

# Thal Limited

## 2025

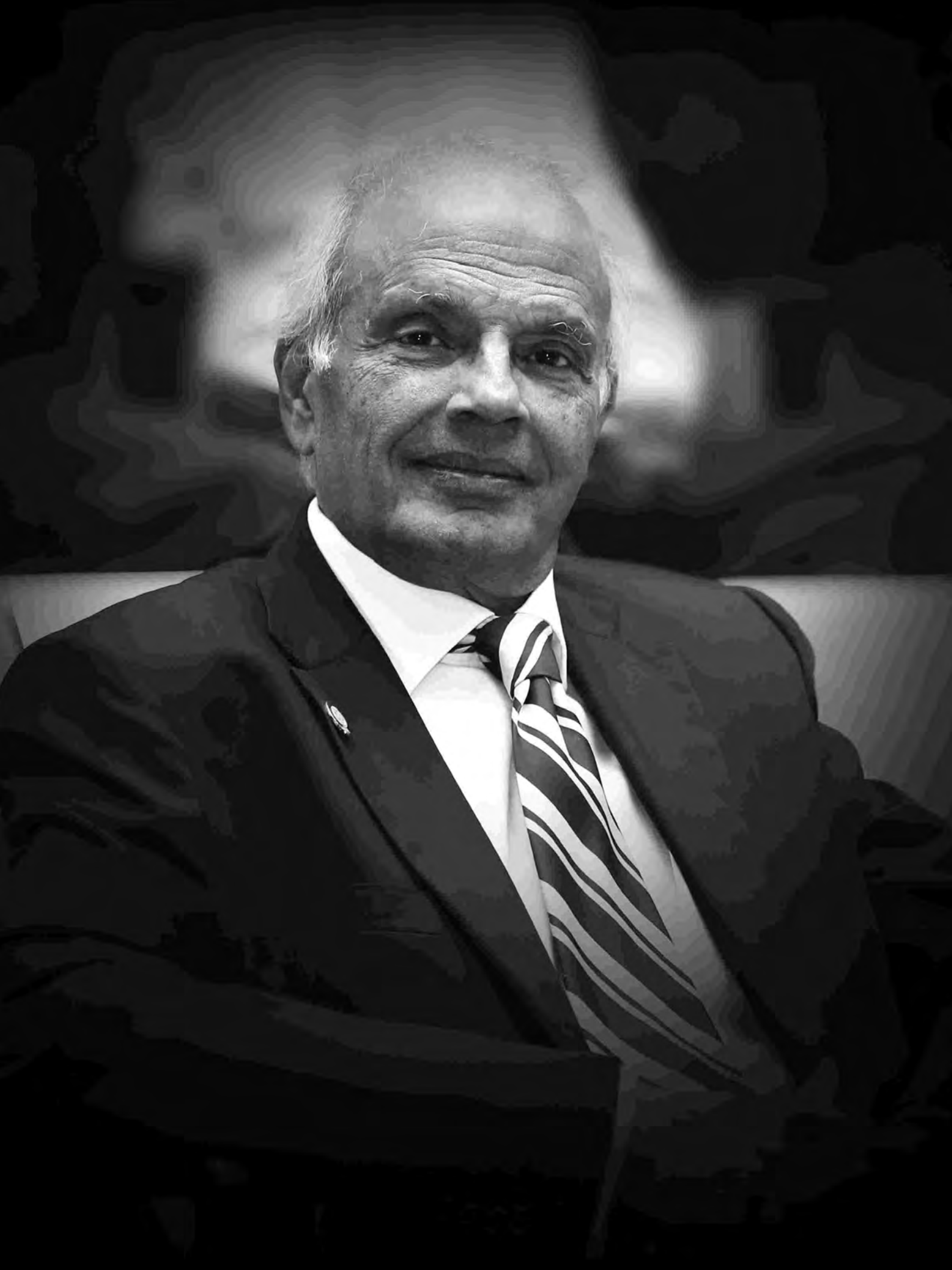
### Annual Report



# **Rafiq M. Habib**

(1937 – 2025)

Thal Limited remembers with  
reverence our Chairman. Who  
built with vision and led with  
grace



The House of Habib mourns the profound loss of our **Founding Chairman, Rafiq M. Habib**, who passed away on September 3rd 2025

A visionary in every sense, Rafiq M. Habib built the foundation of our Group with quiet determination, boundless enterprise, and an unwavering belief in the power of purpose-driven work. Many of the businesses that now form the backbone of the House of Habib were brought to life through his dedication, foresight, and tireless effort.

Yet beyond his remarkable achievements, what truly set him apart was his humility. A gentle, calm, and grounded soul, he led not from a place of authority, but from a place of values — always approachable, always principled. His presence was a source of strength and reassurance for all who knew him.

He was a firm believer in the power of education as a force for change. Rafiq M. Habib dedicated much of his life to uplifting the underprivileged. His quiet yet impactful philanthropic efforts opened doors for countless young minds, embodying his conviction that true progress lies in empowering others.

His compassion and generosity knew no bounds, always guided by a belief that success carries with it a duty to serve.

As we grieve this profound loss, we also honour a life lived rooted in integrity, purpose, and unwavering commitment. The values he instilled — of honesty, humility, and integrity — remain the bedrock of our organisation, and will continue to guide us forward.

We extend our heartfelt condolences to his family and loved ones, and we invite all who were touched by his life to join us in honoring his memory.

**From all the employees and companies of House of Habib.  
Please say a prayer for him and may God grant him the highest place in  
Jannat ul Firdous.**





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# C O R P O R A T E

## Board of Directors

Mohamedali R. Habib  
Muhammad Tayyab Ahmad Tareen  
Aliya Saeeda Khan  
Khayam Husain  
Imran Ali Habib  
Muhammad Salman Burney

Chairman, Non-Executive Director  
Chief Executive Officer  
Independent Director  
Independent Director  
Non-Executive Director  
Non-Executive Director

## Chief Financial Officer

Shahid Saleem

## Company Secretary

Sameer Amlani

## Audit Committee

Khayam Husain  
Mohamedali R. Habib  
Imran Ali Habib  
Muhammad Salman Burney

Chairperson - Independent  
Member  
Member  
Member

## Human Resources & Remuneration Committee

Aliya Saeeda Khan  
Mohamedali R. Habib  
Muhammad Salman Burney  
Muhammad Tayyab Ahmad Tareen

Chairperson - Independent  
Member  
Member  
Member

## External Auditors

A.F. Ferguson & Co.  
Chartered Accountants  
(a member firm of the PwC network)

## Legal Advisors

A.K. Brohi & Co., Karachi  
Fazle Ghani Advocates, Karachi  
K.A. Wahab & Co., Karachi

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# INFORMATION

Credit Rating	By VIS Credit Rating Company Limited Medium to Long-term rating AA (Double A) : Short-term rating A-1+ (A-One Plus)
Tax Advisors	EY Ford Rhodes Chartered Accountants
Bankers	Al Baraka Bank (Pakistan) Limited Bank Alfalah Limited Bank Al Habib Limited Bank of Punjab Faysal Bank Limited Habib Bank Limited Habib Metropolitan Bank Limited MCB Bank Limited Meezan Bank Limited National Bank of Pakistan Standard Chartered Bank (Pakistan) Limited Telenor Microfinance Bank Limited United Bank Limited
Registered Office	4 <sup>th</sup> floor, House of Habib 3-Jinnah Cooperative Housing Society, Block 7/8 Sharah-e-Faisal, Karachi-75350 PABX: +92 (21) 3431-2030 E-mail: tl@hoh.net Web: www.thallimited.com
Share Registrar	FAMCO Share Registration Services (Private) Limited 8-F, Block 6, Near Hotel Faran, P.E.C.H.S Nursery Shahrah-e-Faisal, Karachi-74400, Pakistan. Tel: +92 (21) 3438 0101-5, 3438 4621-5 Email: info.shares@famcosrs.com Web: www.famcosrs.com

# VISION & MISSION



## A Better Future

Thal Limited and its subsidiaries remain committed and resolute to lead the nation and its determined people towards resilience, energy, strength and finally onwards, firmly forth to a collective victory under the banner of this rich and open hearted nation that has withstood every test and succeeded in overcoming the challenges, every time.

The present moment calls to each one of us and, we come together, united with you, for the coming journey of a better future for each and every proud Pakistani.

Building a stronger Pakistan together since 1966.

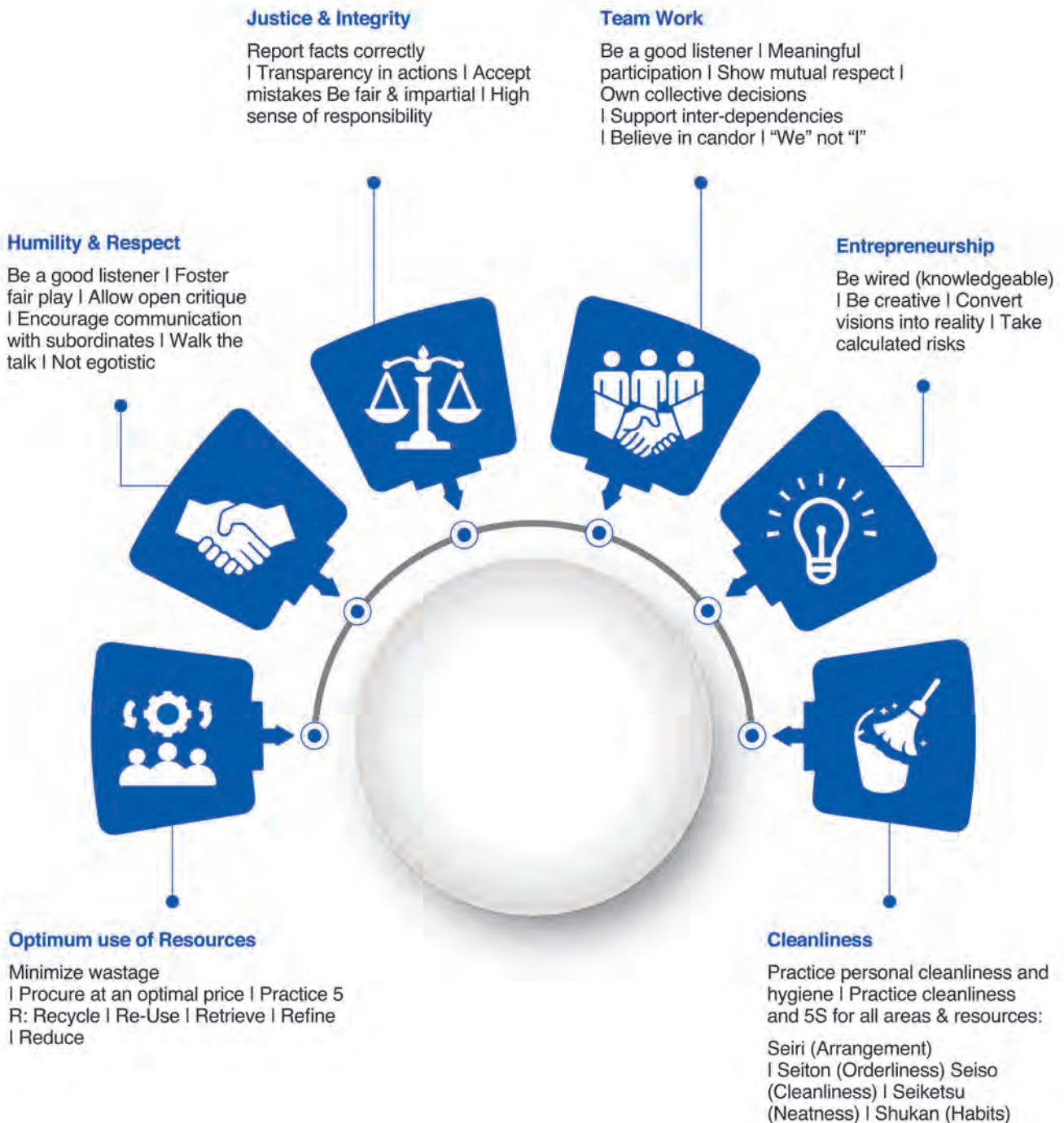


## Our Vision

Recognized as the most respected and dynamic group with expanding and diversifying businesses, sustaining competitive returns to stakeholders.

An employer of choice, responsibly fulfilling obligations to community, country and environment.

# OUR VALUES



# COMPANY STRUCTURE





# CHAIRMAN'S REVIEW REPORT



## Honoring our Chairman

We draw strength from the values instilled by our Chairman, Rafiq M. Habib. His insistence on integrity, humility, and service continues to shape how we lead and how we work. The culture he set-do the right thing, do it well, and do it together - remains our compass. We are grateful for his legacy and committed to carrying it forward in the way we treat our people, our partners, and our communities.

**Mohamedali R. Habib**



## Company Performance Overview

Guided by these values, our businesses continued to demonstrate resilience and discipline in FY2025, translating our purpose into measurable performance. Thal Limited remained focused on fundamentals: serving customers, allocating capital prudently, and strengthening capabilities for sustained performance.

FY2025 was a year of steady progress in an improving macroeconomic environment supported business confidence. The company reported net sales revenue of Rs. 29.6 billion, profit after tax of Rs. 2.6 billion (up 17% year-on-year), and earnings per share of Rs. 31.57. Profitability was maintained despite cost pressures, and progress continued on priorities including localization, exports, operational discipline, and people development.

## Operating Performance

The Engineering segment recorded sales of Rs. 15.5 billion, a 50% increase, driven by recovery in the auto sector, supply consistency, and accelerated localization. Deeper OEM relationships, new customers, and an expanding dealer network in the aftermarket space strengthened growth. Simultaneously, the company committed to focus on diversification non-auto related activities.

The Building Materials & Allied Products segment posted sales of Rs. 14.1 billion compared to Rs. 16.2 billion last year. Packaging faced softer domestic demand but offset this with stronger exports and product innovation. Laminates maintained its operations through cost control, while Jute faced reduced wheat bag demand, countered by efficiency measures and export expansion.

Subsidiaries also contributed to the growth: Thal Boshoku Pakistan increased sales to Rs. 3.2 billion; Habib METRO Pakistan advanced retail property developments in Lahore and Faisalabad.

SECMC sustained coal supply, advanced Phase III expansion, and earned recognition for safety and water management; ThalNova remained as the key power supplier on the national grid, maintaining its position as top 5 in the merit order for low-cost power supply. Steady progress is being made towards achieving project completion.

## Strategic Initiatives for a Better Tomorrow

A new grain storage and milling project was approved in Muzaffargarh to reduce post-harvest losses and enhance food security.

Digital transformation advanced with migration to SAP RISE Private Cloud, strengthened cybersecurity, and adoption of data-driven tools to further boost accuracy and efficiency.

## People and Safety

This year we delivered over 4,700 training hours, welcomed fresh talent through our Management Trainee Program. We built closer connections between employees and leadership through focused learning sessions. Alongside capability building, we introduced team-building and wellness initiatives to strengthen motivation. We continued to work with employees on their career planning and cross-business mobility-developing versatile leaders and reinforcing a culture of collaboration, agility, and growth across the Company.

Safety remained a core focus, with ISO 45001 and ISO 14001 certifications retained, and reinforced safety awareness through focused training and HSE Week.

Diversity and inclusion efforts progressed with healthy gender pay gap metrics, expanded health initiatives, and targeted training programs for persons with disabilities.

## Gratitude & Legacy

I thank our customers and partners for their trust, and all colleagues for their commitment and professionalism. To our shareholders, we remain focused on disciplined execution and long-term value creation. To our Board for its guidance on achieving the company's objectives - the performance and effectiveness of the Board is evaluated using a comprehensive criterion which has been developed through anonymous self-evaluations and benchmarking.

As we look to the future, we also remain anchored in the legacy of our passing Chairman, Rafiq M. Habib. His values continue to guide our journey, and it is upon his vision that Thal stands strong today. We remember him in our prayers, and may his spirit of integrity, humility, and service always inspire us to build a company that not only endures but uplifts creating value for generations to come.



**Mohamedali R. Habib**  
Chairman

# چیزمین کا جائزہ

## ہمارے چیزمین کو خراج تحسین

## بہتر مستقبل کیلئے اسٹریٹجک اقدامات

مظفر گڑھ میں ایک نیا اناج ذخیرہ کرنے اور ملنگ کا منصوبہ منظور کیا گیا تاکہ کٹائی کے بعد کے نقصانات کو کم کیا جاسکے، خوراک کی حفاظت کو بہتر بنایا جاسکے۔

ڈیجیٹل ٹرانسفارمیشن میں نمایاں پیش رفت ہوئی، جس میں SAP RISE پرائیویٹ کلاؤڈ کی طرف منتقلی، سائبر سیکیورٹی کو مضبوط بنانا اور ڈیٹا پر مبنی ٹولز کا استعمال شامل ہے تاکہ درستی اور کارکردگی کو بہتر بنایا جاسکے۔

## انفراد اور سیفٹی

اس سال ہم نے 4,700 سے زائد تربیتی اوقات فراہم کیے، نئے ٹیلنٹ کو منجمنٹ ٹرینی پروگرام کے ذریعے خوش آمدید کہا اور ملازمین اور قیادت کے درمیان تعلقات کو مزید مستحکم کرنے کے لیے خصوصی لرننگ سیشنز کا انعقاد کیا۔ صلاحیت بڑھانے کے ساتھ ساتھ ٹیم ورک اور ویلنٹس کے اقدامات متعارف کرائے گئے تاکہ ملازمین کی حوصلہ افزائی کو مزید تقویت دی جاسکے۔ کیریئر پلاننگ اور مختلف کاروباری شعبوں میں ملازمت کی منتقلی کے مواقع کے ذریعے ہم نے ہمہ جہت قائدین کو تیار کیا اور تعاون، چلک اور ترقی کی ثقافت کو کمپنی بھر میں مزید فروغ دیا۔

سیفٹی ہماری بنیادی ترجیح رہی اور کمپنی نے ISO 45001 اور ISO 14001 سرٹیفیکیشنز کو برقرار رکھا۔ مزید برآں، خصوصی توجہ کی حامل تربیت اور ایچ ایس ای ویک کے ذریعے سیفٹی آگاہی کو دوبارہ اجاگر کیا گیا۔

تنوع اور شمولیت کے اقدامات میں بھی پیش رفت ہوئی، جن میں صحت مندانہ چیئر رپے گیپ میٹرکس، صحت سے متعلق توسیعی اقدامات، والدین کے لیے رخصت کی پالیسی، سفری سہولت اور معذور افراد کے لیے طے کردہ ہدف کے مطابق تربیتی پروگرام شامل ہیں۔

## شکرگزاری اور وراثت

میں اپنے صارفین اور شراکت داروں کا ان کے اعتماد پر، بورڈ کی رہنمائی کمپنی کے مقاصد کے اصول میں اور تمام ساتھیوں کا ان کی لگن اور پیشہ ورانہ مہارت پر شکریہ ادا کرتا ہوں۔ اپنے شیئر ہولڈرز کیلئے ہم نظم و ضبط کے ساتھ عملدرآمد اور طویل مدتی قدر پیدا کرنے پر توجہ مرکوز رکھے ہوئے ہیں۔ کمپنی کی کارکردگی کے حصول میں بورڈ کی کارکردگی اور افادیت کا جائزہ ایک ہمہ گیر معیار کے تحت لیا جاتا ہے، جو گننام خود جانچ اور بیچ مارکنگ کے ذریعے وضع کیا گیا ہے۔

جب ہم مستقبل کی طرف دیکھتے ہیں تو ہم اپنے مرحوم چیزمین (رفیق ایم۔ حبیب) کے ورثے سے بھی وابستہ رہتے ہیں۔ ان کی اقدار آج بھی ہمارے سفر کی رہنمائی کرتی ہیں اور انہی کے ویرن پر تھل لمیٹڈ آج مضبوطی سے قائم ہے۔ ہم انہیں اپنی دعاؤں میں یاد کرتے ہیں اور دعا گو ہیں کہ ان کی دیانت داری، انکساری اور خدمت کی روح ہمیشہ ہمیں اس بات کی ترغیب دیتی رہے کہ ہم ایک ایسی کمپنی تعمیر کریں جو نہ صرف قائم و دائم رہے بلکہ آنے والی نسلوں کے لئے قدر اور بہتری پیدا کرے۔



محمد علی آر۔ حبیب  
چیزمین

ہم اپنی طاقت ان اقدار سے حاصل کرتے ہیں جو ہمارے چیزمین (رفیق ایم۔ حبیب) نے ہم میں شامل کیں۔ ان کی ثابت قدمی، دیانت داری، انکساری اور خدمت پر، آج بھی ہماری قیادت اور کام کرنے کے انداز کو تشکیل دیتا ہے۔ جو ثقافت انہوں نے قائم کی، صحیح کام کرنا، بہترین انداز میں کرنا، اوپر کرنا، ہمارے لیے ہمیشہ رہنمائی کا ذریعہ ہے۔ ہم ان کی وراثت کے شکر گزار ہیں اور اس عزم کا اعادہ کرتے ہیں کہ اپنے لوگوں، اپنے شراکت داروں اور اپنی کمیونٹی کے ساتھ برتاؤ میں اسی روایت کو آگے بڑھائیں گے۔

## کمپنی کی کارکردگی کا جائزہ

ان اقدار کی روشنی میں، ہمارے کاروبار نے مالی سال 2025 میں چلک اور نظم و ضبط کا مظاہرہ جاری رکھا اور ہمارے مقصد کو قابل پیمائش کارکردگی میں ڈھالا۔ تھل لمیٹڈ نے اپنی بنیادی حکمت عملی صارفین کی خدمت، سرمایہ کاری کے محتاط فیصلے اور پائیدار کارکردگی کیلئے صلاحیتوں کو مضبوط بنانے پر توجہ مرکوز رکھی۔

مالی سال 2025 ایک تدریجی طور پر بہتر ہونے والے معاشی ماحول میں مستحکم ترقی کا سال رہا۔ کمپنی نے خالص سیلز کی مد میں 29.6 بلین روپے، ٹیکس کے بعد منافع 2.6 بلین روپے (سال بہ سال 17 فیصد اضافہ) اور فی شیئر آمدنی 31.57 روپے رپورٹ کی۔ لاگت کے دباؤ کے باوجود منافع بخشی کو برقرار رکھا گیا، اور ترجیحات جیسے کہ مقامی پیداوار، برآمدات، عملی نظم و ضبط اور افرادی قوت کی ترقی میں پیش رفت جاری رہی۔

## عملی کارکردگی

انجینئرنگ کے شعبے نے 15.5 بلین روپے کی سیلز ریکارڈ کی، جو کہ گزشتہ سال کے مقابلے میں 50 فیصد کا اضافہ ہے۔ اس نمونے کی بنیادی وجوہات میں آٹو سیکر کی بحالی، سپلائی میں تسلسل اور مقامی اجزاء کے استعمال میں تیز رفتار اضافہ شامل ہیں۔ مضبوط OEM تعلقات، نئے صارفین اور پھیلتے ہوئے ڈیلر نیٹ ورک نے اس ترقی کو مزید تقویت دی۔

بلڈنگ میٹریلز اور متعلقہ مصنوعات کے شعبے نے اس سال 14.1 بلین روپے کی سیلز ریکارڈ کی، جو کہ گزشتہ سال کے 16.2 بلین روپے کے مقابلے میں کم ہے۔ پیکیجنگ بزنس کو گھریلو مارکیٹ میں طلب میں کمی کا سامنا رہا، تاہم اس کی کوزیادہ برآمدات اور نئی مصنوعات کی جدت کے ذریعے پورا کیا گیا۔ مینینٹس نے موثر لاگت کنٹرول کے ذریعے منافع بخشی برقرار رکھی جبکہ جوٹ بزنس کو گندم کی بوریوں کی مانگ میں کمی کا سامنا رہا، لیکن اسے کارکردگی بہتر بنانے اور برآمدات میں توسیع کے اقدامات سے متوازن کیا گیا۔

ذیلی اداروں نے بھی منافع فراہم کیا: تھل پوشکو پاکستان نے سیلز کو بڑھا کر 3.2 بلین روپے تک پہنچا دیا۔ حبیب میٹرو پاکستان نے لاہور اور فیصل آباد میں ریٹیل پراپرٹی ڈیولپمنٹس کو آگے بڑھایا۔

ایس ای سی ایم سی نے کولے کی بلا تعطل فراہمی برقرار رکھی، فیر III کے توسیعی منصوبے میں پیش رفت کی اور حفاظت و پانی کے انتظام کے حوالے سے نمایاں اعتراف حاصل کیا۔ تھل نوانے قومی گریڈ پرایک مرکزی توانائی فراہم کنندہ کے طور پر اپنی حیثیت برقرار رکھی اور کم لاگت بجلی کی فراہمی میں میرٹ آرڈر کی اولین پانچ کمپنیوں میں شامل رہتے ہوئے اپنی مضبوط پوزیشن کو مزید مستحکم کیا۔ منصوبے کی تکمیل کی سمت میں بھی پُر عزم اور مسلسل پیش رفت جاری ہے۔

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# OUR DIRECTORS



**From Left to Right:**

Mohamedali R. Habib (Chairman, Non-Executive Director)  
Muhammad Tayyab Ahmad Tareen (Chief Executive Officer)  
Imran Ali Habib (Non-Executive Director)





**From Left to Right:**

Muhammad Salman Burney (Non-Executive Director)

Aliya Saeeda Khan (Independent Non-Executive Director)

Khayam Husain (Independent Non-Executive Director)

# DIRECTORS' PROFILE



**Mohamedali R. Habib**  
Chairman, Non-Executive Director

Mr. Mohamedali R. Habib is the Chairman of Indus Motor Company Limited, and a Founding Director of the Company. He has been a Director of Habib Metropolitan bank Limited since 2004, and currently serves as the Chairman of the Board of Directors of the Bank. In addition, he serves as a member of the Board of Thal Limited, a Director of Habib University Foundation & a Director of The Pakistan Business Council. He was appointed Group CEO of HBZ Group in 2016.

Mohamedali R. Habib graduated in Business Management - Finance from Clark University, Massachusetts USA in 1987, and also holds a Post Graduate Diploma in General Management from Stanford-National University of Singapore.



**Muhammad Tayyab Ahmad Tareen**  
Chief Executive Officer

Mr. Muhammad Tayyab Ahmad Tareen joined as CEO of Thal Limited on July 01, 2019. He has more than 30 years of experience mainly with multinationals and private equity, covering areas of business turnarounds transformations and entrepreneurial experience in general management, financial management & business acquisitions.

Before joining Thal Limited, he was associated with K-Electric, the largest vertically integrated power utility in Pakistan, serving as its CEO and Chairman of the Board, CFO and Chief Strategy Officer. He led the operational turnaround of this ailing utility company, turning it into a profitable enterprise after 17 years of losses. Prior to K-Electric, he served in private equity having global operations and investments in different sectors. He has also served as the CFO of The Coca-Cola Company managed bottler in UAE and OMAN, a business that saw successful turnaround from losses to sustained profitability within two years. He is a Member of Institute of Chartered Accountants in England and Wales.



**Imran Ali Habib**  
Non-Executive Director

Mr. Imran Ali Habib was appointed as a Director of Thal Limited in June 2020. He is the Executive Vice President & Chief Strategic Officer at HAB Bank in New York, USA, where he is responsible for looking after the bank's management and business development. Prior to his transfer to the United States in 2016, he served as Senior Vice President with Habib Bank AG Zurich in the United Arab Emirates from 2008. He also serves as a Director on the Board of Directors of Indus Motor Company Limited, Shabbir Tiles and Ceramics Limited and HAB Bank, USA. In addition Imran also devotes his time and attention to social welfare, education and benevolent activities and is a Member on the Board of Directors of Habib University Foundation, USA.

He is a graduate of the Bryant University (Bachelor of Science in Business Administration) & has attended the Program for Leadership Development & is an Alumni of Harvard Business School. He is also a member of the Young Presidents Organization Pakistan Chapter.





**Muhammad Salman Burney**  
Non-Executive Director

Mr. Muhammad Salman Burney joined the Thal Board in February 2016 as a Non-Executive Director. He began his professional career with ICI Pakistan in various roles in Pakistan and at ICI plc, London and as a General Manager of ICI's Agrochemicals & Seeds Business. He later joined Smithkline Beecham and was later responsible for GlaxoSmithKline's Pharmaceuticals business in Pakistan, Iran and Afghanistan in the capacity of VP/ Area GM.

He has a degree in Economics from Trinity College, University of Cambridge, UK and has been the President of Pakistan's foreign investors Chamber (OICCI) and Chairperson of the MNC Pharma Association, has led the industry interface with the government on various issues. He has also been a member of the Privatization Commission, and member of the Boards of P.I.D.C. and N.T.D.C.



**Aliya Saeeda Khan**  
Independent Non-Executive Director

Ms. Aliya Saeeda Khan is a Partner at the law firm of Orr, Dignam & Co. and is based at the Firm's Karachi office. She is an Advocate and a Barrister from Gray's Inn. As with other Partners of the Firm, she deals with a wide range of corporate, financial and commercial matters. Her focus areas are mergers and acquisitions (M&A), project work, joint ventures and energy sector. She joined Thal Limited's Board in September 2018.

She is a graduate of the University of Cambridge and also serves on the Board of Directors of Altern Energy Limited.



**Khayam Husain**  
Independent Non-Executive Director

Mr. Khayam Husain joined the Board of Directors in June 2022. He is presently the Chairman of Automobile Corporation of Pakistan which is the largest builder of semi-trailers and road transport equipment in Pakistan. He got his schooling from Karachi Grammar School and undergraduate degree in Finance from the University of Houston. He later obtained an MBA from Pepperdine University. He started his career with PepsiCo. in the US before returning to Pakistan.

He helped find the Fleet Operators Association of Pakistan to promote a consolidated Trucking / Transport Policy and promote safety and compliance in road transport. He is also an active member of the ICC and Karachi Relief Trust.

# DIRECTORS' REPORT

The Directors are pleased to present Thal Limited's annual report along with the audited financial statements for the year ended June 30, 2025.

## Honoring our Chairman

Mr. Rafiq M. Habib was a builder of vision and values, whose legacy shaped the House of Habib. His life was marked by resilience, foresight, and an unwavering commitment to purpose. He led with humility, grace, and a deep sense of responsibility to all around him. Through his belief in education, he touched countless lives and opened doors to opportunity. His generosity and quiet philanthropy remain a source of inspiration. The values he lived by will continue to guide the future generations.

We pray for his eternal peace and highest place in Jannat-ul-Firdous.

## Economic Overview

During FY2025, the Company operated in an improving macroeconomic environment, with Pakistan demonstrating signs of recovery and resilience. The economy recorded GDP growth alongside a sharp decline in inflation, supported by prudent monetary and fiscal management, exchange rate stability, contained fiscal deficit, and improved external balances.

These developments strengthened market confidence, eased pressure on the currency, and created room for monetary easing to stimulate further growth. Against this backdrop, the Company continued to pursue its strategic objectives with discipline and resilience, ensuring sustainable value creation for shareholders.

## Financial Results

Rs. in million	Unconsolidated		Consolidated	
	2025	2024	2025	2024
Net Revenue	29,612	26,551	33,127	29,406
Profit Before Taxes / Levy	3,542	3,065	12,091	13,534
Profit After Taxes / Levy	2,558	2,190	8,104	9,379
Earnings Per Share (Rs.)	31.57	27.03	89.54	105.06

During the year, the Company's sales revenue increased by 12% compared to prior year to Rs. 29.6 billion. Profit after taxes and levies was recorded at Rs. 2.6 billion (up by 17% year-on-year) compared to Rs. 2.2 billion in the previous year.

## Overview of Operating Segments

The Company's operating businesses are categorized under two segments, namely the Engineering segment and the Building Material & Allied Products segment.

### Engineering Segment

The Company's Engineering segment comprises:

- Thermal & Engine Components Division
- Electric Systems Division

These businesses are primarily focused on the manufacturing of parts for the automotive industry.

The engineering segment recorded sales of Rs. 15.5 billion during the period under review as compared to Rs. 10.3 billion in the corresponding period last year, showing a significant growth of 50% in the top line.

Pakistan's automotive industry recorded a 40% year-on-year growth supported by increased competition and a wider range of affordable vehicles enhanced consumer choice. Despite added pressure on existing players, the sector remains well-positioned for continued growth.

The business remains committed to ensuring uninterrupted, high-quality supply to its valued customers, while continuing to advance localization efforts aimed at improving cost competitiveness and sustaining long-term profitability. Concurrently, the management is pursuing a well-defined growth strategy focused on expanding the customer base through engagement with new Original Equipment Manufacturers (OEMs), exploring diversification opportunities beyond the automotive sector, and developing export channels to access regional and international markets.

Ongoing efforts to drive diversification and expand the existing business have led to the successful onboarding of new dealers across the country for our aftermarket product portfolio. This strategic expansion of the dealer network contributed to a significant increase in the aftermarket revenue during the current period.

In the power sector, the Company continues to work through a strategic partnership with a leading power distribution company to identify and develop products with strong potential for localization and import substitution. This collaboration is designed to not only strengthen the Company's competitive position but also to deliver broader economic benefits by enhancing self-reliance and supporting the country's industrial growth.

## Outlook

The outlook for the business remains encouraging, underpinned by a steady increase in automotive volumes.

Supported by the ongoing recovery in consumer demand-coupled with improving purchasing power-is expected to further bolster volume growth.

### **Building Materials & Allied Products Segment**

The Company's Building Material & Allied Products segment comprises:

- Jute Division
- Packaging Division
- Laminates Division

During the year, segment turnover decreased by 13% to Rs. 14.1 billion compared to Rs. 16.2 billion last year.

#### **Jute Division**

The business faced a serious challenge from a sharp drop in demand due to stoppage of Federal & Provincial wheat bag purchasing for the first time in the business's history. On the export front, successful efforts were made to expand market reach, whilst facing stiff competition due to cost advantage from jute producing countries. These factors collectively pose concerns for profitability of the jute business.

#### **Outlook**

To meet these challenges, the business has focused on improving cost efficiencies, increasing its domestic market share, and expanding its presence in international markets by increasing export reach.

#### **Packaging Division**

The business provides packaging solutions to industrial and retail customers.

The business environment continues to remain challenging particularly in key segments such as cement. In response, the business has increased its focus on penetrating export markets across all product segments through strategic initiatives in product development, innovation, and cost optimization. It increased exports to the GCC and in major markets of Europe and USA. Innovation continues to be a pivotal element of our strategy. By differentiating the products and developing niche offerings, the aim is to capture new opportunities and create additional revenue streams. We strongly believe in circular economy and ensure that our industrial waste is recycled into usable material with zero landfill.

#### **Outlook**

We expect these initiatives to strengthen our position in both, domestic and international markets and remain focused on expanding our high-margin export portfolio.

#### **Laminates Division**

The laminates business operates under the brand name "Formite" in three major product types; high pressure

laminates, compact laminates, and laminated boards and is known for its quality, innovative products, and latest designs. Our decorative products are linked to the construction industry and the real estate sector in Pakistan, both of which have experienced significant challenges recently.

Despite these pressures, the business closed the year on a profitable note. While pricing remained under strain due to weak market liquidity and competitive pressures, our proactive focus on cost control, operational efficiencies, and prudent financial management helped protect margins and sustain profitability. These measures kept us aligned with our long-term strategy and provided resilience in a difficult environment.

#### **Outlook**

While challenges persist, we are seeing a gradual recovery in demand of our products both domestically and internationally. Our growth strategy is centered on expanding exports into GCC, Africa, and Asia, while strengthening our presence in high-margin niche products and enhancing supply chain efficiency.

#### **Subsidiaries**

##### **Thal Boshoku Pakistan (Private) Limited (TBPPL)**

During the year, TBPPL recorded sales amounting to Rs. 3.2 billion, against last year sales of Rs. 2.6 billion. The increase in sales was mainly driven by the higher volumes. The notable improvement in overall performance reflects continued shareholder confidence in TBPPL's long-term vision of sustainable growth.

Product quality and customer satisfaction remain key differentiators, setting TBPPL apart from competitors in the market. The management is committed to building on this momentum to further strengthen its market position.

TBPPL remains committed on maximizing shareholder value through strategic expansion of its customer base, diversification of its product portfolio, and continuous improvement in production efficiency.

##### **Habib METRO Pakistan (Private) Limited (HMPL)**

HMPL's core business is property ownership and management. To complement its rental operations and enhance customer experience, the company is expanding into the entertainment sector. The goal is to create family-friendly destinations that combine shopping, dining, and leisure, while unlocking additional value from its prime locations.

HMPL is currently revamping its Model Town Mini Mall family entertainment in Lahore with the addition of food kiosks, restaurants, and a modern kids' indoor entertainment center. It is also developing a dedicated Kids Entertainment Center at its Ravi Store in Lahore



that will be one of the larger family entertainment centers within 10 km radius. In Faisalabad, HMPL is building the city's first state-of-the-art sports complex, including a variety of food options at the current Metro store location. These projects represent an important milestone in advancing HMPL's growth strategy.

#### **Makro-Habib Pakistan Limited (MHPL)**

MHPL is a wholly owned subsidiary of Thal Limited which owned the store premises on Mubarak Shaheed Road, Lines Area, Karachi.

In September 2015, MHPL shut down and dismantled its store in compliance with the judgement passed by the Supreme Court and has handed over the land to the relevant authority.

#### **Noble Computer Services (Private) Limited**

The business is a wholly owned subsidiary of Thal Limited. It provides services related to internal audit, IT, advisory, HR and other management related services to the group.

#### **Pakistan Industrial Aids (Private) Limited**

It is a wholly owned subsidiary of Thal Limited. The business is involved in supplying automotive parts and air conditioning gas to automobile assemblers and part manufacturers.

#### **Investments in Energy Sector**

##### **Sindh Engro Coal Mining Company Limited (SECMC)**

SECMC is a joint venture between the Government of Sindh, Thal Limited, Engro Energy Limited, The Hub Power Company Limited, Habib Bank Limited and CMEC Thar Mining Investments Limited. SECMC has developed Pakistan's first open pit mining project at Thar Coal Block II.

SECMC continues to deliver full operational availability across Phases I and II, supplying coal to 1,320 MW of power capacity. The Phase III expansion, targeting an increase in production from 7.6 mtpa to 11.2 mtpa, has been initiated and will support the conversion of 660 MW of capacity at Lucky Electric Power Company Limited (LEPCL) to Thar coal, further enhancing national energy security.

Currently, SECMC is energizing over 3 million households and has contributed to foreign exchange savings of approximately USD 1.6 billion since inception.

During this period, SECMC achieved a remarkable safety milestone of over 15 million man-hours without a lost-time incident. The Company continues to uphold world-class HSE standards in line with national and international regulations, including ISO 45001:2018 certification. In a pioneering sustainability milestone, SECMC became the first mining company globally to earn Alliance for Water Stewardship (AWS) Gold Certification for its complete mining operations, reflecting its leadership in sustainable water management.

##### **ThalNova Power Thar (Private) Limited (ThalNova)**

ThalNova is a joint venture between Thal Power (Private) Limited, Nova Powergen Limited (a subsidiary of Novatex Limited) and The Hub Power Company Limited to set up a 330 MW mine mouth coal-fired power generation plant located at Thar, Sindh. This power plant is being run on indigenous coal extracted from the mine operated by SECMC.

ThalNova has a Coal Supply Agreement with SECMC to supply 1.9 million tons per annum of lignite. It also has a Power Purchase Agreement with the Central Power Purchase Agency (Guarantee) Limited and the Implementation Agreement with Private Power Infrastructure Board.

The project achieved commercial operations date (COD) in February 2023. Since COD till June 30, 2025, the Complex produced 4,497 GWh electricity and achieved zero Total Recordable Incident Rate for the same period. Furthermore, during the fiscal year ended June 30, 2025, ThalNova achieved availability of 92%, surpassing the targeted outlook of 85%.

#### **Investment in a Wholly Owned Subsidiary**

Thal Limited, through its Jute division, has been a longstanding contributor to Pakistan's agricultural supply chain, supplying grain storage bags to multiple entities including the government, particularly for wheat.

With the government policy now shifting towards modern storage solutions to minimize post-harvest losses, improve food safety, and reduce mycotoxins, the Company is undertaking an investment in a high-quality storage facility for major grains such as wheat and corn.

The project is being developed through a wholly owned subsidiary, The facility is being established with equipment from a leading European supplier in grain handling, storage and processing and will be located in Muzaffargarh.

Alongside storage infrastructure, the project will also integrate milling solutions to process and mill grains, with improved quality and value.

This initiative is likely to play a pivotal role in ensuring food security for Pakistan's growing population. Future expansion into other grains and increased milling and storage capacity remains a possibility. The investment will be executed in phases, with completion expected within 20 months.

#### **Human Resources (HR)**

Thal's strategy is built on a strong foundation of investing in the growth and development of our people. We place our employees at the core of our approach, fostering a culture of excellence across all areas of our work. This commitment cultivates an environment where individuals

feel recognized, supported, and empowered to perform at their best-driving our shared mission to shape a better future.

Through a robust framework of continuous learning and development, Thal recorded a total of 4,734 training hours during the year. These hours were strategically aligned with organizational goals through a detailed Training Needs Analysis (TNA), ensuring that each program addressed specific capability gaps and future skill requirements. A key highlight was our Annual Learning Fair, which offered bespoke training sessions led by industry experts, reinforcing our commitment to workforce development and agility in a rapidly evolving business landscape.

In our pursuit of organizational excellence, we also focus on attracting and integrating top talent. Our Management Trainee Program 2025 concluded with the successful induction of high-potential graduates from some of the country's most prestigious academic institutions. This initiative not only strengthens our leadership pipeline but also infuses the organization with fresh perspectives and innovation.

Recognizing that employee engagement is essential to sustained performance, we undertook a comprehensive Employee Engagement Survey. The survey evaluated key dimensions such as compensation and benefits, professional growth opportunities, work-life balance, and performance management systems. Insights from this exercise are being used to further enhance our employee experience and reinforce a culture of continuous improvement. At Thal, we take a proactive and holistic approach to employee well-being, recognizing that a healthy workforce is essential to sustainable growth and productivity. We conducted a comprehensive Wellness Bootcamp that included health screenings, personalized body assessments, and one-on-one consultations with medical professionals-supporting our employees in making informed health decisions. As part of our ongoing commitment to women's health, we also organized a Breast Cancer Awareness Campaign. This year, we significantly expanded the initiative to include not only our female management team but also non-management female employees, reaching over 200 women across the Group. On-site consultations and examinations were facilitated by female doctors, ensuring professional, accessible healthcare support for those seeking guidance.

This initiative underscored the importance of early detection and preventive care, fostering a health-conscious workplace and reinforcing our dedication to the overall well-being of our employees.

By integrating strategic learning initiatives, targeted talent acquisition, employee engagement programs, and

comprehensive health and wellness campaigns, Thal continues to build a resilient, empowered, and future-ready workforce.

### **Diversity, Equity & Inclusion (DE&I)**

We view gender diversity as a strategic priority-one that strengthens decision-making, enhances problem-solving, and enriches the overall capability of our teams. We remain committed to improving our gender diversity ratio and cultivating a work environment where women are empowered to thrive and reach their full potential.

In recognition of International Women's Day, we celebrated the achievements of women across our organization and reaffirmed our commitment to gender equality. Through targeted initiatives and collaborative discussions, we underscored the importance of inclusivity and the ongoing work required to drive meaningful, lasting change. Our supportive policies-including maternity and paternity leave, transport facilities, and comprehensive safeguards against workplace harassment-reflect this commitment in action.

Furthermore, our businesses continue to employ persons with disabilities ensuring inclusivity, accessibility and support for all team members.

As part of our broader employee engagement strategy, we organized a range of activities such as a futsal tournament and a cycling event. These initiatives are designed to promote a dynamic and inclusive workplace culture, encourage cross-functional collaboration, and support work-life balance. By creating meaningful opportunities for connection beyond day-to-day responsibilities, we continue to foster a strong sense of community, enhance team cohesion, and boost overall employee morale.

### **Gender Pay Gap Statement**

Following is the gender pay gap calculated for the year:

Mean	Median
-9.4%	1.9%

Both management and non-management employees are hired based on salary bands benchmarked with the market, irrespective of gender. The variation in pay is due to individual performance over time, employment tenure, and specific skill sets.

### **Health, Safety & Environment (HSE)**

During FY 2024-25, the Company strengthened its HSE culture through significant achievements, certifications, and sustainability initiatives. The Company was recognized with multiple industry awards, including the Fire Safety Award, Annual Environmental Excellence Award, and

third place at the EFP Occupational Health, Safety & Wellbeing Awards.

We successfully retained ISO 45001:2018 and ISO 14001:2015 certifications with no major non-conformities. Targeted HSE sessions were delivered while HSE Week engaged employees through awareness activities and creative competitions.

On sustainability, targeted initiatives delivered a reduction in CO emissions. A third-party fire safety audit further validated our strong compliance systems.

The HSE Department also advanced inclusivity by launching a training program for persons with disabilities and continued fostering innovation through the annual 'Quality Control Circle Convention', aligning projects with safety and environmental goals.

Overall, the year reflected meaningful progress in building a resilient safety culture, reinforcing compliance, and driving environmental responsibility across the organization.

### **Corporate Social Responsibility (CSR)**

The core of our values lies in the advancement and betterment of communities and the less privileged segments of society. Our dedication to enhancing the quality of life for stakeholders, employees and fellow citizens is reflected through the policy of contributing a minimum of 1% of Company's profit.

We continue to contribute in social investments encompassing community development, healthcare, education, environment and employee well-being during the fiscal year.

### **Information Technology (IT)**

In line with Thal strategic objectives, the Information Technology wing continued to drive digital transformation and strengthen organizational resilience. Key achievements during the year included the successful migration from SAP S/4HANA on-premise to SAP RISE Private Cloud further enhancing agility, scalability, and resilience in our core operations.

To reinforce our cybersecurity posture, we conducted comprehensive external security audits covering risk assessments, segregation of duties, and IT general controls across all businesses. We also deployed the Firewall Logs Analyzer to centralize logs from remote locations, enabling real-time threat intelligence and proactive monitoring of suspicious activities.

To support business operations, IT facilitated the Electric Business in streamlining material ordering, issuance, WIP posting, and reconciliation through real-time data entry and barcode scanning. The deployment of barcode

handheld scanners further optimized production workflows, improved traceability, and enhanced accuracy.

Collectively, these initiatives reinforce our commitment to operational efficiency, compliance, and a secure, future-ready IT environment.

### **Related Party Transactions**

All transactions with related parties have been executed in accordance with applicable regulations and have been disclosed in the financial statements under relevant notes.

### **Internal Financial Controls**

The Company and its subsidiaries have deployed an effective system of internal financial controls to safeguard its assets and ensure the accuracy and reliability of its records. Senior management reviews financial performance of the Company and its subsidiaries through detailed monthly financial reports and analysis while the Board also carries out its own review at each quarter and probes into any variation versus budgets. Detailed examinations are regularly carried out by the internal audit function in adherence to internal procedures; the internal audit function reports its findings to the Board Audit Committee as per best practice.

### **Risks and Uncertainties**

The management is cognizant that the Company faces various types of risks to the business - both internal and external. The Company has established an Enterprise Risk Management ("ERM") system. ERM is the process of identifying, assessing, prioritizing, evaluating and mitigating the risks and challenges faced by the business. Risk management is the primary responsibility of the management of the Company. It is overseen and assisted by the internal audit function and the Board of Directors in line with policies & procedures that are in place to counter any potential risks.

The Company has enumerated these risks as:

1. Strategic risk
2. Financial risk
  - a. Foreign currency risk
  - b. Credit risk
  - c. Interest rate risk
3. Internal control risk
4. Operational / commercial risk
  - a. Competitor risk/technological & innovation risk
  - b. Regulatory risk
  - c. Supply chain risk
5. Health, safety and environment
6. Sustainability risks

Mitigating strategies are in place and the Company continues to monitor and re-evaluate them through the ERM system.

### Contribution to National Exchequer

During the year, the Company contributed a sum of Rs. 7.8 billion (2024: Rs. 6.3 billion) towards the national exchequer by way of taxation, custom duties, levies, excise duty, etc.

### Remuneration Policy of Executive & Non-Executive Directors

The Board acknowledges the valuable contributions being made by the non-executive directors (including independent directors), and currently a meeting fee is being offered for attendance and participation at each board meeting or its committee. While this does not reflect compensation of their contributions, it is a token of appreciation.

Remuneration of directors during the year is disclosed in note 45 to the unconsolidated financial statements for the year ended June 30, 2025.

### Auditors

M/s. A.F. Ferguson & Co., Chartered Accountants have completed their assignment for the year June 30, 2025, retired and being eligible for reappointment, they have offered themselves for appointment as auditors for the year 2025-26.

### Pattern of Shareholding

The pattern of shareholding as at June 30, 2025 is attached to this report.

The Board has determined the Chief Executive Officer, the Chief Financial Officer, the Head of Internal Audit and the Company Secretary, as those executives whose reporting is to be made to the Pakistan Stock Exchange (PSX) in respect of trading in Company shares.

### Directors' Training Program

The Directors are in compliance with the training program as they have the requisite qualification and experience of serving on the board.

### Compliance with the Code of Corporate Governance & Statement of Directors' Responsibility

1. The financial statements prepared by the management of the Company present fairly its state of affairs, the results of its operations, cash flows and changes in equity.
2. Proper books of account have been maintained.
3. Appropriate accounting policies have been consistently applied in preparation of financial statements and

accounting estimates based on reasonable and prudent judgment.

4. International Accounting Standards, as applicable in Pakistan have been followed in preparation of financial statements.
5. The Board has outsourced the internal audit function to M/s. Noble Computer Services (Private) Limited., who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedure of the Company.
6. The system of internal control is sound in design and has been effectively implemented and monitored.
7. All members of the Audit Committee are independent/non-executive Directors.
8. There are no significant doubts upon the Company's ability to continue as a going concern.
9. There has been no material departure from the best practices of corporate governance, as detailed in the listing regulations.
10. The value of investment of provident fund and retirement benefit fund stands at Rs. 1,251 million and Rs. 145 million, respectively as at June 30, 2025.
11. The key operating & finance data for the last six years are annexed to the report.

Total number of Directors are 7 (seven) consisting of 6 (six) male Directors and 1 (one) female Director.

Composition of the Board is as follows:

#### Independent Directors

Ms. Aliya Saeeda Khan

Mr. Khayam Husain

#### Non-Executive Directors

Mr. Rafiq M. Habib

Mr. Mohamedali R. Habib

Mr. Imran Ali Habib

Mr. Muhammad Salman Burney

#### Executive Director

Mr. Muhammad Tayyab Ahmad Tareen

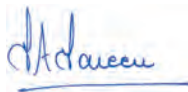
On September 03, 2025 a casual vacancy was created by the demise of Mr. Rafiq M. Habib (late).

The names of the Board members during the year are as stated below, along with their respective attendance in the five Board meetings that were held during the year:

Name of Directors	Meetings Attended
Mr. Rafiq M. Habib (Chairman)	5/5
Mr. Mohamedali R. Habib	5/5
Mr. Imran Ali Habib	5/5
Ms. Aliya Saeeda Khan	5/5
Mr. Khayam Husain	5/5
Mr. Muhammad Salman Burney	5/5
Mr. Muhammad Tayyab Ahmad Tareen	5/5

The Audit Committee met five times during the year and attendance of the Directors was as follows:

Name of Directors	Meetings Attended
Mr. Khayam Husain	5/5
Mr. Mohamedali R. Habib	5/5
Mr. Imran Ali Habib	5/5
Mr. Muhammad Salman Burney	5/5



**Chief Executive Officer**

Karachi: September 11, 2025

The Human Resources & Remuneration Committee met twice during the year and the attendance of the Directors was as follows:

Name of Directors	Meetings Attended
Ms. Aliya Saeeda Khan (Chairperson)	2/2
Mr. Mohamedali R. Habib	2/2
Mr. Muhammad Salman Burney	2/2
Mr. Muhammad Tayyab Ahmad Tareen	2/2

### Dividend and Appropriations

The Directors propose following appropriations out of the profit for the current year:

- Final cash dividend declared of Rs. 6.00 per share, i.e. 120% in addition to interim dividends of Rs. 4.00 per share, i.e. 80%.
- Transfer of a sum of Rs. 1.8 billion from unappropriated profits to general reserve.

### Acknowledgement

We would like to extend our sincere gratitude to our shareholders, customers and business partners for their continuing patronage and trust. We also appreciate our employees for their relentless contribution to the Company.



**Director**



بورڈ ممبران کے نام اور سال کے دوران منعقد ہونے والے 5 اجلاسوں میں ان کی حاضری کی تفصیلات درج ذیل ہیں:

ڈائریکٹر کا نام	شرکت کردہ اجلاس کی تعداد
جناب رفیق ایم۔ حبیب (چیئر مین)	5/5
جناب محمد علی آر۔ حبیب	5/5
جناب عمران علی حبیب	5/5
محترمہ عالیہ سعیدہ خان	5/5
جناب خیام حسین	5/5
جناب محمد سلمان برنی	5/5
جناب محمد طیب احمد ترین	5/5

سال کے دوران آڈٹ کمیٹی کے 5 اجلاس منعقد ہوئے اور اس میں ڈائریکٹرز کی حاضری درج ذیل رہی:

ڈائریکٹر کا نام	شرکت کردہ اجلاس کی تعداد
جناب خیام حسین	5/5
جناب محمد علی آر۔ حبیب	5/5
جناب عمران علی حبیب	5/5
جناب محمد سلمان برنی	5/5

سال کے دوران ہیومن ریسورسز اینڈ ری میونریشن کمیٹی کے 2 اجلاس منعقد ہوئے اور اس میں ڈائریکٹرز کی حاضری درج ذیل رہی:

ڈائریکٹر کا نام	شرکت کردہ اجلاس کی تعداد
محترمہ عالیہ سعیدہ خان (چیئر پرسن)	2/2
جناب محمد علی آر۔ حبیب	2/2
جناب محمد سلمان برنی	2/2
جناب محمد طیب احمد ترین	2/2

### منافع منقسمہ کی تقسیم و تخصیص

ڈائریکٹرز موجودہ سال کے منافع میں سے درج ذیل تخصیصات تجویز کرتے ہیں:

- فی شیئر 6.00 روپے کے حتمی نقد منافع منقسمہ کا اعلان کیا گیا یعنی 120 فیصد، علاوہ 4.00 روپے کے عبوری منافع منقسمہ یعنی 80 فیصد۔

- غیر مختص شدہ منافع 2 بلین روپے کی رقم ہزل ریزرو میں منتقل کرنا۔

### اعتراف

ہم اپنے شیئر ہولڈرز، صارفین اور کاروباری شراکت کاروں کے ان کی مستقل سرپرستی اور اعتماد کے لیے دلی شکر گزار ہیں۔ ہم اپنے تمام ملازمین کی کمپنی میں انتھک محنت اور شراکت کیلئے بھی تعریف کرتے ہیں۔



ڈائریکٹر



چیف ایگزیکٹو آفیسر

کراچی:

مورخہ: 11 ستمبر 2025

## قومی خزانے میں حصہ

سال کے دوران کمپنی نے ٹیکسیشن، کسٹم ڈیوٹیز، محصولات، ایکسائز ڈیوٹیز اور ڈبلیو پی پی ایف کی صورت میں قومی خزانے میں 7.8 بلین روپے جمع کرائے (2024: 6.3 بلین روپے)۔

## ڈائریکٹرز کے لئے معاوضہ پالیسی

بورڈ نان-ایگزیکٹو ڈائریکٹرز (بشمول آزاد ڈائریکٹرز) کی جانب سے کی گئی اہم شراکت کو تسلیم کرتا ہے اور ان کی تعریف کرتا ہے۔ فی الحال، ہر بورڈ میٹنگ یا کمیٹیوں میں ان کی حاضری اور شرکت کے لئے میٹنگ فیس فراہم کی جاتی ہے۔ اگرچہ یہ ان کی خدمات کے معاوضہ کی عکاسی نہیں کرتا، یہ محض تعریفی علامت کے طور پر نمائندگی کرتا ہے۔

دوران سال ڈائریکٹرز کے معاوضہ کا انکشاف 30 جون 2025 کو ختم ہونے والے سال کے غیر عبوری مالیاتی گوشواروں کے نوٹ 45 میں کیا گیا ہے۔

## آڈیٹرز

میسرز اے ایف فرگوسن اینڈ کمپنی چارٹرڈ اکاؤنٹنٹس نے 30 جون 2025 کے لئے اپنا کام اور فرائض مکمل کر لیے ہیں اور وہ سبکدوش ہونے کے ساتھ دوبارہ تقرری کے لئے اہل بھی ہیں۔ انہوں نے سال 2025-26 کے لئے آڈیٹرز کی حیثیت سے خود کو دوبارہ تقرری کیلئے پیش کیا ہے۔

## شیر ہولڈنگ کا طرز

شیر ہولڈنگ کا طرز بمطابق 30 جون 2025 اس رپورٹ کے ساتھ منسلک ہے۔

بورڈ نے چیف ایگزیکٹو آفیسر، چیف فنانس آفیسر، ہیڈ آف انٹرنل آڈٹ اور کمپنی سیکریٹری کن ان ایگزیکٹو کے طور پر متعین کیا ہے جن کی رپورٹنگ کمپنی کے شیئرز میں ٹریڈنگ کے سلسلے میں پاکستان اسٹاک ایکسچینج (پی ایس ایکس) کو کی جانی ہے۔

## ڈائریکٹرز ٹریڈنگ پروگرام

ڈائریکٹرز بورڈ پر خدمات انجام دینے کیلئے مطلوبہ قابلیت اور تجربے کے حامل ہیں اور ٹریڈنگ پروگرام پر مکمل عملدرآمد کرتے ہیں۔

## اجتماعی اور مالیاتی رپورٹنگ فریم ورک میں کوڈ آف کارپوریٹ گورننس پر عملدرآمد کا اسٹیٹمنٹ

۱۔ کمپنی کی انتظامیہ کی جانب سے تیار کردہ مالیاتی اسٹیٹمنٹ میں کمپنی کے معاملات، آپریشنز کے نتائج، رقومات کے بہاؤ اور ایکویٹی میں تبدیلیوں کو شفاف طور پر پیش کیا گیا ہے۔

۲۔ کمپنی کے حسابات کیلئے کھاتوں کو درست طور پر پیش کیا گیا ہے۔

۳۔ مالیاتی اسٹیٹمنٹ کی تیاری میں ہر جگہ حسابات کی پالیسی کو درست طور پر استعمال کیا گیا ہے اور حسابات کے تخمینے کے سلسلے میں مناسب ترین اور دانشمندانہ فیصلے کئے گئے ہیں۔

۴۔ مالیاتی اسٹیٹمنٹ، پاکستان میں لاگو بین الاقوامی مالیاتی رپورٹنگ کے معیارات کی بنیاد پر تیار کئے گئے ہیں۔

۵۔ بورڈ نے انٹرنل آڈٹ کے امور بیرونی ذریعہ، میسرز نوہل کمپیوٹرسوز (پرائیویٹ) لمیٹڈ کو تفویض کئے ہیں جو اس کام کیلئے نہایت موزوں اہلیت اور تجربہ کے حامل ہیں اور کمپنی کی پالیسیوں اور طریقہ کار سے بخوبی آگاہ ہیں۔

۶۔ انٹرنل کنٹرول سسٹم کی تشکیل نہایت مضبوط ہے اور اس کا نفاذ اور نگرانی موثر طور پر کی جارہی ہے۔

۷۔ آڈٹ کمیٹی کے تمام ممبران آزاد/نان-ایگزیکٹو ڈائریکٹرز ہیں۔

۸۔ کمپنی کے موجودہ حیثیت میں کام جاری رکھنے میں کسی رکاوٹ کا شک و شبہ نہیں ہے۔

۹۔ اصول و ضوابط کی فہرست میں درج کارپوریٹ گورننس کے بہترین طریقوں میں سے کوئی بات خارج نہیں کی گئی ہے۔

۱۰۔ پروویڈنٹ فنڈ اور ریٹائرمنٹ فنڈ میں سرمایہ کاری کی رقم بمطابق 30 جون 2025 بالترتیب 1,251 ملین روپے اور 145 ملین روپے ہے۔

۱۱۔ گزشتہ چھ سال کی آپریٹنگ اور مالیاتی معلومات اس رپورٹ کے ضمیمہ میں درج ہیں۔

ڈائریکٹرز کی کل تعداد 7 ہے جس میں 6 مرد ڈائریکٹرز اور 1 خاتون ڈائریکٹر ہیں۔

بورڈ کی تشکیل درج ذیل ہے:

### انڈیپنڈنٹ ڈائریکٹرز

محترمہ عالیہ سعیدہ خان

جناب خیام حسین

### نان-ایگزیکٹو ڈائریکٹرز

جناب رفیق ایم۔ حبیب

جناب محمد علی آر۔ حبیب

جناب عمران علی حبیب

جناب محمد سلمان برنی

### ایگزیکٹو ڈائریکٹر

جناب محمد طیب احمد ترین

3 ستمبر 2025 کو جناب رفیق ایم۔ حبیب (مرحوم) کے انتقال کے باعث ایک اتفاقیہ خالی اسامی پیدا ہوئی۔

## متعلقہ پارٹنرز سے لین دین

تمام متعلقہ فریقوں کے ساتھ لین دین کے معاملات لاگو پالیسیاں اور ضابطوں کے مطابق انجام دیئے گئے ہیں اور متعلقہ ٹولس کے تحت مالیاتی گوشواروں میں ظاہر کئے گئے ہیں۔

## اندرونی مالی کنٹرولز

کمپنی اور اس کے ذیلی اداروں میں انٹرنل فنانشل کنٹرولز کا ایک موثر سسٹم لاگو کیا گیا ہے تاکہ اس کے اثاثہ جات کو محفوظ بنانے کے ساتھ اس کے ریکارڈز کو درست اور قابل اعتماد بنایا جائے۔ سینٹر اختطامیہ کمپنی اور اس کے ذیلی اداروں کی مالیاتی کارکردگی کا جائزہ ماہانہ مفصل مالیاتی رپورٹس کے ذریعے لیتی ہے جبکہ بورڈ بھی ہر سہ ماہی کے اختتام پر اس کا ذاتی جائزہ لیتا ہے اور بجٹ کے لحاظ سے اس کا تقابلی موازنہ کرتا ہے۔ مروجہ طریقہ کار کے تحت انٹرنل آڈٹ کے ذریعے باقاعدگی کے ساتھ مفصل جانچ پڑتال کی جاتی ہے۔ انٹرنل آڈٹ کے عمل کی رپورٹ پر بہترین طریقہ کار کے مطابق بورڈ آڈٹ کمیٹی کے جائزے کیلئے پیش کی جاتی ہیں۔

## خداشات اور غیر یقینی صورتحال

کمپنی اس سلسلے میں کافی محتاط ہے کہ کمپنی کو اندرونی اور بیرونی دونوں سطحوں پر کاروبار میں مختلف اقسام کے خطرات کا سامنا ہے۔ کمپنی نے اس کیلئے ایک انٹر پرائز رسک مینجمنٹ (ای آر ایم) سسٹم نافذ کر رکھا ہے۔ ای آر ایم کاروبار کو درپیش خطرات اور چیلنجز کی تلاش، اس کی جانچ، ترجیحی حل، پڑتال اور اس کے تدارک کا مروجہ عمل ہے۔ خداشات کو دور کرنے کا بندوبست کرنا کمپنی کی مینجمنٹ کی بنیادی ذمہ داری ہے۔ اس سلسلے میں انٹرنل آڈٹ فنکشن اور بورڈ آف ڈائریکٹرز ان پالیسیوں اور طریقوں کے مطابق جائزہ لیتے ہیں اور مدد کرتے ہیں جو متوقع خداشات کا مقابلہ کرنے کیلئے وضع کی گئی ہیں۔

کمپنی نے ان خداشات کی درجہ بندی اس طرح کی ہے:

- ۱۔ حکمت عملی کے خداشات
- ۲۔ مالیاتی خداشات
- الف۔ بیرونی کرنسی کے خداشات
- ب۔ کریڈٹ کے خداشات
- ج۔ شرح سود کے خداشات
- ۳۔ انٹرنل کنٹرول کے خداشات
- ۴۔ آپریشنل/کمرشل خداشات
- الف۔ کاروباری حربوں کے خداشات/ٹیکنالوجیکل اور جدت کے خداشات
- ب۔ ضوابط کے خداشات
- ج۔ سپلائی چین کے خداشات
- ۵۔ صحت، تحفظ اور ماحولیات
- ۶۔ پائیداری کے خداشات

تدارک کی حکمت عملی وضع کی گئی ہے اور کمپنی ای آر ایم سسٹم کے ذریعے اس کی نگرانی اور جائزہ لینے کا عمل جاری رکھے ہوئے ہے۔

فرام کیے گئے، جبکہ ایچ ایس ای ویک کے دوران آگاہی سرگرمیوں اور تخلیقی مقابلوں کے ذریعے ملازمین کو شامل کیا گیا۔

پائیداری کے محاذ پر، اہداف شدہ اقدامات کے نتیجے میں CO<sub>2</sub> کے اخراج میں کمی لائی گئی۔ ایک تھرڈ پارٹی فائر سیفٹی آڈٹ نے ہمارے مضبوط تعمیلی نظام کی مزید توثیق کی۔

ایچ ایس ای ڈیپارٹمنٹ نے معذور افراد کے لیے تربیتی پروگرام شروع کر کے شمولیت کو فروغ دیا اور سالانہ کوالٹی کنٹرول سرکل کنونشن کے ذریعے جدت طرازی کے عمل کو جاری رکھا، جس میں منصوبوں کو حفاظت اور ماحولیاتی اہداف کے ساتھ ہم آہنگ کیا گیا۔

مجموعی طور پر، سال بھر میں ایک مستحکم حفاظتی ثقافت کی تعمیر، تعمیل کو تقویت دینے اور تنظیم بھر میں ماحولیاتی ذمہ داری کو آگے بڑھانے میں نمایاں پیش رفت حاصل ہوئی۔

## کارپوریٹ سوشل ریسپانسیبلٹی (سی ایس آر)

ہمارے اقدار کی بنیاد برادریوں اور معاشرے کے پس ماندہ طبقات کی ترقی اور بہتری میں مضمر ہے۔ ہمارا عزم اسٹیک ہولڈرز، ملازمین اور شہریوں کی زندگی کے معیار کو بہتر بنانے پر مرکوز ہے، جس کی عکاسی کمپنی کے اس پالیسی فیصلے سے ہوتی ہے کہ کم از کم ایک فیصد منافع سماجی فلاح و بہبود کے شعبے کے لیے وقف کیا جائے۔

مالی سال کے دوران ہم معاشرتی ترقی، صحت کی دیکھ بھال، تعلیم، ماحولیات اور ملازمین کی فلاح و بہبود پر مشتمل سماجی سرمایہ کاری میں اپنا حصہ ڈالتے رہیں گے۔

## انفارمیشن ٹیکنالوجی (آئی ٹی)

تھل کے اسٹریٹجک مقاصد کے مطابق، انفارمیشن ٹیکنالوجی ونگ نے ڈیجیٹل ٹرانسفارمیشن کو آگے بڑھانے اور تنظیمی استحکام کو مزید مضبوط کرنے کا سلسلہ جاری رکھا۔ سال کی اہم کامیابیوں میں SAP S/4HANA سے SAP RISE پر انیویسٹ کلاؤڈ کی پریمیسز پر کامیاب منتقلی شامل ہے، جس سے ہمارے بنیادی آپریشنز میں مزید چستی، اسکیل ایبلٹی اور ریپلیس پیڈا ہوئی۔

اپنے سائبر سیکیورٹی کے نظام کو مضبوط بنانے کیلئے، ہم نے بیرونی سیکیورٹی آڈٹس مکمل کیے جن میں رسک اسسمنٹ، ڈیویژن کی تقسیم اور تمام بزنسز کیلئے آئی ٹی جنرل کنٹرولز شامل تھے۔ مزید یہ کہ ہم نے فائروال لاگز اینالائز رقیقینات کیا جس کے ذریعے دور دراز مقامات سے لاگز کو مرکزی طور پر اکٹھا کر کے رینٹل ٹائم تھریٹ اینلیسز اور مشکوک سرگرمیوں کی پیچیدگی نگرانی ممکن ہوئی۔

کاروباری آپریشنز کی معاونت کے لیے، آئی ٹی نے الیکٹرونک بزنس میں میسرمل آرڈرنگ، اجراء، WIP پوسٹنگ اور مطابقت کو رینٹل ٹائم ڈیٹا انٹری اور بارکوڈ اسکیننگ کے ذریعے آسان بنایا۔ بارکوڈ ہینڈ ہیلڈ اسکینرز کے نفاذ نے پروڈکشن ورک فلو کو مزید بہتر بنایا، ٹریس ایبلٹی کو مضبوط کیا اور درستی میں اضافہ کیا۔

یہ تمام اقدامات آپریشنل افادیت، تعمیل اور ایک محفوظ، مستقبل کے لیے تیار آئی ٹی ماحول کے فروغ کے ہمارے عزم کو اجاگر کرتے ہیں۔



## ڈائی ورٹی، ایکوئی اور انکلوژن (DE&I)

ہم صنفی تنوع کو ایک اسٹریٹجک ترجیح کے طور پر دیکھتے ہیں ایسی ترجیح جو فیصلہ سازی کو مضبوط بناتی ہے، مسائل کے حل کی صلاحیت کو بڑھاتی ہے اور ہماری ٹیموں کی مجموعی قابلیت کو نکھارتی ہے۔ ہم اپنے صنفی تنوع کے تناسب کو بہتر بنانے اور ایسا کام کا ماحول قائم کرنے کے لیے پرعزم ہیں جہاں خواتین کو اپنی مکمل صلاحیت کے ساتھ آگے بڑھنے اور کامیاب ہونے کا اختیار حاصل ہو۔

عالمی یوم خواتین کے موقع پر، ہم نے اپنے ادارے میں خواتین کی کامیابیوں کو سراہا اور صنفی مساوات کے لیے اپنے عزم کا اعادہ کیا۔ ہدفی اقدامات اور مشن کے مباحثوں کے ذریعے ہم نے شمولیت کی اہمیت اور اس پائیدار و با معنی تبدیلی کے لیے درکار جاری کوششوں کو اجاگر کیا۔ ہماری معاون پالیسیز — بشمول زوجگی اور والدین کی چھٹی، ٹرانسپورٹ سہولتیں اور کام کی جگہ پر ہراساںی کے خلاف جامع اقدامات اس عزم کی عملی عکاسی کرتی ہیں۔

مزید برآں، ہمارے کاروبار معذور افراد کو بھی ملازمت فراہم کرتے ہیں تاکہ تمام ٹیم ممبران کے لیے شمولیت، رسائی اور معاونت کو یقینی بنایا جاسکے۔

اپنی وسیع تر ملازمین کی شمولیت کی حکمت عملی کے حصے کے طور پر، ہم نے متعدد سرگرمیوں کا اہتمام کیا، جن میں فٹبال ٹورنامنٹ اور سائیکلنگ ایونٹ شامل تھے۔ یہ اقدامات ایک متحرک اور شمولیتی کام کی جگہ کی ثقافت کو فروغ دینے، مختلف شعبہ جات کے مابین تعاون کو بڑھانے اور ورک-لائف بیلنس کی معاونت کے لیے ترتیب دیے گئے تھے۔ روزمرہ ذمے داریوں سے ہٹ کر با معنی روابط کے مواقع فراہم کر کے ہم مسلسل ایک مضبوط کمیونٹی کا احساس پیدا کر رہے ہیں، ٹیم کے باہمی تعلقات کو بہتر بنا رہے ہیں اور مجموعی طور پر ملازمین کے حوصلے کو بلند کر رہے ہیں۔

## تخواتوں میں صنفی لحاظ سے فرق کے اسٹیمینٹ

سال کے دوران تخواتوں میں صنفی لحاظ سے فرق کے تخمینہ درج ذیل ہے:

میں	میدین
9.4- فیصد	1.9 فیصد

انتظامی اور غیر انتظامی دونوں ملازمین کی تقرری مارکیٹ کے اندر رائج تخواتوں کے پیمانے پر بلاکسی صنفی امتیازی گئی۔ تخواتوں میں کوئی بھی فرق افرادی کارکردگی، وقت کے ساتھ ملازمت کی مدت اور خصوصی مہارت کی بنیاد پر ہے۔

## صحت، تحفظ اور ماحولیات (ایچ ایس ای)

مالیاتی سال 2024-25 کے دوران کمپنی نے نمایاں کامیابیوں، سٹریٹجکیشنز اور پائیداری اقدامات کے ذریعے اپنے HSE کلچر کو مزید مضبوط کیا۔ کمپنی کو متعدد انڈسٹری ایوارڈز سے نوازا گیا جن میں فارسیٹی ایوارڈ، سالانہ ماحولیتی ایکسیلنس ایوارڈ اور EFP آکیویشنل ہیلتھ، سیفٹی اینڈ ویل بیٹنگ ایوارڈز میں تیسری پوزیشن شامل ہے۔

ہم نے کامیابی کے ساتھ ISO 45001:2018 اور ISO 14001:2015 سرٹیفیکیشنز برقرار رکھے، جن میں کوئی بڑی خامی نہیں پائی گئی، مزید برآں اہداف شدہ HSE سیشنز

اعلیٰ معیار کی ثقافت کو فروغ دیتے ہیں۔ یہ عزم ایسا ماحول پیدا کرتا ہے جہاں افراد خود کو تسلیم شدہ، معاون اور با اختیار محسوس کرتے ہیں تاکہ وہ اپنی بہترین کارکردگی کا مظاہرہ کر سکیں یوں ہم سب مل کر ایک بہتر مستقبل کی تعمیر کے مشن کو آگے بڑھاتے ہیں۔

مسلسل سیکھنے اور ترقی کے ایک مضبوط فریم ورک کے ذریعے، تھل نے سال کے دوران مجموعی طور پر 4,734 ٹریننگ گھنٹے ریکارڈ کیے۔ یہ گھنٹے تنظیمی مقاصد سے اسٹریٹجک طور پر ہم آہنگ تھے، جس کے لیے مفصل 'ٹریننگ نیڈز اینالیسز' (ٹی این اے) کیا گیا تاکہ ہر پروگرام مخصوص مہارتوں کی کمی اور مستقبل کی صلاحیتوں کی ضروریات کو پورا کرے۔ اس کی نمایاں جھلک ہمارا سالانہ 'لرننگ فیئر' تھا، جس میں انڈسٹری ماہرین کی زیر قیادت حسب ضرورت تربیتی سیشنز کا اہتمام کیا گیا، جو ہماری ورک فورس ڈیولپمنٹ اور تیزی سے بدلتے کاروباری منظر نامے میں چلکدار رہنے کے عزم کو مزید مضبوط بناتا ہے۔

ادارے کی کارکردگی کو برقرار رکھنے کی جستجو میں ہم اعلیٰ صلاحیت کے حامل ٹیلنٹ کو متوجہ کرنے اور ضم کرنے پر بھی توجہ دیتے ہیں۔ ہمارا "میجمنٹ ٹرینی پروگرام 2025"، کامیابی کے ساتھ اختتام پذیر ہوا، جس کے تحت ملک کی کچھ ممتاز تعلیمی اداروں سے فارغ التحصیل گریجویٹس کو شامل کیا گیا۔ یہ اقدام نہ صرف ہماری قیادت کے مستقبل کو مضبوط کرتا ہے بلکہ ادارے میں نئے زاویے اور جدت طرازی کو بھی شامل کرتا ہے۔

اس امر کو تسلیم کرتے ہوئے کہ ملازمین کی شمولیت (انگجمنٹ) پائیدار کارکردگی کے لیے ضروری ہے، ہم نے ایک جامع "ایمپلوئی انگجمنٹ سروے" (ملازمین کی شمولیت کا سروے) منعقد کیا۔ اس سروے میں معاوضہ و فوائد، پیشہ ورانہ ترقی کے مواقع، ورک لائف بیلنس، اور پرفارمنس مینجمنٹ سسٹمز جیسے کلیدی پہلوؤں کا جائزہ لیا گیا۔ اس عمل سے حاصل ہونے والی بصیرتیں اور معلومات ہمارے ملازمین کے تجربے کو مزید بہتر بنانے اور مسلسل بہتری کی ثقافت کو فروغ دینے کے لیے استعمال کی جارہی ہیں۔ تھل میں ہم ملازمین کی فلاح و بہبود کے لیے ایک جامع اور فعال نقطہ نظر اپناتے ہیں، اس حقیقت کو تسلیم کرتے ہوئے کہ صحت مند ورک فورس پائیدار ترقی اور پیداواری صلاحیت کیلئے ناگزیر ہے۔ اس مقصد کے تحت ہم نے ایک "ویلننس بوٹکمپ" کا انعقاد کیا، جس میں صحت کی اسکریننگ، انفرادی جسمانی تجزیے اور طبی ماہرین کے ساتھ ون-آن-ون مشاورت شامل تھی تاکہ ہمارے ملازمین کو صحت سے متعلق باخبر فیصلے کرنے میں مدد مل سکے۔ خواتین کی صحت کے سلسلے میں اپنے عزم کے تحت، ہم نے ایک "بریسٹ کیمنس آگاہی مہم" بھی منعقد کی۔ اس سال یہ اقدام نمایاں طور پر توسیع دیا گیا، جس میں نہ صرف ہماری خواتین مینجمنٹ ٹیم بلکہ نان-مینجمنٹ خواتین ملازمین بھی شامل تھیں، اور اس طرح گروپ میں 200 سے زائد خواتین تک رسائی حاصل کی گئی۔ آن سائٹ مشاورت اور معائنہ خواتین ڈاکٹرز کے ذریعے فراہم کیے گئے تاکہ رہنمائی حاصل کرنے کی خواہشمند خواتین کو پیشہ ورانہ اور آسانی سے دستیاب طبی معاونت فراہم کی جاسکے۔

یہ اقدام ابتدائی تشخیص اور حفاظتی نگہداشت کی اہمیت کو اجاگر کرتا ہے، ایک صحت مند ورک پلیس کو فروغ دیتا ہے اور ہمارے ملازمین کی مجموعی فلاح و بہبود کے عزم کو مضبوط بناتا ہے۔

اسٹریٹجک لرننگ اقدامات، اہداف شدہ ٹیلنٹ ایکویشن، ایمپلائنگ مینجمنٹ پروگرامز اور جامع صحت و فلاحی مہمات کے امتزاج سے، تھل ایک مضبوط، با اختیار اور مستقبل کے لیے تیار ورک فورس تعمیر کرتا جا رہا ہے۔

## تھل نووا پاور (پرائیویٹ) لمیٹڈ (تھل نووا)

تھل نووا تھل پاور (پرائیویٹ) لمیٹڈ، نووا پاور جن لمیٹڈ (نووا ٹیکس لمیٹڈ کے ذیلی ادارے) اور حب پاور کمپنی لمیٹڈ کا ایک مشترکہ منصوبہ ہے جو تھر سندھ میں واقع 330 میگا واٹ مائن ماؤتھ کول فائرڈ پاور جنریشن پلانٹ قائم کرنے کے لئے ہے۔ یہ پاور پلانٹ ایس ای سی ایم سی کی جانب سے چلائی جانے والی مائن سے نکالے جانے والے دیسی کوئلے سے چلایا جائے گا۔

تھل نووا نے ایس ای سی ایم سی کے ساتھ سالانہ 1.9 ملین ٹن گنٹ کی فراہمی کے لئے کول سپلائی ایگریمنٹ پر دستخط کئے ہیں۔ اس نے سینٹرل پاور پراجیکٹس ایجنسی (گارجن) لمیٹڈ کے ساتھ پاور پراجیکٹ ایگریمنٹ اور پرائیویٹ پاور انفراسٹرکچر بورڈ کے ساتھ اپیلی مینٹیننس ایگریمنٹ بھی کیا ہے۔

اس پروجیکٹ نے فروری 2023 میں تجارتی آپریشن کی تاریخ حاصل کی۔ کمرشل آپریشن کی تاریخ (سی او ڈی) سے 30 جون 2025 تک کمپلیکس نے 4,497 میگا واٹ آور بکلی پیدا کی اور اس عرصے کے دوران ”زیرو ٹو ٹیل ریکارڈ ایبل انیڈنٹ ریٹ“ حاصل کیا۔ مزید برآں، مالی سال 30 جون 2025 کو اختتام پذیر ہونے تک تھل نووا نے 92 فیصد دستیابی حاصل کی، جو ہدف شدہ 85 فیصد کے آؤٹ لک سے زیادہ رہی۔

## ایک مکمل ملکیتی ذیلی ادارے میں سرمایہ کاری

تھل لمیٹڈ اپنے جوٹ ڈویژن کے ذریعے طویل عرصے سے پاکستان کی زرعی سپلائی چین میں نمایاں کردار ادا کرتا آ رہا ہے اور متعدد اداروں بشمول حکومت کو انانج بالخصوص گندم ذخیرہ کرنے کے لیے بوریاں فراہم کرتا رہا ہے،

اب جبکہ حکومت کی پالیسی فصل کٹائی کے بعد نقصانات کو کم کرنے، غذائی تحفظ کو بہتر بنانے اور مائی کو ٹاکسنز میں کمی لانے کے لیے جدید ذخیرہ اندوزی کے حل کی طرف منتقل ہو رہی ہے، کمپنی ایک اعلیٰ معیار کے انانج ذخیرہ کرنے کے منصوبے میں سرمایہ کاری کر رہی ہے جس میں گندم اور کئی جیسے اہم انانج شامل ہوں گے۔

یہ منصوبہ ایک مکمل ملکیتی ذیلی ادارے کے ذریعے تیار کیا جا رہا ہے۔ اس سہولت کے لیے انانج کی پینڈولنگ، اسٹوریج اور پروسیسنگ کے شعبے میں ایک نمایاں یورپی سپلائر کا جدید ساز و سامان استعمال کیا جا رہا ہے۔ اور یہ سہولت مظفر گڑھ میں قائم کی جائے گی۔

ذخیرہ اندوزی کے انفراسٹرکچر کے ساتھ ساتھ منصوبے میں انانج کی پراسیسنگ اور سپلائی (میلنگ) کے جدید حل بھی شامل ہوں گے تاکہ معیار اور قدر میں بہتری لائی جاسکے۔

یہ اقدام ممکنہ طور پر پاکستان کی بڑھتی ہوئی آبادی کے لیے غذائی تحفظ کو یقینی بنانے میں کلیدی کردار ادا کرے گا۔ مستقبل میں دیگر انانج میں توسیع اور سپلائی ذخیرہ کرنے کی صلاحیت میں اضافہ بھی متوقع ہے۔ سرمایہ کاری مرحلہ وار مکمل کی جائے گی اور 18 سے 20 ماہ میں تکمیل کی توقع ہے۔

## ہیومن ریسورسز (ایچ آر)

تھل کی حکمت عملی ایک مضبوط بنیاد پر قائم ہے جو اپنے لوگوں کی ترقی اور نشوونما میں سرمایہ کاری پر مرکوز ہے۔ ہم اپنے ملازمین کو اپنے نقطہ نظر کے مرکز میں رکھتے ہیں اور اپنے تمام کاموں میں ایک

دائرے میں بڑے فیملی انٹرٹینمنٹ سینٹر میں شمار ہوگا۔ فیصل آباد میں، ایچ ایم پی ایل شہر کا پہلا جدید ترین اسپورٹس کمپلیکس بن رہی ہے جس میں موجودہ میٹرو اسٹور لوکیشن پر مختلف کھانے پینے کے آپشنز بھی شامل ہوں گے۔ یہ منصوبہ ایچ ایم پی ایل کی ترقی کی حکمت عملی کو آگے بڑھانے میں ایک اہم سنگ میل ہیں۔

## میکرو حبیب پاکستان لمیٹڈ (ایم ایچ پی ایل)

میکرو حبیب پاکستان لمیٹڈ (ایم ایچ پی ایل) تھل لمیٹڈ کا ایک ملکیتی ذیلی ادارہ ہے جو مبارک شہید روڈ، لائسنز ایریا، کراچی میں اپنی اسٹور پریسمر کی ملکیت کا حامل تھا۔

اسٹور کو ستمبر 2015 میں سپریم کورٹ کے فیصلے کے تحت بند کر دیا گیا تھا اور متعلقہ اتھارٹی کے حوالے کر دیا گیا۔

## نو بل کمپیوٹر سروسز (پرائیویٹ) لمیٹڈ

یہ برنس تھل لمیٹڈ کا مکمل ملکیتی ذیلی ادارہ ہے۔ یہ گروپ کیلئے انٹرل آڈٹ، آئی ٹی، ایڈوائزری، ایچ آر اور دیگر انتظامی خدمات فراہم کر رہا ہے۔

## پاکستان انٹر سٹریٹ ایڈز (پرائیویٹ) لمیٹڈ

یہ تھل لمیٹڈ کا مکمل ملکیتی ادارہ ہے۔ اپنے تجارتی آپریشنز کے ذریعے برنس نے آٹوموٹیو پارٹس اور انٹرکنٹینٹل شیک گیس کی آٹوموٹیو بائل اسمبلر اور آٹو پارٹس مینوفیکچررز کو فراہم کر کے اپنا کاروبار جاری رکھا ہے۔

## انرجی سکیمز میں سرمایہ کاریاں سندھ اینڈرگول مائننگ کمپنی لمیٹڈ (ایس ای سی ایم سی)

سندھ اینڈرگول مائننگ کمپنی لمیٹڈ (ایس ای سی ایم سی) حکومت سندھ، تھل لمیٹڈ، اینڈرگول مائننگ لمیٹڈ، حب پاور کمپنی لمیٹڈ، حبیب بینک لمیٹڈ اور سی ایم ای سی تھر مائننگ انوٹسٹمنٹس لمیٹڈ کے مابین ایک جوائنٹ وینچر ہے۔ ایس ای سی ایم سی تھرگول بلاک II میں پاکستان کے پہلے اوپن پٹ مائننگ پروجیکٹ کو تیار کیا ہے۔

ایس ای سی ایم سی فیڈرل II میں مکمل آپریشنل دستیابی برقرار رکھے ہوئے ہے اور 1,320 میگا واٹ بجلی کی صلاحیت کو کوئلہ فراہم کر رہی ہے۔ فیڈرل II کا توسیعی منصوبہ، جس کا ہدف پیداوار کو 7.6 ملین ٹن سالانہ سے بڑھا کر 11.2 ملین ٹن سالانہ کرنا ہے، شروع کر دیا گیا ہے۔ یہ توسیع ”لکی الیکٹرک پاور کمپنی لمیٹڈ (ایل ای پی سی ایل)“ کے 660 میگا واٹ پلانٹ کو تھرگول پٹ پر منتقل کرنے میں معاون ہوگی، جس سے قومی توانائی کے تحفظ کو مزید تقویت ملے گی۔

اس وقت ایس ای سی ایم سی 3 ملین سے زائد گھروں کو بجلی فراہم کر رہی ہے اور آغاز سے اب تک تقریباً 1.6 ملین امریکی ڈالر کے زرمبادلہ کی بچت میں کردار ادا کر چکی ہے۔

اس عرصے کے دوران ایس ای سی ایم سی نے 15 ملین سے زائد مین آؤرز بغیر کسی ”لوٹ ٹائم انیڈنٹ“ (وقت کے ضیاع کے کسی واقعے) کے مکمل کر کے ایکٹائیو اندر حفاظتی سنگ میل عبور کیا۔ کمپنی قومی اور بین الاقوامی ضوابط کے مطابق صحت، حفاظت اور ماحولیات (ایچ ایس ای) کے عالمی معیار پر کاربند ہے، جس میں ISO 45001:2018 سرٹیفیکیشن بھی شامل ہے۔ پائیداری کے ایک منفرد کارنامے کے طور پر، ایس ای سی ایم سی دنیا کی پہلی مائننگ کمپنی بنی جس نے اپنی مکمل مائننگ آپریشنز کے لیے ”الائنس فار وائرسٹیورڈ شپ (اے ڈبلیو ایس)“ کا گولڈ سرٹیفیکیشن حاصل کیا، جو پائیدار وائرسٹیجمنٹ میں اس کی قیادت کو اجاگر کرتا ہے۔

## آؤٹ لگ

کاروبار کے لیے مستقبل کی صورتحال حوصلہ افزا دکھائی دیتی ہے، جسے آٹوموبائل کی پیداوار میں مسلسل اضافے نے سہارا دیا ہے۔ صارفین کی طلب میں جاری بحالی اور خریداری کی طاقت میں بہتری کے امتزاج سے حجم میں مزید اضافہ متوقع ہے۔

## بلڈنگ میٹریلز اور منسلک مصنوعات کا شعبہ

کمپنی کا بلڈنگ میٹریلز اور منسلک مصنوعات کا شعبہ درج ذیل پر مشتمل ہے:

- جوٹ ڈویژن
- پیکینگ ڈویژن
- لیمینٹس ڈویژن

سال کے دوران اس شعبے کا ٹرن اوور 13 فیصد سے کم ہو کر 14.1 بلین روپے رہا جو اس کے مقابلے میں گزشتہ سال 16.2 بلین روپے تھا۔

## جوٹ ڈویژن

کاروبار کو ایک بڑے چیلنج کا سامنا اس وقت ہوا جب وفاقی اور صوبائی سطح پر پہلی بار گندم کی بوریاں خریدنے کا عمل روک دیا گیا جس کے نتیجے میں طلب میں تیزی سے کمی واقع ہوئی۔ برآمدات کے محاذ پر مارکیٹ کے دائرہ کار کو وسعت دینے کی کامیاب کوششیں کی گئیں، تاہم جوٹ پیدا کرنے والے ممالک کے کم لاگت کے فائدے کے باعث سخت مسابقت کا سامنا رہا۔ یہ عوامل مجموعی طور پر جوٹ کے کاروبار کو منافع بخش بنانے کیلئے خدشات پیدا کرتے ہیں۔

## آؤٹ لگ

ان چیلنجز سے نمٹنے کے لئے کاروبار نے لاگت کی کارکردگی بہتر بنانے، مقامی مارکیٹ میں اپنا حصہ بڑھانے اور برآمدات میں اضافے کے ذریعے بین الاقوامی مارکیٹوں میں اپنی موجودگی کو وسعت دینے پر توجہ مرکوز کی ہے۔

## ہیجنگ ڈویژن

یہ کاروبار صنعتی اور ریٹیل صارفین کو ہیجنگ کے حل فراہم کرتا ہے۔

کاروبار ماحول بدستور چیلنجنگ ہے، بالخصوص اہم شعبوں جیسے سینٹ میں۔ اس کے جواب میں کاروبار نے تمام پروڈکٹ کے حصوں میں برآمدی مارکیٹوں میں رسائی بڑھانے پر توجہ مرکوز کی ہے جس کے لیے مصنوعات کی ترقی، جدت اور لاگت کی بہتری جیسے اسٹریٹجک اقدامات کیے گئے۔ اس عرصے میں خلیجی ممالک (جی سی سی)، یورپ اور امریکہ کی بڑی مارکیٹوں میں برآمدات میں اضافہ کیا گیا۔ جدت طرازی ہماری حکمت عملی کا مرکزی عنصر ہے اور مصنوعات کو مختلف بنا کر اور خصوصی نوعیت کی پیشکشیں تیار کر کے نئے مواقع حاصل کرنے اور اضافی آمدنی کے ذرائع پیدا کرنے کا مقصد ہے۔ ہم سرگرمی پر کام لے رہے ہیں اور اس بات کو یقینی بناتے ہیں کہ صنعتی فضلہ مکمل طور پر ری سائیکل ہو کر قابل استعمال مواد میں بدلا جائے اور لینڈ فیل صفر رہے۔

## آؤٹ لگ

ہم توقع کرتے ہیں کہ مقامی اور بین الاقوامی مارکیٹوں دونوں میں اپنی پوزیشن مستحکم بنانے کے لئے یہ اقدامات مفید ثابت ہوں گے اور ہماری توجہ اپنے بلند تر شرح منافع کے حامل برآمدی پورٹ فولیو کی توسیع پر مرکوز رہے گی۔

## لیمینٹس ڈویژن

لیمینٹس کا کاروبار ”فارماٹ“ کے برانڈ نام کے تحت تین بڑے پروڈکٹ اقسام ہائی پریشر لیمینٹس، کمپیکٹ لیمینٹس اور لیمینٹڈ بورڈز میں کام کرتا ہے اور اپنی معیار، جدید مصنوعات اور تازہ ترین ڈیزائنز کی وجہ سے جانا جاتا ہے۔ ہماری سجاوٹی مصنوعات تعمیراتی صنعت اور پاکستان کے ریکل اسٹیٹ سکٹر سے منسلک ہیں، جنہیں حالیہ عرصے میں نمایاں چیلنجز کا سامنا رہا ہے۔

ایسے تمام پریشرز کے باوجود کاروبار نے سال کا اختتام منافع کے ساتھ کیا۔ اگرچہ کمزور مارکیٹ لیکویڈیٹی اور مسابقتی دباؤ کے باعث قیمتوں پر دباؤ رہا، لیکن ہماری لاگت پر قابو، آپریشنل کارکردگی اور محتاط مالی نظم و ضبط پر فعال توجہ نے منافع کی شرحوں کو تحفظ دیا اور منافع بخشی کو برقرار رکھا۔ یہ اقدامات ہمیں اپنی طویل مدتی حکمت عملی کے ساتھ منسلک رکھنے اور مشکل حالات میں استقامت فراہم کرنے کا سبب بنے۔

## آؤٹ لگ

اگرچہ چیلنجز بدستور موجود ہیں، پھر بھی ہم گھریلو اور بین الاقوامی سطح پر اپنی مصنوعات کی طلب میں بتدریج بحالی دیکھ رہے ہیں۔ ہماری ترقی کی حکمت عملی کا مرکز خلیجی ممالک، افریقہ اور ایشیا میں برآمدات کو وسعت دینا ہے، جبکہ زیادہ منافع بخش خصوصی مصنوعات میں اپنی موجودگی کو مضبوط کرنا اور سپلائی چین کی کارکردگی کو بہتر بنانا ہے۔

## ذیلی ادارے

### تھل پوش کو پاکستان (پرائیویٹ) لمیٹڈ (ٹی بی پی ایل)

سال کے دوران ٹی بی پی پی ایل نے 3.2 بلین روپے کی فروخت ریکارڈ کی جبکہ گزشتہ سال کے دوران 2.6 بلین روپے کی فروخت ہوئی تھی۔ سیلز میں اضافہ بنیادی طور پر زیادہ حجم کے باعث ہوا۔ مجموعی کارکردگی میں نمایاں بہتری شیئر ہولڈرز کے اعتماد کی عکاسی کرتی ہے، جو ٹی بی پی پی ایل کے پائیدار ترقی کے طویل مدتی وژن پر قائم ہے۔

مصنوعات کا معیار اور صارفین کا اطمینان ہماری اہم خصوصیات ہیں جو ٹی بی پی ایل کو مارکیٹ میں حریفوں سے نمایاں کرتی ہیں۔ انتظامیہ اس رفتار کو برقرار رکھے اور اپنی مارکیٹ پوزیشن کو مزید مستحکم کرنے کے لیے پرعزم ہے۔

ٹی بی پی پی ایل شیئر ہولڈرز کے منافع جات کو زیادہ سے زیادہ بہتر کرنے کے لیے صارفین کی بنیاد کے اسٹریٹجک پھیلاؤ، مصنوعات کے پورٹ فولیو میں تنوع اور پیداواری کارکردگی میں مسلسل بہتری کے لیے پرعزم ہے۔

### حبیب میٹروپاکستان (پرائیویٹ) لمیٹڈ (ایچ ایم پی ایل)

ایچ ایم پی ایل کا بنیادی کاروبار جائیداد کی ملکیت اور اس کا انتظام ہے۔ کرایہ داری کے آپریشنز کو مزید مؤثر بنانے اور صارفین کے تجربے کو بہتر بنانے کے لیے کمپنی تفریحی شعبے میں وسعت دے رہی ہے۔ اس کا مقصد ایسے فیملی فرینڈلی مقامات تیار کرنا ہے جو خریداری، کھانے پینے اور تفریح کو یکجا کریں اور اپنی پرائم لوکیشنز سے اضافی قدر پیدا کریں۔

ایچ ایم پی ایل اس وقت لاہور میں ماڈل ٹاؤن منی مال فیملی انٹرٹینمنٹ کو جدید خطوط پر استوار کر رہی ہے، جس میں فوڈ کیوسکس، ریسٹوران اور بچوں کے لیے جدید انڈر انٹرٹینمنٹ سینٹر شامل ہیں۔ کمپنی لاہور میں اپنے راوی اسٹور پر ایک علیحدہ کڈز انٹرٹینمنٹ سینٹر بھی تیار کر رہی ہے، جو 10 کلومیٹر کے

# ڈائریکٹرز کی رپورٹ

تھل لمیٹڈ کے ڈائریکٹرز بمسرت 30 جون 2025 کو ختم ہونے والے سال کیلئے سالانہ رپورٹ بشمول آڈٹ شدہ مالیاتی حسابات پیش کر رہے ہیں۔

## ہمارے بانی پیرمین کو خراج تحسین

جناب رفیق ایم۔ حبیب ایک شاندار بصیرت اور اقدار کے معمار تھے جن کی میراث نے ”ہاؤس آف حبیب“ کی بنیادوں کو تشکیل دیا۔ ان کی زندگی ثابت قدمی، دوراندیشی اور مقصد سے غیر متزلزل وابستگی سے عبارت تھی۔ انہوں نے عاجزی، وقار اور اپنے گرد و پیش کے تمام لوگوں کے ساتھ گہری ذمہ داری کے احساس کے ساتھ قیادت کی۔ تعلیم پر ان کے یقین نے بے شمار زندگیوں کو چھوا اور مواقع کے دروازے کھولے۔ ان کی سخاوت اور خاموش خدمت خلق ہمیشہ تر غیب کا ذریعہ رہی۔ وہ اقدار جن پر وہ کار بند رہے، آئندہ نسلوں کی رہنمائی کرتی رہیں گی۔

ہم دعا گو ہیں کہ اللہ تعالیٰ انہیں جنت الفردوس میں اعلیٰ ترین مقام عطا فرمائے۔

## معاشی جائزہ

مالی سال 2025 کے دوران کمپنی نے ایک بہتر ہوتے ہوئے مجموعی معاشی ماحول میں کام کیا، جہاں پاکستانی معیشت نے بحالی اور استحکام کی علامات ظاہر کیں۔ معیشت میں جی ڈی پی کی نمو ریکارڈ ہوئی، جس کے ساتھ ساتھ مہنگائی میں نمایاں کمی سامنے آئی۔ اس کی معاونت محتاط مالی اور زرمبادلہ پالیسی، شرح تبادلہ کے استحکام، مالی خسارے میں کمی اور بیرونی توازن میں بہتری سے ہوئی۔

ان پیش رفتوں نے مارکیٹ کے اعتماد کو مضبوط کیا، کرنسی پر دباؤ کم کیا اور مزید ترقی کے فروغ کے لیے مالیاتی پالیسی میں نرمی کی گنجائش پیدا کی۔ ایسے ماحول میں کمپنی نے اپنے اسٹریٹجک مقاصد کو نظم و ضبط اور استقامت کے ساتھ جاری رکھا، تاکہ شیئرز ہولڈرز کے لیے پائیدار قدر اور منافع پیدا کیا جاسکے۔

## مالیاتی نتائج

کنسولیڈیٹڈ		ان کنسولیڈیٹڈ		روپے بلین میں
2024	2025	2024	2025	
29,406	33,127	26,551	29,612	خالص آمدنی
13,534	12,091	3,065	3,542	قبل از ٹیکس لیوی/منافع
9,379	8,104	2,190	2,558	بعد از ٹیکس لیوی/منافع
105.06	89.54	27.03	31.57	فی شیئر آمدنی، روپے میں

سال کے دوران کمپنی کا سبز ریونیو گزشتہ سال کے مقابلے میں 12 فیصد بڑھ کر 29.6 بلین روپے ہو گیا۔ منافع بعد از ٹیکس اور لیوی 2.6 بلین روپے ریکارڈ کیا گیا (سال بہ سال کے لحاظ سے 17 فیصد بڑھا) جو گزشتہ سال اس کے مقابلے میں 2.2 بلین روپے تھا۔

## آپریٹنگ شعبوں کا جائزہ

کمپنی دو نمایاں کاروباری شعبوں، انجینئرنگ کے شعبے اور بلڈنگ میٹریل و منسلک مصنوعات سے متعلق شعبے کی حامل ہے۔

## انجینئرنگ کا شعبہ

کمپنی کا انجینئرنگ شعبہ درج ذیل پر مشتمل ہے:

- تھرمل اور انجن کیمپوٹیس ڈویژن

- الیکٹریکل سسٹمز ڈویژن

اس کاروبار کی توجہ بنیادی طور پر آٹوموٹیو انڈسٹری کے پارٹس کی تیاری پر مرکوز ہے۔

زیر جائزہ مدت کے دوران انجینئرنگ شعبے کی فروخت 15.5 بلین روپے رہی جو اس کے مقابلے میں گزشتہ سال کے اسی عرصے میں 10.3 بلین روپے رہی تھی اور یہ ٹاپ لائن میں 50 فیصد کا نمایاں اضافہ ظاہر کرتی ہے۔

پاکستان کی آٹوموٹیو انڈسٹری نے سال بہ سال 40 فیصد نمو ریکارڈ کی، جسے بڑھتی ہوئی مسابقت اور کم قیمت گاڑیوں کی وسیع رینج نے سہارا دیا جس سے صارفین کے انتخاب میں قابل استطاعت گاڑیوں کی رینج کے لیے اضافہ ہوا۔ موجودہ کمپنیوں پر دباؤ بڑھنے کے باوجود یہ شعبہ آئندہ ترقی کے لیے مضبوط پوزیشن میں ہے۔

کاروبار اپنے معزز صارفین کو بلا تعطل اور اعلیٰ معیار کی فراہمی یقینی بنانے کے لیے پرعزم ہے اور ساتھ ہی جدید مقامی تیاری کے اقدامات کو فروغ دے رہا ہے تاکہ لاگت کے مقابلے کی صلاحیت میں بہتری لائی جاسکے اور طویل مدتی منافع کو برقرار رکھا جاسکے۔ اسی دوران، انتظامیہ ایک واضح ترقیاتی حکمت عملی پر عمل پیرا ہے جو نئے اور پختل ایکویپمنٹ میینوفیکچررز (او ای ایمز) کے ساتھ روابط قائم کر کے صارفین کے دائرہ کار کو وسعت دینے، آٹوموٹیو کے شعبے سے آگے تنوع کے مواقع تلاش کرنے اور علاقائی و بین الاقوامی مارکیٹوں تک رسائی کے لیے برآمدی ذرائع کو ترقی دینے پر مرکوز ہے۔

کاروبار میں تنوع اور وسعت لانے اور موجودہ سرگرمیوں کو توسیع دینے کی جاری کوششوں کے نتیجے میں (آفٹر مارکیٹ) کے لیے ہمارے پروڈکٹ پورٹ فولیو میں نئے ڈیلرز کی کامیاب شمولیت ممکن ہوئی ہے۔ ڈیلر نیٹ ورک کی اس اسٹریٹجک توسیع نے موجودہ مدت کے دوران آفٹر مارکیٹ کی آمدنی میں نمایاں اضافہ کیا۔

پاور سیکٹر میں کمپنی ایک نمایاں پاور ڈسٹری بیوٹن کمپنی کے ساتھ اسٹریٹجک شراکت داری کے ذریعے ایسے مصنوعات کی شناخت اور تیاری پر کام جاری رکھے ہوئے ہے جن میں مقامی تیاری اور درآمدی متبادل کی نمایاں صلاحیت موجود ہے۔ یہ اشتراک نہ صرف کمپنی کی مسابقتی پوزیشن کو مستحکم کرنے کے لیے ذریعہ بنایا گیا ہے بلکہ وسیع تر معاشی فوائد فراہم کرنے، خود انحصاری کو فروغ دینے اور ملک کی صنعتی ترقی کی معاونت کے لیے بھی ہے۔



# BOARD COMMITTEES AND THEIR TERMS OF REFERENCES

## Committees of the Board

The Board is assisted by the following two Committees to support its decision making.

### Audit Committee

The Board Audit Committee meets multiple times through the year to determine appropriate measures to safeguard the Company's assets and review quarterly, half yearly and financial statements of the company, prior to their approval by the Board of Directors. In addition, the Board Audit Committee is also responsible for:

- a) determination of appropriate measures to safeguard the company's assets;
- b) review of annual and interim financial statements of the company, prior to their approval by the Board of Directors, focusing on:
  - (i) major judgmental areas;
  - (ii) significant adjustments resulting from the audit;
  - (iii) going concern assumption;
  - (iv) any changes in accounting policies and practices;
  - (v) compliance with applicable accounting standards;
  - (vi) compliance with these regulations and other statutory and regulatory requirements; and
  - (vii) related party transactions
- c) review of preliminary announcements of results prior to external communication and publication;
- d) facilitating the external audit and discussion with external auditors of major observations arising from interim and final audits and any matter that the auditors may wish to highlight (in the absence of management, where necessary);
- e) review of management letter issued by external auditors and management's response thereto;
- f) ensuring coordination between the internal and external auditors of the company;
- g) review of the scope and extent of internal audit, audit plan, reporting framework and procedures and ensuring that the internal audit function has adequate resources and is appropriately placed within the company;
- h) consideration of major findings of internal investigations of activities characterized by fraud, corruption and abuse of power and management's response thereto;
- i) ascertaining that the internal control systems including financial and operational controls, accounting systems for timely and appropriate recording of purchases and sales, receipts and payments, assets and liabilities and the reporting structure are adequate and effective;
- j) review of the company's statement on internal control systems prior to endorsement by the board of directors and internal audit reports;
- k) instituting special projects value for money studies or other investigations on any matter specified by the board of directors in consultation with the chief executive officer and to consider remittance of any matter to the external auditors or to any other external body;
- l) determination of compliance with relevant statutory requirements;
- m) monitoring compliance with these regulations and identification of significant violations thereof;
- n) oversight of the company's sustainability-related risks and opportunities including climate related risks and opportunities (ESG);
- o) review of arrangement for staff and management to report to audit committee in confidence concerns if any about actual or potential improprieties in financial and other matters and recommend instituting remedial and mitigating measures;
- p) recommend to the board of directors the appointment of external auditors, their removal, audit fee, the provision of any service permissible to be rendered to the company by the external auditors in addition to audit of its financial statements and measures for redressal and rectification of non-compliance with regulations. The board of directors shall give due consideration to the recommendations of the audit committee and where it acts otherwise it shall record the reasons thereof; and
- q) consideration of any other issue or matter as may be assigned by the board of directors.

### Members:

Mr. Khayam Husain	Chairperson (Independent)
Mr. Mohamedali R. Habib	Member
Mr. Imran Ali Habib	Member
Mr. Muhammad Salman Burney	Member

### Human Resources & Remuneration Committee:

The Board Human Resources & Remuneration Committee meets at least once in a year to review and recommend

all elements of the Human Resource Management framework including but not limited to the following:

- i) recommend to the board for consideration and approval of a policy framework for determining remuneration of directors (both executive and non-executive directors and members of senior management). The definition of senior management will be determined by the board which shall normally include the first layer of management below the Chief Executive Officer level;
- ii) undertaking annually a formal process of evaluation of performance of the board as a whole and its committees either directly or by engaging external independent consultant and if so appointed, a statement to that effect shall be made in the directors' report disclosing name, qualifications and major terms of appointment;
- iii) recommending human resource management policies to the board;
- iv) recommending to the board the selection, evaluation, development, compensation (including retirement benefits) of Chief Operating Officer, Chief Financial Officer, Company Secretary and head of internal audit;
- v) consideration and approval on recommendations of Chief Executive Officer on such matters for key management positions who report directly to Chief Executive Officer or Chief Operating Officer, and where human resource and remuneration consultants are appointed, their credentials shall be known by the committee and a statement shall be made by them as to whether they have any other connection with the company.

#### Members:

Ms. Aliya Saeeda Khan	Chairperson (Independent)
Mr. Mohamedali R. Habib	Member
Mr. Muhammad Salman Burney	Member
Mr. Muhammad Tayyab Ahmad Tareen	Member

#### Internal Control Framework:

The Board is ultimately responsible for internal control and its effectiveness. To provide reasonable assurance a system is designed to manage the risk to achieve business objectives. The internal audit function carries out reviews on the financial, operational and compliance controls.

#### Internal Control Framework:

Comprised of effectiveness and efficiency of operations including performance and profitability goals and

safeguarding of resources, reliability of financial reporting including interim and condensed financial statements and selected financial data, and compliance with applicable laws and regulations.

The Company maintains clear structured and established control framework that contains authority limits, accountabilities and sound understanding of policies and procedures.

The Board has overall responsibility to oversee the internal control processes. Internal control compliance is monitored by internal audit which ensures that the Company and its employees are compliant with internal control policies and procedures.

#### Control Environment:

The control environment sets the tone of an organization, influencing the control consciousness of its people. It is the foundation for all other components of internal control, providing discipline and structure.

#### Risk Assessment:

Risk assessment is the identification and analysis of relevant risks to achieve the objectives, forming a basis for determining how the risks should be managed.

#### Control Activities:

Policies and procedures for control activities ensure that management directives are carried out. These activities ensure necessary actions are taken to address risks to achieve entity's objectives. Control activities occur throughout the organization, at all levels and in all functions.

#### Information and Communication:

Pertinent information must be identified, captured and communicated in a form and timeframe that enables people to carry out their responsibilities. Information systems produce reports, containing operational, financial and compliance-related information, required to run and control the business.

#### Monitoring:

Internal control system is monitored to assess the quality of the system's performance over time. This is accomplished through ongoing monitoring activities, separate evaluations or a combination of the two.

# NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the fifty-ninth Annual General Meeting ("AGM") of the members of the Company will be held on Monday, October 20, 2025 at 09:30 a.m. at The Institute of Chartered Accountants of Pakistan ("ICAP") Auditorium, Chartered Accountants Avenue, Clifton, Karachi as well as through electronic means/video-link facility to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the annual audited financial statements of the Company, together with the Chairman's Review, Directors' and Auditor's Report thereon for the year ended June 30, 2025.

In accordance with section 233(6) of the Companies Act, 2017 (the "Act"), and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following weblink and QR enabled code:



<https://thallimited.com/financial-reports>

2. To declare and approve a final cash dividend of 120% (i.e. Rs. 6.00 per share) for the year ended June 30, 2025 as recommended by the Board of Directors. This is in addition to the interim dividend of 40% (i.e. Rs. 2.00 per share) already paid. The total dividend for 2024-25 will thus amount to 200% (i.e. Rs. 10.00 per share.)
3. To appoint auditors and fix their remuneration for the year ending June 30, 2026. The Board of Directors on recommendation of the Board Audit Committee of the Company has proposed the reappointment of M/s. A.F. Ferguson & Co., Chartered Accountants, as auditors.
4. To elect 07 (seven) directors of the Company as fixed by the Board of Directors in their meeting held on September 11, 2025 for a term of three years commencing from October 20, 2025, in accordance with the provisions of section 159(1) of the Act. The names of the retiring Directors are:
  - 1) Mr. Mohamedali R. Habib
  - 2) Mr. Imran Ali Habib
  - 3) Mr. Muhammad Tayyab Ahmad Tareen
  - 4) Ms. Aliya Saeeda Khan
  - 5) Mr. Khayam Husain
  - 6) Mr. Muhammad Salman Burney

By Order of the Board

**Sameer Amlani**

Company Secretary

Karachi.

Dated: September 11, 2025

## NOTES:

### 1. Participation in the AGM proceeding via the video conference facility

The SECP has, vide its circulars issued from time to time, directed listed companies to hold their general meetings virtually in addition to the requirements of holding physical meetings. In order to facilitate the shareholders, the Company in addition to convening a physical meeting has also arranged attendance of shareholder virtually via video link facility.

The shareholders interested in attending the AGM virtually through video conference facility, are hereby advised to get themselves registered with the Company by sending the following particulars at the designated email address [tl@hoh.net](mailto:tl@hoh.net) for their appointment and proxy's verification.

Shareholder Name	Folio / CDC Number	CNIC Number	Cell Number	Registered Email Address

Video link and login credentials will be shared with only those members/proxies, whose emails, containing all the required particulars, are received at least 48 hours before the AGM. Shareholders may also provide their comments and questions for the agenda items of the AGM in their email for registration by October 13, 2025.

### Video conference facility

Pursuant to SECP's circular no. 10 dated May 21, 2014 read with section 132(2) & 134(1)(b) of the Act, if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a city, to participate in the AGM through video conference at least 07 (seven) days prior to the date of the AGM, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard, please fill the following and submit it to the registered address of the Company at least 07 (seven) days before the date of AGM.

I/We \_\_\_\_\_ of \_\_\_\_\_, being member(s) of Thal Limited holder \_\_\_\_\_ ordinary share(s) as per register folio no. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

\_\_\_\_\_  
Signature of member

## 2. Election of directors

- a) The term of the office of the present Board of the Company will expire on October 20, 2025, in terms of section 159(1) of the Act, the Board has fixed the number of directors at 07 (seven) through a resolution passed in the meeting of the Board held on September 11, 2025, to be elected in AGM of the Company for a term of 03 (three) years with effect from October 20, 2025.

Any person who is desirous to contest the election of directors shall, whether he/she is a retiring director or otherwise, shall file with the Company at its registered office at: 4th Floor, House of Habib, 3-JCHS, Block 7/8, Shahrah-e-Faisal, Karachi - 75350, not later than 14 (fourteen) days before the date of the AGM, the following documents:

- A signed declaration confirming that:
  - He/she is aware of his/her duties and power under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.
  - He/she is not ineligible to become a director of a listed company under the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws/regulations.
- A detailed profile along with his/her office address for placement on the Company's website as required under SRO1196(1)/2019 dated October 03, 2019.
- Details of other directorships held.
- Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and folio number/CDC account or sub account number.
- The following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:
  - Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.



- b. Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulations 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

All the notices received for the category of independent director, shall be subject to due diligence by the Companies as prescribed under section 166 of the Act.

The final list of candidates contesting the election will be circulated not later than 07 (seven) days before the date of AGM in terms of Section 159(4) of the Act. The website of the Company will be updated with the required information and Directors' profile.

### **3. Closure of share transfer books**

The share transfer books of the Company shall remain closed from October 14, 2025 to October 20, 2025 (both days inclusive) and no transfer will be registered during that time. Share transfers received in order by the share registrar, FAMCO Share Registration Services (Private) Limited by the close of business on October 13, 2025 shall be treated as in time for the purpose of attending, and voting at, the AGM and entitlement of receiving cash dividend.

### **4. For attending the AGM:**

In case of individuals, the account holders or sub-account holders and/or the persons whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate their identity by showing original CNIC or original passport at the time of attending the AGM.

In the case of a corporate entity, the Board of Directors' resolution/power of attorney with the specimen signature of the nominee shall be produced (if it has not been provided earlier) at the time of attending the AGM.

### **5. Appointment of proxy**

A member entitled to attend and vote at this AGM is entitled to appoint a proxy to attend, speak and vote in his/her place at the AGM. A 'Proxy Form' appointing a proxy must be deposited at the registered office of the Company or at the above-mentioned address of Company's share registrar at least forty-eight (48) hours before the time of the AGM along with the attested copy of CNIC of the proxy. The attached Proxy Form in English and Urdu should be witnessed by two persons whose name, addresses and CNIC numbers should be mentioned on the forms. The Proxy Form is also available on the Company's website ([www.thallimited.com](http://www.thallimited.com)).

In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee along with a copy of their CNIC shall be provided. The individual members or representatives of corporate members of the Company in Central Depository Company of Pakistan ("CDC") must bring original CNIC or passport and CDC account and participant identification numbers to prove identity and verification at the time of the AGM.

### **6. Updating of particulars**

The shareholders are requested to promptly notify change in their address and email address, if any, to the Company's share registrar for complying with the requirements of the SECP as per S.R.O. 452(I)/2025. In case of corporate entity, the shareholders are requested to promptly notify change in their particulars of their authorized representative, if applicable.

### **7. Submission of copies of CNIC not provided earlier**

Individual shareholders are once again reminded to submit a copy of their valid CNIC, if not provided earlier to the Company's share registrar, FAMCO Share Registration Services (Private) Limited. In case of non-availability of a valid copy of the shareholders' CNIC in the records of the Company, the Company shall withhold the dividend under the provisions of section 243 of the Act.

### **8. Withholding tax on dividend**

Currently, the deduction of withholding tax on the amount of dividend paid by companies under section 150 read with Division I of Part III of the First Schedule of the Income Tax Ordinance, 2001, are as under:

- (a) For persons appearing in Active Tax Payer List (ATL): 15%
- (b) For persons not appearing in Active Tax Payer List (ATL): 30%

Shareholders who have filled their return are advised to make sure that their names are entered into latest ATL provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as persons not appearing in ATL and tax on their cash dividend will be deducted at the rate of 30% instead of 15%.

## **9. Withholding tax on dividend (joint account holders)**

In order to enable the Company to follow the directives of the regulators to determine shareholding ratio of the joint account holder(s) (where shareholding has not been determined by the Principal shareholder) for deduction of withholding tax on dividend of the Company, shareholders are requested to please furnish the shareholding ratio details of themselves as principal shareholder and their joint holders, to the Company's share registrar, enabling the Company to compute withholding tax of each shareholder accordingly. The required information must reach the Company's share registrar by October 13, 2025, otherwise each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

## **10. Payment of cash dividend electronically**

In accordance with the provisions of section 242 of the Act and Companies (Distribution of Dividend) Regulations, 2017, it is mandatory that dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder. Notice in this regard has already been published earlier in newspapers as per regulations. All shareholders are once again requested to provide details of their bank mandate specifying: (i) title of account, (ii) account number, (iii) IBAN (iv) bank name and (v) branch name, code & branch address; to Company's share registrar. Shareholders who hold shares with participants / CDC are advised to provide the mandate to the concerned.

## **11. Zakat deductions**

To claim exemption from compulsory deduction of zakat, shareholders are requested to submit a notarized copy of the Zakat Declaration Form, "CZ-50" on non-judicial stamp paper of Rs. 200/- to the share registrar. Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the share (Rs. 5/- each) and will be deposited within the prescribed period with the relevant authority. In case of claiming exemption, please submit your Zakat Declarations under Zakat and Ushr Ordinance, 1980 and Rule 4 of Zakat (Deduction and Refund) Rules, 1981. Shareholders who hold shares in book entry shall deposit their Zakat Declaration Form, CZ-50 with CDC Investor Account Services / CDC participant / stock brokers with mentioning CDS account number and name of shareholder.

## **12. Unclaimed shares certificates and dividends**

The Company has, on various occasions, discharged responsibility under section 244 of the Act, by approaching the shareholders to claim their dividends and undelivered share certificates in accordance with the law. Any shareholders whose dividends and share certificates are still unclaimed/ undelivered are hereby once again requested to approach the Company with all necessary details immediately, to claim their outstanding dividend amounts and/or undelivered share certificates. In case no claim is received, the Company shall proceed in accordance with the applicable law.

## **13. Distribution of annual report and notice of AGM through email**

The audited financial statements of the Company for the year ended June 30, 2025 have been made available on the Company's website ([www.thallimited.com](http://www.thallimited.com)) in addition to annual and quarterly financial statements of prior years. In compliance with section 223(6) of the Act, the Company has electronically transmitted the notice of AGM containing the annual report through weblink and QR enabled code through email to shareholders whose email addresses are available with the Company's share registrar. In those cases, where email addresses are not available with the Company's share registrar, printed notices of AGM along with the weblink and QR enabled code to download the said annual report have been dispatched. A shareholder may request the Company to provide a hard copy of the annual audited financial statements, and the same shall be provided at the shareholder's registered address free of cost.

## **14. Conversion of physical shares into book-entry form**

Section 72 of the Act, requires all listed companies to replace the shares held in physical form with the shares to be issued in book-entry form within 4 years from the date of the promulgation of the Act. Pursuant to the SECP letter no. CSD/ED/Misc./2016-639-640 dated March 26, 2021, the Company is following up with all shareholders holding shares in physical form with the request to convert their shares in book-entry form in order to comply with the provisions of the Act. Shareholders may contact the Company's share registrar to understand the process and benefits of conversion of shares held in physical form into book-entry form.

## 15. Voting through e-voting and postal ballot paper

Pursuant to Companies (Postal Ballot) Regulation 2018 and notified amendments, for the purpose of election of Directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Act, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid regulations. Shareholders who have not cast their vote through electronic voting facility or postal ballot prior to the date of the AGM shall be entitled to cast their vote at the AGM by way of ballot paper only.

## 16. Procedure for e-voting and postal ballot

Pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide S.R.O. 2192(I)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote in the AGM, in accordance with the conditions mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting.

### E-voting procedure

1. Members who intend to exercise their right of vote through e-voting shall send email with subject "E-voting Request" at [tl@hoh.net](mailto:tl@hoh.net) and provide their valid CNIC numbers, mobile numbers and email address on or before October 14, 2025. Details of the e-voting facility will be shared through an email with the members.
2. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of the Company's share registrar.
3. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
4. E-voting lines will start from October 14, 2025, 9:00 a.m. and shall close on October 19, 2025 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

### Postal ballot

Members may alternatively opt for voting through postal ballot. The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman through post on the Company's registered address, Thal Limited, 4th Floor, House of Habib, 3 Jinnah Cooperative Housing Society, Block 7/8, Sharah-e-Faisal, Karachi or email with subject "Voting through Postal Ballot" at [tl@hoh.net](mailto:tl@hoh.net) no later than October 19, 2025, during working hours. The signature on the ballot paper, shall match with the signature on CNIC. The postal ballot paper will be placed on the Company's website [www.thallimited.com](http://www.thallimited.com) at least seven (7) days before the AGM.

## 17. Prohibition on grant of gifts to shareholders

Pursuant to the SECP notification received vide S.R.O. 452(I)/2025 dated March 17, 2025 the Company would like to inform all shareholders that no gifts will be distributed at the AGM.

## 18. Appointment of scrutinizer

A.F. Ferguson & Co. ("Firm") is appointed as scrutinizer under Regulation 11(1)(b) of Companies Regulation, 2018. The firm, a member firm of the PwC network, has been assigned satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan.

## STATEMENT UNDER REGULATION 4(2) OF THE COMPANIES (INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017

### Sindh Engro Coal Mining Company Limited

Status update concerning the business in relation to Sindh Engro Coal Mining Company Limited ("SECMC").

In the annual general meeting held on October 22, 2018 the members of the Company had approved investment in SECMC. SECMC achieved commercial operations on July 10, 2019 which marks a historic milestone for Pakistan's energy sector. Phase I of the Thar mining and power generation projects comprise Pakistan's first indigenous open pit coal mine which supplies 3.8 million tons of lignite coal per annum to a 2x330 MW power generation plant set up by Engro Powergen Thar Limited ("EPTL"). For Phase I of SECMC, the Board of Directors of Thal Limited approved a total exposure of Pakistani Rupee ("PKR") equivalent of USD 36.1 million, which includes equity investment of USD 24.3 million, USD 5 million for cost over-run and USD 6.8 million for debt servicing reserve (adjustable due to

LIBOR/KIBOR movement). Phase I of SECMC mining project has been completed within time and with significant cost savings. As a result of reduced project cost, the Company invested a total of USD 17.7 million as equity in SECMC Phase I, while maintaining 11.9% ordinary shareholding in SECMC.

Phase II of SECMC achieved financial Close on December 31, 2019. For Phase II of SECMC, the Board of Directors of Thal Limited approved a total exposure of PKR equivalent of USD 10.5 million, which includes equity investment of USD 7.9 million, USD 1.3 million for cost over-run and USD 1.2 million for debt servicing reserve (adjustable due to LIBOR/KIBOR movement). Until such time that SECMC achieves project completion date (as defined under finance documents), the standby letter of credit issued for unutilized equity for Phase II, contractual commitments of cost overrun support and debt service reserve account shall remain in place and may be called upon lenders as per the terms of the finance documents.

For Phase II, SECMC has entered into Coal Supply Agreements with ThalNova Power Thar (Private) Limited and Thar Energy Limited to supply additional 1.9 million tons of lignite per annum to each 330 MW power plant respectively. The Project Company has achieved commercial operations date for Phase II on October 10, 2022.

As of June 30, 2025, the Company has invested PKR 2,840.15 million in SECMC, acquiring 191,643,025 ordinary shares having face value of PKR 10.00 each, at a price of PKR 14.82 per share and has received dividends amounting to PKR 1,023.57 million from inception to date.

SECMC is in the process of achieving financial close of Phase III to expand the mine to 11.2 million tons per annum. Through this expansion, SECMC will supply coal to Lucky Electric Power Company Limited.

In the annual general meeting held on October 24, 2024, the members of the Company approved that the Company, together with Hub Power Company Limited (HUBCO) and Engro Energy Limited (Engro), subject to corporate and regulatory approvals, to acquire up to 76,496,166 additional ordinary shares of Sindh Engro Coal Mining Company (SECMC) at approximately PKR 35.3 per share, subject to a maximum investment amount of PKR 2.7 billion. The Company intended to acquire a sufficient portion of these shares to ensure its shareholding in SECMC remains at least equal to that of any other private shareholder.

In relation to approval by the members, certain potential changes to the shareholder composition that were previously under consideration have not materialized. The Company has not entered into any agreement with SECMC, its associated company, in relation to the Proposed Transaction. Engro has confirmed it remains a continuing shareholder, and no material update has been disclosed concerning Habib Bank Limited's position. The Board will continue to update shareholders on any material developments regarding the Company's investment in SECMC.

**Information pursuant to section 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017:**

Information Required	Information Provided
a) Total investment approved	As above
b) Amount of investment made to date	As above
(c) reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	Engro has confirmed it remains a continuing shareholder, and no material update has been disclosed concerning Habib Bank Limited's position.
(d) material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment.	None

**Investment in Thal Power (Private) Limited**

Status update concerning the business in relation to ThalNova Power Thar (Private) Limited ("ThalNova").

The shareholders in the extraordinary general meeting held on March 22, 2018, had approved an equity injection of up to USD 58.7 million (or PKR equivalent) and to arrange a standby letter of credit in an amount not exceeding USD 41.1 million (or PKR equivalent) securing the equity obligation and commercial risk guarantee obligations of

up to USD 12.4 million (or PKR equivalent) and sponsor support to be provided by the Company for the benefit of ThalNova for an aggregate amount of up to USD 23.2 million (or PKR equivalent) as an investment in the form of equity or subordinated debt to cover for funding shortfall/cost overrun that may arise in ThalNova as well as similar support/investment for debt service reserve support up to USD 12.4 million (or PKR equivalent). Such sponsor support 'investments' were to be made as may be required under the Sponsor Support Agreement (SSA) entered into with the lenders. The Company intends to make these sponsor support investments by way of preference shares and/or ordinary shares and/or through subordinated debt depending on approvals that may be received from the lenders. If through preference shares then the key terms will include a USD return on equity of 11%, which will be cumulative if not paid in full on any payment date and redeemable at the option of the Company.

In the extraordinary general meeting held on August 06, 2025, shareholders approved the continuation of financial support to ThalNova under the Sponsor Support Agreement with lenders. Approval was granted to the Company to provide security to the financiers in the form of a standby letter of credit or otherwise, for investment up to USD 23.3 million (or PKR equivalent) by way of subordinated loan or equity, to cover any shortfall or cost overrun before or after the Project Completion Date until such time as agreed with the financiers in accordance with the SSA. The standby letter of credit shall remain valid for ten (10) years or until ThalNova's Term Loan Discharge Date, whichever is later.

Shareholders also reconfirmed the continuation of earlier approvals for standby letters of credit in favour of the lenders of ThalNova in an amount up to USD 12.4 million (or PKR equivalent) for Debt Service Support ("DSRA LC"); and LCs in an amount up to USD 12.4 million (or PKR equivalent) in favour of the Commercial Risk Guarantee to the issuing banks to secure the related payment obligations. These approvals remain effective for a period of full ten (10) years or until the Term Loan Discharge Date, whichever is later, unless released or extinguished earlier in accordance with the terms of the SSA or as otherwise agreed with the lenders.

**Information pursuant to section 4(2) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017:**

Information Required	Information Provided
a) Total investment approved	As above
b) Amount of investment made to date	Equity injection of USD 33.7 million (in equivalent Pakistani rupees)
(c) reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time;	<p>The Company diluted its shareholding in TN from 49.5% in 2018 to 26% in 2018.</p> <p>The TN project was delayed beyond original timeline due to challenges with arranging USD financing for coal projects and subsequent delays related to COVID-19. The project achieved financial close on 30 September 2020 and subsequently achieved commercial operations date in February 2023. Equity injections were made along with debt disbursement and total equity obligation of the Company has now been met.</p>
(d) material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment.	<p>The associated company's financial close was delayed beyond original timelines due to challenges with arranging USD financing for coal projects and subsequent delays related to COVID-19. The project achieved financial close on September 30, 2020 and subsequently achieved commercial operations date in February 2023. It is now likely that TN will achieve Project Completion Date (PCD) - certain conditions which were required for declaration of PCD are in the process of being waived by the lenders/ financing institutions.</p>



اجازت دی گئی تھی۔ یہ اسپانسر سپورٹ انویسٹمنٹس اسپانسر سپورٹ ایگریمنٹ (ایس ایس اے) کے تحت ضرورت کے مطابق کی جانی تھیں۔ کمپنی کا ارادہ ہے کہ یہ اسپانسر سپورٹ انویسٹمنٹس پریفرینس شیئرز، آرڈینری شیئرز یا سب آرڈینری ڈیٹ کی شکل میں کرے، جو کہ قرض دہندگان سے منظور شدہ صورت میں ممکن ہوگا۔ اگر یہ ترجیحی شیئرز کی شکل میں ہوں تو کلیدی شرائط میں ایکویٹی پر 11 فیصد امریکی ڈالر کارپوریشن شامل ہوگا، جو کہ اگر کسی ادائیگی کی تاریخ کو مکمل طور پر ادا نہ ہو تو جمع ہوگا اور کمپنی کی صوابدید پر ریڈی ایبل ہوگا۔

غیر معمولی اجلاس عام منعقدہ 106 اگست 2025 میں شیئرز ہولڈرز نے قرض دہندگان کے ساتھ اسپانسر سپورٹ ایگریمنٹ کے تحت تھل نووا کو مالی معاونت جاری رکھنے کی منظوری دی۔ کمپنی کو اجازت دی گئی کہ وہ قرض دہندگان کے حق میں اسٹینڈ بائی لیٹر آف کریڈٹ یا کسی اور صورت میں 23.3 ملین امریکی ڈالر (یا اس کے مساوی پاکستانی روپے) تک کی انویسٹمنٹ، سب آرڈینری ڈیٹ لون یا ایکویٹی کی شکل میں، مہیا کر سکے تاکہ پروجیکٹ کی تکمیل کی تاریخ سے پہلے یا بعد میں کسی بھی شارٹ فال یا کاسٹ اووررن کو پورا کیا جاسکے۔ یہ اسٹینڈ بائی لیٹر آف کریڈٹ 10 سال کیلئے یا تھل نووا کے ٹرم لون ڈسپانر ڈیٹ تک (جو بھی بعد میں ہو) موثر رہے گا۔

شیئرز ہولڈرز نے مزید اس بات کی بھی توثیق کی ہے کہ تھل نووا کے قرض دہندگان کے حق میں 12.4 ملین امریکی ڈالر (یا اس کے مساوی پاکستانی روپے) تک کے ڈیٹ سروس سپورٹ ("ڈی ایس آر اے۔ ایل سی") اور 12.4 ملین اسی قدر کے اسٹینڈ بائی لیٹر آف کریڈٹس کمرشل رسک گارنٹی جاری کرنے والے بینکس کے حق میں برقرار رکھے جائیں گے تاکہ متعلقہ ادائیگی کی ذمہ داریوں کو محفوظ بنایا جاسکے۔ یہ منظوری دس (10) سال کی مدت یا ٹرم لون ڈسپانر ڈیٹ (جو بھی بعد میں ہو) تک موثر رہے گی، جب تک کہ اسپانسر سپورٹ ایگریمنٹ کی شرائط یا قرض دہندگان کے ساتھ اتفاق رائے سے پہلے ختم یا خارج نہ ہو جائے۔

#### کمپنیز (ایسوسی ایٹڈ کمپنیز یا ایسوسی ایٹڈ انڈر ٹیکنگز میں سرمایہ کاری) ریگولیشنز، 2017 کی دفعہ 4(2) کے تحت معلومات:

مطلوبہ معلومات	فراہم کردہ معلومات
اے۔ منظور کردہ مجموعی سرمایہ کاری	درج بالا کے مطابق
بی۔ اب تک کی گئی سرمایہ کاری کی مالیت	33.7 ملین امریکی ڈالر (پاک روپوں کے مساوی) کی ایکویٹی انجیکشن
سی۔ منظور شدہ سرمایہ کاری کے وقت میں انحراف کی وجوہات، جہاں سرمایہ کاری کا فیصلہ کسی مقررہ وقت میں نافذ ہونا تھا:	کمپنی نے تھل نووا میں اپنی شیئرز ہولڈنگ 2018 کے دوران 49.5 فیصد سے کم کر کے 26 فیصد کر دی تھی۔
ڈی۔ ایسوسی ایٹڈ کمپنی یا ایسوسی ایٹڈ انڈر ٹیکنگ کے مالی بیانات میں کوئی مادی تبدیلی، جو سرمایہ کاری کی منظوری سے متعلق قرارداد کی تاریخ کے بعد واقع ہوئی ہو:	تھل نووا منصوبہ اپنی ابتدائی ٹائم لائن سے اس لیے تاخیر کا شکار ہوا کہ کول منصوبوں کے لیے امریکی ڈالر کی فنڈنگ کا انتظام درپیش چیلنجز کے باعث ممکن نہ ہو سکا اور بعد ازاں کوویڈ 19 سے متعلق تاخیر بھی پیش آئیں۔ منصوبے نے 30 ستمبر 2020 کو فنانشل کلوز حاصل کیا اور بالآخر فروری 2023 میں کمرشل آپریشنز ڈیٹ حاصل کی۔ کمپنی کی طرف سے ایکویٹی انجیکشنز قرض کی تقسیم کے ساتھ ساتھ کیے گئے اور کمپنی کی کل ایکویٹی آپلیکیشن اب مکمل طور پر ادا کر دی گئی ہے۔
	ایسوسی ایٹڈ کمپنی کا فنانشل کلوز اپنی ابتدائی ٹائم لائن سے تاخیر کا شکار ہوا کیونکہ کول منصوبوں کیلئے امریکی ڈالر کی فنڈنگ کے انتظام میں مشکلات درپیش آئیں اور بعد ازاں کوویڈ 19 کے باعث بھی تاخیر واقع ہوئی۔ منصوبے نے بالآخر 30 ستمبر 2020 کو فنانشل کلوز حاصل کیا اور بعد ازاں فروری 2023 میں کمرشل آپریشنز ڈیٹ حاصل کی۔ اب یہ متوقع ہے کہ تھل نووا پراجیکٹ کمپلیشن ڈیٹ حاصل کر لے گا، کچھ شرائط، جو پی سی ڈی کے اعلان کیلئے لازمی تھیں، قرض دہندگان/فنانسنگ اداروں کی جانب سے معاف کرنے کے عمل میں ہیں۔



بطور ایکویٹی سرمایہ کاری کی اور ایس ای سی ایم سی میں 11.9 فیصد عام شیئر ہولڈنگ برقرار رکھی۔

فیز II کا فنانشل کلوز 31 دسمبر 2019 کو حاصل کیا گیا۔ ایس ای سی ایم سی کے فیز II کیلئے تھل لمیٹڈ کے بورڈ آف ڈائریکٹرز نے 10.5 ملین امریکی ڈالر (پاک روپے کے مساوی) کی کل ایکسپنڈیچر کی منظوری دی، جس میں 7.9 ملین امریکی ڈالر بطور ایکویٹی سرمایہ کاری، 1.3 ملین امریکی ڈالر بطور کاسٹ اووررن اور 1.2 ملین امریکی ڈالر بطور ڈیپٹ سروسنگ ریزرو شامل تھے (KIBOR / LIBOR کی تبدیلی کے باعث ایڈجسٹ ہونے کے قابل)۔ جب تک ایس ای سی ایم سی فنانس ڈاکومنٹس کے تحت متعین کردہ ”پروجیکٹ کمپلین ڈیٹ“ تک نہیں پہنچتا، فیز II کے لیے غیر استعمال شدہ ایکویٹی کی اسٹینڈ بائی لیٹر آف کریڈٹ، کاسٹ اووررن سپورٹ اور ڈیپٹ سروس ریزرو اکاؤنٹ کے معاہداتی تقاضے بدستور مؤثر رہیں گے اور لینڈرز ان پرفنانس ڈاکومنٹس کے مطابق عملدرآمد کر سکتے ہیں۔

فیز II کے تحت ایس ای سی ایم سی نے تھل نووا پاور تھر (پرائیویٹ) لمیٹڈ اور تھرانرجی لمیٹڈ کے ساتھ کوئلے کی فراہمی کے ایگریمنٹس کیے تاکہ بالترتیب ہر 330 میگاواٹ پاور پلانٹ کو سالانہ اضافی 1.9 ملین ٹن لگنائٹ فراہم کیا جاسکے۔ فیز II کا کرشل آپریشن 10 اکتوبر 2022 کو حاصل کیا گیا۔

30 جون 2025 تک کمپنی نے ایس ای سی ایم سی میں 2,840.15 ملین پاکستان روپے کی سرمایہ کاری کی ہے، جس کے ذریعے کمپنی نے 191,643,025 عمومی شیئرز ہر ایک 10 روپے مالیت کے 14.82 روپے فی شیئر کی قیمت پر حاصل کیے اور ابتداء سے اب تک کمپنی کو 1,023.57 ملین پاکستان روپے بطور منافع منقسمہ وصول ہو چکے ہیں۔

فی الوقت ایس ای سی ایم سی مان کو سالانہ 11.2 ملین ٹن تک وسعت دینے کے لیے فنانشل کلوز حاصل کرنے کے عمل میں ہے۔ اس توسیع کے ذریعے فیز III میں ایس ای سی ایم سی کوکلی ایکٹرک پاور کمپنی لمیٹڈ کو کول سپلائی کرنا ہوگا۔

سالانہ اجلاس عام مورخہ 24 اکتوبر 2024 میں کمپنی کے ممبران نے منظوری دی کہ کمپنی، جب پاور کمپنی لمیٹڈ (حب کو) اور اینگرو انرجی لمیٹڈ (اینگرو) کے ساتھ مل کر کارپوریٹ اور ریگولیٹری منظور یوں کے تابع، 76,496,166 اضافی عمومی شیئرز سندھ اینگرو کول مائننگ کمپنی کے حاصل کرے گی، تقریباً 35.3 پاکستان روپے فی شیئر کی قیمت پر، زیادہ سے زیادہ 2.7 بلین پاکستان روپے کی سرمایہ کاری تک۔ کمپنی کا ارادہ ہے کہ وہ شیئرز کے اتنے حصے حاصل کرے جس سے ایس ای سی ایم سی میں اس کی شیئر ہولڈنگ کم از کم کسی دوسرے پرائیویٹ شیئر ہولڈر کے مساوی رہے۔

ممبران کی منظوری کے حوالے سے شیئر ہولڈرز کی ساخت میں جن مکمل تبدیلیوں پر پہلے غور کیا جا رہا تھا، وہ عملی شکل اختیار نہیں کر سکیں۔ کمپنی نے ایس ای سی ایم سی، جو کہ اس کی ایک ایسوسی ایٹڈ کمپنی ہے، کے ساتھ مجوزہ ٹرانزیکشن کے حوالے سے کوئی معاہدہ نہیں کیا۔ اینگرو نے تصدیق کی ہے کہ وہ بدستور بطور شیئر ہولڈر موجود رہے گا، جبکہ حبیب بینک لمیٹڈ کی پوزیشن کے حوالے سے کوئی اہم اپ ڈیٹ ظاہر نہیں کی گئی۔ بورڈ آف ڈائریکٹرز تھل لمیٹڈ کی ایس ای سی ایم سی میں سرمایہ کاری سے متعلق کسی بھی اہم پیشرفت کے بارے میں شیئر ہولڈرز کو مسلسل آگاہ کرتا رہے گا۔

#### کمپنیز (ایسوسی ایٹڈ کمپنیز یا ایسوسی ایٹڈ انڈر ٹیکنگ میں سرمایہ کاری) ریگولیشنز، 2017 کی دفعہ 4(2) کے تحت معلومات:

مطلوبہ معلومات	فراہم کردہ معلومات
اے۔ منظور کردہ مجموعی سرمایہ کاری	درج بالا کے مطابق
بی۔ اب تک کی گئی سرمایہ کاری کی مالیت	درج بالا کے مطابق
سی۔ سرمایہ کاری کے منظور شدہ ٹائم لائن سے انحراف کی وجوہات، جہاں سرمایہ کاری کے فیصلے کو مخصوص مدت میں نافذ کیا جانا تھا:	اینگرو نے تصدیق کی ہے کہ وہ بدستور بطور شیئر ہولڈر موجود ہے، جبکہ حبیب بینک لمیٹڈ کی پوزیشن کے حوالے سے کوئی اہم اپ ڈیٹ ظاہر نہیں کی گئی۔
ڈی۔ ایسوسی ایٹڈ کمپنی یا ایسوسی ایٹڈ انڈر ٹیکنگ کے مالی بیانات میں کسی مالی تبدیلی کے حوالے سے، جو سرمایہ کاری کی منظوری سے متعلق قرارداد کی تاریخ کے بعد واقع ہوئی ہو:	کوئی نہیں

#### تھل پاور (پرائیویٹ) لمیٹڈ میں سرمایہ کاری

تھل نووا پاور تھر (پرائیویٹ) لمیٹڈ ”تھل نووا“ سے متعلق کاروباری صورتحال کا اسٹیٹس اپ ڈیٹ۔

غیر معمولی اجلاس عام ”ای او جی ایم“ منعقدہ 22 مارچ 2018 میں شیئر ہولڈرز نے 58.7 ملین امریکی ڈالر (یا اس کے مساوی پاکستانی روپے) تک ایکویٹی انویسمنٹ کی منظوری دی تھی، نیز 41.1 ملین امریکی ڈالر (یا اس کے مساوی پاکستانی روپے) تک کے اسٹینڈ بائی لیٹر آف کریڈٹ کے انتظام کی منظوری دی تھی، جو کہ ایکویٹی انویسٹیشن کی سیکورٹی اور 12.4 ملین امریکی ڈالر (یا اس کے مساوی پاکستانی روپے) تک کے کرشل رسک گارنٹی آپلیکیشن کو کور کرے گا۔ اس کے علاوہ، کمپنی کو تھل نووا کے فائدے کے لیے مجموعی طور پر 23.2 ملین امریکی ڈالر (یا اس کے مساوی پاکستانی روپے) تک اسپانسر سپورٹ فراہم کرنے کی منظوری دی گئی تھی، جو کہ ایکویٹی بایسب آرڈینینڈ ڈیپٹ کی شکل میں انویسمنٹ ہوگی تاکہ تھل نووا میں کسی بھی فنڈنگ شارٹ فال/کاسٹ اووررن کو پورا کیا جاسکے۔ اسی طرح ڈیپٹ سروس ریزرو سپورٹ کے لیے بھی 12.4 ملین امریکی ڈالر (یا اس کے مساوی پاکستانی روپے) تک سپورٹ/سرمایہ کاری کی

## ای وونگ اور پوسٹل بیلٹ کے ذریعے ووٹنگ

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کمپنیز (پوسٹل بیلٹ) ریگولیشن 2018 اور اس میں کی جانے والی ترامیم کے تحت، ڈائریکٹرز کے انتخاب اور کسی بھی دیگر ایجنڈا آئٹم پر، جو کمپنیز ایکٹ، 2017ء کی دفعات 143 اور 144 کے تحت مشروط ہو، ممبران کو یہ حق حاصل ہوگا کہ وہ اپنا ووٹ بذریعہ پوسٹل بیلٹ یعنی ڈاک یا کسی بھی الیکٹرانک طریقے سے استعمال کریں، جیسا کہ مذکورہ ریگولیشنز میں طریقہ کار بیان کیا گیا ہے۔

## ای وونگ اور پوسٹل بیلٹ کے لئے طریقہ کار

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کمپنیز (پوسٹل بیلٹ) ریگولیشنز، 2018 اور ان میں SRO 2192(I)/2022 مورخہ 5 دسمبر 2022 کے تحت کی گئی ترامیم کے مطابق اے جی ایم میں خصوصی کارروائی کیلئے اپنا ووٹ مذکورہ بالا ضوابط میں درج طریقہ کار کے مطابق استعمال کر سکیں گے۔ کمپنی اپنے ممبران کو ووٹنگ کیلئے درج ذیل آپشنز فراہم کرے گی:

### ای وونگ کا طریقہ کار

- 1 وہ اراکین جو ای وونگ کے ذریعے اپنا ووٹ ڈالنے کے خواہشمند ہیں وہ 14 اکتوبر 2025 تک ای میل ایڈریس [tl@hoh.net](mailto:tl@hoh.net) پر ای وونگ درخواست کے عنوان سے ای میل بھیجیں اور اس میں اپنا درست کمپیوٹرائزڈ قومی شناختی کارڈ نمبر، موبائل نمبر اور ای میل ایڈریس فراہم کریں۔ ای وونگ سہولت کی تفصیلات اراکین کو ای میل کے ذریعے فراہم کی جائیں گی۔
- 2 ویب ایڈریس، لاگ ان کی تفصیلات اور پاس ورڈ ممبران کو ای میل کے ذریعے بھیجے جائیں گے، جبکہ سکیورٹی کوڈز ایس ایم ایس کے ذریعے میسرز فیکٹوریز رجسٹریشن سروسز (پرائیویٹ) لمیٹڈ کے ویب پورٹل سے جاری کیے جائیں گے۔
- 3 ای وونگ کے ذریعے ووٹ ڈالنے کے خواہشمند ممبران کی شناخت الیکٹرانک دستخط یا لاگ ان کے وقت الیکٹرانک تصدیق کے ذریعے کی جائے گی۔
- 4 ای وونگ کا عمل 14 اکتوبر 2025 صبح 09:00 بجے شروع ہوگا اور 19 اکتوبر 2025 شام 05:00 بجے بند ہو جائے گا۔ اس دوران شیئر ہولڈرز کسی بھی وقت اپنا ووٹ ڈال سکتے ہیں۔ تاہم، ایک بار کسی قرارداد پر ووٹ ڈالنے کے بعد، اس میں کوئی تبدیلی ممکن نہیں ہوگی۔

### پوسٹل بیلٹ

شیئر ہولڈرز متبادل طور پر پوسٹل بیلٹ کے ذریعے بھی ووٹ ڈالنے کا انتخاب کر سکتے ہیں۔ اس مقصد کیلئے یہ ضروری ہے کہ مکمل طور پر پُر شدہ اور دستخط شدہ بیلٹ پیپر بعد کمپیوٹرائزڈ قومی شناختی کارڈ (سی این آئی سی) کی کاپی کمپنی کے رجسٹرڈ پتے پر چیئر مین کے نام بذریعہ ڈاک تھل لمیٹڈ، چوتھی منزل، ہاؤس آف حبیب، 3۔ جناح کوآپریٹو ہاؤسنگ سوسائٹی، بلاک 7/8، شاہراہ فیصل، کراچی یا پھر ای میل کے ذریعے ”وونگ بذریعہ پوسٹل بیلٹ“ کے عنوان سے [tl@hoh.net](mailto:tl@hoh.net) پر بھیجی جائے۔ یہ تمام دستاویزات 19 اکتوبر 2025 میں دفتر کے اوقات کار کے دوران کمپنی تک پہنچ جانی چاہئیں۔ بیلٹ پیپر پر موجود دستخطی این آئی سی پر درج دستخط سے مماثلت لازمی ہیں۔ پوسٹل بیلٹ پیپر اے جی ایم سے کم از کم سات (7) دن قبل کمپنی کی ویب سائٹ [www.thallimited.com](http://www.thallimited.com) پر فراہم کر دیا جائے گا۔

## شیئر ہولڈرز کو تحائف دینے پر پابندی

17

ایس ای سی پی کے نوٹیفیکیشن SRO 452(I)/2025 مورخہ 17 مارچ 2025 کے مطابق کمپنی تمام شیئر ہولڈرز کو مطلع کرتی ہے کہ سالانہ اجلاس عام میں کسی بھی قسم کے تحائف تقسیم نہیں کیے جائیں گے۔

## اسکروٹائزر کی تقرری

18

اے۔ ایف۔ فرگن ایڈ کمپنی ”فرم“ کو کمپنیز ریگولیشن، 2018 کی ریگولیشن (b)(1) کے تحت اسکروٹائزر مقرر کیا گیا ہے۔ یہ فرم PwC نیٹ ورک کی رکن فرم ہے اور انسٹی ٹیوٹ آف چارٹرڈ اکاؤنٹنٹس آف پاکستان کے کوائٹ کنٹرول ریویو پروگرام کے تحت اسے تسلی بخش درجہ دیا گیا ہے۔

## کمپنیز (نوٹسمنٹ ان ایسوسی ایٹڈ کمپنیز یا ایسوسی ایٹڈ انڈر ٹیکنگ) ریگولیشنز، 2017 کے ضابطہ (2)4 کے تحت اسٹیٹمنٹ

### سندھ اینگریگول مائننگ کمپنی لمیٹڈ

سندھ اینگریگول مائننگ کمپنی لمیٹڈ ”ایس ای سی ایم سی“ کے کاروبار سے متعلق اسٹیٹس آپ ڈیٹ۔

سالانہ اجلاس عام مورخہ 22 اکتوبر 2018 میں کمپنی کے اراکین نے ایس ای سی ایم سی میں سرمایہ کاری کی منظوری دی تھی۔ ایس ای سی ایم سی نے 10 جولائی 2019 کو کمرشل آپریشنز کا آغاز کیا جو پاکستان کے توانائی کے شعبے کے لیے ایک تاریخی سنگ میل ہے۔ فیئر کے تحت تھر مائننگ اور پاور جنریشن منصوبے میں پاکستان کی پہلی ملکی اوپن پٹ کوئلہ کان شامل ہے جو سالانہ 3.8 ملین ٹن کوئلہ کول فراہم کرتی ہے، جو 2x330 میگاواٹ کے بجلی گھر اینگریگول پاور جنریشن تھر لمیٹڈ ”ای سی ٹی ایل“ کے تحت قائم کوئلہ کان کیا جاتا ہے۔ فیئر ایس ای سی ایم سی کے لیے تھل لمیٹڈ کے بورڈ آف ڈائریکٹرز نے مجموعی طور پر 36.1 ملین امریکی ڈالر (پاک روپے کے مساوی) کے ایکسپوژر کی منظوری دی تھی، جس میں 24.3 ملین امریکی ڈالر بطور ایکویٹی سرمایہ کاری، 5 ملین امریکی ڈالر بطور کاسٹ اووررن اور 6.8 ملین امریکی ڈالر کی بطور ڈیٹ سروسنگ ریزرو شامل تھے (KIBOR / LIBOR کی تبدیلی کے باعث ایڈجسٹ ہونے کے قابل)۔ فیئر کا مائننگ منصوبہ مقررہ وقت پر اور نمایاں لاگت کی بچت کے ساتھ مکمل کیا گیا۔ منصوبے کی لاگت میں کمی کے نتیجے میں کمپنی نے فیئر ایس ایم سی مجموعی طور پر 17.7 ملین امریکی ڈالر

## جوائنٹ اکاؤنٹ ہولڈرز کی صورت میں منافع منقسمہ پروڈ ہولڈنگ ٹیکس

9

کمپنی کوریگولیز کی ہدایات پر عمل کرتے ہوئے جوائنٹ اکاؤنٹ ہولڈرز (ہولڈرز) کے شیئرز ہولڈنگ کے تناسب کا تعین (جہاں پرنسپل شیئرز ہولڈرز کی جانب سے شیئرز ہولڈنگ کا تعین نہ کیا گیا ہو) برائے کمپنی کے منافع منقسمہ پروڈ ہولڈنگ ٹیکس کی کٹوتی کے سلسلے میں شیئرز ہولڈرز سے درخواست ہے کہ وہ اپنے پاس موجود شیئرز ہولڈنگ کے تناسب کی تفصیل بطور پرنسپل شیئرز ہولڈرز ان کے مشترکہ ہولڈرز کمپنی کے شیئرز رجسٹر افرام کفر اہم کردیں تاکہ کمپنی اس کے مطابق ہر ایک شیئرز ہولڈرز کے وڈ ہولڈنگ ٹیکس کا تعین کر سکے۔ مطلوبہ معلومات لازماً کمپنی کے شیئرز رجسٹر افرام کو 13 اکتوبر 2025 تک موصول ہو جائیں بصورت دیگر ہر ایک شیئرز ہولڈرز کو شیئرز کے مساوی تعداد کا حامل تصور کیا جائے گا اور اس کے مطابق ٹیکس کی کٹوتی کی جائے گی۔

## نقد منافع منقسمہ کی الیکٹرانیکل ادائیگی (ای۔مینڈیٹ)

10

کمپنیز ایکٹ، 2017 کے سیکشن 242 کی شقوں اور کمپنیز (منافع منقسمہ کی تقسیم) ریگولیشنز، 2017 کے مطابق یہ لازم ہے کہ نقد کی صورت میں قابل ادائی منافع منقسمہ صرف بذریعہ الیکٹرونک طریقہ کار براہ راست استحقاق کے حامل شیئرز ہولڈرز کی جانب سے نامزد کردہ بینک اکاؤنٹ میں جمع کرایا جائے۔ اس سلسلے میں ضوابط کے تحت اخبارات میں نوٹسز پہلے ہی شائع کرائے جاتے ہیں۔ تمام شیئرز ہولڈرز کو ایک بار پھر مطلع کیا جاتا ہے کہ وہ اپنے بینک مینڈیٹ کی تفصیلات جس میں (i) اکاؤنٹ کا نمٹل (ii) اکاؤنٹ نمبر (iii) آئی بی اے این (iv) بینک کا نام (v) برانچ کا نام، کوڈ اور پتہ شامل ہو، کمپنی کے شیئرز رجسٹر افرام کفر اہم کردیں۔ ایسے شیئرز ہولڈرز جو پارٹنیشپس سینٹرل ڈپازٹری کمپنی آف پاکستان (سی ڈی سی) کے پاس شیئرز کے حامل ہوں، اُن کو آگاہ کیا جاتا ہے کہ وہ اپنا مینڈیٹ متعلقہ بروکر/سی ڈی سی کو فراہم کر دیں۔

## زکوٰۃ کی کٹوتی

11

زکوٰۃ کی لازمی کٹوتی سے استثنیٰ کا کلیم کرنے کیلئے شیئرز ہولڈرز سے درخواست ہے کہ 50 روپے کے نان۔ جوڈیشل اسٹامپ پیپر پر زکوٰۃ ڈیکلریشن فارم "CZ-50" کی نوٹری پبلک سے تصدیق شدہ کاپی شیئرز رجسٹر افرام جمع کرائیں۔ منافع منقسمہ سے زکوٰۃ کی کٹوتی شیئرز کی ادائ شدہ وٹلیو (پانچ روپے فی) کے 2.5 فیصد کی شرح پر سروس کے منافع منقسمہ سے کی جائے گی اور اسے مقررہ مدت کے اندر متعلقہ اتھارٹی کے پاس جمع کرا دیا جائے گا۔ استثنیٰ کا کلیم کرنے کی صورت میں براہ مہربانی زکوٰۃ و عشر آرڈیننس 1980 اور زکوٰۃ (کٹوتی اور ری فنڈ) رولز 1981 کے تحت اپنا زکوٰۃ ڈیکلریشن جمع کرائیں۔ ایسے شیئرز ہولڈرز جو بک اینیٹری کی صورت میں شیئرز کے حامل ہیں وہ فارم CZ-50 پر زکوٰۃ ڈیکلریشن سی ڈی سی انویسٹرا کاؤنٹ سرورسز/سی ڈی سی پارٹنیشپس/اسٹاک بروکر کے پاس سی ڈی ایس اکاؤنٹ نمبر اور شیئرز ہولڈرز کا نام درج کر کے جمع کرائیں۔

## غیر دعویٰ شدہ شیئرز اور منافع منقسمہ

12

کمپنی نے کمپنیز ایکٹ، 2017 کی دفعہ 244 کے تحت اپنی ذمہ داری متعدد مواقع پر پوری کی ہے اور شیئرز ہولڈرز سے رابطہ کیا ہے تاکہ وہ اپنے غیر دعویٰ شدہ منافع منقسمہ اور نہ پہنچنے والے شیئرز سرٹیفکیٹس قانون کے مطابق کلیم کر سکیں۔ وہ تمام شیئرز ہولڈرز جن کے ڈیویڈنڈز اور شیئرز سرٹیفکیٹس تاحال غیر دعویٰ شدہ/غیر ترسیل شدہ ہیں، انہیں ایک بار پھر ہدایت کی جاتی ہے کہ وہ اپنی مکمل تفصیلات کے ساتھ فوری طور پر کمپنی سے رابطہ کریں تاکہ اپنے واجبات یا شیئرز سرٹیفکیٹس کلیم کر سکیں۔ بصورت دیگر کمپنی متعلقہ قانون کے مطابق کارروائی کرے گی۔

## سالانہ رپورٹ اور اے جی ایم کے نوٹس کی بذریعہ ای میل ترسیل

13

30 جون 2025 کو ختم ہونے والے سال کے لئے کمپنی کے سالانہ آڈٹ شدہ مالیاتی حسابات کمپنی کی ویب سائٹ (www.thallimited.com) پر فراہم کر دیے گئے ہیں، اس کے علاوہ پچھلے سالوں کی سالانہ اور سہ ماہی رپورٹس بھی دستیاب ہیں۔ کمپنیز ایکٹ کی دفعہ (6) 223 کے مطابق کمپنی نے سالانہ رپورٹ سمیت اے جی ایم کا نوٹس الیکٹرانک طور پر بذریعہ ای میل، ویب لنک اور QR کوڈ کے ذریعے اُن شیئرز ہولڈرز کو ارسال کر دیا ہے جن کے ای میل ایڈریس کمپنی کے شیئرز رجسٹر افرام کے پاس موجود ہیں۔ جن شیئرز ہولڈرز کے ای میل ایڈریس دستیاب نہیں تھے، انہیں پرنٹ شدہ نوٹس بمعہ ویب لنک اور QR کوڈ مذکورہ سالانہ رپورٹ ڈاؤن لوڈ کرنے کیلئے بذریعہ ڈاک روانہ کر دیے گئے ہیں۔ کوئی بھی شیئرز ہولڈرز کمپنی سے سالانہ آڈٹ شدہ مالیاتی حسابات کی پرنٹڈ ہارڈ کاپی بھی طلب کر سکتے ہیں، جو ان کے رجسٹرڈ ایڈریس پر بلا معاوضہ فراہم کی جائے گی۔

## فزیکل شیئرز کی بک اینیٹری فارم کی صورت میں منتقلی

14

کمپنیز ایکٹ، 2017 کے سیکشن 72 کے مطابق یہ لازم ہے کہ تمام لسٹڈ کمپنیاں فزیکل صورت میں موجود شیئرز گونیٹز ایکٹ، 2017 کے نفاذ کی تاریخ سے 4 سالوں کے اندر بک اینیٹری کی صورت میں جاری کردہ شیئرز سے تبدیل کر دیں۔ ایس ای سی پی کے لیٹ نمبر CSD/ED/Misc./2016-639-640 مورخہ 26 مارچ 2021 کے مطابق کمپنی فزیکل صورت میں شیئرز کے حامل تمام شیئرز ہولڈرز سے رابطہ کر کے اُن سے درخواست کریں کہ وہ کمپنیز ایکٹ، 2017 کی شقوں پر عملدرآمد کرتے ہوئے اپنے شیئرز کو بک اینیٹری کی صورت میں تبدیل کرالیں۔ شیئرز ہولڈرز فزیکل صورت میں موجود شیئرز کو بک اینیٹری کی شکل میں تبدیل کرانے کے عمل اور اس کے فوائد کو سمجھنے کیلئے کمپنی کے شیئرز رجسٹر افرام سے رابطہ کر سکتے ہیں۔

ریگولیشنز، 2018 کی ریگولیشن (1)4 میں درج تمام تقاضوں پر پورا اترتے ہیں۔

آزاد ڈائریکٹر کی ٹیکس کی گنتی کے تحت موصول ہونے والے تمام نوٹس کمپنی کی جانب سے ایکٹ کی دفعہ 166 کے مطابق مطلوبہ جانچ پڑتال کے عمل سے مشروط ہوں گے۔ ایکٹ کی دفعہ (4)159 کے تحت ڈائریکٹرز کے انتخاب میں حصہ لینے والے امیدواران کی حتمی فہرست سالانہ عام اجلاس کی تاریخ سے کم از کم سات (7) دن قبل جاری کردی جائے گی۔ کمپنی کی ویب سائٹ پر مطلوبہ معلومات اور ڈائریکٹرز کے پروفائلز بھی آپ ڈیٹ کر دیے جائیں گے۔

### 3 شیئر ٹرانسفر بس کی بندش

کمپنی کی شیئر ٹرانسفر بس 14 اکتوبر 2025 تا 20 اکتوبر 2025 تک (بشمول دونوں ایام) بند رہیں گی اور اس دوران کوئی بھی ٹرانسفر رجسٹر نہیں کیا جائے گا۔ شیئر رجسٹر میسرز فیکو شیئر رجسٹریشن سروسز (پرائیویٹ) لمیٹڈ کو 13 اکتوبر 2025 تک کاروباری اوقات کے دوران موصول ہونے والے شیئر ٹرانسفرز، اے جی ایم میں شرکت کرنے اور ووٹنگ دینے کیلئے بروقت اور نقد منافع منقسمہ کی وصولی کے استحقاق کے حامل تصور کئے جائیں گے۔

### 4 سالانہ جائزہ اجلاس میں شرکت

انفرادی صورت میں، اکاؤنٹ ہولڈرز یا ذیلی اکاؤنٹ ہولڈرز اور/یا وہ افراد جن کی سیکورٹیز گروپ اکاؤنٹ میں ہیں اور ان کی رجسٹریشن کی تفصیلات ضوابط کے مطابق آپ لوڈ کی گئی ہیں، اجلاس میں شرکت کے وقت اصل شناختی کارڈ یا اصل پاسپورٹ دکھا کر اپنی شناخت کی تصدیق کرائیں گے۔ کارپوریٹ ادارے کی صورت میں، اجلاس میں شرکت کے وقت بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی جس میں نامزد شخص کے دستخط کے نمونے ہوں گے (اگر اس سے قبل فراہم نہیں کئے گئے ہوں) پیش کیا جائے گا۔

### 5 پراسی کی تقرری

اجلاس عام میں شرکت کرنے اور ووٹ دینے کا استحقاق رکھنے والا کوئی بھی ممبر اجلاس میں اپنی جگہ شرکت کرنے، بولنے اور ووٹ دینے کیلئے پراسی کا تقرر کر سکتا/سکتی ہے۔ پراسی کے تقرر کی دستاویز لازماً اجلاس کے وقت سے کم از کم 48 گھنٹے قبل کمپنی کے رجسٹرڈ آفس میں یا کمپنی کے شیئر رجسٹرار کے درج بالا پتہ پر پراسی کی سی این آئی سی کی تصدیق شدہ کاپی کے ساتھ جمع کرادی جائے۔ پراسی فارم انگریزی اور اردو دونوں زبانوں میں سالانہ رپورٹ کے ساتھ منسلک ہے اور اس پر دو گواہوں کے دستخط ہونا لازمی ہیں جن کے نام، پتہ اور قومی شناختی کارڈ نمبر فارم پر درج کیے جانے چاہئیں۔ پراسی فارم کمپنی کی ویب سائٹ (www.thallimited.com) پر بھی دستیاب ہے۔ اگر پراسی کسی کارپوریٹ ادارے کی جانب سے ہو تو اس کے ساتھ بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی، نامزد نمائندے کے دستخطوں کا نمونہ اور اس کے کمپیوٹر انزڈ قومی شناختی کارڈ کی کاپی اجلاس کے وقت سے کم از کم 48 گھنٹے پہلے فراہم کرنا ضروری ہے۔ کمپنی کے وہ انفرادی اراکین یا کارپوریٹ اراکین کے نمائندے جو سی ڈی سی کے ذریعے رجسٹرڈ ہیں، انہیں اجلاس کے وقت اپنی شناخت اور تصدیق کے لیے اصل سی این آئی سی یا پاسپورٹ اور ساتھ ہی سی ڈی سی اکاؤنٹ اور پارٹنر شپ آئی ڈی نمبر ساتھ لانا لازمی ہوگا۔

### 6 کوائف کو آپ ڈیٹ کرنا

شیئر ہولڈرز سے گزارش ہے کہ وہ اپنی رہائش گاہ یا ای میل ایڈریس میں کسی بھی تبدیلی کی صورت میں فوراً کمپنی کے شیئر رجسٹرار کو مطلع کریں تاکہ ایس ای سی پی کی شرائط بمطابق SRO 452(I)/2025 پر عملدرآمد ممکن بنایا جاسکے۔ کارپوریٹ ادارے کی صورت میں شیئر ہولڈرز سے گزارش ہے کہ وہ اپنی تفصیلات میں کسی بھی تبدیلی کی صورت میں بروقت اطلاع دیں۔

### 7 ابھی تک فراہم نہ کئے جانے والے سی این آئی سی کی نقول کا جمع کرنا

انفرادی شیئر ہولڈرز سے ایک مرتبہ پھر درخواست ہے کہ اگر انہوں نے ابھی تک اپنی کارآمد سی این آئی سی کی نقول کمپنی کے شیئر رجسٹرار، فیکو شیئر رجسٹریشن سروسز (پرائیویٹ) لمیٹڈ کو جمع نہیں کرائیں تو فوری جمع کرا دیں، شیئر ہولڈرز کی کارآمد کاپی کی کمپنی کے ریکارڈ میں عدم دستیابی کی صورت میں کمپنی سیکشن 243 بابت کمپنیز ایکٹ، 2017 کی شکوک کے تحت منافع منقسمہ روک لے گی۔

### 8 منافع منقسمہ پر وہ ہولڈنگ ٹیکس

فی الوقت، ایکسٹیکس آرڈیننس 2001 کی دفعہ 150، ڈویژن I آف پارٹ III آف فرسٹ شیڈول کے تحت کمپنیوں کی جانب سے ادا کیے جانے والے منافع منقسمہ پر وہ ہولڈنگ ٹیکس کو ٹی درج ذیل شرحوں کے مطابق کی جاتی ہے:

اے۔ ایکسٹیکس پیئر لسٹ (اے ٹی ایل) پر موجود افراد کے لئے 15 فیصد

بی۔ ایکسٹیکس پیئر لسٹ (اے ٹی ایل) پر موجود نہ ہونے والے افراد کے لئے 30 فیصد

وہ شیئر ہولڈرز جو اپنے گوشوارے داخل کر چکے ہوں انہیں ہدایت کی جاتی ہے کہ وہ اپنے ناموں کی ایف بی آر کی ویب سائٹ پر فراہم کردہ تازہ ترین ٹیکس پیئر لسٹ (اے ٹی ایل) پر موجودگی کو منافع منقسمہ کی ادائیگی کے وقت یقینی بنائیں بصورت دیگر انہیں اے ٹی ایل پر موجود نہ ہونے والا فرد تصور کیا جائے گا اور ان کے نقد منافع منقسمہ پر 15 فیصد کے بجائے 30 فیصد کی شرح سے ٹکونی کی جائے گی۔



وہ شیئر ہولڈرز جو سالانہ اجلاس عام میں بذریعہ ویڈیو کانفرنس سہولت کے ذریعے شرکت کے خواہشمند ہیں، انہیں ہدایت کی جاتی ہے کہ وہ اپنی تقرری اور پراسسی کی تصدیق کیلئے درج ذیل معلومات کے ساتھ کمپنی کے مقررہ ای میل ایڈریس [tl@hoh.net](mailto:tl@hoh.net) پر رجسٹریشن کے لیے ارسال کر دیں۔

شیئر ہولڈر کا نام	فولیو/سی ڈی سی نمبر	سی این آئی سی نمبر	سیل نمبر	رجسٹرڈ ای میل ایڈریس

ویڈیو لنک اور لاگ ان کی تفصیلات صرف انہی اراکین/پراکسیز کے ساتھ شیئر کی جانیں گی جن کے ای میلز، جن میں تمام مطلوبہ معلومات موجود ہوں، اجلاس سے کم از کم 48 گھنٹے قبل موصول ہو جائیں۔ شیئر ہولڈرز اپنی رجسٹریشن ای میل میں اے جی ایم کے ایجنڈا آئٹمز سے متعلق اپنے تبصرے اور سوالات بھی 13 اکتوبر 2025 تک فراہم کر سکتے ہیں۔

### ویڈیو کانفرنس کی سہولت

ایس ای سی پی کے سرکلر نمبر 10 مورخہ 21 مئی 2014 ساتھ ملا کر پڑھیں ایکٹ کی دفعہ (2) 132 اور (b) (1) 134 کے تحت، اگر کمپنی کو ایسے شیئر ہولڈرز کی رضامندی موصول ہو جو مجموعی طور پر کم از کم 10 فیصد یا اس سے زیادہ شیئر ہولڈنگ رکھتے ہوں اور کسی مخصوص شہر میں مقیم ہوں اور وہ سالانہ عام اجلاس میں ویڈیو کانفرنس کے ذریعے شرکت کرنا چاہتے ہوں تو اجلاس کی تاریخ سے کم از کم سات (7) دن قبل تحریری طور پر اطلاع دینا ہوگی اور ایسی صورت میں کمپنی اس شہر میں ویڈیو کانفرنس کی سہولت فراہم کرے گی، بشرطیکہ اس شہر میں یہ سہولت دستیاب ہو۔ اس سلسلے میں برائے کرم درج ذیل فارم کو پُر کر کے کمپنی کے رجسٹرڈ پتے پر اجلاس کی تاریخ سے کم از کم سات (7) دن قبل جمع کرائیں۔

میں/ہم	بابت	بطور تھل لمیٹڈ کے ممبران حامل	عمومی شیئرز
برمطابق رجسٹر فولیو نمبر	بذریعہ ہذا	کے مقام پر ویڈیو کانفرنس کی سہولت چاہتے ہیں۔	
ممبر کے دستخط			

### ڈائریکٹرز کا انتخاب

2

اے۔ کمپنی کے موجودہ بورڈ آف ڈائریکٹرز کی مدت کار 20 اکتوبر 2025 کو ختم ہو جائے گی۔ کمپنیز ایکٹ، 2017 کی دفعہ (1) 159 کے تحت، بورڈ نے اپنے اجلاس مورخہ 11 ستمبر 2025 میں منظور شدہ قرارداد کے ذریعے ڈائریکٹرز کی تعداد سات (7) مقرر کی ہے، جن کا انتخاب کمپنی کے سالانہ اجلاس عام میں تین (3) سالہ مدت کے لیے کیا جائے گا، جو کہ 20 اکتوبر 2025 سے موثر ہوگا۔

کوئی بھی شخص جو ڈائریکٹرز کے انتخاب میں حصہ لینا چاہتا ہو، خواہ وہ سبکدوش ہونے والا ڈائریکٹر ہو یا کوئی اور امیدوار، اسے لازمی طور پر کمپنی کے رجسٹرڈ آفس بمقام چوتھی منزل، ہاؤس آف حبیب، 3-جے سی ایچ ایس، بلاک 7/8، شاہراہ فیصل، کراچی-75350 پر اجلاس کی تاریخ سے کم از کم چودہ (14) دن قبل درج ذیل دستاویزات جمع کرانا ہوں گی:

1 ایک دستخط شدہ اعلامیہ جس میں یہ تصدیق ہو کہ:

اے۔ وہ اپنی ذمہ داریوں اور اختیارات سے مکمل طور پر آگاہ ہیں جیسا کہ کمپنیز ایکٹ، لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، 2019، پاکستان اسٹاک ایکسچینج لمیٹڈ کے رول بک، کمپنی کے میمورینڈم اور آرٹیکلز آف ایسوسی ایشن اور دیگر متعلقہ قوانین و ضوابط میں درج ہے۔

بی۔ وہ کسی بھی ایسی نااہلی کے زمرے میں شامل نہیں ہیں جو کمپنیز ایکٹ، لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، 2019 اور دیگر قابل اطلاق قوانین/ضوابط کے تحت کسی لسٹڈ کمپنی کے ڈائریکٹر بننے میں رکاوٹ ہو۔

2 امیدوار کی تفصیلی پروفائل بمعہ دفتر کا پتہ، تاکہ اسے کمپنی کی ویب سائٹ پر شائع کیا جاسکے، جیسا کہ SRO1196(1)/2019 مورخہ 03 اکتوبر 2019 کے تحت لازمی قرار دیا گیا ہے۔

3 دیگر کمپنیوں میں زیر اہتمام ڈائریکٹر شپ کی تفصیلات۔

4 درست اور قابل استعمال کمپیوٹر ڈیٹا کی کارڈ کی کاپی یا پاسپورٹ (غیر ملکی ہونے کی صورت میں) بمعہ این ٹی این اور فولیو نمبر/سی ڈی سی اکاؤنٹ یا سب اکاؤنٹ نمبر۔

5 وہ امیدوار جو بطور آزاد ڈائریکٹر انتخاب میں حصہ لینا چاہتے ہیں، انہیں مندرجہ ذیل اضافی دستاویزات بھی جمع کرانا ہوں گی:

اے۔ ریگولیشن (3) 6 بابت لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، 2019 کے تحت آزادی کا اعلامیہ۔

بی۔ غیر عدالتی اسٹامپ پیپر پر تحریری تصدیق (Undertaking) کہ وہ کمپنیز (طریقہ کار اور آزاد ڈائریکٹرز کے انتخاب)



# سالانہ اجلاس عام کی اطلاع

بذریعہ بلا اطلاع دی جاتی ہے کہ کمپنی کے ممبران کا 59 واں سالانہ اجلاس عام (ایس ای ایم) بروز پیر 20 اکتوبر 2025 کو صبح 9:30 بجے بمقام دی انسٹی ٹیوٹ آف چارٹرڈ اکاؤنٹنٹس آف پاکستان (آئی سی اے پی) آڈیٹوریم، چارٹرڈ اکاؤنٹنٹس ایونیو، کلنگٹن، کراچی میں منعقد کیا جائے گا جس میں الیکٹرونک ویڈیولنک سہولت کے ذریعے بھی درج ذیل امور کی انجام دہی کیلئے غور کیا جائے گا:

## عمومی کارروائی

1 30 جون 2025 کو ختم ہونے والے سال کیلئے کمپنی کے سالانہ آڈٹ شدہ مالیاتی حسابات کے ساتھ چیئرمین رپورٹ، ڈائریکٹرز اور آڈیٹرز کی رپورٹس کی وصولی، غور و خوض اور منظوری۔

کمپنیز ایکٹ، 2017 کے سیکشن (6) 233 اور SRO 389(I)/2023 مورخہ 21 مارچ 2023 کے مطابق کمپنی کے مالیاتی حسابات کمپنی کی ویب سائٹ پر اپ لوڈ کر دیے گئے ہیں جن کو درج ذیل ویب لنک اور QR فعال کوڈ سے ڈاؤن لوڈ کیا جاسکتا ہے:



<https://thallimited.com/financial-reports>

2 30 جون 2025 کو ختم ہونے والے سال کیلئے حتمی نقد منافع منقسمہ بشرح 120 فیصد (یعنی روپے فی شیئر) کا اعلان، جیسا کہ بورڈ آف ڈائریکٹرز نے سفارش کی ہے۔ یہ پہلے ہی سے ادا کئے جانے والے 40 فیصد عبوری منافع منقسمہ (یعنی روپے فی شیئر) کے علاوہ ہے۔ 2024-25 کیلئے مجموعی منافع منقسمہ کی رقم 200 فیصد (یعنی 10.00 روپے فی شیئر) ہو جائے گی۔

3 30 جون 2026 کو ختم ہونے والے سال کیلئے آڈیٹرز کا تقرر اور ان کے معاوضے کا تعین۔ بورڈ آف ڈائریکٹرز نے کمپنی کی بورڈ آڈٹ کمیٹی کی سفارشات پر میسرز اے ایف فرگوسن اینڈ کمپنی، چارٹرڈ اکاؤنٹنٹس کو آڈیٹرز کی حیثیت سے دوبارہ تقرری کی تجویز دی ہے۔

4 کمپنی کے 7 (سات) ڈائریکٹرز کا انتخاب جیسا کہ بورڈ آف ڈائریکٹرز نے اپنے اجلاس منعقدہ 11 ستمبر 2025 میں یہ تعداد مقرر کی ہے، یہ انتخاب کمپنیز ایکٹ 2017 کے سیکشن (1) 159 کی شقوں کے مطابق 20 اکتوبر 2025 سے شروع ہونے والی 3 سالہ مدت کے لئے ہوگا۔ سبکدوش ہونے والے ڈائریکٹرز کے نام درج ذیل ہیں:

- |                            |                           |
|----------------------------|---------------------------|
| ۱۔ جناب محمد علی آر۔ حبیب  | ۲۔ محترمہ عالیہ سعیدہ خان |
| ۲۔ جناب عمران علی حبیب     | ۵۔ جناب خیام حسین         |
| ۳۔ جناب محمد طیب احمد ترین | ۶۔ جناب محمد سلمان برنی   |

بجلم بورڈ

سمیرا المانی  
کمپنی سیکریٹری

کراچی:

مورخہ: 11 ستمبر 2025

نوٹس:

## سالانہ اجلاس عام کی کارروائیوں میں بذریعہ ووٹ پکافرنس شرکت کی سہولت

1 سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (ایس ای سی پی) نے وقتاً فوقتاً جاری کردہ اپنے سرکلرز کے تحت اس کمپنیز کو ہدایت کی ہے کہ فزیکل اجلاسوں کے انعقاد کی شرائط کے لئے اجلاس عام اور عملی طور پر منعقد کئے جائیں گے۔ شیئر ہولڈرز کو سہولت پہنچانے کی غرض سے کمپنی فزیکل اجلاسوں کے انعقاد کے علاوہ شیئر ہولڈرز کی شرکت کے سلسلے میں اور فزیکل اجلاس بذریعہ ووٹ پکافرنس سہولت کے بھی انتظامات کرتی ہے۔

# STATEMENT OF COMPLIANCE

The Company has complied with the requirements of Listed Companies (Code of Corporate Governance) Regulations, 2019 for the year ended June 30, 2025, in the following manner:

1. The total number of directors are seven (7) as per the following:
  - a. Male: six (6)
  - b. Female: one (1)

2. The composition of Board is as follows:

## Independent Directors

Ms. Aliya Saeeda Khan

Mr. Khayam Husain

## Non-Executive Directors

Mr. Rafiq M. Habib

Mr. Mohamedali R. Habib

Mr. Imran Ali Habib

Mr. Muhammad Salman Burney

## Executive Director

Mr. Muhammad Tayyab Ahmad Tareen

3. The directors have confirmed that none of them are serving as a director on more than seven listed companies, including this Company.
4. The Company has prepared a code of conduct and has ensured that appropriate steps have been taken to disseminate it throughout the Company along with its supporting policies and procedures.
5. The Board has developed a vision/mission statement, overall corporate strategy and significant policies of the Company. The Board has ensured that complete record of particulars of the significant policies along with their date of approval or updating is maintained by the Company.
6. All the powers of the Board have been duly exercised and decisions on relevant matters have been taken by Board/shareholders as empowered by the relevant provisions of the Companies Act, 2017 (the Act) and these Regulations.
7. The meetings of the Board were presided over by the Chairman and, in his absence, by a director elected by the Board for this purpose. The Board has complied with the requirements of the Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of Board.

8. The Board has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.

9. All of the Directors of the Board have certification / exemption under the Directors Training Program (DTP).

10. The Board has approved the remuneration of the Chief Executive Officer, Chief Financial Officer, Head of Internal Audit and Company Secretary.

11. Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board.

12. The Board has formed committees comprising of members given below:

## Audit Committee

Mr. Khayam Husain

Mr. Mohamedali R. Habib

Mr. Imran Ali Habib

Mr. Muhammad Salman Burney

## Human Resource, Nomination and Remuneration Committee

Ms. Aliya Saeeda Khan

Mr. Mohamedali R. Habib

Mr. Muhammad Salman Burney

Mr. Muhammad Tayyab Ahmad Tareen

The terms of reference of the aforesaid committees have been formed, documented and advised to the committees for compliance. The functions of the Nomination Committee and Risk Management Committee are being performed by the Board. Further board itself and through its Audit committee regularly reviews business risk and ensures that risk mitigation measures are robust. Therefore, separate committees for Nomination and Risk Management are not required. In addition, responsibilities pertaining to sustainability risks and opportunities have been added in the terms of reference of the Board Audit Committee and the Board provides governance and oversight in relation to the Company's initiatives on environmental, social and governance matters.

13. The frequency of meetings (quarterly / half-yearly / yearly) of the committees were as per following:

- a. Audit Committee: 5 meetings
- b. Human Resource, Nomination and Remuneration Committee: 2 meetings

14. The Board has outsourced the internal audit function to Noble Computer Services (Private) Limited (associated company) who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Company.
15. The statutory auditors of the Company have confirmed that they have been given a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan and registered with Audit Oversight Board of Pakistan, that they and all their partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the Institute of Chartered Accountants of Pakistan and that they and the partners of the firm involved in the audit are not a close relative (spouse, parent, dependent and non-dependent children) of the Chief Executive Officer, Chief Financial Officer, Head of Internal Audit, Company Secretary or Director of the Company.
16. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, these regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard.
17. We confirm that all requirements of regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.
18. Explanations for not rounding up the fractional number under Regulation 6 (1) is as follows:  
In a Board comprising 7 members, one-third works out to 2.33. Since the fraction is below half (i.e. 0.5), the fraction contained in such one-third is not rounded up to one. Further, the Company has enough experienced and well reputed independent directors on the Board who perform and carry out their responsibilities diligently.
19. Explanation for non-compliance with requirements, other than Regulations 3, 6, 7, 8, 27, 32, 33 and 36 are below:

Matters	Regulation No.	Explanation
<b>Disclosure of significant policies on website</b> The company may post the following on its website: (1) key elements of its significant policies including but not limited to the following: (i) communication and disclosure policy; (ii) code of conduct for members of board of directors, senior management and other employees; (iii) whistle blowing policy; (vi) policies for promoting DE&I and protection against harassment at the workplace.	35 (2)	The Company has a set of board approved policies that governs the affairs of the Company. Additionally, the disclosure of these policies on the Company's website is not mandatory and maybe placed by the management after evaluation.
<b>Directors' Training</b> Companies are encouraged to arrange training for: (1) at least one female executive every year under the Directors' Training program from year July 2020; and (2) at least one head of department every year under the Directors' Training program from July 2022.	19 (3)	The Company recognizes the value of this initiative and has committed to ensuring nominations are made in upcoming sessions to strengthen leadership and governance capacity as done in the past. In addition, the Company's internal training schedule provides its employees with the necessary training and knowledge.



**Muhammad Tayyab Ahmed Tareen**  
Chief Executive Officer



**Mohamedali R. Habib**  
Chairman



## INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Thal Limited

### Review Report on the Statement of Compliance contained in Listed Companies (Code of Corporate Governance) Regulations, 2019

We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) prepared by the Board of Directors of Thal Limited ('the Company') for the year ended June 30, 2025 in accordance with the requirements of regulation 36 of the Regulations.

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

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

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

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended June 30, 2025.

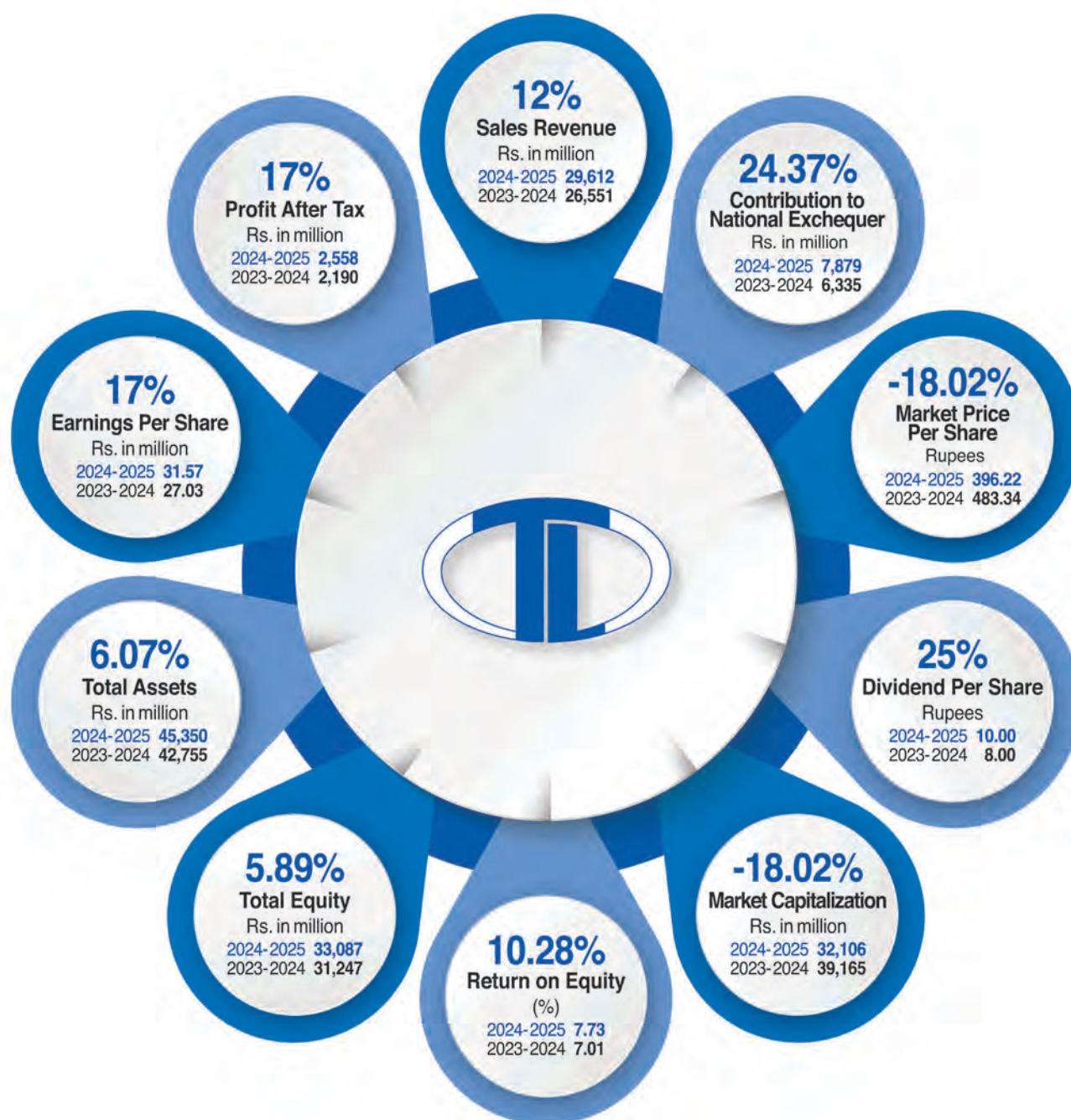
A. F. Ferguson & Co.  
Chartered Accountants  
Karachi

Dated: September 24, 2025

UDIN: CR202510068Dy8ftrIVQ



# KEY FIGURES

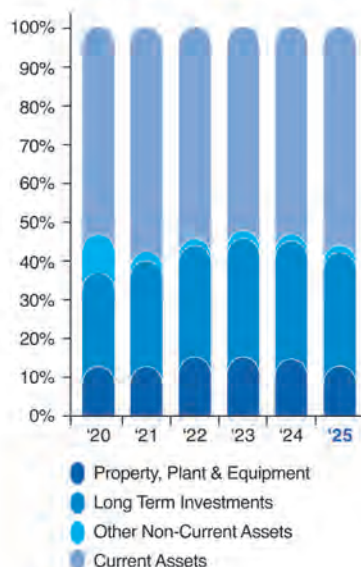




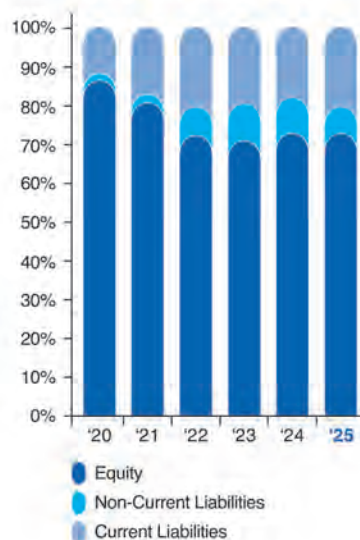
# FINANCIAL PERFORMANCE

	2025	2024	2023	2022	2021	2020
	----- (Rupees in million) -----					
<b>Summary of Balance Sheet</b>						
Property, plant and equipment	5,799	6,119	6,136	5,678	3,711	3,118
Intangible assets	217	252	89	75	121	173
Investment property	1	1	1	1	1	1
Long-term investments	13,174	13,082	12,882	10,909	8,007	5,796
Long-term loans	—	—	245	—	275	1,927
Long-term deposits	33	31	36	31	20	16
Deferred tax asset	605	303	292	193	219	205
Net current assets	16,249	15,266	13,789	13,039	11,871	9,831
	36,078	35,054	33,470	29,926	24,225	21,067
<b>Non-Current Liabilities</b>						
Long-term deposits	11	11	11	11	12	17
Long-term loan	2,787	3,569	3,533	2,272	185	149
Lease liabilities	47	25	55	80	101	—
Deferred income	146	202	266	333	22	—
	2,991	3,807	3,865	2,696	320	166
<b>Net Assets Employed</b>	33,087	31,247	29,605	27,230	23,905	20,901
<b>Financed by</b>						
Issued, subscribed and paid-up capital	405	405	405	405	405	405
Reserves	32,682	30,842	29,200	26,825	23,500	20,496
<b>Shareholders' Equity</b>	33,087	31,247	29,605	27,230	23,905	20,901
<b>Summary of Profit &amp; Loss</b>						
Sales	29,612	26,551	31,921	37,351	27,317	16,600
Gross profit	3,031	2,797	4,411	6,504	4,669	2,556
Profit before taxation	3,542	3,065	4,013	5,925	4,572	2,372
Profit after taxation	2,558	2,190	2,751	4,257	3,482	1,867
<b>Summary of Cash Flows</b>						
Cash flows from operating activities	(1,032)	2,034	1,487	1,048	1,073	1,678
Cash flows from investing activities	3,928	(1,912)	(2,865)	(2,352)	(1,766)	(1,078)
Cash flows from financing activities	(1,267)	(361)	984	1,765	(267)	(224)
Cash and cash equivalents acquired on amalgamation of subsidiary	—	—	—	—	—	2,000
Cash and cash equivalents at year end	3,553	1,924	2,163	2,558	2,096	3,055

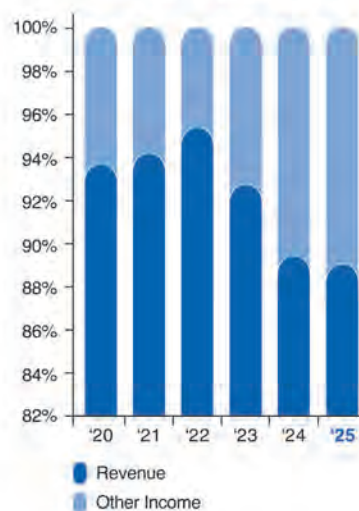
### Balance Sheet Analysis Assets (%)



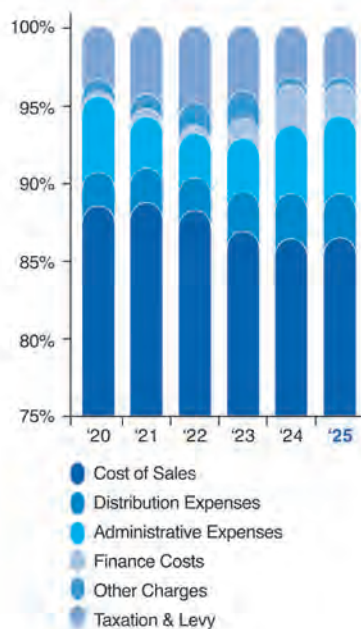
### Balance Sheet Analysis Equity & Liabilities (%)



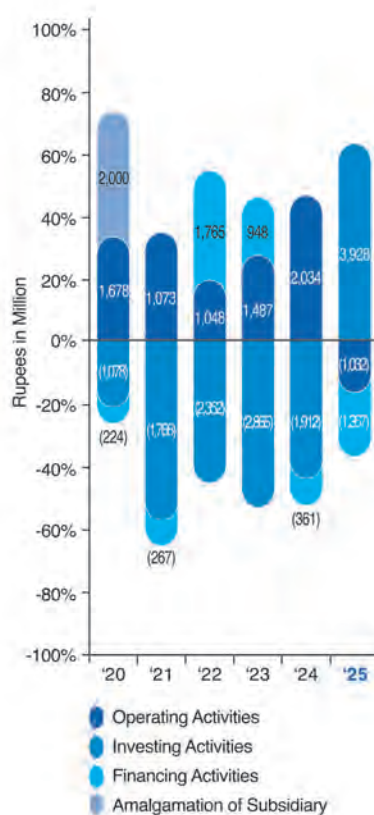
### Profit & Loss Analysis Income (%)



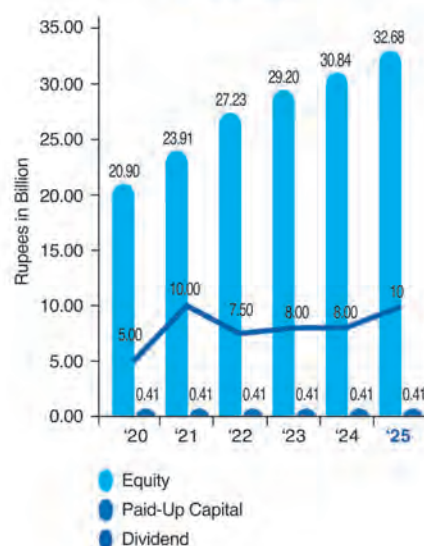
### Profit & Loss Analysis Expenses (%)



### Cash Flow Analysis



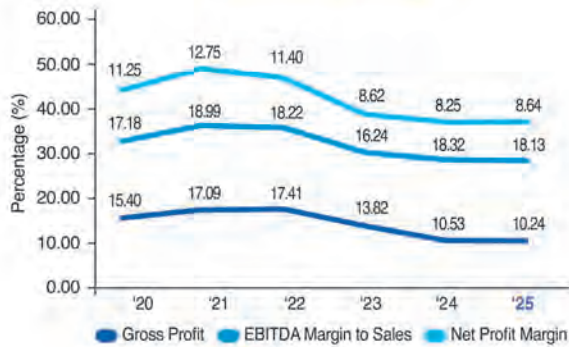
### Equity, Paid-Up Capital & Dividend



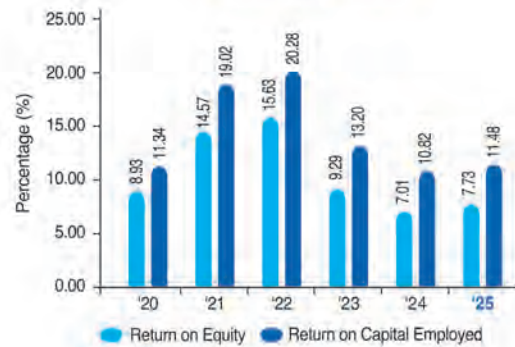
# RATIO ANALYSIS

		2025	2024	2023	2022	2021	2020
<b>Profitability Ratios</b>							
Gross profit	%	<b>10.24</b>	10.53	13.82	17.41	17.09	15.40
EBITDA margin to sales	%	<b>18.13</b>	18.32	16.24	18.22	18.99	17.18
Net profit margin	%	<b>8.64</b>	8.25	8.62	11.40	12.75	11.25
Return on equity	%	<b>7.73</b>	7.01	9.29	15.63	14.57	8.93
Return on capital employed	%	<b>11.48</b>	10.82	13.20	20.28	19.02	11.34
<b>Liquidity Ratios</b>							
Current ratio	times	<b>2.75</b>	2.98	2.70	2.70	3.24	4.22
Quick ratio	times	<b>1.72</b>	1.94	1.46	1.32	1.76	2.36
Cash to current liabilities	times	<b>0.15</b>	0.19	0.14	0.33	0.40	1.00
Cash flow from operations to sales	times	<b>-0.03</b>	0.08	0.05	0.06	0.07	0.13
<b>Activity / Turnover Ratios</b>							
Inventory turnover	times	<b>3.11</b>	2.69	2.72	3.41	3.41	2.51
inventory turnover	days	<b>117.47</b>	135.49	134.28	107.14	107.04	145.39
inventory turnover - finished goods	times	<b>17.33</b>	16.19	18.75	34.00	35.98	21.61
inventory turnover - finished goods	days	<b>21.06</b>	22.54	19.47	10.73	10.14	16.89
inventory turnover - raw material	times	<b>3.01</b>	2.48	2.65	3.56	3.40	2.37
inventory turnover - raw material	days	<b>121.07</b>	147.11	137.92	102.53	107.43	154.25
Debtors turnover	times	<b>5.55</b>	6.17	8.55	12.28	11.07	7.93
Average collection period	days	<b>65.81</b>	59.15	42.68	29.72	32.98	46.01
Creditors turnover	times	<b>13.34</b>	9.45	7.70	27.03	19.85	16.98
Payable turnover	days	<b>27.36</b>	38.62	47.40	13.50	18.39	21.49
Operating cycle	days	<b>155.92</b>	156.01	129.57	123.35	121.63	169.91
Total assets turnover	times	<b>0.67</b>	0.63	0.77	0.99	0.93	0.69
Fixed assets turnover	times	<b>4.78</b>	4.22	5.13	6.49	7.13	5.04
<b>Investment / Market Ratios</b>							
Earnings per share	Rs.	<b>31.57</b>	27.03	33.95	52.54	42.97	23.04
Price earnings ratio	times	<b>12.55</b>	17.88	4.77	5.13	9.84	14.10
Cash dividend per share	Rs.	<b>10.00</b>	8.00	8.00	7.50	10.00	5.00
Dividend yield	%	<b>2.52</b>	1.66	4.94	2.78	2.37	1.54
Dividend payout	%	<b>31.68</b>	29.59	23.57	14.28	23.27	21.70
Dividend cover	times	<b>3.16</b>	3.38	4.24	7.01	4.30	4.61
Market value per share - June 30	Rs.	<b>396.22</b>	483.34	162.00	269.62	422.78	324.94
Market value per share - high	Rs.	<b>402.00</b>	499.99	164.00	424.37	487.36	395.09
Market value per share - low	Rs.	<b>378.51</b>	465.10	162.00	253.46	321.92	228.37
Market capitalization	Rs. in million	<b>32,106</b>	39,165	13,127	21,847	34,258	26,330
Breakup value - net assets per share	Rs.	<b>408.33</b>	385.63	365.36	336.05	295.02	257.94
<b>Capital Structure Ratios</b>							
Financial leverage	%	<b>37.06</b>	36.83	40.52	38.10	23.54	15.38
Debt equity ratio	%	<b>11.62</b>	13.82	14.25	10.54	1.87	1.07
Interest cover	times	<b>6.91</b>	5.20	10.90	41.87	132.31	141.27

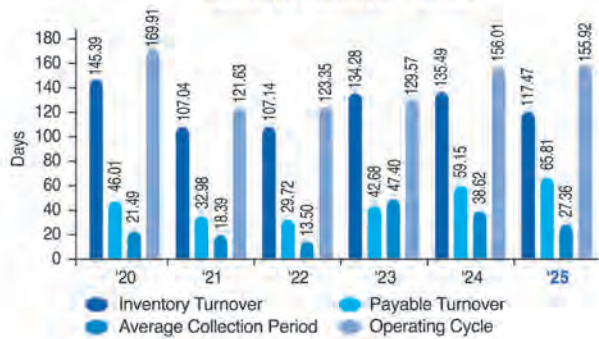
### Profitability Ratios



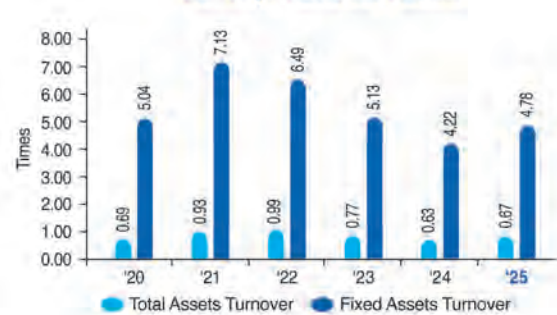
### Profitability Ratios



### Activity/Turnover Ratios



### Activity/Turnover Ratios



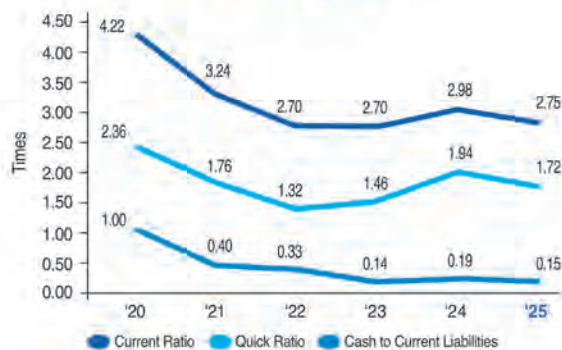
### Investment/Market Ratios



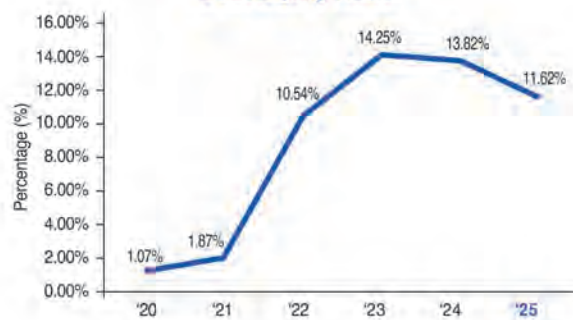
### Investment/Market Ratios



### Liquidity Ratios



### Debt Equity Ratio





# HORIZONTAL ANALYSIS

	2025		2024		2023		2022		2021		2020	
	Rs. in million	%	Rs. in million	%	Rs. in million	%	Rs. in million	%	Rs. in million	%	Rs. in million	%
<b>BALANCE SHEET</b>												
<b>EQUITY AND LIABILITIES</b>												
Equity	33,087	5.9%	31,247	5.5%	29,605	8.7%	27,230	13.9%	23,906	14.4%	20,901	12.2%
Non-current liabilities	2,991	-21.4%	3,807	-1.5%	3,865	43.4%	2,696	742.5%	320	92.8%	166	16500%
Current liabilities	9,272	20.4%	7,701	-5.3%	8,132	5.9%	7,679	44.7%	5,306	74.0%	3,049	17.7%
Total equity & liabilities	45,350	6.1%	42,755	2.8%	41,602	10.6%	37,605	27.3%	29,532	22.5%	24,116	13.6%
<b>ASSETS</b>												
Non-current assets	19,828	0.2%	19,789	0.6%	19,679	16.5%	16,886	36.7%	12,354	10.0%	11,236	28.4%
Current assets	25,522	11.1%	22,966	4.8%	21,923	5.8%	20,719	20.6%	17,173	33.3%	12,880	3.3%
Assets classified as held for sale	-	0.0%	-	0.0%	-	0.0%	-	-100.0%	5	100.0%	-	0.0%
Total assets	45,350	6.1%	42,755	2.8%	41,602	10.6%	37,605	27.3%	29,532	22.5%	24,116	13.6%
<b>PROFIT OR LOSS</b>												
Turnover - net	29,612	11.5%	26,551	-16.8%	31,921	-14.5%	37,351	36.7%	27,317	64.6%	16,600	-26.2%
Cost of sales	(26,581)	11.9%	(23,754)	-13.7%	(27,510)	-10.8%	(30,847)	36.2%	(22,648)	61.3%	(14,044)	-22.9%
Gross profit	3,031	8.4%	2,797	-36.6%	4,411	-32.2%	6,504	39.3%	4,669	82.7%	2,556	-40.3%
Distribution costs	(873)	9.8%	(795)	1.0%	(787)	7.3%	(734)	34.8%	(545)	56.0%	(349)	-7.4%
Administrative expenses	(1,537)	23.7%	(1,243)	12.3%	(1,107)	12.3%	(985)	12.3%	(878)	13.5%	(773)	2.6%
Other income	3,636	16.1%	3,132	26.2%	2,481	35.5%	1,832	10.9%	1,653	48.5%	1,113	-27.2%
Other charges	(116)	19.6%	(97)	-83.3%	(580)	6.1%	(547)	87.5%	(292)	84.1%	(158)	-52.7%
Operating profit	4,141	9.1%	3,794	-14.1%	4,418	-27.2%	6,070	31.8%	4,607	92.9%	2,389	-45.0%
Finance costs	(599)	-17.8%	(729)	79.8%	(405)	179.7%	(145)	316.4%	(35)	105.9%	(17)	72.4%
Profit before taxation & levy	3,542	15.6%	3,065	-23.6%	4,013	-32.3%	5,925	29.6%	4,572	92.8%	2,372	-45.3%
Taxation & levy	(984)	12.6%	(875)	-30.6%	(1,262)	-24.3%	(1,668)	53.0%	(1,090)	116.0%	(504)	-57.2%
Profit after taxation & levy	2,558	16.8%	2,190	-20.4%	2,751	-35.4%	4,257	22.3%	3,482	86.5%	1,866	-40.8%



# VERTICAL ANALYSIS

	2025	2024	2023	2022	2021	2020
	Rs. in million	%	Rs. in million	%	Rs. in million	%
<b>BALANCE SHEET</b>						
<b>EQUITY AND LIABILITIES</b>						
Equity	33,087	73.0%	31,247	73.1%	29,605	71.2%
Non-current liabilities	2,991	6.6%	3,807	8.9%	3,864	9.3%
Current liabilities	9,272	20.4%	7,701	18.0%	8,133	19.5%
Total equity & liabilities	45,350	100.0%	42,755	100.0%	41,602	100.0%
					37,605	100.0%
					29,532	100.0%
					20,901	86.7%
					320	1.1%
					5,306	18.0%
					3,049	12.6%
					24,116	100.0%
<b>ASSETS</b>						
Non-current assets	19,828	43.7%	19,789	46.3%	19,679	47.3%
Current assets	25,522	56.3%	22,966	53.7%	21,923	52.7%
Assets classified as held for sale	–	0.0%	–	0.0%	–	0.0%
Total assets	45,350	100.0%	42,755	100.0%	41,602	100.0%
					37,605	100.0%
					29,532	100.0%
					24,116	100.0%
<b>PROFIT OR LOSS</b>						
Turnover - net	29,612	100.0%	26,551	100.0%	31,921	100.0%
Cost of sales	(26,581)	89.8%	(23,754)	89.5%	(27,510)	86.2%
Gross profit	3,031	10.2%	2,797	10.5%	4,411	13.8%
Distribution costs	(873)	2.9%	(795)	3.0%	(787)	2.5%
Administrative expenses	(1,537)	5.2%	(1,243)	4.7%	(1,107)	3.5%
Other income	3,636	12.3%	3,132	11.8%	2,481	7.8%
Other charges	(116)	0.4%	(97)	0.4%	(580)	1.8%
Operating profit	4,141	14.0%	3,794	14.3%	4,418	13.8%
Finance costs	(599)	2.0%	(729)	2.7%	(405)	1.3%
Profit before taxation & levy	3,542	12.0%	3,065	11.5%	4,013	12.6%
Taxation & levy	(984)	3.3%	(875)	3.3%	(1,262)	4.0%
Profit after taxation & levy	2,558	8.6%	2,190	8.2%	2,751	8.6%
					4,257	11.4%
					3,482	12.7%
					1,866	11.2%
					2,389	14.4%
					(17)	0.1%
					4,572	16.7%
					2,372	14.3%
					(504)	3.0%
					1,866	11.2%

# STATEMENT OF VALUE ADDITION

	2025		2024	
	Rupees in '000	%	Rupees in '000	%
<b>WEALTH GENERATED</b>				
Gross revenue	34,338,065	90.43%	30,792,039	90.77%
Other income	3,635,648	9.57%	3,132,432	9.23%
	<b>37,973,713</b>	<b>100.00%</b>	<b>33,924,471</b>	<b>100.00%</b>
Bought in material, services and other expenses	21,291,794	56.07%	19,828,823	58.45%
	<b>16,681,919</b>	<b>43.93%</b>	<b>14,095,648</b>	<b>41.55%</b>
<b>WEALTH DISTRIBUTED</b>				
<b>Employees</b>				
Salaries, wages & other benefits and WPPF	4,386,446	26.29%	3,730,673	26.47%
<b>Society</b>				
Donations towards education, health and environment	30,649	0.18%	40,124	0.28%
<b>Providers of finance</b>				
Finance costs	599,294	3.59%	729,414	5.17%
<b>Government</b>				
Contribution to national exchequer	7,879,853	47.24%	6,335,362	44.95%
<b>Shareholders</b>				
Dividend	810,299	4.86%	688,755	4.89%
Retained within the business for future growth	2,975,378	17.84%	2,571,320	18.24%
	<b>16,681,919</b>		<b>14,095,648</b>	

# **UNCONSOLIDATED FINANCIAL STATEMENTS**

## INDEPENDENT AUDITOR'S REPORT

To the members of Thal Limited

Report on the Audit of the Unconsolidated Financial Statements

### Opinion

We have audited the annexed unconsolidated financial statements of Thal Limited (the Company), which comprise the unconsolidated statement of financial position as at June 30, 2025, and the unconsolidated statement of profit or loss, the unconsolidated statement of comprehensive income, the unconsolidated statement of changes in equity, the unconsolidated statement of cash flows for the year then ended, and notes to the unconsolidated financial statements, including material accounting policy information and other explanatory information, and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit.

In our opinion and to the best of our information and according to the explanations given to us, the unconsolidated statement of financial position, the unconsolidated statement of profit or loss, the unconsolidated statement of comprehensive income, the unconsolidated statement of changes in equity and the unconsolidated statement of cash flows together with the notes forming part thereof conform with the accounting and reporting standards as applicable in Pakistan and give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at June 30, 2025 and of the profit and other comprehensive income, the changes in equity and its cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Pakistan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Unconsolidated Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants as adopted by the Institute of Chartered Accountants of Pakistan (the Code) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

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

Following is the Key audit matter:

S.No.	Key audit matter	How the matter was addressed in our audit
(i)	<b>Revenue from contracts with customers</b> (Refer notes 6.23 and 32 to the annexed unconsolidated financial statements)	
	Revenue from contracts with customers for the year ended June 30, 2025 is amounted to Rs. 29,611.916 million. The Company earns revenue from multiple business lines which operate as distinct business units with significant volume of revenue transactions.	Our audit procedures, amongst others, included the following: <ul style="list-style-type: none"> <li>Obtained understanding and evaluated the accounting policies and the Company's procedures with respect to revenue recognition;</li> </ul>



S.No.	Key audit matter	How the matter was addressed in our audit
	<p>Revenue is recognised when the Company satisfies performance obligations as specified in the contracts with the customers.</p> <p>We considered revenue as a key audit matter, being one of the Company's key performance indicators of the Company. In addition, revenue was also considered as an area of significant audit risk as part of the audit process.</p>	<ul style="list-style-type: none"> <li>Evaluated the design and tested the operating effectiveness of key internal controls involved in revenue recognition;</li> <li>Reviewed contracts with customers for each business segment to obtain an understanding of the terms particularly relating to timing and transfer of control of the products and assessed the appropriateness of revenue recognition policies and practices followed by the Company;</li> <li>Tested on a sample basis, specific revenue transactions by inspecting underlying documentation including dispatch documents and sales invoices;</li> <li>Performed analytical procedures over transactions to identify trends and any unusual change in revenue for each segment;</li> <li>Tested specific revenue transactions on a sample basis recorded before and after the reporting date with underlying documentation to assess whether revenue was recognised in the correct period; and</li> <li>Assessed the related disclosures made in the annexed unconsolidated financial statements in accordance with the requirements of the applicable financial reporting framework.</li> </ul>

### Information Other than the Unconsolidated and Consolidated Financial Statements and Auditor's Reports Thereon

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the unconsolidated and consolidated financial statements and our auditor's reports thereon.

Our opinion on the unconsolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the unconsolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the unconsolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Board of Directors for the Unconsolidated Financial Statements

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





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

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

### **Auditor's Responsibilities for the Audit of the Unconsolidated Financial Statements**

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

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

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

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

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





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

### Report on Other Legal and Regulatory Requirements

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

- (a) proper books of account have been kept by the Company as required by the Companies Act, 2017 (XIX of 2017);
- (b) the statement of unconsolidated financial position, the unconsolidated statement of profit or loss, the unconsolidated statement of comprehensive income, the unconsolidated statement of changes in equity and the unconsolidated statement of cash flows together with the notes thereon have been drawn up in conformity with the Companies Act, 2017 (XIX of 2017) and are in agreement with the books of account and returns;
- (c) investments made, expenditure incurred and guarantees extended during the year were for the purpose of the Company's business; and
- (d) zakat deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980), was deducted by the Company and deposited in the Central Zakat Fund established under section 7 of that Ordinance.

The engagement partner on the audit resulting in this independent auditor's report is **Shahbaz Akbar**.

A. F. Ferguson & Co  
Chartered Accountants  
Karachi


Date: September 24, 2025

UDIN: AR20251006806T8i52N7

# STATEMENT OF FINANCIAL POSITION

		As at June 30	
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	7	5,798,910	6,119,445
Intangible assets	8	217,162	252,199
Investment property	9	968	972
Long-term investments	10	13,173,799	13,081,737
Long-term deposits and advances	11	32,612	31,321
Deferred tax asset	12	604,750	302,917
		<u>19,828,201</u>	<u>19,788,591</u>
<b>CURRENT ASSETS</b>			
Stores, spares and loose tools	13	241,207	221,519
Stock-in-trade	14	9,336,459	7,772,559
Trade debts	15	5,709,342	4,969,103
Loans and advances	16	182,862	162,431
Trade deposits and short-term prepayments	17	183,488	144,692
Interest accrued		16,103	21,024
Other receivables	18	943,049	939,418
Short-term investments	19	7,510,036	7,288,577
Sales tax refundable - net		18,068	—
Cash and bank balances	20	1,381,438	1,447,121
		<u>25,522,052</u>	<u>22,966,444</u>
<b>TOTAL ASSETS</b>		<u>45,350,253</u>	<u>42,755,035</u>
<b>EQUITY AND LIABILITIES</b>			
<b>SHARE CAPITAL AND RESERVES</b>			
Authorised capital			
200,000,000 (2024: 200,000,000) ordinary shares of Rs.5/- each	21	1,000,000	1,000,000
Issued, subscribed and paid-up capital	21	405,150	405,150
Reserves	22	32,681,602	30,842,114
		<u>33,086,752</u>	<u>31,247,264</u>
<b>NON-CURRENT LIABILITIES</b>			
Long-term deposits and payables	23	10,513	10,513
Long-term borrowings	24	2,787,606	3,568,823
Lease liabilities	25	46,865	24,809
Deferred income	26	146,146	202,323
		<u>2,991,130</u>	<u>3,806,468</u>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	27	5,735,186	4,814,297
Warranty obligations	28	791,225	921,900
Accrued mark-up		56,519	95,290
Unclaimed dividend		110,457	107,990
Unpaid dividend		26,809	23,137
Current portion of long-term borrowing	24	769,860	417,041
Current portion of lease liabilities	25	28,932	29,996
Current portion of deferred income	26	56,166	63,487
Short-term borrowings	29	780,000	780,000
Income tax - net	30	917,217	446,812
Sales tax payable - net		—	1,353
		<u>9,272,371</u>	<u>7,701,303</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>45,350,253</u>	<u>42,755,035</u>
<b>CONTINGENCIES AND COMMITMENTS</b>	31		

The annexed notes from 1 to 56 form an integral part of these unconsolidated financial statements.



Chief Executive Officer



Director



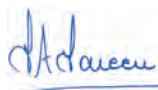
Chief Financial Officer



# STATEMENT OF PROFIT OR LOSS

	Note	For the year ended June 30 2025 ----- (Rupees in '000) -----	2024 -----
Revenue from contracts with customers - net	32	29,611,916	26,550,600
Cost of sales	33	(26,581,090)	(23,754,145)
<b>Gross profit</b>		<b>3,030,826</b>	<b>2,796,455</b>
Distribution and selling expenses	34	(872,791)	(794,545)
Administrative expenses	35	(1,536,895)	(1,243,333)
Other charges	36	(115,738)	(96,673)
		<b>(2,525,424)</b>	<b>(2,134,551)</b>
Other income	37	3,635,648	3,132,432
<b>Operating profit</b>		<b>4,141,050</b>	<b>3,794,336</b>
Finance costs	38	(599,294)	(729,414)
<b>Profit before taxation and levy</b>		<b>3,541,756</b>	<b>3,064,922</b>
Levy	39	(65,787)	(445,515)
<b>Profit before taxation</b>		<b>3,475,969</b>	<b>2,619,407</b>
Taxation	39	(918,244)	(428,979)
<b>Profit for the year</b>		<b>2,557,725</b>	<b>2,190,428</b>
		----- (Rupees) -----	
<b>Earnings per share - basic and diluted</b>	40	<b>31.57</b>	<b>27.03</b>

The annexed notes from 1 to 56 form an integral part of these unconsolidated financial statements.



Chief Executive Officer



Director

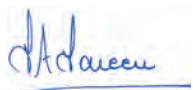


Chief Financial Officer

# STATEMENT OF COMPREHENSIVE INCOME

	Note	For the year ended June 30 <b>2025</b> ----- (Rupees in '000) -----	2024 -----
<b>Profit for the year</b>		<b>2,557,725</b>	2,190,428
<b>Other comprehensive income</b>			
<b>Item that will not be reclassified to unconsolidated statement of profit or loss in subsequent periods</b>			
Gain on long-term equity investments classified at fair value through other comprehensive income (FVOCI)	10.4	<b>92,062</b>	140,161
<b>Total comprehensive income for the year</b>		<b><u>2,649,787</u></b>	<u>2,330,589</u>

The annexed notes from 1 to 56 form an integral part of these unconsolidated financial statements.



Chief Executive Officer



Director



Chief Financial Officer



# STATEMENT OF CHANGES IN EQUITY

	Reserves					Total equity
	Issued, subscribed and paid-up capital	Capital reserves	General reserves	Unappropri- ated profit	Remeasure- ment of investment at fair value through other comprehensive income	
(Rupees in '000)						
Balance as at July 1, 2023	405,150	1,006,915	25,388,500	2,652,214	152,651	29,605,430
Transfer to general reserve	—	—	2,000,000	(2,000,000)	—	—
Transactions with owners						
Final dividend @ Rs. 6.50/- per share for the year ended June 30, 2023	—	—	—	(526,695)	—	(526,695)
Interim dividend @ Rs. 2.00/- per share for the year ended June 30, 2024	—	—	—	(162,060)	—	(162,060)
	—	—	—	(688,755)	—	(688,755)
Profit for the year	—	—	—	2,190,428	—	2,190,428
Other comprehensive loss	—	—	—	—	140,161	140,161
Total comprehensive income for the year	—	—	—	2,190,428	140,161	2,330,589
Balance as at June 30, 2024	405,150	1,006,915	27,388,500	2,153,887	292,812	31,247,264
Transfer to general reserve	—	—	1,600,000	(1,600,000)	—	—
Transactions with owners						
Final dividend @ Rs. 6.00/- per share for the year ended June 30, 2024	—	—	—	(486,179)	—	(486,179)
Interim dividend @ Rs. 4.00/- per share for the year ended June 30, 2025	—	—	—	(324,120)	—	(324,120)
	—	—	—	(810,299)	—	(810,299)
Profit for the year	—	—	—	2,557,725	—	2,557,725
Other comprehensive Income	—	—	—	—	92,062	92,062
Total comprehensive income for the year	—	—	—	2,557,725	92,062	2,649,787
Balance as at June 30, 2025	405,150	1,006,915	28,988,500	2,301,313	384,874	33,086,752

The annexed notes from 1 to 56 form an integral part of these unconsolidated financial statements.

Chief Executive Officer


Director

Chief Financial Officer

# STATEMENT OF CASH FLOWS

		For the year ended June 30	
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>Cash generated from operations</b>	41	<b>846,726</b>	3,582,808
Finance costs paid		<b>(696,774)</b>	(709,785)
Retirement benefits paid		<b>(15,364)</b>	(9,890)
Income taxes paid		<b>(749,671)</b>	(698,045)
Warranty paid		<b>(12,644)</b>	(6,339)
Levies paid		<b>(402,637)</b>	(129,567)
Long-term deposits - net		<b>(1,291)</b>	4,479
<b>Net cash (used in) / generated from operating activities</b>		<b>(1,031,655)</b>	2,033,661
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Additions to property, plant and equipment		<b>(767,884)</b>	(1,000,529)
Additions to intangible assets		<b>(85,341)</b>	(232,924)
Proceeds from disposal of operating fixed assets		<b>49,515</b>	38,383
Long-term advances		<b>—</b>	244,837
Long-term investments in subsidiary		<b>—</b>	(60,000)
Short-term investments - net		<b>2,522,907</b>	(3,254,377)
Long-term loans (issued) / repaid by subsidiaries - net		<b>—</b>	(10,000)
Dividend income		<b>2,119,991</b>	2,252,002
Interest income		<b>88,478</b>	110,653
<b>Net cash generated from / (used in) investing activities</b>		<b>3,927,666</b>	(1,911,955)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Principal portion of lease rentals		<b>(34,429)</b>	(25,005)
Short-term borrowings obtained		<b>—</b>	225,000
SBP's Temporary Economic Refinance Facility repaid		<b>(130,708)</b>	(144,060)
SBP's Financing Scheme for Renewable Energy (repaid) / obtained - net		<b>(41,320)</b>	(12,235)
Long-term loans (repaid) / obtained		<b>(256,370)</b>	279,979
Dividends paid		<b>(804,160)</b>	(684,610)
<b>Net cash used in financing activities</b>		<b>(1,266,987)</b>	(360,931)
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>1,629,024</b>	(239,225)
Cash and cash equivalents at the beginning of the year		<b>1,924,270</b>	2,163,495
<b>Cash and cash equivalents at the end of the year</b>	42	<b>3,553,294</b>	1,924,270

The annexed notes from 1 to 56 form an integral part of these unconsolidated financial statements.



Chief Executive Officer



Director



Chief Financial Officer

# NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

## 1. LEGAL STATUS AND NATURE OF BUSINESS

- 1.1 Thal Limited (the Company) was incorporated on January 31, 1966 as a public company limited by shares and is listed on the Pakistan Stock Exchange Limited.

The Company is engaged in the manufacture of engineering goods, jute goods, packaging and laminate sheets.

## 1.2 Geographical location and address of business units

### Head Office:

The registered office of the Company is situated at 4<sup>th</sup> Floor, House of Habib, 3-Jinnah Cooperative Housing Society, Block 7/8, Shahrah-e-Faisal, Karachi.

### Plants:

- Engineering operations are located at Korangi and Port Qasim, Karachi, Sindh.
- Jute operations are located at Muzaffargarh, Punjab.
- Packaging operations are located at Hub, Balochistan and Gadoon, Khyber Pakhtunkhwa.
- Laminates operations are located at Hub, Balochistan.

- 1.3 These unconsolidated financial statements are the separate financial statements of the Company in which investments in subsidiaries and associates are accounted for at cost less accumulated impairment losses, if any, and are not consolidated or accounted for by using the equity method of accounting.

## 2. STATEMENT OF COMPLIANCE

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

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

Where provisions of and directives issued under the Act differ from the IFRSs, the provision of and directives issued under the Act have been followed.

## 3. BASIS OF MEASUREMENT

- 3.1 These unconsolidated financial statements have been prepared under the historical cost convention, except for investments in shares of listed companies, mutual funds, government securities which are measured at fair value.
- 3.2 The unconsolidated financial statements are presented in Pakistani Rupees, which is also the Company's functional currency.

## 4. NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS TO ACCOUNTING AND REPORTING STANDARDS

### 4.1 Amendments and interpretations to accounting and reporting standards that are effective in the current year

There are certain new amendments and interpretations to the accounting and reporting standards which are mandatory for accounting periods which began on July 1, 2024. However, these do not have any significant impact on the Company's financial statements and therefore have not been stated in these unconsolidated financial statements, except for the following:

#### **i) Amendments to IAS 1 - Non-current liabilities with covenants:**

These amendments aim to improve the information an entity provides when its right to defer the settlement of a liability is subject to compliance with covenants within twelve months after the reporting period, which affects the classification of that liability. These amendments introduce additional disclosure requirements that enable users of financial statements to understand the risk that the liability could become repayable within twelve months of the reporting period. These amendments did not have any impact on the measurement, recognition, or presentation and disclosure of any item in these unconsolidated financial statements.

#### **ii) Disclosure related to shariah and conventional elements**

In accordance with SRO 1278(1)/2024 issued by the Securities Exchange Commission of Pakistan on August 15, 2024, the Company has included certain shariah compliance related disclosures in note 44 to these unconsolidated financial statements.

#### **4.2 Standards, interpretations and amendments to accounting and reporting standards that are not yet effective and not early adopted by the Company:**

There are certain new standards and amendments that will be applicable to the Company for its annual periods beginning on or after July 1, 2025. The new standards include IFRS 18 Presentation and Disclosure in Financial Statements with applicability date of January 1, 2027 as per IASB. These standards will become part of the Company's financial reporting framework upon adoption by the SECP. The overall amendments include those made to IFRS 7 and IFRS 9 which clarify the date of recognition and derecognition of a financial asset or financial liability which are applicable effective January 1, 2026. The Company's management at present is in the process of assessing the full impacts of these new standards and the amendments to IFRS 7 and IFRS 9 and is expecting to complete the assessment in due course.

### **5. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of these unconsolidated financial statements in conformity with accounting and reporting standards, as applicable in Pakistan, requires management to make judgments, estimates and assumptions that affect the application of policies and the reported amount of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates underlying the assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates, assumptions and judgements made by the management that are significant to these unconsolidated financial statements are as follows:

	Notes
(a) capitalisation of new assets, determining the residual values and useful lives of property, plant and equipment and investment property	6.1, 6.3, 7 & 9
(b) determining the residual values and useful lives of intangibles assets	6.2 & 8
(c) impairment of non-financial assets	6.21.2
(d) net realizable value estimation for inventories	6.5, 6.6, 13 & 14
(e) allowance for expected credit losses	6.7, 6.21.1 & 15 & 19
(f) provision(s)	6.12 & 28
(g) contingencies	6.18 & 31
(h) determining the lease term of contracts with renewal and termination options	6.17.3 & 25
(i) leases - estimating the incremental borrowing rate; and	6.17.4 & 25
(j) provision(s) for current tax, levy and recognition of deferred tax asset	6.4, 12, 30 & 39
(k) Investment in associates	10.2

## **6. MATERIAL ACCOUNTING POLICY INFORMATION**

### **6.1 Property, plant and equipment**

#### **6.1.1 Operating fixed assets**

These are stated at cost less accumulated depreciation and accumulated impairment losses, if any, except for freehold land which is stated at cost less impairment loss, if any.

Depreciation is charged to the unconsolidated statement of profit or loss applying the straight line method at the rates stated in note 7.1 to these unconsolidated financial statements. Depreciation on additions is charged from the month asset is available for use and in case of deletion, up to the month preceding the month of disposal.

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

An item of operating fixed assets and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the unconsolidated statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of operating fixed assets are reviewed at each reporting date and adjusted prospectively, if appropriate.

#### **6.1.2 Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of lease term and the estimated useful lives of the assets.

#### **6.1.3 Capital work-in-progress**

All expenditures connected to the specific assets incurred during installation and construction period are carried under capital work-in-progress. These are transferred to specific assets as and when assets are available for use.

### **6.2 Intangible assets**

These are stated at cost less accumulated amortisation and accumulated impairment losses, if any.

Costs in relation to intangible assets are only capitalised when it is probable that future economic benefits attributable to those asset will flow to the Company and the same is amortised applying the straight line method at the rates stated in note 8 to these unconsolidated financial statements.

### **6.3 Investment property**

Investment property is stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation on investment properties is charged to the unconsolidated statement of profit or loss applying the reducing balance method at the rate stated in note 9 to the unconsolidated financial statements. Depreciation on additions is charged from the month of addition and in case of deletion, upto the month preceding the month of disposal.

Maintenance and normal repairs are charged to unconsolidated statement of profit or loss as and when incurred while major repairs and renewals are capitalised. Any gains or losses on disposal of an investment property are recognised in profit or loss in the year of disposal. The carrying values of investment properties are reviewed at each financial year end for impairment when events or changes in circumstances indicate that the carrying



value may not be recoverable. If any such indication exists, and where the carrying values exceed the estimated recoverable amount, the investment properties are written down to their recoverable amount.

#### 6.4 **Taxation - Levy and Income tax**

##### 6.4.1 **Levy**

As per the IAS 12 Application Guidance on Accounting for Minimum Taxes and Final Taxes issued by the Institute of Chartered Accountants of Pakistan, the Company recognises income tax calculated on taxable income using the notified rate as current income tax expense. Any excess over the amount designated as current income tax expense is then recognised as levy in operating expense within the scope of IFRIC 21 / IAS 37.

##### **Income Tax**

The tax expense for the year comprises of current and deferred tax. Tax is recognised in the statement of profit or loss, except to the extent that it relates to items recognised in OCI or directly in equity. In which case, the tax is also recognised in OCI or directly in equity.

##### **– Current**

Provision for current taxation is based on the taxable income for the year calculated on the basis of the tax laws enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years.

Current tax assets and tax liabilities are offset where the Company has the legally enforceable right to offset and intends either to settle on net basis or to realise the asset and settle the liability simultaneously.

##### **– Deferred**

Deferred tax is recognised using the balance sheet liability method, providing for all temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the tax rates (and tax laws) that have been enacted or substantively enacted at reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority.

#### 6.5 **Stores, spares and loose tools**

These are valued at lower of cost, determined using weighted average method, and net realisable value, less provision for obsolete items (if any). Items in transit are valued at cost comprising purchase price, freight value and other charges incurred thereon. Provision is made for items which are obsolete and slow moving and is determined based on management estimate regarding their future usability.

#### 6.6 **Stock-in-trade**

Stock-in-trade, except goods-in-transit, is valued at the lower of weighted average cost or net realisable value. The cost is determined as follows:

Raw and packing materials	Purchase cost.
Work-in-process & finished goods	Cost of materials, labour cost and overheads.

Goods-in-transit are valued at cost comprising purchase price, freight value and other charges incurred thereon.

Net realisable value signifies the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Provision is made for items which are obsolete and slow moving and is determined based on management estimate regarding their future usability.

## 6.7 **Trade debts and other receivables**

These are measured at cost, less expected credit loss allowance as disclosed in note 6.21.1.

Exchange gains or losses arising in respect of trade debts and other receivables in foreign currency are added to their respective carrying amounts.

## 6.8 **Loans, advances, deposits and short term prepayments (other than financial assets)**

These are initially recognised at cost, which is the fair value of the consideration given. Subsequent to initial recognition, assessment is made at each statement of financial position date to determine whether there is an indication that a financial asset or group of assets may be impaired. If such indication exists, the estimated recoverable amount of that asset or group of assets is determined and any impairment loss is recognised for the difference between the recoverable amount and the carrying value.

## 6.9 **Cash and cash equivalents**

For the purpose of cash flow statement, cash and cash equivalents comprise of cash in hand, bank balances and short-term investments with a maturity of three months or less from the date of acquisition net of bank overdraft/running finance facility that are deemed integral to the Company's cash management. The cash and cash equivalents are readily convertible to known amount of cash and are therefore subject to insignificant risk of changes in value.

## 6.10 **Share capital**

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

## 6.11 **Trade and other payables**

Liabilities for trade and other payable are carried at amortised cost which approximate the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Company.

Exchange gains and losses arising on translation in respect of liabilities in foreign currency are added to the carrying amount of the respective liabilities.

## 6.12 **Provisions**

### 6.12.1 **General**

Provisions are recognised in the unconsolidated statement of financial position where the Company has a legal or constructive obligation as a result of past event, it is probable that outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions are reviewed at each reporting date and adjusted to reflect current best estimate.

### 6.12.2 **Warranty obligations**

The Company recognises the estimated liability on accrual basis to repair or replace products under warranty at the reporting date. These are recognised when the product is sold or service is provided to the customer. Initial recognition is based on historical experience and estimate of probability weighted expected outcome. The estimates of warranty-related costs is reviewed annually and adjusted, if required.

## 6.13 **Staff retirement benefits - defined contribution plan**

### 6.13.1 **Provident fund**

The Company operates an approved provident fund scheme for its permanent employees. Equal monthly contributions are made to the fund by the Company and the employees in accordance with the rules of the scheme. The Company has no further obligation once the contributions have been paid. The contributions made by the Company are recognised as employee benefit expense when they are due.

### 6.13.2 **Retirement benefit fund**

The Company operates an approved funded scheme for retirement benefits for all employees on the basis of defined contribution made by the Company on attaining the retirement age or in the event of death, with a minimum qualifying period of ten years which is managed by a Trust.

#### 6.14 **Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

#### 6.15 **Unclaimed dividend**

This is recognised at the amount of dividend declared and unclaimed by shareholders from the date it became due and payable.

#### 6.16 **Unpaid dividend**

This is recognised at the amount of dividend declared and claimed by shareholders but remained unpaid for the period of 3 years from the date it became due and payable.

#### 6.17 **Leases**

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

##### 6.17.1 **Company as a lessee**

The Company applies a single recognition and measurement approach for all leases, except for short-term lease. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

##### 6.17.2 **Lease liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less lease incentives receivable (if any), variable lease payments that depend on an index or a rate (if any), and amounts expected to be paid under residual value guarantees (if any). The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company (if any) and payments of penalties for terminating the lease (if any), if the termination option is reasonably certain to be exercised. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments at the lease commencement date, the Company uses the interest rate implicit in the lease. In case where the interest rate implicit in the lease is not readily determinable, the Company uses its incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

##### 6.17.3 **Determination of the lease term for lease contracts with extension and termination options**

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control that affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation of the leased asset).

#### 6.17.4 **Estimating the incremental borrowing rate.**

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ('IBR') to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

#### 6.18 **Contingent liabilities**

Contingent liability is disclosed when:

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

#### 6.19 **Financial assets**

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVPL, transaction costs that are directly attributable to its acquisition.

##### 6.19.1 **Classification and measurement**

Under IFRS 9 financial assets are classified, at initial recognition, as subsequently measured at the following:

- (a) at amortised cost;
- (b) at fair value through other comprehensive income (FVOCI); and
- (c) at fair value through profit or loss (FVPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the business model for managing them.

##### **(a) At amortised cost**

A financial asset is measured at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

##### **(b) At fair value through other comprehensive income (OCI)**

A debt instrument is measured at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that are initially recognised at fair value through OCI are subsequently measured at fair value. Interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the unconsolidated statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.



On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis. The Company has irrevocably elected to carry its quoted investments in equity instruments under this category.

Equity instruments that are initially recognised at fair value through OCI are subsequently measured at fair value. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the unconsolidated statement of profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

**(c) At fair value through profit or loss**

Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

**6.19.2 Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

**6.20 Financial liabilities**

**6.20.1 Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### 6.20.1.1 Subsequent measurement

Financial liabilities, other than those at fair value through profit or loss, are subsequently measured at amortised cost using the effective yield method.

#### 6.20.2 Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the unconsolidated statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 is satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

#### 6.20.3 Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the unconsolidated statement of profit or loss. This category generally applies to interest-bearing loans and borrowings.

#### 6.20.4 Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the unconsolidated statement of profit or loss.

#### 6.20.5 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the unconsolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### 6.21 Impairment of financial and non financial assets

##### 6.21.1 Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit losses (ECL) associated with its debt instrument assets carried at amortised cost and FVOCI. The Company recognises a loss allowance for such losses at each reporting date. The measurement of ECL reflects:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions (including macroeconomic factors).

For trade debts, the Company applies a simplified approach, where applicable, in calculating ECL. The Company has established a provision matrix for portfolio of customers having similar risk characteristics and estimates default rates based on the Company's historical credit loss experience, adjusted for forward-looking factors (including gross domestic product and inflation rate). The Company considers that a financial asset is in default when the counterparty fails to make contractual payments within 90 days of when they fall due. Further, financial assets are written off by the Company, in whole or part, when it has exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of recovery.

#### 6.21.2 **Impairment of non-financial assets**

The carrying amounts of non-financial assets are assessed at each reporting date to ascertain whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated to determine the extent of impairment loss, if any. An impairment loss is recognised, as an expense in consolidated statement of profit or loss and other comprehensive income. The recoverable amount is the higher of an asset's fair value less cost to disposal and value in use. Value in use is ascertained through discounting of the estimated future cash flows using a discount rate that reflects current market assessments of the time value of money and the risk specific to the assets for which the estimate of future cash flow have not been adjusted. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

An impairment loss is reversed if there is a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised previously. Reversal of an impairment loss is recognised immediately in consolidated statement of comprehensive income.

#### 6.22 **Earnings per share**

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares (if any).

#### 6.23 **Revenue recognition**

The Company recognises revenue from sale of goods after the deduction of discounts, sales tax and returns, if any, when the goods are transferred to the customer and the performance obligations are fulfilled. Goods are considered to be transferred when the control belongs to the customer. Control is considered to be transferred at the point in time when the products have been delivered to the customer. The normal credit term is 30 to 90 days.

#### 6.24 **Other income**

Other income is recognised to the extent it is probable that the economic benefits will flow to the Company and amount can be measured reliably. Other income is measured at the fair value of the consideration received or receivable and is recognised on the following basis:

- Dividend income is recognised when the right to receive the dividend is established;
- Interest on Term Deposit Receipts are recognised on constant rate of return to maturity;
- Interest on deposit accounts is recognised on accrual basis;
- Interest on loan is recognised on accrual basis;
- Capital gain on treasury bill is recognised as the difference between sales proceeds and carrying value at the time of disposal.
- Rental income arising from investment property is accounted for on a straight-line basis over the lease term;
- Scrap sales are recognised on an accrual basis;
- Claim from customers is recognised as income when the claim is accepted by customer;
- Service income is recognised on a straight line basis over the period that the services are rendered; and
- Gain on disposal of property, plant and equipment is recognised at the difference between sales proceeds and carrying value when the relevant item of property, plant and equipment is disposed of.

#### 6.25 **Foreign currency transactions**

Foreign currency transactions are translated into Pakistani Rupee at the exchange rates prevailing on the date of transaction. Monetary assets and liabilities in foreign currencies are translated into Pakistani Rupees at the exchange rates prevailing at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using exchange rates at the date when the fair value was determined. Exchange gains or losses are included in unconsolidated statement of profit or loss of the current period.

#### 6.26 **Deferred income**

Benefit of a loan at a below-market rate of interest is recognised as deferred income. Deferred income is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

#### 6.27 **Operating segments**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as Chief Executive of the Group.

#### 6.28 **Dividend and appropriation to reserves**

Dividend declared and appropriations to reserves are recognised in these unconsolidated financial statements in the period in which they are approved.

	Note	<b>2025</b>	2024
		----- (Rupees in '000) -----	
<b>7. PROPERTY, PLANT AND EQUIPMENT</b>			
Operating fixed assets	7.1	<b>5,724,312</b>	5,943,372
Capital work-in-progress	7.3	<b>74,598</b>	176,073
		<b>5,798,910</b>	6,119,445

## 7.1 Operating fixed assets

	Cost			Accumulated Depreciation			Written down value
	As at July 01, 2024	Additions / Transfers (note 7.1.1)	Disposals	As at June 30, 2025	Depreciation rate	As at July 01, 2024	
	----- (Rupees in '000) -----			Charge for the year (note 7.2)	On disposals	As at June 30, 2025	
Freehold land	4,362	—	—	4,362	—	—	4,362
Right of use asset - lands	15,661	—	—	15,661	1-5	2,486	12,687
Right of use asset - office premises	132,145	50,632	—	182,777	20	89,866	69,218
Factory building	1,666,013	28,424	—	1,694,437	5-20	484,891	1,131,881
Non factory building	142,115	3,009	—	145,124	5-20	62,236	76,683
Railway sliding	4,216	—	—	4,216	5	1,645	2,410
Plant and machinery	6,031,157	299,871	(14,747)	6,316,281	5-25	2,845,785	3,031,445
Furniture and fittings	80,252	10,921	—	91,173	10-33	43,449	34,632
Vehicles	365,932	169,050	(51,336)	483,646	20	121,106	332,381
Office and mills equipment	706,060	37,191	(859)	742,392	10-33	339,253	424,990
Computer equipment	245,712	47,445	(916)	292,241	20-33	203,914	55,314
Jigs and fixtures (note 7.1.2)	1,540,342	188,513	—	1,728,855	10-33	875,647	520,948
Capital stores and spares	69,858	21,942	—	91,800	20	21,311	52,741
Leasehold improvements	33,360	62,993	—	96,353	20	2,224	82,208
<b>2025</b>	<b>11,037,185</b>	<b>919,991</b>	<b>(67,858)</b>	<b>11,889,318</b>		<b>5,093,813</b>	<b>5,724,312</b>

	Cost			Accumulated Depreciation			Written down value
	As at July 01, 2023	Additions / Transfers (note 7.1.1)	Disposals	As at June 30, 2024	Depreciation rate	As at July 01, 2023	
	----- (Rupees in '000) -----			Charge for the year (note 7.2)	On disposals	As at June 30, 2024	
Freehold land	4,362	—	—	4,362	—	—	4,362
Right of use asset - lands	15,661	—	—	15,661	1-5	1,997	13,175
Right of use asset - office premises	132,145	—	—	132,145	20	66,173	42,279
Factory building	1,649,092	16,921	—	1,666,013	5-20	413,402	1,181,122
Non factory building	141,696	419	—	142,115	5-20	56,146	79,879
Railway sliding	4,216	—	—	4,216	5	1,484	2,571
Plant and machinery	5,372,223	672,434	(13,500)	6,031,157	5-25	2,419,227	3,185,372
Furniture and fittings	46,178	35,052	(978)	80,252	10-33	36,059	36,803
Vehicles	344,048	48,224	(26,340)	365,932	20	92,543	244,826
Office and mills equipment	680,875	31,158	(5,973)	706,060	10-33	252,524	366,807
Computer equipment	232,576	18,279	(5,143)	245,712	20-33	172,302	41,798
Jigs and fixtures (note 7.1.2)	905,267	635,075	—	1,540,342	10-33	605,919	664,695
Capital stores and spares	65,974	3,884	—	69,858	20	11,191	48,547
Leasehold improvements	—	33,360	—	33,360	20	—	31,136
<b>2024</b>	<b>9,594,313</b>	<b>1,494,806</b>	<b>(51,934)</b>	<b>11,037,185</b>		<b>4,128,967</b>	<b>5,943,372</b>



- 7.1.1 This includes transfers to operating fixed assets from capital work-in-progress.
- 7.1.2 Jigs and fixtures include moulds having written down value of Rs. 49.439 million (2024: Rs. 24.945 million) in the possession of sub-contractors dispersed all over the country.
- 7.1.3 Operating fixed assets include items having an aggregate cost of Rs. 2,096.489 million (2024: Rs. 1,418.629 million) which have been fully depreciated and are still in use of the Company.
- 7.1.4 The following operating fixed assets of the Company are under charge as security against guarantees issued by commercial banks in respect of the investment by the Company and its wholly-owned subsidiary, Thal Power (Private) Limited, in Sindh Engro Coal Mining Company Limited and ThalNova Power Thar (Private) Limited, respectively (note 10.1 & 10.3). The amount of charge over these fixed assets is Rs. 11,704.246 million (2024: Rs. 11,704.246 million).

	2025 Written down value	2024 Written down value
	----- (Rupees in '000) -----	
Mortgage over the following leasehold lands and buildings over leasehold lands:		
1) Plot numbers 1, 2, 25 and 26, Sector 22 Korangi Industrial Area (Engineering Division);	300,687	325,464
2) Plot numbers 35 - 42, 69 and 70 of survey 749 and 749/1, Mauza Pathra, Tehsil Hub, District Lasbella, (Packaging and Laminates Division); and	368,867	410,918
3) An area measuring 1425 Kanals and 8 Marlas comprising of Khasra numbers 1757, 1758, 1765, 1766, 1767, 1768, 1780, 1775, 1777, 1778, 1764, 1779, 1792-1795/1, 1776, 1793, 1794, 1791, situated in Mouza Rakh, Khanpur, Tehsil & District Muzaffargarh.	79,500	89,348
	<u>749,054</u>	<u>825,730</u>
Plant, machinery, jigs and fixtures of the Company present at the following locations:		
1) Plot numbers 1, 2, 25 and 26, Sector 22 Korangi Industrial Area (Engineering Division);	378,822	495,290
2) Plot numbers 35 - 42, 69 and 70 of survey 749 and 749/1, Mauza Pathra, Tehsil Hub, District Lasbella, (Packaging and Laminates Division);	791,551	931,751
3) Thal Limited Industrial building and machinery situated at Plot bearing number DSU-14, Sector II, Downstream Industrial Estate, Bin Qasim, Karachi (Yazaki Unit); and	663,726	762,098
4) An area measuring 1425 Kanals and 8 Marlas comprising of Khasra numbers 1757, 1758, 1765, 1766, 1767, 1768, 1780, 1775, 1777, 1778, 1764, 1779, 1792-1795/1, 1776, 1793, 1794, 1791, situated in Mouza Rakh, Khanpur, Tehsil & District Muzaffargarh.	558,700	614,354
	<u>2,392,799</u>	<u>2,803,493</u>

7.1.5 Details of disposal of operating fixed assets with a written down value exceeding amount of Rs. 0.5 million are as follows:

	Cost	Accumulated depreciation	Written down value	Sales proceeds	Gain / (loss) on disposal	Mode of disposal	Particulars of buyers
	(Rupees in '000)						
Motor vehicles							
	2,775	1,276	1,499	1,603	103	Employee's car scheme	Mr. Farman Raza
	4,313	1,309	3,004	3,308	304	Employee's car scheme	Mr. Sameer Amlani
	4,078	1,768	2,310	2,500	190	Employee's car scheme	Mr. Saeed Ahmed Khan
	2,694	1,054	1,640	3,190	1,550	Employee's car scheme	Mr. Muhammad Sadiq
	3,182	1,287	1,895	4,250	2,355	Employee's car scheme	Mr. Major Owais Ahmed
	2,762	715	2,047	2,998	951	Employee's car scheme	Mr. Raza Qutubuddin
	2,065	1,036	1,029	1,273	244	Employee's car scheme	Mr. Zeeshan Shahid
	2,130	922	1,208	1,291	83	Employee's car scheme	Mr. Zahid Hussain
	1,970	853	1,117	1,138	21	Employee's car scheme	Mr. Irfan Rabbani
	4,005	1,784	2,221	2,359	138	Employee's car scheme	Mr. Saeed Ahmed
	3,556	1,584	1,972	2,346	374	Employee's car scheme	Mr. Salman Afzal
	2,065	1,052	1,013	1,254	241	Employee's car scheme	Mr. Aamir Khan
	2,695	1,235	1,460	1,814	354	Employee's car scheme	Mr. Zakir Hussain Ladhani
	2,065	1,036	1,029	1,270	241	Employee's car scheme	Mr. Imran Zafar
	2,807	1,312	1,495	1,544	49	Employee's car scheme	Mr. Hussain Ladhani
	2,775	1,386	1,389	1,458	69	Employee's car scheme	Mr. Akber Ali

7.2 The depreciation charge for the year has been allocated as follows:

	Note	2025	2024
		(Rupees in '000)	
Cost of sales	33	1,024,715	934,155
Distribution and selling expenses	34	5,347	3,732
Administrative expenses	35	77,514	62,444
		<u>1,107,576</u>	<u>1,000,331</u>

7.3 Capital work-in-progress

	Opening balance	Additions during the year	Transfers to operating fixed assets	Closing balance
	(Rupees in '000)			
Civil works	27,555	7,214	(27,717)	7,052
Plant and machinery	81,044	215,063	(260,983)	35,124
Furniture and fittings	519	36,719	(37,238)	—
Vehicles	15,852	147,856	(158,717)	4,991
Office and mills equipment	6,053	15,908	(21,216)	745
Computer equipment	94	25,927	(26,021)	—
Jigs and fixtures	42,733	117,819	(133,866)	26,686
Leasehold Improvements	2,223	62,993	(65,216)	—
2025	<u>176,073</u>	<u>629,499</u>	<u>(730,974)</u>	<u>74,598</u>

	Opening balance	Additions during the year	Transfers to operating fixed assets	Closing balance
	(Rupees in '000)			
Civil works	11,823	33,658	(17,926)	27,555
Plant and machinery	98,912	642,160	(660,028)	81,044
Furniture and fittings	1,857	31,490	(32,828)	519
Vehicles	1,000	28,039	(13,187)	15,852
Office and mills equipment	1,217	15,439	(10,603)	6,053
Computer equipment	—	27,304	(27,210)	94
Jigs and fixtures	555,541	125,969	(638,777)	42,733
Leasehold improvements	—	35,583	(33,360)	2,223
2024	670,350	939,642	(1,433,919)	176,073

7.4 Details of the Company's immovable operating fixed assets are as under:

	2025		2024	
	Land area (square yards)	Building covered area (square feet)	Land area (square yards)	Building covered area (square feet)
	(in '000)			
Thal Limited (Jute Division), D.G. Khan Road, Muzaffargarh, Punjab.	862	697	862	697
Plot numbers 448 & 449, Sundar Industrial Estate Raiwind Road, Lahore, Punjab.	8	39	8	39
Plot 1, 2, 25 & 26, Sector 22, Korangi Industrial Area, Karachi, Sindh.	51	229	51	229
DSU-14, Sector II, Downstream Industrial Estate Bin Qasim, Karachi, Sindh.	24	32	24	32
Plot numbers 35, 36, 37, 38, 39, 39A, 40, 40A, 41, 42, 69, 69A, 70 and 71, Zila Moza Pathra, Hub, Balochistan.	92	329	92	329
Plot numbers C-49-58, Sector C, Hub Industrial Area, Hub, Balochistan.	6	12	6	12
Plot number 38, Road # 3, Industrial Estate, Gadoon Amazai, Swabi, Khyber Pakhtunkhwa.	19	40	19	40

## 8. INTANGIBLE ASSETS

Note	Cost				Amortisation rate	Accumulated Amortisation			Written down value	
	Opening balance	Additions	Transfers	Disposals		Closing balance	Charge for the year	Transfers		Disposals
	(Rupees in '000)					(Rupees in '000)				
					%					
Softwares	16,254	-	-	-	33	16,254	164	-	16,180	74
Licenses	79,745	1,634	-	-	33	81,379	6,358	-	79,220	2,159
Software Product	464,713	83,707	-	-	20-33	548,420	113,856	-	333,491	214,929
2025	560,712	85,341	-	-		646,053	120,378	-	428,891	217,162
2024	327,788	232,924	-	-		560,712	69,316	-	308,513	252,199

8.1 The amortisation charge for the year has been allocated as follows:

	Note	2025	2024
		(Rupees in '000)	
Cost of sales	33	118,880	65,370
Distribution and selling expenses	34	43	166
Administrative expenses	35	1,455	3,780
		120,378	69,316

8.2 This represents patent rights and technical services acquired in respect of engineering business.

8.3 Intangible assets include items having an aggregate cost of Rs. 231 million (2024: Rs. 228 million) which are fully amortised and still in use of the Company.

## 9. INVESTMENT PROPERTY

	Cost			Accumulated amortisation			Written down value	
	Opening balance	Additions	Closing balance	Opening balance	Charge for the year (Note 34)	Closing balance	As at June 30	Depreciation rate
	(Rupees in '000)							%
Freehold land	891	—	891	—	—	—	891	—
Building on freehold land	694	—	694	613	4	617	77	5
2025	1,585	—	1,585	613	4	617	968	
2024	1,585	—	1,585	609	4	613	972	

9.1 Investment property represents godown in Multan, the fair value of which has been determined on the basis of a valuation carried out by an independent valuer, as of June 30, 2025 which amounts to Rs.199.235 million (2024: Rs. 148.500 million) and forced sale value of Rs. 159.388 million (2024: Rs. 118.800 million). The valuation was arrived on the basis of market intelligence, indexation of the original cost, year of construction and present physical condition and location. The Company has entered into a long-term agreement with Shabbir Tiles and Ceramics Limited, a related party in respect of investment property. The rental agreement has a remaining lease term of 6 months, with escalation clause upon renewal of contract based on mutual agreement. The rental income from investment property is disclosed in note 37 to these unconsolidated financial statements.

9.2 The Company has no restrictions on the realisability of its investment property and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance and enhancements. Further, there is no material direct operating cost in relation to the said property.

9.3 Details of the Company's immovable investment property are as under:

	2025	
	Land area (square yards)	Building covered area (square feet)
	(in '000)	
Industrial property bearing khewat numbers 861, 862, 890, 895, 905, khatooni numbers 1086,1087,1116, 1121,1133, Mouza Taraf Ravi, Multan, Punjab.	5	20



## 10. LONG-TERM INVESTMENTS

	Note	2025	2024	2025	2024
		----- Holding % -----		----- (Rupees in '000) -----	
<b>Investments in related parties</b>					
<b>Subsidiaries, unquoted - at cost</b>					
Noble Computer Services (Private) Limited		100	100	1,086	1,086
Pakistan Industrial Aids (Private) Limited		100	100	10,000	10,000
Habib METRO Pakistan (Private) Limited		60	60	2,789,223	2,789,223
Thal Power (Private) Limited	10.1	100	100	6,083,970	6,083,970
Thal Electrical (Private) Limited		100	100	100	100
Thal Boshoku Pakistan (Private) Limited		55	55	929,500	929,500
Makro-Habib Pakistan Limited		100	100	223,885	223,885
Less: Provision for impairment				(223,885)	(223,885)
				—	—
				9,813,879	9,813,879
<b>Associates - at cost</b>					
	10.2				
<b>Quoted</b>					
Indus Motor Company Limited		6.22	6.22	48,900	48,900
Habib Insurance Company Limited		4.63	4.63	561	561
Agriauto Industries Limited		7.35	7.35	9,473	9,473
Shabbir Tiles & Ceramics Limited		1.30	1.30	21,314	21,314
				80,248	80,248
<b>Unquoted</b>					
Sindh Engro Coal Mining Company Limited	10.3	11.90	11.90	2,840,150	2,840,150
				2,920,398	2,920,398
<b>Other investments</b>					
<b>Listed shares - At FVOCI</b>					
Habib Sugar Mills Limited				149,352	116,757
GlaxoSmithKline (Pakistan) Limited				655	242
Haleon Pakistan Limited				369	149
Dynea Pakistan Limited				231,362	184,247
Allied Bank Limited				25,637	20,037
Habib Bank Limited				11,668	8,076
TPL Properties Limited				20,479	17,952
	10.4			439,522	347,460
				13,173,799	13,081,737

- 10.1 The Company, through its subsidiary, Thal Power (Private) Limited (TPPL), undertook to invest USD 34.3 million in PKR equivalent in ThalNova Power Thar (Private) Limited (TNPTL), a 330MW power plant in Thar. Upto the statement of financial position date, through TPPL, the Company has invested Rs. 6,091.33 million in TNPTL acquiring 609,132,957 ordinary shares having face value of Rs. 10 each. TNPTL achieved its financial close and commercial operations on September 30, 2020 and February 17, 2023, respectively.

To secure the Company's commitment as above, a commercial bank has issued a guarantee in favour of the TPPL amounting to Rs. 113.323 million (2024: Rs. 113.323 million).

- 10.2 Although the Company has less than 20% equity interest in all its associates, the management believes that significant influence over these associates exists by virtue of the Company's representation on the Board of Directors and participation in policy making decisions of the these companies.
- 10.3 This represents investment in Sindh Engro Coal Mining Company Limited (SECMC), an associate established for the construction of coal mine. Although the Company has less than 20% equity interest in the associate, the management believes that it has significant influence due to the contractual agreement with the shareholders. The Company invested a total of USD 23.1 million in PKR equivalent to develop a cumulative mine capacity of 7.6 mtpa. Phase I of the Project achieved commercial operations in July 2019 and Phase II achieved commercial operation in September 2022. As of the statement of financial position date, the Company has invested Rs. 2,840.15 million acquiring 191,643,025 ordinary shares having face value of Rs. 10 each, at a price of Rs. 14.82 per share.
- To secure the Company's commitment as above, a commercial bank has issued a guarantee in favour of the Company amounting to Rs. 726.876 million (2024: Rs. 960.476 million).
- 10.4 The cost of these investments is Rs. 54.648 million (2024: Rs. 54.648 million). The Company recognised gain of Rs. 92.062 million (2024: Rs. 140.161 million) on revaluation of these equity instruments in other comprehensive income.

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>11. LONG-TERM DEPOSITS AND ADVANCES</b>			
Utilities		16,471	16,956
Security deposits	11.1	7,470	7,470
Others		8,671	6,895
		<u>32,612</u>	<u>31,321</u>
11.1	These are not discounted to present value since the impact is not considered to be material to these unconsolidated financial statements.		
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>12. DEFERRED TAX ASSET</b>			
<b>Deductible temporary differences arising on:</b>			
Provisions		1,025,541	790,765
Lease liabilities		29,560	21,373
Unrealized loss on investments classified as FVPL		87	3,607
		<u>1,055,188</u>	<u>815,745</u>
<b>Taxable temporary differences arising on:</b>			
Accelerated tax depreciation		(450,438)	(512,828)
		<u>604,750</u>	<u>302,917</u>
<b>13. STORES, SPARES AND LOOSE TOOLS</b>			
Stores in hand		85,808	87,170
Spares in hand		295,127	266,367
Loose tools		283	248
Less: Provision for obsolescence	13.1 & 13.2	(140,011)	(132,266)
		<u>241,207</u>	<u>221,519</u>
13.1 <b>Movement - provision for obsolescence</b>			
Opening balance		132,266	103,007
Charge for the year - net		7,745	29,259
Closing balance		<u>140,011</u>	<u>132,266</u>

- 13.2 Aggregate cost of stores, spares and loose tools which have been provided for based on obsolescence amount to Rs. 224.140 million (2024: Rs. 241.310 million). Accordingly, net realisable value of such inventory amounts to Rs. 84.240 million (2024: Rs. 109.044 million).

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>14. STOCK-IN-TRADE</b>			
Raw material			
In hand	14.1	5,606,574	5,272,993
In transit		1,914,752	1,182,781
		<u>7,521,326</u>	<u>6,455,774</u>
Work-in-process		930,510	758,618
Finished goods		1,666,236	1,401,037
Less: Provision for obsolescence	14.2 & 14.3	<u>(781,613)</u>	<u>(842,870)</u>
		<u>9,336,459</u>	<u>7,772,559</u>

- 14.1 Raw materials amounting to Rs. 18.04 million (2024: Nil) are held with the sub-contractors.

	2025	2024
	----- (Rupees in '000) -----	
<b>14.2 Movement - provision for obsolescence</b>		
Opening balance	842,870	583,007
(Reversal) / charge for the year - net	<u>(61,257)</u>	<u>259,863</u>
Closing balance	<u>781,613</u>	<u>842,870</u>

- 14.3 Aggregate of raw material, work-in-process and finished goods which have been provided for based on obsolescence amount to Rs. 1,735.618 million (2024: Rs. 1,442.722 million). Accordingly, net realisable value of such stock-in-trade amounts to Rs. 955.268 million (2024: Rs. 599.852 million).

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>15. TRADE DEBTS</b>			
Considered good	15.1 & 15.2	5,821,755	5,078,718
Allowance for expected credit losses	15.3	<u>(112,413)</u>	<u>(109,615)</u>
		<u>5,709,342</u>	<u>4,969,103</u>
<b>15.1 This includes amount due from the following related parties:</b>			
Indus Motor Company Limited		1,322,948	827,713
Shabbir Tiles & Ceramics Limited		—	38,942
		<u>1,322,948</u>	<u>866,655</u>
<b>15.2 The maximum aggregate amount due from the related parties at the end of any month during the year is as follows:</b>			
Indus Motor Company Limited		<u>1,322,948</u>	<u>900,310</u>
Shabbir Tiles and Ceramics Limited		<u>26,010</u>	<u>38,942</u>
<b>15.3 Movement - allowance for expected credit losses</b>			
Opening balance		109,615	81,462
Charge for the year - net		10,016	44,836
Bad debts written off during the year		<u>(7,218)</u>	<u>(16,683)</u>
Closing balance		<u>112,413</u>	<u>109,615</u>

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>16. LOANS AND ADVANCES</b>			
<b>Loans - unsecured</b>			
Makro Habib Pakistan Limited (MHPL)	16.1	200,637	200,637
Allowance for expected credit losses	16.2	(200,637)	(200,637)
		<u>—</u>	<u>—</u>
<b>Advances - considered good</b>			
Suppliers - secured		181,322	156,717
Employees		1,540	5,714
		<u>182,862</u>	<u>162,431</u>
		<u>182,862</u>	<u>162,431</u>
16.1	The maximum aggregate amount due from MHPL at the end of any month during the year was Rs. 200.637 million (2024: Rs. 200.637 million).		
16.2	<b>Movement - allowance for expected credit losses</b>		
	Note	2025	2024
		----- (Rupees in '000) -----	
Opening balance		200,637	190,637
Charge for the year		—	10,000
Closing balance		<u>200,637</u>	<u>200,637</u>
<b>17. TRADE DEPOSITS AND SHORT-TERM PREPAYMENTS</b>			
<b>Trade deposits</b>			
Tender		1,220	72,768
Margin against letter of credit		89,345	3,172
Deposit against custom duty		7,182	7,182
Container deposits		14,090	11,575
Others		506	—
	17.1	<u>112,343</u>	<u>94,697</u>
<b>Short-term prepayments</b>			
Insurance	17.2	27,046	24,499
Others		44,099	25,496
		<u>71,145</u>	<u>49,995</u>
		<u>183,488</u>	<u>144,692</u>
17.1	These deposits are interest free.		
17.2	This includes prepaid insurance amounting to Rs. 18.575 million (2024: Rs. 12.779 million) paid to Habib Insurance Company Limited, a related party.		
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>18. OTHER RECEIVABLES</b>			
Duty drawback		54,851	40,544
Custom duty reimbursable	18.1 & 27.2	853,792	853,792
Receivable from Workers' Profit Participation Fund	18.2	12,191	7,533
Others	18.3	22,215	37,549
		<u>943,049</u>	<u>939,418</u>

- 18.1 This includes additional custom duty receivable from Indus Motor Company Limited amounting to Rs. 709.248 million. The maximum aggregate amount at the end of any month during the year is Rs. 709.248 million.

	Note	2025	2024
		----- (Rupees in '000) -----	
18.2 <b>Workers' Profit Participation Fund (WPPF)</b>			
Opening balance		7,533	(3,079)
Interest on funds utilised in the Company's business		—	(713)
Allocation for the current year	36	(12,809)	(18,465)
		(5,276)	(22,257)
Paid during the year		17,467	29,790
Closing balance		12,191	7,533
18.3 This includes receivable from the following related parties:			
Makro Habib Pakistan Private Limited		11,889	—
Indus Motor Company Limited		—	107
		11,889	107
18.4 The maximum aggregate amount due from related parties at the end of any month during the year is as follows:			
Indus Motor Company Limited		—	107
Makro Habib Pakistan Private Limited		11,889	—

	Note	2025	2024
		----- (Rupees in '000) -----	
19. <b>SHORT-TERM INVESTMENTS</b>			
<b>At fair value through profit or loss</b>			
Government securities (T-Bills & PIBs)	19.1 & 19.2	2,875,547	2,397,313
HLB Cash Fund	19.3	479,770	491,450
Meezan Cash Fund		468,303	—
Al-Habib Money Market Fund		462,043	—
Alfalah Money Market Fund II		458,129	—
UBL Money Market Fund		430,443	—
MCB Cash Management Optimizer Fund		408,896	—
Faysal Islamic Financial Growth Plan I		327,119	—
Pak Qatar Cash Plan		280,796	—
Atlas Liquid Fund		263,552	—
NBP Money Market Fund		242,409	—
Mahana Islamic Cash Fund		90,295	—
UBL Liquidity Plus Fund	19.3	52,963	488,968
Atlas Money Market Fund		—	288,908
Alfalah GHP Money Market Fund		—	488,092
NBP Mustakham Munafa		—	163,139
DCCL Trustee Pakistan Cash Management Fund		—	490,541
NBP Government Securities Plan		—	259,243
Al-Habib Cash Fund		—	288,928
National Investment Trust		—	486,767
Faysal Islamic Fund		—	294,574
ABL Cash Fund		—	491,476
Meezan Rozana Amdani Fund		—	489,407
		3,964,718	4,721,493
<b>At amortised cost</b>			
Term Deposit Receipts (TDRs)	19.4	169,771	169,771
Investment in First Habib Modaraba	19.5	500,000	—
		7,510,036	7,288,577



- 19.1 This includes treasury bills amounting to Rs. 2,375.56 million and carry profit yield ranging from 10.87% to 16.86% (2024: 18.85% to 21.70%) per annum and will mature latest by July 7, 2025.
- 19.2 This includes PIBs amounting to Rs. 499.99 million and carry coupon rate ranging from 11.07% to 11.21% (2024: 19.98% to 21.30% ) per annum and will mature latest by July 30, 2025.
- 19.3 Mutual fund units amounting to Rs. 305 million (2024: Rs. 274 million) are under lien as margin for security against State Bank of Pakistan's Temporary Economic Refinance Facility and State Bank of Pakistan's Refinance Facility for Renewable Energy from various commercial banks.
- 19.4 These carry profit yield ranging from 9% to 10.50% (2024: 20.40% to 22.20%) per annum and will mature latest by April 30, 2026. Further TDRs are pledged for obtaining solar loan from a commercial bank.
- 19.5 These carry profit at 11% (2024: nil) per annum and will mature latest by August 21, 2025.

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>20. CASH AND BANK BALANCES</b>			
Cash in hand		<b>5,313</b>	3,401
Bank balances			
Current accounts		<b>629,551</b>	583,978
Deposit accounts	20.1 & 20.2	<b>746,574</b>	859,742
		<b>1,376,125</b>	1,443,720
		<b>1,381,438</b>	1,447,121

- 20.1 These carry interest at rate of 10.1% (2024: 20.5%) per annum.
- 20.2 This includes a special bank account maintained in respect of security deposit in compliance with the requirements of Companies Act, 2017.

## 21. SHARE CAPITAL

### 21.1 Authorised Capital

The Company has authorised capital of 200 million ordinary shares of Rs. 5/- each amounting to Rs. 1,000 million.

### 21.2 Issued, subscribed and paid-up capital

2025	2024		2025	2024
Number of ordinary shares of Rs. 5/- each			----- (Rupees in '000) -----	
<b>5,149,850</b>	5,149,850	Fully paid in cash	<b>25,750</b>	25,750
<b>64,640,390</b>	64,640,390	Issued as fully paid bonus shares	<b>323,202</b>	323,202
<b>11,239,669</b>	11,239,669	Shares issued under the Scheme of Arrangement for Amalgamation	<b>56,198</b>	56,198
<b>81,029,909</b>	81,029,909		<b>405,150</b>	405,150

- 21.3 Voting rights and board selection are in proportion to the shareholding.

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>22. RESERVES</b>			
<b>Capital reserves</b>			
Reserve on merger of former Pakistan Jute and Synthetics Limited and former Thal Jute Mills Limited		13,240	13,240
Reserve on merger of former Pakistan Paper Sack Corporation Limited and former Khyber Papers (Private) Limited		42,464	42,464
Reserve on merger of A-One Enterprises (Private) Limited		951,211	951,211
		<b>1,006,915</b>	<b>1,006,915</b>
<b>Revenue reserves</b>			
General reserve		28,988,500	27,388,500
Unappropriated profit		2,301,313	2,153,887
		<b>31,289,813</b>	<b>29,542,387</b>
Gain on revaluation of investments held at fair value through OCI		384,874	292,812
		<b>32,681,602</b>	<b>30,842,114</b>
<b>23. LONG-TERM DEPOSITS AND PAYABLES</b>			
Deposits with: - related party	23.1	708	708
- others		755	755
Payable in respect of Gas Infrastructure Development Cess		14,545	14,545
Less: Current portion		(5,495)	(5,495)
		<b>9,050</b>	<b>9,050</b>
		<b>10,513</b>	<b>10,513</b>
23.1	This represents security deposit received from Shabbir Tiles & Ceramics Limited, a related party in respect of godown space rented thereto.		
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>24. LONG-TERM BORROWINGS - secured</b>			
SBP's Temporary Economic Refinance Facility	24.1	1,139,188	1,323,614
Less: Deferred income	26	(171,932)	(225,650)
Less: Current portion		(183,459)	(183,459)
		<b>783,797</b>	<b>914,505</b>
SBP's Financing Scheme for Renewable Energy	24.2	226,303	277,403
Less: Deferred income	26	(30,380)	(40,160)
Less: Current portion		(36,154)	(49,800)
		<b>159,769</b>	<b>187,443</b>
Long-term loan	24.3	2,394,287	2,650,657
Less: Current portion		(550,247)	(183,782)
		<b>1,844,040</b>	<b>2,466,875</b>
	24.4	<b>2,787,606</b>	<b>3,568,823</b>
24.1	In 2020, SBP introduced Temporary Economic Refinance Facility to facilitate purchase of new plant and machinery to be used for setting up of new projects in all sectors. The total amount of the facilities from various commercial banks is Rs. 1,510 million. The facilities carry interest at rates ranging from 1.95% to 3.00% per annum and are repayable in 32 equal quarterly installments starting from July 2023. The facilities are secured against charge against the underlying fixed assets and pledge over mutual fund units.		

- 24.2 In 2016, SBP introduced Refinance Scheme for Renewable Energy to encourage and facilitate purchase and installation of renewable energy facilities. Through a circular issued in 2019, the expiry period of the scheme was extended to June 30, 2022. The total amount of the facilities from various commercial banks is Rs. 358 million. The facilities carry interest at rates ranging from 2.45% to 3.45% per annum and are repayable in 40 equal quarterly installments. The facilities are secured against charge against the underlying fixed assets.
- 24.3 In 2022, the Company obtained long-term loan from a commercial bank for investment in ThalNova Power Thar (Private) Limited through its subsidiary, Thal Power (Private) Limited. The facilities carry interest at 3-month KIBOR + 0.25% per annum and are repayable in 20 equal quarterly installments starting from March 2024. The facility is secured against charge against fixed assets of the Company. In 2023 and 2024, Company also obtained long-term loan from a commercial bank for installation of solar power system. The facility carries interest rate of 3-month KIBOR + 0.25% per annum and are repayable in 18 equal quarterly installments starting from March 2025. The facilities are secured against charge against the underlying fixed assets.
- 24.4 Under the terms of the loan agreements, the Company is required to comply with the following financial covenants on an annual basis:

#### Financial covenants

Minimum current ratio of 1.0 times to be maintained

Maximum financial leverage - 3 times

Maximum interest coverage ratio of greater than 1.25 times to be maintained

Minimum debt service coverage ratio of 1.25x to be maintained

The Company has complied with these covenants throughout the financial year. Further, there are no indications that Company would have difficulties in complying with the covenants as at June 30, 2026.

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>25. LEASE LIABILITIES</b>			
Opening balance		54,805	79,810
Re-assessment of lease liabilities		50,632	–
Accretion of interest during the year	38	4,789	6,568
Less: Lease rentals paid during the year		(34,429)	(31,573)
Closing balance		75,797	54,805
Less: Current portion		(28,932)	(29,996)
		<u>46,865</u>	<u>24,809</u>
<b>26. DEFERRED INCOME</b>			
Deferred income	26.1 & 26.2	202,312	265,810
Less: Current portion of deferred income		(56,166)	(63,487)
		<u>146,146</u>	<u>202,323</u>
<b>26.1 Movement - deferred income</b>			
Opening balance		265,810	338,270
Amortisation during the year	38	(63,498)	(72,460)
Closing balance		<u>202,312</u>	<u>265,810</u>
26.2	This relates to benefit of SBP's Temporary Economic Refinance Facility and SBP's Financing Scheme for Renewable Energy at below-market interest rate. The deferred income is being amortised to profit or loss on a systematic basis over the period during which the related interest expense, which it is intended to compensate, is expensed.		

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>27. TRADE AND OTHER PAYABLES</b>			
Creditors	27.1	<b>1,989,979</b>	1,327,775
Accrued liabilities	27.1	<b>2,533,859</b>	1,854,771
Additional custom duty	27.2	<b>789,186</b>	820,059
Salaries payable		<b>13,401</b>	12,915
Advances from customers (contract liabilities)	27.3	<b>70,335</b>	178,671
Royalty payable	27.4	<b>130,186</b>	69,507
Security deposits		<b>1,190</b>	1,614
Payable to retirement benefit fund		<b>17,004</b>	16,813
Payable to provident fund		<b>12,840</b>	5,331
Levies payable		<b>8,542</b>	345,390
Other liabilities	27.5	<b>168,664</b>	181,451
		<b>5,735,186</b>	<b>4,814,297</b>
27.1 This includes amounts due to the following related parties:			
Habib Insurance Company Limited		<b>609</b>	1,767
Noble Computer Services (Private) Limited		<b>718</b>	883
		<b>1,327</b>	<b>2,650</b>
27.2 It includes an amount of Rs. 777.91 million (2024: Rs. 777.91 million) which pertains to 2021 in which the Federal Board of Revenue vide its SRO dated June 28, 2019 imposed additional custom duty on the imports of certain items specified in the First Schedule to the Customs Act, 1969. The Company aggrieved by the notification is contesting its applicability by filing appeal before the Appellate Tribunal Customs Karachi (ATC) where the hearing is currently pending.			
In order to secure the Company's commitment as above, a commercial bank has issued a guarantee in favour of the Company amounting to Rs. 74.660 million (2024: Rs. 74.660 million).			
With reference to the above, Indus Motor Company Limited (IMC), a related party, has committed to reimburse the Company for any outflow that it may incur on account of additional customs duty paid on goods imported for supplies made to IMC. Accordingly, a reimbursement asset is recorded as disclosed in note 18 to these unconsolidated financial statements.			
27.3 Revenue recognised during the year that was included in contract liabilities balance at the beginning of the year amounts to Rs. 178.671 million (2024: Rs. 43.126 million).			
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>27.4 Royalty payable</b>			
Opening balance		<b>69,507</b>	131,752
Charge for the year	33.2	<b>177,063</b>	115,833
Paid during the year		<b>(116,384)</b>	(178,078)
Closing balance		<b>130,186</b>	69,507
<b>27.5 Other liabilities</b>			
Withholding tax payable		<b>17,241</b>	36,489
Employees Old-Age Benefits Institution		<b>78,931</b>	80,879
Workers' Welfare Fund		<b>25,847</b>	21,818
Others		<b>46,645</b>	42,265
		<b>168,664</b>	181,451
<b>28. WARRANTY OBLIGATIONS</b>			
Warranty obligations	28.1	<b>791,225</b>	921,900

	Note	2025	2024
		----- (Rupees in '000) -----	
28.1	<b>Movement of warranty obligations</b>		
	Opening balance	921,900	857,171
	(Reversal) / charge for the year	(118,031)	71,068
	Claims paid during the year	(12,644)	(6,339)
	Closing balance	791,225	921,900

## 29. SHORT TERM BORROWING - Secured

	Export Refinance Facility	29.1	780,000	780,000
29.1	This represents Export Refinance Facility obtained by the Company from various commercial banks. The total amount of the facility is Rs. 780 million. It carries markup at rates ranging from 8.5% to 9% per annum (2024: 17% to 19% per annum) and is payable within 180 days on rollover basis. The facility is secured against a joint Pari Passu hypothecation charge on all present and future stocks and book debts of the Company.			

	Note	2025	2024
		----- (Rupees in '000) -----	
30	<b>INCOME TAX - net</b>		
	Group Tax Relief adjustments	(593,466)	(593,466)
	Income tax provision less tax payments - net	1,510,683	1,040,278
		917,217	446,812

30.1 In terms of the provisions of Section 59B of the Income Tax Ordinance, 2001 (the Ordinance), a subsidiary company may surrender its tax losses in favour of its holding company for a set off against the income of its Holding Company subject to certain conditions as prescribed under the Ordinance.

Accordingly, the Company adjusted its tax liabilities for the tax years 2008 to 2010 by acquiring the losses of its subsidiary company and consequently an aggregate sum of Rs. 593.466 million equivalent to the tax value of the losses acquired had been paid to the subsidiary company.

The original assessments of the Company for the tax years 2008 to 2010 were amended under Section 122(5A) of the Ordinance by the tax authorities by disallowing Group Relief claimed by the Company under Section 59B of the Ordinance aggregating to Rs. 593.466 million. The Company preferred appeals against the said amended assessments before the Commissioner Inland Revenue (Appeals) who vide his orders dated June 10, 2011 and July 11, 2011 has held that the Company is entitled to Group Relief under Section 59B of the Ordinance. However, the tax department filed an appeal before the Appellate Tribunal Inland Revenue (ATIR) against the Commissioner Inland Revenue (Appeal) (CIR) Order. The ATIR has passed an order in favour of the Company for the above tax years. In response, the tax department filed reference application / appeal against the order of ATIR before the High Court of Sindh and with the Chairman ATIR which are under the process of hearings.

## 31. CONTINGENCIES AND COMMITMENTS

### 31.1 Contingencies

31.1.1 As of June 30, 2025, the Company has no contingencies other than those disclosed in notes 30.1 and 39.4 to these unconsolidated financial statements.

		2025	2024
		----- (Rupees in '000) -----	
31.2	<b>Commitments</b>		
31.2.1	Post dated cheques issued to Collector of Custom and a customer against advance export proceeds	81,965	4,664
31.2.2	Outstanding letters of credit	4,359,304	2,890,912



	Note	2025	2024
		----- (Rupees in '000) -----	
31.2.3 Letter of guarantees issued by banks on behalf of the Company in respect of financial commitments of the Company.	31.2.6	<u>6,402,027</u>	<u>5,053,892</u>
31.2.4 Commitments in respect of raw-material		<u>943,170</u>	<u>312,907</u>
31.2.5 Commitments in respect of investments are disclosed in notes 10.1 and 10.3 to these unconsolidated financial statements.			
31.2.6 This includes guarantee secured by assets disclosed in note 7.1.4 to these unconsolidated financial statements.			
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>32. REVENUE FROM CONTRACTS WITH CUSTOMERS</b>			
Export sales		3,554,617	3,387,251
Local sales		<u>30,783,448</u>	<u>27,404,788</u>
		<u>34,338,065</u>	<u>30,792,039</u>
Less: Sales tax		<u>(4,725,933)</u>	<u>(4,240,027)</u>
Sales discount		<u>(216)</u>	<u>(1,412)</u>
		<u>(4,726,149)</u>	<u>(4,241,439)</u>
		<u>29,611,916</u>	<u>26,550,600</u>
<b>33. COST OF SALES</b>			
Raw material consumed	33.1	21,068,454	18,428,526
Salaries, wages and benefits	33.3	3,234,168	2,803,251
Stores and spares consumed		383,247	394,565
Repairs and maintenance		150,674	142,702
Power and fuel		647,512	774,596
Rent, rates and taxes		8,160	6,362
Vehicle running and maintenance		40,094	43,019
Insurance		26,062	28,962
Communication		19,056	18,706
Travelling and conveyance		25,288	25,443
Entertainment		1,232	1,202
Printing and stationery		12,690	10,201
Legal and professional expenses		24,936	28,043
Computer accessories and software maintenance fee		32,460	25,324
Royalty	33.2	177,063	115,833
Depreciation on operating fixed assets	7.2	1,024,715	934,155
Amortisation on intangible assets	8.1	118,880	65,370
Research		17,997	15,390
Technical assistance fee		—	157
Others		5,493	4,847
		<u>27,018,181</u>	<u>23,866,654</u>
Work-in-process			
Opening		758,618	513,289
Closing		<u>(930,510)</u>	<u>(758,618)</u>
		<u>(171,892)</u>	<u>(245,329)</u>
<b>Cost of goods manufactured</b>		<u>26,846,289</u>	<u>23,621,325</u>
Finished goods			
Opening		1,401,037	1,533,857
Closing		<u>(1,666,236)</u>	<u>(1,401,037)</u>
		<u>(265,199)</u>	<u>132,820</u>
		<u>26,581,090</u>	<u>23,754,145</u>

		2025	2024
		----- (Rupees in '000) -----	
33.1	<b>Raw material consumed</b>		
	Opening stock	6,455,774	8,398,778
	Purchases	22,134,006	16,485,522
	Closing stock	(7,521,326)	(6,455,774)
		<u>21,068,454</u>	<u>18,428,526</u>

33.2	<b>Royalty</b>				
	Party name	Registered address / Country of Incorporation	Relationship with Company or its directors	2025	2024
				----- (Rupees in '000) -----	
	Denso Corporation	448-8661 1-1, Showa-Cho, Kariya-city, Aichi-Pref., Japan	None	85,351	52,954
	Furukawa Electric Company Limited	1000, Amago, Koura, Inukami, Shiga Pref, 522-0242, Japan	None	68,168	50,586
	Yazaki Corporation	4-28 1-Chome, Mita, Minato-ku Tokyo Japan	None	19,594	8,378
	THN	43, Seongseo-ro 71-gil Dalseo-gu, Daegu, The Republic of Korea	None	2,590	2,981
	Kyungshin Corporation	98, Gaetbeoi-Ro, Yeonsu-Gu, Incheon, Republic of Korea	None	1,360	934
				<u>177,063</u>	<u>115,833</u>

33.3 This includes charge of Rs. 67.99 million (2024: Rs. 63.87million) in respect of defined contribution plan.

		Note	2025	2024
			----- (Rupees in '000) -----	
34.	<b>DISTRIBUTION AND SELLING EXPENSES</b>			
	Salaries and benefits	34.1	205,813	178,550
	Vehicle running expense		22,770	22,652
	Utilities		1,804	1,574
	Insurance		12,988	12,289
	Rent, rates and taxes		4,084	5,858
	Communication		3,926	2,869
	Advertisement and publicity		27,112	15,445
	Travelling and conveyance		36,365	35,914
	Entertainment		1,933	1,542
	Printing and stationery		523	525
	Legal and professional		3,027	-
	Computer accessories		3,870	2,114
	Research and development		3	32
	Depreciation on operating fixed assets	7.2	5,347	3,732
	Amortisation on intangible assets	8.1	43	166
	Repairs and maintenance		796	866
	Export expenses		49,417	54,311
	Freight expenses		491,420	377,380
	Provision for warranty obligations	28.1	-	71,068
	Commission and brokerage		579	3,056
	Others		972	4,602
			<u>872,791</u>	<u>794,545</u>

34.1 This includes charge of Rs. 7.86 million (2024: Rs. 6.72 million) in respect of defined contribution plan.

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>35. ADMINISTRATIVE EXPENSES</b>			
Salaries and benefits	35.1	933,656	730,407
Vehicle running expense		40,674	40,483
Printing and stationery		4,195	4,359
Rent, rates and taxes		12,149	3,372
Utilities		15,004	13,017
Insurance		2,077	2,489
Entertainment		3,549	2,658
Subscription		5,459	1,766
Communication		7,205	6,109
Advertisement and publicity		2,669	2,546
Repairs and maintenance		16,329	11,217
Travelling and conveyance		32,774	17,661
Legal and professional advisory services		305,309	274,637
Computer accessories		34,125	16,303
Auditors' remuneration	35.2	8,470	7,814
Depreciation on operating fixed assets	7.2	77,514	62,444
Amortisation on intangible assets	8.1	1,455	3,780
Depreciation on investment property	9	4	2
Charity and donations	35.3 & 35.4	30,649	40,124
Directors' fee and meeting expenses		2,538	1,838
Others		1,091	307
		<u>1,536,895</u>	<u>1,243,333</u>

35.1 This includes charge of Rs. 31.79 million (2024: Rs. 26.29 million) in respect of defined contribution plan.

	2025	2024
	----- (Rupees in '000) -----	
<b>35.2 Auditors' remuneration</b>		
Audit fee	4,300	4,220
Half-yearly review	900	630
Other certification	2,241	1,955
Out of pocket expenses	1,029	1,009
	<u>8,470</u>	<u>7,814</u>

### 35.3 Charity and donations

Charity and donations include donations to following organisations in which directors or their spouses are interested:

Name of donee	Address of donee	Name of directors / spouse	2025 ----- (Rupees in '000) -----	2024
Mohamedali Habib Welfare Trust	2nd Floor, House of Habib, 3-Jinnah Co-operative Housing Society, Block 7/8, Shahrah-e-Faisal, Karachi.	Mr. Rafiq M. Habib Trustee	—	3,045
Habib Education Trust	4th floor, United Bank building, I.I. Chundrigar Road, Karachi.	Mr. Mohamedali R. Habib - Trustee	3,000	—
Ghulaman-e-Abbas Educational and Medical Trust	Bab-e-Ali, Al-alamdar Building, Near Lyari Expressway, Mauripur Road, Karachi	Mr. Rafiq M. Habib Trustee	—	5,000
Hussaini Haemotology & Oncology Trust	43-Rehmat Manzil, Bhurgari Road, Numaish, Karachi.	Mr. Mohamedali R. Habib - Trustee	200	—
Anjuman-e-Behbood Samat-e-Itfai	ABSA School 26-C National Highway, Korangi Road, Karachi.	Mrs. Rafiq M. Habib Vice President	200	255

### 35.4 Donees to whom donations exceed 10% of total donation or Rs. 1 million, whichever is higher is as follows:

Name of donee	Note	2025 ----- (Rupees in '000) -----	2024
The Citizens Foundation		6,700	6,936
Patient's Aid Foundation		5,692	4,200
Indus Hospital and Health Network		6,000	6,000
Saylani International Trust		6,000	5,000

### 36. OTHER CHARGES

Workers' profits participation fund	18.2	12,809	18,465
Workers' welfare fund		20,612	12,357
Exchange loss		71,722	1,381
Loss on revaluation of investments classified as FVPL		579	9,634
Allowance for expected credit losses		10,016	44,836
Charge of provision for impairment of loan - MHPL	16.2	—	10,000
		<u>115,738</u>	<u>96,673</u>

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>37. OTHER INCOME</b>			
<b>Income from financial assets</b>			
Dividend income from related parties			
Indus Motor Company Limited		826,410	492,423
Habib Insurance Company Limited		5,735	3,585
Shabbir Tiles and Ceramics Limited		2,341	—
Sindh Engro Coal Mining Company Limited		—	346,282
Habib Metro Pakistan (Private) Limited		1,200,088	939,283
		<u>2,034,574</u>	<u>1,781,573</u>
Dividend income from others			
Dynea Pakistan Limited		12,255	14,297
Habib Sugar Mills Limited		11,201	11,201
Allied Bank Limited		2,909	2,455
Habib Bank Limited		1,091	798
GlaxoSmithKline Pakistan Limited		27	—
Mutual Funds		57,934	441,678
		<u>85,417</u>	<u>470,429</u>
Interest on			
Deposit accounts		83,557	133,745
Term deposit receipts		36,462	12,814
		<u>120,019</u>	<u>146,559</u>
Gain on sale of government securities		433,687	313,453
Gain on disposal of investment in mutual funds		580,088	24,060
Reversal of warranty obligation	28.1	118,031	—
Liability no longer payable		—	77,929
		<u>3,371,816</u>	<u>2,814,003</u>
<b>Income from non financial assets</b>			
Gain on disposal of operating fixed assets		18,041	21,934
Rental income	9.1 & 37.1	3,709	3,591
Service income	37.2	32,400	32,400
Scrap sales		43,637	56,601
Claim from customers		128,294	162,826
Duty drawback		37,751	41,077
		<u>263,832</u>	<u>318,429</u>
		<u>3,635,648</u>	<u>3,132,432</u>
<b>37.1 Maturity analysis of operating lease payments</b>			
The future aggregate minimum rentals receivable under non-cancellable operating leases are as follows:			
Within one year		<u>3,709</u>	<u>3,591</u>
<b>37.2</b>			
The Company has a service agreement with Thal Boshoku Pakistan (Private) Limited. As per the agreement, the Company provides service and support for production, plant maintenance, engineering, imports, logistics, material handling, sales administration, human resource, general administration, financial, corporate, legal and tax advisory.			



	Note	2025	2024
		----- (Rupees in '000) -----	
<b>38. FINANCE COSTS</b>			
Interest on			
Export Refinance Scheme		112,579	102,220
State Bank of Pakistan's Refinance Scheme for Temporary Economic Relief		80,998	92,958
State Bank of Pakistan's Financing Scheme for Renewable Energy		71,204	26,769
Long-term loan		350,204	543,038
Running finance facilities		5,205	1,063
Lease liabilities	25	4,789	6,568
Amortisation of deferred income	26.1	(63,498)	(72,460)
		561,481	700,156
Bank charges and commission		37,813	29,258
		599,294	729,414
<b>39. LEVY AND TAXATION</b>			
Levy	39.1	65,787	445,515
Taxation	39.2	918,244	428,979
		984,031	874,494

39.1 This represents final taxes paid under sections 113, 150 and 154 of Income Tax Ordinance, 2001, representing levy in terms of requirements of IFRIC 21 / IAS 37.

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>39.2 Taxation</b>			
Current		1,273,315	624,663
Prior		(53,238)	(184,267)
		1,220,077	440,396
Deferred		(301,833)	(11,417)
	39.4	918,244	428,979
<b>39.3 Relationship between income tax expense and accounting profit</b>			
Profit before taxation		3,541,756	3,064,922
Tax at the rate of 39% (2024: 39%)		1,381,285	1,195,320
<b>Tax effects of:</b>			
Levy being separately classified		25,657	129,199
Permanent differences		(5,560)	(6,857)
Income on which levy is charged		(41,413)	(217,807)
Prior year charge		(53,238)	(184,267)
Dividend income from associates		(284,840)	(249,420)
Others		(103,647)	(237,189)
		918,244	428,979
Average effective tax rate		26%	14%

39.4 This includes super tax on high earning persons. Vide Finance Act 2023, rates for super tax were increased with maximum rate upto 10% with retrospective effect for tax year 2023. Company, being effected with retrospective application, approached the Islamabad High Court (IHC) and obtained favourable order, whereby higher rates has been suspended, and income on which the final tax regime is applicable has been excluded from the ambit of super tax. As per suspended law, applicable rate of tax for the Company is 10% on total income. The tax department have filed an Intra Court Appeal against the IHC order; however, during the year, the matter was transferred to the Supreme Court of Pakistan, where it is currently pending adjudication.

#### 40. EARNINGS PER SHARE - BASIC AND DILUTED

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

	2025	2024
	----- (Rupees in '000) -----	
Net profit for the year	<u>2,557,725</u>	<u>2,190,428</u>
	Number of shares in thousands	
Weighted average number of ordinary shares of Rs. 5/- each	<u>81,030</u>	<u>81,030</u>
	----- (Rupees) -----	
Earnings per share - basic and diluted	<u>31.57</u>	<u>27.03</u>

Note	2025	2024
	----- (Rupees in '000) -----	

#### 41. CASH GENERATED FROM OPERATIONS

Profit before taxation		<b>3,475,969</b>	2,619,407
Adjustments for non-cash charges and other items:			
Depreciation:			
Right of use assets	7.1	<b>24,181</b>	24,182
Others	7.1 & 9	<b>1,083,399</b>	976,149
Amortisation	8.1	<b>120,378</b>	69,316
Finance costs on:			
Long-term loans	38	<b>350,204</b>	543,038
Others	38	<b>249,090</b>	186,376
Levy	39	<b>65,787</b>	445,515
Interest income	37	<b>120,019</b>	(146,559)
Liabilities no longer payable written back	37	<b>—</b>	(77,929)
(Reversal) / provision for warranty obligation		<b>(118,031)</b>	71,068
Gain on revaluation / redemption of investments classified at FVPL	36 & 37	<b>(1,013,196)</b>	(327,874)
Dividend income	37	<b>(2,119,991)</b>	(2,252,002)
Charge of allowance for expected credit losses	15.3	<b>10,016</b>	44,836
(Reversal) / Charge for provision of stock-in-trade and stores and spares		<b>(53,512)</b>	289,122
Provision for retirement benefits		<b>15,553</b>	12,331
Charge of provision against non-current assets held for sale		<b>—</b>	10,000
Gain on disposal of operating fixed assets		<b>(18,041)</b>	(21,934)
		<b>1,524,182</b>	(154,365)
		<b>1,951,787</b>	2,465,042
(Increase) / decrease in current assets			
Stores, spares and loose tools		<b>(27,433)</b>	(54,025)
Stock-in-trade		<b>(1,502,643)</b>	1,830,495
Trade debts		<b>(750,255)</b>	(1,378,119)
Loans and advances		<b>(20,431)</b>	150,636
Trade deposits and short-term prepayments		<b>(38,796)</b>	1,324,049
Other receivables		<b>(3,631)</b>	(124,618)
Sales tax refundable		<b>(19,421)</b>	254,052
		<b>(2,362,610)</b>	2,002,470
Increase / (decrease) in current liabilities			
Trade and other payables		<b>1,257,548</b>	(884,704)
		<b>846,726</b>	3,582,808

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>42. CASH AND CASH EQUIVALENTS</b>			
Cash and bank balances	20	<b>1,381,438</b>	1,447,121
Short-term investments - T-bills		<b>2,171,856</b>	477,149
		<b>3,553,294</b>	1,924,270

#### 43. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

Related parties of the Company comprise of subsidiaries, associates, retirement funds, directors and key management personnel. Related party transactions are placed before the Audit Committee. These transactions are reviewed / recommended by the Audit Committee and approved by the Board on quarterly basis. Details of transactions with related parties, duly approved by the Board, during the year are as under:

Relationship	Nature of transactions	2025	2024
		----- (Rupees in '000) -----	
Subsidiaries	Professional services acquired	<b>301,998</b>	243,617
	Purchase of goods	<b>1,253</b>	333
	Service fee	<b>32,400</b>	32,400
Associates	Sale of goods	<b>10,800,715</b>	6,687,404
	Insurance premium	<b>54,483</b>	32,671
	Purchase of assets	<b>158,006</b>	28,626
	Insurance claim received	<b>2,884</b>	972
	Interest and bank charges	<b>51,001</b>	48,573
	Interest received	<b>245,475</b>	140,152
	Rent received	<b>3,709</b>	3,643
Employee benefit plans	Contribution to provident fund	<b>92,090</b>	84,546
	Contribution to retirement benefit fund	<b>15,553</b>	12,331

- 43.1 Transactions with key management personnel are disclosed in note 45 to these unconsolidated financial statements.
- 43.2 Receivable from and payable to related parties as at June 30, 2025 are disclosed in the respective notes to the unconsolidated financial statements.
- 43.3 Following are the related parties of the Company with whom the Company had entered into transactions or have arrangement/agreement in place as per mutually agreed terms and conditions.

S. No.	Company name	Basis of association	Aggregate % of shareholding	Nature of transactions
1.	Noble Computer Services (Private) Limited	Subsidiary (note 43.3.1)	100%	Professional services acquired
2.	Pakistan Industrial Aids (Private) Limited	Subsidiary (note 43.3.1)	100%	Purchase of goods
3.	Habib METRO Pakistan (Private) Limited	Subsidiary (note 43.3.1)	60%	Dividend received
4.	Makro-Habib Pakistan Limited	Subsidiary (note 43.3.1)	100%	Tax receivable
5.	Thal Boshoku Pakistan (Private) Limited	Subsidiary (note 43.3.1)	55%	Service fees
6.	Thal Power (Private) Limited	Subsidiary (note 43.3.1)	100%	Equity investment
7.	Sindh Engro Coal Mining Company Limited	Associate (note 43.3.1)	11.90%	Equity investment
8.	Indus Motor Company Limited	Associate (note 43.3.1)	6.22%	Sales of goods / Purchase of assets
9.	Shabbir Tiles and Ceramics Limited	Associate note 43.3.1)	1.30%	Sales and rent received
10.	Habib Insurance Company Limited.	Associate (note 43.3.1)	4.63%	Insurance premium paid and insurance claim received
11.	Agriauto Industries Limited	Associate (note 43.3.1)	7.35%	None
12.	Habib Metropolitan Bank Limited	Common directorship (note 43.3.1)	–	Mark-up and bank charges paid and interest received
13.	Thal Limited - Employees' Provident Fund	Retirement benefit fund	–	Contribution made
14.	Thal Limited - Employees' Retirement Benefit Fund	Retirement benefit fund	–	Contribution made

43.3.1 These entities are associated companies / undertakings of the Company under Companies Act, 2017.

#### 44. SHARIAH COMPLIANCE

	Note	2025			2024		
		Convent- ional	Shariah compliant	Total	Convent- ional	Shariah compliant	Total
----- (Rupees in '000) -----							
<b>Unconsolidated statement of financial position</b>							
<b>Assets:</b>							
Long-term investments	10	13,173,799	—	13,173,799	13,081,737	—	13,081,737
Interest accrued		16,103	—	16,103	21,024	—	21,024
Short-term investments	19	7,010,036	500,000	7,510,036	7,288,577	—	7,288,577
Cash and bank balances	20	1,350,975	30,463	1,381,438	1,358,649	88,472	1,447,121
<b>Liabilities:</b>							
Long-term borrowings	24	2,787,606	—	2,787,606	3,568,823	—	3,568,823
Current portion of long-term borrowing	24	769,860	—	769,860	417,041	—	417,041
Lease liabilities	25	46,865	—	46,865	24,809	—	24,809
Current portion of lease liabilities	25	28,932	—	28,932	29,996	—	29,996
Short-term borrowings	29	780,000	—	780,000	780,000	—	780,000
Accrued mark-up		56,519	—	56,519	95,290	—	95,290
<b>Unconsolidated statement of profit or loss</b>							
Revenue from contracts with customers	32	—	29,611,916	29,611,916	—	26,550,600	26,550,600
<b>Other income:</b>							
Dividend income	37	2,119,991	—	2,119,991	2,231,672	20,330	2,252,002
Interest in deposit accounts	37	83,557	—	83,557	133,745	—	133,745
Interest on TDRs	37	29,907	6,555	36,462	12,814	—	12,814
Gain on sale of government securities	37	433,687	—	433,687	313,453	—	313,453
Gain on disposal of investment in mutual funds	37	472,827	107,261	580,088	24,060	—	24,060
Reversal of warranty obligation	37	—	118,031	118,031	—	—	—
Liability no longer payable	37	—	—	—	—	77,929	77,929
Gain on disposal of operating fixed assets	37	—	18,041	18,041	—	21,934	21,934
Rental income	37	—	3,709	3,709	—	3,591	3,591
Service income	37	—	32,400	32,400	—	32,400	32,400
Scrap sales	37	—	43,637	43,637	—	56,601	56,601
Claim from customers	37	—	128,294	128,294	—	162,826	162,826
Duty drawback	37	—	37,751	37,751	—	41,077	41,077

- 44.1 The Company has balances with islamic banks amounting to Rs. 30.463 million. Additionally, short-term investments with shariah compliant financial institutions amounting to Rs. 500 million.



#### 45. REMUNERATION OF CHIEF EXECUTIVE OFFICER, DIRECTORS AND EXECUTIVES

	2025			2024		
	Chief executive	Directors	Executives	Chief executive	Directors	Executives
	(Rupees in '000)					
Managerial remuneration	110,518	—	752,206	94,775	—	607,102
Bonus	32,155	—	41,660	38,494	—	153,959
Company's contribution to provident fund	5,172	—	31,423	4,497	—	25,604
Company's contribution to retirement benefit fund	—	—	13,541	—	—	11,215
Other perquisites	—	—	12,696	—	—	8,199
	147,845	—	851,526	137,766	—	806,079
Number of persons	1	6	119	1	6	95

- 45.1 The chief executive officer, directors and certain executives of the Company are provided with free of cost use of company maintained cars.
- 45.2 During the year, an amount of Rs.1,680,000 (2024: Rs. 1,365,000) has been paid to non-executive directors, as fee for attending board and other meetings.

	2025	2024
<b>46. PLANT CAPACITY AND ACTUAL PRODUCTION</b>		
<b>Annual capacity</b>		
Jute (metric tons)	33,800	33,800
Auto air conditioners (units)	90,000	90,000
Paper bags (nos. 000s)	356,000	356,000
Woven polypropylene bags (nos. 000s)	90,000	90,000
Alternator (units)	90,000	90,000
Starter (units)	90,000	90,000
<b>Actual Production</b>		
Jute (metric tons)	12,311	18,080
Auto air conditioners (units)	34,305	15,512
Wire harness (units)	71,380	75,773
Paper bags (nos. 000s)	156,996	189,982
Woven polypropylene bags (nos. 000s)	83,624	80,770
Alternator (units)	21,802	10,609
Starter (units)	22,031	10,475
<b>Reason for shortfall</b>	<b>Low demand</b>	Low demand

- 46.1 The capacity of wire harness is dependent on product mix.
- 46.2 The production capacity of laminate operations depends on the relative proportion of various types of products.

#### 47. PROVIDENT FUND

Investments out of provident fund have been made in compliance with the provisions of section 218 of the Act and the rules formulated for this purpose.

#### 48. FINANCIAL INSTRUMENTS BY CATEGORY

2025

Note	Interest/Mark-up bearing			Non-Interest/Mark-up bearing				Subtotal	Total
	No maturity/on demand	Maturity upto one year	Maturity after one year	No maturity/on demand	Maturity upto one year	Maturity after one year			
(Rupees in '000)									
Financial assets									
Fair value through OCI									
10	-	-	-	-	439,522	-	-	439,522	439,522
Fair value through profit or loss									
19	-	2,875,547	-	-	3,964,718	-	-	3,964,718	6,840,265
Amortised cost									
11	-	-	-	-	-	-	32,612	32,612	32,612
15	-	-	-	-	5,709,342	-	-	5,709,342	5,709,342
16	-	-	-	-	1,540	-	-	1,540	1,540
17	-	-	-	-	21,778	-	-	21,778	21,778
	-	-	-	-	16,103	-	-	16,103	16,103
18	-	-	-	-	943,049	-	-	943,049	943,049
19	-	169,771	-	169,771	-	-	-	-	169,771
20	746,574	-	-	746,574	634,864	-	-	634,864	1,381,438
	746,574	3,045,318	-	3,791,892	5,039,104	6,691,812	32,612	11,763,529	15,555,421
Financial liabilities									
Amortised cost									
23	-	-	-	-	-	-	1,463	1,463	1,463
24	-	769,860	2,787,606	3,557,466	-	-	-	-	3,557,466
27	-	-	-	-	-	4,865,933	-	4,865,933	4,865,933
	-	-	-	-	-	56,519	-	56,519	56,519
	-	-	-	-	110,457	-	-	110,457	110,457
	-	-	-	-	26,809	-	-	26,809	26,809
25	-	28,932	46,865	75,797	-	-	-	-	75,797
29	-	780,000	-	780,000	-	-	-	-	780,000
	-	1,578,792	2,834,471	4,413,263	137,266	4,922,452	1,463	5,061,181	9,474,444

2024

Note	Interest /Mark-up bearing			Non-Interest /Mark-up bearing				Subtotal	Total
	No maturity/on demand	Maturity upto one year	Maturity after one year	No maturity/on demand	Maturity upto one year	Maturity after one year			
----- (Rupees in '000) -----									
<b>Financial assets</b>									
<b>Fair value through OCI</b>									
10	Long-term investments	-	-	-	347,460	-	-	347,460	347,460
<b>Fair value through profit or loss</b>									
19	Short-term investments	-	2,397,313	-	2,397,313	4,721,493	-	4,721,493	7,118,806
<b>Amortised cost</b>									
11	Long term deposits	-	-	-	-	-	31,321	31,321	31,321
15	Trade debts	-	-	-	-	4,969,103	-	4,969,103	4,969,103
16	Loans and advances	-	-	-	-	5,714	-	5,714	5,714
17	Trade deposits	-	-	-	-	18,757	-	18,757	18,757
	Interest accrued	-	-	-	-	21,024	-	21,024	21,024
18	Other receivables	-	-	-	-	939,418	-	939,418	939,418
19	Short-term investments	-	169,771	-	169,771	-	-	-	-
20	Cash and bank balances	859,742	-	-	859,742	587,378	-	587,378	1,447,121
		859,742	2,567,084	-	3,426,826	5,656,331	5,954,016	11,641,668	14,898,724
<b>Financial liabilities</b>									
<b>Amortised cost</b>									
23	Long-term deposits and payables	-	-	-	-	-	1,463	1,463	1,463
24	Long-term borrowings	-	417,041	3,568,823	3,985,864	-	-	-	3,985,864
27	Trade and other payables	-	-	-	-	-	-	-	-
	Accrued mark-up	-	-	-	-	3,468,563	-	3,468,563	3,468,563
	Unclaimed dividend	-	-	-	-	95,290	-	95,290	95,290
	Unpaid dividend	-	-	-	-	107,990	-	107,990	107,990
25	Lease liabilities	-	29,996	24,809	54,805	-	-	-	54,805
29	Short-term borrowings	-	780,000	-	780,000	-	-	-	780,000
		-	1,227,037	3,593,632	4,820,669	131,127	3,563,853	1,463	8,517,112

## 49. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial instruments expose it to a variety of financial risks namely operational risk, credit risk and market risk. The Board of Directors oversees policies for managing each of these risks which are summarised below.

### 49.1 Credit risk

Credit risk represents the accounting loss that would be recognised at the reporting date if counter parties failed completely to perform as contracted.

The maximum credit risk is equal to the carrying amount of financial assets. For banks and financial institutions, only independently rated parties with reasonable credit rating are accepted. For trade receivables and loans internal risk assessment process considers the credit risk of the customer / borrower, taking into account its financial position, past experience and other factors.

The carrying values of financial assets which are not impaired are as under:

	Note	2025 ----- (Rupees in '000) -----	2024
Long term deposits and advances	11	32,612	31,321
Trade debts	15	5,709,342	4,969,103
Loans and advances	16	1,540	5,714
Trade deposits and short-term prepayments	17	112,343	94,697
Interest accrued		16,103	21,024
Other receivables (excluding WPPF)	18	876,007	891,341
Short term investments	19	7,510,036	7,288,577
Bank balances	20	1,376,125	1,443,720
		<u>15,634,108</u>	<u>14,745,497</u>

Set out below is the information about the ageing of trade debts and related credit risk exposure as at the reporting date:

	Not overdue	Past due but not impaired				2025 Total	2024 Total
		01 to 30 days	31 to 60 days	61 to 90 days	Over 90 days		
		----- (Rupees in '000) -----					
Due from related parties	1,322,948	—	—	—	—	1,322,948	866,655
Other parties	3,202,680	497,459	291,819	239,778	267,071	4,498,807	4,212,063
Total	<u>4,525,628</u>	<u>497,459</u>	<u>291,819</u>	<u>239,778</u>	<u>267,071</u>	<u>5,821,755</u>	<u>5,078,718</u>
Expected credit loss	39,930	13,280	10,705	13,338	35,160	112,413	109,615
Expected credit loss effective rate	1%	3%	4%	6%	13%	2%	2%

The credit quality of financial assets other than bank balances and short term investments in T-bills can be assessed with reference to their historical performance with no or some defaults in recent history, however, no losses.

The credit quality of Company's bank balances and short term investments in T-bills can be assessed with reference to external credit ratings as follows:

Bank	Rating agency	Rating	
		Short-term	Long-term
Habib Metropolitan Bank Limited	PACRA	A1+	AA+
Bank Al Habib Limited	PACRA	A1+	AAA
Bank Alfalah Limited	PACRA	A1+	AAA
Standard Chartered Bank (Pakistan) Limited	PACRA	A1+	AAA
Faysal Bank Limited	PACRA	A1+	AA
Habib Bank Limited	VIS	A1+	AAA
Meezan Bank Limited	VIS	A1+	AAA
National Bank of Pakistan	PACRA	A1+	AAA
United Bank Limited	VIS	A1+	AAA
Telenor Microfinance Bank Limited	PACRA	A1	A+
Al Baraka Bank (Pakistan) Limited	VIS	A1	AA-
Bank of Punjab	PACRA	A1+	AA+
MCB Bank Limited	PACRA	A1+	AAA

#### 49.2 Market risk

Market risk is the risk that the value of the financial instruments may fluctuate as a result of changes in market currency rates, interest rates or the equity prices due to a change in credit rating of the issuer or the instrument, change in market sentiments, speculative activities, supply and demand of securities and liquidity in the market. There has been no change in the Company's exposure to market risk or the manner in which this risk is managed and measured.

Under market risk the Company is exposed to currency risk, interest rate risk, price risk and liquidity risk.

##### 49.2.1 Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign currency risk arises mainly where receivables and payables exist due to transactions in foreign currencies.

	2025	2024
	----- (FCY in '000) -----	
<b>USD</b>		
Bank balances	1,670	1,372
Trade receivables	2,435	2,356
Trade and other payables	(2,039)	(623)
	<u>2,066</u>	<u>3,105</u>
<b>EUR</b>		
Trade receivables	—	45
Trade payables	4,293	—
<b>JPY</b>		
Trade and other payables	—	(217)
<b>CNY</b>		
Trade and other payables	(84)	(4)
<b>AED</b>		
Trade receivables	2,307	539
<b>GBP</b>		
Trade receivables	—	2
Trade and other payables	(49)	—



The following exchange rates have been applied at the reporting date:

	2025	2024
	----- (Rs. / FCY) -----	
USD	<b>283.60</b>	278.80
EUR	<b>332.25</b>	298.41
JPY	<b>1.97</b>	1.73
CNY	<b>39.59</b>	38.53
AED	<b>77.76</b>	76.37
GBP	<b>388.97</b>	351.85

#### Sensitivity analysis:

The following table demonstrates the sensitivity to a reasonably possible change in the foreign exchange rate, with all other variables held constant, of the Company's profit before tax and the Company's equity.

	Change in exchange rate	Effect on profit before tax	Effect on equity
	%	----- (Rupees in '000) -----	
<b>2025</b>	<b>+ 10</b>	<b>74,292</b>	<b>52,748</b>
	<b>- 10</b>	<b>(74,292)</b>	<b>(52,748)</b>
2024	+ 10	92,033	68,749
	- 10	(92,033)	(68,749)

#### 49.2.2 Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's exposure to the risk of changes in market interest rates relates primarily to long term loans other than SBP loans, cash in deposit accounts and short-term borrowings.

#### Sensitivity analysis

The following figures demonstrate the sensitivity of a possible change in interest rate, with all other variables held constant, on the Company's profit before tax:

	Increase / decrease in basis points (KIBOR)	Effect on profit before tax
	----- (Rupees in '000) -----	
<b>2025</b>	<b>+ 100</b>	<b>23,609</b>
	<b>- 100</b>	<b>(23,609)</b>
2024	+ 100	27,304
	- 100	(27,304)

#### 49.2.3 Price risk

Price risk represents the risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market prices (other than those arising from currency risk), whether those changes are caused by factors specific to the individual financial instruments or its issuer or factors affecting all similar financial instruments traded in the market. The Company is exposed to price risk in respect of its investments in listed shares and mutual funds.

As at the statement of financial position date, the exposure to listed equity securities at fair value was Rs. 439.522 million. A decrease of 10% in the fair value of these securities would have a negative impact of approximately Rs 43.952 million on equity. An increase of 10% in the prices of these securities would positively impact equity with the similar amount.

#### 49.2.4 Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with the financial instruments.

Through its treasury function, the Company continually monitors its liquidity position and ensures availability of funds by maintaining flexibility in funding by keeping committed credit lines available.

The maturity profile of the Company's liabilities based on contractual maturities is disclosed in note 48 to these unconsolidated financial statements.

### 50. CAPITAL RISK MANAGEMENT

The Company's prime objective when managing capital is to safeguard its ability to continue as a going concern, maintain healthy capital ratios, strong credit rating and optimal capital structure in order to ensure ample availability of finance for its existing and potential investment projects, to maximize shareholder value and reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares or sell assets.

Consistent with others in the industry, the Company monitors capital on the basis of the gearing ratio. This ratio is calculated as proportion of borrowings to equity at year end.

The proportion of borrowings to equity at year end was:

	2025	2024
	----- (Rupees in '000) -----	
Total borrowings	<u>4,539,778</u>	<u>5,031,674</u>
Total equity	<u>33,086,752</u>	<u>5,031,674</u>
Gearing ratio	<u>14%</u>	<u>16%</u>

The Company finances its expansion projects through borrowings and management of its working capital with a view to maintain an appropriate mix between various sources of finance to minimize risk.

### 51. CHANGES IN LIABILITIES TO CASH FLOWS ARISING FROM FINANCING ACTIVITIES:

	2025			
	Dividends	Lease liabilities	Long-term borrowing (including deferred income)	Short-term borrowings
	----- (Rupees in '000) -----			
Balance at beginning of the year	131,127	54,805	4,251,674	780,000
<b>Changes from financing cash flows</b>				
Dividend paid during the year	(804,160)	—	—	—
Payments made during the year	—	(34,429)	(867,306)	(112,579)
Financing obtained during the year - net	(804,160)	(34,429)	(867,306)	(112,579)
<b>Other changes</b>				
Dividend declared during the year	810,299	—	—	—
Finance cost during the year	—	4,789	502,406	112,579
amortisation of deferred income	—	—	(63,498)	—
	810,299	4,789	438,908	112,579
Balance at end of the year	<u>137,266</u>	<u>25,165</u>	<u>3,823,276</u>	<u>780,000</u>

	2024			
	Dividends	Lease liabilities	Long-term borrowing (including deferred income)	Short-term borrowings
	(Rupees in '000)			
Balance at beginning of the year	126,982	79,810	4,127,990	555,000
<b>Changes from financing cash flows</b>				
Dividend paid during the year	(684,610)	—	—	—
Payments made during the year	—	(31,573)	(466,621)	122,780
Financing obtained during the year - net	—	—	—	—
	(684,610)	(31,573)	(466,621)	122,780
<b>Other changes</b>				
Dividend declared during the year	688,755	—	—	—
Finance cost during the year - net	—	6,568	662,765	102,220
amortisation of deferred income	—	—	(72,460)	—
	688,755	6,568	590,305	102,220
Balance at end of the year	131,127	54,805	4,251,674	780,000

## 52. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. The carrying values of all financial assets and liabilities reflected in the unconsolidated financial statements approximate their fair values.

### Fair value hierarchy

The different levels of fair valuation methods have been defined as follows:

- Quoted prices 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).

		2025			
	Note	Level 1	Level 2	Level 3	Total
		(Rupees in '000)			
<b>Assets</b>					
Investments carried at fair value through OCI	10	439,522	—	—	439,522
Investments carried at fair value through profit or loss	19	—	6,840,265	—	6,840,265

		2024			
	Note	Level 1	Level 2	Level 3	Total
		----- (Rupees in '000) -----			
<b>Assets</b>					
Investments carried at fair value through OCI	10	<u>347,460</u>	<u>—</u>	<u>—</u>	<u>347,460</u>
Investments carried at fair value through profit or loss	19	—	7,118,806	—	7,118,806

There were no transfers amongst levels during the year.

The market prices of listed shares and mutual fund units have been obtained from Pakistan Stock Exchange and Mutual Fund Association of Pakistan respectively.

### 53. NON-ADJUSTING EVENT AFTER THE BALANCE SHEET DATE

The Board of Directors in its meeting held on September 11, 2025 has approved the following:

- (i) transfer of Rs. 1,800 million from unappropriated profit to general reserve; and
- (ii) payment of cash dividend of Rs. 6.00 per share for the year ended June 30, 2025 for approval of the members at the Annual General Meeting to be held on October 20, 2025.

### 54. NUMBER OF EMPLOYEES

	2025	2024
<b>Total number of employees</b>		
Total number of Company's employees as at June 30	4,060	3,988
Average number of Company's employees during the year	4,024	4,000

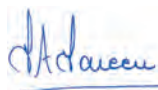
### 55. GENERAL

55.1 Corresponding figures have been re-arranged and reclassified, wherever necessary. However, there were no material rearrangements to report.

55.2 Figures have been rounded off to the nearest thousands.

### 56. DATE OF AUTHORISATION FOR ISSUE

These unconsolidated financial statements were authorised for issue on September 11, 2025 by the Board of Directors of the Company.



Chief Executive Officer



Director



Chief Financial Officer

# **CONSOLIDATED FINANCIAL STATEMENTS**



## INDEPENDENT AUDITOR'S REPORT

To the members of Thal Limited

### Opinion

We have audited the annexed consolidated financial statements of Thal Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at June 30, 2025, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at June 30, 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with the accounting and reporting standards as applicable in Pakistan.

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Pakistan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants* as adopted by the Institute of the Chartered Accountants of Pakistan (the Code), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matter

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

Following are the Key audit matters:

S.No	Key audit matter	How the matter was addressed in our audit
1	<b>Revenue from contracts with customers - net</b> (Refer notes 7.26 and 34 of the annexed consolidated financial statements)	
	Revenue from contracts with customers for the year ended June 30, 2025, amounted to Rs. 33,127.414 million. The Group earns revenue from multiple business lines which operate as distinct business units with significant volume of revenue transactions. Revenue is recognized when the Group satisfies performance obligations as specified in the contracts with the customers.	Our audit procedures, amongst others, included the following: <ul style="list-style-type: none"> <li>Obtained understanding and evaluated the accounting policies and the Group's procedures with respect to revenue recognition.</li> <li>Evaluated the design and tested the operating effectiveness of key internal controls involved in revenue recognition.</li> </ul>

S.No	Key audit matter	How the matter was addressed in our audit
	We considered revenue as a key audit matter, being one of the Group's key performance indicators of the Group. In addition, revenue was also considered as an area of significant audit risk as part of the audit process.	<ul style="list-style-type: none"> <li>Reviewed contracts with customers for each business segment to obtain an understanding of the terms particularly relating to timing and transfer of control of the products and assessed the appropriateness of revenue recognition policies and practices followed by the Group.</li> <li>Tested on a sample basis, specific revenue transactions by inspecting underlying documentation including dispatch documents and sales invoices.</li> <li>Performed analytical procedures over revenue transactions to identify trends and any unusual change in revenue for each segment.</li> <li>Tested specific revenue transactions on a sample basis recorded before and after the reporting date with underlying documentation to assess whether revenue was recognised in the correct period.</li> <li>Assessed the related disclosures made in the annexed consolidated financial statements in accordance with the requirements of the applicable financial reporting framework.</li> </ul>

#### Information Other than the Consolidated and Unconsolidated Financial Statements and Auditor's Reports Thereon

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and unconsolidated financial statements and our auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and the Board of Directors for the Consolidated Financial Statements

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



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

The Board of Directors are responsible for overseeing the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

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



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

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

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

The engagement partner on the audit resulting in this independent auditor's report is **Shahbaz Akbar**.

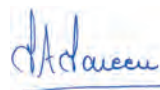
A. F. Ferguson & Co.  
Chartered Accountants  
Karachi

Dated: September 24, 2025  
UDIN: AR202510068i5ryGf1gw

# STATEMENT OF FINANCIAL POSITION

		As at June 30	
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	8	7,158,144	7,539,917
Intangible assets	9	217,355	252,469
Investment properties	10	5,451,474	5,570,223
Long-term investments	11	33,754,231	27,283,036
Long-term deposits and advances	12	37,306	36,296
		<u>46,618,510</u>	<u>40,681,941</u>
<b>CURRENT ASSETS</b>			
Stores, spares and loose tools	13	281,810	256,820
Stock-in-trade	14	10,158,067	8,524,650
Trade debts	15	5,894,553	5,324,021
Loans and advances	16	210,935	182,066
Trade deposits and short-term prepayments	17	200,559	159,003
Interest accrued		32,162	43,082
Other receivables	18	1,027,881	1,045,041
Short-term investments	19	14,115,256	13,456,918
Sales tax refundable		15,172	80,590
Cash and bank balances	20	2,457,031	2,227,608
		<u>34,393,426</u>	<u>31,299,799</u>
		<u>81,011,936</u>	<u>71,981,740</u>
<b>TOTAL ASSETS</b>			
<b>EQUITY AND LIABILITIES</b>			
<b>SHARE CAPITAL AND RESERVES</b>			
Authorised capital			
200,000,000 (2024: 200,000,000) ordinary shares of Rs. 5/- each	21	1,000,000	1,000,000
Issued, subscribed and paid-up capital	21	405,150	405,150
Reserves	22	51,834,989	45,285,639
Equity attributable to shareholders of the Holding Company		52,240,139	45,690,789
Non-controlling interest	23	7,319,592	7,271,332
		<u>59,559,731</u>	<u>52,962,121</u>
<b>NON-CURRENT LIABILITIES</b>			
Long term deposits and payables	24	341,519	343,417
Long-term borrowings	25	2,847,892	3,922,134
Lease liabilities	26	926,314	861,696
Deferred income	27	146,146	202,323
Deferred tax liability	28	5,361,046	4,061,328
		<u>9,622,917</u>	<u>9,390,898</u>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	29	6,984,000	5,715,756
Warranty obligation	30	856,767	986,538
Accrued markup		70,975	144,209
Unclaimed dividend		110,457	107,990
Unpaid dividend		26,809	23,137
Current portion of long-term borrowings	25	782,914	521,937
Current portion of lease liabilities	26	145,388	131,263
Current portion of deferred income	27	56,166	63,487
Short-term borrowings	31	1,073,920	1,074,831
Income tax - net	32	1,721,892	859,573
		<u>11,829,288</u>	<u>9,628,721</u>
		<u>81,011,936</u>	<u>71,981,740</u>
<b>TOTAL EQUITY AND LIABILITIES</b>			
<b>CONTINGENCIES AND COMMITMENTS</b>			
	33		

The annexed notes from 1 to 59 form an integral part of these consolidated financial statements.



Chief Executive Officer



Director



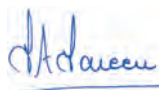
Chief Financial Officer



# STATEMENT OF PROFIT OR LOSS

	Note	For the year ended June 30 2025 ----- (Rupees in '000) -----	2024 -----
Revenue from contracts with customers - net	34	33,127,414	29,405,904
Cost of sales	35	(29,994,791)	(26,594,269)
<b>Gross profit</b>		<b>3,132,623</b>	<b>2,811,635</b>
Distribution and selling expenses	36	(885,731)	(814,860)
Administrative expenses	37	(2,295,395)	(1,997,121)
Other charges	38	(392,133)	(88,542)
		<b>(3,573,259)</b>	<b>(2,900,523)</b>
Other income	39	6,162,574	5,617,014
<b>Operating profit</b>		<b>5,721,938</b>	<b>5,528,126</b>
Finance costs	40	(832,856)	(1,008,260)
		<b>4,889,082</b>	<b>4,519,866</b>
Share of profit after tax of associates and joint venture	11.1	7,201,583	9,014,507
<b>Profit before taxation and levy</b>		<b>12,090,665</b>	<b>13,534,373</b>
Levy	41	(99,624)	(710,403)
<b>Profit before taxation</b>		<b>11,991,041</b>	<b>12,823,970</b>
Taxation	41	(3,887,171)	(3,445,414)
<b>Profit for the year</b>		<b>8,103,870</b>	<b>9,378,556</b>
Attributable to			
– Equity holders of the Holding Company		7,255,552	8,512,687
– Non-controlling interest		848,318	865,869
		<b>8,103,870</b>	<b>9,378,556</b>
<b>Basic and diluted earnings per share attributable to the equity holders of the Holding Company</b>	42	<b>89.54</b>	<b>105.06</b>

The annexed notes from 1 to 59 form an integral part of these consolidated financial statements.



Chief Executive Officer



Director



Chief Financial Officer

# STATEMENT OF COMPREHENSIVE INCOME

For the year ended June 30

**2025** 2024

----- (Rupees in '000) -----

**Profit for the year**

**8,103,870**

9,378,556

**Other comprehensive income**

**Item that will not be reclassified to statement of profit or loss in subsequent periods;**

Share of actuarial gain on remeasurement of defined benefit plans of associates - net of tax

**12,036**

14,601

Gain on revaluation on equity investments at fair value through other comprehensive income

**92,062**

140,161

**104,098**

154,762

**Total comprehensive income for the year**

**8,207,968**

9,533,318

**Attributable to**

- Equity holders of the Holding Company
- Non-controlling interest

**7,359,650**

8,667,449

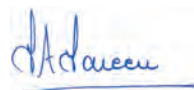
**848,318**

865,869

**8,207,968**

9,533,318

The annexed notes from 1 to 59 form an integral part of these consolidated financial statements.



Chief Executive Officer



Director



Chief Financial Officer

# STATEMENT OF CHANGES IN EQUITY

	Reserves				Remeasure- ment of investment at fair value through other comprehen- sive income	Non- controlling interest	Total equity
	Issued, subscribed and paid-up capital	Capital reserves	General reserves	Unappropri- ated profit			
	(Rupees in '000)						
Balance as at June 30, 2023	405,150	1,019,140	25,388,500	10,746,655	152,651	7,031,653	44,743,749
Transfer to general reserve	—	—	2,000,000	(2,000,000)	—	—	—
<b>Transactions with owners</b>							
Final dividend @ Rs. 6.50/- per share for the year ended June 30, 2023	—	—	—	(526,696)	—	—	(526,696)
Interim dividend @ Rs. 2.00/- per share for the year ended June 30, 2024	—	—	—	(162,060)	—	—	(162,060)
<b>Subsidiary company</b>							
Final dividend @ Rs. 0.713/- per share for the year ended June 30, 2023	—	—	—	—	—	(96,931)	(96,931)
1st Interim dividend @ Rs. 1.305/- per share for the year ended June 30, 2024	—	—	—	—	—	(177,478)	(177,478)
2nd Interim dividend @ Rs. 1.338/- per share for the year ending June 30, 2024	—	—	—	—	—	(182,010)	(182,010)
3rd Interim dividend @ Rs. 1.248/- per share for the year ended June 30, 2024	—	—	—	—	—	(169,771)	(169,771)
	—	—	—	(688,756)	—	(626,190)	(1,314,946)
Net profit for the year	—	—	—	8,512,687	—	865,869	9,378,556
Other comprehensive loss	—	—	—	14,601	140,161	—	154,762
Total comprehensive income for the year	—	—	—	8,527,288	140,161	865,869	9,533,318
Balance as at June 30, 2024	405,150	1,019,140	27,388,500	16,585,187	292,812	7,271,332	52,962,121
Transfer to general reserve	—	—	1,600,000	(1,600,000)	—	—	—
<b>Transactions with owners</b>							
Final dividend @ Rs. 6.00/- per share for the year ended June 30, 2024	—	—	—	(486,180)	—	—	(486,180)
1st Interim dividend @ Rs. 4.00/- per share for the year ended June 30, 2025	—	—	—	(324,120)	—	—	(324,120)
<b>Subsidiary company</b>							
Final dividend @ Rs. 1.453/- per share for the year ended June 30, 2024	—	—	—	—	—	(197,641)	(197,641)
1st Interim dividend @ Rs. 1.95/- per share for the year ended June 30, 2025	—	—	—	—	—	(265,626)	(265,626)
2nd Interim dividend @ Rs. 1.21/- per share for the year ended June 30, 2025	—	—	—	—	—	(165,226)	(165,226)
3rd Interim dividend @ Rs. 1.26/- per share for the year ended June 30, 2025	—	—	—	—	—	(171,565)	(171,565)
	—	—	—	(810,300)	—	(800,058)	(1,610,358)
Net profit for the year	—	—	—	7,255,552	—	848,318	8,103,870
Other comprehensive loss	—	—	—	12,036	92,062	—	104,098
Total comprehensive income for the year	—	—	—	7,267,588	92,062	848,318	8,207,968
<b>Balance as at June 30, 2025</b>	<b>405,150</b>	<b>1,019,140</b>	<b>28,988,500</b>	<b>21,442,475</b>	<b>384,874</b>	<b>7,319,592</b>	<b>59,559,731</b>

The annexed notes from 1 to 59 form an integral part of these consolidated financial statements.

Chief Executive Officer

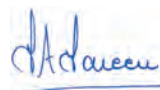
Director

Chief Financial Officer

# STATEMENT OF CASH FLOWS

	Note	For the year ended June 30	
		2025	2024
		----- (Rupees in '000) -----	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>Cash generated from operations</b>	43	<b>4,059,828</b>	5,707,996
Finance costs paid		(837,959)	(964,031)
Retirement benefits paid		(131,972)	(9,221)
Income tax and levies paid		(1,824,756)	(1,932,604)
Warranty paid		(13,680)	(6,339)
Long-term deposits - net		(1,010)	6,035
Long-term deposits and payables		(1,898)	244,837
<b>Net cash generated from operating activities</b>		<b>1,248,553</b>	3,046,673
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Addition to property, plant and equipment		(1,026,021)	(1,142,986)
Addition to intangible assets		(85,341)	(232,973)
Addition to investment property		(207,990)	(81,444)
Proceeds from disposal of operating fixed assets		83,904	82,875
Proceeds from disposal of investment property		—	1,620
Long-term investment made during the year		—	(59,590)
Short-term investments during the year - net		2,982,015	(3,905,790)
Dividend income received during the year		923,895	2,154,480
Long-term prepayments		—	22,501
Interest income received during the year		474,168	629,922
<b>Net cash generated from / (used in) investing activities</b>		<b>3,144,630</b>	(2,531,385)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Principal portion of lease rentals received / (paid)		(52,886)	(30,683)
Short-term borrowings obtained		—	225,000
SBP's Temporary Economic Refinance Facility repaid		(130,708)	(144,060)
SBP's Financing Scheme for Renewable Energy repaid - net		(41,320)	(12,235)
Long-term loan (repaid) / obtained		(641,237)	731,442
Dividends paid		(1,604,219)	(1,310,799)
<b>Net cash used in financing activities</b>		<b>(2,470,370)</b>	(541,335)
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>1,922,814</b>	(26,047)
Cash and cash equivalents at the beginning of the year		2,412,153	2,438,200
<b>Cash and cash equivalents at the end of the year</b>	44	<b>4,334,967</b>	2,412,153

The annexed notes from 1 to 59 form an integral part of these consolidated financial statements.



Chief Executive Officer



Director



Chief Financial Officer

# NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

## 1. THE HOLDING COMPANY AND ITS OPERATIONS

- 1.1 Thal Limited (the Holding Company) was incorporated on January 31, 1966 as a public company limited by shares and is listed on the Pakistan Stock Exchange Limited.

The Holding Company is engaged in the manufacture of jute goods, engineering goods, packaging and laminate sheets.

- 1.2 The Group comprises of the Holding Company and the following subsidiaries that have been consolidated in these financial statements:

Subsidiary Companies	Note	Date of becoming subsidiary	Holding		Total assets	Total liabilities	Total assets	Total liabilities
			2025	2024	2025		2024	
			%		(Rupees in '000)			
Noble Computer Services (Private) Limited	1.2.1	01-07-2005	100	100	229,778	172,753	119,759	35,530
Pakistan Industrial Aids (Private) Limited	1.2.2	27-03-2006	100	100	50,077	949	47,891	311
Makro-Habib Pakistan Limited	1.2.3	01-05-2008	100	100	16,494	216,399	17,448	215,504
Habib METRO Pakistan (Private) Limited	1.2.4	16-12-2011	60	60	13,081,244	2,816,280	12,508,903	2,093,733
Thal Boshoku Pakistan (Private) Limited	1.2.5	03-09-2013	55	55	2,505,898	974,722	2,817,061	1,436,199
Thal Power (Private) Limited	1.2.6	03-07-2014	100	100	12,788,663	1,001,439	9,825,535	557,040
Thal Electrical (Private) Limited	1.2.7	10-04-2019	100	100	76	81	76	81

### 1.2.1 Noble Computer Services (Private) Limited

Noble Computer Services (Private) Limited (NCSPL) was incorporated in Pakistan as a private limited company on May 8, 1983 and is a wholly owned subsidiary of Thal Limited. The NCSPL provides Internal Audit Services, I.T.related services, Advisory Services, HR Services and Management Services.

### 1.2.2 Pakistan Industrial Aids (Private) Limited

Pakistan Industrial Aids (Private) Limited (PIAPL) was incorporated in Pakistan on March 17, 2006 as a private limited company and is a wholly owned subsidiary of Thal Limited (the Holding Company). The subsidiary is principally engaged in trading activity related to automotive parts, accessories, chemical gases and general goods.

### 1.2.3 Makro-Habib Pakistan Limited

- (a) Makro Habib Pakistan Limited (MHPL) was incorporated in Pakistan on June 29, 2005 as a public limited company and is a wholly owned subsidiary of Thal Limited (the Holding Company). The principal business of MHPL is to operate a chain of wholesale / retail cash and carry stores.
- (b) MHPL had entered into an arrangement with Metro Habib Cash & Carry Pakistan (Private) Limited (MHCCP/the Operator), a wholly owned subsidiary of Metro Cash & Carry International Holding BV (Metro BV), whereby the Operator had been engaged to operate MHPL's Saddar Store (the Store) for an operations fee determined under the agreed mechanism. However, the arrangement stands terminated due to the reasons disclosed below.
- (c) The Supreme Court of Pakistan (SCP), in its judgement released on December 18, 2009 in Suo Moto case No. 18 / 2009, cancelled the 90 years lease dated December 19, 2002 granted by the Government of Pakistan (GoP) to the Army Welfare Trust (AWT) on the basis that it was granted without lawful authority. As a consequence, the SCP also cancelled the sub-lease dated July 31, 2006 granted in favour of MHPL by AWT. MHPL was allowed three months from the date of the judgement to remove



its structures and installations from the subject land and hand over the subject land's vacant possession to City District Government Karachi (CDGK).

MHPL filed Civil Review Petition No. 4 / 2010, against the judgement of the SCP. AWT also filed Civil Review Petition No. 10 / 2010 on January 22, 2010 against the same judgement. Later on, the review petition filed by MHPL against the judgement of the SCP was dismissed on merit while review petition filed by AWT was dismissed on basis of non-prosecution by SCP through passing an order on August 27, 2015. As a consequence, original judgement released by SCP on Suo Moto Case No. 18 / 2009 dated December 18, 2009 was restored and MHPL was allowed three months to remove its structure and installation from the disputed land.

In response to the adverse order of SCP, MHPL closed its Saddar Store on September 11, 2015 and Operation Agreement between MHPL and MHCCP stands terminated.

On September 19, 2015, legal counsel of AWT pleaded to the SCP for the restoration and hearing of the Civil Review Petition No. 10 / 2010 and the same was restored by SCP through an order dated December 9, 2015.

The said review petition had been dismissed by SCP through an order dated February 2, 2024 and all impleadment applications in the review petitions were accordingly disposed of. MHPL in compliance with the SCP directives has transferred vacant, unencumbered, and peaceful possession of the plot on October 17, 2023. This transfer was made to the authorised representative of the Karachi Development Authority (KDA), the successor of CDGK. However, contempt of court proceedings regarding non vacation of the land within three months from the date of the judgement are pending before the SCP.

#### 1.2.4 **Habib METRO Pakistan (Private) Limited**

Habib METRO Pakistan (Private) Limited (HMPL) was incorporated in Pakistan as a private limited company on December 16, 2011 and is a subsidiary of Thal Limited (the Holding Company). The main business of the HMPL is to own and manage properties

#### 1.2.5 **Thal Boshoku Pakistan (Private) Limited**

Thal Boshoku Pakistan (Private) Limited (TBPL) was incorporated in Pakistan on September 3, 2013 as a private limited company and is a subsidiary of Thal Limited (the Holding Company). The principal activity of TBPL is to manufacture automobile seats, seat parts, air cleaner and other automobile parts.

#### 1.2.6 **Thal Power (Private) Limited**

Thal Power (Private) Limited (TPPL) was incorporated in Pakistan on July 3, 2014 as a private limited company and is a wholly owned subsidiary of Thal Limited (the Holding Company). The Company will be engaged in the business of dealing in power generation and all other form of energy as well as electricity generation and management of its investments.

#### 1.2.7 **Thal Electrical (Private) Limited**

Thal Electrical (Private) Limited was incorporated in Pakistan on January 12, 2018 as a private limited company.

### 1.3 **Geographical location and address of business units**

#### **Holding Company**

The head office of the Holding Company is situated at 4th Floor, House of Habib, 3-Jinnah Cooperative Housing Society, Block 7/8, Sharah-e-Faisal, Karachi.

#### **Plants:**

- Engineering operations are located at Korangi and Port Qasim, Karachi, Sindh.
- Jute operations are located at Muzaffargarh, Punjab.
- Packaging operations are located at Hub, Balochistan and Gadoon, Khyber Pakhtunkhwa.
- Laminates operations are located at Hub, Balochistan.

### Subsidiaries:

- Noble Computer Services (Private) Limited operations are located at 1st Floor, House of Habib, 3-Jinnah Co-operative Housing Society, Block 7/8, Sharah-e-Faisal, Karachi.
- Pakistan Industrial Aids (Private) Limited operations are located at - Plot number 192 Korangi industrial area, Sector 22, Karachi.
- Makro-Habib Pakistan Limited is located at 2nd Floor, House of Habib, 3 Jinnah Cooperative Housing Society, Shara-e-Faisal, Karachi.
- Habib Metro Pakistan (Private) Limited operations are located at Mezzanine Floor, House of Habib, 3-Jinnah Co-operative Housing Society, Block 7/8, Sharah-e-Faisal, Karachi.
- Thal Boshoku Pakistan (Private) Limited operations are located at Plot No. SP-6, N.W.I.2 // P-133 C, North Western Industrial Zone, Port Qasim Authority, Karachi.
- Thal Power (Private) Limited operations are located at 4th Floor, House of Habib, 3-Jinnah Co-operative Housing Society, Block 7/8, Sharah-e-Faisal, Karachi.
- Thal Electrical (Private) Limited operations are located at 4th Floor, House of Habib, 3-Jinnah Co-operative Housing Society, Block 7/8, Sharah-e-Faisal, Karachi.

## 2. STATEMENT OF COMPLIANCE

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

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

Where provisions of and directives issued under the Act differ from the IFRSs, the provision of and directives issued under the Act have been followed.

## 3. BASIS OF MEASUREMENT

- 3.1 These consolidated financial statements have been prepared under the historical cost convention, except for investments in shares of listed companies, mutual funds, government securities, term finance certificates and investments in associates which have been disclosed in the accounting policies below.
- 3.2 These consolidated financial statements are presented in Pakistani Rupees, which is also the Group's functional currency.

## 4. BASIS OF CONSOLIDATION

These consolidated financial statements include the financial statements of the Holding Company and its subsidiary companies, here-in-after referred to as "the Group".

A company is a subsidiary, if the Holding Company directly or indirectly controls, beneficially owns or holds more than fifty percent of its voting securities or otherwise has power to elect and appoint more than fifty percent of its directors.

Subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting year as the Holding Company, using consistent accounting policies. The accounting policies of the subsidiaries have been changed to conform with accounting policies of the Group, where required.

All intra-group balances, transactions and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Where the ownership of a subsidiary is less than 100% and therefore, a non controlling interest (NCI) exists, the NCI is allocated its share of the total comprehensive income of the period, even if that results in a deficit balance.

The assets, liabilities, income and expenses of subsidiary companies are consolidated on a line by line basis and carrying value of investments held by the Holding Company is eliminated against the subsidiary companies' shareholders' equity in the consolidated financial statements.

## **5. NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS TO ACCOUNTING AND REPORTING STANDARDS**

### **5.1 Amendments and interpretations to accounting and reporting standards that are effective in the current year**

There are certain new amendments and interpretations to the accounting and reporting standards which are mandatory for accounting periods which began on July 1, 2024. However, these do not have any significant impact on the Group's financial statements and therefore have not been stated in these consolidated financial statements, except for the following:

#### **i) Amendments to IAS 1 - Non-current liabilities with covenants:**

These amendments aim to improve the information an entity provides when its right to defer the settlement of a liability is subject to compliance with covenants within twelve months after the reporting period, which affects the classification of that liability. These amendments introduce additional disclosure requirements that enable users of financial statements to understand the risk that the liability could become repayable within twelve months of the reporting period. These amendments did not have any impact on the measurement, recognition, or presentation and disclosure of any item in these consolidated financial statements.

#### **ii) Disclosure related to shariah and conventional elements**

In accordance with SRO 1278(1)/2024 issued by the Securities Exchange Commission of Pakistan on August 15, 2024, the Group has included certain shariah compliance related disclosures in note 49 to these consolidated financial statements.

### **5.2 Standards, interpretations and amendments to accounting and reporting standards that are not yet effective and not early adopted by the Group:**

There are certain new standards and amendments that will be applicable to the Group for its annual periods beginning on or after July 1, 2025. The new standards include IFRS 18 Presentation and Disclosure in Financial Statements with applicability date of January 1, 2027 as per IASB. These standards will become part of the Group's financial reporting framework upon adoption by the SECP. The overall amendments include those made to IFRS 7 and IFRS 9 which clarify the date of recognition and derecognition of a financial asset or financial liability which are applicable effective January 1, 2026. The Group's management at present is in the process of assessing the full impacts of these new standards and the amendments to IFRS 7 and IFRS 9 and is expecting to complete the assessment in due course.

## **6. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of these consolidated financial statements in conformity with approved accounting and reporting standards, as applicable in Pakistan, requires management to make judgments, estimates and assumptions that affect the application of policies and the reported amount of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates underlying the assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates, assumptions and judgements made by the management that are subject to risk of material adjustment to the carrying amounts of assets and liabilities within the next financial year, are as follows:

	Notes
(a) capitalization of new assets and determining the residual values and useful lives of property, plant and equipment and investment property	7.1, 7.3, 8, 10, & 11
(b) determining the residual values and useful lives of intangibles assets	7.2 & 9
(c) impairment of non-financial assets	7.24
(d) net realizable value estimation for inventories	7.7, 7.8, 15 & 16
(e) allowance for expected credit losses	7.24 & 15
(f) provision(s) for current tax, levy and recognition of deferred tax asset	7.6
(g) provisions	7.14 & 30
(h) contingencies	7.21 & 33
(i) determining the lease term of contracts with extension and termination options;	7.20 & 26
(j) leases - estimating the incremental borrowing rate	7.20.5 & 26
(k) fair value of investment properties	7.3
(l) Investment in associates	7.4 & 11

## 7. MATERIAL ACCOUNTING POLICY INFORMATION

### 7.1 Property, plant and equipment

#### 7.1.1 Operating fixed assets

These are stated at cost less accumulated depreciation and accumulated impairment losses, if any, except for freehold land which is stated at cost less impairment loss, if any.

Depreciation is charged to the consolidated statement of profit or loss by applying the straight line method at the rates specified in note 8 to these consolidated financial statements. Depreciation on additions is charged from the month asset is available for use and in case of deletion, up to the month preceding the month of disposal.

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

An item of operating assets and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of operating fixed assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### 7.1.2 Capital work-in-progress

All expenditures connected to the specific assets incurred during installation and construction period are carried under capital work-in-progress. These are transferred to specific assets as and when assets are available for use.

#### 7.1.3 Right-of-use assets

The Group recognises a right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

## 7.2 **Intangible assets**

These are stated at cost less accumulated amortization and impairment losses, if any.

Costs in relation to intangible assets are only capitalized when it is probable that future economic benefits attributable to those assets will flow to the Group and the same is amortized applying the straight line method at the rates stated in note 9 to these consolidated financial statements.

## 7.3 **Investment property**

Investment property is stated at cost less accumulated depreciation and impairment losses, if any.

Depreciation on investment properties is charged to the consolidated statement of profit or loss applying reducing balance method at the rate stated in note 10 to the consolidated financial statements. Depreciation on additions is charged from the month of addition and in case of deletion up to the month preceeding the month of disposal.

Maintenance and normal repairs are charged to consolidated statement of profit or loss as and when incurred while major repairs and renewals are capitalised. Any gains or losses on disposal of an investment property are recognised in the consolidated profit or loss in the year of disposal. The carrying values of investment properties are reviewed at each financial year end for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists, and where the carrying values exceed the estimated recoverable amount, the investment properties are written down to their recoverable amount.

## 7.4 **Investments in Associates**

Investments in associates are accounted for using the equity method, whereby the investment is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the net assets of the associate. The consolidated financial statements reflects the Group's share of the results of the operations of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the same in the consolidated statement of profit or loss.

## 7.5 **Joint arrangements**

Joint arrangements are arrangements in which the Group has contractually agreed sharing of control, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. Joint arrangements are classified as joint operations or joint ventures depending upon the rights and obligations arising from the joint arrangement.

Depending upon the rights and obligation of the parties to the arrangement, joint arrangements can be classified as either:

### 7.5.1 **Joint ventures**

A joint arrangement is classified as a joint venture when the parties to the arrangement that have joint control have rights to the net assets of the joint venture.

The Group measures its interest in the joint venture using the equity method of accounting. Under the equity method of accounting, the investment is initially recognized at cost and adjusted thereafter for the post-acquisition change in the Group's share of the joint venture's net assets. The Group's profit or loss includes its share of the joint venture's profit or loss and the Group's other comprehensive income includes its share of the joint venture's other comprehensive income.

### 7.5.2 **Joint operations**

A joint arrangement is classified as a joint operation when the Group has the rights to the assets, and obligations for the liabilities of the arrangement in relation to the joint operation.

The Group has not made any investment in a joint operation.



## 7.6 **Taxation - Levy and Income tax**

### 7.6.1 **Levy**

As per the IAS 12 Application Guidance on Accounting for Minimum Taxes and Final Taxes issued by the Institute of Chartered Accountants of Pakistan, the Group recognises income tax calculated on taxable income using the notified rate as current income tax expense. Any excess over the amount designated as current income tax expense is then recognised as levy in operating expense within the scope of IFRIC 21 / IAS 37.

#### **Income Tax**

The tax expense for the year comprises of current and deferred tax. Tax is recognised in the consolidated statement of profit or loss, except to the extent that it relates to items recognised in OCI or directly in equity. In which case, the tax is also recognised in OCI or directly in equity.

#### **Current**

Provision for current taxation is based on the taxable income for the year calculated on the basis of the tax laws enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years.

Current tax assets and tax liabilities are offset where the Group has the legally enforceable right to offset and intends either to settle on net basis or to realise the asset and settle the liability simultaneously.

#### **Deferred**

Deferred tax is recognised using the balance sheet liability method, providing for all temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rates (and tax laws) that have been enacted or substantively enacted at reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority.

### 7.7 **Stores, spares and loose tools**

These are valued at lower of cost, determined using weighted average method, and net realisable value, less provision for obsolete items (if any). Items in transit are valued at cost comprising purchase price, freight value and other charges incurred thereon. Provision is made for items which are obsolete and slow moving and is determined based on management estimate regarding their future usability.

### 7.8 **Stock-in-trade**

Stock-in-trade, except goods-in-transit, is valued at the lower of weighted average cost or net realisable value. The cost is determined as follows:

Raw and packing materials - On a moving average basis

Work-in-process - Cost of materials, labour cost and appropriate production overheads

Finished goods - Cost of materials, labour cost and appropriate production overheads

Goods-in-transit are valued at cost comprising purchase price, freight value and other charges incurred thereon.

Net realisable value signifies the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Provision is made for items which are obsolete and slow moving and is determined based on management estimate regarding their future usability.

## 7.9 Trade debts and other receivables

These are measured at cost, less expected credit loss allowance as disclosed in note 7.24.1.

Exchange gains or losses arising in respect of trade debts and other receivables in foreign currency are added to their respective carrying amounts.

## 7.10 Loans, advances, trade deposits and short term prepayments (other than financial assets)

These are initially recognised at cost, which is the fair value of the consideration given. Subsequent to initial recognition, assessment is made at each consolidated statement of financial position date to determine whether there is an indication that a financial asset or group of assets may be impaired. If such indication exists, the estimated recoverable amount of that asset or group of assets is determined and any impairment loss is recognised for the difference between the recoverable amount and the carrying value.

## 7.11 Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise of cash in hand, bank balances and short-term investments with a maturity of three months or less from the date of acquisition net of bank overdraft / running finance facility that are deemed integral to the Group's cash management. The cash and cash equivalents are readily convertible to known amount of cash and are therefore subject to insignificant risk of changes in value.

## 7.12 Share capital

Ordinary shares are classified as equity and recognized at their face value. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

## 7.13 Trade and other payables

Liabilities for trade and other payables are carried at amortised cost which approximate the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Group.

Exchange gains and losses arising on translation in respect of liabilities in foreign currency are added to the carrying amount of the respective liabilities.

## 7.14 Provisions

### General

Provisions are recognised in the consolidated statement of financial position where the Group has a legal or constructive obligation as a result of past event, it is probable that outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Provision are reviewed at each consolidated statement of financial position date and adjusted to reflect current best estimate. When the Group expects some or all of the provision to be reimbursed, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. Provisions are reviewed at each reporting date and adjusted to reflect current best estimate.

### Warranty obligations

The Group recognizes the estimated liability on accrual basis to repair or replace products under warranty at the reporting date. These are recognised when the product is sold or service is provided to the customer. Initial recognition is based on historical experience and estimate of probability weighted expected outcome. The estimates of warranty-related costs is reviewed annually and adjusted, if required.

## 7.15 Compensated absences

Accrual is made for employees' compensated absences on the basis of encashable leaves as per the entitlements and Group policy.

## 7.16 Staff retirement benefits - defined contribution plan

### Provident fund

The Group operates an approved provident fund scheme for its permanent employees. Equal monthly contributions are made to the fund by the Group and the employees in accordance with the rules of the

scheme. The Group has no further obligation once the contributions have been paid. The contributions made by the Group are recognised as employee benefit expense when they are due.

#### **Retirement benefit fund**

The Group operates an approved funded scheme for retirement benefits for all employees on the basis of defined contribution made by the Group on attaining the retirement age or in the event of death, with a minimum qualifying period of ten years which is managed by a Trust.

#### **7.17 Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

#### **7.18 Unclaimed dividend**

This is recognised at the amount of dividend declared and unclaimed by shareholders from the date it became due and payable.

#### **7.19 Unpaid dividend**

This is recognised at the amount of dividend declared and claimed by shareholders but remained unpaid for the period of 3 years from the date it became due and payable.

#### **7.20 Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### **7.20.1 Group as a lessee**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

##### **7.20.2 Group as a lessor**

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

##### **7.20.3 Lease liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less lease incentives receivable (if any), variable lease payments that depend on an index or a rate (if any), and amounts expected to be paid under residual value guarantees (if any). The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group (if any) and payments of penalties for terminating the lease (if any), if the termination option is reasonably certain to be exercised. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments at the lease commencement date, the Group uses the interest rate implicit in the lease. In case where the interest rate implicit in the lease is not readily determinable, the Group uses its incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

#### 7.20.4 **Determination of the lease term for lease contracts with extension and termination options**

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control that affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation of the leased asset).

#### 7.20.5 **Estimating the incremental borrowing rate**

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ('IBR') to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

#### 7.21 **Contingent liabilities**

Contingent liability is disclosed when

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

#### 7.22 **Financial assets**

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVPL, transaction costs that are directly attributable to its acquisition.

##### 7.22.1 **Classification and measurement**

Under IFRS 9 Financial assets are classified, at initial recognition, as subsequently measured at following:

- (a) at amortised cost
- (b) at fair value through other comprehensive income (FVOCI); and
- (c) at fair value through profit or loss (FVPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the business model for managing them.

##### **(a) At amortised cost**

A financial asset is measured at amortised if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

#### **(b) At fair value through other comprehensive income (OCI)**

A debt instrument is measured at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that are initially recognised at fair value through OCI are subsequently measured at fair value. Interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis. The Group has irrevocably elected to carry its quoted investments in equity instruments under this category.

Equity instruments that are initially recognised at fair value through OCI are subsequently measured at fair value. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the consolidated statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

#### **(c) At fair value through profit or loss**

Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

#### **7.22.2 Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
  - (a) the Group has transferred substantially all the risks and rewards of the asset, or
  - (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.



Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## 7.23 **Financial liabilities**

### 7.23.1 **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### 7.23.2 **Subsequent measurement**

Financial liabilities, other than those at fair value through profit or loss, are subsequently measured at amortised cost using the effective yield method.

### 7.23.3 **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the consolidated statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

### 7.23.4 **Loans and borrowings**

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit or loss. This category generally applies to interest-bearing loans and borrowings.

### 7.23.5 **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit or loss.

### 7.23.6 **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## 7.24 **Impairment of financial and non financial assets**

### 7.24.1 **Impairment of financial assets**

The Group assesses on a forward-looking basis the expected credit losses (ECL) associated with its debt instrument assets carried at amortised cost and FVOCI. The Group recognises a loss allowance for such losses at each reporting date. The measurement of ECL reflects:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and

- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions (including macroeconomic factors).

For trade debts, the Group applies a simplified approach, where applicable, in calculating ECL. The Group has established a provision matrix for portfolio of customers having similar risk characteristics and estimates default rates based on the Group's historical credit loss experience, adjusted for forward-looking factors (including gross domestic product and inflation rate).

The Group considers that a financial asset is in default when the counterparty fails to make contractual payments within 90 days of when they fall due. Further, financial assets are written off by the Group, in whole or part, when it has exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of recovery.

#### 7.24.2 **Impairment of non-financial assets**

The carrying amounts of non-financial assets are assessed at each reporting date to ascertain whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated to determine the extent of impairment loss, if any. An impairment loss is recognised, as an expense in the consolidated statement of profit or loss and other comprehensive income. The recoverable amount is the higher of an asset's fair value less cost to disposal and value in use. Value in use is ascertained through discounting of the estimated future cash flows using a discount rate that reflects current market assessments of the time value of money and the risk specific to the assets for which the estimate of future cash flow have not been adjusted. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

An impairment loss is reversed if there is a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised previously. Reversal of an impairment loss is recognised immediately in the consolidated statement of comprehensive income.

#### 7.25 **Earnings per share**

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the consolidated profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is determined by adjusting the consolidated profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares (if any).

#### 7.26 **Revenue recognition**

##### **a) Revenue from goods and related services**

The Group recognises revenue from sale of goods or services after the deduction of discounts, sales tax and returns, if any, when the goods are transferred or services are rendered to the customer and the performance obligations are fulfilled. Goods and services are considered to be transferred/rendered when the control belongs to the customer. Control is considered to be transferred at the point in time when the products/services have been delivered to the customer. The normal credit term is 30 to 90 days.

##### **b) Revenue from other services**

Service income arising from executing service contracts of internal audit services, information technology services, HR services, advisory services, business planning, merger and acquisition and etc. Revenue from contracts with customers is recognised monthly based on the "Service Agreements". The performance obligation in relation to these services are considered to be discharged over time as such services are consumed by the customers.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the services, the Group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

## 7.27 Other income

Other income is recognised to the extent it is probable that the economic benefits will flow to the Group and amount can be measured reliably. Other income is measured at the fair value of the consideration received or receivable and is recognised on the following basis:

- Dividend income is recognised when the right to receive the dividend is established;
- Interest on Term Deposit Receipts and Treasury Bills (T-Bills) are recognised on constant rate of return to maturity;
- Interest on deposit accounts is recognised on accrual basis;
- Interest on loan is recognised on accrual basis;
- Capital gain on treasury bill and units of mutual fund is recognized as the difference between sales proceeds and carrying value at the time of disposal.
- Rental income arising from investment property is accounted for on a straight-line basis over the lease term;
- Scrap sales are recognised on an accrual basis;
- Claim from customers is recognised as income when the claim is accepted by customer; and
- Service income is recognised on a straight line basis over the period that the services are provided.
- Gain on disposal of property, plant and equipment is recognised at the difference between sales proceeds and carrying value when the relevant item of property, plant and equipment is disposed of.

## 7.28 Foreign currency transactions

Foreign currency transactions are translated into Pakistani Rupees at the exchange rates prevailing on the date of transaction. Monetary assets and liabilities in foreign currencies are translated into Pakistani Rupees at the exchange rates prevailing at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using exchange rates at the date when the fair value was determined. Exchange gains or losses are included in the consolidated statement of profit or loss of the current year.

## 7.29 Deferred income

Benefit of a loan at a below-market rate of interest is recognised as deferred income. Deferred income is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate are expensed.

## 7.30 Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as Chief Executive of the Group.

## 7.31 Dividends and appropriation to reserves

The Group recognises a liability for dividend to equity holder when it is authorized as per corporate laws in Pakistan. The transfer of reserves within the equity are recognized when these are approved as per the applicable laws.

Dividend declared and appropriations to reserves are recognised in these consolidated financial statements in the period in which they are approved.

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>8. PROPERTY, PLANT AND EQUIPMENT</b>			
Operating fixed assets	8.1	<b>7,076,644</b>	7,233,539
Capital work-in-progress	8.3	<b>81,500</b>	306,378
		<b>7,158,144</b>	<b>7,539,917</b>

## 8.1 Operating fixed assets

Operating fixed assets										
	Cost			Accumulated Depreciation			Written down value			
	As at July 01, 2024	Additions / Transfers (note 8.1.1)	Disposals	As at June 30, 2025	Depreciation rate	As at July 01, 2024	Charge for the year	On disposals	As at June 30, 2025	As at June 30, 2025
	----- (Rupees in '000) -----			----- (Rupees in '000) -----			----- (Rupees in '000) -----			
Freehold land	22,991	—	—	22,991	—	—	—	—	—	22,991
Right of use asset - lands	194,490	—	—	194,490	1-5	36,936	7,388	—	44,324	150,166
Right of use asset - office premises	144,933	106,847	(25,366)	226,414	20	102,653	38,239	(12,787)	128,105	98,309
Factory building	2,055,783	154,199	—	2,209,982	5-20	564,657	98,161	—	662,818	1,547,164
Non factory building	588,922	3,009	—	591,931	5-20	486,781	9,295	—	496,076	95,855
Railway sliding	4,216	—	—	4,216	5	1,645	161	—	1,806	2,410
Plant and machinery	6,721,458	301,957	(14,747)	7,008,668	5-25	3,286,202	502,694	(14,603)	3,774,293	3,234,375
Furniture and fittings	120,658	11,141	(613)	131,186	10-33	77,673	14,661	(568)	91,766	39,420
Vehicles	471,492	295,772	(79,220)	688,044	20-35	167,316	78,507	(35,333)	210,490	477,555
Office and mills equipment	870,697	41,222	(2,732)	909,187	10-33	415,299	111,227	(2,363)	524,163	385,024
Computer equipment	312,949	62,938	(6,629)	369,258	20-33	256,083	44,149	(6,388)	293,844	75,414
Jigs and fixtures (note 8.1.2)	2,109,625	188,879	—	2,298,504	10-33	1,069,111	416,379	—	1,485,490	813,014
Leasehold improvements	33,360	62,993	—	96,353	20	2,224	11,921	—	14,145	82,208
Capital stores and spares	69,858	21,942	—	91,800	20	21,313	17,748	—	39,061	52,739
2025	13,721,432	1,250,899	(129,307)	14,843,024		6,487,893	1,350,530	(72,042)	7,766,381	7,076,644
	Cost			Accumulated Depreciation			Written down value			
	As at July 01, 2023	Additions / Transfers (note 8.1.1)	Disposals	As at June 30, 2024	Depreciation rate	As at July 01, 2023	Charge for the year	On disposals	As at June 30, 2024	As at June 30, 2024
	----- (Rupees in '000) -----			----- (Rupees in '000) -----			----- (Rupees in '000) -----			
Freehold land	22,991	—	—	22,991	—	—	—	—	—	22,991
Right of use asset - lands	194,490	—	—	194,490	1-5	29,547	7,389	—	36,936	157,554
Right of use asset - office premises	174,490	2,111	(31,668)	144,933	20	90,956	25,804	(14,107)	102,653	42,280
Factory building	2,038,862	16,921	—	2,055,783	5-20	477,703	86,954	—	564,657	1,491,126
Non factory building	558,618	30,304	—	588,922	5-20	480,343	6,438	—	486,781	102,141
Railway sliding	4,216	—	—	4,216	5	1,484	161	—	1,645	2,571
Plant and machinery	6,017,809	717,149	(13,500)	6,721,458	5-25	2,806,625	492,987	(13,410)	3,286,202	3,435,256
Furniture and fittings	81,300	41,698	(2,340)	120,658	10-33	65,608	14,308	(2,243)	77,673	42,985
Vehicles	447,938	78,982	(55,428)	471,492	20-33	131,749	54,817	(19,250)	167,316	304,176
Office and mills equipment	744,912	133,064	(7,279)	870,697	10-33	308,113	114,277	(7,091)	415,299	455,398
Computer equipment	290,257	30,313	(7,621)	312,949	20-33	217,446	45,723	(7,086)	256,083	56,866
Jigs and fixtures	1,056,077	1,053,548	—	2,109,625	10-33	732,940	336,171	—	1,069,111	1,040,514
Leasehold improvements	—	33,360	—	33,360	20	—	2,224	—	2,224	31,136
Capital stores and spares	65,974	3,884	—	69,858	20	11,192	10,121	—	21,313	48,545
2024	11,697,934	2,141,334	(117,836)	13,721,432		5,353,706	1,197,374	(63,187)	6,487,893	7,233,539

- 8.1.1 This includes transfers to operating fixed assets from capital work-in-progress.
- 8.1.2 Jigs and fixtures include moulds having written down value of Rs. 49.439 million (2024: Rs. 24.945 million) in the possession of sub-contractors dispersed all over the country.
- 8.1.3 Operating fixed assets include items having an aggregate cost of Rs. 2,308.34 million (2024: Rs. 1,744.87 million) which have been fully depreciated.
- 8.1.4 The following operating fixed assets of the Group are under charge as security against guarantees issued by commercial banks in respect of the investment by the Group in Sindh Engro Coal Mining Company Limited and ThalNova Power Thar (Private) Limited, respectively (note 11.5 and 11.7). The amount of charge over these fixed assets is Rs. 11,704.246 million (2024: Rs 11,704.246 million).

	2025 Written down value	2024 Written down value
	----- (Rupees in '000) -----	
Mortgage over the following leasehold lands and buildings over leasehold lands:		
1) Plot numbers 1, 2, 25 and 26, Sector 22 Korangi Industrial Area (Engineering Division);	300,687	325,464
2) Plot numbers 35 - 42, 69 and 70 of survey 749 and 749/1, Mauza Pathra, Tehsil Hub, District Lasbella, (Papersack and Laminates Division); and	368,867	410,918
3) An area measuring 1425 Kanals and 8 Marlas comprising of Khasra numbers 1757, 1758, 1765, 1766, 1767, 1768, 1780, 1775, 1777, 1778, 1764, 1779, 1792-1795/1, 1776, 1793, 1794 1791, situated in Mouza Rakh, Khanpur, Tehsil & District Muzaffargarh.	79,500	89,348
	<u>749,054</u>	<u>825,730</u>
Plant, machinery and equipment of the Group present at the following locations:		
1) Plot numbers 1, 2, 25 and 26, Sector 22 Korangi Industrial Area (Engineering Division);	378,822	495,290
2) Plot numbers 35 - 42, 69 and 70 of survey 749 and 749/1, Mauza Pathra, Tehsil Hub, District Lasbella, (Papersack and Laminates Division);	791,551	931,751
3) Thal Limited Industrial building and machinery situated at Plot bearing number DSU-14, Sector II, Downstream Industrial Estate, Bin Qasim, Karachi (Yazaki Unit); and	663,726	762,098
4) An area measuring 1425 Kanals and 8 Marlas comprising of Khasra numbers 1757, 1758, 1765, 1766, 1767, 1768, 1780, 1775, 1777, 1778, 1764, 1779, 1792-1795/1, 1776, 1793, 1794, 1791, situated in Mouza Rakh, Khanpur, Tehsil & District Muzaffargarh.	558,700	614,354
	<u>2,392,799</u>	<u>2,803,493</u>



8.1.5 Details of disposal of operating fixed assets with a written down value exceeding amount of Rs. 0.5 million are as follows:

	Cost	Accumulated depreciation	Written down value	Sales proceeds	Gain / (loss) on disposal	Mode of disposal	Particulars of buyers
	(Rupees in '000)						
Motor vehicles							
	2,775	1,276	1,499	1,603	103	Employee's car scheme	Mr. Farman Raza
	4,313	1,309	3,004	3,308	304	Employee's car scheme	Mr. Sameer Amlani
	4,078	1,768	2,310	2,500	190	Employee's car scheme	Mr. Saeed Ahmed Khan
	2,694	1,054	1,640	3,190	1,550	Employee's car scheme	Mr. Muhammad Sadiq
	3,182	1,287	1,895	4,250	2,355	Employee's car scheme	Mr. Major Owais Ahmed
	2,762	715	2,047	2,998	951	Employee's car scheme	Mr. Raza Qutubuddin
	2,065	1,036	1,029	1,273	244	Employee's car scheme	Mr. Zeeshan Shahid
	2,130	922	1,208	1,291	83	Employee's car scheme	Mr. Zahid Hussain
	1,970	853	1,117	1,138	21	Employee's car scheme	Mr. Irfan Rabbani
	4,005	1,784	2,221	2,359	138	Employee's car scheme	Mr. Saeed Ahmed
	3,556	1,584	1,972	2,346	374	Employee's car scheme	Mr. Salman Afzal
	2,065	1,052	1,013	1,254	241	Employee's car scheme	Mr. Aamir Khan
	2,695	1,235	1,460	1,814	354	Employee's car scheme	Mr. Zakir Hussain Ladhani
	2,065	1,036	1,029	1,270	241	Employee's car scheme	Mr. Imran Zafar
	2,807	1,312	1,495	1,544	49	Employee's car scheme	Mr. Hussain Ladhani
	2,775	1,386	1,389	1,458	69	Employee's car scheme	Mr. Akber Ali
	2,787	1,765	1,022	1,597	575	Employee's car scheme	Mr. Rai Adil Zubair
	1,433	924	509	693	184	Employee's car scheme	Mr. Shafqat Ali
	2,595	1,211	1,384	1,911	527	Employee's car scheme	Mr. Yasir Ul Haq
	2,369	1,631	738	972	234	Employee's car scheme	Mr. Mahad Asim Hamza
	4,894	734	4,160	4,160	—	Transfer to associate company	Shabbir Tiles and Ceramics

8.2 The depreciation charge for the year has been allocated as follows:

	Note	2025	2024
		(Rupees in '000)	
Cost of sales	35	1,252,146	1,121,013
Distribution and selling expenses	36	5,347	3,732
Administrative expenses	37	93,034	72,629
		<u>1,350,527</u>	<u>1,197,374</u>

8.3 Capital work-in-progress

	Opening balance	Additions during the year	Transfers to operating fixed assets	Closing balance
	(Rupees in '000)			
Civil Works	153,331	7,214	(153,493)	7,052
Plant and machinery	81,044	215,063	(260,983)	35,124
Furniture and fittings	519	36,719	(37,238)	—
Vehicles	20,382	180,594	(189,083)	11,893
Office and mills equipment	6,053	15,908	(21,216)	745
Computer equipment	94	25,927	(26,021)	—
Leasehold improvements	2,223	62,993	(65,216)	—
Jigs and fixtures	42,732	117,819	(133,865)	26,686
2025	<u>306,378</u>	<u>662,237</u>	<u>(887,115)</u>	<u>81,500</u>

	Opening balance	Additions during the year	Transfers to operating fixed assets	Closing balance
	(Rupees in '000)			
Civil Works	11,823	189,233	(47,725)	153,331
Plant and machinery	723,053	638,467	(1,280,476)	81,044
Furniture and fittings	1,857	35,710	(37,048)	519
Vehicle	1,000	44,345	(24,963)	20,382
Office and mills equipment	1,217	18,221	(13,385)	6,053
Computer equipment	—	28,620	(28,526)	94
Leasehold improvements	—	55,468	(53,245)	2,223
Jigs and fixtures	555,541	162,449	(675,258)	42,732
2024	1,294,491	1,172,513	(2,160,626)	306,378

8.4 Details of the Group's immovable fixed assets are as under:

	2025		2024	
	Land area (square yards)	Building covered area (square feet)	Land area (square yards)	Building covered area (square feet)
	(in '000)			
Thal Limited (Jute Division), D.G. Khan Road, Muzaffargarh, Punjab.	862	697	862	697
Plot numbers 448 & 449, Sundar Industrial Estate Raiwind Road, Lahore, Punjab.	8	39	8	39
Plot numbers 1, 2, 25 & 26 Sector 22, Korangi Industrial Area Karachi, Sindh.	51	229	51	229
DSU-14 Sector II, Downstream Industrial estate Bin Qasim, Karachi, Sindh.	24	32	24	32
Plot number SP-6, N.W.I.Z / I / P-133 C, North Western Industrial Zone, Port Qasim Authority, Karachi.	22	193	22	193
Survey number 148/1, Abyssinia Lines, Mubarak Shaheed Road, Saddar, Karachi, Sindh.	24	216	24	216
Plot numbers 35, 36, 37, 38, 39, 39A, 40, 40A, 41, 42, 69, 69A, 70 and 71, Zila Moza Pathra, Hub, Balochistan.	92	329	92	329
Plot number C-49-58, Sector C, Hub Industrial Area Hub, Balochistan.	6	12	6	12
Plot number 38, Road # 3, Industrial Estate, Gadoon Amazai, Swabi, Khyber Pakhtunkhwa.	19	40	19	40

## 9. INTANGIBLE ASSETS

Note	Cost					Amortisation rate	Accumulated Amortisation			Written down value	
	Opening balance	Additions	Transfers	Disposals	Closing balance		Charge for the year	Transfers			Disposals
								(Rupees in '000)			
						%		(Rupees in '000)			
Software Licences	31,507	-	-	-	31,507	33	240	-	31,233	274	
Software Product	85,929	1,634	-	-	87,563	33	6,358	-	85,408	2,155	
2025	464,713	83,707	-	-	548,420	20-33	113,857	-	333,494	214,926	
	582,149	85,341	-	-	667,490		120,455	-	450,135	217,355	
2024	349,400	232,924	-	(175)	582,149		70,057	-	329,680	252,469	

9.1 The amortisation charge for the year has been allocated as follows:

	Note	2025	2024
		(Rupees in '000)	
Cost of sales	35	118,952	66,043
Distribution and selling expenses	36	43	166
Administrative expenses	37	1,460	3,848
		<u>120,455</u>	<u>70,057</u>

9.2 Represents patent rights and technical services acquired in respect of engineering business.

9.3 Intangible assets include items having an aggregate cost of Rs. 240.268 million (2024: Rs. 237.055 million) which are fully amortised and still in use of the Group:

## 10. INVESTMENT PROPERTIES

	Note	2025	2024
		(Rupees in '000)	
Land and building	10.1	5,243,056	5,538,677
Capital work-in-progress	10.2	208,418	31,546
		<u>5,451,474</u>	<u>5,570,223</u>

## 10.1 Land and building

Land and building	Cost			Accumulated Depreciation			Written down value				
	Opening balance	Additions / subsequent expenditure	Disposals	Closing balance	Depreciation rate	Opening balance		Charge for the year	Disposals	Closing balance	As at June 30
	----- (Rupees in '000) -----				%	----- (Rupees in '000) -----					
Freehold											
Land	974,504	-	-	974,504	-	-	-	-	-	-	974,504
Building and related improvements	1,697,564	6,269	-	1,703,833	2.5 - 16	707,231	42,580	-	749,811	954,022	
Equipment	220,216	-	-	220,216	6.6 - 20	150,098	13,413	-	163,511	56,705	
Leasehold											
Right of Use Assets - land	1,684,560	-	-	1,684,560	2.17 - 3.33	709,105	69,612	-	778,717	905,843	
Land	481,812	-	-	481,812	2 - 10	117,522	8,060	-	125,582	356,230	
Building and related improvements	3,936,320	24,849	-	3,961,169	2.5 - 16	1,947,446	172,010	-	2,119,456	1,841,713	
Equipment	578,201	-	-	578,201	6.6 - 20	403,098	21,064	-	424,162	154,039	
2025	9,573,177	31,118	-	9,604,295		4,034,500	326,739	-	4,361,239	5,243,056	
2024	9,529,682	50,871	(7,376)	9,573,177		3,686,113	353,281	(4,894)	4,034,500	5,538,677	

10.1.1 Investment properties comprise various properties across Pakistan, the aggregate fair value of which has been determined on the basis of valuation carried out by an independent valuer as of June 30, 2025 which amounts to Rs. 44,474 million (2024: Rs. 39,820 million). The valuation was carried out on the basis of market intelligence, indexation of the original cost, year of construction, present physical condition and location and lease term of related land. Latest valuation was carried out by the Group on June 30, 2025.

10.1.2 The Holding Company has entered into a long-term agreement with Shabbir Tiles and Ceramics Limited, a related party in respect of investment property. The rental agreement has a remaining lease term of 6 months, with escalation clause upon renewal of contract based on mutual agreement. The rental income from investment property is disclosed in note 39 to these consolidated financial statements.

10.1.3 The Group has no restrictions on the realisability of its investment property and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance and enhancements. Further, there is no material direct operating cost in relation to the said property.

10.1.4 Investment property include items having an aggregate cost of Rs. 449.24 million (2024: Rs. 424.82 million) which have been fully depreciated and are still in use of the Group.

10.1.5 Details of the Group's immovable investment properties are as under:

	2025		2024	
	Land area (square yards)	Building covered area (square feet)	Land area (square yards)	Building covered area (square feet)
	(in '000)			
Industrial Property bearing khewat numbers 861, 862, 890, 895, 905, khatooni numbers 1086, 1087, 1116, 1121, 1133, Mouza Taraf Ravi, Multan, Punjab.	5	20	5	20
Main Air Port Road, DHA, Near Divine Garden Scheme, Lahore, Punjab.	61	134	61	134
G-Block, Link Road, Model Town, Lahore, Punjab.	38	300	38	300
75 Ravi Road, Lahore (Near Minar-e-Pakistan), Punjab.	24	287	24	287
2 km. Thokar Niaz Baig, Multan Road, Lahore, Punjab.	61	133	61	133
Main Sargodha Road, Adjacent FDA City, Faisalabad, Punjab.	59	138	59	138
Plot numbers 1-A, I-11/4 adjacent Railway Carriage Factory, Islamabad.	43	133	43	133
NA-Class 190-219, OKEWARI Near Safari Park, University Road, Karachi, Sindh.	53	134	53	134
Near Star Gate, Shahrah-e-Faisal, Karachi, Sindh.	40	384	40	384
D-22, Manghopir Road, S.I.T.E, Karachi, Sindh.	36	158	36	158

10.1.6 The depreciation charge for the year on investment properties are attributable entirely to administrative expenses in note 37.

	2025	2024
	(Rupees in '000)	
10.2 <b>Capital work-in-progress</b>		
Opening balance	31,546	973
Capital expenditure during the year	103,814	82,913
Transfers to investment property	(52,274)	(50,871)
Expensed out during the year	(545)	(1,469)
Advances against capital assets	125,877	—
	<u>208,418</u>	<u>31,546</u>

10.2.1 Commitments in respect of capital work-in-progress amounts to Rs. 631.282 million (2024: Rs. 9.838 million).



## 11. LONG-TERM INVESTMENTS

	Note	2025	2024	2025	2024
		----- Holding % -----		----- (Rupees in '000) -----	
<b>Investment in associates - stated as per equity method</b>					
<b>Quoted associates</b>	11.2				
<b>Indus Motor Company Limited</b>					
Opening balance				3,923,572	3,478,283
Share of profit after tax				1,689,292	937,712
Dividend received during the year				(826,410)	(492,423)
Closing balance	6.22	6.22		4,786,454	3,923,572
[Market value Rs. 8,486.839 million (2024: Rs. 7,726.200 million)]					
<b>Habib Insurance Company Limited</b>					
Opening balance				70,941	51,949
Share of profit after tax				19,219	7,976
Share of other comprehensive loss				12,036	14,601
Dividend received during the year				(5,735)	(3,585)
Closing balance	4.63	4.63		96,461	70,941
[Market value Rs. 49.152 million (2024: Rs. 39.001 million)]					
<b>Agriauto Industries Limited</b>					
Opening balance				408,585	434,112
Share of profit / (loss) after tax				36,279	(25,527)
Dividend received during the year				—	—
Closing balance	7.35	7.35		444,864	408,585
[Market value Rs. 274.795 million (2024: Rs. 271.480 million)]					
<b>Shabbir Tiles &amp; Ceramics Limited</b>					
Opening balance				45,137	39,830
Share of (loss) / profit after tax				(8,362)	5,307
Dividend received during the year				(2,341)	—
Closing balance	1.30	1.30		34,434	45,137
[Market value Rs. 43.982 million (2024: Rs. 45.262 million)]					
				5,362,213	4,448,235
<b>Un-quoted associates</b>					
<b>Sindh Engro Coal Mining Company Limited (SECMC)</b>					
	11.5				
Opening balance				12,686,482	7,449,251
Investment made during the year				—	—
Share of profit after tax				2,501,606	5,583,513
Dividend received during the year				—	(346,282)
Closing balance	11.90	11.90		15,188,088	12,686,482
[Adjusted net assets Rs. 15,188.088 million (2024: Rs. 12,382.486 million)]					
				20,550,301	17,134,717

	Note	2025	2024	2025	2024
		----- Holding % -----		----- (Rupees in '000) -----	
<b>Joint Venture</b>					
<b>ThalNova Power Thar (Private) Limited (TNTPL)</b>					
	11.6 & 11.7				
Opening balance				9,800,859	7,235,743
Investment made during the year				—	59,590
Advance against issue of shares				—	—
Share of profit after tax				2,963,549	2,505,526
Closing balance	26	26		12,764,408	9,800,859
[Adjusted net assets Rs. 12,764.408 million (2024: Rs. 9,802.498 million)]					
<b>Total of associates and joint venture</b>				33,314,709	26,935,576
<b>Listed shares - at fair value through other comprehensive income</b>					
Habib Sugar Mills Limited				149,352	116,757
GlaxoSmithKline (Pakistan) Limited				655	242
GlaxoSmithKline Healthcare (Pakistan) Limited				369	149
Dynea Pakistan Limited				231,362	184,247
Allied Bank Limited				25,637	20,037
Habib Bank Limited				11,668	8,076
TPL Properties Limited				20,479	17,952
	11.8			439,522	347,460
<b>Total</b>				33,754,231	27,283,036

	Note	2025	2024
		----- (Rupees in '000) -----	
11.1	<b>Share of profit after tax of associates and joint venture</b>		
<b>Associates</b>			
Indus Motor Company Limited		1,689,292	937,712
Habib Insurance Company Limited		19,219	7,976
Agriauto Industries Limited		36,279	(25,527)
Shabbir Tiles and Ceramics Limited		(8,362)	5,307
Sindh Engro Coal Mining Company Limited	11.5	2,501,606	5,583,513
		4,238,034	6,508,981
<b>Joint venture</b>			
ThalNova Power Thar (Private) Limited	11.6 & 11.7	2,963,549	2,505,526
		7,201,583	9,014,507

- 11.2 Although the Group has less than 20% equity interest in all its associates, the management believes that significant influence over these associates exists by virtue of the Group's representation on the Board of Directors of the respective companies.

### 11.3 The summarised financial information of the associated companies and joint venture, based on the latest available audited / un-audited financial statements is as follows:

	Indus Motor Company Limited		Habib Insurance Company Limited		Agiatuo Industries Limited		Shabbir Tiles and Ceramics Limited		Sindh Engro Coal Mining Company Limited		ThalNova Power Thar (Private) Limited	
	30 June 2025	30 June 2024	30 June 2025	30 June 2024	30 June 2025	30 June 2024	30 June 2025	30 June 2024	30 June 2025	30 June 2024	30 June 2025	30 June 2024
(Rupees in '000)												
Revenue	215,136,582	152,481,025	1,599,881	1,491,659	11,863,435	8,534,184	13,846,058	15,581,047	100,546,365	112,234,941	56,914,188	62,870,893
Profit / (loss) after taxation	23,009,659	15,072,426	267,250	172,282	238,324	(347,502)	(192,131)	320,165	23,579,008	46,920,274	11,391,961	9,636,635
Other comprehensive income / (loss)	-	-	227,257	419,598	-	-	-	-	-	-	-	-
Total comprehensive income / (loss)	23,009,659	15,072,426	494,507	591,880	238,324	(347,502)	(192,131)	320,165	23,579,008	46,920,274	11,391,961	9,636,635
Cash and cash equivalents	19,834,866	14,107,143	38,927	601,552	(393,560)	1,710,098	185,350	286,376	26,662,230	54,316,950	29,200,015	19,647,750
Non-current assets	23,536,252	26,399,852	-	-	3,849,479	4,158,334	3,228,071	3,342,573	100,341,932	97,557,055	101,834,854	103,168,166
Current assets	161,238,126	119,419,799	-	-	5,805,097	4,426,935	4,714,029	4,818,123	202,733,121	164,615,699	55,836,089	49,498,973
Total assets	184,774,378	145,819,651	6,324,610	5,243,570	9,654,576	8,585,269	7,942,100	8,160,696	303,075,053	262,172,754	157,670,943	152,667,139
Less:												
Non-current liabilities	(180,714)	(212,814)	-	-	(354,320)	(530,183)	(669,371)	(810,681)	(58,088,429)	(67,954,080)	(76,559,388)	(81,769,812)
Current liabilities	(107,641,026)	(78,380,394)	-	-	(3,247,689)	(2,240,843)	(4,623,954)	(4,329,619)	(116,109,277)	(88,920,334)	(32,017,678)	(33,190,065)
Total liabilities	(107,821,740)	(78,593,208)	(4,241,226)	(3,530,818)	(3,602,009)	(2,771,026)	(5,293,325)	(5,140,300)	(174,197,706)	(156,874,414)	(108,577,066)	(114,959,877)
Net assets	76,952,638	67,226,443	2,083,384	1,712,752	6,052,567	5,814,243	2,648,775	3,020,396	128,877,347	105,298,340	49,093,877	37,707,262
Less: Preference shares	-	-	-	-	-	-	-	-	(1,246,356)	(1,246,356)	-	-
Add / Less: Advance against shares not in proportion to shareholding	-	-	-	-	-	-	-	-	-	-	-	(5,346)
Adjusted net assets	76,952,638	67,226,443	2,083,384	1,712,752	6,052,567	5,814,243	2,648,775	3,020,396	127,630,991	104,051,984	49,093,877	37,701,916
Group's share in net assets (%)	6.22%	6.22%	4.63%	4.63%	7.35%	7.35%	1.30%	1.30%	11.90%	11.90%	26.00%	26.00%
Share in net assets	4,786,454	4,181,485	96,461	79,300	444,864	427,347	34,434	39,265	15,188,088	12,382,186	12,764,408	9,802,498
Others	-	(257,913)	-	(8,359)	-	(18,762)	-	5,872	-	304,296	-	(1,639)
Carrying amount	4,786,454	3,923,572	96,461	70,941	444,864	408,585	34,434	45,137	15,188,088	12,686,482	12,764,408	9,800,859
Principal place of business	Karachi, Pakistan	Karachi, Pakistan	Karachi, Pakistan	Karachi, Pakistan	Karachi, Pakistan	Karachi, Pakistan	Karachi, Pakistan	Karachi, Pakistan	Karachi, Pakistan	Karachi, Pakistan	Karachi, Pakistan	Karachi, Pakistan

11.3.1 During the year TNTPL has incurred finance costs, depreciation expense, amortisation expense and income tax expense amounting to Rs. 11,005.142 million (2024: Rs. 12,674.292 million), Rs. 3,176.581 (2024: Rs. 2,930.205 million), Rs. 42.537 (2024: Rs. 41,398 million) and Rs. 446.584 million (2024: Rs. 413.809 million) respectively. Additionally, non-current and current financial liabilities (excluding trade and other payables and provisions) amounting to Rs. 76,559.388 million (2024: Rs. 81,769.812 million) and Rs. 13,175.582 million (2024: Rs. 10,569.115 million) respectively.

		2025	2024
		(Rupees in '000)	
11.4	Share in contingent liabilities of associated companies	<u>3,273</u>	<u>216,970</u>
	Share in commitments of associated companies	<u>1,871,304</u>	<u>3,160,450</u>
11.5	<p>This includes investment in Sindh Engro Coal Mining Company Limited (SECMC), an associate established for the construction of coal mine. Although the Holding Company has less than 20% equity interest in the associate, the management believes that it has significant influence due to the contractual agreement with the shareholders. The Group invested a total of USD 23.1 million in PKR equivalent to develop a cumulative mine capacity of 7.6 mtpa. Phase I of the Project achieved commercial operations in July 2019 and Phase II achieved commercial operation in September 2022. As of the statement of financial position date, the Group has invested Rs. 2,840.15 million acquiring 191,643,025 ordinary shares having face value of Rs. 10 each, at a price of Rs. 14.82 per share.</p> <p>To secure the Group's commitment as above, a commercial bank has issued a guarantee in favour of the Group amounting to Rs. 726.876 million (2024: Rs. 960.476 million).</p>		
11.6	<p>TNTPL is a joint venture between the Holding Company, Nova Powergen Limited (subsidiary of Novatex Limited) and The Hub Power Company Limited which was formed under the Joint Venture Agreement. The Holding Company holds 26% (2024: 26%) equity interest in TNPTL comprising 609,132,957 shares (2024: 609,132,957 shares) at Rs. 10/- each and has joint control under the terms of the Joint Venture Agreement.</p>		
11.7	<p>The Group undertook to invest USD 34.3 million in PKR equivalent in ThalNova Power Thar (Private) Limited (TNTPL), a 330MW power plant in Thar. Upto the statement of financial position date, the Group has invested Rs. 6,091.33 million in TNTPL acquiring 609,132,957 ordinary shares having face value of Rs. 10 each. TNTPL achieved its financial close and commercial operations on September 30, 2020 and February 17, 2023, respectively.</p> <p>To secure the Group's commitment as above, a commercial bank has issued a guarantee in favour of the Group amounting to Rs. 113.323 million (2024: Rs. 113.323 million).</p>		
11.8	<p>The cost of these investments is Rs. 54.648 million (2024: Rs. 54.648 million). The Group recognised gain of Rs. 92.062 million (2024: Rs. 140.161 million) on revaluation of these equity instruments in other comprehensive income.</p>		

	Note	2025	2024
		(Rupees in '000)	
<b>12. LONG-TERM DEPOSITS AND ADVANCES</b>			
Security deposits	12.1	<u>18,631</u>	<u>19,116</u>
Utilities		<u>9,870</u>	<u>9,870</u>
Others		<u>8,805</u>	<u>7,310</u>
		<u>37,306</u>	<u>36,296</u>

12.1 These are not discounted to present value since the impact is not considered to be material to these consolidated financial statements.

	Note	2025	2024
		(Rupees in '000)	
<b>13. STORES, SPARES AND LOOSE TOOLS</b>			
Stores in hand		<u>98,545</u>	<u>96,265</u>
Spares in hand		<u>363,962</u>	<u>327,415</u>
Loose tools		<u>283</u>	<u>248</u>
Less: Provision for obsolescence	13.1 & 13.2	<u>(180,980)</u>	<u>(167,108)</u>
		<u>281,810</u>	<u>256,820</u>

		2025	2024	
		----- (Rupees in '000) -----		
13.1	<b>Movement - provision for obsolescence</b>			
	Opening balance	167,108	127,666	
	Charge for the year - net	13,872	39,442	
	Closing balance	180,980	167,108	
13.2	Aggregate cost of stores, spares and loose tools which have been provided for based on obsolescence amount to Rs. 274.273 million (2024: Rs. 302.358 million). Accordingly, net realisable value of such inventory amounts to Rs. 134.373 million (2024: Rs. 135.25 million).			
	Note	2025	2024	
		----- (Rupees in '000) -----		
14.	<b>STOCK-IN-TRADE</b>			
	Raw material			
	In hand	14.1	6,319,791	5,876,809
	In transit		2,019,254	1,306,750
			8,339,045	7,183,559
	Work-in-process		930,510	758,618
	Finished goods			
	In hand		1,758,215	1,471,850
	In transit		—	2,900
	Less: Provision for obsolescence	14.2 & 14.3	(869,703)	(892,277)
			10,158,067	8,524,650
14.1	Raw materials amounting to Rs. 18.04 million (2024: nil) are held with the sub-contractors.			
		2025	2024	
		----- (Rupees in '000) -----		
14.2	<b>Movement - provision for obsolescence</b>			
	Opening balance	892,277	666,865	
	(Reversal) / charge for the year - net	(22,574)	225,412	
	Closing balance	869,703	892,277	
14.3	Aggregate of raw material, work-in-process and finished goods which have been provided for based on obsolescence amount to Rs. 1,873.445 million (2024: Rs. 2,115.58 million). Accordingly, net realisable value of such stock-in-trade amounts to Rs 1,091.216 million (2024: Rs. 1,225.182 million).			
	Note	2025	2024	
		----- (Rupees in '000) -----		
15.	<b>TRADE DEBTS</b>			
	Considered good	15.1 & 15.2	6,006,966	5,433,636
	Allowance for expected credit losses	15.3	(112,413)	(109,615)
			5,894,553	5,324,021
15.1	This includes amount due from the following related parties:			
	Indus Motor Company Limited		1,467,174	1,154,013
	Agriauto Industries Limited		999	—
	Shabbir Tiles and Ceramics Limited		—	38,942
			1,469,173	1,192,955



	Note	2025	2024
		----- (Rupees in '000) -----	
15.2	The maximum aggregate amount due from the related parties at the end of any month during the year is as follows:		
	Indus Motor Company Limited	<u>1,805,244</u>	<u>1,327,310</u>
	Agriauto Industries Limited	<u>1,000</u>	<u>—</u>
	Shabbir Tiles and Ceramics Limited	<u>26,010</u>	<u>38,942</u>
15.3	<b>Movement - allowance for expected credit losses</b>		
	Opening balance	109,615	81,527
	Provision for the year	11,365	44,836
	Bad debts written off during the year	(8,567)	(16,748)
	Closing balance	<u>112,413</u>	<u>109,615</u>
16.	<b>LOANS AND ADVANCES</b>		
	<b>Advances - considered good</b>		
	Suppliers	199,621	172,935
	Employees	10,928	8,931
	Others	386	200
		<u>210,935</u>	<u>182,066</u>
17.	<b>TRADE DEPOSITS AND SHORT-TERM PREPAYMENTS</b>		
	<b>Trade deposits</b>		
	Tender	1,930	73,478
	Margin against letter of credit	89,345	3,172
	Deposit against custom duty	7,182	7,182
	Container deposits	14,090	11,575
	Others	677	—
		<u>113,224</u>	<u>95,407</u>
	<b>Short-term prepayments</b>		
	Rent	67	64
	Insurance	31,331	29,084
	Others	55,937	34,448
		<u>87,335</u>	<u>63,596</u>
		<u>200,559</u>	<u>159,003</u>
17.1	These deposits are interest free.		
17.2	This includes prepayments amounting of Rs.19.064 million (2024: Rs. 16.844 million) paid to Habib Insurance Company Limited, a related party.		
	Note	2025	2024
		----- (Rupees in '000) -----	
18.	<b>OTHER RECEIVABLES</b>		
	Duty drawback	54,851	40,544
	Workers' Profit Participation Fund	371	5,212
	Custom duty reimbursable	960,047	960,047
	Others	12,612	39,238
		<u>1,027,881</u>	<u>1,045,041</u>
18.1	<b>Workers' Profit Participation Fund (WPPF)</b>		
	Receivable / (payable) to WPPF at the beginning of the year	5,212	(3,079)
	Add: Interest on funds utilised in the Group's business	—	(713)
	Allocation for the current year	(24,629)	(20,786)
		<u>(19,417)</u>	<u>(24,578)</u>
	Paid during the year	19,788	29,790
	Receivable against WPPF at the end of the year	<u>371</u>	<u>5,212</u>

- 18.2 Includes additional custom duty receivable from Indus Motor Company Limited amounting to Rs. 815.508 million. The maximum aggregate amount at the end of any month during the year is Rs. 815.508 million.

		2025	2024
		----- (Rupees in '000) -----	
18.3	This includes receivable from the following related parties:		
	Indus Motor Company Limited	—	178
	Shabbir Tiles and Ceramics Limited	115	—
	Habib Metropolitan Bank Limited	924	628
		<u>1,039</u>	<u>806</u>
18.4	The maximum aggregate amount due from related parties at the end of any month during the year is as follows:		
	Indus Motor Company Limited	2,682	106,440
	Shabbir Tiles and Ceramics Limited	2,572	—
	Habib Metropolitan Bank Limited	1,545	1,170

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>19. SHORT-TERM INVESTMENTS</b>			
<b>At fair value through profit or loss</b>			
Government securities (T-bills & PIBs)	19.1 & 19.2	9,234,430	3,431,633
Term Finance Certificates (TFCs)	19.3	238,325	238,325
HBL Cash Fund	19.4	479,770	1,044,405
Meezan Cash Fund		468,303	—
Al-Habib Money Market Fund		462,043	—
Alfalah Money Market Fund II		458,129	—
UBL Money Market Fund		430,443	—
MCB Cash Management Optimizer Fund		408,946	611,178
Faysal Islamic Financial Growth Plan I		327,119	—
Pak Qatar Cash Plan		280,796	—
Atlas Liquid Fund		263,552	—
NBP Money Market Fund		243,138	7,594
Mahana Islamic Fund		90,295	—
UBL Liquidity Plus Fund		52,963	1,013,316
Alfalah GHP Money Market Fund		6,893	1,037,670
NIT Money Market Fund		340	959,405
MCB fixed return plan		—	—
Al-Habib Cash Fund		—	626,386
ABL Cash Fund		—	1,005,220
Meezan Rozana Amdani Fund		—	698,907
Atlas Money Market Fund		—	800,701
Faysal Money Market Fund		—	57,488
Faysal Islamic Fund		—	294,574
NBP Fixed Term Munafa		—	708,334
NBP Government Securities Plan		—	259,243
DCCL Trustee Pakistan Cash Management Fund		—	490,541
		<u>3,972,730</u>	<u>9,614,962</u>
<b>At amortised cost</b>			
Term Deposit Receipts	19.5	169,771	171,998
First Habib Modaraba	19.6	500,000	—
		<u>14,115,256</u>	<u>13,456,918</u>

- 19.1 This includes T-bills amounting to Rs. 8,544.81 million and carry profit yield ranging from 10.87% to 16.86% (2024: 18.85% to 21.70%) per annum and will mature latest by July 7, 2025.
- 19.2 This includes PIBs amounting to Rs. 499.99 million and carry coupon rate ranging from 11.07% to 11.21% (2024: 19.98% to 21.30% ) per annum and will mature latest by July 30, 2025.
- 19.3 This represents listed, fully paid up, rated, privately placed, perpetual, unsecured, subordinated, non-cumulative and contingent convertible debt instrument carrying interest at the rate of 3-month KIBOR + 1.6% per annum.
- The issuer may, at its sole discretion, call the TFCs subject to certain conditions.
- 19.4 Mutual fund units amounting to Rs. 305 million (2024: Rs. 274 million) are under lien as margin for security against State Bank of Pakistan's Temporary Economic Refinance Facility and State Bank of Pakistan's Refinance Facility for Renewable Energy from various commercial banks.
- 19.5 These carry profit yield ranging from 9% to 10.50% (2024: 20.40% to 22.20%) per annum and will mature latest by April 30, 2026. Further TDRs are pledged for obtaining solar loan from a commercial bank.
- 19.6 These carry profit at 11% (2024: nil) per annum and will mature latest by August 21, 2025.

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>20. CASH AND BANK BALANCES</b>			
Cash in hand		<b>7,380</b>	3,401
Bank balances in:			
Current accounts		<b>642,648</b>	578,342
Savings accounts	20.1 & 20.2	<b>1,807,003</b>	1,645,865
		<b>2,449,651</b>	2,224,207
		<b>2,457,031</b>	2,227,608

- 20.1 These carry interest at rate ranging from 8% to 19% (2024: 19.25% to 20.5%) per annum.
- 20.2 This includes a special bank account maintained in respect of security deposit in compliance with the requirements of Companies Act, 2017.

## 21. SHARE CAPITAL AND RESERVES

### 21.1 Authorised Capital

The Holding Company has authorised capital of 200 million ordinary shares of Rs. 5/- each amounting to Rs. 1,000 million.

### 21.2 Issued, subscribed and paid-up capital

2025	2024		2025	2024
			----- (Rupees in '000) -----	
Number of ordinary shares of Rs. 5/- each				
<b>5,149,850</b>	5,149,850	Fully paid in cash	<b>25,750</b>	25,750
<b>64,640,390</b>	64,640,390	Issued as fully paid bonus shares	<b>323,202</b>	323,202
<b>11,239,669</b>	11,239,669	Shares issued under the Scheme of Arrangement for Amalgamation	<b>56,198</b>	56,198
<b>81,029,909</b>	81,029,909		<b>405,150</b>	405,150

- 21.3 Voting rights and board selection are in proportion to the shareholding.

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>22. RESERVES</b>			
<b>Capital reserves</b>			
Reserve on merger of former Pakistan Jute and Synthetics Limited and former Thal Jute Mills Limited		13,240	13,240
Premium on issue of share capital		12,225	12,225
Reserve on merger of former Pakistan Paper Sack Corporation Limited and former Khyber Papers (Private) Limited		42,464	42,464
Reserve on merger of A-One Enterprises (Private) Limited		951,211	951,211
		<u>1,019,140</u>	<u>1,019,140</u>
<b>Revenue reserves</b>			
General reserve	22.1	28,988,500	27,388,500
Unappropriated profit		21,442,475	16,585,187
		<u>50,430,975</u>	<u>43,973,687</u>
Gain on revaluation of investments held at fair value through OCI		384,874	292,812
	22.2	<u>51,834,989</u>	<u>45,285,639</u>
22.1	General reserve has been maintained for general purposes.		
22.2	There is no legal or other restrictions, on the ability of the Group to distribute these reserves.		
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>23. NON-CONTROLLING INTEREST</b>			
Habib Metro Pakistan (Private) Limited	23.1	6,488,743	6,522,705
Thal Boshoku Pakistan (Private) Limited	23.1	830,849	748,627
		<u>7,319,592</u>	<u>7,271,332</u>
23.1	These include profit for the year attributable to HMPL and TBPPL amounting to Rs. 766.097 million (2024: Rs. 835.823 million) and Rs. 82.221 million (2024: Rs. 30.046 million) respectively.		
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>24. LONG-TERM DEPOSITS AND PAYABLES</b>			
Deposits with: - related party	24.1	291,808	291,808
- others		40,661	42,559
	24.2	<u>332,469</u>	<u>334,367</u>
Payable in respect of Gas Infrastructure Development Cess		14,545	14,545
Less: Current maturity		(5,495)	(5,495)
		<u>9,050</u>	<u>9,050</u>
		<u>341,519</u>	<u>343,417</u>
24.1	This includes security deposits received from the following related parties under rent agreements:		
Indus Motor Company Limited		326	326
Shabbir Tiles and Ceramics Limited		1,975	1,975
Metro Pakistan (Private) Limited		289,507	289,507
		<u>291,808</u>	<u>291,808</u>
24.2	These deposits are utilisable as per respective agreements with customers / lessees.		

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>25. LONG-TERM BORROWINGS - SECURED</b>			
SBP's Temporary Economic Refinance Facility	25.1	<b>1,139,188</b>	1,323,614
Less: Deferred income	27	<b>(171,932)</b>	(225,650)
Less: Current portion		<b>(183,459)</b>	(183,459)
		<b>783,797</b>	914,505
SBP's Financing Scheme for Renewable Energy	25.2	<b>226,303</b>	277,403
Less: Deferred income	27	<b>(30,380)</b>	(40,160)
Less: Current portion		<b>(36,154)</b>	(49,800)
		<b>159,769</b>	187,443
Long-term loan	25.3 & 25.4	<b>2,394,287</b>	3,100,657
Less: Current portion		<b>(550,247)</b>	(286,230)
		<b>1,844,040</b>	2,814,427
Diminishing musharaka I		<b>—</b>	5,094
Diminishing musharaka II	25.4	<b>2,470</b>	3,113
Diminishing musharaka III	25.5	<b>26,778</b>	—
Diminishing musharaka IV	25.6	<b>44,092</b>	—
Less: Current portion		<b>(13,054)</b>	(2,448)
		<b>60,286</b>	5,759
		<b>2,847,892</b>	3,922,134

- 25.1 In 2020, SBP introduced Temporary Economic Refinance Facility to facilitate purchase of new plant and machinery to be used for setting up of new projects in all sectors. The total amount of the facilities from various commercial banks is Rs. 1,510 million. The facilities carry interest at rates ranging from 1.95% to 3.00% per annum and are repayable in 32 equal quarterly installments starting from July 2023. The facilities are secured against charge against the underlying fixed assets and pledge over mutual fund units.
- 25.2 In 2016, SBP introduced Refinance Scheme for Renewable Energy to encourage and facilitate purchase and installation of renewable energy facilities. Through a circular issued in 2019, the expiry period of the scheme was extended to June 30, 2022. The total amount of the facilities from various commercial banks is Rs. 358 million. The facilities carry interest at rates ranging from 2.45% to 3.45% per annum and are repayable in 40 equal quarterly installments. The facilities are secured against charge against the underlying fixed assets.
- 25.3 In 2022, the Holding Company obtained long-term loan from a commercial bank for investment in ThalNova Power Thar (Private) Limited through its subsidiary, Thal Power (Private) Limited. The facilities carry interest at 3-month KIBOR + 0.25% per annum and are repayable in 20 equal quarterly installments starting from March 2024. The facility is secured against charge against fixed assets of the Holding Company. In 2023 and 2024, the Holding Company also obtained long-term loan from a commercial bank for installation of solar power system. The facility carries interest rate at 3-month KIBOR + 0.25% per annum and are repayable in 18 equal quarterly installments starting from March 2025. The facilities are secured against charge against the underlying fixed assets.
- 25.4 This represents arrangement of Rs. 4.320 million with First Habib Modaraba managed by Habib Metropolitan Modaraba Management Company (Private) Limited against vehicles for executives of the TBPLL. The tenor of the facility is five years with no grace period. This facility carries mark-up at the rate of 3-month KIBOR + 2% per annum. This facility is repayable in 60 equal monthly instalments with first repayment made in November 2022 and is payable latest by October 2027.
- 25.5 This represents arrangement of Rs. 29.614 million with First Habib Modaraba managed by Habib Metropolitan Modaraba Management Company (Private) Limited against vehicles for executives of the TBPLL. The tenor of the facility is five years with no grace period. This facility carries mark-up at the rate of 3-month KIBOR + 2% per annum. This facility is repayable in 60 equal monthly installments with first repayment made in September 2022 and is payable latest by August 2029.
- 25.6 NCSPL has obtained Diminishing Musharaka facility from First Habib Modaraba (musharaka agent) for a period of 5 years. NCSPL is required to repay the amount of the loan in monthly installments, starting from April 2025. This facility carries a mark-up at the rate of 3-month KIBOR + 1.5%.



- 25.7 Under the terms of the loan agreements, the Holding Company is required to comply with the following financial covenants on an annual basis:

#### Financial covenants

Minimum current ratio of 1.0 times to be maintained

Maximum financial leverage - 3 times

Maximum interest coverage ratio of greater than 1.25 times to be maintained

Minimum debt service coverage ratio of 1.25 times to be maintained

The Holding Company has complied with these covenants throughout the financial year. Further, there are no indications that Group would have difficulties in complying with the covenants as at June 30, 2026.

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>26. LEASE LIABILITIES</b>			
Opening balance		992,959	1,021,531
Re-assessment of lease liabilities		—	2,111
Accretion of interest		131,629	116,391
Less: Lease rentals paid		(52,886)	(147,074)
Balance at the end of the year		1,071,702	992,959
Less: current portion		(145,388)	(131,263)
Long-term lease liabilities		926,314	861,696
<b>27. DEFERRED INCOME</b>			
Deferred income	27.1 & 27.2	202,312	265,810
Less: current portion		(56,166)	(63,487)
		146,146	202,323
<b>27.1 Movement - Deferred income</b>			
Opening balance		265,810	338,270
Amortisation during the year	40	(63,498)	(72,460)
Closing balance		202,312	265,810
<b>27.2</b>	This relates to benefit of SBP's Temporary Economic Refinance Facility and SBP's Financing Scheme for Renewable Energy at below-market interest rate. The deferred income is being amortised to the consolidated statement of profit or loss on a systematic basis over the period during which the related interest expense, which it is intended to compensate, is expensed.		
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>28. DEFERRED TAX LIABILITY - NET</b>			
<b>Taxable temporary differences arising:</b>			
Accelerated depreciation		530,507	585,741
Investment in associates and joint venture		6,075,745	4,480,962
		6,606,252	5,066,703
<b>Deductible temporary differences arising on:</b>			
Provisions		(1,126,990)	(853,425)
Lease liabilities		(29,560)	(21,373)
Unused tax losses carried forward		(77,251)	(11,486)
Unused tax credit carried forward		(11,318)	(115,484)
Unrealized loss on investments classified as FVPL		(87)	(3,607)
		(1,245,206)	(1,005,375)
		5,361,046	4,061,328

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>29. TRADE AND OTHER PAYABLES</b>			
Creditors	29.1	2,169,360	1,444,278
Accrued liabilities	29.1	3,290,532	2,292,741
Additional custom duty provision	29.2	875,928	906,801
Salaries payable		13,401	12,915
Advance from customer (contract liabilities)	29.3	165,593	297,750
Royalty payable	29.4	159,237	101,097
Payable to provident fund		14,340	5,866
Payable to retirement benefit fund		21,511	20,492
Security deposits		1,190	1,614
Levies payable		8,827	429,317
Other liabilities	29.5	264,081	202,885
		<u>6,984,000</u>	<u>5,715,756</u>
29.1 This includes amounts due to related parties:			
Habib Insurance Company Limited		609	1,767
METRO Pakistan (Private) Limited		16,694	28,816
Agriauto Industries Limited		2,836	—
Agriauto Stamping Private Limited		4,309	1,740
Habib Metropolitan Bank Limited		25	—
Shabbir Tiles & Ceramics Limited		—	1,384
		<u>24,473</u>	<u>33,707</u>
29.2 It includes an amount of Rs. 777.91 million (2024: Rs. 777.91 million) which pertains to 2021 in which the Federal Board of Revenue vide its SRO dated June 28, 2019 imposed additional custom duty on the imports of certain items specified in the First Schedule to the Customs Act, 1969. The Group aggrieved by the notification is contesting its applicability by filing appeal before the Appellate Tribunal Customs Karachi (ATC) where the hearing is currently pending.			
In order to secure the Group's commitment as above, a commercial bank has issued a guarantee in favour of the Group amounting to Rs. 179.32 million (2024: Rs. 179.32million).			
With reference to the above Indus Motor Company Limited (IMC), a related party, committed to reimburse the Group for any outflow that it may incur on account of additional custom duty paid on goods imported for supplies made to IMC. Accordingly, a reimbursement asset is recorded as disclosed in note 18.2 to these consolidated financial statements.			
29.3 Revenue recognised during the year that was included in contract liabilities balance at the beginning of the year amounts to Rs. 297.750 million (2024: Rs. 44.848 million).			
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>29.4 Royalty payable</b>			
Opening balance		101,097	144,731
Charge for the year	35	230,289	155,481
Paid during the year		(172,149)	(199,115)
Closing balance		<u>159,237</u>	<u>101,097</u>
<b>29.5 Other liabilities</b>			
Withholding tax payable		100,431	39,016
Employees Old-Age Benefits Institution (EOBI)		78,931	80,879
Workers' Welfare Fund	33.1.4	30,342	23,292
Others	33.1.5	54,376	59,698
		<u>264,080</u>	<u>202,885</u>
<b>30. WARRANTY OBLIGATIONS</b>			
Warranty obligations	30.1	<u>856,767</u>	<u>986,538</u>

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>30.1 Movement of warranty obligations</b>			
Opening balance		<b>986,538</b>	908,897
(Reversal) / charge for the year		<b>(116,091)</b>	83,980
Claims paid during the year		<b>(13,680)</b>	(6,339)
Closing balance		<b>856,767</b>	986,538
<b>31. SHORT-TERM BORROWINGS</b>			
Export Refinance Scheme	31.1	<b>780,000</b>	780,000
Running finance facilities	31.2	<b>293,920</b>	294,831
		<b>1,073,920</b>	1,074,831

31.1 This represents Export Refinance Facility obtained by the Holding Company from various commercial banks. The total amount of the facility is Rs. 780 million. It carries markup at rates ranging from 8.5% to 9% per annum (2024: 17% to 19% per annum) and is payable within 180 days on rollover basis. The facility is secured against a joint Pari Passu hypothecation charge on all present and future stocks and book debts of the Holding Company.

31.2 This represents short-term running finance facilities obtained from various commercial banks including Habib Metropolitan Bank Limited a related party amounting to Rs. 222 million (2024: Rs. 198 million) which carry markup at the rates ranging from 3-month KIBOR plus 0.25% - 0.4% to 1-month KIBOR plus 1% (2024: 3-month KIBOR plus 0.2% to 1-month KIBOR plus 1%) per annum and are repayable on demand. These are secured by way of Pari Passu hypothecation charge over all the present and future stocks and receivables of TBPPL and all plant and machineries of the TBPPL located at factory premises. As at June 30, 2025 the unutilised portion of these facilities amounts to Rs. 534 million (2024: Rs. 300 million).

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>32. INCOME TAX - NET</b>			
Group Tax Relief adjustments	32.1	<b>(593,466)</b>	(593,466)
Income tax provision less tax payments – net		<b>2,315,358</b>	1,453,039
		<b>1,721,892</b>	859,573

32.1 In terms of the provisions of Section 59B of the Income Tax Ordinance, 2001 (the Ordinance), a subsidiary company may surrender its tax losses in favour of its Holding Company for set off against the income of its Holding Company subject to certain conditions as prescribed under the Ordinance.

Accordingly, the Holding Company adjusted its tax liabilities for the tax years 2008 to 2010 by acquiring the losses of its Subsidiary Company and consequently an aggregate sum of Rs. 593.466 million equivalent to the tax value of the losses acquired had been paid to the Subsidiary Company.

The original assessments of the Holding Company for the tax years 2008 to 2010 were amended under Section 122(5A) of the Ordinance by the tax authorities by disallowing Group Tax Relief claimed by the Holding Company under Section 59B of the Ordinance aggregating to Rs. 593.466 million. The Holding Company preferred appeals against the said amended assessments before the Commissioner Inland Revenue (Appeals) who vide his orders dated 10 June 2011 and 11 July 2011 has held that the Holding Company is entitled to Group Tax Relief under Section 59B of the Ordinance. However, the tax department filed an appeal before the Appellate Tribunal Inland Revenue (ATIR) against the Commissioner Inland Revenue (Appeal) Order. The ATIR has passed an order in favour of the Holding Company for the above tax years. In response, the Tax department filed reference application / appeal against the order of ATIR before the High Court of Sindh and with the Chairman ATIR which are under the process of hearings.

The management is confident based on the opinion of legal advisor that the matter is expected to be decided in favor of the Holding Company and hence there will be no impact on the Holding Company. Accordingly no provision has been made in these financial statements.

### **33. CONTINGENCIES AND COMMITMENTS**

#### **33.1 Contingencies**

##### **The Holding Company**

- 33.1.1 The contingencies related to Group Tax Relief and super tax are disclosed in note 32.1 and 41.4 to these consolidated financial statements respectively.

##### **Makro-Habib Pakistan Limited**

- 33.1.2 The Officer Inland Revenue (OIR) initiated the proceedings for monitoring of withholding taxes of MHPL vide show cause notice on April 6, 2016. The exparte under Section 161/205/182(1) of the Income Tax Ordinance, 2001 were passed on April 14, 2016 and tax of Rs. 1.81 billion for the tax years from 2011 to 2014, was determined inclusive of default surcharge and penalty. MHPL being aggrieved with the order of Assessing Officer, filed an appeal before the Commissioner Inland Revenue (Appeals) through combined appellate order dated May 23, 2016 for the tax years 2011 to 2014 maintained the decision of OIR.

MHPL being aggrieved with order of the Commissioner Inland Revenue (Appeals), filed an appeal before the Appellate Tribunal Inland Revenue (ATIR), which by an order dated June 20, 2016 annulled the orders of OIR and Commissioner Inland Revenue (Appeals) and also deleted the consequential default surcharge and penalty.

Further, during the year 2017, OIR challenged the order of the ATIR in the High Court of Sindh which has been decided in favour of MHPL on May 5, 2025.

- 33.1.3 During the year ended June 30, 2017, the Supreme Court of Pakistan (SCP) declared the amendments made in WWF through Finance Act as null and void. However, a review petition was tried in 2017 against the above order of SCP by the Federal Board of Revenue. The management of MHPL, based on the opinion of its legal advisor, is confident that the MHPL would not be liable to pay any amount in respect of this matter.

- 33.1.4 This includes provision for water usage charges of Rs. 4 million, in 2023, Karachi Water & Sewerage Board (KWSB) issued a warrant notice to the Subsidiary Company, demanding Rs. 10.838 million in arrears for land revenue, which KWSB claimed was due to non-payment of monthly water charges from April 2018 onward. On August 26, 2023, the Subsidiary Company challenged this notice and the alleged arrears. A stay order in favor of the Subsidiary Company has been granted by Civil Court on July 8, 2024.

During the year the parties reached a settlement in which KWSB agreed to issue a revised challan of Rs. 4 million. Upon issuance of this revised challan, the Company will receive a No Objection Certificate (NOC) from KWSB, and the case will be disposed of as settled between the parties.

##### **Habib METRO Pakistan (Private) Limited**

- 33.1.5 In March 2009, the Pakistan Airports Authority (PAA) [previously part of the combined Civil Aviation Authority] issued a notice regarding the implementation of Non-Utilization Charges (NUC) as per Clause 4 of the lease agreement. PAA claimed that construction on the remaining half of the land, totaling 19,360 square yards, had not been completed, thereby violating the lease agreement. From 2009 to 2013, various correspondences and multiple meetings were held with PAA, including discussions with the Chief Commercial & Marketing Officer, to clarify the lease terms and argue that NUC were not applicable. HMPL contended that NUC did not apply since 4 acres had been reserved for future development with PAA's permission, as indicated in the initial 2006 plans marked "Reserved for Future Expansion."

On November 16, 2015, HMPL applied to PAA for permission to construct Phase II to Phase IV of the Makro Mall on the portion of land reserved for future expansion. PAA, in its letter dated April 19, 2016, reviewed and cleared the architectural drawings but requested additional detailed structural, mechanical, electrical, and plumbing drawings. HMPL submitted the detailed drawings on October 12, 2017, but no response was received.

On July 11, 2019, the HMPL initiated dispute resolution proceedings to address both the building plan approval and NUC issues, but PAA did not respond. With no effective alternative remedy, HMPL filed C.P.

No. 5577/2019 with the High Court of Sindh, seeking a court order for PAA to process and approve the building plans within thirty days and grant construction permission. The issue of NUC was not addressed in this case. In a letter dated November 10, 2023, PAA referred to previous correspondence about NUC under Clause 4 of the lease agreement and invited HMPL to request arbitration by the Director General of PAA (DG PAA) under Clause 10 of the agreement to which HMPL responded vide letter dated June 24, 2024. On December 16, 2024 the meeting was held with PAA officials to discuss the resolution of the ongoing dispute which was adjourned without any conclusion due to the disagreement between the parties. Subsequently, vide letter dated December 30, 2024, PAA invited HMPL to submit a resolution proposal to which HMPL has responded vide letter dated January 20, 2025. A hearing in this regard was held with DG PAA on March 19, 2025. Being abundant caution, the management has recorded a provision amounting to Rs. 253.220 million in these consolidated financial statements.

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>33.2 Commitments</b>			
33.2.1 Post dated cheques issued to Collector of Custom and a customer against advance export proceeds		<u>81,965</u>	<u>4,664</u>
33.2.2 Outstanding letters of credit		<u>4,610,205</u>	<u>2,960,502</u>
33.2.3 Letter of guarantees issued by banks on behalf of the Group in respect of financial commitments of the Group. 33.2.8		<u>6,501,541</u>	<u>5,158,552</u>
33.2.4 Commitments in respect of raw material		<u>943,170</u>	<u>526,321</u>
33.2.5 Corporate guarantee issued to collector of customs		<u>—</u>	<u>26,560</u>
33.2.6 Commitments for rentals under diminishing musharaka arrangements			
Within one year		<u>5,688</u>	<u>2,448</u>
Later than one year but not later than five years		<u>23,560</u>	<u>4,199</u>
		<u>29,248</u>	<u>6,647</u>
33.2.7 Commitments in respect of investment are disclosed in note 11.5 and 11.7 to these consolidated financial statements.			
33.2.8 This guarantee is secured by assets disclosed in note 8.1.4 to these consolidated financial statements.			
	Note	2025	2024
		----- (Rupees in '000) -----	
<b>34. REVENUE FROM CONTRACTS WITH CUSTOMERS - NET</b>			
Export sales		<u>3,554,617</u>	<u>3,387,251</u>
Local sales		<u>34,572,052</u>	<u>30,483,879</u>
		<u>38,126,669</u>	<u>33,871,130</u>
Less: Sales tax		<u>(5,301,836)</u>	<u>(4,709,686)</u>
Sales discount		<u>(216)</u>	<u>(1,412)</u>
		<u>(5,302,052)</u>	<u>(4,711,098)</u>
		<u>32,824,617</u>	<u>29,160,032</u>
Add: Service income	34.1	<u>302,797</u>	<u>245,872</u>
		<u>33,127,414</u>	<u>29,405,904</u>
34.1 Service income is presented net of sales tax of Rs. 100.037 million (2024: Rs. 68.868 million).			

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>35. COST OF SALES</b>			
Raw material consumed	35.1	23,232,179	20,296,204
Salaries, wages and benefits		3,969,982	3,370,293
Stores and spares consumed		423,353	426,271
Repairs and maintenance		186,237	163,666
Power and fuel		680,345	801,831
Rent, rates and taxes		10,067	14,261
Vehicle running and maintenance		58,124	60,568
Insurance		29,379	33,172
Communication		31,041	31,146
Travelling and conveyance		64,842	63,997
Entertainment		7,835	9,996
Printing and stationery		15,763	15,752
Legal and professional expenses		24,936	28,043
Computer accessories		41,499	35,470
Royalty	35.2	230,289	155,481
Depreciation on operating fixed assets	8.2	1,252,146	1,121,013
Amortization on intangible assets	9.1	118,952	66,043
Research and development		19,635	18,582
Ijarah rentals		—	—
Technical assistance fee		—	157
Others		7,222	5,966
		<u>30,403,826</u>	<u>26,717,912</u>
Work-in-process			
Opening		758,618	513,289
Closing		(930,510)	(758,618)
		<u>(171,892)</u>	<u>(245,329)</u>
<b>Cost of goods manufactured</b>		<b>30,231,934</b>	<b>26,472,583</b>
Finished goods			
Opening stock		1,471,850	1,577,501
Purchases		47,344	16,035
Closing stock		(1,756,337)	(1,471,850)
		<u>(237,143)</u>	<u>121,686</u>
		<u>29,994,791</u>	<u>26,594,269</u>
<b>35.1 Raw material consumed</b>			
Opening stock		7,183,559	8,735,145
Purchases		20,349,157	18,744,618
Closing stock		(4,300,537)	(7,183,559)
		<u>23,232,179</u>	<u>20,296,204</u>
<b>35.2 Royalty</b>	<b>Registered address /</b>	<b>Relationship with Directors</b>	
			2025 2024
			----- (Rupees in '000) -----
Denso Corporation	448-8661 1-1, Showa-Cho, Kariya-city, Aichi-Pref., Japan.	None	85,351 52,954
Furukawa Electric Company Limited	1000, Amago, Koura, Inukami, Shiga Pref, 522-0242, Japan.	None	68,168 50,586
Yazaki Corporation	4-28 1-Chome, Mita, Minato-ku Tokyo, Japan.	None	19,594 8,378
THN	43, Seongseo-ro 71-gil Dalseo-gu, Daegu, The Republic of Korea.	None	2,590 2,981
Kyungshin Corporation	98, Gaetbeoi-Ro, Yeonsu-Gu, Incheon, Republic of Korea.	None	1,360 934
Toyota Boshoku Japan Corporation	88, Kanayama, Kamekubi-cho Toyotam Aichi, 470-0395 Japan.	None	53,226 39,648
			<u>230,289 155,481</u>
<b>35.3</b>	This includes charge of Rs. 84.25 million (2024: Rs. 77.63 million) in respect of defined contribution plan.		



	Note	2025	2024
		----- (Rupees in '000) -----	
<b>36. DISTRIBUTION AND SELLING EXPENSES</b>			
Salaries and benefits		209,411	181,816
Vehicle running expense		22,770	22,663
Utilities		1,804	1,574
Insurance		13,016	12,329
Rent, rates and taxes		4,084	5,858
Communication		3,926	2,869
Advertisement and publicity		27,130	15,462
Travelling and conveyance		36,365	35,914
Entertainment		1,933	1,542
Printing and stationery		523	525
Legal and professional		3,027	–
Computer accessories		3,870	2,114
Research and development		3	32
Depreciation on operating fixed assets	8.2	5,347	3,732
Amortization on intangible assets	9.1	43	166
Repairs and maintenance		2,197	1,005
Export expenses		49,417	54,311
Freight expenses		497,374	381,310
Provision for warranty claims		1,940	83,980
Commission and brokerage		579	4,602
Others		972	3,056
		<u>885,731</u>	<u>814,860</u>

36.1 This includes charge of Rs. 7.92 million (2024: Rs. 6.77 million) in respect of defined contribution plan.

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>37. ADMINISTRATIVE EXPENSES</b>			
Salaries and benefits		1,219,392	950,545
Vehicle running expense		41,545	41,329
Printing and stationery		4,718	5,096
Rent, rates and taxes		57,081	60,341
Utilities		225,207	198,469
Insurance		3,334	8,417
Entertainment		7,538	5,470
Subscription		6,446	2,525
Communication		8,847	7,533
Advertisement and publicity		3,537	2,719
Repairs and maintenance		57,118	48,943
Travelling and conveyance		46,431	27,706
Legal and professional advisory services		51,864	91,569
Computer accessories		40,219	19,965
Auditors' remuneration	37.2	15,333	11,748
Depreciation on operating fixed assets	8.2	93,034	72,629
Amortization on intangible assets	9.1	1,460	3,848
Depreciation on investment property	10.1	326,739	353,281
Charity and donations	37.3 & 37.4	63,083	72,178
Directors' fee and meeting expenses		2,538	1,838
General contracted services		–	667
Others		19,931	10,305
		<u>2,295,395</u>	<u>1,997,121</u>

37.1 This includes charge of Rs. 35.42 million (2024: Rs. 29.45 million) in respect of defined contribution plan.

	2025	2024
	----- (Rupees in '000) -----	
37.2 <b>Auditors' remuneration</b>		
Audit fee	8,000	6,617
Half-yearly review	900	630
Other certification	3,373	2,455
Out of pocket expenses	3,060	2,046
	<b>15,333</b>	<b>11,748</b>

37.3 **Charity and donations**

Charity and donations include the following donees in whom directors or their spouses are interested:

Name of donee	Address of donee	Name of directors / spouse	2025	2024
			----- (Rupees in '000) -----	
Mohamedali Habib Welfare Trust	2nd Floor, House of Habib, 3-Jinnah Co-operative Housing Society, Block 7/8, Sharah-e-Faisal, Karachi.	Mr. Rafiq M. Habib - Trustee	10,000	3,045
Habib Education	4th floor, United Bank Building, I.I. Chundrigar Road, Karachi.	Mr. Mohamedali R. Habib - Trustee	3,000	—
Ghulaman-e-Abbas Educational and Medical Trust	Bab-e-Ali, Al-alamdar Building, Near Lyari Expressway, Mauripur Road, Karachi.	Mr. Rafiq M. Habib - Trustee	—	5,000
Hussaini Haemotology & Oncology Trust	43-Rehmat Manzil, Bhurgari Road, Numaish, Karachi.	Mr. Mohamedali R. Habib - Trustee	200	—
Anjuman-e-Behbood -Samat-e-Itfai	ABSA School 26-C National Highway, Korangi Road, Karachi.	Mrs. Rafiq M. Habib - Vice President	200	255

37.4 Donees to whom donations exceed 10% of total donation or Rs. 1 million, whichever is higher is as follows:

	2025	2024
	----- (Rupees in '000) -----	
<b>Name of donee</b>		
The Citizens Foundation	6,700	6,936
Patient's Aid Foundation	5,692	6,600
Indus Hospital and Health Network	6,000	14,000
Model Town Society	18,802	7,998
Saylani International Trust	6,000	5,000

38. **OTHER CHARGES**

Workers' profits participation fund	24,629	20,786
Workers' welfare fund	25,242	13,286
Loss on revaluation of investments classified at FVPL	642	9,634
Allowance for expected credit losses	11,365	44,836
Non utilisation charges	253,220	—
Exchange loss - net	77,035	—
	<b>392,133</b>	<b>88,542</b>

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>39. OTHER INCOME</b>			
<b>Income from financial assets</b>			
Dividend income from			
Dynea Pakistan Limited		12,255	14,297
Habib Sugar Mills Limited		11,201	11,201
Allied Bank Limited		2,909	2,455
Habib Bank Limited		1,091	798
GlaxoSmithKline Pakistan Limited		27	—
Mutual funds		61,926	1,283,444
		<b>89,409</b>	<b>1,312,195</b>
Interest on			
Interest on deposit accounts		194,882	357,163
Term deposit receipts		36,670	16,311
Government treasury bills		189,637	248,421
Term Finance Certificates (TFCs)		42,059	58,912
		<b>463,248</b>	<b>680,807</b>
Gain on sale of Government treasury bills		1,138,582	313,453
Gain on disposal of investment in mutual funds		796,224	67,752
Gain on revaluation of investments classified as FVPL		13,713	34,149
Exchange gain - net		—	24,011
Reversal of warranty provision		118,031	—
Liabilities no longer payable written back		—	130,376
		<b>2,529,798</b>	<b>1,250,548</b>
<b>Income from non financial assets</b>			
Gain on disposal of operating fixed assets		26,639	36,313
Gain / (loss) on disposal of investment property		—	(862)
Rental income	39.1 & 39.2	3,112,059	2,600,524
Scrap sales		47,562	62,370
Claim from suppliers/customers		141,729	163,509
Rent from sign boards, utilities and others	39.3	175,344	148,490
Advertising income		1,823	2,850
Duty drawback		37,751	41,077
Others		460	—
		<b>3,543,367</b>	<b>3,054,271</b>
		<b>6,162,574</b>	<b>5,617,014</b>
<b>39.1 Maturity analysis of operating lease payments</b>			
The future aggregate minimum rentals receivable under non-cancellable operating leases are as follows:			
- Within one year		3,238,873	2,747,329
- After one year but not more than five years		3,384,298	6,859,345
		<b>6,623,171</b>	<b>9,606,674</b>
<b>39.2</b>	HMPL has entered into long term rentals agreements with METRO Pakistan (Private) Limited (MPPL) in respect of store premises. The rentals are payable annually at fixed amount subject to inflationary adjustments. In addition, HMPL has also entered into various short-term rental arrangements for shops with various parties with period of one year and which are renewable.		
<b>39.3</b>	The Subsidiary Company is providing building management services to lessees. Such services include maintenance services, electricity and conditioning services.		

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>40. FINANCE COSTS</b>			
Interest on:			
Export Refinance Scheme		112,579	4,236
State Bank of Pakistan's Refinance Scheme for Temporary Economic Relief		80,998	92,958
State Bank of Pakistan's Financing Scheme for Renewable Energy		71,204	26,769
Long-term loan		400,252	633,848
Running finance facilities		56,356	173,270
Lease liabilities	26	131,629	116,391
Amortisation of deferred income		(63,498)	(72,460)
		<u>789,520</u>	<u>975,012</u>
Bank charges and commission		43,336	33,248
		<u>832,856</u>	<u>1,008,260</u>
<b>41. LEVY AND TAXATION</b>			
Levy	41.1	99,624	710,403
Taxation	41.2	3,887,171	3,445,414
		<u>3,986,795</u>	<u>4,155,817</u>
41.1	This represents final taxes paid under sections 113, 150 and 154 of Income Tax Ordinance, 2001, representing levy in terms of requirements of IFRIC 21 / IAS 37.		
		2025	2024
		----- (Rupees in '000) -----	
41.2 Taxation			
Current		2,640,689	1,470,767
Prior		(53,238)	(184,267)
		<u>2,587,451</u>	<u>1,286,500</u>
Deferred		1,299,720	2,158,914
		<u>3,887,171</u>	<u>3,445,414</u>
41.3 Relationship between income tax expense and accounting profit:			
Profit before taxation		11,991,041	12,823,970
Tax at the rate of 39% (2024: 39%)		4,676,506	5,001,348
Levy being separately classified		38,853	232,507
Income on which levy is charged		(72,612)	(545,904)
Permanent differences		(5,391)	(6,675)
Separate block of income		(40,731)	(53,720)
Prior year charge		(53,238)	(184,267)
Change of rate		(24,148)	—
Dividend income from associates		(284,840)	(249,420)
Tax credit		—	(3,814)
Others		(347,228)	(744,641)
		<u>3,887,171</u>	<u>3,445,414</u>
Average effective tax rate		<u>32%</u>	<u>27%</u>
41.4	This includes super tax on high earning persons, vide Finance Act 2023, rates for super tax were increased with maximum rate upto 10% with retrospective effect for tax year 2023. The Holding Company, being effected with retrospective application, approached the Islamabad High Court (IHC) and obtained favourable order, whereby higher rates has been suspended, and income on which the final tax regime is applicable has been excluded from the ambit of super tax. As per suspended law, applicable rate of tax for the Holding Company is 10% of total income. The tax department have filed an Intra Court Appeal against the IHC order; however, during the year, the matter was transferred to the Supreme Court of Pakistan, where it is currently pending adjudication.		

## 42. BASIC AND DILUTED EARNINGS PER SHARE

There is no dilutive effect on the basic earnings per share of the Holding Company which is based on:

	2025	2024
	----- (Rupees in '000) -----	
Net profit for the year attributable to the equity holders of the Holding Company	<u>7,255,552</u>	<u>8,512,687</u>
	Number of shares in thousands	
Weighted average number of ordinary shares of Rs. 5/- each in issue	<u>81,030</u>	<u>81,030</u>
	----- (Rupees) -----	
Basic and diluted earnings per share	<u>89.54</u>	<u>105.06</u>

## 43. CASH GENERATED FROM OPERATIONS

	2025	2024
	----- (Rupees in '000) -----	
Profit before taxation	11,991,041	12,823,970
Adjustments for non-cash charges and other items:		
Depreciation on:		
Right of use assets	53,687	95,417
Investment properties	318,679	353,279
Others	1,304,903	1,101,920
Amortisation	120,455	70,200
Finance costs on:		
Lease liabilities	131,629	116,391
Others	701,227	891,869
Levy	99,624	710,403
Interest income	(463,248)	(680,807)
Share in profit of associates	(7,201,583)	(9,014,507)
Liabilities no longer payable written back	—	(124,801)
(Reversal) / provision for warranty obligation	(116,091)	83,980
Gain on revaluation / redemption / disposal of investments classified at FVPL	(1,947,877)	(405,722)
Dividend income	(89,409)	(1,312,190)
Allowance for expected credit losses	11,365	44,836
(Reversal) / charge for provision of stock-in-trade and stores and spares	(8,702)	264,854
Charge of provision for impairment of property, plant and equipment	—	12,331
Provision for retirement benefits	(127,590)	—
(Gain) / loss on disposal of investment properties	—	862
Gain on disposal of operating fixed assets	(26,639)	(36,313)
	<u>(7,239,569)</u>	<u>(7,827,998)</u>
	4,751,471	4,995,972
(Increase) / decrease in current assets		
Stores, spares and loose tools	(38,862)	(20,060)
Stock-in-trade	(1,610,843)	1,369,566
Trade debts	(5,81,897)	(1,637,288)
Loans and advances	(28,869)	155,507
Trade deposits and short-term prepayments	(41,556)	1,337,660
Sales tax refundable	65,418	278,638
Other receivables	17,160	(114,193)
	<u>(2,219,449)</u>	<u>1,369,830</u>
Increase / (decrease) in current liabilities		
Trade and other payables	1,527,806	(657,806)
	<u>4,059,828</u>	<u>5,707,996</u>

	Note	2025	2024
		----- (Rupees in '000) -----	
<b>44. CASH AND CASH EQUIVALENTS</b>			
Cash and bank balances	20	<b>2,457,031</b>	2,227,608
Short-term investments - T-bills		<b>2,171,856</b>	477,149
Term Deposit Receipts (TDRs)	20	—	2,227
Short-term borrowings	31	<b>(293,920)</b>	(294,831)
		<b>4,334,967</b>	<b>2,412,153</b>

#### 45. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

Related parties of the Group comprise of associates, retirement benefit funds, directors and key management personnel. Details of transactions with related parties, duly approved by the Board, are as under:

Relationship	Nature of transactions	2025	2024
		----- (Rupees in '000) -----	
Associates	Sales	<b>13,751,127</b>	9,149,571
	Professional services rendered	<b>174,771</b>	186,244
	Rental income on properties	<b>2,794,362</b>	2,305,716
	Insurance premium paid	<b>59,801</b>	36,927
	Insurance claim received	<b>2,884</b>	972
	Supplies purchased	<b>1,925,419</b>	1,836,768
	Purchase of assets	<b>158,006</b>	45,159
	Profit on bank deposits	<b>9,016</b>	19,675
	Interest and bank charges	<b>186,625</b>	184,212
	Royalty	<b>53,226</b>	39,648
	Interest received	<b>245,906</b>	140,337
Retirement benefit funds	Contribution to provident fund	<b>116,419</b>	105,205
	Contribution to retirement benefit fund	<b>15,553</b>	12,331

45.1 Transactions with key management personnel are disclosed in note 46 to the consolidated financial statements.

45.2 Receivable from and payable to related parties as at June 30, 2025 are disclosed in the respective notes to the consolidated financial statements.

45.3 Following are the related parties of the Group with whom the Group had entered into transactions or have arrangement / agreement in place as per mutually agreed terms and conditions.

S. No.	Company name	Basis of association	Aggregate % of shareholding	Nature of transactions
1.	Indus Motor Company Limited	Associate (note 45.3.1)	6.22%	Sales of goods / professional services rendered / rent received
2.	Shabbir Tiles and Ceramics Limited	Associate (note 45.3.1)	1.30%	Sales of goods / supplies purchased / professional services rendered / rent received
3.	Habib Insurance Company Limited	Associate (note 45.3.1)	4.63%	Insurance premium / insurance claim received
4.	Agriauto Industries Limited	Associate (note 45.3.1)	7.35%	Professional services rendered / rent paid / bonus shares



S. No.	Company name	Basis of association	Aggregate % of shareholding	Nature of transactions
5.	Agriauto Stamping (Private) Limited	Subsidiary of Associated Company (note 45.3.1)	–	Supplies purchased
6.	Sindh Engro Coal Mining Company Limited	Associate (note 45.3.1)	11.90%	Dividend
7.	Habib Metropolitan Bank Limited	Common Directorship (note 45.3.1)	–	Mark-up & bank charges paid, interest and rent received
8.	Toyota Boshoku Asia Corporation Limited	Shareholder with significant influence of subsidiary company (note 45.3.1)	–	Services acquired
9.	Toyota Tsusho Corporation	Shareholder with significant influence of subsidiary company (note 45.3.1)	–	Supplies purchased
10.	Toyota Boshoku Corporation Japan	Associate of subsidiary company (note 45.3.1)	–	Services acquired
11.	Toyota Tsusho Asia Pacific Pte. Ltd	Associate of subsidiary company (note 45.3.1)	–	Supplies purchased
12.	Thal Limited - Employees' Provident Fund	Retirement benefit fund	–	Contribution made
13.	Thal Limited - Employees' Retirement Benefit Fund	Retirement benefit fund	–	Contribution made
14.	Makro-Habib Pakistan Limited - Employees' Provident Fund	Retirement benefit fund	–	Contribution made
15.	Noble Computer Services (Private) Limited - Employees' Provident Fund	Retirement benefit fund	–	Contribution made
16.	Habib Metro Pakistan (Private) Limited - Employees' Provident Fund	Employees' fund	–	Contribution made
17.	Thal Boshoku Pakistan (Private) Limited - Employees' Provident Fund	Employees' fund	–	Contribution made
18.	ThalNova Thar Power (Private) Limited	Joint Venture	–	Investment made
19.	Metro Cash & Carry International Holdings B.V.	Shareholder with significant influence of subsidiary company (note 45.3.1)	–	Dividend paid
20.	METRO Pakistan (Private) Limited	Associate of subsidiary company (note 45.3.1)	–	Rental income

- 45.3.1 These entities are associated companies / undertakings of the Group under Companies Act, 2017.
- 45.4 Following are the associated companies / undertakings of the Group outside Pakistan with whom the Group had entered into transactions or have arrangement / agreement in place:

**Toyota Boshoku Asia Corporation Limited**

Registered Address: 1-1 Toyoda-cho, Kariya-shi, Aichi, 448-8651  
Country of incorporation: Thailand  
Basis of association: Shareholder  
Aggregate Shareholding: 35%  
Nature of transaction: Services acquired

**Toyota Tsusho Corporation**

Registered Address: 9-8, Meieki 4-chome, Nakamura-ku, Nagoya 450-8575, Japan MAP  
Country of incorporation: Japan  
Basis of association: Shareholder  
Aggregate Shareholding: 10%  
Nature of transaction: Supplies purchased

**Toyota Boshoku Corporation Japan**

Registered Address: 1-1 Toyoda-cho, Kariya-shi, Aichi, 448-8651  
Country of incorporation: Japan  
Basis of association: Associated Company  
Aggregate Shareholding: 0%  
Nature of transaction: Services acquired

**Toyota Tsusho Asia Pacific Pte. Ltd**

Registered Address: 6 Shenton Wy, #11-08 OUE Downtown 2, Singapore, 068809  
Country of incorporation: Singapore  
Basis of association: Associated Company  
Aggregate Shareholding: 0%  
Nature of transaction: Supplies Purchased

**46. REMUNERATION OF CHIEF EXECUTIVE OFFICER, DIRECTORS AND EXECUTIVES**

	2025			2024		
	Chief executive	Directors	Executives	Chief executive	Directors	Executives
----- (Rupees in '000) -----						
Managerial remuneration	110,518	—	1,148,094	94,775	—	957,018
Bonus	32,155	—	144,076	38,494	—	278,045
Group's contribution to provident fund	5,172	—	41,155	4,497	—	33,965
Group's contribution to retirement fund	—	—	14,142	—	—	11,633
Other perquisites	—	—	12,696	—	—	8,199
	<u>147,845</u>	<u>—</u>	<u>1,360,163</u>	<u>137,766</u>	<u>—</u>	<u>1,288,860</u>
Number of persons	<u>1</u>	<u>6</u>	<u>171</u>	<u>1</u>	<u>6</u>	<u>140</u>

- 46.1 The chief executive, directors and certain executives of the Holding Company are provided with free of cost use of company maintained cars.
- 46.2 Five non-executive directors (2024: Five) have been paid fees of Rs. 1,680,000 (2024: Rs. 1,365,000) for attending board and other meetings.

- 46.3 The Chief Executives and Directors of Pakistan Industrial Aids (Private) Limited, Thal Boshoku Pakistan (Private) Limited, Thal Power (Private) Limited, Makro-Habib Pakistan Limited and Thal Electrical (Private) Limited are not being paid any remuneration for holding the office.

	2025	2024
<b>47. PLANT CAPACITY AND ACTUAL PRODUCTION</b>		
<b>Annual capacity</b>		
Jute (metric tons)	33,800	33,800
Auto air conditioners (units)	90,000	90,000
Paper bags (nos. 000s)	356,000	356,000
Woven polypropylene bags (nos. 000s)	90,000	90,000
Alternator (units)	90,000	90,000
Starter (units)	90,000	90,000
Seat tracks (sets)	55,000	55,000
Side frame (sets)	55,000	55,000
Air cleaner (sets)	110,000	110,000
Seats (units)	50,000	50,000
<b>Actual production</b>		
Jute (metric tons)	12,311	18,080
Auto air conditioners (units)	34,305	15,512
Wire harness (units)	71,380	75,773
Paper bags (nos. 000s)	156,996	189,982
Woven polypropylene bags (nos. 000s)	83,624	80,770
Alternator (units)	21,802	10,609
Starter (units)	22,031	10,475
Seat tracks (sets)	8,000	15,000
Side frame (sets)	8,000	15,000
Air cleaner (sets)	13,000	5,000
Seats (units)	17,000	10,000
<b>Reason for shortfall</b>	<b>Low demand</b>	Low demand
47.1 The capacity of wire harness is dependent on product mix.		
47.2 The production capacity of laminate operations depends on the relative proportion of various types of products.		

**48. PROVIDENT FUND**

Investments out of provident fund have been made in compliance with the provisions of section 218 of the Act and the rules formulated for this purpose.

## 49. SHARIAH COMPLIANCE

		Note	2025			2024		
			Convent- ional	Shariah compliant	Total	Convent- ional	Shariah compliant	Total
----- (Rupees in '000) -----								
Consolidated statement of financial position								
Assets:								
Long-term investments	11	33,754,231	–	33,754,231	27,283,036	–	27,283,036	
Interest accrued		32,162	–	32,162	43,082	–	43,082	
Short-term investments	19	13,615,256	500,000	14,115,256	13,456,918	–	13,456,918	
Cash and bank balances	20	1,807,003	650,028	2,457,031	1,645,866	581,742	2,227,608	
Liabilities:								
Long-term borrowings	25	3,557,466	73,340	3,630,806	4,435,864	8,207	4,444,071	
Lease liabilities	26	1,071,702	–	1,071,702	992,959	–	992,959	
Short-term borrowings	31	1,073,920	–	1,073,920	1,074,831	–	1,074,831	
Accrued mark-up		70,975	–	70,975	144,209	–	144,209	
Consolidated statement of profit or loss								
Revenue from contracts with customers	34	–	33,127,414	33,127,414	–	29,405,904	29,405,904	
Other income:								
Dividend income	39	89,409	–	89,409	1,312,195	–	1,312,195	
Interest on deposit accounts	39	194,882	–	194,882	357,163	–	357,163	
Interest on term deposit receipts	39	30,115	6,555	36,670	16,311	–	16,311	
Interest on government treasury bills	39	189,637	–	189,637	248,421	–	248,421	
Interest on Term Finance Certificates (TFCs)	39	42,059	–	42,059	58,912	–	58,912	
Gain on sale of Government treasury bills	39	1,138,582	–	1,138,582	313,453	–	313,453	
Gain on disposal of investment in mutual funds	39	796,224	–	796,224	67,752	–	67,752	
Gain on revaluation of investments classified as FVPL	39	13,713	–	13,713	34,149	–	34,149	
Exchange (loss) / gain - net	39	(77,035)	–	(77,035)	24,011	–	24,011	
Reversal / (charge) of warranty provision	39	–	118,031	118,031	–	–	–	
Liabilities no longer payable written back	39	–	–	–	–	130,376	130,376	
Gain on disposal of operating fixed assets	39	–	26,639	26,639	–	36,313	36,313	
Gain / (loss) on disposal of investment property	39	–	–	–	–	(862)	(862)	
Rental income	39	–	3,112,059	3,112,059	–	2,600,524	2,600,524	
Scrap sales	39	–	47,562	47,562	–	62,370	62,370	
Claim from suppliers / customers	39	–	141,729	141,729	–	163,509	163,509	
Rent from sign boards, utilities and others	39	–	175,344	175,344	–	148,490	148,490	
Advertising income	39	–	1,823	1,823	–	2,850	2,850	
Duty drawback	39	–	37,751	37,751	–	41,077	41,077	
Others	39	460	–	460	–	–	–	
Loss on revaluation of investments classified at FVPL	38	642	–	642	9,634	–	9,634	
Interest on long term loan	40	400,252	5,476	405,728	630,675	3,173	633,848	

49.1 The Company has balances with islamic banks amounting to Rs. 30.463 million. Additionally, short-term investments with shariah compliant financial institutions amounting to Rs. 500 million.

## 2025

	Interest/Mark-up bearing			Non-Interest/Mark-up bearing					
	No maturity/on demand	Maturity upto one year	Maturity after one year	Subtotal	No maturity/on demand	Maturity upto one year	Maturity after one year	Subtotal	Total
(Rupees in '000)									
Financial assets									
Fair value through OCI									
Long-term investments	-	-	-	-	439,522	-	-	439,522	439,522
Fair value through profit or loss									
Short-term investments	238,325	9,234,430	-	9,472,755	3,972,730	-	-	3,972,730	13,445,485
Amortised cost									
Long term deposits	-	-	-	-	-	-	37,306	37,306	37,306
Trade debts	-	-	-	-	-	5,894,553	-	5,894,553	5,894,553
Loans and advances	-	-	-	-	-	11,314	-	11,314	11,314
Trade deposits	-	-	-	-	-	21,949	-	21,949	21,949
Interest accrued	-	-	-	-	-	32,162	-	32,162	32,162
Other receivables	-	-	-	-	-	1,027,510	-	1,027,510	1,027,510
Short-term investments	-	669,771	-	669,771	-	-	-	-	669,771
Cash and bank balances	1,807,003	-	-	1,807,003	650,028	-	-	650,028	2,457,031
	2,045,328	9,904,201	-	11,949,529	5,062,280	6,987,488	37,306	12,087,074	24,036,604
Financial liabilities									
Amortised cost									
Long-term deposits	-	-	-	-	-	-	291,808	291,808	291,808
Long-term borrowings	-	782,914	2,947,991	3,730,905	-	-	-	-	3,730,905
Lease liabilities	-	145,388	1,942,952	2,088,340	-	-	-	-	2,088,340
Trade and other payables	-	-	-	-	-	6,817,218	-	6,817,218	6,817,218
Accrued mark-up	-	-	-	-	-	70,975	-	70,975	70,975
Unclaimed dividend	-	-	-	-	110,457	-	-	110,457	110,457
Unpaid dividend	-	-	-	-	26,809	-	-	26,809	26,809
Short-term borrowings	293,920	780,000	-	1,073,920	-	-	-	-	1,073,920
	293,920	1,708,302	4,890,943	6,893,165	137,266	6,888,193	291,808	7,317,267	14,210,432

	Interest /Mark-up bearing			Non-Interest /Mark-up bearing					
	No maturity/on demand	Maturity upto one year	Maturity after one year	Subtotal	No maturity/on demand	Maturity upto one year	Maturity after one year	Subtotal	Total
----- (Rupees in '000) -----									
<b>Financial assets</b>									
Fair value through OCI									
Long-term investments	-	-	-	-	347,460	-	-	347,460	347,460
<b>Fair value through profit or loss</b>									
Short-term investments	238,325	3,431,633	-	3,669,958	9,614,962	-	-	9,614,962	13,284,920
<b>Amortised cost</b>									
Short term investments									
- T-bills	-	-	-	-	-	-	-	-	-
Long term deposits	-	-	-	-	-	-	36,296	36,296	36,296
Trade debts	-	-	-	-	-	5,324,021	-	5,324,021	5,324,021
Loans and advances	-	-	-	-	-	-	-	-	-
Trade deposits	-	-	-	-	-	18,757	-	18,757	18,757
Interest accrued	-	-	-	-	-	43,082	-	43,082	43,082
Other receivables	-	-	-	-	-	1,039,829	-	1,039,829	1,039,829
Short-term investments	-	171,998	-	171,998	-	-	-	-	171,998
Cash and bank balances	1,645,865	-	-	1,645,865	581,742	-	-	581,742	2,227,608
	1,884,190	3,603,631	-	5,487,821	10,544,164	6,425,689	36,296	17,006,149	22,493,970
<b>Financial liabilities</b>									
<b>Amortised cost</b>									
Long-term deposits	-	-	-	-	-	-	291,808	291,808	291,808
Long-term borrowings	-	521,937	3,922,134	4,444,071	-	-	-	-	4,444,071
Lease liabilities	-	131,263	2,010,178	2,141,441	-	-	-	-	2,141,441
Trade and other payables	-	-	-	-	-	5,416,392	-	5,416,392	5,416,392
Accrued mark-up	-	-	-	-	-	144,209	-	144,209	144,209
Unclaimed dividend	-	-	-	-	107,990	-	-	107,990	107,990
Unpaid dividend	-	-	-	-	23,137	-	-	23,137	23,137
Short-term borrowings	-	1,074,831	-	1,074,831	-	-	-	-	1,074,831
	-	1,728,031	5,932,312	7,660,343	131,127	5,560,601	291,808	5,983,536	13,643,879



## 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial instruments expose it to a variety of financial risks namely operational risk, credit risk and market risk. The Board of Directors oversees policies for managing each of these risks which are summarised below.

### 51.1 Credit Risk

Credit risk represents the accounting loss that would be recognised at the reporting date if counter parties failed completely to perform as contracted.

The maximum credit risk is equal to the carrying amount of financial assets. For banks and financial institutions, only independently rated parties with reasonable credit rating are accepted. For trade receivables, internal risk assessment process considers the credit risk of the customer, taking into account its financial position, past experience and other factors.

The carrying values of financial assets which are not impaired are as under:

	2025	2024
	----- (Rupees in '000) -----	
Long-term deposits	37,306	36,296
Trade debts	5,894,553	5,324,021
Trade deposits and short term prepayments	21,949	18,757
Interest accrued	32,162	43,082
Other receivables	972,659	1,039,829
Short-term investments	13,445,485	13,284,920
Cash and bank balances	2,457,031	2,227,608
	<u>22,861,145</u>	<u>21,974,512</u>

Ageing analysis of trade debts is as follows:

	Past due but not impaired						
	Not overdue	01 to 30 days	31 to 60 days	61 to 90 days	Over 90 days	2025 Total	2024 Total
	----- (Rupees in '000) -----						
Due from related parties	1,469,173	—	—	—	—	1,469,173	1,196,257
Other parties	3,241,666	497,459	291,819	239,778	267,071	4,537,793	4,237,379
Total	<u>4,710,839</u>	<u>497,459</u>	<u>291,819</u>	<u>239,778</u>	<u>267,071</u>	<u>6,006,966</u>	<u>5,433,636</u>
Expected credit loss	39,930	13,280	10,705	13,338	35,160	112,413	109,615
Expected credit loss effective rate	1%	3%	4%	6%	13%	2%	2%

The credit quality of financial assets other than bank balances and short term investments in TDRs and TFCs can be assessed with reference to their historical performance with no or some defaults in recent history, however, no losses.

The credit quality of the Group's bank balances and short term investments in TDRs and TFCs can be assessed with reference to external credit ratings as follows:

Bank	Rating agency	Rating	
		Short-term	Long-term
Habib Metropolitan Bank Limited	PACRA	A1+	AA+
Bank AL Habib Limited	PACRA	A1+	AAA
Bank Alfalah Limited	PACRA	A1+	AAA
Standard Chartered Bank (Pakistan) Limited	PACRA	A1+	AAA
Faysal Bank Limited	PACRA	A1+	AA
Habib Bank Limited	VIS	A1+	AAA
Meezan Bank Limited	VIS	A1+	AAA
National Bank of Pakistan	PACRA	A1+	AAA
United Bank Limited	VIS	A1+	AAA
Telenor Microfinance Bank Limited	PACRA	A1	A+
Al Baraka Bank (Pakistan) Limited	VIS	A1	AA-
Bank of Punjab	PACRA	A1+	AA+
MCB Bank Limited	PACRA	A1+	AAA
<b>Short term investments</b>			
TFCs	VIS	AA+	AA+

## 51.2 Market risk

Market risk is the risk that the value of the financial instruments may fluctuate as a result of changes in market currency rates, interest rates or the equity prices due to a change in credit rating of the issuer or the instrument, change in market sentiments, speculative activities, supply and demand of securities and liquidity in the market. There has been no change in the Group's exposure to market risk or the manner in which this risk is managed and measured.

Under market risk the Group is exposed to currency risk, price risk and liquidity risk.

### 51.2.1 Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign currency risk arises mainly where receivables and payables exist due to transactions in foreign currencies.

	2025	2024
	----- (FCY in '000) -----	
<b>USD</b>		
Bank balances	1,670	1,373
Trade receivables	2,435	2,357
Trade and other payables	(2,401)	(624)
	<u>1,704</u>	<u>3,106</u>
<b>EUR</b>		
Trade receivables	—	45
Trade and other payables	4,293	—
<b>JPY</b>		
Trade and other payables	(438)	(217)
<b>CNY</b>		
Trade and other payables	(84)	(4)
<b>AED</b>		
Trade receivables	2,307	539
<b>GBP</b>		
Trade receivables	—	2
Trade and other payables	(49)	—

The following exchange rates have been applied at the reporting date:

	2025	2024
	----- (Rs. / FCY) -----	
USD	283.60	278.80
EUR	332.25	298.41
JPY	1.97	1.73
CNY	39.59	38.53
AED	77.76	76.37
GBP	388.97	351.85

#### Sensitivity analysis:

The following table demonstrates the sensitivity to a reasonably possible change in the foreign exchange rate, with all other variables held constant, of the Group's profit before tax and the Group's equity.

	Change	Effect on profit before tax	Effect on equity
2025	%	----- (Rupees in '000) -----	
	+ 10	206,575	152,133
	- 10	(206,575)	(152,133)
2024			
	+ 10	92,062	67,799
	- 10	(92,062)	(67,799)

#### 51.2.2 Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's exposure to the risk of changes in market interest rates relates primarily to the cash and deposit and savings accounts, short-term borrowings and long-term borrowings.

#### Sensitivity analysis:

The following figures demonstrate the sensitivity to a reasonably possible change in interest rate, with all other variables held constant, of the Group's profit before tax:

	Increase / decrease in basis points (KIBOR)	Effect on profit before tax
2025	----- (Rupees in '000) -----	
	+ 100	(18,765)
	- 100	18,765
2024		
	+ 100	(31,128)
	- 100	31,128

### 51.2.3 Price risk

Price risk is the risk that the fair value of future cashflows of financial instruments will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Group is exposed to price risk in respect of its investments in listed shares and mutual funds.

As at the reporting date, the exposure to price risk was Rs.13,885 million. A decrease of 10% in the fair value of these securities would have a negative impact of approximately Rs. 1,388.5 million on equity. An increase of 10% in the prices of these securities would positively impact equity with the similar amount.

### 51.2.4 Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with the financial instruments.

Through its treasury function, the Group continually monitors its liquidity position and ensures availability of funds by maintaining flexibility in funding by keeping committed credit lines available.

The maturity profile of the Group's liabilities based on contractual maturities is disclosed in note 50 to these consolidated financial statements.

## 52. CAPITAL RISK MANAGEMENT

The Group's prime objective when managing capital is to safeguard its ability to continue as a going concern, maintain healthy capital ratios, strong credit rating and optimal capital structure in order to ensure ample availability of finance for its existing and potential investment projects, to maximize shareholder value and reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as proportion of borrowings to equity at year end.

	2025	2024
	----- (Rupees in '000) -----	
Total borrowings	<u>4,904,820</u>	<u>5,702,840</u>
Total equity	<u>59,559,731</u>	<u>52,962,121</u>
Gearing ratio	<u>8%</u>	<u>11%</u>

The Group finances its expansion projects through borrowings and management of its working capital with a view to maintain an appropriate mix between various sources of finance to minimize risk.

53. CHANGES IN LIABILITIES TO CASH FLOWS ARISING FROM FINANCING ACTIVITIES:

2025				
	Dividends	Lease liabilities	Long-term borrowing (including deferred income)	Short-term borrowings
	(Rupees in '000)			
Balance at beginning of the year	131,127	992,959	4,709,881	1,074,831
<b>Changes from financing cash flows</b>				
Dividend paid during the year	(1,604,219)	—	—	—
Payments made during the year - net	—	(52,886)	—	(113,490)
Financing obtained during the year - net	—	—	(1,365,719)	—
	(1,604,219)	(52,886)	(1,365,719)	(113,490)
<b>Other changes</b>				
Dividend declared during the year	1,610,358	—	—	—
Finance cost during the year - net	—	131,629	552,454	112,579
Reassessment of lease liabilities	—	—	—	—
Amortization of deferred income	—	—	(63,498)	—
	1,610,358	131,629	488,956	112,579
<b>Balance at end of the year</b>	<b>137,266</b>	<b>1,071,702</b>	<b>3,833,118</b>	<b>1,073,920</b>
2024				
	Dividends	Lease liabilities	Long-term borrowing (including deferred income)	Short-term borrowings
	(Rupees in '000)			
Balance at beginning of the year	126,982	1,021,531	4,137,565	1,028,815
<b>Changes from financing cash flows</b>				
Dividend paid during the year	(1,310,799)	—	—	—
Payments made during the year - net	—	(147,074)	—	—
Financing obtained during the year - net	—	—	575,147	32,204
	(1,310,799)	(147,074)	575,147	32,204
<b>Other changes</b>				
Dividend declared during the year	1,314,944	—	—	—
Finance cost during the year - net	—	116,391	69,629	13,812
Reassessment of lease liabilities	—	2,111	—	—
Amortization of deferred income	—	—	(72,460)	—
	1,314,944	118,502	(2,831)	13,812
<b>Balance at end of the year</b>	<b>131,127</b>	<b>992,959</b>	<b>4,709,881</b>	<b>1,074,831</b>

## 54. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. The carrying values of all financial assets and liabilities reflected in the financial statements approximate their fair values.

### Fair value hierarchy

The different levels of fair valuation methods have been defined as follows:

- Quoted prices 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).

2025			
Level 1	Level 2	Level 3	Total
(Rupees in '000)			
<b>Assets</b>			
Investments carried at fair value through OCI	439,522	–	439,522
Investments carried at fair value through profit or loss	–	13,445,486	13,445,486
2024			
Level 1	Level 2	Level 3	Total
(Rupees in '000)			
<b>Assets</b>			
Investments carried at fair value through OCI	347,460	–	347,460
Investments carried at fair value through profit or loss	–	13,284,920	13,284,920

There were no transfers amongst levels during the year.

The market prices of listed shares have been obtained from Pakistan Stock Exchange and the market prices of mutual funds and TFCs have been obtained from Mutual Fund Association of Pakistan.



## 55. OPERATING SEGMENTS

### 55.1 Segment analysis

	2025					2024				
	Engineering	Building materials and allied products	Real estate management & others	Elimination	Total	Engineering	Building materials and allied products	Real estate management & others	Elimination	Total
	----- (Rupees in '000) -----					----- (Rupees in '000) -----				
Sales revenue - external	18,662,297	14,105,708	359,409	–	33,127,414	12,901,112	16,232,371	272,421	–	29,405,904
- internal	–	–	367,297	(367,297)	–	–	–	292,532	(292,532)	–
Rental income –	–	–	3,289,226	–	3,289,226	–	–	2,749,032	–	2,749,032
Total segment revenue	18,662,297	14,105,708	4,015,932	(367,297)	36,416,640	12,901,112	16,232,371	3,313,985	(292,532)	32,154,936
Segment result	1,667,551	1,105,547	2,005,644	(301,998)	4,476,744	469,387	2,068,801	1,755,586	–	4,293,774
Unallocated (expenses) / income:										
Administrative and distribution costs					(1,502,965)					(1,533,411)
Other charges					(128,255)					(88,542)
Other income					2,876,414					2,856,305
Operating profit					5,721,938					5,528,126
Finance cost					(832,856)					(1,008,260)
Share of profit after tax of associates and joint venture					7,201,583					9,014,507
Taxation					(3,986,795)					(4,155,817)
					8,103,870					9,378,556
Segment assets	12,580,373	12,737,141	19,477,656	14,502,507	59,297,677	10,751,611	13,013,039	18,784,975	8,122,196	50,671,821
Corporate assets					21,714,259					21,309,919
					81,011,936					71,981,740
Segment liabilities	4,984,784	4,119,194	2,272,322	(212,526)	11,163,774	4,616,291	4,359,922	1,735,014	(213,705)	10,497,522
Corporate liabilities					3,059,032					3,470,069
Unallocated liabilities					7,229,399					5,052,028
					21,452,205					19,019,619

The Engineering segment is engaged in the manufacturing of automotive parts.

The Building material and allied products segment includes jute, papersack and laminate operations.

The third segment includes the real estate management, trading and management services.

2025                      2024  
----- (Rupees in '000) -----

55.2 **Geographical Information of customers**

Revenues from customers (Country wise)

Pakistan	<b>29,572,797</b>	26,018,653
Australia	<b>101,225</b>	168,971
Iraq	<b>237,757</b>	331,872
Egypt	<b>709,053</b>	567,289
Italy	<b>190,374</b>	182,386
Jordan	<b>23,012</b>	17,450
Kuwait	<b>1,049</b>	—
Belgium	<b>14,523</b>	—
France	<b>48,215</b>	—
Malaysia	—	7,684
Spain	<b>150,143</b>	7,040
New Zealand	—	16,472
Oman	<b>30,961</b>	41,158
Qatar	<b>62,154</b>	49,487
Saudi Arabia	<b>14,377</b>	180,583
Switzerland	—	76,169
Africa	<b>60,359</b>	25,883
Turkey	<b>185,669</b>	173,247
Turkmenistan	—	476,604
United Arab Emirates	<b>1,332,344</b>	612,314
United Kingdom	<b>85,519</b>	29,306
Sweden	—	14,588
USA	<b>79,299</b>	78,708
Ireland	<b>4,729</b>	8,191
Libya	<b>33,907</b>	8,001
Netherland	—	20,350
Tanzania	<b>189,948</b>	244,539
Kenya	—	42,708
Gambia	—	6,198
Canada	—	53
	<b><u>33,127,414</u></b>	<u>29,405,904</u>

The revenue information above is based on the location of customers.

55.3 Revenue from one customer amounted to Rs. 13,253.49 million (2024: Rs. 8,812 million), arising from sales in the Engineering segment.

55.4 All non-current assets of the Group as at June 30, 2025 are located in Pakistan.

**56. NON-ADJUSTING EVENT AFTER THE BALANCE SHEET DATE**

The Board of Directors in its meeting held on September 11, 2025 has approved the following:

- (i) transfer of Rs. 1,800 million from unappropriated profit to general reserve; and
- (ii) payment of cash dividend of Rs. 6.00 per share for the year ended June 30, 2025 for approval of the members at the Annual General Meeting to be held on October 20, 2025.

**57. NUMBER OF EMPLOYEES**

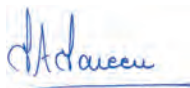
	2025	2024
<b>Total number of employees</b>		
Total number of Group's employees as at June 30	<u>4,348</u>	<u>4,189</u>
Average number of Group's employees during the year	<u>4,269</u>	<u>4,226</u>

**58. GENERAL**

- 58.1 Corresponding figures have been re-arranged and reclassified, wherever necessary. However, there were no significant reclassifications to report.
- 58.2 Figures have been rounded off to the nearest thousands.

**59. DATE OF AUTHORISATION FOR ISSUE**

These consolidated financial statements were authorized for issue on September 11, 2025 by the Board of Directors of the Holding Company.



Chief Executive Officer



Director



Chief Financial Officer

# PATTERN OF SHAREHOLDING

As at June 30, 2025

No. of Shareholders	Size of Holding		Total Shares Held
	From	To	
1,535	1	100	49,296
1,230	101	500	311,856
523	501	1000	370,445
765	1001	5000	1,648,292
152	5001	10000	1,108,988
48	10001	15000	610,432
25	15001	20000	437,244
6	20001	25000	133,135
12	25001	30000	344,883
6	30001	35000	195,130
10	35001	40000	370,723
7	40001	45000	293,349
9	45001	50000	434,487
11	50001	55000	580,698
6	55001	60000	350,270
3	60001	65000	191,121
2	65001	70000	135,059
7	70001	75000	513,558
1	75001	80000	79,412
3	80001	85000	245,099
1	85001	90000	88,000
3	90001	95000	277,866
4	95001	100000	398,900
1	100001	105000	101,741
2	110001	115000	222,202
1	115001	120000	118,345
1	120001	125000	120,516
1	125001	130000	127,381
1	130001	135000	130,815
1	135001	140000	139,118
2	145001	150000	298,000
2	150001	155000	306,408
1	160001	165000	164,007
1	175001	180000	178,202
2	195001	200000	393,433
2	200001	205000	405,749
4	220001	225000	886,753
2	280001	285000	561,430
1	285001	290000	287,619

No. of Shareholders	Size of Holding		Total Shares Held
	From	To	
1	305001	310000	305,416
1	315001	320000	315,152
2	320001	325000	645,698
7	330001	335000	2,323,468
2	370001	375000	749,424
1	375001	380000	375,800
1	400001	405000	401,443
1	405001	410000	407,682
5	420001	425000	2,108,547
2	430001	435000	865,940
1	495001	500000	500,000
1	600001	605000	601,052
1	605001	610000	608,534
2	665001	670000	1,333,216
1	690001	695000	694,800
1	700001	705000	702,593
1	710001	715000	711,503
1	800001	805000	800,400
1	810001	815000	810,300
1	840001	845000	843,547
1	850001	855000	851,137
1	905001	910000	909,507
2	995001	1000000	2,000,000
1	1095001	1100000	1,098,016
1	1150001	1155000	1,153,170
1	1185001	1190000	1,189,452
1	1330001	1335000	1,330,745
1	1340001	1345000	1,340,202
1	1375001	1380000	1,379,578
1	1405001	1410000	1,405,639
1	1470001	1475000	1,473,324
1	1540001	1545000	1,544,279
1	1565001	1570000	1,566,834
1	1815001	1820000	1,818,017
1	2890001	2895000	2,894,306
4	3790001	3795000	15,170,103
1	4080001	4085000	4,080,336
1	4945001	4950000	4,946,900
1	5160001	5165000	5,163,887
<b>4,451</b>			<b>81,029,909</b>

# CATEGORIES OF SHAREHOLDING

As at June 30, 2025

S. No.	Categories of Shareholders	No. of Shares Held	Category-wise No. of Folios/CDC Accounts	Category-wise Shares Held	Percentage (%)
1	Individuals		4,275	32,682,910	40.33
2	Investment Companies		2	634	0.00
3	Joint Stock Companies		42	2,518,170	3.11
4	Directors, Chief Executive Officer and Their Spouse and Minor Children		8	2,756,627	3.40
	Khayam Husain	1,000			
	Muhammad Salman Burney	1,000			
	Rafiq Habib	1,340,202			
	Jamila Rafiq Habib	909,507			
	Sayed Mohamedali Habib	280,715			
	Imran Ali Habib	222,203			
	Aliya Saeeda Khan	1,000			
	Tayyab Ahmed Tareen	1,000			
5	Executives		4	15,531	0.02
6	Associated Companies, Undertakings and Related Parties		–	–	–
7	Public Sector Companies and Corporations		–	–	–
8	Banks, Dfi's, Nbfis, Insurance Companies, Takaful, Modarabas's and Pension Funds		28	5,032,792	6.21
	Financial Institutions	4,380,735			
	Insurance Companies	251,303			
	Modaraba	17,438			
	Pension Funds	383,316			
	<b>Holding 5% or More Voting Intrest</b>				
	Shahid Malik	5,163,887			
	Shahbaz Yasin Malik	4,946,900			
	National Bank of Pakistan	4,080,336			
9	<b>Mutual Funds</b>		28	3,958,686	4.89
	CDC - Trustee Js Large Cap Fund	148,000			
	CDC - Trustee Atlas Stock Market Fund	407,682			
	CDC - Trustee Faysal Stock Fund	6,191			
	CDC - Trustee Alfalah Ghp Value Fund	17,850			
	CDC - Trustee Unit Trust Of Pakistan	83,216			
	CDC - Trustee Akd Index Tracker Fund	13,327			
	CDC - Trustee Akd Opportunity Fund	10,000			
	CDC - Trustee Ubl Stock Advantage Fund	201,514			
	CDC - Trustee Al-ameen Shariah Stock Fund	220,217			
	CDC - Trustee Nbp Stock Fund	374,724			
	CDC - Trustee Nbp Balanced Fund	11			



S. No.	Categories of Shareholders	No. of Shares Held	Category-wise No. of Folios/CDC Accounts	Category-wise Shares Held	Percentage (%)
	CDC - Trustee APF - Equity Sub Fund	15,401			
	CDC - Trustee JS Pension Savings Fund - Equity Account	2,550			
	CDC - Trustee Alfalah GHP Islamic Stock Fund	204,235			
	MC FSL - Trustee JS Growth Fund	196,777			
	CDC - Trustee Alfalah GHP Stock Fund	287,619			
	CDC - Trustee Alfalah GHP Alpha Fund	70,000			
	CDC - Trustee NIT - Equity Market Opportunity Fund	45,900			
	CDC - Trustee UBL Asset Allocation Fund	26,400			
	CDC - Trustee AL-Ameen Islamic Asset Allocation Fund	7,376			
	CDC - Trustee AL-Ameen Islamic Retirement Savings Fund - Equity Sub Fund	41,612			
	CDC - Trustee UBL Retirement Savings Fund - Equity Sub Fund	35,740			
	CDC - Trustee National Investment (Unit) Trust	1,473,324			
	CDC - Trustee AWT Stock Fund	2,381			
	CDC - Trustee Alfalah GHP Islamic Dedicated Equity Fund	4,020			
	DCCL - Trustee AKD Islamic Stock Fund	5,054			
	CDC - Trustee Golden Arrow Stock Fund	41,499			
	CDC - Trustee Alfalah GHP Dedicated Equity Fund	16,066			
10	<b>Foreign Investors</b>		27	32,355,823	39.93
	<b>Holding 5% or More Voting Interest</b>				
	Ali Reza Limited	6,387,616			
	Asad Limited	6,763,712			
	Mustafa Limited	7,530,378			
	Shakir Limited	4,643,665			
11	Co-Operative Societies		2	6,814	0.01
12	Charitable Trust		10	1,097,841	1.35
13	Others		25	604,081	0.75
	<b>Total</b>		<b>4,451</b>	<b>81,029,909</b>	<b>100.00</b>

We wish to inform you that in accordance with the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed company to pay cash dividend to shareholders only through electronic mode directly into the bank account designated by the entitled shareholders.

CDC shareholders are requested to submit their dividend mandate and CNIC directly to their broker (participant)/CDC on the given below format.

Name of shareholder: \_\_\_\_\_

Address of shareholder: \_\_\_\_\_

Contact number of shareholder: \_\_\_\_\_

Email address: \_\_\_\_\_

Title of account: \_\_\_\_\_

[illegible]

Account no: \_\_\_\_\_

Branch code: \_\_\_\_\_

Name of bank: \_\_\_\_\_

Bank branch & full mailing address: \_\_\_\_\_

CNIC no. (copy attached): \_\_\_\_\_

NTN (in case of corporate entity): \_\_\_\_\_

It is stated that the above particulars given by me are correct and to the best of my knowledge; I shall keep the Company informed in case of any changes in the said particulars in future.

**Shareholder's Signature**

**Note:**

Please provide complete IBAN, after checking with your concerned branch to enable electronic credit directly to your bank account. Joint account holders shall specify complete title of account including name of shareholder.

The payment of cash dividend will be processed to the above account only. Your company is entitled to rely on the account number as per your instructions. The company shall not be responsible for any loss, damage, liability or claim arising, directly or indirectly, from any error, delay, or failure in performance of any of its obligations hereunder which is caused by incorrect payment instructions and / or due to any event beyond the control of the company.

The shareholder who hold shares in physical form are requested to submit the required dividend mandate form after duly filled in to the share registrar concerned. The shareholders who hold shares in Central Depository Company are requested to submit the required dividend mandate form after duly filled in to their Participants / Investor Account Services.

# الیکٹرونک ڈیویڈنڈ مینڈیٹ فارم

ہم آپ کو مطلع کرنا چاہتے ہیں کہ کمپنیز ایکٹ ۲۰۱۷ کے سیکشن ۲۳۲ کی شقوں کے مطابق کسی بھی لسٹڈ کمپنی کے لئے یہ لازم ہے کہ شیئرز ہولڈرز کو نقد منافع منقسمہ کی ادائیگی صرف بذریعہ الیکٹرونک طریقہ کار استحقاق کے حامل شیئرز ہولڈرز کی جانب سے نامزد کردہ بینک اکاؤنٹ میں براہ راست کی جائے۔

اپنے منافع منقسمہ کو براہ راست اپنے بینک اکاؤنٹ میں وصول کرنے کی غرض سے براہ مہربانی درج ذیل کے مطابق کوائف مکمل کریں اور اس لیٹر کو باقاعدہ دستخط کے ساتھ بشمول اپنے سی این آئی سی کی کاپی کمپنی کے رجسٹرار میسرز ڈیکو شیئرز رجسٹریشن سروسز (پرائیویٹ) لمیٹڈ، F-8، نزد ہوٹل فاران، نرسری، بلاک-6، پی ای سی ایچ ایس، شاہراہ فیصل، کراچی کو ارسال کریں۔

سی ڈی سی شیئرز ہولڈرز سے درخواست ہے کہ اپنے منافع منقسمہ کا مینڈیٹ اور سی این آئی سی برائے راست اپنے بروکر (پارٹیسیپنٹ) / سی ڈی سی کو دیئے گئے درج ذیل فارمیٹ پر فراہم کر دیں۔  
میں بذریعہ اپنے مستقبل کے منافع منقسمہ کو براہ راست اپنے بینک اکاؤنٹ میں وصول کرنا چاہوں گا جیسا کہ تفصیل ذیل میں درج ہے:

شیئرز ہولڈر کا نام \_\_\_\_\_  
فونیو نمبر / سی ڈی سی اکاؤنٹ نمبر: \_\_\_\_\_ کمپنی \_\_\_\_\_ تھل لمیٹڈ۔  
شیئرز ہولڈر کا پتہ \_\_\_\_\_  
شیئرز ہولڈر کا رابطہ نمبر \_\_\_\_\_  
ای میل ایڈریس \_\_\_\_\_  
اکاؤنٹ کا ٹائٹل \_\_\_\_\_

انٹرنیشنل بینک اکاؤنٹ نمبر (نیچے نوٹ ملاحظہ کریں)

اکاؤنٹ نمبر \_\_\_\_\_  
برانچ کوڈ \_\_\_\_\_  
بینک کا نام \_\_\_\_\_  
بینک برانچ اور ڈاک کا مکمل پتہ \_\_\_\_\_  
سی این آئی سی نمبر (کاپی منسلک) \_\_\_\_\_  
این ٹی این (کارپوریٹ ادارے کی صورت میں) \_\_\_\_\_

واضح کیا جاتا ہے کہ میری جانب سے دیئے گئے مذکورہ بالا کوائف درست اور میری بہترین معلومات کے مطابق ہیں۔ میں مستقبل میں اپنے کوائف میں کسی تبدیلی کی صورت میں کمپنی کو مطلع کرتا رہوں گا۔

شیئرز ہولڈر کے دستخط

نوٹ:

براہ مہربانی مکمل آئی بی اے این نمبر اپنی متعلقہ برانچ کے ساتھ مکمل چیننگ کے بعد فراہم کریں تاکہ آپ کے بینک اکاؤنٹ میں الیکٹرونک کریڈٹ کو براہ راست ممکن بنایا جاسکے۔

نقد منافع منقسمہ کی ادائیگی صرف مذکورہ بالا اکاؤنٹ میں کی جائے گی۔ آپ کی کمپنی آپ کی ہدایات کے مطابق اکاؤنٹ نمبر پر انحصار کرے گی۔ کمپنی ایسے کسی بھی نقصان، ڈیجیٹل یا دعویٰ کی بلواسطہ یا بلاواسطہ کسی بھی وقت کسی تاخیر یا ایسے کسی بھی مالی ذمہ داری کی ادائیگی کیلئے ذمہ دار نہ ہوگی جو کسی غیر درست ادائیگی کی ہدایات کے باعث ہوا اور / یا کمپنی کے کنٹرول کے باہر کسی معاملے کے تحت ہو۔

ایسے شیئرز ہولڈرز جو فزیکل صورت میں شیئرز کے حامل ہوں ان سے درخواست ہے کہ اپنا مطلوبہ ڈیویڈنڈ مینڈیٹ فارم باقاعدہ پُر کر کے متعلقہ شیئرز رجسٹرار کو جمع کرائیں۔ وہ شیئرز ہولڈرز جو سینٹرل ڈپازٹری کمپنی آف پاکستان لمیٹڈ میں شیئرز رکھتے ہیں ان سے درخواست ہے کہ وہ مطلوبہ منافع منقسمہ کا مینڈیٹ فارم باقاعدہ بھرنے کے بعد اپنے پارٹیسپنٹس / انویسٹر اکاؤنٹ سروسز کو جمع کرا دیں۔

# PROXY FORM

The Company Secretary  
Thal Limited  
House of Habib, 4<sup>th</sup> Floor  
3 Jinnah C.H.S., Shahra-e-Faisal,  
Karachi - 75350

I/We \_\_\_\_\_  
of \_\_\_\_\_ in the district of \_\_\_\_\_  
being member of Thal Limited, and holder of \_\_\_\_\_  
ordinary shares as per share register folio no. \_\_\_\_\_  
and / or CDC participant I.D. no. \_\_\_\_\_  
and sub. account no. \_\_\_\_\_ hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ in the district of \_\_\_\_\_  
or failing him / her \_\_\_\_\_

as my / our proxy to vote for me/us and on my/our behalf at the 59th Annual General Meeting of the Company to be held on October 20, 2025 and on any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

Witnessess:

Signature \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

CNIC or \_\_\_\_\_

Passport no. \_\_\_\_\_

Signature \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

CNIC or \_\_\_\_\_

Passport no. \_\_\_\_\_

(Signature should agree with  
the specimen signature  
registered with the Company).

Signature on  
Rs. 5/-  
revenue stamp

## Note:

- This proxy form duly completed and signed, must be received at the registered office of the Company or share registrar of the Company, not less than 48 hours before the time of holding the meeting.
- No person shall act as proxy unless he/she himself/herself is a member of the Company, except that a corporation may appoint a person who is not a member.
- If a member appoints more than one proxy and more than one instrument of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.

For CDC account holders/corporate entities:

In addition to the above the following requirements have to be met:

- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

# پراکسی فارم

کمپنی سیکریٹری

تھل لمیٹڈ

ہاؤس آف حبیب، چوتھی منزل

۳۔ جناح سی۔ ایچ۔ ایس، شاہراہ فیصل،

کراچی۔ ۷۵۳۵۰

میں/ہم

ساکن

ضلع

میں بحیثیت ممبر تھل لمیٹڈ اور ہولڈر بابت

عام شیئرز جن کے شیئرز رجسٹر فوئیو نمبر

اور ذیلی اکاؤنٹ نمبر

بذریعہ ہذا

ضلع

ساکن

اور اگر ان کے لئے ممکن نہ ہو تو

ساکن

کو بطور اپنا/ہمارا پراکسی مقرر کرتا/کرتی ہوں تاکہ وہ ۲۰۲۵ اکتوبر ۲۰۲۵ء کو منعقد کئے جانے والے کمپنی کے ۵۹ ویں سالانہ اجلاس عام میں میری/ہماری جگہ ووٹ دے سکیں۔

دستخط مورخہ ۲۰۲۵ء

گواہان:

دستخط

نام

پتہ

شناختی کارڈ نمبر

یا پاسپورٹ نمبر

دستخط

نام

پتہ

شناختی کارڈ نمبر

یا پاسپورٹ نمبر

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

دستخط  
مبلغ ۵ روپے  
کے ڈاک ٹکٹ

## نوٹ:

- ۱۔ یہ پراکسی فارم باقاعدہ مکمل کردہ اور دستخط شدہ صورت میں کمپنی کے رجسٹرڈ آفس یا کمپنی کے شیئرز رجسٹرار کو اجلاس کے مقررہ وقت سے کم از کم ۴۸ گھنٹے قبل لازماً موصول ہو جائیں۔
- ۲۔ کوئی فرد پراکسی کے فرائض انجام نہیں دے سکتا جب تک کہ وہ کمپنی کا ممبر نہ ہو، ماسوائے ایک کارپوریشن جو ممبر کے علاوہ بھی کسی فرد کو پراکسی مقرر کر سکتی ہے۔
- ۳۔ اگر کوئی ممبر ایک سے زائد پراکسی کا تقرر کرتا ہے یا کسی ممبر کی جانب سے پراکسی کی ایک سے زائد دستاویز کمپنی کو جمع کرائی جاتی ہے تو پراکسی کی ایسی تمام دستاویز غیر کارآمد تصور کی جائیں گی۔

سی ڈی سی اکاؤنٹ ہولڈرز/کارپوریٹ اداروں کے لئے:

مذکورہ بالا کے علاوہ درج ذیل شرائط کو پورا کرنا بھی لازم ہے:

- i۔ پراکسی فارم پر ۲ افراد کی گواہی ہو، جن کے نام، پتے اور سی این آئی سی فارم پر درج ہونے چاہئیں۔
- ii۔ بینیفیشل انورزاور پراکسی کے سی این آئی سی یا پاسپورٹ کی مصدقہ نقول پراکسی فارم کے ساتھ فراہم کی جائیں۔
- iii۔ کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی مع نمونہ دستخط کمپنی کو پراکسی فارم کے ساتھ جمع کرائی جائیں (اگر یہ پہلے فراہم نہ کئے گئے ہوں)۔



**THAL LIMITED**

4<sup>th</sup> Floor, House of Habib,  
3 Jinnah Cooperative Housing Society, Block-7/8,  
Shahrah-e-Faisal, Karachi-75350, Pakistan.  
Tel: +92 (21) 3431 2030