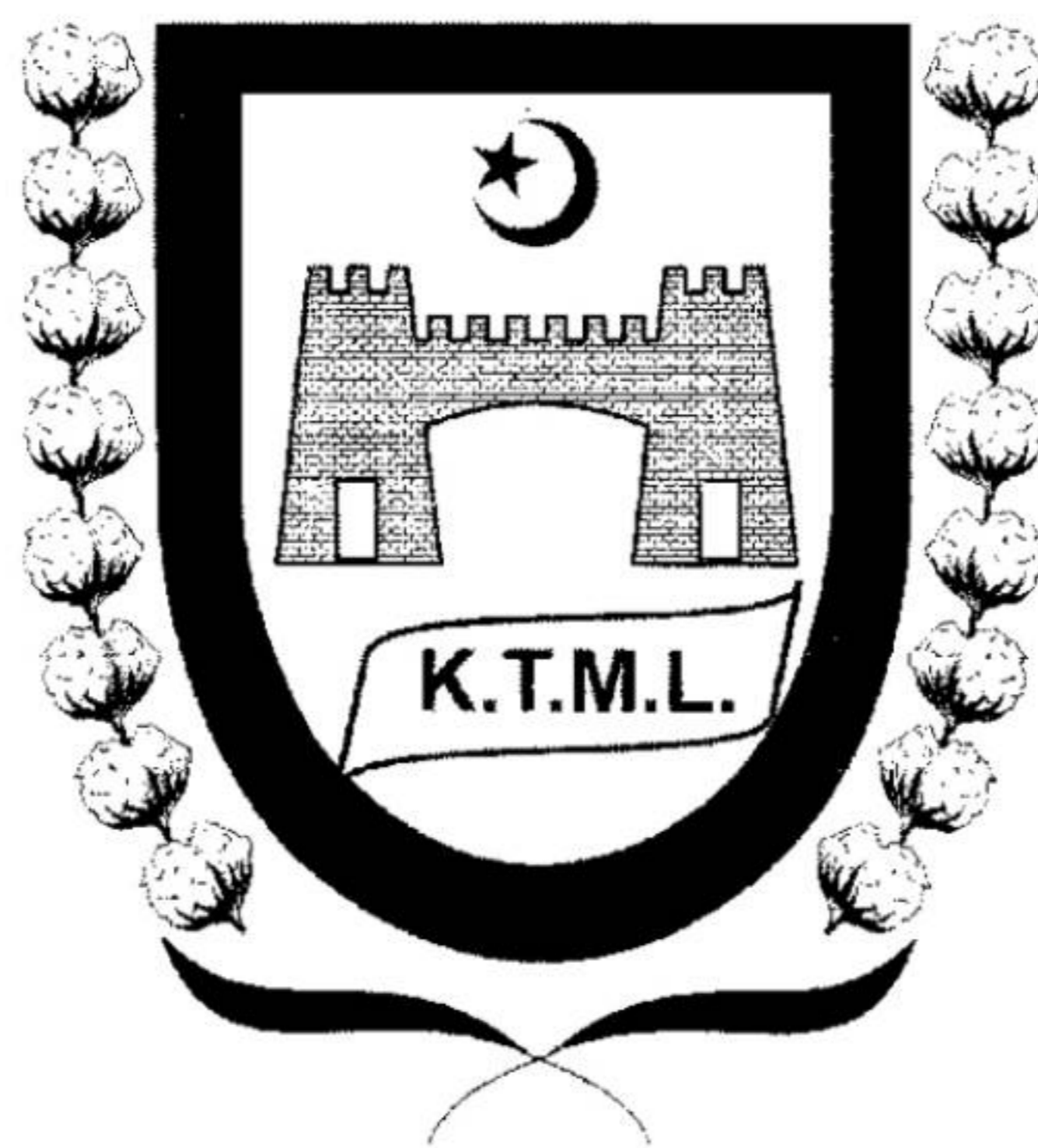


64th
ANNUAL REPORT
FOR THE YEAR
2025



Khyber Textile Mills Limited

بِسْمِ اللّٰهِ الرَّحْمٰنِ الرَّحِیْمِ

شروع اللہ کے بابرکت نام سے جو بڑا مہربان اور نہایت رحم کرنے والا ہے

ANNUAL REPORT 2025

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COMPANY INFORMATION

CHAIRMAN	Mr. Aurangzeb Khan
CHIEF EXECUTIVE	Mr. Adam Jadoon
DIRECTORS	Mr. Aurangzeb Khan Mr. Amanullah Khan Jadoon Mr. Muhammad Bahauddin Mr. Adam Jadoon Mr. Hassan Ovais Mrs. Aamna Jadoon Mr. Nusrat Iqbal
AUDIT COMMITTEE	
CHAIRMAN	Mr. Nusrat Iqbal
MEMBER	Mrs. Aamna Jadoon
MEMBER	Mr. Muhammad Bahauddin
HR & R COMMITTEE	
CHAIRMAN	Mr. Nusrat Iqbal
MEMBER	Mr. Muhammad Bahauddin
MEMBER	Mr. Adam Jadoon
SECRETARY	Mr. Sadaqat Khan
C.F.O	Mr. Taj Muhammad
AUDITORS	M/s Clarkson Hyde Saud Ansari Chartered Accountants
SHARE REGISTRAR	F.D. Registrar Services (SMC-Pvt) Ltd Office No 1705, 17 th Floor, Saima Trade Tower-A, I.I Chundrigar Road, Karachi Email: info@fdregistrar.com
REGISTERED OFFICE & HEAD OFFICE	Khyber Textile Mills Ltd. Baldher, District Haripur, Khyber Pakhtunkhwa
MILLS	Baldher, District Haripur, Khyber Pakhtunkhwa
Website address:-	<u>www.khybertextile.com</u>
Email Address:-	<u>info@khybertextile.com</u>
Phone No:-	0995-655048

VISION STATEMENT

To remain a contributor in the local market and to serve the needs of our valued customers with dedication, by focusing on the requirements of the general public.

MISSION STATEMENT

The Company is dedicated to the following missions:

1. To contribute to the economy through our business activities, thereby supporting both the local and national sectors.
2. To provide employment to residents of the surrounding areas, while improving their skills through training and development.

STATEMENT OF ETHICS AND BUSINESS PRACTICES

The Company Khyber Textile Mills Limited (KTML) will be guided by the following principles in achieving its organizational objectives by upholding:

- That Company's affairs are being carried out within the framework of existing laws and regulations.
- The accuracy and secure custody of the Company's books and records.
- The respect of employees, suppliers, agents, customers and shareholders.
- The timely payment of amounts due to employees, agents and suppliers.
- The maintaining of a healthy and safe work environment.
- The safeguarding of the Company's Assets.
- A drive to ensure that the Company succeeds as a business.

The Company's interaction with the stakeholders, including Government and Financial Institutions are guided by business ethics. Furthermore, the Company adheres to the Companies Act 2017, the Code of Corporate Governance and other relevant Corporate Regulations in maintaining its accounting and financial policies and procedures.

KEY OPERATING AND FINANCIAL DATA

	(Rupees in '000)					
	<u>2025</u>	<u>2024</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
<u>OPERATING:</u>						
Net Sales	20,684	18,355	27,104	14,592	9,618	8,062
Gross (Loss) Profit	5,975	5,045	7,677	3,776	1,672	1,417
Operating Profit/(Loss)	(7,105)	(5,754)	(4,528)	(6,245)	(9,880)	(9,922)
Pre Tax Profit/(Loss)	(7,105)	(5,754)	(4,528)	(6,245)	8,242	(3,794)
After Tax Profit/(Loss)	(5,825)	(4,662)	(3,915)	(5,210)	5,411	(1,920)
Tangible Fixed Assets	1,280,757	1,293,591	952,750	962,932	973,973	986,074
Long Term Deposit	89	89	89	89	89	89
	<u>1,280,846</u>	<u>1,293,680</u>	<u>952,839</u>	<u>963,021</u>	<u>974,062</u>	<u>986,163</u>
Current Assets	19,683	15,996	13,429	11,382	8,901	8,989
Current Liabilities	(6,033)	(7,122)	(8,353)	(10,626)	(28,207)	(47,424)
Working Capital	<u>13,650</u>	<u>8,873</u>	<u>5,076</u>	<u>756</u>	<u>(19,306)</u>	<u>(38,435)</u>
Share Capital	12,275	12,275	12,275	12,275	12,275	12,275
Accumulated Losses	<u>(6,560)</u>	<u>(10,562)</u>	<u>(13,117)</u>	<u>(16,700)</u>	<u>(19,607)</u>	<u>(33,442)</u>

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 64th Annual General Meeting of the Shareholders of KHYBER TEXTILE MILLS LIMITED will be held on Thursday, the 23rd of October 2025 at the Registered Office of the Company, Baldher, District Haripur, Khyber Pakhtunkhwa at 10:00 am to transact the following business.

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 30th June, 2025 together with the Directors' and Auditor's Reports thereon.
2. To elect seven (7) Members to the Board of Directors, as fixed by the Board of Directors in accordance with the Companies Act 2017. The following existing Directors who retire under the Companies Act 2017 and being eligible have offered themselves for re-election as Directors of the Company for the next three (3) years, commencing from 25th October 2025.
 - 1) Mr. Aurangzeb Khan
 - 2) Mr. Amanullah Khan Jadoon
 - 3) Mr. Muhammad Bahauddin
 - 4) Mr. Adam Jadoon
 - 5) Mrs. Aamna Jadoon
 - 6) Mr. Hassan Ovais (Proposed Independent Director)
 - 7) Mr. Nusrat Iqbal (Proposed Independent Director)
3. To appoint Auditors of the Company for the financial year ending 30th June 2026 and to fix their remuneration. The Board of Directors has recommended the retiring Auditors M/s Clarkson Hyde Saud Ansari Chartered Accountants, who have consented and, being eligible, be re-appointed to act as Auditors of the Company for the financial year ending 30th June 2026.
4. To transact any other ordinary business of the Company with the permission of the Chair.

BY ORDER OF THE BOARD

For Khyber Textile Mills Limited



Sadaqat Khan

Company Secretary

25th September 2025

NOTES:

1. The Share transfer books of the Company will remain closed from 15th October 2025 to 23rd October 2025 (both days inclusive). Physical transfers / CDC Transactions IDs received at the Company's Registrar (F.D. Registrar Services) at close of business on 14th October 2025 will be considered in time to determine the above-mentioned entitlement and to attend and vote at the meeting.
2. Members attending the Meeting shall bring along their original Computerized National Identity Card (CNIC) or Passport at the time of attending the Meeting.
3. A Member of the Company entitled to attend and vote at the General Meeting may only appoint another Member as proxy to attend and vote in place of the Member at the Meeting. Proxies in order to be effective must be received at the Company's registered office duly stamped and signed not later than 48 hours before the time of holding the Meeting. A Member cannot appoint more than one proxy. Copies of both shareholder's and beneficial owners Computerized National Identity Card (CNIC) or Passport must be attached with the proxy form.

4. The CDC/sub account holders are required to follow the under mentioned guidelines:-
 - a) For attending the meeting.
 - i) In case of individuals, the account holder or sub-account holder and/ or the person, whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
 - ii) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.
 - b) For appointing proxies:
 - i) In case of individuals, the account holder or sub-account holder and/ or the person, whose securities are in a group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.
 - ii) The proxy form shall be witnessed by the two persons whose names, addresses and Computerized National Identity Card (CNIC/NICOP/CPOC) or Passport number shall be mentioned on the form.
 - iii) Copies of Computerized National Identity Card (CNIC/NICOP/POC) or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv) The proxy shall produce his/her original Computerized National Identity Card (CNIC/NICOP/CPOC) or original passport at the time of the meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted to the Company along with proxy form.
5. Shareholders, who want to participate in the Annual General Meeting through video-link facility, should update their valid Email address with the Company's Share Registrar F.D. Registrar Services at info@fdregistrar.com by 14th October, 2025. Shareholders having updated their valid Email address with the Share Registrar and are interested to attend the Annual General Meeting electronically through video-link, may send their request no later than 48 hours before the Annual General Meeting date along with their Name, Folio Number, scanned copy of CNIC, Mobile Number and Email Address to companysecretaryktml@gmail.com. The video-link details will be shared with the registered participants who have provided their Name, Folio Number, scanned copy of CNIC, Mobile Number and Email Address before the meeting. It may be noted that no person other than the Member or proxy holder can attend the meeting through video-link.
6. Members are requested to promptly notify any change in their mailing address, E-mail and contact details to the Company Share Registrar Office. Members, having physical shares, are advised to intimate any change in their registered address and shareholders who have not yet submitted photocopies of their CNIC are requested to send the same to the Company's Share Registrar (F.D. Registrar Services. Office No. 1705, 17th Floor Saima Trade Tower-A, I.I Chundrigar Road, Karachi).
7. Shareholders who wish to receive notice of the General Meeting through E-mail are requested to provide, through a letter duly signed by them, their particulars, i.e. Name, Folio/ CDC A/C No., E-mail Address, Contact Number and copy of CNIC.
8. The Annual Report including the Annual Audited Financial Statements of the Company for the year ended 30th June 2025 have been placed on the Company's website: www.khybertextile.com
9. Section 72 of the Companies Act, 2017 (Act) which requires all companies to replace shares issued by them in physical form with shares to be issued in the Book-Entry-form within a period not exceeding four years from the date of the promulgation of the Act. In order to ensure full compliance with the provisions of the aforesaid Section 72 and to benefit from the facility of holding shares in the Book-

Entry-Form, the shareholders who still hold shares in physical form are requested to convert their shares in the Book-Entry-Form. For further information, please contact the Company's Share Registrar.

10. Any member (including a retiring Director) who seeks to contest election of directors shall file with the Company at its registered office Baldher, District Haripur, Khyber Pakhtunkhwa not later than fourteen (14) days before the said meeting his / her intention to offer himself / herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with:
 - (i) Notice of his / her intention to stand for election, along with duly completed and signed Form 28 giving his / her consent to act as a Director of the Company if elected (under Section 167(1) of the Companies Act, 2017), and certify that he/she is not ineligible to become a Director as set out in the provisions of the Companies Act 2017 Under Section 153 or under any applicable laws, Rules and Regulations; and further confirms that he / she holds the qualification shares in accordance with the Articles of Association of the Company.
 - (ii) Detailed profile along with office address to be placed on the Company's website seven days prior to the date of election.
 - (iii) Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017 to act as the director of a listed Company.
 - (iv) Attested copy of valid CNIC and National Tax Number, along with proof of active tax filer status.
 - (v) Declaration to be submitted by Independent Director(s) under Clause 6(3) of the Listed Companies Code of Corporate Governance) Regulation 2019 and Section 166 of the Companies Act, 2017.
 - (vi) An Undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
11. Pursuant to Companies (Postal Ballot) Regulations 2018, if the number of persons who offer themselves to be elected are more than the number of Directors fixed then for the purpose of election of Directors and for any other agenda item subject to the requirements of Sections 143 and 144 of the Companies Act 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post and through E-voting, in accordance with requirements and procedure contained in the aforesaid regulations.
12. In accordance with the Regulation 11 of the Companies (Postal Ballot) Regulations, 2018, the Board of the Company has appointed Clarkson Hyde Saud Ansari Chartered Accountants Karachi, (a QCR rated audit firm) to act as the Scrutinizer of the Company for the Election of Directors to be transacted in the Meeting.
13. Shareholders who wish to participate through e-voting are requested to send their details including Name, Folio/CDC Account Number, Email Address, and Contact Number - via Email to the Company's Share Registrar, FD Registrar (Pvt) Limited, at info@fdregistrar.com.

14. STATEMENT UNDER SECTION 166 OF THE COMPANIES ACT 2017

This Statement sets out the material facts pertaining to the Ordinary Business as described in the Notice of the Annual General Meeting of the Company. The term of office of the current Directors of the Company will expire on 25th October, 2025. In accordance with Section 159(1) of the Act, the Board of Directors have fixed the number of Directors to be elected at the AGM as seven (07) to hold the office of Director for a period of three (3) years. Being a listed company, KHYBER TEXTILE MILLS LIMITED is required to have two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Independent Directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the Company shall ensure that two independents are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act 2017. After the contestants file their notice / intention to stand for elections, the Company shall apply following criteria for choosing the appointee for appointment as independent director:

Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP. Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.

The Company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

Further, in accordance with the Listed Companies Code of Corporate Governance Regulation 2019 the Company is also required to have at least one qualified female director elected to the board. The Company has complied with this requirement.

نوٹس برائے سالانہ اجلاس

خیبر ٹیکسٹائل ملز لمیٹڈ کے حصص یافتگان کا 64 واں سالانہ جنرل اجلاس بروز جمعرات، 23 اکتوبر 2025 کو کمپنی کے رجسٹرڈ دفتر، بالڈھیر، ضلع ہری پور، خیبر پختونخواہ میں صبح 10:00 بجے منعقد ہو گا تاکہ مندرجہ ذیل امور پر غور کیا جاسکے۔

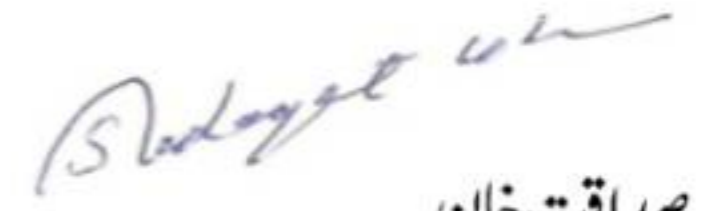
عام کاروبار:

- *1 کمپنی کے 30 جون 2025 کو ختم ہونے والے سال کے لیے سالانہ آڈٹ شدہ مالیاتی گوشوارے، بشمول ڈائریکٹرز اور آڈیٹرز کی رپورٹس وصول کرنے اور غور کرنے کے لئے
 - *2 سات (7) ممبران کا انتخاب بورڈ آف ڈائریکٹرز کے لیے، جیسا کہ کمپنیز ایکٹ 2017 کے مطابق بورڈ آف ڈائریکٹرز نے طے کیا ہے۔ مندرجہ ذیل موجودہ ڈائریکٹرز جو کمپنیز ایکٹ 2017 کے تحت سبکدوش ہو رہے ہیں اور دوبارہ انتخاب کے اہل ہیں، انہوں نے اگلے تین (3) سالوں کے لیے خود کو دوبارہ بطور ڈائریکٹر پیش کیا ہے، جو 25 اکتوبر 2025 سے شروع ہو گا۔
- | | |
|--|--|
| 1. جناب اورنگزیب خان | 2. جناب امان اللہ خان جدون |
| 3. جناب محمد بہاؤ الدین | 4. جناب آدم جدون |
| 5. مسز آمنہ جدون | 6. جناب حسن اویس (مجوزہ آزاد ڈائریکٹر) |
| 7. جناب نصرت اقبال (مجوزہ آزاد ڈائریکٹر) | |

- *3 30 جون 2026 کو ختم ہونے والے سال کے لیے کمپنی کے آڈیٹرز کی تقرری اور انکے معاوضے کا تعین کرنا۔ بورڈ آف ڈائریکٹرز نے میسرز کارکن ہائیڈر سعود انصاری چارٹرڈ اکاؤنٹنٹس کو دوبارہ مقرر کرنے کی سفارش کی ہے، جو سبکدوش ہو چکے ہیں اور دوبارہ تقرری کے اہل ہونے کی وجہ سے انہوں نے 30 جون 2026 کو ختم ہونے والے سال کے لیے کمپنی کے آڈیٹرز کے طور پر کام کرنے کی پیشکش کی ہے۔
- *4 چیئرمین کی اجازت سے کمپنی کے کسی بھی دوسرے عام کاروبار پر کارروائی کرنا۔

بورڈ کے حکم سے

خیبر ٹیکسٹائل ملز لمیٹڈ کے لیے



صداقت خان

کمپنی سیکرٹری

25 ستمبر 2025

نوٹس:

1. کمپنی کے شیئر ٹرانسفر کی کتابیں 15 اکتوبر 2025 سے 23 اکتوبر 2025 تک (بشمول دونوں دن) بند رہیں گی۔ فزیکل ٹرانسفر / CDC ٹرانزیکشن آئی ڈیز جو 14 اکتوبر 2025 کو کاروبار کے اختتام تک کمپنی کے رجسٹرار (F.D. Registrar Services) کو موصول ہوں گی، انہیں مذکورہ بالا حقوق کے تعین اور اجلاس میں شرکت اور ووٹ دینے کے لیے بروقت سمجھائے جائے گا۔

2. اجلاس میں شرکت کرنے والے ممبران اپنے اصل کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) یا پاسپورٹ ساتھ لائیں۔

3. کمپنی کا ایک ممبر جو جنرل میٹنگ میں شرکت اور ووٹ دینے کا حقدار ہے، صرف کسی دوسرے ممبر کو پر کسی کے طور پر مقرر کر سکتا ہے تاکہ وہ اس کی جگہ پر شرکت اور ووٹ دے سکے۔ پر کسی کو موثر ہونے کے لیے، اجلاس کے انعقاد کے وقت سے کم از کم 48 گھنٹے پہلے کمپنی کے رجسٹرڈ دفتر میں اس پر صحیح طرح سے ڈاک ٹکٹ لگا ہوا اور دستخط شدہ ہونا ضروری ہے۔ ایک ممبر ایک سے زیادہ پر کسی مقرر نہیں کر سکتا۔ شیئر ہولڈر اور سینئیریشنل مالکان دونوں کے کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ (CNIC/Passport) کی کاپیاں پر کسی فارم کے ساتھ منسلک کرنا ضروری ہے۔

4. CDC اکاؤنٹ کے ہولڈرز کو مندرجہ ذیل ہدایات پر عمل کرنا ہو گا۔

(الف) اجلاس میں شرکت کے لیے:

(i) افراد کی صورت میں، اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور/یا وہ شخص جس کی سیکورٹیز گروپ اکاؤنٹ میں ہیں اور ان کی رجسٹریشن کی تفصیلات قواعد و ضوابط کے مطابق اپ لوڈ کی گئی ہیں، اجلاس میں شرکت کے وقت اپنی شناخت اصل کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) یا اصل پاسپورٹ دکھا کر تصدیق کریں گے۔

(ii) کارپوریٹ / ادارے کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد / مختار نامہ مع نامزد شخص کے دستخط کا نمونہ اجلاس کے وقت پیش کیا جائے گا۔

(ب) پر کسی مقرر کرنے کے لیے:

(i) افراد کی صورت میں، اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور/یا وہ شخص جس کی سیکورٹیز گروپ اکاؤنٹ میں ہیں اور ان کی رجسٹریشن کی تفصیلات قواعد و ضوابط کے مطابق اپ لوڈ کی گئی ہیں، پر کسی فارم مذکورہ بالا صورت کے مطابق جمع کرائیں گے۔

(ii) پر کسی فارم پر دو ایسے افراد کی گواہی ہونی چاہیے جن کے نام، پتے اور کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ نمبر فارم پر درج ہوں۔

(iii) سینئیریشنل مالکان اور پر کسی کے کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی کاپیاں پر کسی فارم کے ساتھ فراہم کی جائیں گی۔

(iv) پراکسی اجلاس کے وقت اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرے گا۔
(v) کارپوریٹ / ادارے کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد / مختار نامہ مع دستخط کے نمونے پر پراکسی فارم کے ساتھ کمپنی کو جمع کرایا جائے گا۔

5. وہ شیئر ہولڈرز جو ویڈیو لنک کی سہولت کے ذریعے سالانہ جنرل میٹنگ میں شرکت کرنا چاہتے ہیں، انہیں اپنی درست ای میل ایڈریس کمپنی کے شیئر رجسٹرار F.D. Registrar Services پر info@fdregistrar.com پر 14 اکتوبر 2025 تک اپ ڈیٹ کرانا ہوگا۔ شیئر رجسٹرار کے پاس درست ای میل ایڈریس رکھنے والے اور الیکٹرانک طریقے سے سالانہ جنرل میٹنگ میں شرکت کے خواہشمند شیئر ہولڈرز سالانہ جنرل میٹنگ کی تاریخ سے کم از کم 48 گھنٹے پہلے اپنی درخواست نام، فوئیو نمبر، CNIC کی سکین شدہ کاپی، موبائل نمبر اور ای میل ایڈریس کے ساتھ companysecretaryktml@gmail.com پر بھیج سکتے ہیں۔ ویڈیو لنک کی تفصیلات رجسٹرڈ شرکاء کے ساتھ شیئر کی جائیں گی جنہوں نے اجلاس سے پہلے اپنا نام، فوئیو نمبر، CNIC کی سکین شدہ کاپی، موبائل نمبر اور ای میل ایڈریس فراہم کر دیا ہے۔ یہ نوٹ کیا جائے کہ ممبر یا پراکسی ہولڈر کے علاوہ کوئی بھی شخص ویڈیو لنک کے ذریعے اجلاس میں شرکت نہیں کر سکتا۔

6 ممبران سے درخواست کی جاتی ہے کہ وہ اپنے ڈاک کے پتے، ای میل اور رابطہ کی تفصیلات میں کسی بھی تبدیلی کی فوری اطلاع کمپنی کے شیئر رجسٹرار آفس کو دیں۔ جن ممبران کے پاس فزیکل شیئر ہیں، انہیں مشورہ دیا جاتا ہے کہ وہ اپنے رجسٹرڈ پتے میں کسی بھی تبدیلی کی اطلاع دیں اور وہ شیئر ہولڈرز جنہوں نے ابھی تک اپنے CNIC کی فوٹو کاپیاں جمع نہیں کرائیں، ان سے درخواست ہے کہ وہ انہیں کمپنی کے شیئر رجسٹرار (F.D. Registrar Services, Office No. 1705, 17th Floor Saima Trade Tower-A, I.I Chandrigar Road, Karachi) کو بھیج دیں۔

7. وہ شیئر ہولڈرز جو ای میل کے ذریعے جنرل میٹنگ کانٹریکٹس وصول کرنا چاہتے ہیں، ان سے درخواست ہے کہ وہ ایک خط کے ذریعے جس پر ان کے دستخط ہوں، اپنی تفصیلات فراہم کریں، یعنی نام، فوئیو / CDC A/C نمبر، ای میل پتہ، رابطہ نمبر اور CNIC کی کاپی۔

8. سالانہ رپورٹ بشمول کمپنی کے 30 جون 2025 کو ختم ہونے والے سال کے سالانہ آڈٹ شدہ مالیاتی گوشوارے کمپنی کی ویب سائٹ www.khybertextile.com پر دستیاب ہیں۔

9. کمپنیز ایکٹ، 2017 (ایکٹ) کی دفعہ 72 کے مطابق تمام کمپنیوں کو ان کے جاری کردہ شیئرز کو فزیکل فارم سے بک انٹری فارم میں تبدیل کرنا ہوگا، ایکٹ کے نفاذ کی تاریخ سے چار سال کی مدت سے زیادہ نہیں۔ مذکورہ دفعہ 72 کی دفعات کی مکمل تعمیل کو یقینی بنانے اور بک انٹری فارم میں شیئرز رکھنے کی سہولت سے فائدہ اٹھانے کے لیے، وہ شیئر ہولڈرز جو اب بھی فزیکل فارم میں شیئرز رکھتے ہیں، ان سے درخواست ہے کہ وہ اپنے شیئرز کو بک انٹری فارم میں تبدیل کرائیں۔ مزید معلومات کے لیے براہ مہربانی کمپنی کے شیئر رجسٹرار سے رابطہ کریں۔

10. کوئی بھی شخص (بشمول سبکدوش ہونے والا ڈائریکٹر) جو ڈائریکٹرز کے انتخاب میں حصہ لینا چاہتا ہے وہ مذکورہ اجلاس سے 14 دن پہلے کمپنی کے رجسٹرڈ دفتر، بالڈھیر، ضلع ہری پور، خیبر پختونخواہ میں کمپنیز ایکٹ 2017 کی دفعہ 159(3) کے تحت ڈائریکٹرز کے انتخاب کے لیے اپنی شرکت کا ارادہ فائل کرے، اس کے ساتھ:

(i) اپنی شرکت کے ارادے کا نوٹس، اس کے ساتھ مناسب طریقے سے مکمل اور دستخط شدہ فارم 28 جو جو منتخب ہونے پر کمپنی کے ڈائریکٹرز کے طور پر کام کرنے پر اس کی رضامندی دیتا ہو (کمپنیز ایکٹ 2017 کی دفعہ 167(1) کے تحت)، اور تصدیق کرے کہ وہ کمپنیز ایکٹ 2017 کی دفعہ 153 یا کسی بھی قابل اطلاق قوانین، قواعد و ضوابط کے تحت ڈائریکٹر بننے کے لیے نااہل نہیں ہے؛ اور وہ تصدیق کرتا ہے کہ وہ کمپنی کے آرٹیکلز آف ایسوسی ایشن کے مطابق اہلیت کے شیئرز رکھتا ہے۔

(ii) تفصیلی پروفائل مع دفتری پتے کے ساتھ جو انتخاب کی تاریخ سے سات دن پہلے کمپنی کی ویب سائٹ پر رکھا جائے۔

(iii) لسٹڈ کمپنیز (کارپوریٹ گورننس کوڈ) ریگولیشنز، 2019 اور کمپنیز ایکٹ 2017 میں مقرر کردہ اہلیت کے معیار کے مطابق ہونے کے بارے میں اعلامیہ۔

(iv) درست CNIC اور قومی ٹیکس نمبر کی تصدیق شدہ کاپی، اور فعال ٹیکس فائلر حیثیت کا ثبوت۔

(v) لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس ریگولیشن 2019) کی شق (3) اور کمپنی ایکٹ 2017 کے سیکشن 166 کے تحت آزاد ڈائریکٹرز کی طرف سے جمع کرایا جانے والا اعلامیہ

(vi) نان جوڈیشل سٹامپ پیپر پر ایک حلف نامہ کہ وہ کمپنیز (آزاد ڈائریکٹرز کی تقرری کا طریقہ کار اور انتخاب) ریگولیشنز، 2018 کے ضابطہ 4 کے ذیلی ضابطہ (1) کی ضروریات کو پورا کرتا ہے۔

11. کمپنیز (پوسٹل بیلت) ریگولیشنز 2018 کے مطابق، ڈائریکٹرز کے انتخاب اور کسی بھی دوسرے ایجنڈے کے آئٹم کے مقصد کے لیے جو کمپنیز ایکٹ 2017 کی دفعات 143 اور 144 کی ضروریات کے تابع ہو، ممبران کو پوسٹل بیلت، یعنی پوسٹ یا کسی بھی الیکٹرانک طریقے سے ووٹ دینے کا حق حاصل ہوگا، جو مذکورہ بالا قواعد و ضوابط میں شامل ضروریات اور طریقہ کار کے مطابق ہوگا۔

12. کمپنیز (پوسٹل بیلت) ریگولیشنز، 2018 کے ریگولیشن 11 کے مطابق، کمپنی کے بورڈ نے ڈائریکٹرز کے انتخاب کے لیے ہونے والے اجلاس میں انجام دی جانے والی کارروائی کے لیے کلاسک ہائیڈرسعود انصاری چارٹرزڈ اکاؤنٹنٹس کراچی) جو کہ ایک QCR ریٹیلڈ آڈٹ فرم ہے (کو کمپنی کا اسکر وٹائزر مقرر کیا ہے۔

13. وہ شیئر ہولڈرز جو ای میل کے ذریعے شرکت کرنا چاہتے ہیں، ان سے گزارش ہے کہ وہ اپنا نام، فوئیو / سی ڈی سی اکاؤنٹ نمبر، ای میل ایڈریس، اور رابطہ نمبر کمپنی کے شیئر رجسٹرار ایف ڈی رجسٹرار (ایس ایس ڈی) کے ذریعے info@fdregistrar.com پر ارسال کریں۔

14. کمپنیز ایکٹ 2017 کی دفعہ 166 کے تحت بیان

یہ بیان کمپنی کی سالانہ جنرل میٹنگ (AGM) کے نوٹس میں بیان کردہ عمومی کاروبار سے متعلق اہم حقائق پر مشتمل ہے۔ کمپنی کے موجودہ ڈائریکٹرز کی مدت ملازمت 25 اکتوبر 2025 کو ختم ہو رہی ہے۔ قانون کی دفعہ 159(1) کے مطابق، بورڈ آف ڈائریکٹرز نے فیصلہ کیا ہے کہ AGM میں سات (07) ڈائریکٹرز کا انتخاب کیا جائے گا جو تین (3) سال کی مدت کے لیے ڈائریکٹر کے عہدے پر فائز رہیں گے۔

ایک لسٹڈ کمپنی ہونے کے ناطے، خیبر ٹیکسٹائل ملز لمیٹڈ کو لسٹڈ کمپنیز (کارپوریٹ گورننس کوڈ) ریگولیشنز 2019 کے مطابق اپنے بورڈ میں دو آزاد ڈائریکٹرز رکھنے کی ضرورت ہے۔ آزاد ڈائریکٹرز کا انتخاب قانون، لسٹڈ کمپنیز (کارپوریٹ گورننس کا ضابطہ)، 2019 اور کمپنیز (آزاد ڈائریکٹرز کے انتخاب کا طریقہ کار) ضوابط، 2018 کی دفعات کے مطابق کیا جائے گا۔ اس کے مطابق، کمپنی کو یقینی بنانا ہو گا کہ کمپنیز ایکٹ 2017 کی دفعہ 159 میں دیئے گئے ڈائریکٹرز کے انتخاب کے طریقہ کار کے مطابق دو آزاد ڈائریکٹرز کا انتخاب کیا جائے۔ جب امیدوار اپنے انتخاب میں کھڑے ہونے کا نوٹس / ارادہ فائل کر دیں گے، تو کمپنی آزاد ڈائریکٹر کے طور پر تقرری کے لیے منتخب کرنے کے لیے درج ذیل معیار کا اطلاق کرے گی:

پاکستان انسٹی ٹیوٹ آف کارپوریٹ گورننس (PICG) کی طرف سے برقرار رکھے گئے ڈیٹا بینک میں آزاد ڈائریکٹرز کے ناموں کی شمولیت جس کی SECP نے باقاعدہ اجازت دی ہے۔ متعلقہ المیت، تنوع، مہارت، علم اور انتخابی امیدواروں کے تجربے کا جائزہ لیا جائے گا۔

کمپنی ڈیٹا بینک سے کسی شخص کا انتخاب کرنے سے پہلے مناسب جانچ پڑتال کرے گی تاکہ یہ یقینی بنایا جاسکے کہ امیدوار کمپنیز ایکٹ 2017 کی دفعہ 166(2) میں مذکور آزادی کے معیار پر پورا اترتا ہے۔ مزید یہ کہ، لسٹڈ کمپنیز کوڈ آف کارپوریٹ گورننس ریگولیشن 2019 کے مطابق، کمپنی کے لیے لازم ہے کہ بورڈ میں کم از کم ایک اہل خاتون ڈائریکٹر منتخب کی جائے۔ کمپنی نے اس تقاضے پر عملدرآمد کیا ہے

CHAIRMAN'S REVIEW

Respected Shareholders,

I am pleased to welcome you to the 64th Annual General Meeting of Khyber Textile Mills Limited (the Company) and present the Annual Audited Report for the year ended June 30, 2025. The significant aspects for evaluation of the Company's performance, its results and financial highlights during the fiscal year have been thoroughly elaborated in the Directors' report along with key operating and financial data.

During the period under review, the Company generated significant revenue from its agricultural livestock business and generated additional income from the rental of vacant buildings and warehouses. However, the Company's textile production operations remained closed due to restrictions on credit facilities imposed by the banks due to ongoing litigation.

The overall performance of the Board of Directors of the Company has been satisfactory. The Board is comprised of experienced and knowledgeable individuals with diverse backgrounds, who have played an important positive role in making constructive, strategic, and effective decisions for the Company. Additionally, The Committees of the Board have operated efficiently and assisted the Board of Directors in all key matters.

On behalf of the Board, I would like to thank all the stakeholders for their continued engagement and support. I am confident that the Company remains committed to meeting and achieving the expectations of its stakeholders. Additionally, I would like to express our appreciation to the management and staff for their dedication and hard work, which has been instrumental in driving the progress and improvement of the Company.



Mr. Aurangzeb Khan
Chairman

Baldher, Haripur

25th September 2025

چیرمین کا جائزہ

معزز شیئر ہولڈرز، مجھے خوشی ہے کہ میں آپ کو خیبر ٹیکسٹائل ملز لمیٹڈ (کمپنی) کے 64 ویں سالانہ اجلاس میں خوش آمدید کہہ رہا ہوں اور 30 جون 2025 کو ختم ہونے والے سال کے لیے سالانہ آڈیٹ شدہ رپورٹ پیش کر رہا ہوں۔ کمپنی کی کارکردگی، اور اس کے مالیاتی نتائج جانچنے کے لیے اہم پہلوؤں کو ڈائریکٹرز رپورٹ میں تفصیل سے بیان کیا گیا ہے جس میں کلیدی آپریٹنگ اور مالیاتی ڈیٹا بھی شامل ہے۔

زیر جائزہ مدت کے دوران کمپنی نے زرعی مویشی کاروبار سے نمایاں آمدنی حاصل کی اور خالی عمارتوں اور گوداموں کے کرایے سے اضافی آمدن بھی حاصل ہوئی۔ تاہم قانونی مقدمات اور بینکوں کی جانب سے کریڈٹ سہولیات پر عائد پابندیوں کی وجہ سے کمپنی کی ٹیکسٹائل کی پیداوار بند رہی۔

کمپنی کے بورڈ آف ڈائریکٹرز کی مجموعی کارکردگی تسلی بخش رہی ہے۔ بورڈ تجربہ کار اور با علم افراد پر مشتمل ہے جن کے پس منظر متنوع ہیں اور جنہوں نے کمپنی کے ہر اسٹریٹجک اور موثر فیصلے کرنے میں اہم کردار ادا کیا ہے۔ مزید برآں، بورڈ کے کمیٹیوں نے بھی موثر انداز میں کام کیا اور تمام اہم معاملات میں بورڈ آف ڈائریکٹرز کی معاونت کی ہے۔

بورڈ کی جانب سے میں تمام اسٹیک ہولڈرز کا مسلسل تعاون اور شرکت کے لیے شکر ادا کرنا چاہوں گا۔ مجھے اعتماد ہے کہ کمپنی اپنے اسٹیک ہولڈرز کی توقعات پورا کرنے کے لیے پرعزم ہیں۔ مزید برآں، میں انتظامیہ اور عملے کی محنت اور لگن پر اعتماد کا اظہار کرنا چاہتا ہوں، جنہوں نے کمپنی کی ترقی اور بہتری میں اہم کردار ادا کیا ہے



مسٹر اورنگزیب خان

چیرمین

بالڈیر ہری پور

25 ستمبر 2025

DIRECTORS' REPORT TO THE SHAREHOLDERS**Dear Members,**

The Board of Directors (BOD) welcomes you to the 64th Annual General Meeting of the Company and is pleased to present the duly Audited Annual Financial Statements together with the Auditor's Reports along with other relevant statements as required by the Code of Corporate Governance of Pakistan Stock Exchange for the year ended 30th June 2025.

Financial Results:

During the period under review, the Company had significant revenue generation from its agricultural livestock business and additional income from the rental of vacant buildings and warehouses. However, the Company's textile production remained closed due to restrictions on credit facilities imposed by the banks.

	Note	2025 Rupees	2024 Rupees
SALES		20,684,000	18,354,500
Less: COST OF SALES	17	14,709,097	13,309,832
GROSS PROFIT		5,974,903	5,044,668
Less: Administrative Expenses	18	21,622,385	16,944,650
Other Operating Expenses	20	584,280	585,720
Financial Expenses - Bank Charges		2,788	8,880
		22,209,453	17,539,250
		(16,234,550)	(12,494,582)
Fair Value Remeasurement Adjustment - Biological Assets		-	(410,781)
Other Operating Income - Rent		8,909,757	6,937,100
Agriculture Income		220,110	213,800
OPERATING (LOSS)		(7,104,683)	(5,754,463)
(LOSS) BEFORE TAXATION		(7,104,683)	(5,754,463)
TAXATION	21	(1,279,495)	(1,091,994)
NET (LOSS) FOR THE YEAR		(5,825,188)	(4,662,469)
EARNINGS / (LOSS) PER SHARE - BASIC AND DILUTED	22	(4.75)	(3.80)

Dividend

Due to the net losses incurred for the year, the Directors have not recommended any dividend payout or issuance of bonus shares for the year.

Law Suits against the Company

NBP vs. KTML: A suit for recovery was filed by NBP in the Peshawar High Court (PHC) and following adjudication in 2014 the Hon'ble Banking Judge of the PHC dismissed the suit in favour of Khyber Textile Mills Limited (KTML). However, NBP filed an appeal against the judgment, and in April 2025, the Appellate Bench of the PHC remanded the case to the Banking Judge for a fresh decision in accordance with the law. KTML's management and legal team will continue to vigorously defend the Company's position and remains optimistic that the suit will ultimately be dismissed. For further information, refer to Note 16.

ICP, NBP & Others vs. KTML: A suit for recovery was filed by ICP, NBP, and others in the Sindh High Court (SHC). The Hon'ble Banking Judge granted KTML's Leave to Defend Application. KTML's position is that this suit is time-barred, as these loans have been repaid. Furthermore, NBP has initiated separate suits for recovery of the same finance in two different jurisdictions, which is against the provision of law. Final arguments in the matter are pending before the Court. The Company's management remains optimistic that this suit will be dismissed. For further information, refer to Note 16.

Litigation Implications:

The Banks maintained their credit squeeze by continuing their baseless banking litigation in the Courts, thereby ensuring that KTML's defaulter status is maintained on the SBP CIB Report, in attempt to force the Company to come to their unjust terms. The Company is resolute in its position that it does not owe any outstanding amounts to the Banks. However, the coercive actions taken by the Banks have unfortunately led to the continued closure of textile production, while the re-initiation of operations will require a significant investment to complete Balancing, Modernization and Replacement (BMR) and refurbishment of machinery along with securing access to working capital. Despite these challenges, it is the Board of Directors and Management's intention to rehabilitate the textile unit once the banking litigation has reached finality and credit facilities are restored.

Business Activities:

As per the BOD and Members approval in prior years, the Company has continued to invest in its revised principal business activity of agriculture on its abundant land, separate from the Textile Unit. Over the years, these investments in the agricultural business have included the construction of ample housing capacity for cattle, the purchase of livestock, the planting and growing of olive saplings and trees, while improving the Mill's water storage, tube well and irrigation systems across the Company's premises. In addition, Management has utilized most of the Company's vacant land by transforming and developing the area for cultivation. The cultivation of crops grown, has been used in support of the Company's livestock farm, which has enabled a reduction in purchasing of fodder from the market, reducing input costs, thus increasing the farm's profitability. The BOD takes this opportunity to inform the shareholders that despite the restriction on access to credit and continuing inflation, the Company has continued to develop the agricultural farm and operations. Additionally, the Company has made successful sales of cattle, resulting in profitable returns as reflected in the financial accounts annexed herewith.

Moreover, Management has continued to generate further revenue for the Company through renting out some of its vacant buildings and warehouses. Management has used this financial stream to reinvest in the Company's current operations. Hence, through the successful sales of livestock and rental income, Management has proved that the modified business plan is viable, as the Company is generating revenue and maintaining a positive cash flow, while liabilities have decreased. Further, the Company is an active taxpayer, contributing advance tax to the national exchequer. In addition, the revaluation of property, plant and equipment repeatedly carried out by Management, has emphasized the worth of the Company. However, due to charging of substantial depreciation on idle items of plant and equipment, the Company has incurred a net loss for the fiscal year.

Future Plans

Moving forward, Management will continue to repair vacant buildings on the Company's property for warehousing and rental purposes, thereby utilizing excess space to generate additional income for the Company. Furthermore, Management intends, to improve the cultivatable land and invest further in the Company's agricultural livestock farm and operations to increase revenue. The income derived from these business activities will be used for maintaining the Company's assets, payment of expenses, meeting the legal overheads and fulfilling the requirements under the Companies Act 2017. Finally, Management is optimistic that due to our Company's location near the E-35 Motorway and having access to the CPEC will hopefully present further business opportunities.

Statement of Corporate and Financial Reporting Framework:

The Board of Directors further state that:

1. The financial statements under review have been prepared in accordance with the provisions of the Companies Act 2017 and the International Accounting Standards as applicable in Pakistan.
2. Appropriate accounting policies have been consistently applied in preparation of financial statements and accounting estimates are based on reasonable and prudent judgment.
3. Proper books of account have been maintained by the Company accordingly the financial statements present fairly the Company's state of affairs, the result of its operations, cash flows and changes in equity.
4. The system of internal control of the Company is satisfactory in design and has been effectively implemented and continues to be monitored for improvement.

5. As a result of overall effort being made to control cost and maximize revenue, there are no significant doubts about the Company's ability to continue as a going concern and therefore no adjustment is required in the recorded assets and liabilities.
6. There has been no material departure from the best practices of corporate governance, as detailed in the listing regulations and as applicable to the Company for the year ended 30th June 2025
7. Key operating and financial results for the last 6 years in a summarized form, are annexed.
8. The Audit Committee assists the Board in discharging its duties and responsibilities ensuring good compliance with Code of Corporate Governance including review of reports, Company's financial results and internal control procedures for Management decisions and evolving strategy for safeguarding Company's assets and its business potentials.
9. The Audit Committee meets before Board Meetings and its report is presented in the Board Meeting. During the period under report 4 (four) meetings of the Audit Committee were held.

Board of Directors Composition:

Currently, the Board comprises of seven directors, all of them possess diversified experience and suitable skill sets with competencies for safeguarding the interests of stakeholders and the Company. During the period under report 4 (four) meetings of the Board of Directors were held.

Composition of Board**No. of Meetings Attended****EXECUTIVE DIRECTOR**

Mr. Adam Jadoon

4

NON-EXECUTIVE DIRECTORS

Mr. Aurangzeb Khan

4

Mr. Amanullah Khan Jadoon

4

Mr. Muhammad Bahauddin

4

Mrs. Aamna Jadoon

4

INDEPENDENT DIRECTORS

Mr. Hassan Ovais

4

Mr. Nusrat Iqbal

4

Directors' Training:

Five Directors, Mr. Muhammad Bahauddin, Mr. Adam Jadoon, Mr. Hassan Ovais, Mrs. Aamna Jadoon and Mr. Nusrat Iqbal, have successfully completed the Directors Training Program. The remaining two Directors are exempt from the Directors Training Program due to their experience on the Board.

Chairman's Review:

The Directors hereby endorse the Chairman's review on the performance of the Company.

Remuneration of Directors and Chief Executive:

No remuneration was paid to the Directors and Chief Executive.

Auditors:

The auditors M/s Clarkson Hyde Saud Ansari, Chartered Accountants have a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan (ICAP) and compliance with the International Federation of Accountants' (IFAC) Guidelines on Code of Ethics, as adopted by the Institute of Chartered Accountants of Pakistan. They also possess a satisfactory rating from the Audit Oversight Board (AOB). The present auditors, M/s Clarkson Hyde Saud Ansari Chartered Accountants, retire and being eligible, offer themselves for re-appointment. As required by the CCG, the Audit Committee has suggested the name of M/s Clarkson Hyde Saud Ansari, Chartered Accountants to act as auditors of the Company for the Financial Year ending 30th June 2026.

Pattern Of Shareholding:

The pattern of shareholding as on 30th June 2025 and its disclosure as required by the Act and Code of Corporate Governance is annexed with this report. There was no other reported transaction of sale or purchase of shares of the Company by Directors, Chief Executive Officer, Company Secretary, Chief

Financial Officer, Chief Internal Auditor, Chief Operating Officer and their spouses or minor children during the year under review, except as given in the Pattern of Shareholding.

Compliance with Code of Corporate Governance:

The requirements of the Code of Corporate Governance set out by the Pakistan Stock Exchange in their Listing Regulations relevant for the year ended 30th June 2025 have been adopted by the Company and have been duly complied with. A statement of compliance is annexed to the report.

Material Changes:

There have been no material changes since year end 30th June, 2024 till date of the report except as disclosed in this annual report and the Company has not entered into any commitment which would affect its financial position at the date except for those mentioned in audited financial statements of the Company for the year ended 30th June, 2025.

Statutory Compliance:

During the year the Company has complied with all applicable provisions, filed all returns/forms, and furnished all the relevant particulars as required under the Companies Act 2017 and allied rules, the Securities and Exchange Commission of Pakistan (SECP) Regulations and the listing requirements.

Related Party Transactions:

All transactions with related parties including pricing policies applied upon recommendation of the Audit Committee and as disclosed in notes to the annual audited financial statements thereon are reviewed and approved by the Board.

Gender Pay Gap:

During the reporting period, due to the ongoing credit restrictions, non-operation of textile unit and our focus on the revised principal business of agriculture, the Company maintained a significantly reduced workforce, none of whom were female. As a result, a gender pay gap analysis is not applicable for the financial year under review. However, the Company remains fully committed to fostering an inclusive and equitable workplace. Equal opportunity principles will continue to guide future recruitment and operational planning as business activities evolve.

Web Presence:

Updated information can be accessed at the Company's website www.khybertextile.com. The website contains the latest financial results of the Company along with the Company's profile.

Corporate Social Responsibility:

The Management of the Company is aware and committed to its corporate and social responsibility. In this regard, the Company has invested in improved agricultural practices, natural resource conservation and sustainable cultivation. Further, we provide spacious, clean and safe conditions for our livestock, ensuring they receive healthy nutrition from our fodder and appropriate veterinary care, The Company's focus is to promote sustainable farming methods, while supporting the local community. This holistic approach enhances our operations while positively contributing to the environment and society.

Acknowledgement:

The Board would like to thank and appreciate our shareholders for their confidence and trust. The Board also extends its appreciation and gratefulness towards the dedication and commitment presented by the Company's employees.

On behalf of the Board of Directors



Aurangzeb Khan
Director



Adam Jadoon
Director/CEO

Baldher, Haripur

Dated:- 25th September, 2025

ڈائریکٹرز رپورٹ

معزز ممبران،

بورڈ آف ڈائریکٹرز آپ کو آپ کی کمپنی کے 64 ویں سالانہ جنرل اجلاس میں خوش آمدید کہتے ہیں اور آڈیٹرز کی رپورٹ کے ساتھ باضابطہ آڈٹ کیے گئے سالانہ اکاؤنٹس اور دیگر متعلقہ بیانات پیش کرتے ہوئے خوشی محسوس کر رہے ہیں جیسا کہ پاکستان سٹاک ایکسچینج کے کوڈ آف کارپوریٹ گورننس کے تحت مطلوب ہے۔ سال 30 جون 2025 کو ختم ہوا۔

مالیاتی نتائج:

زیر جائزہ مدت کے دوران، زرعی مویشیوں کے کاروبار سے نمایاں آمدنی ہوئی اور خالی عمارتوں کے کرائے سے اضافی آمدنی ہوئی۔ تاہم، بینکوں کی طرف سے قرض کی سہولیات پر پابندیوں کی وجہ سے کمپنی کی ٹیکسٹائل کی پیداوار بند رہی۔

	Note	2025 Rupees	2024 Rupees
SALES		20,684,000	18,354,500
Less: COST OF SALES	17	14,709,097	13,309,832
GROSS PROFIT		5,974,903	5,044,668
Less: Administrative Expenses	18	21,622,385	16,944,650
Other Operating Expenses	20	584,280	585,720
Financial Expenses - Bank Charges		2,788	8,880
		22,209,453	17,539,250
		(16,234,550)	(12,494,582)
Fair Value Remeasurement Adjustment - Biological Assets		-	(410,781)
Other Operating Income - Rent		8,909,757	6,937,100
Agriculture Income		220,110	213,800
OPERATING (LOSS)		(7,104,683)	(5,754,463)
(LOSS) BEFORE TAXATION		(7,104,683)	(5,754,463)
TAXATION	21	(1,279,495)	(1,091,994)
NET (LOSS) FOR THE YEAR		(5,825,188)	(4,662,469)
EARNINGS / (LOSS) PER SHARE - BASIC AND DILUTED	22	(4.75)	(3.80)

ڈیویڈنڈ:

جمع شدہ نقصانات پر غور کرتے ہوئے، ڈائریکٹرز نے سال کے لیے کسی بھی ڈیویڈنڈ کی ادائیگی یا بونس شیئرز کی سفارش نہیں کی ہے۔ کمپنی کے خلاف قانونی مقدمہ:

• **NBP، KTML، NBP:** NBP کی طرف سے ریکوری کا مقدمہ پشاور ہائی کورٹ میں دائر کیا گیا تھا۔ 2014 میں معزز بینکنگ جج پشاور ہائی کورٹ نے دلائل کے بعد KTML کے حق میں NBP کا مقدمہ خارج کر دیا۔ تاہم، NBP نے فیصلے کے خلاف اپیل دائر کی ہے۔ اور اپریل 2025 میں پشاور ہائی کورٹ نے معاملہ کو قانون کے مطابق نیا فیصلہ کرنے کے لیے بینکنگ جج کے پاس واپس بھیج دیا۔ KTML کی انتظامیہ اور قانونی ٹیم کمپنی کے مفادات کا مضبوطی سے دفاع کرتی رہے گی۔ مزید معلومات کے لیے نوٹ نمبر 16 سے رجوع کریں۔

• **NBP، ICP اور دیگر ہٹام: KTML:** سندھ ہائی کورٹ (SHC) میں NBP، ICP اور دیگر کی طرف سے ریکوری کا مقدمہ دائر کیا گیا تھا۔ معزز بینکنگ جج نے KTML کی درخواست کے دفاع کی اجازت دے دی۔ KTML کی پوزیشن یہ ہے کہ یہ مقدمہ قانونی مدت گزر جانے کی وجہ سے ناقابل سماعت ہے، کیونکہ یہ قرضے واپس کر دیے گئے ہیں۔ مزید برآں، NBP نے اسی فنانسنگ کے لیے دو مختلف عدالتوں میں علیحدہ علیحدہ مقدمات دائر کیے ہیں جو کہ قانون کی دفعہ کے منافی ہے۔ اس معاملے میں حتمی دلائل عدالت میں زیر التوا ہیں۔ کمپنی کی انتظامیہ پر امید ہے کہ یہ مقدمہ خارج کر دیا جائے گا۔ مزید معلومات کے لیے نوٹ 16 ملاحظہ کریں۔

قانونی چارہ جوئی کے مضمرات:

بینکوں نے بالترتیب پشاور ہائی کورٹ اور سندھ ہائی کورٹ کے سامنے زیر التوا اپیل اور مقدمے کو حتمی شکل دینے میں تاخیر کر کے قرض کی پابندی کو برقرار رکھا، اس طرح اس بات کو یقینی بنایا کہ KTML کی ڈیفالٹ سٹیٹس اسٹیٹ بینک آف پاکستان کی CIB رپورٹ پر برقرار ہے، تاکہ کمپنی کو ان کی شرائط پر مجبور کیا جاسکے۔ انتظامیہ کا پختہ خیال ہے کہ کمپنی پر بینکوں کی کوئی بقایا رقم واجب الادا نہیں ہے۔ بد قسمتی

سے، بینکوں کی حکمت عملی ٹیکسٹائل کی پیداوار کو مسلسل بند کرنے کا باعث بنی ہے، جس کے دوبارہ آغاز کے لیے ورکنگ کیپیٹل تک رسائی کے ساتھ مشینری کی تجدید کاری، توازن، تبدیلی (BMR) کو مکمل کرنے کے لیے بھاری رقم کی ضرورت ہے۔ بہر حال، یہ BOD اور انتظامیہ کا ارادہ ہے کہ جب بینکنگ قانونی چارہ جوئی مکمل ہو جائے اور قرض کی سہولیات بحال ہو جائیں تو ٹیکسٹائل یونٹ کو دوبارہ بحال کیا جائے۔

کاروباری سرگرمیاں:

پچھلے سالوں میں BOD اور اراکین کی منظوری کے مطابق، کمپنی نے اپنی خالی زمین (ٹیکسٹائل یونٹ سے الگ) پر زراعت کی اپنی نظر ثانی شدہ بنیادی کاروباری سرگرمیوں میں سرمایہ کاری جاری رکھی ہے۔ زرعی کاروبار میں کئی سالوں سے ہونے والی اس سرمایہ کاری میں مویشیوں کے لیے کافی رہائش کی گنجائش کی تعمیر، مویشیوں کی خریداری، زمینوں کے پودے اور ان کی افزائش، اور مل کے پانی کے ذخیرے، ٹیوب ویل اور آبپاشی کے نظام کو بہتر بنانا شامل ہے۔

مزید برآں، انتظامیہ نے کمپنی کی زیادہ تر خالی زمین کو کاشت کے لیے رقبہ کو تبدیل اور ترقی دے کر استعمال کیا ہے۔ اگائی جانے والی فصلوں کی کاشت، کمپنی کے لائیو سٹاک فارم کی مدد میں استعمال کی گئی ہے، جس نے مارکیٹ سے چارے کی خریداری میں کمی، ان پیٹ لاگت کو کم کرنے، اس طرح فارم کے منافع میں اضافہ کے قابل بنایا ہے۔ BOD اس موقع پر حصص یافتگان کو مطلع کرتا ہے کہ مالی سال 2025 میں قرض تک رسائی پر پابندی، ملک میں مسلسل مہنگائی اور معاشی عدم استحکام کے باوجود، کمپنی زرعی فارم اور آپریشنز کو بہتر بنانے میں کامیاب رہی ہے۔ مزید برآں، مویشیوں کی فروخت میں اضافہ درج کیا گیا جیسا کہ اس کے ساتھ منسلک مالی کھاتوں سے ظاہر ہوتا ہے۔

مزید برآں، انتظامیہ نے اپنی کچھ خالی عمارتوں اور گوداموں کو کرائے پر دے کر کمپنی کے لیے مزید آمدنی حاصل کرنا جاری رکھی ہے۔ انتظامیہ نے اس مالیاتی سلسلے کو کمپنی کے موجودہ آپریشنز میں دوبارہ سرمایہ کاری کے لیے استعمال کیا ہے۔ لہذا، مویشیوں کی کامیاب فروخت اور کرائے کی آمدنی کے ذریعے، مینجمنٹ نے ثابت کیا ہے کہ کمپنی کے لیے تبدیل شدہ کاروباری منصوبہ قابل عمل ہے، کیونکہ کمپنی کی آمدنی میں اضافہ ہوا ہے، اور واجبات میں کمی آئی ہے۔ مزید یہ کہ کمپنی ایک فعال ٹیکس دہندہ ہے، جو قومی خزانے میں ایڈوانس ٹیکس کا حصہ ڈالتی ہے۔ آخر میں، انتظامیہ کی طرف سے بار بار اثاثہ جات، پلانٹ اور آلات کی Depreciation کی وجہ سے کمپنی اس سال بھی خسارے میں رہی۔

مستقبل کے منصوبے:

آگے بڑھتے ہوئے، مینجمنٹ کمپنی کی جائیداد پر خالی عمارتوں کو گودام اور کرایہ کی سرگرمیوں میں استعمال کرنے کے لیے مرمت کرنا جاری رکھے گی، اس طرح کمپنی کے لیے اضافی آمدنی پیدا کرنے کے لیے اضافی جگہوں کو استعمال کرے گی۔ مزید برآں، مینجمنٹ کا ارادہ ہے کہ قابل کاشت زمین کو بہتر بنایا جائے اور کمپنی کے زرعی لائیو سٹاک فارم میں مزید سرمایہ کاری کی جائے، اس طرح آپریشنز میں اضافہ ہوگا۔ ان کاروباری سرگرمیوں سے حاصل ہونے والی آمدنی کمپنی کے اثاثوں کی دیکھ بھال، اخراجات کی ادائیگی، قانونی اخراجات کو پورا کرنے، کمپنیز ایکٹ 2017 کے تحت ضروریات کو پورا کرنے اور نئی کاروباری سرگرمیوں میں سرمایہ کاری کے لیے بھی استعمال کی جائے گی۔

انتظامیہ کو توقع ہے کہ E-35 موٹروے کے قریب ہماری کمپنی کے مقام کی وجہ سے، CPEC تک رسائی سے امید ہے کہ مزید کاروباری سرگرمیوں کے نئے مواقع کھلیں گے۔

کارپوریٹ اور مالیاتی رپورٹنگ فریم ورک کا بیان:

بورڈ آف ڈائریکٹرز کا مزید کہنا ہے کہ:

1. زیر جائزہ مالی بیانات کمپنیز ایکٹ 2017 کی دفعات اور پاکستان میں لاگو ہونے والے بین الاقوامی اکاؤنٹنگ معیارات کے مطابق تیار کیے گئے ہیں۔
2. مالیاتی گوشواروں کی تیاری میں مناسب اکاؤنٹنگ پالیسیوں کا مسلسل اطلاق کیا گیا ہے اور اکاؤنٹنگ کے تخمینے معقول اور دانشمندانہ فیصلے پر مبنی ہیں۔
3. کمپنی کی طرف سے اکاؤنٹ کی مناسب کتابیں رکھی گئی ہیں، اس کے مطابق مالیاتی بیانات کمپنی کی حالت، اس کے کاموں کے نتیجے، نقد بہاؤ اور ایکویٹی میں ہونے والی تبدیلیوں کو اچھی طرح سے پیش کرتے ہیں۔

4. کمپنی کا اندرونی کنٹرول کا نظام تسلی بخش ہے اور اسے مؤثر طریقے سے نافذ کیا گیا ہے اور بہتری کے لیے اس کی نگرانی جاری ہے۔

5. لاگت کو کنٹرول کرنے اور آمدنی کو زیادہ سے زیادہ کرنے کے لیے کی جانے والی مجموعی کوششوں کے نتیجے میں، کمپنی کی ایک جاری تشویش کے طور پر جاری رکھنے کی صلاحیت کے بارے میں کوئی خاص شک نہیں ہے اور اس لیے ریکارڈ شدہ اثاثوں اور واجبات میں کسی قسم کی ایڈجسٹمنٹ کی ضرورت نہیں ہے۔

6. کارپوریٹ گورننس کے بہترین طریقوں کو اپنایا گیا ہے، جیسا کہ فہرست سازی کے ضوابط میں تفصیل سے بتایا گیا ہے اور جیسا کہ 30 جون 2025 کو ختم ہونے والے سال کے لیے کمپنی پر لاگو ہے۔

7. پچھلے 6 سالوں کے کلیدی آپریشنز اور مالیاتی نتائج کو خلاصہ کی شکل میں منسلک کیا گیا ہے۔

8. آڈٹ کمیٹی اپنے فرائض اور ذمہ داریوں کو نبھانے میں بورڈ کی مدد کرتی ہے جس میں بورڈ آف کارپوریٹ گورننس کی اچھی تعمیل کو یقینی بنایا جاتا ہے جس میں رپورٹس کا جائزہ، کمپنی کے مالیاتی نتائج اور انتظامی فیصلوں کے لیے اندرونی کنٹرول کے طریقہ کار اور کمپنی کے اثاثوں اور اس کے کاروباری امکانات کی حفاظت کے لیے حکمت عملی تیار کرنا شامل ہے۔

9. آڈٹ کمیٹی بورڈ مینٹنگ سے پہلے میٹنگ کرتی ہے اور اس کی رپورٹ بورڈ مینٹنگ میں پیش کی جاتی ہے۔ رپورٹ کے تحت اس مدت کے دوران آڈٹ کمیٹی کے چار اجلاس منعقد ہوئے۔

بورڈ آف ڈائریکٹرز کی ساخت:

اس وقت بورڈ سات ڈائریکٹرز پر مشتمل ہے۔ ان سب کے پاس متنوع تجربہ اور اسٹیک ہولڈرز اور کمپنی کے مفادات کے تحفظ کے لیے قابلیت کے ساتھ مناسب مہارت ہے۔ زیر رپورٹ مدت کے دوران بورڈ آف ڈائریکٹرز کے 4 (چار) اجلاس منعقد ہوئے۔

بورڈ کی تشکیل:

	ایگزیکٹو ڈائریکٹر
(4)	جناب آدم جدون
	غیر ایگزیکٹو ڈائریکٹرز
(4)	جناب اورنگزیب خان
(4)	جناب امان اللہ خان جدون
(4)	جناب محمد بہاؤ الدین
(4)	مسز آمنہ جدون
	آزاد ڈائریکٹرز
(4)	جناب حسن اولیس
(4)	جناب نصرت اقبال

ڈائریکٹرز کی تربیت:

ہمارے پانچ ڈائریکٹرز، جناب محمد بہاؤ الدین، جناب آدم جدون، جناب حسن اولیس، مسز آمنہ جدون، اور جناب نصرت اقبال نے ڈائریکٹرز ٹریننگ پروگرام مکمل کر لیا ہے۔ باقی دو ڈائریکٹرز بورڈ میں اپنے تجربے کی وجہ سے ڈائریکٹرز ٹریننگ پروگرام سے مستثنیٰ ہیں۔

چیئر مین کا جائزہ:

ڈائریکٹرز اس طرح کمپنی کی کارکردگی پر چیئر مین کے جائزے کی توثیق کرتے ہیں۔

ڈائریکٹرز اور چیف ایگزیکٹو کے معاوضے:

نان ایگزیکٹو ڈائریکٹرز اور چیف ایگزیکٹو کو کوئی معاوضہ اور مراعات نہیں دی گئیں۔

آڈیٹرز:

انسٹی ٹیوٹ آف چارٹرڈ اکاؤنٹنٹس آف پاکستان (ICAP) کے کوالٹی کنٹرول ریویو پروگرام کے تحت آڈیٹرز میسرز کارکن ہائیڈر سعود انصاری، چارٹرڈ اکاؤنٹنٹس کی درجہ بندی تسلی بخش ہے اور کوڈ آف ایٹھکس پرائمریشنل فیڈریشن آف اکاؤنٹنٹس (IFAC) کے رہنما اصولوں کی تعمیل ہے۔ جیسا کہ انسٹی ٹیوٹ آف چارٹرڈ اکاؤنٹنٹس آف پاکستان نے اپنایا ہے۔ ان کے پاس آڈٹ اور سائٹ بورڈ (AOB) کی جانب سے اطمینان بخش درجہ بندی بھی ہے۔ موجودہ آڈیٹرز، میسرز کارکن ہائیڈر سعود انصاری، چارٹرڈ اکاؤنٹنٹس، ریٹائر ہونے اور اہل ہونے کے بعد، خود کو دوبارہ تفری کے لیے پیش کرتے ہیں۔ سی سی جی کی ضرورت کے مطابق آڈٹ کمیٹی نے مالی سال 30 جون 2026 تک کے لیے کمپنی کے آڈیٹرز کے طور پر کام کرنے کے لیے میسرز کارکن ہائیڈر سعود انصاری، چارٹرڈ اکاؤنٹنٹس کا نام تجویز کیا ہے۔

شیئر ہولڈنگ کا پیٹرن:

30 جون 2025 تک شیئر ہولڈنگ کا پیٹرن جیسا کہ ایکٹ اور کوڈ آف کارپوریٹ گورننس کی ضرورت ہے اس رپورٹ کے ساتھ منسلک ہے۔ ڈائریکٹرز، چیف ایگزیکٹو آفیسر، کمپنی سیکرٹری، چیف فنانشل آفیسر، چیف انٹرنل آڈیٹر، چیف آپریٹنگ آفیسر اور ان کی شریک حیات یا نابالغ بچوں کے ذریعہ کمپنی کے حصص کی فروخت یا خریداری کا کوئی دوسرا لین دین نہیں ہوا۔

کوڈ آف کارپوریٹ گورننس کی تعمیل:

پاکستان اسٹاک ایکسچینج کی جانب سے 30 جون 2025 کو ختم ہونے والے سال کے لیے متعلقہ فہرست سازی کے ضوابط میں وضع کردہ ضابطہ کارپوریٹ گورننس کے تقاضوں کو کمپنی نے اپنایا ہے اور ان کی مناسب تعمیل کی گئی ہے۔ تعمیل کا بیان رپورٹ کے ساتھ منسلک ہے۔

مادی تبدیلیاں:

سال کے آخر میں 30 جون 2024 کے بعد سے رپورٹ کی تاریخ تک کوئی مادی تبدیلیاں نہیں ہوئی ہیں سوائے اس سالانہ رپورٹ کے جس کا انکشاف کیا گیا ہے اور کمپنی نے کوئی ایسا عہد نہیں کیا ہے جس سے اس تاریخ پر اس کی مالی حالت متاثر ہوتی ہو ماسوائے ان کے جو 30 جون 2025 کو ختم ہونے والے سال کے لیے کمپنی کے بیانات میں مذکور ہیں۔

قانونی تعمیل:

سال کے دوران کمپنی نے تمام قابل اطلاق شرائط کی تعمیل کی ہے، تمام ریٹرن / فارمز جمع کیے ہیں، اور کمپنیز ایکٹ 2017 اور اس سے منسلک قوانین، سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) کے ضوابط اور فہرست سازی کی ضروریات کے تحت تمام متعلقہ تفصیلات فراہم کی ہیں۔

متعلقہ پارٹی لین دین:

متعلقہ فریقوں کے ساتھ تمام لین دین بشمول آڈٹ کمیٹی کی سفارش پر لاگو قیمتوں کا تعین کرنے والی پالیسیاں اور جیسا کہ اس پر سالانہ آڈٹ شدہ مالیاتی گوشواروں کے نوٹوں میں انکشاف کیا گیا ہے بورڈ کے ذریعہ جائزہ لیا جاتا ہے اور اس کی منظوری دی جاتی ہے۔

جنس کی بنیاد پر تنخواہوں میں فرق

رپورٹنگ کی مدت کے دوران، جاری کریڈٹ پابندیوں، ٹیکسٹائل یونٹ کے عدم آپریشن اور زراعت کے نظر ثانی شدہ پرنسپل کاروبار پر ہماری توجہ کی وجہ سے، کمپنی نے افرادی قوت میں نمایاں کمی کو برقرار رکھا، جن میں سے کوئی بھی خاتون نہیں تھی۔ نتیجے کے طور پر، صنفی تنخواہ کے فرق کا تجزیہ زیر نظر مالی سال کے لیے لاگو نہیں ہوتا ہے۔ تاہم، کمپنی ایک جامع اور مساوی کام کی جگہ کو فروغ دینے کے لیے پوری طرح پر عزم ہے۔ یکساں مواقع کے اصول مستقبل کی بھرتی اور آپریشنل منصوبہ بندی کی رہنمائی کرتے رہیں گے جیسا کہ کاروباری سرگرمیاں آگے بڑھتی ہیں۔

ویب کی موجودگی:

کمپنی کے بارے میں تازہ ترین معلومات کمپنی کی ویب سائٹ www.khybertextile.com پر حاصل کی جاسکتی ہیں۔ ویب سائٹ کمپنی کے پروفائل کے ساتھ کمپنی کے تازہ ترین مالیاتی نتائج پر مشتمل ہے۔

کارپوریٹ سماجی ذمہ داری:

کمپنی کی انتظامیہ اپنی کارپوریٹ اور سماجی ذمہ داری سے آگاہ ہے اور ان کی حوصلہ افزائی کرے گی۔ کمپنی کی انتظامیہ اپنی کارپوریٹ اور سماجی ذمہ داری سے باخبر اور پر عزم ہے۔ اس سلسلے میں، کمپنی نے بہتر زرعی طریقوں، قدرتی وسائل کے تحفظ اور پائیدار کاشت میں سرمایہ کاری کی ہے۔ مزید برآں، ہم اپنے مویشیوں کے لیے وسیع، صاف اور محفوظ حالات فراہم کرتے ہیں، کہ وہ ہمارے چارے اور مناسب ویٹرنری دیکھ بھال سے صحت مند غذائیت حاصل کریں، کمپنی کی توجہ مقامی کمیونٹی کی حمایت کرتے ہوئے پائیدار کاشتکاری کے طریقوں کو فروغ دینا ہے۔ یہ جامع نقطہ نظر ماحول اور معاشرے میں مثبت کردار ادا کرتے ہوئے ہمارے کاموں کو بڑھاتا ہے۔

اعتراف:

بورڈ ہمارے شیئرز ہولڈرز کے اعتماد کے لیے ان کا شکریہ ادا کرنا چاہتا ہے۔ بورڈ کمپنی کے ملازمین کی طرف سے پیش کی جانے والی لگن اور عزم کے لیے بھی تعریف کرتا ہے۔

بورڈ آف ڈائریکٹرز کی جانب سے



جناب اورنگزیب خان (ڈائریکٹر)



جناب آدم جہون (ڈائریکٹر چیف ایگزیکٹو)

بالڈھیر ہری پور

تاریخ: - 25 ستمبر 2025

Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019; Year Ended June 30, 2025, for Khyber Textile Mills Limit

The Company has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019, (Regulations) in the following manner:-

1. The total number of directors are 7 as per the following,-

- a. Male: 6
- b. Female: 1

2. The composition of the Board is as follows:

i. Independent director

Mr. Hassan Ovais
Mr. Nusrat Iqbal

ii. Female directors

Mrs. Aamna Jadoon

iii. Non-executive directors

Mr. Aurangzeb Khan
Mr. Amanullah Khan Jadoon
Mr. Muhammad Bahauddin
Mrs. Aamna Jadoon

iv. Executive directors

Mr. Adam Jadoon

3. The directors have confirmed that none of them is 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 the Board/ shareholders as empowered by the relevant provisions of the Act and these Regulations;

7. The meetings of the Board were presided over by the Chairman 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 the Board;

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

9. Currently five members of the Board have completed the Directors' Training program from authorized institutions. While the two other Directors are exempt from Directors Training Program due to their experience on the Board;

10. The Board has approved the appointment of Chief Financial Officer (CFO), Company Secretary and Head of Internal Audit including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations;

11. 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.-
- | | |
|---|---|
| a) Audit Committee
Mr. Nusrat Iqbal (Chairman)
Mr. Muhammad Bahauddin
Mrs. Aamna Jadoon | b) HR and Remuneration Committee
Mr. Nusrat Iqbal (Chairman)
Mr. Muhammad Bahauddin
Mr. Adam Jadoon |
|---|---|
13. The terms of reference of the aforesaid committees have been formed, documented and shared with relevant Committees for compliance;
14. The frequency of meetings of the committee were as per following,-
- | |
|---|
| a) Audit Committee; Four Quarterly Meetings during the financial year ended June 30, 2025 |
| b) HR and Remuneration Committee: One meeting during the financial year ended June 30, 2025 |
15. The Board has set up an effective internal audit function who are suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Company;
16. The statutory auditors of the company have confirmed that they have been given a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan and registered with Audit Oversight Board of Pakistan, that they and all their partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the Institute of Chartered Accountants of Pakistan and that they and the partners of the firm involved in the audit are not a close relative (spouse, parent, dependent and non-dependent children) of the Chief Executive Officer, Chief Financial Officer, Head of Internal Audit, Company Secretary or Director of the Company;
17. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, these Regulations or any other regulatory requirement and that the auditors have confirmed that they have observed IFAC guidelines in this regard;
18. We confirm that all other requirements of the regulations 3,6, 7, 8, 27, 32, 33 and 36 have been complied with.

S. No.	Requirement	Explanation of Non-Compliance	Regulation Number
1.	Nomination Committee The Board may constitute a separate committee, designated as the nomination committee, of such number and class of directors, as it may deem appropriate in its circumstances.	Currently, the Board has not constituted a separate nomination committee and the functions are being performed by the Human Resource and Remuneration committee	29
2.	Risk Management Committee The Board may constitute the risk management committee, of such number and class of directors, as it may deem appropriate in its circumstances, to carry out a review of effectiveness of risk management procedures and present a report to the Board.	Currently, the Board has not constituted a risk management committee and senior officers of the Company perform the requisite functions and apprise the Board accordingly.	30



MR. AURANGZEB KHAN
CHAIRMAN

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of : KHYBER TEXTILE MILLS 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 **KHYBER TEXTILE MILLS 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.

Clarkson Hyde Saud Ansari

Clarkson Hyde Saud Ansari
Chartered Accountants
Engagement Partner – **Saud Ansari**
Karachi
Dated: September 25, 2025
UDIN: CR202510149BbNYK9aMc

INDEPENDENT AUDITOR'S REPORTTo the members of: **KHYBER TEXTILE MILLS LIMITED****Report on the Audit of the Financial Statements****Opinion**

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

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, and the statement of profit or loss and other comprehensive income, the statement of changes in equity, and the statement of cash flows, together with the notes 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 of the loss and the comprehensive income, the changes in equity and its cash flows for the year then ended.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 2.2 to the financial statements, which states that these financial statements have been prepared on going concern basis, yet there were factors which had affected the Company's ability to continue as a going concern in the past. Textile operations have been suspended since July 2007. However; the Company changed its line of operations few years back and has been able to generate net cash inflows. The Company is solvent and the Management has concluded that no material uncertainty exists which cast significant doubt on the Company's ability to continue as going concern. A detailed explanation is given in the aforesaid note. Our opinion is not modified in respect of this matter.

Key Audit Matter

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

S. No	Key Audit Matter	How the Matter was addressed in our Audit
	Contingencies and Commitments Refer note 16 to the financial statements. The Company is subject to material litigations involving different Courts pertaining to recovery, which requires management to make assessment and judgments with respect to likelihood and impact of such litigations on the financial statements of the Company.	Our procedures for verification in this matter and related disclosure included, but not limited to: <ul style="list-style-type: none">Discussed legal cases with the management to understand their point of view and obtained and reviewed the litigation documents in order to assess

	<p>We have identified this as a key audit matter, because the nature and amounts involved in such cases and the appellate forums at which these are pending, the ultimate outcome and the resultant effect on the financial statements is subject to significant judgment, which can change over time as new facts emerge and each legal case progresses.</p>	<p>the facts and circumstances;</p> <ul style="list-style-type: none"> • Obtained independent opinion of legal council's dealing with such cases in the form of confirmation; and • Evaluated the possible outcome of these legal cases in line with the requirements of IAS 37: <i>Provisions, Contingent Liabilities and Contingent assets</i>. The disclosures of legal exposures and provisions were assessed for completeness and accuracy.
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Information Other than the Financial Statements and Auditor's Report Thereon

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

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

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

Responsibilities of Management and Board of Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

- a) proper books of account have been kept by the Company as required by the Companies Act, 2017 (XIX of 2017);
- b) the statement of financial position, the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows, together with notes thereon have been drawn up in conformity with the Companies Act, 2017 (XIX of 2017) and are in agreement with the books of account and returns;
- c) investments made, expenditure incurred and guarantees extended during the year were for the purpose of the Company's business; and
- d) no Zakat was deductible at source under the Zakat and Usher Ordinance, 1980 (XVIII of 1980).

The engagement partner on the audit resulting in this independent auditor's report is **SAUD ANSARI**

Clarkson Hyde Saud Ansari

Clarkson Hyde Saud Ansari

Chartered Accountants

Date: September 25, 2025

UDIN: AR20251014954MrzdNpy

STATEMENT OF FINANCIAL POSITION AS AT JUNE 30, 2025

	Note	2025 Rupees	2024 Rupees
NON CURRENT ASSETS			
Property, Plant and Equipment	4	1,280,756,896	1,293,591,415
Bearer Plants (Biological Assets)	5	182,450	164,950
Long Term Deposits		88,983	88,983
		<u>1,281,028,329</u>	<u>1,293,845,348</u>
CURRENT ASSETS			
Inventory - Livestock (Biological Assets)	6	-	-
Inventory - Animal Feed		707,000	638,510
Stores and Spares	7	-	-
Advances and Other Receivables	8	1,925,801	1,517,239
Cash and Bank Balances	9	17,050,510	13,840,420
		19,683,311	15,996,169
		<u>1,300,711,640</u>	<u>1,309,841,517</u>
SHARE CAPITAL AND RESERVES			
Share Capital	10	12,275,030	12,275,030
		<u>12,275,030</u>	<u>12,275,030</u>
Capital Reserve			
Statutory Reserve		257,782	257,782
Revaluation Surplus on Property, Plant & Equipment	11	1,244,978,331	1,254,829,867
Revenue Reserve			
Accumulated Loss		(6,560,109)	(10,561,588)
		<u>1,250,951,034</u>	<u>1,256,801,091</u>
NON CURRENT LIABILITIES			
Loan from Shareholder / Director	12	16,500,757	16,500,757
Deferred Taxation	13	27,226,185	29,416,793
		43,726,942	45,917,550
CURRENT LIABILITIES			
Short Term Loan from Director	14	5,559,718	6,659,718
Trade and Other Payables	15	473,946	463,158
Provision for Taxation		-	-
		6,033,664	7,122,876
CONTINGENCIES AND COMMITMENTS			
	16	-	-
		<u>1,300,711,640</u>	<u>1,309,841,517</u>
		-	-

The annexed notes form an integral part of these financial statements


CHIEF FINANCIAL OFFICER


DIRECTOR


CHIEF EXECUTIVE

**STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED JUNE 30, 2025**

	Note	2025 Rupees	2024 Rupees
SALES		20,684,000	18,354,500
Less: COST OF SALES	17	<u>14,709,097</u>	<u>13,309,832</u>
GROSS PROFIT		5,974,903	5,044,668
Less: Administrative Expenses	18	21,622,385	16,944,650
Other Operating Expenses	20	584,280	585,720
Financial Expenses - Bank Charges		2,788	8,880
		<u>22,209,453</u>	<u>17,539,250</u>
		(16,234,550)	(12,494,582)
Fair Value Remeasurement Adjustment - Biological Assets		-	(410,781)
Other Operating Income - Rent		8,909,757	6,937,100
Agriculture Income		220,110	213,800
		<u>(7,104,683)</u>	<u>(5,754,463)</u>
OPERATING (LOSS)		(7,104,683)	(5,754,463)
(LOSS) BEFORE TAXATION		<u>(7,104,683)</u>	<u>(5,754,463)</u>
TAXATION	21	(1,279,495)	(1,091,994)
NET (LOSS) FOR THE YEAR		<u><u>(5,825,188)</u></u>	<u><u>(4,662,469)</u></u>
EARNINGS / (LOSS) PER SHARE - BASIC AND DILUTED	22	<u><u>(4.75)</u></u>	<u><u>(3.80)</u></u>

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



CHIEF FINANCIAL OFFICER



DIRECTOR



CHIEF EXECUTIVE

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2025**

	Note	2025 Rupees	2024 Rupees
NET (LOSS) FOR THE YEAR		(5,825,188)	(4,662,469)
OTHER COMPREHENSIVE INCOME			
Items that may not be subsequently reclassified to profit or loss			
Revaluation Surplus on Revaluation Property, Plant & Equipment	11	-	350,557,842
Less: Related Deferred Tax	11	-	(8,225,608)
		-	342,332,234
TOTAL COMPREHENSIVE INCOME / (LOSS) FOR THE YEAR		<u>(5,825,188)</u>	<u>337,669,765</u>

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



CHIEF FINANCIAL OFFICER



DIRECTOR



CHIEF EXECUTIVE

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2025

	Issued, Subscribed & Paid Up Capital	Capital Reserves		Accumulated Loss	Total
		Statutory Reserve	Revaluation Surplus		
'----- Rupees -----'					
Balance as at July 1, 2023	12,275,030	257,782	919,741,339	(13,116,647)	919,157,504
Total Comprehensive Income for the Year					
Net Loss for the year	-			(4,662,469)	(4,662,469)
Other Comprehensive Income			342,332,234	-	342,332,234
	-	-	342,332,234	(4,662,469)	337,669,765
Transfer due to Incremental Depreciation on Revaluation of Property, Plant and Equipment			(7,217,528)	7,217,528	-
Deferred Tax on Depreciation on Cost of Building			(26,178)		(26,178)
				-	
Balance as at June 30, 2024	12,275,030	257,782	1,254,829,867	(10,561,588)	1,256,801,091
Total Comprehensive Income for the Year					
Net Loss for the year	-			(5,825,188)	(5,825,188)
Other Comprehensive Income			-	-	-
	-	-	-	(5,825,188)	(5,825,188)
Transfer due to Incremental Depreciation on Revaluation of Property, Plant and Equipment			(9,826,667)	9,826,667	-
Deferred Tax on Depreciation on Cost of Building			(24,869)		(24,869)
Balance as at June 30, 2025	12,275,030	257,782	1,244,978,331	(6,560,109)	1,250,951,034



CHIEF FINANCIAL OFFICER



DIRECTOR



CHIEF EXECUTIVE

CASH FLOW STATEMENT FOR THE YEAR ENDED JUNE 30, 2025

	2025 Rupees	2024 Rupees
CASH FROM OPERATING ACTIVITIES		
(Loss) before Taxation	(7,104,683)	(5,754,463)
Adjustments for:		
Depreciation	12,834,519	9,716,786
Loss / (Gain) arising from changes in fair value of Livestock	-	410,781
Financial Expenses	2,788	8,880
Operating profit before working capital changes	5,732,624	4,381,984
 (Increase)/Decrease in Operating Assets		
Inventory - Livestock	-	1,252,419
Inventory - Animal Feed	(68,490)	(517,630)
Rent Receivable	(16,060)	(44,500)
	5,648,074	5,072,273
 Increase/(Decrease) in Operating Liabilities		
Trade and Other Payables	10,788	(80,120)
Cash generated from/(used in) operations	5,658,862	4,992,153
Financial Expenses	(2,788)	(8,880)
Tax deducted at source/Paid	(1,328,484)	(1,521,575)
Net Cash from/(used in) Operating Activities	4,327,590	3,461,698
 CASH FROM INVESTING ACTIVITIES		
Expenditure on Bearer Plants	(17,500)	(92,500)
Purchase of Office Equipment	-	-
Net Cash from/(used in) Investing Activities	(17,500)	(92,500)
 CASH FROM FINANCING ACTIVITIES		
Loan from Directors	(1,100,000)	(1,150,000)
Net Cash from/(used in) Financing Activities	(1,100,000)	(1,150,000)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	3,210,090	2,219,198
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	13,840,420	11,621,222
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	17,050,510	13,840,420



CHIEF FINANCIAL OFFICER



DIRECTOR



CHIEF EXECUTIVE

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2025**1. CORPORATE AND GENERAL INFORMATION**

Khyber Textile Mills Limited is a Public Limited Company, incorporated on 26th August, 1961 under the Companies Act, 1913 (Now the Companies Act, 2017). Its shares are quoted on the Pakistan Stock Exchange Limited. The activities of the Company were the manufacture and sale of cotton, polyester yarn and cloth, however due to external factors the production was halted. Consequently, the Company has been operating an agricultural livestock business on its vacant land since 2017, as a revised principal line of business of the Company that is agricultural, which was approved by the Registrar of Companies in 2019. It has also been carrying on alternative business activities of renting excess buildings for warehousing and rental purposes since 2016.

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

The registered office of the Company, the production facility and agricultural farms are located at Baldher, District Haripur, Khyber Pakhtunkhwa.

2. BASIS OF PRESENTATION**2.1 Statement of Compliance**

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

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

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

2.2 Basis of Measurement

These accounts have been prepared under the historical cost convention, as modified by the revaluation of certain items of property, plant and equipment and inventory of livestock which is carried at fair value. In these financial statements, except for the amounts reflected in the cash flow statement, all transactions have been accounted for under the accrual basis of accounting.

Going Concern Assumption

These financial statements have been prepared on a going concern basis, yet there were factors that had affected the Company's ability to continue as a going concern in the past. The primary issue being that the Textile operations have been suspended since FY 2008. The core reason for the continued adverse situation is the financial restrictions resulting from ongoing Banking litigation. (Reference Note No.16). Consequently, the Company continues to appear on the SBP Credit Information Bureau Report as a defaulter, which has caused a complete restriction on access to credit from the financial institutions. The continued litigation also restricts the Company from disposing off its excess land to meet the BMR and working capital requirements to restart the textile unit. Further, matters of resuming production have been complicated because of increasing power tariffs, load shedding and restrictions on the use of industrial gas meter and generators. Nonetheless, the Board of Directors, and Management's objective is to restart the textile unit once the funding is available from the Banks, for which the Company's Management is pursuing the Court cases so that they may reach finality and the credit facilities are restored. Hence, there is a legal obligation to keep the entity in existence till the final decision of the litigation as disclosed in Note No.16.

Subsequent to the closure of textile operations, the Company made investments in an Agricultural Livestock Farm, dedicating a substantial amount of the Company's vacant land to the livestock farm and the production of crops for its cattle. Additionally, irrigation and water storage systems were constructed to facilitate fodder production. As a result of these efforts, the Company's agricultural business has been successful in making positive returns. The Company has also rented some of the vacant buildings and warehouses to reputable businesses and local distributors, generating further revenue for the Company.

Financial support is also available from the directors, who have financially assisted the Company in the past and stand ready to do so in the future. The Company's equity is positive, and it has been generating positive cash flows from operations through its livestock business and renting out of empty buildings. Further, as a result of creating some measure of financial stability, the Company's current assets are greater than the current liabilities giving the Company a positive working capital. It should be noted that the main cause of loss is the charging of depreciation on idle items of plant and equipment which had been revalued upward in FY2024. This is a non-cash expense which does not affect the liquidity position of the Company. Consequently, the Company is solvent, and Management has concluded that no material uncertainty exists which cast significant doubt on the Company's ability to continue as a going concern.

2.3 Functional and Presentation Currency

These financial statements are presented in Pakistan Rupees, which is the company's functional and presentation currency.

2.4 Use of Estimates and Judgements

The preparation of financial statements in conformity with the approved accounting standards as applicable in Pakistan, requires management to make judgements, estimates and assumptions that affect the application of policies and the reported amounts 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 judgements 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 and underlying assumptions are reviewed on 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 and judgements that have a significant effect on the financial statements, are included in the following:-

Depreciable amount and useful lives of Property, Plant and Equipment

In accordance with the accounting policy, the management carries out an annual assessment of depreciation amount and useful lives of assets. Further, the Company reviews the value of assets for possible impairment on an annual basis. Any change in the estimates in the future might affect the carrying amount of respective item of property, plant and equipment, with a corresponding effect on the depreciation charge and impairment.

Biological Assets – Livestock

The fair value of the biological assets (livestock) is determined annually by the management of the Company which is based on market conditions and physical attributes of livestock existing at the end of each reporting period, which is subject to change at each period end due to market conditions.

Stores and Spares

The Company reviews the net realisable value and impairment of stores and spares to assess any diminution in the respective carrying value and wherever required provision for impairment is made. The calculation of provision involves the use of estimates with regard to future estimated use and past consumption of stores and spares along with holding period.

Income Taxes

In making the estimates for income tax currently payable by the Company, the management takes into account the current income tax law and the decisions of appellate authorities on certain issues in the past.

2.5 New standards, interpretations and amendments to published approved accounting standards that are effective in the current year

The following standards, amendments and interpretations are effective for the current year. These standards, amendments and interpretations are either not relevant to the Company's operations or are not expected to have significant impact on the Company's financial statements other than certain additional disclosures:

Amendments to IFRS 16 ' Leases' - Clarification on how seller-lessee subsequently measures

sale and lease back transaction.	Effective date: January 1, 2024
Amendments to IAS 1 ' Presentation of Financial Statements ' – Clarification liabilities	Effective date: January 1, 2024
as current or non-current along with non-current liabilities with covenants..	
Amendments to IAS 7 ' Statement of Cash Flows ' and IFRS 7 ' Financial Instruments '	
Supplier finance arrangements	Effective date: January 1, 2024

2.6 Standards and amendments to approved published standards that are effective and not considered relevant to the Company

There are standards and amendments to published standards that are mandatory for the current accounting period but are considered not to be relevant or do not have any significant impact on the Company's financial statements and are therefore not detailed in these financial statements.

2.7 Standards, interpretations and amendments to published approved accounting standards that are neither yet effective nor early adopted but relevant to the Company

The following amendments are effective for accounting periods, beginning on or after the date mentioned against each of them. These amendments are either not relevant to the Company's operations or are not expected to have significant impact on the Company's financial statements other than certain additional disclosures.

'Amendments to IFRS 9 ' Financial Instruments' and IFRS 7 ' Financial Instruments Amendments. Disclosures' - Classification and measurement of financial instruments and contracts referencing nature-dependent electricity.

Effective date: January 1, 2026

IFRS 17 'Insurance Contracts' (including June 2020 and December 2021 amendments)

Effective date: January 1, 2026

'Amendments to IAS 21 ' The Effects of Changes in foreign Exchange Rates '

'- Clarification on how an entity accounts when there is a long term lack of exchangeability

Effective date: January 1, 2025

Annual improvements to IFRS (related to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7)

Effective date: January 1, 2026

IFRS S1 General Requirements for Disclosure of Sustainability-Related Financial Information and IFRS S2 Climate-Related Disclosures - Core framework for the disclosure of material information about sustainability-related risks, opportunities across an entity's value chain and set out the requirements for entities to disclose information about climate-related risks and opportunities.

Effective date: July 1, 2025

Other than the aforesaid amendments, the IASB has also issued the following standards which have not been adopted locally by the Securities and Exchange Commission of Pakistan:

IFRS 1 'First Time Adoption of International Financial Reporting Standards'

IFRS 18 'Presentation and Disclosures in Financial Statements'

IFRS 19 'Subsidiaries without Public Accountability : Disclosures'

3. MATERIAL ACCOUNTING POLICIES

3.1 Property, Plant and Equipment

These are stated at revalued amount less accumulated depreciation and impairment loss, if any. Freehold land, building & civil works and plant & machinery are measured at revalued amounts, which is the fair value at the date of revaluation less accumulated depreciation and accumulated impairment losses, if any, recognized subsequent to the date of revaluation. Revaluation is carried out every fifth

year so that the fair value and carrying value do not differ materially at the reporting date. Other items of property, plant and equipment are carried at cost less accumulated depreciation.

Depreciation is charged on pro - rata basis the under reducing balance method at the rates mentioned in Note No. 5. In case of additions to assets depreciation is charged from the month addition is made and in case of disposal of items of assets up to the month the asset has been in use of the Company.

The assets residual values and useful lives are reviewed and adjusted if appropriate at each financial year end. The effect of any adjustment in residual value and useful lives is recognized prospectively as a change of accounting estimates.

Repairs and maintenance of major amounts are capitalized, while normal repair and maintenance of assets are charged to the income as and when incurred.

Gains and losses on disposal of assets, if any, are taken to the profit and loss account.

3.2 Bearer Plants (Biological Assets)

Bearer plants i.e. living plants expected to bear produce for more than one period are accounted for as property, plant and equipment in accordance with IAS 16. They are being carried at cost. Costs capitalisation shall cease when the bearer plants reach maturity, costs will cease to be capitalised and depreciation will commence, on the basis of the useful life of the bearer plants.

3.3 Inventory - Livestock (Biological Assets)

Livestock is measured on initial recognition and at each reporting date at fair value less costs to sell. Initial cost incurred in acquisition of livestock is also added to cost like transportation, labour etc. along with cost of feed and vaccination. Since the animals are purchased for selling at the time of Eid-ul-Adha, the fair value is determined on the basis of subsequent sales in the Eid Market.

Gain /(Loss) arising, if any, from changes in fair value of livestock is recognized in profit or loss account.

3.4 Stores and Spares

These are stated at lower of cost and net realizable value using moving average cost method except items in transit which are valued at cost accumulated up to the balance sheet date. Cost comprises purchase cost and other costs incurred in bringing the inventories to their present location and condition. Net realizable value signifies the estimated selling price in the ordinary course of business less the cost necessarily to be incurred in order to make the sale. The Company reviews the carrying amount of stores on regular basis and provision is made for obsolescence, if any.

3.5 Financial Instruments

The Company follows IFRS 9 “Financial Instruments” in respect of financial instruments.

Financial Assets

The standard prescribes three classification and measurement models for financial assets as follows:

- * Measured at Amortized Cost
- * Measured at Fair Value through Other Comprehensive Income (FVTOCI)
- * Measured at Fair Value through Profit or Loss (FVTPL)

Financial Liabilities

The standard prescribes following classification and measurement models for financial liabilities:

- * Measured at Amortized Cost
- * Measured at Fair Value through Profit or Loss (FVTPL)

Recognition of Financial Instruments

The Company initially recognizes financial assets on the date when they are originated. Financial liabilities are initially recognized on the trade date when the entity becomes a party to the contractual provisions of the instrument.

Initial Measurement of Financial Instruments

At initial recognition a financial asset or financial liability, is measured at fair value, plus or minus, in the case of financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to acquisition or issue of financial asset or financial liability.

3.5.1 Trade and Other Payables

Liabilities for trade and other amounts payable are initially recognized at fair value, which is normally the transaction cost. Subsequently they are measured at amortised cost.

3.5.2 Short Term Borrowings

Short term borrowings from directors, which are payable on demand, are carried at loan amount, which is approximate of their initial fair value.

3.5.3 Long Term Borrowings

Long term borrowings from directors, for which they have deferred their right to claim repayment at least twelve month from the reporting date, are also carried at loan amount, which is approximate of their initial fair value.

3.5.4 Offsetting of Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the financial statements only when the Company has a legally enforceable right to offset the recognised amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.6 Taxation**Current**

The charge for current taxation is based on taxable income at the current rate of taxation after taking into account applicable tax credits, rebates and exemptions available, if any, or minimum taxation on the turnover under section 113 of the Income Tax Ordinance, 2001, whichever is higher. The Company designates the amount calculated on taxable income using the notified tax rate as current income tax, any excess over the amount designated as income tax, is recognized as a levy under the Scope of IFRIC 21/IAS 37.

Deferred

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the extent that taxable profit will be available against which the deductible temporary differences, unused tax losses and tax credits can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the assets to be recovered.

Deferred tax assets and liabilities are measured at the effective tax rate which is equal to the enacted rate of income tax, in accordance with paragraph C2 the "IAS Application Guidance on Accounting for Minimum Taxes and Final Taxes" issued by the Institute of Chartered Accountants of Pakistan.

3.7 Cash and Cash Equivalents

For the purpose of cash flow statement, cash and cash equivalents comprise cash in hand and current and deposit accounts with the commercial banks.

3.8 Revenue Recognition

The Company follows IFRS 15 for recognition of revenue from contracts with customers. The Standard provides a single five-step model for revenue recognition and establishes a comprehensive framework

for recognition of revenue from contracts with customers based on a core principle that an entity should recognize revenue representing the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard provides a contract-based revenue recognition model with a measurement approach that is based on an allocation of the transaction price. If the consideration promised in a contract includes a variable amount such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events, such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognized to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur.

Sale of Livestock

The performance obligation is satisfied at the point in time when the animals are handed over to the customers.

Rental Income

The performance obligation is satisfied at the point in time when the rent becomes due in accordance with the rental contracts.

4. PROPERTY, PLANT AND EQUIPMENT

For the year ended June 30, 2025.

PARTICULARS	COST / REVALUATION			Rate %	DEPRECIATION			W.D.V AS AT 30.06.25 Rupees
	AS AT 01.07.24 Rupees	Addition/ (Deletion) Rupees	AS AT 30.06.25 Rupees		AS AT 01.07.24 Rupees	FOR THE YEAR Rupees	AS AT 30.06.25 Rupees	
Free Hold Land	1,117,215,000	-	1,117,215,000	-	-	-	-	1,117,215,000
Building on Free Hold Land	173,761,142	-	173,761,142	5%	77,698,088	4,803,153	82,501,241	91,259,901
Sheds for Livestock	4,107,716	-	4,107,716	10%	1,242,012	286,570	1,528,582	2,579,134
Plant and Machinery	318,074,441	-	318,074,441	10%	241,078,693	7,699,575	248,778,268	69,296,173
Tools and Equipment	1,200,738	-	1,200,738	10%	1,146,827	5,391	1,152,218	48,520
Electric Fittings	7,933,823	-	7,933,823	10%	7,641,921	29,190	7,671,111	262,712
Furniture and Fixtures	877,824	-	877,824	10%	854,975	2,285	857,260	20,564
Telephone Fittings	238,000	-	238,000	10%	230,757	724	231,481	6,519
Office Equipment	478,905	-	478,905	10%	415,944	6,296	422,240	56,665
Electric and Gas Appliances	433,468	-	433,468	10%	420,729	1,274	422,003	11,465
Motor Vehicles	907,904	-	907,904	20%	907,600	61	907,661	243
	1,625,228,961	-	1,625,228,961		331,637,546	12,834,519	344,472,065	1,280,756,896

Revaluation of property, plant, and equipment was carried out for the first time in June 2013 by an independent valuer, M/s Impulse (Pvt) Ltd. The revaluation of Freehold land, building & civil works and plant & machinery had resulted in Revaluation Surplus of Rs. 292.698 million, Rs. 104.926 million and Rs.75.793 million respectively in the book value.

As on June 30, 2019 Freehold land, building and civil works including sheds for livestock and plant & machinery were revalued again by M/s. Impulse (Pvt) Limited (an independent Valuer) which resulted in increase in surplus of Rs. 533.700 million, Rs. 13.478 million and Rs. 36.509 million respectively in the book value. The most recent revaluation of Freehold land, building and civil works including sheds for livestock and plant & machinery was carried in June, 2024 by M/s Impulse (Private) Limited, which resulted in revaluation surplus of Rs.293.715 million, Rs.29.932 million, and Rs.26.91 million respectively.

Forced sale value as per revaluation report dated June 30, 2024 of freehold land, building & civil works including sheds for livestock and plant & machinery of Rs.1.117 billion, Rs.99.06 million, and Rs.77.22 million respectively.

Had there been no revaluation, the values of specific classes of freehold land, building & civil works and plant & machinery as at June 30, 2025 would have been as follows:

	Cost	Accumulated Depreciation	Written Down Values
Freehold Land	101,574	-	101,574
Building and Civil Works	28,350,309	26,720,974	1,629,335
Sheds for livestock	1,181,837	682,584	499,253
Plant and Machinery	178,861,971	172,251,301	6,610,670
	<u>208,495,691</u>	<u>199,654,859</u>	<u>8,840,832</u>

For the Year ended June 30, 2024

PARTICULARS	COST / REVALUATION			Rate %	DEPRECIATION			W.D.V AS AT 30.06.24
	AS AT 01.07.23	Addition/ (Deletion)	AS AT 30.06.24		AS AT 01.07.23	FOR THE YEAR	AS AT 30.06.24	
	Rupees	Rupees	Rupees		Rupees	Rupees	Rupees	Rupees
Free Hold Land	823,500,000	293,715,000	1,117,215,000	-	-	-	-	1,117,215,000
Building on Free Hold Land	145,282,464	28,478,678	173,761,142	5%	74,016,109	3,681,979	77,698,088	96,063,054
Sheds for Livestock	2,653,804	1,453,912	4,107,716	10%	1,071,684	170,328	1,242,012	2,865,704
Plant and Machinery	291,164,189	26,910,252	318,074,441	10%	235,264,469	5,814,224	241,078,693	76,995,748
Tools and Equipment	1,200,738	-	1,200,738	10%	1,140,837	5,990	1,146,827	53,911
Electric Fittings	7,933,823	-	7,933,823	10%	7,609,487	32,434	7,641,921	291,902
Furniture and Fixtures	877,824	-	877,824	10%	852,436	2,539	854,975	22,849
Telephone Fittings	238,000	-	238,000	10%	229,952	805	230,757	7,243
Office Equipment	478,905	-	478,905	10%	408,948	6,996	415,944	62,961
Electric and Gas Appliances	433,468	-	433,468	10%	419,314	1,415	420,729	12,739
Motor Vehicles	907,904	-	907,904	20%	907,524	76	907,600	304
	<u>1,274,671,119</u>	<u>350,557,842</u>	<u>1,625,228,961</u>		<u>321,920,760</u>	<u>9,716,786</u>	<u>331,637,546</u>	<u>1,293,591,415</u>

Allocation of Depreciation

	2025 Rupees	2024 Rupees
Cost of Sales	286,570	170,328
Administrative Expenses	<u>12,547,949</u>	<u>9,546,458</u>
	<u>12,834,519</u>	<u>9,716,786</u>

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

Location

Plot bearing Khasra # 173, 357, 358, 462, 466, 460, 36, 38, 67/1 Qitta 4 situated at Baldher, Shahrah-e-Resham, District Haripur, Khyber Pakhtunkhwa.

Usage of Immovable Property

Production facility, Plant, Warehouses, Labor Colony, Livestock Farm, Agriculture Land and Head Office

Area

366 Kanals / 45.75 Acres

	2025 Rupees	2024 Rupees
5 BEARER PLANTS (Biological Assets)	<u>182,450</u>	<u>164,950</u>
This represents expenditure on plantation of olive trees, incurred to date, accounted for under IAS 16 read with IAS 41.		
6 INVENTORY - LIVESTOCK		
Inventory - Livestock (Biological Assets)	<u>-</u>	<u>-</u>
Reconciliation of the carrying amount of Livestock:		
Opening - At Cost	-	1,252,419
Purchases - Mature Animals	10,359,350	8,740,780
	<u>10,359,350</u>	<u>9,993,199</u>
Animals Sold - Cost	<u>(10,359,350)</u>	<u>(9,993,199)</u>
	-	-
Changes due to Fair Value		
Excess of Fair Value over Cost - Opening	-	410,781
Gain / (Loss) on Remeasurement to Fair Value	-	(410,781)
	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>
The number of Mature and Immature animals as at June 30, 2025 is NIL and NIL (2024: NIL and NIL) r espectively		
7 STORES AND SPARES		
General Stores	3,000,000	3,000,000
Less: Provision for Obsolescence	<u>(3,000,000)</u>	<u>(3,000,000)</u>
	<u>-</u>	<u>-</u>
8 ADVANCES AND OTHER RECEIVABLES		
Advance Income Tax		
Opening Balance	1,449,699	577
Add: Payments / Deductions during the year	1,328,484	1,521,575
Add: Prior Year's Taxation	-	547,221
Less: Provision for Taxation	<u>(935,982)</u>	<u>(619,674)</u>
	1,842,201	1,449,699
Other Receivable		
Income Tax and Sales Tax Receivable	266,327	266,327
Less: Provision for Expected Credit Loss	<u>(266,327)</u>	<u>(266,327)</u>
	-	-
Rent Receivable	83,600	67,540
	<u>1,925,801</u>	<u>1,517,239</u>
9 CASH AND BANK BALANCES		
Cash in Hand	919,887	2,051,693
Cash at Bank - Current Accounts	16,130,623	11,788,727
	<u>17,050,510</u>	<u>13,840,420</u>

	2025 Rupees	2024 Rupees
10 SHARE CAPITAL		
Authorised		
1,500,000 (2024: 1,500,000) Shares of Rs. 10 each	<u>15,000,000</u>	<u>15,000,000</u>
Issued		
1,298,543 (2024: 1,298,543) Shares of Rs. 10 each	<u>12,985,430</u>	<u>12,985,430</u>
Subscribed and Paid up		
517,813 (2024 : 517,813) Ordinary shares of Rs. 10 each issued as fully paid in cash	5,178,130	5,178,130
200,000 (2024 : 200,000) Ordinary shares of Rs. 10 each issued as Rs.8.75 paid in cash	<u>1,750,000</u>	<u>1,750,000</u>
	6,928,130	6,928,130
64,897 (2024 :64,897) Ordinary shares of Rs. 10 each issued as fully paid for consideration other than cash	648,970	648,970
444,793 (2024 : 444,793) Ordinary shares of Rs. 10 each issued as fully paid up bonus shares	<u>4,447,930</u>	<u>4,447,930</u>
200,000 (2024 : 200,000) Ordinary shares of Rs. 10 each issued @ Rs.1.25 paid up bonus shares to make other shares issued as fully paid up.	<u>250,000</u>	<u>250,000</u>
	4,697,930	4,697,930
	<u>12,275,030</u>	<u>12,275,030</u>
Capital Management		

The main objective of the Company, when managing capital is to maintain optimal capital structure to ensure ample availability of finance existing operations, to safeguard the company's ability to continue as a going concern and to provide returns for the shareholders.

11 REVALUATION SURPLUS

This represents revaluation surplus relating to Freehold Land, Building and Civil Works and Plant & Machinery of the company (Refer Note No.4). movement in the revaluation surplus during the year is as follows:

Revaluation Surplus as at July, 1	1,254,829,867	919,741,339
Surplus on Revaluation during the year net off Tax	-	342,332,234
Transferred to Unappropriated Profit due to incremental depreciation net off tax	(9,826,667)	(7,217,528)
Deferred Tax on Depreciation on Cost of Building	<u>(24,869)</u>	<u>(26,178)</u>
	<u>1,244,978,331</u>	<u>1,254,829,867</u>

12 LOAN FROM SHAREHOLDER / DIRECTOR

	<u>16,500,757</u>	<u>16,500,757</u>
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This represents the amount received from one of the shareholder / director of the Company for the purpose of working capital requirements. The loan is interest free, unsecured and he has deferred his right to repayment at least twelve months from the date of these financial statements.

	2025 Rupees	2024 Rupees
13 DEFERRED INCOME TAX LIABILITY		
The liability for deferred tax comprises temporary difference relating to:		
Revaluation of Property, Plant and Equipment	26,531,044	28,593,060
Accelerated Tax Depreciation	1,642,376	1,770,968
Fair Value of Inventory - Live Stock	-	-
Unused Tax Depreciation and Tax Loss	-	-
Provision for Expected Credit Losses	(77,235)	(77,235)
Provision for Stores and Spares Obsolescence	(870,000)	(870,000)
	<u>27,226,185</u>	<u>29,416,793</u>
14 SHORT TERM LOAN FROM DIRECTOR	<u>5,559,718</u>	<u>6,659,718</u>
This represents the amount received from a director of the Company for the purpose of working capital requirements. The loan is interest free, unsecured and repayable on demand.		
15 TRADE AND OTHER PAYABLES		
Accrued Liabilities	435,290	434,600
Other Liabilities	38,656	28,558
	<u>473,946</u>	<u>463,158</u>

16. CONTINGENCIES AND COMMITMENTS

Pending Litigation

National Bank of Pakistan vs. Company

In the 1990s, National Bank of Pakistan (NBP) adopted a negative policy towards the Company, restricting access to working capital and crucial Balancing, Modernization, and Replacement (BMR) funds, which led to financial losses for the Company. Faced with these coercive measures, the Company agreed to NBP's offer to send the matter to the Committee for the Revival of Sick Units (RSU) for settlement in 1997. These Committees were announced by the Federal Government and given a mandate by the State Bank of Pakistan (SBP) to revive sick units. The Committees' decisions were made binding through SBP BPRD Circular No. 19, which specified that "In case no clearance or objection is received within seven days from the date of the decision of the Committee, it will be deemed as final." The RSU Committee reviewed the matter and confirmed that the Company's case was genuine. NBP Senior Management nominated the Executive Vice President of Regional Headquarters as their authorized representative, who took part in the proceedings of Committee No.5. The position of both the Bank and the Company were presented through their representatives and after deliberating at length, Committee No.5 came to the conclusion that the Company's total liabilities amounted to Rs.7.4 Million, as submitted and accepted by NBP. The Committee decided that repayment of this liability would be made in installments with interest. The Committee also determined that the matter of SPTCs should be decided by the Bank in accordance with the original agreement between PICIC lead creditor at the time, and the Company. The Committee's decision was conveyed to NBP for confirmation or otherwise, indicating that in case no response is received within 7 days, the decision shall become final.

After receiving three installments from the Company, NBP issued a letter more than 9 months after the Committee's decision, stating that it did not accept the decisions and was instituting a suit to recover liabilities. In 1998, NBP filed a lawsuit against the Company in the Peshawar High Court (PHC) for recovery of Rs.437 Million erroneously calculated for finances provided in the 1970s and 1980s. Despite this, the Company continued to adhere to the binding decisions of Committee No. 5 and fully repaid the loan to NBP, including interest, totaling Rs. 9.57 Million. The Honorable Banking Judge of the PHC dismissed the suit in 2014, ruling in favour of the Company. The judgment, delivered by the Banking Judge, determined that the Company had paid all outstanding dues to NBP in accordance with the decisions of RSU Committee No. 5 and that the Circulars issued by the SBP are binding upon the Bank. However, NBP filed an appeal against the dismissal of their suit by the Banking Judge in the PHC. After hearing both the parties,

the Honorable Appellate Bench of PHC remanded the suit to the Banking Judge in April 2025, as it determined that the main controversy has not been resolved in the previous judgment. The Appellate Bench directed the Banking Judge to look into the disagreement concerning the settlement and issuance of SPTCs as claimed by the Company and denied by NBP. Further, to review the alleged issues claimed by NBP in Committee No. 5's decision and to decide the suit afresh according to law. The matter is pending before the Peshawar High Court Banking Judge. Nevertheless, the Company remains committed to vigorously defending against NBP's suit and is optimistic that the suit will be dismissed. Given the current situation, no provision in the accounts is required for this case liability based on the facts outlined above.

Investment Corporation of Pakistan, NBP and Others vs. Company.

A suit for recovery was filed by ICP, NBP and others in the Sindh High Court (SHC) against the Company. In 2010 the SHC set aside the ex-parte Judgment and Decree based on observing that the Banks had not served legal notice to the Company's registered address in Baldher, Haripur, NWFP (KP). Further, due to the Banks misleading statement of accounts in their original suit, their claim against the Company was revised downwards by the Court to Rs.50 Million. Subsequently, the Banking Judge accepted the Company's Leave to Defend application and final arguments are currently pending before the Banking Court.

The Company's position is that this suit is time-barred as these loans were provided in the 1970s and were repaid to the creditors as per the restructuring agreement determined by the IRC and RSU Committee No.5. Moreover, NBP has filed suits for recovery of the same finance in two different Courts, which is against the provision of law. The Company is committed to defending this suit and is optimistic that this suit will be dismissed therefore, no provision is required against this case liability.

	2025 Rupees	2024 Rupees
17 COST OF SALES		
Animal Purchases	10,359,350	8,740,780
Animal Feed and Medicines Consumed (Note 17.1)	2,469,877	1,940,420
Salaries and Wages	557,900	438,000
Sowing and Harvesting Expenses for Animal Feed	924,200	767,885
Animal Sheds Repairs	111,200	-
Depreciation	286,570	170,328
	14,709,097	12,057,413
Opening Inventory - At cost	-	1,252,419
Closing Inventory - At Cost	-	-
	-	1,252,419
	14,709,097	13,309,832
17.1 Animal Feed and Medicines Consumed		
Opening Stock	638,510	120,880
Purchases	2,538,367	2,458,050
	3,176,877	2,578,930
Closing Stock	(707,000)	(638,510)
	2,469,877	1,940,420
18 ADMINISTRATIVE EXPENSES		
Salaries and Allowances (Note No.19)	4,020,000	3,144,000
Conveyance, Traveling & Entertainment	105,480	98,660
Postage, Telegram & Telephone	107,679	121,098
Membership Fee & Subscription	956,644	723,568
Legal and professional charges	321,500	494,000
Printing & Stationery	187,000	195,000
Fuel and Power	2,439,853	1,727,151
Advertisement	137,200	128,625
Repairs & Maintenance	799,080	766,090
Depreciation Expenses	12,547,949	9,546,458
	21,622,385	16,944,650

	2025 Rupees	2024 Rupees
19 REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND OTHER EXECUTIVES		
No remuneration or perquisites were paid to the directors and chief executive.		
20 OTHER OPERATING EXPENSES		
Auditors' Remuneration		
Annual Audit Fee	432,000	432,000
Half Yearly Review	91,800	91,800
Out of Pocket Expenses	60,480	61,920
	<u>584,280</u>	<u>585,720</u>
21 TAXATION		
Current Tax Charge	935,982	619,674
Prior Year's Tax Charge	-	(547,221)
Deferred Tax	(2,215,477)	(1,164,447)
	<u>(1,279,495)</u>	<u>(1,091,994)</u>
21.1 Tax Reconciliation		
Profit Before Taxation	<u>(7,104,683)</u>	<u>(5,754,463)</u>
Tax at applicable rate of 29% (29% : 2024)	-	-
Tax Effect of Inadmissible / (Admissible) Items - Net	935,982	619,674
Tax Effect of Income subject to Separate Block	935,982	-
Tax Effect of Unused Tax Losses	-	-
Deferred Tax - Reversal of Temporary Difference	(2,215,477)	(1,164,447)
	<u>(343,513)</u>	<u>(544,773)</u>
22 EARNINGS / (LOSS) PER SHARE		
Net profit / (Loss) for the year	<u>(5,825,188)</u>	<u>(4,662,469)</u>
Number of shares outstanding during the year	<u>1,227,503</u>	<u>1,227,503</u>
Earnings / (Loss) per share - Basic and diluted	<u>(4.75)</u>	<u>(3.80)</u>
23 FINANCIAL INSTRUMENTS BY CATEGORY		

	Amortised Cost	FVTPL/FTOCI	Total
	----- Rupees -----		
As at June 30, 2025			
Financial Assets			
Long Term Deposit	88,983	-	88,983
Rent Receivable	83,600	-	83,600
Cash and Bank Balances	17,050,510	-	17,050,510
	<u>17,223,093</u>	<u>-</u>	<u>17,223,093</u>
Financial Liabilities			
Loan from Directors	22,060,475	-	22,060,475
Trade and Other Payables	473,946	-	473,946
	<u>22,534,421</u>	<u>-</u>	<u>22,534,421</u>

	Amortised Cost	FVTPL/FTOCI	Total
	----- Rupees -----		
As at June 30, 2024			
Financial Assets			
Long Term Deposit	88,983	-	88,983
Rent Receivable	67,540	-	67,540
Cash and Bank Balances	13,840,420	-	13,840,420
	<u>13,996,943</u>	<u>-</u>	<u>13,996,943</u>
Financial Liabilities			
Loan from Directors	23,160,475	-	23,160,475
Trade and Other Payables	463,158	-	463,158
	<u>23,623,633</u>	<u>-</u>	<u>23,623,633</u>

24 FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Fair value is an amount for which an asset could be exchanged, or a liability settled, between knowledgeable and willing parties in an arms' length transaction. Consequently, differences may arise between the carrying values and the fair value estimates. Underlying the definition of fair value is the presumption that the company is a going concern without any intention or requirement to curtail materially the scale of its operations or to undertake a transaction on adverse terms.

24.1 Fair Value Hierarchy

Judgements and estimates are made in determining the fair values of the financial instruments that are recognized and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the financial instruments are classified into the following three levels:

- Level - 1** fair value measurements are those inputs derived from unadjusted quoted prices in active markets for identical assets and liabilities.
- Level - 2** fair value measurements are those inputs determined using valuation techniques which maximise the use of observable market data and rely as little as possible on on entity-specific estimates. If all significant inputs
 - *Adjusted quoted active market prices
 - *Quoted price for a similar asset in an active market
 - *There are no significant unobservable inputs
- Level - 3** fair value measurements are those inputs derived from valuation techniques that include inputs which are not based on observable market data. Examples are:
 - *Discounted cash flows
 - *Depreciated replacement cost

The Company does not hold any financial instrument, which can be classified in any of the above levels. Financial assets and liabilities are not measured at fair value, because the carrying value of all financial assets and liabilities approximate their fair value.

25 FINANCIAL RISK EXPOSURE AND RISK MANAGEMENT

25.1 Credit Risk

Credit risk represents the accounting loss that would be recognised if counter parties fail completely to perform as contracted.

Exposure to Credit Risk

The Company is exposed to credit risk on the following financial assets. The carrying amount of these financial assets represents the maximum credit exposure at the reporting date, which is detailed as follows:

	2025 Rupees	2024 Rupees
Long Term Deposits	88,983	88,983
Cash at Bank	16,130,623	11,788,727
	<u>16,219,606</u>	<u>11,877,710</u>

Concentration of Credit Risk

Concentration of credit risk arises from exposure to a single debtor, or when a number of counter parties are engaged in similar business activities or have similar economic features that would cause the ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. The company believes that it is not exposed to major concentration of credit risk.

25.2 Market Risk

Market risk means that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: price risk, interest rate risk and foreign currency risk.

25.2.1 Sales Price Risk

The company is exposed to sales price risk, related to livestock. The following information summarises the estimated effect hypothetical 10% increase and a 10% decrease (2024: 10%) in cash flows from animal sales. The selected hypothetical change not reflect, what could be considered to be best or worst case scenarios. The analysis assumes that all other variables remain constant.

	Profit and (Loss)	
	10% (Decrease)	10% Increase
As at June 30, 2025		
Cash Flow Sensitivity - Sales	(2,068,400)	2,068,400
As at June 30, 2024		
Cash Flow Sensitivity - Sales	(1,835,450)	1,835,450

25.2.2 Financial Risk Management Strategies related to Biological Assets and Agricultural Activities.

The Company is exposed to financial risk arising from changes in livestock and olive prices. The Company does not anticipate livestock prices will decline significantly in the foreseeable future, because of the rising demand for livestock at the time of Eid-ul-Adha. Olive plants will take 8 to 10 years to mature and bear olives, therefore presently there is limited financial risk related to them.

25.2.3 Interest Rate and Foreign Currency Risk

The Company is also not exposed to interest rate and foreign currency risk.

25.3 Liquidity Risk

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company believes that it is not exposed to any significant level of liquidity risk, as support is available from the directors and assets of the company are readily disposable in the market.

Following are the contractual maturities of financial liabilities:

	Payable after one year	Payable within one year	Total
	----- Rupees -----		
Non-Derivative Financial Liabilities as at June 30, 2025			
Loan from Shareholder / Director	16,500,757	5,559,718	22,060,475
Trade and Other Payables	-	473,946	473,946
	<u>16,500,757</u>	<u>6,033,664</u>	<u>22,534,421</u>
Non-Derivative Financial Liabilities as at June 30, 2024			
Loan from Shareholder / Director	16,500,757	6,659,718	23,160,475
Trade and Other Payables	-	463,158	463,158
	<u>16,500,757</u>	<u>7,122,876</u>	<u>23,623,633</u>

26 RELATED PARTY TRANSACTIONS

Related parties comprise of group companies (associates), directors, major shareholders, their close family members and key management personnel. Transactions with related parties during the year, other than and including those which have been disclosed elsewhere in these financial statements, are given below:

<u>Name of Related Party</u>	<u>Nature of Transaction</u>		
Mr. Jadoon Adam - CEO/Director	Loan (repaid)	<u>(1,100,000)</u>	<u>(1,150,000)</u>

27 FIGURES

Figures have been rounded off to the nearest rupee.

28 NUMBER OF EMPLOYEES

Total employees of the Company at year end	<u>9</u>	<u>9</u>
Average employees of the Company during the year	<u>9</u>	<u>9</u>

29 PLANT CAPACITY AND PRODUCTION

	Capacity		Actual Production	
	2025	2024	2025	2024
Yarn				
Coarse (Kilograms)	<u>431,267</u>	<u>431,267</u>	<u>-</u>	<u>-</u>
Medium (Kilograms)	<u>3,780,187</u>	<u>3,780,187</u>	<u>-</u>	<u>-</u>
Fine (Kilograms)	<u>206,570</u>	<u>206,570</u>	<u>-</u>	<u>-</u>

Plant is closed due to the reasons explained in Note No.1

30 DATE OF AUTHORISATION

These financial statements were authorised for issue on September 25, 2025 by the Board of Directors of the Company.


CHIEF FINANCIAL OFFICER


DIRECTOR


CHIEF EXECUTIVE

**Pattern Of Share Holding - Form "34"
Shareholders Statistics As At June 30, 2025**

Number Of Share Holders	Share Holding From	To	Total Shares Held
332	1	- 100	10,267
172	101	- 500	41,863
59	501	- 1000	45,230
75	1001	- 5000	169,141
16	5001	- 10000	104,949
1	15001	- 20000	19,517
1	30001	- 35000	32,772
1	50001	- 55000	50,373
1	70001	- 75000	74,106
1	110001	- 115000	111,700
1	130001	- 135000	133,069
1	185001	- 190000	187,439
1	245001	- 250000	247,077
662			1,227,503

Categories of Share Holders As on June 30, 2025

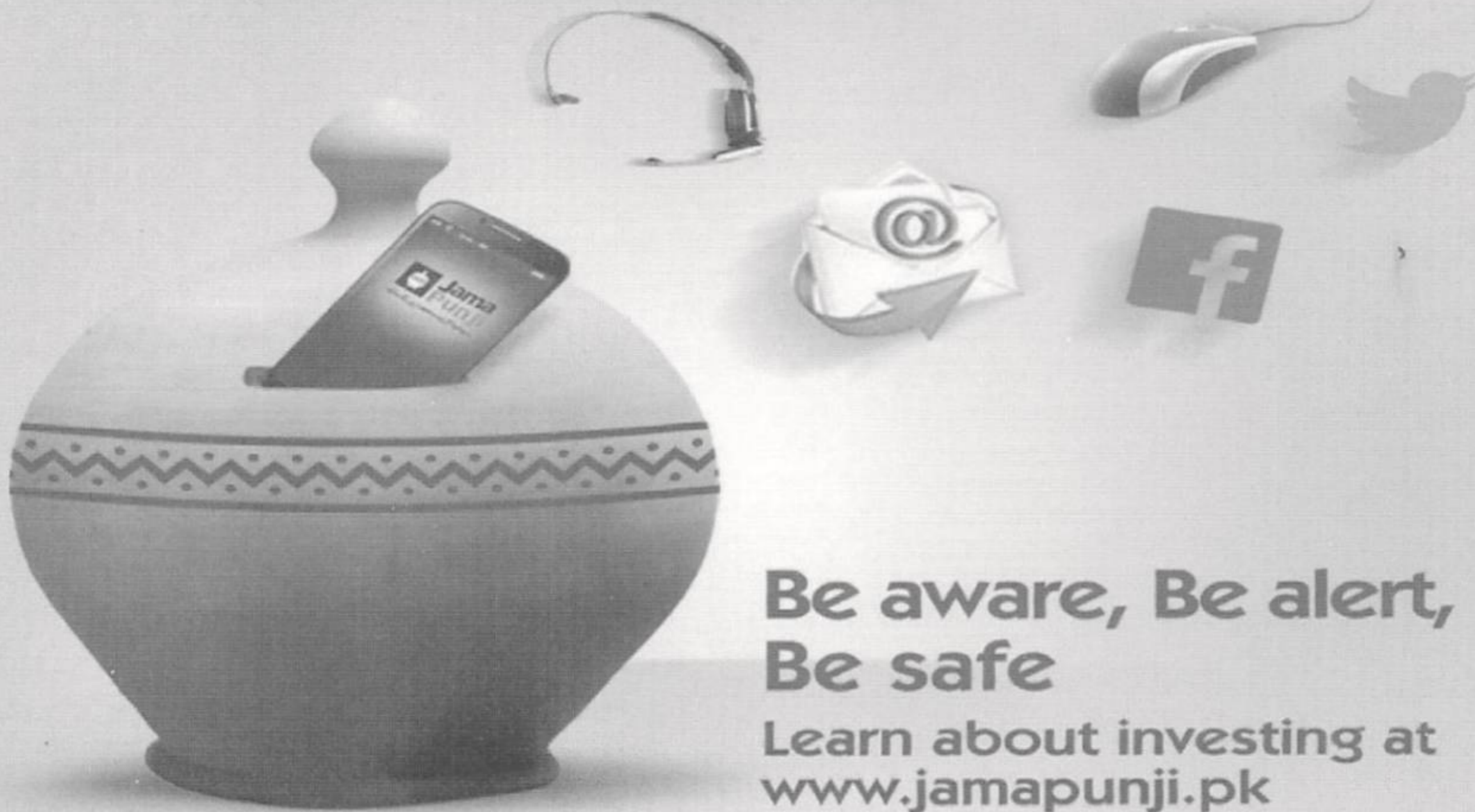
Categories Of Shareholders	Number Of Shareholders	Total Shares Held	Percentage %
Individuals	650	1,207,264	98.35
Joint Stock Companies	5	5,625	0.46
Insurance Companies	1	8,504	0.69
Financial Institutions	4	3,863	0.31
Investment Companies	1	1,688	0.14
Others	1	559	0.05
	662	1,227,503	100

Additional Information as of June 30, 2025 (As per Code of Corporate Governance)

Shareholders' Category	Shareholders	Shares held	Percentage
Directors, heir Spouse(s) and Minor Children			
Mr. Adam Jadoon	1	247,077	20.13
Mr. Amanullah Khan	1	3,085	0.25
Mr. Hassan Ovais	1	2,500	0.20
Mr. Aurangzeb Khan	1	6,029	0.49
Mr. Nusrat Iqbal	1	2,500	0.20
Mr. Muhammad Bahuddin	1	2,800	0.23
Mrs. Aamna Jadoon	1	74,106	6.04
Associated Companies, undertakings and related parties	-	-	-
Executives			
Mr. Sadaqat Khan - Company Secretary	1	50	0.00
Mr. Taj Muhammad - C F O	1	100	0.01
Public Sector Companies and Corporations			
State Life Corporation of Paksitan	1	8,504	0.69
Banks, Development Finance Institutions, Non-Banking Finance Companies, Insurance, Takaful, Modaraba and Pension Funds			
	9	9,488	0.77
NIT / ICP			
Investment Corporation of Paksitan	1	1,688	0.14
General Public	641	869,017	70.80
Foreign Companies	-	-	-
Others	1	559	0.05
Total	662	1,227,503	100.00

Shareholders holding 10% or more voting interest	Share Held	Percentage
Mr. Adam Jadoon	247,077	20.13
Mr. Zafar Iqbal Jadoon	187,439	15.27
Mr. Omar Farid Jadoon	133,069	10.84

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FORM OF PROXY

I/We _____ of _____

(full address) being a member of **Khyber Textile Mills Limited** having Folio # _____ do

hereby appoint Mr./Ms. _____ having Folio No _____ of _____ (full address) (or failing him)

Mr./Ms. _____ having Folio No _____ of _____ (full address)

I being another Member of the Company as my/our proxy to attend and vote for me/us on my/our behalf, at the **Annual General Meeting** of the Company to be held on **Thursday, 23 October 2025 at 10:00 AM** and to every adjournment thereof.

And witness my/our hand/seal this _____ day of _____ 2025, signed by the above-named

Shareholder _____ in the presence of:

WITNESSES:

1. Signature _____ 2. Signature _____

Name _____ Name _____

Address _____ Address _____

CNIC or Passport No. _____ CNIC or Passport No. _____

CDC Account No.

Revenue Stamp of Rs. 5/-

Important Notes

1. A Member of the Company entitled to attend and vote at the Annual General Meeting may only appoint another Member as his/her proxy to attend and vote
2. Two persons whose names, addresses and CNIC or Passport number shall be mentioned on the form shall witness the Proxy Form.
3. Copies of CNIC or Passport of the appointer and proxy-holder shall be furnished with the Proxy Form.
4. The proxy-holder shall produce his/her original CNIC or Passport at the time of the meeting.
5. This Proxy Form must be duly completed, signed, and received at the Registered Office of the Company, not less than 48 hours before the time of holding the meeting.
6. In case of corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature shall be submitted along with Proxy Form.