimed dividend	1,000,870
Taxation - provision less payments	2,754,388
TOTAL LIABILITIES	6,879,217
Demerger reserves	10,063,279

- 1.3 These unconsolidated condensed interim financial statements are the separate financial statements of the Company in which investment in subsidiaries has been accounted for at cost less accumulated impairment losses, if any.

2. STATEMENT OF COMPLIANCE AND MATERIAL ACCOUNTING POLICIES

- 2.1 These unconsolidated condensed interim financial statements 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:

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

(b) Provisions of and directives issued under the Act.

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

- 2.2 These unconsolidated condensed interim financial statements represent the condensed interim financial statements of the Company on a standalone basis. These unconsolidated condensed interim financial statements do not include all the information required for annual financial statements and therefore should be read in conjunction with the annual audited financial statements of the Company for the year ended December 31, 2024.

(Amounts in thousand)

- 2.3** The preparation of these unconsolidated condensed interim financial statements in conformity with the accounting and reporting standards applicable in Pakistan 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. Estimates and judgement are continually evaluated and are based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

During the preparation of these unconsolidated condensed interim financial statements, the significant judgement made by the management in applying the Company's accounting policies and the key sources of estimation and uncertainty are the same as those that were applied to the annual audited financial statements of the Company for the year ended December 31, 2024.

- 2.4** These financial statements are presented in Pakistan Rupees which is the Company's functional currency.

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the unconsolidated condensed interim statement of profit or loss and other comprehensive income.

There were certain amendments to accounting and reporting standards which became effective for the Company's accounting during the current period. However, these do not have any significant impact on the Company's financial reporting and, therefore, have not been detailed in these unconsolidated condensed interim financial statements.

3. MATERIAL ACCOUNTING POLICY INFORMATION

- 3.1** The material accounting policies and the methods of computation adopted in the preparation of these unconsolidated condensed interim financial statements are consistent with those applied in the preparation of the annual audited financial statements of the Company for the year ended December 31, 2024.

3.2 Initial application of a standard, amendment or an interpretation to an existing standard.

- a) Standards and amendments to published accounting and reporting standards and interpretations that are effective during the period**

There were certain amendments to accounting and reporting standards which became effective during the current period. However, these do not have any significant impact on the Company's financial reporting and, therefore, have not been disclosed in these unconsolidated condensed interim financial statements.

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

There are certain standards and amendments to accounting and reporting standards that are not yet effective and are considered either not to be relevant or to have any significant impact on the Company's financial reporting and, therefore, have not been disclosed in these unconsolidated condensed interim financial statements.

- 3.3** Taxes on income in the interim periods are accrued using the effective tax rate that would be applicable to expected total annual profit or loss of the Company.

(Amounts in thousand)

	(Unaudited) March 31, 2025	(Audited) December 31, 2024
	------(Rupees)-----	
4. PROPERTY, PLANT AND EQUIPMENT		
Operating assets		
Balance at beginning of the period / year	39,921	44,485
Additions during the period / year	-	4,942
Disposals during the period / year	-	(430)
Depreciation charge for the period / year	-	(9,076)
	-	(9,506)
Effect of Scheme of arrangement	(39,921)	-
	<u>-</u>	<u>39,921</u>
5. LONG-TERM INVESTMENTS		
Investment in a subsidiary - at cost (note 5.1)	179,677,326	23,309,927
Other investments - at fair value through profit or loss (note 5.2)	-	-
	<u>179,677,326</u>	<u>23,309,927</u>
5.1 Investment in a subsidiary - at cost		
Engro Corporation Limited (ECL) - unquoted 536,626,468 (December 31, 2024: 214,469,810) ordinary shares of Rs 10 each. Percentage of holding 100.00% (December 31, 2024: 39.97%)	179,677,326	23,308,927
DH Partners Limited (DHPL) - unquoted Nil (December 31, 2024: 100,000) ordinary shares of Rs 10 each. Percentage of holding Nil (December 31, 2024: 100%)	-	1,000
	<u>179,677,326</u>	<u>23,309,927</u>
5.2 Other investment - at fair value through profit or loss		
e2e Business Enterprises (Private) Limited - unquoted Nil (December 31, 2024: 23,770,701)	-	237,707
Percentage of holding Nil (December 31, 2024: 39%)	-	(237,707)
Less: Accumulated impairment	-	-
	<u>-</u>	<u>-</u>

(Amounts in thousand)

	(Unaudited) March 31, 2025	(Audited) December 31, 2024
	------(Rupees)-----	
6. SHORT-TERM INVESTMENTS		
Quoted shares	-	16,546,268
7. CONTINGENCIES AND COMMITMENTS		
7.1 There are no contingencies and commitments at the reporting date.		
	<div>Unaudited</div> <div>Three months ended</div> <div>March 31, March 31,</div> <div>2025 2024</div> <div>------(Rupees)-----</div>	
8. OTHER INCOME		
Financial assets		
Income on bank deposits and other financial assets	93	218,890
Non-financial assets		
Gain on disposal of Fixed Assets	-	95
Rental Income	-	10,890
Others	-	2,361
	-	13,346
	93	232,236
9. EARNING PER SHARE		
Profit for the period after taxation	46,571	346,387
	------(Number of shares)-----	
Weighted average number of ordinary shares outstanding during the period	1,204,231,994	481,287,116
	------(Rupees)-----	
Earning per share - basic and diluted	0.04	0.72

(Amounts in thousand)

	Unaudited	
	Three months ended	
	March 31, 2025	March 31, 2024
	------(Rupees)-----	
10. CASH UTILIZED IN OPERATIONS		
Profit before taxation	46,571	476,075
Adjustments for non cash expenses and other items:		
Depreciation on property, plant and equipment	-	3,301
Dividend Income	(134,150)	(284,352)
Finance costs	1	66
Provision for employees' retirement and other service benefits	-	913
Income on bank deposits and other financial assets	(93)	(218,890)
Gain on disposal of property, plant & equipment	-	(95)
Working capital changes (note 10.1)	2,351	(42,888)
	<u>(85,320)</u>	<u>(65,870)</u>
10.1 Working capital changes		
Increase in current assets		
- Advances, deposits and prepayment	-	(2,884)
- Other receivables	-	(5,498)
	<u>-</u>	<u>(8,382)</u>
Increase / (decrease) in current liabilities		
- Trade and other payables	2,351	(34,506)
	<u>2,351</u>	<u>(42,888)</u>

11. FINANCIAL RISK MANAGEMENT AND FINANCIAL DISCLOSURES**11.1 Financial risk factors**

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk, currency risk and price risk), credit risk and liquidity risk.

There have been no changes in the financial risk management policies of the Company during the period, consequently these unconsolidated condensed interim financial statements do not include all the financial risk management information and disclosures required in the annual financial statements.

11.2 Fair value of financial assets and liabilities

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.

The table below analyses financial instruments carried at fair value using the fair value measurement method in accordance with IFRS 13. The different levels have been defined as follows:

- Quoted market price (unadjusted) in an active market for an identical instrument.
- Valuation techniques based on observable inputs, either directly (i.e. market prices) or indirectly (i.e. derived from prices).
- Valuation techniques using significant un-observable inputs.

(Amounts in thousand)

The fair value of the Company's short term investments carried at fair value as disclosed in note 6 is based on quoted price of shares at the PSX (Level I). The carrying value of all other financial assets and liabilities reflected in these unconsolidated condensed interim financial statements approximate their fair values.

During the period, there were no transfers between level 1, level 2 and level 3 fair value measurements.

12. RELATED PARTY TRANSACTIONS

	Unaudited	
	Three months ended	
	March 31, 2025	March 31, 2024
	------(Rupees)-----	
Subsidiary companies		
Dividend income	134,150	-
Sale of services	-	13,217
Reimbursement from	-	933
Reimbursement to	87,671	-
Associated undertakings		
Purchase of services	-	5,586
Reimbursement from	-	30,537
Reimbursement to	-	808
Donation	-	87
Other related parties		
Contribution to staff gratuity fund	154	913
Contribution to staff provident fund	185	1,644
Key management personnel		
Salaries and other short-term employee benefits	2,691	13,414
Post retirement benefit plans	346	1,207
Director's fee	2,500	1,500

13. CORRESPONDING FIGURES

- 13.1 Corresponding figures have been rearranged and reclassified for better presentation, wherever considered necessary, the effect of which is not material.
- 13.2 In order to comply with the requirements of IAS 34, the balances of unconsolidated condensed interim statement of financial position have been compared with the balances of annual audited financial statements of the preceding financial year, whereas the amounts in unconsolidated condensed interim statement of profit or loss, unconsolidated condensed interim statement of comprehensive income, unconsolidated condensed interim statement of changes in equity and unconsolidated condensed interim statement of cash flows have been compared with the balances / amounts of comparable period of immediately preceding financial year.


(Amounts in thousand)

14. DATE OF AUTHORIZATION FOR ISSUE

- 14.1** These unconsolidated condensed interim financial statements were authorized for issue on April 28, 2025, by the Board of Directors of the Company.



Muhammad Amin
Director

Farooq Barkat Ali
Chief Financial Officer

Abdul Samad Dawood
Chief Executive Officer

consolidated financial statements

**ENGRO HOLDINGS LIMITED
(FORMERLY DAWOOD HERCULES CORPORATION LIMITED)**

**CONSOLIDATED CONDENSED
INTERIM FINANCIAL STATEMENTS (UNAUDITED)**

FOR THE THREE MONTHS ENDED MARCH 31, 2025

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
CONSOLIDATED CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
AS AT MARCH 31, 2025

(Amounts in thousand)

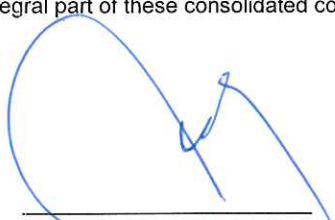
	Note	(Unaudited) March 31, 2025	(Audited) December 31, 2024
-----Rupees-----			
ASSETS			
Non-current assets			
Property, plant and equipment	5	198,421,347	196,311,937
Right-of-use assets		8,336,246	8,190,888
Intangible assets		5,872,527	5,942,405
Long term investments	6	30,828,503	30,422,677
Financial assets at amortized cost		5,139,872	4,268,249
Derivative financial instruments		96,194	226,087
Net investment in leases		45,848,531	47,783,306
Long term loans, advances, deposits and other receivables		5,761,239	5,620,845
		300,304,459	298,766,394
Current assets			
Stores, spares and loose tools	7	13,895,526	13,521,629
Stock-in-trade		55,790,529	41,176,499
Trade debts		12,754,148	18,827,227
Loans, advances, deposits and prepayments		12,207,420	10,490,824
Other receivables		11,534,565	15,772,729
Accrued income		171,127	272,079
Contract assets		4,015,945	4,015,945
Current portion of net investment in leases		8,675,501	8,500,989
Taxes recoverable		855,164	-
Short term investments		67,704,553	82,072,129
Cash and bank balances		20,676,918	13,061,440
		208,281,396	207,711,490
Assets classified as held for sale	8	259,620,272	262,859,218
TOTAL ASSETS		768,206,127	769,337,102


(Amounts in thousand)

Amounts in thousand)	Note	(Unaudited) March 31, 2025	(Audited) December 31, 2024
-----Rupees-----			
EQUITY AND LIABILITIES			
Equity			
Share capital	9	12,042,320	4,812,871
Reserves		143,259,169	69,209,313
		155,301,489	74,022,184
Non-controlling interest		60,610,956	158,096,795
Total equity		215,912,445	232,118,979
Liabilities			
Non-current liabilities			
Borrowings	10	78,365,423	75,355,002
Government grant		1,409,212	1,529,277
Deferred taxation		3,025,855	6,012,113
Lease liabilities		50,490,068	52,243,044
Deferred liabilities		4,251,376	4,494,865
		137,541,934	139,634,301
Current liabilities			
Trade and other payables		96,039,722	102,703,183
Accrued interest / mark-up		1,673,439	2,420,650
Current portion of:			
- borrowings		10,241,697	7,440,812
- government grant		437,174	439,609
- lease liabilities		11,223,606	11,009,770
- deferred liabilities		294,566	454,513
- long term provisions		26,802,595	27,552,505
Minimum tax payable		1,823,032	1,606,742
Taxation - provision less payments		-	1,071,853
Short term borrowings		50,486,981	33,895,245
Dividend payable		479,676	1,989,413
		199,502,488	190,584,295
Liabilities classified as held for sale	8	215,249,260	206,999,527
Total Liabilities		552,293,682	537,218,123
Contingencies and commitments	11		
TOTAL EQUITY AND LIABILITIES		768,206,127	769,337,102

The annexed notes from 1 to 24 form an integral part of these consolidated condensed interim financial statements.


Muhammed Amin
Director


Farooq Barkat Ali
Chief Financial Officer


Abdul Samad Dawood
Chief Executive Officer

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
CONSOLIDATED CONDENSED INTERIM STATEMENT
OF PROFIT OR LOSS (UNAUDITED)
FOR THE THREE MONTHS ENDED MARCH 31, 2025

(Amounts in thousand except for earnings per share)

		Three months ended	
	Note	March 31, 2025	Restated March 31, 2024
-----Rupees-----			
CONTINUING OPERATIONS			
Revenue	12	72,910,789	104,299,728
Cost of revenue		(55,084,002)	(82,026,080)
Gross profit		17,826,787	22,273,648
Selling and distribution expenses		(3,357,270)	(3,746,423)
Administrative expenses		(3,180,654)	(3,267,901)
Other income		2,225,579	3,942,430
Other operating expenses		(900,308)	(927,809)
Gains allowance on subsidy receivable from GoP		10,523	57,783
Operating profit		12,624,657	18,331,728
Finance cost		(4,596,156)	(4,046,322)
Share of income from joint venture and associates		684,179	631,038
Profit before income tax, minimum tax and final tax		8,712,680	14,916,444
Minimum tax and final tax	13	(1,082,991)	(1,001,280)
Profit before income tax		7,629,689	13,915,164
Taxation	14	(4,213,139)	(6,136,726)
Profit from continuing operations		3,416,550	7,778,438
DISCONTINUED OPERATIONS			
Profit / (loss) from discontinued operations	8	562,688	(70,658)
Profit for the period		3,979,238	7,707,780
Profit attributable to:			
- Owners of the Holding Company		1,765,979	1,952,376
- Non-controlling interest		2,213,259	5,755,404
		3,979,238	7,707,780
Earnings per share - basic and diluted			
- continuing operations		1.71	4.20
- discontinued operations		(0.24)	(0.15)
	15	1.47	4.05

The annexed notes from 1 to 24 form an integral part of these consolidated condensed interim financial statements.


Muhammed Amin
 Director


Farooq Barkat Ali
 Chief Financial Officer



Abdul Samad Dawood
 Chief Executive Officer

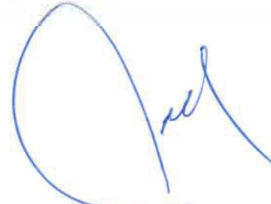
ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
CONSOLIDATED CONDENSED INTERIM STATEMENT
OF COMPREHENSIVE INCOME (UNAUDITED)
FOR THE THREE MONTHS ENDED MARCH 31, 2025


(Amounts in thousand)

	Three months ended	
	March 31, 2025	Restated March 31, 2024
	-----Rupees-----	
Profit for the period	3,979,238	7,707,780
Other comprehensive income:		
Items that may be reclassified subsequently to profit or loss		
Hedging reserve - cash flow hedges		
Loss arising during the period	(129,893)	(188,997)
Revaluation reserve on business combination		
Exchange differences on translation of foreign operations	47,683	(29,878)
Continuing operations' gain on remeasurement of long-term investment classified at fair value through other comprehensive income	53,680	158,570
Items that will not be reclassified subsequently to profit or loss		
Loss on remeasurement of long-term investments classified at fair value through other comprehensive income	(26,999)	(13,249)
Other comprehensive loss for the period, net of tax	(55,529)	(73,554)
Total comprehensive income for the period	3,923,709	7,634,226
Total comprehensive income attributable to:		
- Owners of the Holding Company	1,710,450	1,922,977
- Non-controlling interest	2,213,259	5,711,249
	3,923,709	7,634,226
Total comprehensive income attributable to:		
- continuing operations	3,361,021	7,704,884
- discontinued operations	562,688	(70,658)
	3,923,709	7,634,226

The annexed notes from 1 to 24 form an integral part of these consolidated condensed interim financial statements.


Muhammed Amin
 Director


Farooq Barkat Ali
 Chief Financial Officer


Abdul Samad Dawood
 Chief Executive Officer

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
CONSOLIDATED CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2025

(Amounts in thousand)

	Attributable to Owners of the Holding Company												Non-controlling interest	Total	
	Reserves														
	Capital reserves						Revenue reserves								
	Share capital	Share premium	Acquisition reserves	Demerger reserves	Revaluation reserve on business combination	Maintenance reserve	Exchange revaluation reserve	Hedging reserve	General reserve	Remeasurement of investments	Unappropriated profit	Remeasurement of post employment benefits			Sub total
	Rupees														
Balance as at January 1, 2024 (Audited)	4,812,871				1,665	258,607	854,909	341,086	700,000	(524,630)	61,974,905	(57,912)	63,548,630	166,592,488	234,953,989
Total comprehensive income for the three months ended March 31, 2024 - Restated															
Profit for the period - restated	-	-	-	-	-	-	-	-	-	-	1,952,376	-	1,952,376	5,755,404	7,707,780
Other comprehensive (loss) / income	-	-	-	-	-	-	(11,942)	(75,542)	-	58,085	-	-	(29,399)	(44,155)	(73,554)
	-	-	-	-	-	-	(11,942)	(75,542)	-	58,085	1,952,376	-	1,922,977	5,711,249	7,634,226
Balance as at March 31, 2024 (Unaudited) - Restated	4,812,871	-	-	-	1,665	258,607	842,967	265,544	700,000	(466,545)	63,927,281	(57,912)	65,471,607	172,303,737	242,588,215
Total comprehensive income for the nine months ended December 31, 2024															
Profit for the period	-	-	-	-	-	-	-	-	-	-	10,938,103	-	10,938,103	24,599,012	35,537,115
Other comprehensive (loss) / income	-	-	-	-	-	-	(10,499)	(219,058)	-	503,357	-	1,649	275,449	413,749	689,198
	-	-	-	-	-	-	(10,499)	(219,058)	-	503,357	10,938,103	1,649	11,213,552	25,012,761	36,226,313
Adjustment for allocation of profit from owners to NCI preference dividend shares	-	-	-	-	-	-	-	-	-	-	(2,224,854)	-	(2,224,854)	2,224,854	-
Transactions with owners															
Dividend by ECL and its subsidiaries allocable to Non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	-	(41,642,034)	(41,642,034)
- 1st interim @ Rs. 11.00 per share											(2,406,436)		(2,406,436)		(2,406,436)
- 2nd interim @ Rs. 8.00 per share	-	-	-	-	-	-	-	-	-	-	(1,443,861)	-	(1,443,861)	-	(1,443,861)
- 3rd interim @ Rs. 5.00 per share	-	-	-	-	-	-	-	-	-	-	(1,203,218)	-	(1,203,218)	-	(1,203,218)
Transfer from unappropriated profit to maintenance reserves	-	-	-	-	-	131,467	-	-	-	-	(328,944)	-	(197,477)	197,477	-
	-	-	-	-	-	131,467	-	-	-	-	(5,382,459)	-	(5,250,992)	(41,444,557)	(46,695,549)
Balance as at December 31, 2024 (Audited)	4,812,871	-	-	-	1,665	390,074	832,468	46,486	700,000	36,812	67,258,071	(56,263)	69,209,313	158,096,795	232,118,979

ENGRO CORPORATION LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
CONSOLIDATED CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2025

(Amounts in thousand)

	Attributable to Owners of the Holding Company												Non-controlling interest	Total	
	Reserves														
	Capital reserves						Revenue reserves								
	Share capital	Share premium	Acquisition reserves	Demerger reserves (note 1.2)	Revaluation reserve on business combination	Maintenance reserve	Exchange revaluation reserve	Hedging reserve	General reserve	Remeasurement of investments	Unappropriated profit	Remeasurement of post employment benefits			Sub total
	Rupees														
Balance as at January 1, 2025 (Audited)	4,812,871	-	-	-	1,665	390,074	832,468	46,486	700,000	36,812	67,258,071	(56,263)	69,209,313	158,096,795	232,118,979
Effect of scheme of arrangement	7,229,449	149,136,299	(66,733,614)	(10,063,279)	-	-	-	-	-	-	-	-	72,339,406	(89,632,134)	(10,063,279)
Total comprehensive income for the three months ended March 31, 2025															
Profit for the period	-	-	-	-	-	-	-	-	-	-	1,765,979	-	1,765,979	2,213,259	3,979,238
Other comprehensive income / (loss)	-	-	-	-	-	-	47,683	(129,893)	-	26,681	-	-	(55,529)	-	(55,529)
	-	-	-	-	-	-	47,683	(129,893)	-	26,681	1,765,979	-	1,710,450	2,213,259	3,923,709
Transactions with owners															
Dividend by subsidiaries allocable to Non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	-	(10,066,964)	(10,066,964)
	-	-	-	-	-	-	-	-	-	-	-	-	-	(10,066,964)	(10,066,964)
Balance as at March 31, 2025 (Unaudited)	12,042,320	149,136,299	(66,733,614)	(10,063,279)	1,665	390,074	880,151	(83,407)	700,000	63,493	69,024,050	(56,263)	143,259,169	60,610,956	215,912,444

The annexed notes from 1 to 24 form an integral part of these consolidated condensed interim financial statements.



Muhammed Amin
Director



Farooq Barkat Ali
Chief Financial Officer



Abdul Samad Dawood
Chief Executive Officer

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
CONSOLIDATED CONDENSED INTERIM STATEMENT
OF CASH FLOWS (UNAUDITED)
FOR THE THREE MONTHS ENDED MARCH 31, 2025

(Amounts in thousand)

Note	Three months ended		
	March 31, 2025	Restated March 31, 2024	
	-----Rupees-----		
Cash flows from operating activities			
Cash generated from operations	16	12,107,138	17,568,769
Retirement and other service benefits paid - net		(463,935)	(169,732)
Proceeds from net investment in leases		2,119,278	1,856,563
Finance income received on net investment in leases		1,524,878	1,735,589
Deferred incentive		82,894	122,664
Financial charges paid		(5,738,991)	(5,573,253)
Taxes paid		(6,991,100)	(17,442,259)
Long term loans and advances - net		(137,882)	20,661
Bank balance held as margin		208,569	-
Net cash generated from / (utilized in) operating activities - net		2,710,849	(1,880,998)
Cash flows from investing activities			
Purchases of property, plant and equipment and intangible assets		(5,488,363)	(6,787,612)
Sale proceeds on disposal of property, plant and equipment		132,217	57,918
Sale proceeds on disposal of subsidiary - net		2,406,754	-
Bank balance transferred to DHPL		(261,767)	-
Investments redeemed during the period - net		14,472,492	19,054,845
Income on deposits / other financial assets		4,121,072	9,378,195
Dividends received		225,000	598,568
Net cash generated from investing activities		15,607,405	22,301,914
Cash flows from financing activities			
Repayments of borrowings - net		(7,249,089)	(1,705,853)
Repayment of lease liability		(2,164,974)	(2,455,026)
Finance cost paid on lease liability		(1,043,030)	(1,200,124)
Dividends paid		(5,642,086)	(8,944,323)
Net cash utilized in financing activities		(16,099,179)	(14,305,326)
Net increase in cash and cash equivalents		2,219,075	6,115,590
Effect of exchange rate changes on cash and cash equivalents		94,317	(218,420)
Cash and cash equivalents at beginning of the period		27,883,296	46,760,981
Cash and cash equivalents at end of the period	17	30,196,688	52,658,151

The annexed notes from 1 to 24 form an integral part of these consolidated condensed interim financial statements.



Muhammed Amin
Director



Farooq Barkat Ali
Chief Financial Officer



Abdul Samad Dawood
Chief Executive Officer

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
NOTES TO THE CONSOLIDATED CONDENSED INTERIM
FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS ENDED MARCH 31, 2025

(Amounts in thousand)

1. LEGAL STATUS AND OPERATIONS

1.1 Engro Holdings Limited (formerly Dawood Hercules Corporation Limited) (the Holding Company) was incorporated in Pakistan on April 17, 1968 as a public limited company under the Companies Act, 1913, (now the Companies Act, 2017) and its shares are quoted on the Pakistan Stock Exchange (PSX). The principal activity of the Holding Company is to manage investments including in its subsidiaries and associated companies. In view of the Scheme of Arrangement detailed in note 1.2, the Holding Company's members at the Extraordinary General Meeting held on December 18, 2024, authorized the change of the Holding Company's name from "Dawood Hercules Corporation Limited" to "Engro Holdings Limited". The registered office of the Holding Company is situated at Dawood Center, M.T. Khan Road, Karachi.

1.2 During 2024, Engro Energy Limited (EEL) entered into definitive agreements with Liberty Power Holding (Pvt.) Limited and other parties acting in concert (Acquirers) for the sale of its entire shareholding in Engro Powergen Qadirpur Limited (EPQL), Engro Powergen Thar (Private) Limited (EPTL) and Sindh Engro Coal Mining Company Limited (SECMC) (the Transaction) with a transaction value of Rs. 7,500,000, Rs. 21,040,000 and Rs. 6,210,000 respectively, subject to certain adjustments as agreed in the definitive agreements.

Pursuant to the terms of the definitive agreements, the Parties were required to satisfy certain joint conditions precedent prior to the expiry of the long stop date, i.e., April 4, 2025. As these approvals were not obtained by the long stop date, and without prejudice to EEL's rights and remedies arising from the Acquirer's wrongful termination, EEL has elected to terminate the definitive agreements with immediate effect from April 5, 2025 (the "Termination Date"). This termination is being exercised in accordance with EEL's rights under the definitive agreements due to the non-fulfilment of the agreed conditions precedent by the stipulated long stop date of April 4, 2025.

1.3 In 2024, the Holding Company, along with Engro Corporation Limited (ECL) and DH Partners Limited (DHPL) filed a petition in the Islamabad High Court (IHC) in respect of a Scheme of Arrangement (the Scheme) under which it was envisaged that:

- i) the Holding Company shall be demerged into two legal entities whereby all its assets, liabilities and obligations other than its investment in shares of ECL as specified in the Scheme shall vest into DHPL against which DHPL shall issue its shares to the existing shareholders of the Holding Company in the same proportion in which they hold shares in the Holding Company;
- ii) shares held by the shareholders of ECL, other than the Holding Company, ("the Transferred Shareholders") shall vest with and into the Holding Company (i.e., ECL shall become a wholly owned subsidiary of the Holding Company) in exchange whereof the Holding Company shall issue shares in its share capital to the Transferred Shareholders in a proportion such that the Transferred Shareholders shall hold their present proportionate shareholding in ECL indirectly through the Holding Company; and
- iii) name of the Holding Company shall be changed to "Engro Holdings Limited".

The Scheme was sanctioned by the IHC on July 18, 2024, and it had become effective as of January 1, 2025.

Accordingly, post effective date of Scheme, the assets, liabilities and equity of the Holding Company at the start of the year have been split between the Holding Company and DHPL. Furthermore, 722,944,878 fresh shares have been issued at a share price of Rs. 216.29 per share to the Transferred Shareholders pursuant to the Scheme.

(Amounts in thousand)

Following are the assets and liabilities derecognized from the books of the Holding Company that pertains to DHPL and form part of demerger reserves:

	Amount (Rupees)
ASSETS	
Property, plant and equipment	88,189
Right-of-use assets	5,735
Long-term investments	1,000
Loans, advances, deposits and prepayments	12,015
Other receivables	28,516
Short-term investments	16,546,268
Cash and bank balances	260,773
TOTAL ASSETS	16,942,496
LIABILITIES	
Deferred liabilities	7,633
Deferred taxation	2,012,564
Current portion of lease liabilities	7,870
Trade and other payables	1,095,892
Unclaimed dividend	1,000,870
Taxation - provision less payments	2,754,388
TOTAL LIABILITIES	6,879,217
Demerger reserves	10,063,279

1.4 The "Group" consists of:

Holding Company: Engro Holdings Limited

Principal Subsidiary Companies: Companies in which the Holding Company owns over 50% of voting rights, or companies directly controlled by the Holding Company:

Percentage of direct shareholding

	March 31, 2025	December 31, 2024
- Engro Corporation Limited (ECL)	100	39.97
- DH Partners Limited	-	100

Other Subsidiary Companies: Companies in which ECL owns over 50% of voting rights, or companies directly controlled by the ECL:

**Percentage of direct shareholding
of ECL**

	March 31, 2025	December 31, 2024
- Engro Energy Limited	100	100
- Engro Eximp Agriproducts (Private) Limited	-	100
- Engro Connect (Private) Limited	100	100
- Engro Eximp FZE	100	100
- Engro Fertilizers Limited	56.27	56.27
- Engro Polymer and Chemicals Limited	56.19	56.19
- Elengy Terminal Pakistan Limited	56	56
- Engro Technical Solutions (Private) Limited	100	100

Joint Venture Company:

- Engro Vopak Terminal Limited	50	50
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Associated Company:

- FrieslandCampina Engro Pakistan Limited	39.9	39.9
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(Amounts in thousand)

2. BASIS OF PREPARATION

2.1 Statement of compliance

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

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

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

2.2 These consolidated condensed interim financial statements do not include all the information and disclosures required for annual financial statements and therefore should be read in conjunction with the annual audited financial statements of the Holding Company for the year ended December 31, 2024.

2.3 The Group has elected to disclose a single amount of profit after tax from discontinued operations in the consolidated condensed interim statement of profit or loss and the consolidated condensed interim statement of comprehensive income, and has analyzed that single amount into revenue, operating profit and profit or loss in note 8. As a result of the aforementioned, the consolidated condensed interim statement of profit or loss and consolidated condensed interim statement of comprehensive income are not comparable.

2.4 These consolidated condensed interim financial statements are presented in Pakistan Rupees which is the Holding Company's functional currency.

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated condensed interim statement of profit or loss and consolidated condensed interim statement of profit or loss other comprehensive income.

2.5 The preparation of these consolidated condensed interim financial statements in conformity with the approved accounting and reporting standards applicable in Pakistan requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

During the preparation of these consolidated condensed interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty are the same as those that were applied to the annual audited consolidated financial statements of the Holding Company for the year ended December 31, 2024.

3. BASIS OF CONSOLIDATION

3.1 The condensed interim financial statements / information of the subsidiary companies have been consolidated on a line by line basis. The carrying value of investments held by the Holding Company is eliminated against the subsidiaries' share capital and pre-acquisition reserves.

3.2 Non-controlling interest has been presented as a separate line item in these consolidated condensed interim financial statements. All material intercompany balances and transactions have been eliminated.

3.3 The Group's interest in joint venture and associated company has been accounted for using the equity method.

(Amounts in thousand)

4. MATERIAL ACCOUNTING POLICY INFORMATION AND CHANGES THEREIN

4.1 The material accounting policies and the methods of computation adopted in the preparation of these consolidated condensed interim financial statements are consistent with those applied in the preparation of the annual audited consolidated financial statements of the Holding Company for the year ended December 31, 2024.

4.2 Initial application of a standard, amendment or an interpretation to an existing standard**a) Standards and amendments to published accounting and reporting standards and interpretations that are effective during the period**

There were certain amendments to accounting and reporting standards which became effective during the current period. However, these do not have any significant impact on the Holding Company's financial reporting and, therefore, have not been disclosed in these consolidated condensed interim financial statements.

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

There are certain standards and amendments to accounting and reporting standards that are not yet effective and are considered either not to be relevant or to have any significant impact on the Holding Company's financial reporting and, therefore, have not been disclosed in these consolidated condensed interim financial statements.

4.3 Taxes on income in the interim periods are accrued using the effective tax rate that would be applicable to expected total annual profit or loss of the Group.

	(Unaudited) March 31, 2025	(Audited) December 31, 2024
	------(Rupees)-----	

5. PROPERTY, PLANT AND EQUIPMENT

Operating assets, at net book value (notes 5.1 and 5.2)	175,663,492	160,567,868
Capital work in progress (CWIP) - Expansion and other projects (notes 5.3)	20,395,862	33,511,860
Capital spares and standby equipment	2,361,993	2,232,209
	<u>198,421,347</u>	<u>196,311,937</u>

5.1 Following additions, including transfers from CWIP, were made to operating assets during the period / year:

	(Unaudited) March 31, 2025	(Audited) December 31, 2024
	------(Rupees)-----	
Building and civil works including pipelines	1,167,517	3,849,938
Plant and machinery	17,022,708	13,501,719
Furniture, fixtures and equipment	426,688	5,373,488
Vehicles	168,418	1,446,843
Jetty	-	58,319
Dredging	-	300,184
	<u>18,785,331</u>	<u>24,530,491</u>

(Amounts in thousand)

- 5.2 During the period, operating assets costing Rs. 198,903 (December 31, 2024: Rs. 1,828,888), having net book value of Rs. 93,405 (December 31, 2024: Rs. 615,907) were disposed / written off for Rs. 122,807 (December 31, 2024: Rs. 745,666).

	(Unaudited) March 31, 2025	(Audited) December 31, 2024
	------(Rupees)-----	
5.3 Capital work in progress - Expansion and other projects		
Balance at beginning of the period / year	33,511,860	33,110,396
Additions during the period / year	5,488,363	25,578,121
Transferred to:		
- operating assets	(18,560,719)	(24,122,680)
- intangible assets	(43,642)	(238,161)
- capital spares	-	(206,213)
Related to disposal group	-	(609,603)
Balance at end of the period / year	<u>20,395,862</u>	<u>33,511,860</u>

6. LONG TERM INVESTMENTS

Balance at beginning of the period / year	30,422,677	34,485,322
Add / (less):		
- Share of profit and other comprehensive income for the period / year (note 6.1)	684,179	2,965,610
- Provision adjustment against tax contingency	(26,354)	(442,086)
- Revaluation loss on investments and others	(26,999)	19,750
- Dividend received during the period / year	(225,000)	(1,235,032)
- Others	-	3,997
- Investment classified as held for sale	-	(5,374,884)
Balance at end of the period / year	<u>30,828,503</u>	<u>30,422,677</u>

- 6.1 Details of share of profit and other comprehensive income for the period / year are as follows:

- Sindh Engro Coal Mining Company Limited (SECMC)	-	724,326
- FrieslandCampina Engro Pakistan Limited (FCEPL)	432,825	910,448
- Engro Vopak Terminal Limited (EVTL)	251,354	1,330,836
	<u>684,179</u>	<u>2,965,610</u>

7. STOCK-IN-TRADE

Raw and packaging materials (note 7.1)	12,024,104	14,967,969
Fuel stock	603,613	671,371
Work-in-process	652,971	371,488
Finished goods:		
- own manufactured products	30,073,277	12,430,132
- purchased and packaged products	14,086,150	14,368,584
	<u>44,159,427</u>	<u>26,798,716</u>
Less: Provision for impairment against stock-in-trade	(319,936)	(319,936)
Related to Disposal group (note 8.3)	<u>(1,329,650)</u>	<u>(1,313,109)</u>
	<u>55,790,529</u>	<u>41,176,499</u>

(Amounts in thousand)

7.1 Includes stock-in-transit amounting to Rs. 3,109,129 (December 31, 2024: Rs. 11,079,122).

8. ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

8.1 In 2024, Engro Energy Limited, wholly owned subsidiary of ECL, has entered into definitive agreements with Liberty Power Holding (Pvt.) Limited and other parties for the sale of its entire shareholding in EPQL, EPTL and SECMC. As a result, assets and liabilities and results of the operations of these thermal assets portfolio have been classified as attributable to discontinued operations.

As of reporting date, the Group has recognized a remeasurement loss of Rs. 32,229,000 on carrying value of thermal assets.

8.2 During 2024, an investment had been classified as held for sale due to the decision of the Board of Directors of ECL to divest its wholly owned subsidiary, EEAPL. During the period, ECL entered into a definitive agreement with MAP Rice Mills (Private) Limited, an affiliate of the Bestway Group for the sale of its entire shareholding in EEAPL (the Transaction). On March 12, 2025, all corporate and regulatory approvals in this respect were received and the transaction has been successfully executed. As a result, the results of the operations of EEAPL have been classified as attributable to discontinued operations.

	Unaudited	
	Three months ended	
	March 31, 2025	March 31, 2024
	------(Rupees)-----	
8.3 Financial performance relating to discontinued operations of thermal assets portfolio and EEAPL		
Revenue	28,337,220	29,697,394
Operating Profit before adjustment	14,584,298	16,001,607
Profit after tax from discontinued operation before adjustment in respect of carrying value of thermal assets portfolio	8,692,688	8,886,342
Profit after tax from discontinued operation after adjustment in respect of carrying value of thermal assets portfolio (note 8.3.3)	562,688	(70,658)
	(Unaudited) March 31, 2025 (Rupees)	(Audited) December 31, 2024 (Rupees)
8.3.1 Assets and liabilities of thermal energy assets classified as held for sale		
ASSETS		
Property, plant and equipment	114,097,147	123,135,022
Intangible assets	266,184	279,320
Long-term investments	5,374,884	5,374,884
Long term loans, advances, deposits and other receivables	14,393	38,559
Stock-in-trade	1,329,650	1,313,109
Stores, spares and loose tools	544,395	574,979
Trade debts	67,267,969	59,843,837
Loans, advances and prepayments	1,258,688	1,861,975
Short-term investments	3,247,262	14,318,691
Accrued income	14,027	2,466,722
Other receivables	34,296,260	36,408,289
Cash and bank balances	31,909,413	17,243,831
	259,620,272	262,859,218

(Amounts in thousand)

	(Unaudited) March 31, 2025 (Rupees)	(Audited) December 31, 2024 (Rupees)
LIABILITIES		
Long-term borrowings	110,412,032	109,610,749
Trade and other payables	66,206,978	62,420,930
Contract liabilities	9,327,203	9,335,960
Dividend payable	4,953,635	19,890
Accrued interest / mark-up	4,255,627	1,238,788
Short-term borrowings	19,071,505	23,005,561
Deferred taxation	994,001	994,001
Taxation - provision less payments	28,279	373,648
	<u>215,249,260</u>	<u>206,999,527</u>
NET ASSETS	<u>44,371,012</u>	<u>55,859,691</u>

8.3.2 Net cash flows relating to discontinued operations for the period:

Net cash generated from operating activities	<u>11,609,308</u>	<u>8,555,550</u>
Net cash generated from investing activities	<u>2,158,659</u>	<u>4,088,562</u>
Net cash utilized in financing activities	<u>(5,945,247)</u>	<u>(10,245,711)</u>

8.3.3 Due to execution of definitive sale purchase agreements, profit from discontinued operations have been adjusted by Rs. 8,130,000 (March 31, 2024: Rs. 8,957,000) from carrying value of thermal assets portfolio in these consolidated condensed interim financial statements. The recoverable amount of thermal assets portfolio is based on fair value less cost of disposal.

9. SHARE CAPITAL**9.1 Authorized capital**

(Unaudited) March 31, 2025 ------(Number of shares)-----	(Audited) December 31, 2024 ------(Rupees)-----		(Unaudited) March 31, 2025 ------(Rupees)-----	(Audited) December 31, 2024 ------(Rupees)-----
<u>1,250,000,000</u>	<u>1,250,000,000</u>	Ordinary shares of Rs. 10 each	<u>12,500,000</u>	<u>12,500,000</u>

9.2 Issued, subscribed and paid-up capital

(Unaudited) March 31, 2025 ------(Number of shares)-----	(Audited) December 31, 2024 ------(Rupees)-----		(Unaudited) March 31, 2025 ------(Rupees)-----	(Audited) December 31, 2024 ------(Rupees)-----
13,900,000	13,900,000	Ordinary shares of Rs. 10 each fully paid in cash	139,000	139,000
467,387,116	467,387,116	Ordinary shares of Rs. 10 each issued as fully paid bonus shares	4,673,871	4,673,871
722,944,878	-	Ordinary shares issued pursuant to Scheme of Arrangement	7,229,449	-
<u>1,204,231,994</u>	<u>481,287,116</u>		<u>12,042,320</u>	<u>4,812,871</u>

(Amounts in thousand)

10. BORROWINGS

As at March 31, 2025, there is no material change in the status of borrowings reported in note 26 of the annual audited consolidated financial statements of the Holding Company for the year ended December 31, 2024, except as follows:

Engro Fertilizers Limited (EFERT)

- 10.1 During the period, EFERT made principal repayments of long term finances to Allied Bank Limited amounting to Rs. 29,943 respectively.
- 10.2 During the period, EFERT has entered into Diminishing Musharakah arrangement with Standard Chartered Bank Limited amounting to Rs. 4,000,000 to finance its capital expenditure for a period of 2 years (including 1 year grace period). These are secured by way of first pari-passu hypothecation charge over fixed assets of the Company (including land, buildings and plant and machinery) with 20% margin.
- 10.3 During the period, EFERT repaid TERF loans to Habib Bank Limited and Allied Bank Limited amounting to Rs. 22,203 and Rs. 7,131 respectively. These borrowings have the same charge as the borrowings from other Senior Lenders on operating assets. Mark-up is chargeable at concessional rates ranging from 1.50% to 2.00% per annum and is payable in quarterly or semi-annual installments starting from January 2022.

11. CONTINGENCIES AND COMMITMENTS

11.1 Contingencies

As at March 31, 2024, there is no material change in the status of matters reported as contingencies in note 36 of the annual audited consolidated financial statements of the Holding Company for the year ended December 31, 2024, except as follows:

11.2 Commitments

- 11.2.1 Commitments in respect of capital and operational expenditure contracted but not incurred amount to Rs. 68,573,384 (December 31, 2024: Rs. 59,862,202).
- 11.2.2 The aggregate facilities for issuance of performance guarantees by the banks on behalf of EPCL as at March 31, 2025 amounts to Rs. 11,471,000 (December 31, 2024: Rs. 10,046,000). The amount utilized there against as at March 31, 2025 is Rs. 8,516,365 (December 31, 2024: Rs. 8,326,369).

The performance guarantees of Rs. 102,180 and Rs. 286,682 have been given in respect of Sindh Development and Maintenance of Infrastructure Cess (SIDC) and greenfield application status of Engro Peroxide (Private) Limited (EPPL), wholly owned subsidiary of EPCL, respectively. With regard to greenfield status, EPCL is of the view that if payment on account of sales tax and income tax amounting to Rs. 149,620 is required to be made to the Government authorities, the same will be recoupable in its tax returns for future periods. Accordingly, no provision has been recognized in this respect in these consolidated condensed interim financial statements.

- 11.2.3 The facility for opening letter of credits as at March 31, 2025 for EPCL aggregates to Rs. 42,252,000 (December 31, 2024: Rs. 46,258,000) out of which Rs. 11,693,887 (December 31, 2024: Rs. 16,010,399) have been utilized.
- 11.2.4 Commitments in respect of rentals of storage tanks at EVTL for the handling of (i) Ethylene aggregating to USD 3,715 (December 31, 2024: USD 3,870) are valid till March 31, 2026, (ii) Ethylene Di Chloride (EDC) aggregating to USD 2,065 (December 31, 2024: USD 2,224) are valid till December 31, 2028 and (iii) Vinyl Chloride Monomer (VCM) aggregating to USD 447 (December 31, 2024: USD 644) are valid till December 31, 2025.
- 11.2.5 As at March 31, 2025, bank guarantees of Rs. 9,977,294 (December 31, 2024: Rs. 9,984,004) have been issued by EFERT, in favour of third parties.

(Amounts in thousand)

- 11.2.6 EETPL has arranged a facility with MCB Bank Limited for opening letters of credit amounting to Rs. 400,000 (December 31, 2024: Rs. 400,000). The total amount utilized against the facility for letters of credit amounts to Rs. 123,570 (December 31, 2024: Rs. 71,593). This facility is secured against lien over deposit of the amount utilized.
- 11.2.7 EETPL has provided bank guarantee amounting to Rs. 1,708,461 (December 31, 2024: Rs. 733,961) from MCB Bank Limited and Rs. 1,549,243 (December 31, 2024: Rs. 1,536,743) from Bank Alfalah Limited, in favor of Nazir of the Court to comply with the interim orders of the Court. During the period, EETPL filed application to the Court to adjust payment of advance tax against the bank guarantee provided above which was duly allowed by the Court. These guarantees have been secured against bank balances and short term investments of EETPL.
- 11.2.8 Enfrashare has obtained a letter of credit facility aggregating Rs 2,000,000 (December 31, 2024: Rs 2,000,000) from MCB Bank Limited. The amount availed on the facility as at March 31, 2025 is Rs 272,000 (December 31, 2024: Rs 76,000).
- 11.2.9 Commitments given by the associated companies and joint venture in respect of capital and operational expenditure including bank guarantees amount to Rs. 2,699,386 (December 31, 2024: Rs. 4,263,079).

	Unaudited	
	Three months ended	
	March 31, 2025	March 31, 2024
	------(Rupees)-----	
12. REVENUE		
Own manufactured products / sale of electricity	80,976,990	82,953,455
Less:		
- Sales tax	(10,539,333)	(6,743,148)
- Discounts	(656,033)	(649,722)
	69,781,624	75,560,585
Purchased and packaged products	21,995,510	51,059,400
Services rendered	11,201,508	11,314,439
	33,197,018	62,373,839
Less: Sales tax	(1,725,901)	(3,936,994)
Less: Discounts	(4,732)	(308)
	(1,730,633)	(3,937,302)
Related to Disposal group (note 8.3)	(28,337,220)	(29,697,394)
	72,910,789	104,299,728

13. MINIMUM TAX AND FINAL TAX

This represents final and minimum taxes charged under section 5, section 8, section 153 and section 113 (in respect of non recoupable minimum tax) of the Ordinance, representing levy in terms of requirements of IFRIC 21 / IAS 37.

(Amounts in thousand)

14. TAXATION

As of March 31, 2025, following are the updates to taxation matters from those reported in note 46 to the audited annual consolidated financial statements of the Holding Company for the year ended December 31, 2024:

- 14.1 In 2023, the income tax department, in respect of the tax year 2017, determined income tax liability of Rs. 20,573,135 and raised a demand of Rs.19,687,430 (including super tax) on account of tax levied on capital gains on disposal of shares of listed subsidiaries. However, based on an appeal by ECL, a rectification order was issued by the tax department amounting to Rs. 14,960,022 after deducting the tax determined u/s 5A tax on undistributed profits of the Income tax ordinance amounting to Rs. 4,727,409. As a normal recourse, ECL filed an appeal before the CIR - Appeals which upheld the decision of ACIR. Being aggrieved of the decision of CIR - Appeals, the Company had filed an appeal before the ATIR.

During the period, the ATIR has upheld the decision of CIR – Appeals. Being aggrieved with the decision, ECL has filed reference before High Court of Sindh (HCS) which has restrained the tax department from taking any coercive measure against ECL.

The management based on its assessment is confident that the matter will ultimately be decided in its favor, hence, no provision has been made in these consolidated condensed interim financial statements.

15. EARNINGS PER SHARE - BASIC AND DILUTED

There is no dilutive effect on the basic earnings per share of the Group, which is based on the following:

	Unaudited	
	Three months ended	
	March 31, 2025	March 31, 2024
	(Rupees)	
Profit for the period attributable to Owners of the Holding Company from (note 15.1):		
- continuing operations	2,058,272	2,023,034
- discontinued operations	(292,293)	(70,658)
	<u>1,765,979</u>	<u>1,952,376</u>
	Number of shares (in thousand)	
Weighted average number of ordinary shares for determination of basic and diluted EPS	1,204,232	481,287
	(Rupees)	
Earnings per share (in rupees) basic and diluted		
- continuing operations	1.71	4.20
- discontinued operations	(0.24)	(0.15)
	<u>1.47</u>	<u>4.05</u>

- 15.1 As more fully explained in note 1.3, post implementation of the Scheme from January 1, 2025, the profit attributable to the owners of the Holding Company for the three months ended March 31, 2025, represents 100% ownership in ECL, whereas comparative period's profit attributable to owners represents 39.97% ownership in ECL.

(Amounts in thousand)

		(Unaudited)	
		Three months ended	
		March 31, 2025	Restated March 31, 2024
		-----Rupees-----	
16.	CASH GENERATED FROM OPERATIONS		
	Profit before taxation from:		
	- continuing operations	7,629,689	13,915,164
	- discontinued operations	1,982,383	856,527
		<u>9,612,072</u>	<u>14,771,691</u>
	Adjustment for non-cash charges and other items:		
	Depreciation and amortization	2,407,899	4,543,007
	Loss on disposal / write-off of property, plant and equipment	37,851	43,176
	Provisions - net	(1,025,091)	(734,360)
	Provision for retirement and other service benefits	162,850	85,965
	Finance cost	8,025,041	9,560,376
	Adjustments in respect of carrying amount of thermal energy assets	8,130,000	8,503,000
	Finance income on net investment in leases	(1,524,878)	(1,735,589)
	Loss on disposal of subsidiary	92,468	-
	Finance cost on lease liability	1,043,030	1,200,124
	Income on deposits / other financial assets	(1,567,425)	(5,546,835)
	Gain allowance on subsidy receivable from GoP	(10,523)	(57,783)
	Share of income from joint venture and associate	(684,179)	(1,462,476)
	Exchange loss / (gain) on lease liability	179,048	(844,570)
	Exchange (gain) / loss on net investment in lease	(359,015)	900,227
	Tax levies	1,082,991	1,001,280
	Foreign currency translations	(126,148)	496,666
	Working capital changes (note 16.1)	<u>(10,259,724)</u>	<u>(13,155,130)</u>
		<u>12,107,138</u>	<u>17,568,769</u>
16.1	Working capital changes		
	(Increase) / decrease in current assets		
	- Stores, spares and loose tools	2,709,616	(1,375,335)
	- Stock-in-trade	(14,630,571)	4,309,256
	- Trade debts and contract assets	(1,351,053)	(197,228)
	- Loans, advances, deposits and prepayments	(1,145,459)	(1,144,790)
	- Other receivables - net	5,908,814	(7,456,555)
		<u>(8,508,653)</u>	<u>(5,864,652)</u>
	Decrease in current liabilities		
	- Trade and other payables	<u>(1,751,071)</u>	<u>(7,290,478)</u>
		<u>(10,259,724)</u>	<u>(13,155,130)</u>

(Amounts in thousand)

		(Unaudited)	
		Three months ended	
		Restated	
		March 31,	March 31,
		2025	2024
		-----Rupees-----	
17.	CASH AND CASH EQUIVALENTS		
	Cash and bank balances	52,586,331	67,987,244
	Short term investments - with original maturity less than 3 months	38,561,257	13,392,216
	Bank balances under lien	(546,012)	(2,373,925)
	Short term borrowings	(60,404,888)	(26,347,384)
		<u>30,196,688</u>	<u>52,658,151</u>

18. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS**18.1 Financial risk factors**

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

There have been no changes in the financial risk management policies of the Group during the period. Consequently, these consolidated condensed interim financial statements do not include all the financial risk management information and disclosures required in the annual audited consolidated financial statements.

18.2 Fair value estimation

The table below analyses financial instruments carried at fair value using the fair value measurement method in accordance with IFRS 13. The different levels have been defined as follows:

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

	Level 1	Level 2	Level 3	Total
	----- Rupees -----			
As at March 31, 2025 (Unaudited)				
Financial assets at fair value through profit or loss				
- Mutual fund units	-	18,158,959	-	18,158,959
Financial assets at fair value through other comprehensive income				
- Derivative financial instruments	-	-	-	-
- Pakistan Investment Bonds	-	12,952,163	-	12,952,163
- Other investments	58,331	5,000	-	63,331
	<u>58,331</u>	<u>12,957,163</u>	<u>-</u>	<u>13,015,494</u>

(Amounts in thousand)

	Level 1	Level 2	Level 3	Total
	Rupees			
As at December 31, 2024 (Audited)				
Financial assets at fair value				
through profit or loss				
- Mutual fund units	-	28,429,608	-	28,429,608
- Quoted Shares	16,546,268	-	-	16,546,268
	16,546,268	28,429,608	-	44,975,876
Financial assets at fair value				
through other comprehensive income				
- Derivative financial instruments	-	226,087	-	226,087
- Pakistan Investment Bonds	-	14,305,192	-	14,305,192
- Other investments	65,580	5,000	-	70,580
	65,580	14,536,279	-	14,601,859

18.3 Valuation techniques used to determine fair values

Level 1 fair values have been determined using price quoted in Pakistan Stock Exchange.

Level 2 fair values have been determined on the basis of PKRV rates and closing net asset values for government securities and mutual funds units, respectively.

There were no transfers amongst the levels during the period. Further, there were no changes in the valuation techniques during the period.

18.4 Fair value of financial assets and liabilities

The carrying value of all other financial assets and liabilities reflected in these consolidated condensed interim financial statements approximate their fair values.

19. TRANSACTIONS WITH RELATED PARTIES

Related parties comprise of the holding company, joint venture company, associated companies, retirement benefit funds, directors and key management personnel. Details of transactions with related parties during the period, other than those which have been disclosed elsewhere in these consolidated condensed interim financial statements, are as follows:

	(Unaudited)	
	Three months ended	
	March 31, 2025	March 31, 2024
	----- (Rupees) -----	
Associated companies, joint ventures and other related parties		
Purchases and services	15,052,610	16,905,986
Sale of Goods and Services	1,555,380	1,630,907
Dividend received	225,000	346,282
Dividend paid / payable	6,271,617	10,567,423
Donations	75,992	57,649
Reimbursements from	185,890	309,526
Reimbursements to	116,091	89,356
Finance costs	149,174	1,770,016
Loan repaid	827,256	-
Key Management Personnel		
Remuneration paid to key management personnel	430,152	469,445
Directors' fees	-	29,147
Post retirement benefit plans	-	1,207
Reimbursement of expenses	402	-
Contribution to retirement benefit funds	323,625	274,463

(Amounts in thousand)

20. SEGMENT REPORTING

- 20.1 A business segment is a group of assets and operations engaged in providing products that are subject to risks and returns that are different from those of other business segments. The management has determined the operating segments based on the information that is presented to the Board of Directors of the Holding Company for allocation of resources and assessment of performance. Based on internal management reporting structure and products produced and sold, the Group is organized into the following operating segments:

Type of segments	Nature of business
Fertilizer	This part of the business manufactures, purchases and markets fertilizers. The operations of this segment include a wide range of fertilizer brands, besides urea, which primarily comprises of Engro Zarkhez, Zingro, Engro DAP optimized for local cultivation needs and demand. Further, the segment is a leading importer and seller of phosphate products which are marketed extensively across Pakistan as phosphatic fertilizers. The Company carrying on the fertilizer business is listed on Islamic Index.
Polymer	This part of the business manufactures, markets and sells Poly Vinyl Chloride (PVC), PVC compounds, Caustic soda and related chemicals in Pakistan and internationally. The Company carrying on the polymer business is listed on Islamic Index.
Terminal	This part of the business includes operating and maintaining integrated liquid chemical terminal and storage farm, and LNG terminal for receipt, storage and regasification of LNG.
Power and mining	This part of the business includes power generation, distribution, transmission and sale of electricity in Pakistan. This also includes investments made in coal mining business.
Connectivity and telecom	This part of the business includes buying, building, maintaining and operating telecommunications infrastructure and ancillary products and services.
Other operations	It includes investments made in foods, dairy and commodities trading businesses.

Management monitors the operating results of the abovementioned segments separately for the purpose of making decisions about resources to be allocated and for assessing performance. Segment performance is evaluated based on operating profit or loss which in certain respects is measured differently from profit or loss in the consolidated condensed interim financial statements. Segment results and assets include items directly attributable to a segment.

(Amounts in thousand)

20.2 Information regarding the Group's operating segments is as follows:

	(Unaudited)	
	Three months ended	
	March 31, 2025	March 31, 2024
	------(Rupees)-----	
Revenue		
- At a point in time	63,004,068	95,000,282
- Over time	38,243,941	38,996,840
	<u>101,248,009</u>	<u>133,997,122</u>
Segment wise break-up is as follows:		
Fertilizer	30,285,513	73,783,443
Polymer	17,866,452	16,572,208
Terminal	4,878,088	5,206,007
Power and mining	28,337,220	29,923,216
Connectivity and telecom	4,899,177	3,817,457
Other operations	35,368,030	30,794,516
Elimination - net	(20,386,471)	(26,099,725)
Consolidated	<u>101,248,009</u>	<u>133,997,122</u>
Less: Discontinued operations	<u>(28,337,220)</u>	<u>(29,697,394)</u>
Continuing operations	<u>72,910,789</u>	<u>104,299,728</u>
Profit before tax for the period		
Fertilizer	4,925,997	12,106,638
Polymer	(843,287)	(1,287,698)
Terminal	1,291,935	2,677,739
Power and mining	2,041,204	509,873
Connectivity and telecom	615,717	(842,107)
Other operations	7,585,820	8,647,598
Elimination - net	(6,005,314)	(7,040,352)
Consolidated	<u>9,612,072</u>	<u>14,771,691</u>
Less: Discontinued operations	<u>(1,982,383)</u>	<u>(856,527)</u>
Continuing operations	<u>7,629,689</u>	<u>13,915,164</u>

(Amounts in thousand)

	(Unaudited)	
	Three months ended	
	March 31, 2025	December 31, 2024
	------(Rupees)-----	
Assets		
Fertilizer	177,755,918	170,602,110
Polymer	105,098,486	100,851,437
Terminal	74,850,491	75,827,172
Power and mining (note 20.2.1)	269,697,597	265,538,607
Connectivity and telecom	68,446,648	66,772,440
Other operations	315,815,789	204,124,214
Elimination - net	(243,458,802)	(114,378,878)
Consolidated	<u>768,206,127</u>	<u>769,337,102</u>
Liabilities		
Fertilizer	138,081,438	123,143,566
Polymer	78,601,498	73,529,858
Terminal	61,200,885	63,205,118
Power and mining (note 20.2.1)	223,469,432	213,898,542
Connectivity and telecom	47,286,092	46,059,407
Other operations	47,421,429	57,797,831
Elimination - net	(43,767,092)	(40,416,199)
Consolidated	<u>552,293,682</u>	<u>537,218,123</u>

- 20.2.1 This includes assets and liabilities classified as held for sale amounting to Rs. 259,620,272 (December 31, 2024: 262,859,218) and Rs. 215,249,260 (December 31, 2024: 206,999,527) respectively.

21. NON-ADJUSTING EVENTS AFTER THE REPORTING DATE

- 21.1 The Board of Directors of Engro Vopak Terminal Limited, a joint venture company, in its meeting held on April 25, 2025 has proposed an interim cash dividend of Rs. 7.5 per share for the year ending December 31, 2025, amounting to Rs. 675,000 of which the proportionate share of ECL amounts to Rs. 337,500.
- 21.2 The Board of Directors of FrieslandCampina Engro Pakistan Limited (Formerly Engro Foods Limited) in its board meeting held on February 13, 2025 proposed a final cash dividend of Rs. 2.8 per share for the year ended December 31, 2024, amounting to Rs. 2,146,469 of which the proportionate share of ECL amounts to Rs. 857,013. This dividend will be approved in Annual General Meeting of FrieslandCampina Engro Pakistan Limited which will be held on April 21, 2025.

The consolidated condensed interim financial statements for the period ended March 31, 2025 do not include the effect of the aforementioned proposed dividend, which will be accounted for in the consolidated financial statements for the period ending June 30, 2025.

22. SEASONALITY

The Group's fertilizer business is subject to seasonal fluctuations as a result of two different farming seasons viz, Rabi (from October to March) and Kharif (from April to September). On an average, fertilizer sales are more tilted towards Rabi season. The Group manages seasonality in business through appropriate inventory management.

(Amounts in thousand)

23. CORRESPONDING FIGURES


- 23.1 In order to comply with the requirements of International Accounting Standard 34 - 'Interim Financial Reporting', the consolidated condensed interim statement of financial position has been compared with the balances of annual audited consolidated financial statements of the preceding financial year, whereas the consolidated condensed interim statement of profit or loss, consolidated condensed interim statement of comprehensive income, consolidated condensed interim statement of changes in equity and consolidated condensed interim statement of cash flows have been compared with the balances of comparable period of immediately preceding financial year.
- 23.2 Corresponding figures have been rearranged and reclassified, wherever considered necessary, for the purpose of comparison and better presentation, the effects of which are not material.

24. DATE OF AUTHORIZATION FOR ISSUE

These consolidated condensed interim financial statements were authorized for issue on April 28, 2025 by the Board of Directors of the Holding Company.



Muhammed Amin
Director

Farooq Barkat Ali
Chief Financial Officer

Abdul Samad Dawood
Chief Executive Officer

ڈائریکٹرز رپورٹ

اینگروہولڈنگز لمیٹڈ، سابقہ واؤڈ ہرکولیس کارپوریشن لمیٹڈ (کمپنی) کے ڈائریکٹرز باسمرٹ، 31 مارچ 2025 کو ختم ہونے والے کمپنی کے پہلے سہ ماہی کے لیے عبوری مالیاتی گوشواروں کے ساتھ یہ رپورٹ پیش کر رہے ہیں۔

عالمی معیشت کو اب بھی کئی چیلنجز کا سامنا ہے، اور ترقی کی رفتار میں کمی متوقع ہے۔ سرمایہ کاروں کا اعتماد موجودہ اور مستقبل دونوں لحاظ سے، جغرافیائی سیاست، تجارتی پالیسیوں، اور وسیع تر اقتصادی پالیسیوں کے حوالے سے بڑھتی ہوئی غیر یقینی صورتحال کی وجہ سے کم ہو رہا ہے۔ تجارتی پالیسی کی غیر یقینی صورتحال بے حد بڑھ چکی ہے، خاص طور پر امریکہ اور چین کی جانب سے اضافی محصولات کے نفاذ کی وجہ سے۔ اگرچہ کچھ محصولات کو جزوی طور پر واپس لے لیا گیا ہے، لیکن یہ عوامل اب بھی عالمی صارفین کی قیمتوں میں اضافے کا سبب بنے ہوئے ہیں۔ کموڈٹی کی قیمتوں میں کمی آئی ہے، اور برینٹ خام تیل کی قیمتوں میں اتار چڑھاؤ دیکھا گیا ہے۔

ملکی سطح پر، پاکستان کی معیشت میں مثبت پیش رفت دیکھی گئی ہے کیونکہ زیادہ تر اقتصادی اشاریے بہتری کی طرف گامزن ہیں۔ سخت مالی اور مانیٹری پالیسیوں کے باعث مہنگائی میں نمایاں کمی آئی ہے۔ مارکیٹ میں زرمبادلہ کے استحکام اور کرنٹ اکاؤنٹ کے قابو میں ہونے کی وجہ سے غیر ملکی ذخائر کی بحالی ممکن ہوئی۔ اندرونی اور بیرونی حالات کے استحکام کی عکاسی کرتے ہوئے، اسٹیٹ بینک آف پاکستان نے پالیسی ریٹ کو 12 فیصد کرنے کے لیے مجموعی طور پر 100 بی پی ایس پوائنٹس کی کمی کی ہے، جو 2022 کے بعد سے سب سے کم ترین ہے۔

اس کے علاوہ، حکومت نے ایکسیٹنڈڈ فنڈ فیسیلٹی (EFF) کے تحت پہلے جائزے پر عمل درآمد کرنے کے لیے اسٹاف لیول معاہدہ حاصل کیا ہے، اور ری پبلینس اینڈ سسٹین ایبلٹی فیسیلٹی کے تحت ایک نئے انتظام پر بھی اتفاق کیا گیا ہے۔ EFF کے تحت پروگرام پر مضبوط عمل درآمد جاری ہے، اور اس پروگرام سے وابستگی طویل مدتی ترقی کو ممکن بنائے گی۔

اگرچہ پیش رفت ہوئی ہے، پاکستان کو اب بھی کئی چیلنجز اور خطرناک مسائل کا سامنا ہے۔ کاروباری ماحول کی مشکلات اور ریاست کی معیشت میں نمایاں موجودگی سرمایہ کاری کو متاثر کرتی ہے۔ مزید برآں، ملک کی درآمدات پر انحصار کا مطلب ہے کہ اقتصادی ترقی کرنٹ اکاؤنٹ، زرمبادلہ کی شرح کے استحکام، اور مہنگائی پر دباؤ ڈالتی ہے، جو خود کفالت کو فروغ دینے کے لیے اصلاحات کی ضرورت کو اجاگر کرتی ہے۔ ٹیکس بین اب بھی محدود ہے، جو براہر یکسیدیشن اور مستحکم مالی نظام کو یقینی بناتا ہے۔ یہ مسائل ریاستی ملکیت کے اداروں کے مسلسل نقصانات سے مزید پیچیدہ ہو جاتے ہیں، جنہیں مکمل طور پر اصلاحات کی ضرورت ہے۔ پاکستان کو مالی و اقتصادی چیلنجز سے نمٹنے کے لیے ان اہم شعبوں میں مربوط اصلاحات اور ایڈجسٹمنٹ کی کوششیں کرنے کی ضرورت ہے۔

سرمایہ کاری کا جائزہ

1 جنوری 2025 سے نافذ ہونے والے اسکیم آف ارتجمنٹ کے نتیجے میں، کمپنی کی کل سرمایہ کاری صرف اینگروکارپوریشن کی ملکیت پر مشتمل ہے۔ کمپنی کے دیگر آمدنی پیدا کرنے والے اثاثے، بشمول لسٹڈ ایکویٹیز پورٹ فولیو، ڈی ایچ پائٹرز لمیٹڈ کو منتقل کر دیے گئے ہیں۔

اعدادی جائزہ

31 مارچ 2025 کو ختم ہونے والے سہ ماہی کے لیے کمپنی نے 47 ملین روپے کا انفرادی طور پر بعد از ٹیکس منافع حاصل کیا، جو گزشتہ سال اسی مدت میں 346 ملین روپے تھا۔ اس کے مطابق فی حصص آمدن (ای پی ایس) 0.04 روپے رہی، جو گزشتہ سال اسی عرصے میں 0.72 روپے تھی۔ آمدنی پیدا کرنے والی سرمایہ کاریوں کا ڈی ایچ پائٹرز لمیٹڈ کو منتقل ہونا منافع میں کمی کی بنیادی وجہ ہے۔

اجتماعی بنیاد پر، کمپنی کے جاری آپریشنز سے آمدنی میں 30 فیصد کمی ہوئی، جو 2025 میں 72,911 ملین روپے رہی، جبکہ گزشتہ سال اسی عرصے میں یہ 104,300 ملین روپے تھی۔ جاری آپریشنز سے اجتماعی منافع بعد از ٹیکس 3,417 ملین روپے رہا (جس میں سے 2,058 ملین روپے حصص داران کے لیے مخصوص ہیں)، جو گزشتہ سال اسی مدت میں 7,778 ملین روپے (حصص داران کے لیے 2,023 ملین روپے) تھا۔

منافع بعد از ٹیکس منقطع آپریشنز سمیت 3,979 ملین روپے رہا (حصص داران کے لیے 1,766 ملین روپے)، جو کہ گزشتہ سال اسی مدت میں 7,708 ملین روپے (حصص داران کے لیے 1,952 ملین روپے) تھی۔ اس کے مطابق فی حصص آمدن (ای پی ایس) 1.47 روپے رہی، جو 2024 میں 4.05 روپے تھی۔ اجتماعی ای پی ایس میں فرق کی بنیادی وجہ کھاد کے کاروبار میں منافع کی کمی اور مالی آمدن میں کمی ہے۔ جسے جزوی طور پر ٹاور یونیویس میں اضافے، کم شرح سود کے باعث مالیاتی اخراجات میں کمی، اور لاگت میں بچت کے اقدامات سے متوازن کیا گیا ہے۔

1 جنوری، 2025 کو اسکیم آف آرٹیمینٹ کے نفاذ پر کمپنی کے 722,944,878 اضافی حصص اینگرو کارپوریشن کے حصص داران کو جاری کیے گئے تاکہ کمپنی کی اینگرو کارپوریشن میں ملکیت 39.97 فیصد سے بڑھا کر 100 فیصد کی جاسکے۔ نتیجتاً، 31 مارچ 2025 کو ختم ہونے والے سہ ماہی کے لیے اجتماعی مالیاتی گوشواروں میں مالکان سے منسوب منافع 100 فیصد ملکیتی مفاد کو ظاہر کرتا ہے، جو کہ 2024 کی اسی مدت میں 39.97 فیصد تھا۔ لہذا، 31 مارچ، 2025 کو ختم ہونے والے سہ ماہی کے لیے مذکور بالا اجتماعی ای پی ایس میں اضافی حصص کی تعداد کو مد نظر رکھتے ہوئے منافع کو تقسیم کر کے شمار کیا گیا ہے۔

اعاثوں کی توسیع

یورپ اور آسٹریلیا میں سرمایہ کاری کی وجہ سے کھاد کی آمدنی (59 فیصد) اور منافع (63 فیصد) میں کمی آئی۔ والیومز میں یہ سست روی کمزور کسان معیشت اور زیادہ مالیاتی اخراجات کی وجہ سے آئی ہے، کیونکہ کسان ابھی بھی موسمیاتی تبدیلیوں سے متاثر ہیں۔ جن میں فصلوں کی اگنے کے موسموں کے لیے پانی کی دستیابی بھی شامل ہے۔ طویل ترسیل کی مارکیٹ بھی ایک چیلنج بنی ہوئی ہے جس کا کاروبار تیز صارفین کی مداخلتوں کے ذریعے مقابلہ کر رہا ہے۔ تاہم، اندرون ملک تیار کردہ کھادیں اب بھی زراعت کمیونٹی کو سہولت فراہم کر رہی ہیں، کیونکہ اس عرصے کے دوران عالمی یورپ کی قیمتوں میں اضافہ ہوا جس سے قیمت میں 41 فیصد کا فرق آیا ہے۔ اس کاروبار کی طویل مدتی قیمت بدستور برقرار ہے، مگر ہم یہ اعتراف کرتے ہیں کہ اسٹرکچرل رکاوٹوں، ماحولیات اور مالیات سے احتیاط سے نمٹنے کی ضرورت ہے۔

پولیمیر کاروبار کو بھی نمایاں مشکلات کا سامنا کرنا پڑا؛ زیادہ والیومز کے باوجود، منافع پر دباؤ رہا کیونکہ گیس کی قیمتیں زیادہ تھیں، چینی صلاحیت میں اضافے کی وجہ سے ایک غیر موافق کورڈیلٹا اور انوینٹری بلنڈر سطح پر آگئی۔ اس کے نتیجے میں مقامی ڈیمانڈ میں کمی آئی اور مسابقتی قیمتوں پر درآمدات نے مزید دباؤ ڈالا۔ تاہم، کاروبار نے اپنے اینگرو پروڈکٹس (پرائیویٹ) لمیٹڈ پلانٹ کو کامیابی سے متعارف کروایا، جو اس کاروبار کی مصنوعات کی لائن کو مختلف شعبوں تک پھیلانے میں ایک اہم سنگ میل ثابت ہوا۔

ٹیلی کام انفراسٹرکچر میں ہمیں مضبوط رفتار دیکھنے کو ملی۔ انفراسٹرکچر نے اپنی موجودگی کو 4,300+ ٹاورز تک بڑھایا، جس کا 1.28 گنا زیادہ کرایہ داروں کا تناسب تھا، جس سے اس کی مارکیٹ میں پوزیشن مزید مستحکم ہوئی۔ اس کے علاوہ، پاکستان موبائل کمیونیکیشنز لمیٹڈ کے ساتھ ملحقہ معاہدہ اینگرو کی ٹیلی کام انفراسٹرکچر کے شعبے میں قدم بڑھانے پر زور دینے کی ایک مثال ہے، اس معاہدے کے تحت، پی ایم سی ایل کے 10,600 سے بھی زیادہ ٹاور ڈاٹا ٹائٹلے جو کہ اس کی مکمل ملکیتی ذیلی کمپنی، دیو دار (پرائیویٹ) لمیٹڈ کے تحت ہیں، اینگرو کنیکٹ (پرائیویٹ) لمیٹڈ میں منتقل ہوں گے، جو کہ اینگرو کارپوریشن کی مکمل ملکیتی ذیلی کمپنی ہے۔ یہ انتظام ابھی کارپوریت اور صوابی منظور یوں کا منتظر ہے۔

اینگرو کی توانائی کی سرمایہ کاریوں نے مستحکم آپریشننگ کارکردگی کا مظاہرہ کیا۔ کان کنی کا کاروبار معمول کے مطابق چل رہا ہے اور تیسرے مرحلے کی توسیع کے لیے تیار ہے، جو سالانہ صلاحیت کو 11 ملین ٹن سے زیادہ لے جائے گا۔ تھرپار پلانٹ نے 814 جی ڈبلیو ایچ کانہیٹ الیکٹریکل آؤٹ پٹ بھیجا، اگرچہ منصوبہ بند مینٹیننس کی گئی تھی، جبکہ قادر پور پاور پلانٹ نے 211 جی ڈبلیو ایچ کو قومی گرڈ میں بھیجا، جو گزشتہ سال اسی مدت میں 216 جی ڈبلیو ایچ تھا۔ قادر پور پلانٹ نے بدر فیڈ سے گیس کو ایک متبادل ایندھن کے طور پر شامل کرنے کے لیے پیداوار کا لائسنس حاصل کیا اور اس اضافی ایندھن کے لیے نیچر اسے ٹیرف منظوری حاصل کی ہے۔ یہ ابھی نیچر کے ساتھ تمام متعلقہ منظوریوں کو جلد حاصل کرنے کے لیے بات چیت کر رہا ہے، تاکہ اثاثوں کو بہتر ایندھن ملے اور وہ طویل مدت تک مضبوط رہیں۔

اس عرصے کے دوران، قومی مفاد کے تحت، اینگرو پاور جن قادر پور لمیٹڈ (EPQL) نے حکومت پاکستان اور سینٹرل پاور پراجیکٹس ایجنسی (گاڑنی) لمیٹڈ کے ساتھ ایک ترمیمی معاہدے پر دستخط کیے۔ اس معاہدے کے تحت، اینگرو پاور جن قادر پور لمیٹڈ ایک باہر ڈائیک اینڈ پے ماڈل نافذ کرے گا، جو یکم نومبر 2024 سے ماضی کی تاریخ سے موثر ہوگا۔

کھانے کے شعبے میں، فریز لینڈ کمپنی اینگرو پاکستان کی ڈیری والیومز کو 18 فیصد سلیز ٹیکس کی وجہ سے مسلسل دباؤ کا سامنا کرنا پڑا، جس نے صارفین کی خریداری کی طاقت کو متاثر کیا۔ اس کے باوجود، کاروباری ماڈل میں مضبوط تبدیلیوں اور ویلیو چین میں لاگت کی کارکردگی پر زور دے کر کاروبار نے مستقل منافع حاصل کیا۔

اس دوران، اینگرو کارپوریشن نے اینگرو ایگرو پراپرٹیز (EEAP) کی فروخت کے لیے ایک شیئر پر چیز معاہدہ (SPA) کیا، جو MAP راکس ملز (پرائیویٹ) لمیٹڈ (بیسٹ وے گروپ کا ایک ذیلی ادارہ) کے ساتھ 2.4 بلین روپے کے لین دین کے لیے تھا، جو کہ قرض اور نقد سے پاک تھا۔ تمام کارپوریٹ اور ریگولیٹری منظور یوں کی وصولی کے بعد یہ لین دین کامیابی سے مکمل ہوا۔ اس تجربے سے حاصل شدہ اسباق کو کمپنی کی سالانہ رپورٹ 2024 میں ڈائریکٹرز کی رپورٹ اور سی ای او کے پیغام کے حصوں میں شیئر کیا گیا ہے۔

ٹریننگ کے شعبے میں، LNG ٹرمینل نے ملک کی کل گیس کی فراہمی کا تقریباً 15 فیصد سامان ہینڈل کیا۔ صارفین کی جانب سے ڈیمانڈ کم ہونے کی وجہ سے کیمیکل ٹرمینل نے کم والیومز ہینڈل کیے۔

اینگرو ایگرو پراپرٹیز ایف ڈی ای، کمپنی کا یو اے ای میں بین الاقوامی تجارتی شعبے، نے گزشتہ سال اسی مدت میں 84 ملین امریکی ڈالر کے مقابلے میں 101 ملین امریکی ڈالر کا ٹرن اوور حاصل کیا۔

تھرم اٹاٹوں کی فروخت

اینگرو انرجی لمیٹڈ ("EEL")، جو کہ اینگرو کارپوریشن لمیٹڈ کی ذیلی کمپنی ہے، نے لبرٹی پاور ہولڈنگز لمیٹڈ اور اس سے منسلک فریقین (یعنی "خریداروں") کے ساتھ شیئر پر چیز معاہدوں (SPAs) پر دستخط کیے تھے، جن کا مقصد اینگرو پاور جن قادر پور لمیٹڈ (EPQL)، اینگرو پاور جن تھرم لمیٹڈ (EPTL)، اور سندھ اینگرو کول مائننگ کمپنی (SECMC) میں اپنے شیئرز کی فروخت کرنا تھا۔

رپورٹنگ کی تاریخ کے بعد، 2 اپریل 2025 کو، EEL کو خریداروں کی جانب سے ایک نوٹس موصول ہوا، جس میں EPQL SPA کے تحت سنگین خلاف ورزی کا الزام عائد کرتے ہوئے دعویٰ کیا گیا کہ اس کے نتیجے میں EPTL اور SECMC کے ساتھ ہونے والے SPAs بھی منسوخ ہو چکے ہیں۔ EEL نے ان تمام الزامات کو دو ٹوک انداز میں مسترد کیا اور ان کی سختی سے تردید کی ہے۔

چونکہ SPAs کے تحت مشترکہ شرائط مقررہ مدت (Long Stop Date) یعنی 4 اپریل 2025 تک پوری نہ ہو سکیں، لہذا EEL نے، اپنے تمام قانونی حقوق محفوظ رکھتے ہوئے، ان معاہدوں کو 5 اپریل 2025 سے فوری طور پر منسوخ کر دیا ہے، جو کہ معاہدوں کی شرائط کے عین مطابق ہے۔

رپورٹنگ کی تاریخ تک، IFRS 5 کے تحت، درجہ بندی میں یہ لین دین "غیر جاری اثاثہ جات برائے فروخت اور غیر جاری آپریشنز" کے درجہ بندی کے معیار پر پورا اُترتا ہے۔ چنانچہ، تھرم انرجی اثاثہ جات سے متعلق اثاثے اور واجبات کو غیر جاری آپریشنز سے منسوب اثاثے اور واجبات کے طور پر درجہ بند کیا گیا ہے۔

کمپنی نے ان تھرم انرجی اثاثہ جات کی خالص مالیت میں پہلے ہی مالیاتی بیانات میں گراؤٹ (Impairment) کی ایڈجسٹمنٹس تسلیم کر رکھی تھیں۔ جیسا کہ اب SPA معاہدے منسوخ ہو چکے ہیں، کمپنی متعلقہ مالیاتی رپورٹنگ فریم ورک کے مطابق اس کے مضمرات کا جائزہ لے گی اور اپنے مالیاتی بیانات میں مناسب اکاؤنٹنگ ایڈجسٹمنٹس کرے گی۔

شیئر ہولڈرز کو منافع کی تقسیم

ہماری ترقیاتی حکمت عملیوں اور مختلف پورٹ فولیو اقدامات کی سرمایہ کاری ضروریات کو مد نظر رکھتے ہوئے، کمپنی اپنی ڈیویڈنڈ تقسیم کی پالیسی پر نظر ثانی کر رہی ہے۔ PMCL کے ساتھ 10,600 سے زائد ٹاورز کے انتظامات سمیت ان تمام اسٹریٹجک سرمایہ کاریوں کی معاونت کے لیے، کیش فلو کو برقرار رکھنا ضروری ہے تاکہ مطلوبہ سرمایہ دستیاب رہے۔ ہم پُر عزم ہیں کہ آج کی گئی یہ سرمایہ کاریاں مستقبل میں ہمارے شیئر ہولڈرز کے لیے مستحکم کیش فلو کی صورت میں منافع بخش ثابت ہوں گی۔

مندرجہ بالا احوال کو مد نظر رکھتے ہوئے، کمپنی کے بورڈ آف ڈائریکٹرز نے 31 دسمبر 2025 کو ختم ہونے والے سال کے لیے کسی بھی عبوری نقد منافع (Interim Cash Dividend) کی سفارش نہ کرنے کا فیصلہ کیا ہے۔

مستقبل قریب کا معاشی جائزہ

ہم پاکستان میں آئندہ دنوں میں ایک معتدل معاشی بحالی کی توقع رکھتے ہیں، جسے مہنگائی میں کمی، روپے میں استحکام، شرح سود میں نرمی اور نسبتاً مستحکم سیاسی ماحول کی مدد حاصل ہے۔ اس رفتار کو برقرار رکھنے کے لیے، طویل مدتی ترقی اور سرمایہ کاروں کے اعتماد پر توجہ مرکوز کرنے والے اسٹریٹجک اقدامات اہم ہوں گے۔ اگرچہ چیلنجز اب بھی موجود ہیں، تاہم ساختی اصلاحات کے ابتدائی آثار حوصلہ افزا ہیں۔ یہ عندیہ دیتے ہیں کہ دیرینہ مسائل سے نمٹنے کا ارادہ موجود ہے، اور ایک مضبوط معاشی مستقبل کی بنیاد رکھی جا رہی ہے۔

تاہم زریعے میں قلیل مدتی منظر نامہ کافی مشکل دکھائی دیتا ہے۔ کسانوں کی مالی حالت بدستور دباؤ میں ہے اور متوقع گندم کی فصل کی کٹائی سے بھی کوئی بڑی بہتری کی امید نہیں ہے۔ امدادی قیمت کا فقدان کسانوں کو مارکیٹ فورسز کے رحم و کرم پر چھوڑ دیتا ہے، جس سے ان کے لیے معقول منافع حاصل کرنا مشکل ہو جاتا ہے۔ ٹیکسٹائل اور تعمیرات جیسے شعبے بھی ڈیمانڈ میں کمی کے باعث دباؤ کا شکار ہیں، جس کے اثرات ہماری پولیمر برنس پر بھی مرتب ہو رہے ہیں۔ آئندہ کچھ عرصے میں اجناس کی قیمتیں محدود دائرے میں یا مندی میں رہنے کا امکان ہے، جس سے مارجنز اور کوریڈیلناز دباؤ میں رہیں گے۔ دوسری طرف، لکٹریٹیوٹی سیکٹر ایک امید افزا تصویر پیش کر رہا ہے۔ یہاں ترقی کو موہاٹل نیٹ ورک آپریٹرز کے ساتھ مشترکہ کوششوں، انفراسٹرکچر کی شراکتی تخصیبات، اور نیٹ ورک کنسولیدیشن کے رجحانات سے تقویت مل رہی ہے، جس کے برقرار رہنے کی توقع ہے۔

توانائی کی ڈیمانڈ میں اضافے کے پیش نظر، ہم اپنے پورٹ فولیو میں ایندھن کی استعداد میں اضافے اور اثاثوں کی بہتر کارکردگی کے ذریعے طویل مدتی شیئر ہولڈروں کو یوپیڈا کرنے کے مواقع تلاش کرنے پر مرکوز ہیں۔ جن میں ایندھن کے انتخاب میں چلک پیدا کرنا اور اپنے پورٹ فولیو میں موجودہ اثاثہ جات کا بہتر استعمال شامل ہے۔

آنے والے وفاقی بجٹ کی منظوری ایک نہایت اہم سنگ میل ثابت ہوگی۔ ریونیو وصولی کے سلسلے میں IMF کے بڑھتے ہوئے دباؤ کے پیش نظر، حکومت کی ٹیکسیشن حکمت عملی پر سب کی نظریں مرکوز ہیں۔ اگرچہ شرح سود میں برائے نام کی مالی توازن کے لیے کچھ سہولت فراہم کر سکتی ہے، تاہم پائیدار معاشی سرمایہ کاری کے لیے منصفانہ اور مؤثر ٹیکس اصلاحات ضروری ہیں۔

سرکاری اداروں کی نجکاری میں پیش رفت بھی حکومتی اصلاحاتی عزم کا ایک اور اہم اشارہ ہوگا۔ عوامی شعبے کی کاروباری کارکردگی میں بہتری لانا معیشت پر ان کے منفی اثرات کو کم کرنے کے لیے کلیدی حیثیت رکھتا ہے۔

اسی دوران، عالمی اجناس کی قیمتوں میں حالیہ کمی خوش آئند ثابت ہوئی ہے۔ اگر یہ رجحان برقرار رہا، تو یہ پاکستان کی معیشت کو جاری عالمی غیر یقینی صورتحال کے دوران کچھ ریلیف مہیا کر سکتا ہے۔ دوسری جانب، پاکستان میں ہولڈنگ کمپنی اسٹریکچر کے تحت انٹرکارپوریٹ ڈیویڈنڈ (ICD) پر متعدد بار ٹیکسیشن سے چھوٹ دی گئی تھی تاکہ کارپوریٹ سیکٹر میں عالمی طور پر رائج بہترین طریقہ کار کو فروغ دیا جاسکے۔ تاہم، اس ریلیف کے اچانک خاتمے نے شیئر ہولڈرز کے منافع پر منفی اثر ڈالا ہے کیونکہ کمپنی کے شیئر ہولڈرز تک ڈیویڈنڈ انکم پہنچنے سے پہلے اس پر کئی مرتبہ ٹیکس لاگو ہو جاتا ہے۔ اس تناظر میں، کمپنی اس معاملے کے حل کے لیے مختلف اسٹیک ہولڈرز اور کاروباری پلیٹ فارمز کے ساتھ براہ راست مشاورت میں سرگرم عمل ہے، تاکہ عالمی مثالوں کے ذریعے، اس مسئلے کی اہمیت اور پاکستان میں کارپوریٹس بینشن سمیت نئی سرمایہ کاری پر اس کے منفی اثرات کو اجاگر کیا جاسکے۔

کاروباری تسلسل

اینگرو کے مختلف کاروبار ایک پیچیدہ ماحول میں کام کر رہے ہیں، جس کے لیے (۱) ہر کاروباری حکمت عملی اور (۲) اس سے وابستہ خطرات کے تسلسل کے ساتھ جانچ کا تقاضا کرتا ہے۔ کمپنی کے اندر اس ذمہ داری کو مؤثر انداز میں تقسیم کیا گیا ہے تاکہ کاروباری تسلسل کو یقینی بنایا جاسکے۔

ہم اس رسک مینجمنٹ کو شیئر ہولڈروں کو یوپیڈا کے تحفظ اور فروغ کے لیے بنیادی حیثیت دیتے ہیں، جو کہ ان بیرونی عوامل اور خطرات کے انتظام سے جڑی ہے جو سماجی اور قدرتی سرمایہ سے منسلک آپریشنز پر اثر انداز ہو سکتے ہیں۔ ایک جامع رسک میٹریکس (HSE، ہیلتھ، سیفٹی، اینڈ انوائرنمنٹ) مینجمنٹ سسٹم، جس کی بنیاد مؤثر زیر مینجمنٹ پر رکھی گئی ہے، جس کو اینگرو کے لیے خاص طور پر خطرات کی بروقت شناخت، تدارک اور ان کو کم کرنے کے لیے اپنی مرضی کے مطابق بنایا گیا ہے جو لوگ، ماحولیات، اثاثہ جات اور ساکھ (P-E-A-R) کو متاثر کر سکتے ہیں۔

اینگرو کی سسٹین ایبل ویلیو کی پیداوار سے متعلق حکمت عملی، ماحولیاتی ذمہ داری، سماجی اثرات، اور ذمہ دارانہ کاروباری طریقوں پر مشتمل ہے، جس کی مکمل تفصیل اینگرو کی سالانہ سسٹین ایبل رپورٹ میں موجود ہے۔

ڈی اینڈ آئی

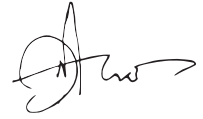
ہم اس یقین کے ساتھ کہ متنوع افرادی قوت ایک معاشی ضرورت ہے، ڈی اینڈ آئی (D&I) کو ایک کلیدی حکمت عملی کے طور پر ترجیح دیتے ہیں تاکہ مستقبل کے تقاضوں سے ہم آہنگ ورک فورس تشکیل دی جا سکے۔ ہمارے روزگار کے اصول صنفی مساوات، معذور افراد کی شمولیت، اور مختلف نسلوں اور عمروں سے تعلق رکھنے والے افراد کی شراکت کو تسلیم کرتے ہیں اور ان کی بھرپور حمایت کرتے ہیں۔ ریکروٹمنٹ سے لے کر کوچنگ اور مینٹورنگ تک، ہم نے "بریک کے بعد"، "خودی ٹریننگ پروگرام" جیسے اقدامات کے ذریعے ایسے ماحول کو فروغ دیا ہے جہاں مساوی مواقع، منصفانہ نمائندگی اور ہر فرد کو اپنی پیشہ ورانہ صلاحیتوں کو اجاگر کرنے کا مکمل موقع فراہم کیا جاسکتا ہے۔

اظہارِ تشکر

ڈائریکٹر اپنے سینئر ہولڈرز کا دلی شکریہ ادا کرتے ہیں جنہوں نے ہمیشہ کمپنی پر اپنے اعتماد کا اظہار کیا ہے۔ ہم اینگرو فیملی کے ہر فرد کی وابستگی، محنت، اور تخلیقی سوچ کو بھی خراج تحسین پیش کرتے ہیں اور پُر امید ہیں کہ وہ مستقبل میں بھی اسی جذبے کے ساتھ اپنا کردار ادا کرتے رہیں گے۔



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