

The background of the cover features a large, abstract graphic. It consists of flowing, wavy lines in shades of dark brown, reddish-brown, and grey, creating a sense of movement and depth. The lines are layered, with some appearing more prominent than others, giving it a three-dimensional feel.

Moving FORWARD

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VISION

Statement

United Brands Limited is committed to being a profitable customer-driven and socially responsible organization. We aim to become the leaders of our industry and set benchmark for others.

MISSION

Statement

We strive to be the best distributor and want to serve as an industry standard. We empower our employees for continuous growth and enable them to ensure success for our partner companies, principals and customers.

CORE

Values

Passion
Integrity
Partnership
Excellence

OVERALL

Corporate Strategy

United Brands Limited is a dynamic organization and plans to grow by expanding the coverage network further within Pakistan. Expansion plans also include introducing new international brands in the local market.

BRANDS



COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Munis Abdullah	Chairman
Mr. Abdul Samad	Independent Director
Ms. Tayyaba Rasheed	Independent Director
Mr. Zubair Razzak Palwala	Chief Executive Officer
Mr. Syed Nadeem Ahmed	Non-Executive Director
Ms. Faiza Naeem	Non-Executive Director
Mr. Rizwan Ahmad	Executive Director

AUDIT COMMITTEE

Ms. Tayyaba Rasheed	Chairperson
Mr. Syed Nadeem Ahmed	Member
Ms. Faiza Naeem	Member

HUMAN RESOURCE & REMUNERATION COMMITTEE

Mr. Abdul Samad	Chairman
Mr. Syed Nadeem Ahmed	Member
Mr. Zubair Razzak Palwala	Member

CHIEF FINANCIAL OFFICER

Mr. Mehboob Yasin

COMPANY SECRETARY

Ms. Mahnoor Zulfiqar

INTERNAL AUDITORS

Grant Thornton Anjum Rahman,
Chartered Accountants

EXTERNAL AUDITORS

A.F. Ferguson & Company,
Chartered Accountants

LEGAL ADVISOR

Abdul Karim Khan & Company

BANKERS

Habib Bank Limited
Bank Al-Habib Limited
Silkbank Limited
Meezan Bank Limited

Al Baraka Bank Pakistan Limited
Habib Metropolitan Bank Limited
Telenor Microfinance Bank

REGISTERED OFFICE

2nd Floor, One IBL Center,
Block No. 7 & 8, DMMCHS,
Shahrah-e-Faisal, Karachi-75530
Tel: 37170183,
Fax: 35635530, 35682772

SHARE REGISTRAR

CDC Share Registrar Services Limited
CDC House, 99-B, Block-B, SMCHS
Shahra-e-Faisal, Karachi - 74400

WEBSITE

www.ubrandz.biz

NOTICE OF 61st ANNUAL GENERAL MEETING OF UNITED BRANDS LIMITED

NOTICE is hereby given that 61st Annual General Meeting (AGM) of the Members of United Brands Limited the “Company” will be held on October 28, 2025 at 12:30 p.m. at Indus Suite, Avari Towers, Fatima Jinnah Road, Karachi as well as through video conferencing facility to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the last Annual General Meeting of the Company held on October 28, 2024.
2. To receive, consider and adopt annual audited financial statements for the year ended June 30, 2025 together with the Directors’ and Auditors’ Reports thereon.

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



3. To appoint auditors for the next financial year ending June 30, 2026 and fix their remuneration. The present auditors, M/s. A.F. Ferguson & Company, Chartered Accountants, retired and being eligible, have offered themselves for re-appointment. The board has recommended the re-appointment of A. F. Ferguson & Co., Chartered Accountants, as the auditors of the Company for the year ending June 30, 2026.

SPECIAL BUSINESS

4. To ratify and approve transactions conducted with related parties for the year ended June 30, 2025, by passing the following special resolution with or without modification:

RESOLVED that the transactions conducted with related parties as disclosed in note 34 of the financial statements for the year ended June 30, 2025, and specified in the Statement of Material Information under section 134(3) be and are hereby ratified, approved and confirmed.

5. To authorize the Board of Directors of the Company to approve transactions with related parties for the financial year ending June 30, 2026, by passing the following special resolution with or without modification:

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

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

OTHER BUSINESS

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

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

By the order of the board

Date: October 07, 2025
Place: Karachi



Mahnoor Zulfiqar
Company Secretary

Notes

A. Book Closure:

The share transfer books will remain closed from October 21, 2025 to October 28, 2025 (both days inclusive) for annual general meeting. Transfers in good order, received at the office of Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 by close of the business on October 20, 2025 will be treated in time for the purpose of attending the annual general meeting.

B. Participation in AGM via physical presence including through proxy

Members whose names appear in the Register of Members as of October 21, 2025, are entitled to attend and vote at the AGM. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote for him/her. The proxy need not be a member of the Company.

An instrument of proxy applicable for the AGM is being provided with the Notice sent to the members. Proxy form may also be downloaded from the Company's website: <https://ubrandz.biz/page-investor-relations>. An instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified true copy of such power or authority duly notarized must, to be valid, be received by the Company's Registered Office: 2nd Floor, One IBL Centre, Plot No. 1, Block 7 & 8, Tipu Sultan Road, Off Shahrah-e-Faisal, Karachi-75350 (attention to the Company Secretary) or email at companysecretary@iblops.com not less than 48 hours before the time of AGM, i.e. before 12:30 p.m. on October 26, 2025.

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

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

C. Request for Video conference facility:

i) Members interested in attending / participating in the AGM through video link facility are hereby advised to get themselves registered with the Company's share registrar by providing the following information through email sent to cdcsr@cdcsrsl.com at the earliest, but not later than 48 hours before the time of the AGM i.e. before 12:30 p.m. on October 26, 2025.

- a) Name of Member
- b) CNIC / NTN
- c) Folio No. / CDC IAS No.
- d) Contact No.
- e) Email address

- ii) The online meeting link and login credentials will be shared with only those members who provide their intent to attend the meeting containing all the required particulars as mentioned above on or before October 24, 2025, by 12:30 p.m.
- iii) The login facility will remain open from 11:00 a.m. till the end of AGM.
- iv) An individual beneficial owner of the shares must bring his/her original CNIC or Passport, Account and Participant's
- v) ID numbers to prove his / her identity. A representative of corporate members must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of the nominee. CDC account holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan.

D. Polling on Special Business Resolution

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

Accordingly, members of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming AGM to be held on 28th day of October 2025 at 12:30 p.m. in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

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

1. Procedure for E-Voting:

- i. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on October 20, 2025.
- ii. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- iii. Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- iv. E-Voting lines will start from October 23, 2025, 09:00 a.m. and shall close on October 27, 2025, at 5:00 P.M. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

2. Procedure for Voting Through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper, along with copy of Computerized National Identity Card (CNIC), should reach the Chairman of the meeting through post on the Company's registered address at 2nd Floor, One IBL Centre, Plot No. 1, Block 7 & 8, D.M.C.H.S., Tipu Sultan Road, Karachi (attention to the Company Secretary) or email at companysecretary@iblops.com no later than one day before the AGM on October 27, 2025, during working hours. The signature on the ballot paper shall match the signature on CNIC.

E. Conversion of physical shares into Book-entry Form

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

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

F. Change of address

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

G. Unclaimed Dividend

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

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

H. Code of Conduct for Shareholders in General Meeting

Section 215 of the Companies Act, 2017 ("the Act") and Regulation 55 of the Companies Regulations, 2024, "Conduct of Shareholders at Meetings" state as follows:

- i) Shall not bring such material that may cause threat to participants or premises where meeting is being held;
- ii) Shall confine themselves to the agenda items covered in the notice of meeting;
- iii) Shall keep comments and discussion restricted to the affairs of the company; and
- iv) Shall not conduct in a manner to disclose any political affiliation or offend religious susceptibility of other member

Restriction on Gift Distribution

In compliance with section 185 of the Companies Act, 2017 and SRO 452(I)/2025 dated March 17, 2025, issued by SECP, it is hereby notified that no gifts in any form or manner, shall be distributed to shareholders at the Annual General Meeting.

I. Ultimate Beneficial Owner (UBO) Disclosure Requirement

In compliance with S.R.O. 1356(I)/2025 and Regulation 9 of the Companies Regulations, 2024, every shareholder holding at least five percent (5%) of the shares or voting rights in the Company, and the representative of any legal person or legal arrangement holding such interest, is required to submit or update their Ultimate Beneficial Ownership (UBO) declaration.

For this purpose, a natural person holding or controlling twenty-five percent (25%) or more shares or voting rights, directly or indirectly, qualifies as a UBO.

The prescribed Form 17 is available at <https://ubrandz.biz/page-investor-relations> and shall be submitted either via email at companysecretary@iblops.com or to the Company's Registered Office to ensure compliance with statutory requirements. In case of corporate entity, it shall be duly printed on Company letter and signed by authorized officer

Please note that non-submission or delay in submission may attract regulatory action under Section 452 of the Companies Act, 2017

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

1. Item number 4 of the notice – Ratification and approval of the related party transactions

Transactions conducted with all related parties have to be approved by the Board of Directors duly recommended by the Audit Committee on quarterly basis pursuant to clause 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019. However, during the year since majority of the Company's Directors were interested in certain transactions due to their common directorships in the group companies. These transactions are being placed for the approval by shareholders in the Annual General Meeting. All transactions with related parties to be ratified have been disclosed in note 34 to the financial statements for the year ended June 30, 2025.

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

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

The nature of relationship with these related parties has also been indicated in the note 34 to the financial statements for the year ended June 30, 2025. The Directors are interested in the resolution only to the extent of their common directorships in such related parties.

2. Item number 5 – Authorization for the Board of Directors to approve the related party transactions during the year ending June 30, 2026

The Company shall be conducting transactions with its related parties during the year ending June 30, 2026, on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. The majority of Directors are interested in these transactions due to their common directorship in the holding / associated companies. In order to promote transparent business practices, the shareholders desire to authorize the Board of Directors to approve transactions with the related parties from time-to-time on case-to-case basis for the period up to the conclusion of next AGM, which transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification.

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

UNITED BRANDS LIMITED	
POSTAL BALLOT PAPER	
for voting through post for the Special Business at the Annual General Meeting to be held on October 28, 2025, at 12:30 p.m. at Indus Suite, Avari Towers, Fatima Jinnah Road, Karachi-75530.	
UAN: +92 21 37170177	Website: www.ubrandz.biz
Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	
<p><u>SPECIAL BUSINESS</u></p> <p><u>Agenda No 4</u> To ratify and approve transactions conducted with related parties for the year ended June 30, 2025, by passing the following special resolution with or without modification:</p> <p>RESOLVED that the transactions conducted with related parties as disclosed in note 34 of the financial statements for the year ended June 30, 2025, and specified in the Statement of Material Information under section 134(3) be and are hereby ratified, approved, and confirmed.</p> <p><u>Agenda No 5</u> To authorize the Board of Directors of the Company to approve transactions with related parties for the financial year ending June 30, 2026, by passing the following special resolution with or without modification:</p> <p>RESOLVED that the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case-to-case basis for the period up to the conclusion of next AGM.</p> <p>RESOLVED FURTHER that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.</p>	
INSTRUCTION FOR POLL	
1. Please indicate your vote by ticking (✓) the relevant box.	
2. In case if both the boxes are marked as (✓), you poll shall be treated as <u>"Rejected"</u> .	
I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below;	

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<u>Resolution For Agenda Item No. 4</u>		
<u>Resolution For Agenda Item No. 5</u>		
<ol style="list-style-type: none"> 1. Dully filled ballot paper should be sent to the Chairman of the meeting through post at 2nd Floor, One IBL Centre, Plot No. 1, Block 7 & 8, D.M.C.H.S., Tipu Sultan Road, Karachi (attention to the Company Secretary) or email at companysecretary@iblops.com 2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form. 3. Ballot paper should reach the Chairman within business hours by or before October 27, 2025. Any postal ballot received after this date, will not be considered for voting. 4. Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner). 5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected. 6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. 7. Ballot Paper form has also been placed on the website of the Company at: www.ubrandz.biz Members may download the ballot paper from the website. 		
Shareholder / Proxy holder Signature/Authorized Signatory (In case of corporate entity, please affix company stamp)		Date: _____

نوٹس برائے 61 واں سالانہ اجلاس عام

نوٹس یہاں بتایا جاتا ہے کہ یونائیٹڈ برانڈز لمیٹڈ "کمپنی" کے ممبران کی 61 ویں سالانہ جنرل میٹنگ (AGM) 28 اکتوبر 2025 کو دوپہر 12:30 بجے انڈس سوئیٹ، آواری ٹاورز، فاطمہ جناح روڈ، کراچی میں منعقد ہوگی اور ساتھ ہی ساتھ ویڈیو کانفرنسنگ کی سہولت کے ذریعے درج ذیل کاروبار کو منتقل کرنے کے لیے:

عمومی امور

- 1- 28 اکتوبر 2024 کو منعقدہ کمپنی کی آخری سالانہ جنرل میٹنگ کے منٹس کی تصدیق کریں۔
- 2- 30 جون 2025 کو ختم ہونے والے سال کے لیے سالانہ آڈٹ شدہ مالیاتی گوشواروں کو وصول کریں، ان پر غور کریں اور ان پر ڈائریکٹرز اور آڈیٹرز کی رپورٹس کے ساتھ۔
- کمپنیز ایکٹ، 2017 کے سیکشن 223 کے مطابق، اور SRO 389(I)/2023 مورخہ 21 مارچ 2023 کے مطابق، کمپنی کے مالیاتی گوشواروں کو کمپنی کی ویب سائٹ پر اپ لوڈ کر دیا گیا ہے جسے درج ذیل ویب لنک اور QR فعال کوڈ سے ڈاؤن لوڈ کیا جاسکتا ہے:



- 3- 30 جون 2026 کو ختم ہونے والے اگلے مالی سال کے لیے آڈیٹرز کا تقرر کریں اور ان کا معاوضہ طے کریں۔ موجودہ آڈیٹرز، M/s. ایف فرگوسن اینڈ کمپنی، چارٹرڈ اکاؤنٹنٹس، ریٹائرڈ اور اہل ہونے کے باعث، نے خود کو دوبارہ تقرری کے لیے پیش کیا ہے۔ بورڈ نے 30 جون 2026 کو ختم ہونے والے سال کے لیے اے ایف فرگوسن اینڈ کمپنی، چارٹرڈ اکاؤنٹنٹس کو کمپنی کے آڈیٹرز کے طور پر دوبارہ تقرری کی سفارش کی ہے۔

خصوصی کاروبار

- 4- 30 جون 2025 کو ختم ہونے والے سال کے لیے متعلقہ فریقوں کے ساتھ کیے گئے لین دین کی توثیق اور منظوری کے لیے، درج ذیل خصوصی قرارداد کو ترمیم کے ساتھ یا اس کے بغیر پاس کر کے:
- حل شدہ کہ متعلقہ فریقوں کے ساتھ کیے گئے لین دین جیسا کہ 30 جون 2025 کو ختم ہونے والے سال کے مالیاتی بیانات کے نوٹ 34 میں انکشاف کیا گیا ہے، اور سیکشن 134(3) کے تحت مواد کی معلومات کے بیان میں بیان کیا گیا ہے اور اس کی توثیق، منظوری اور تصدیق کی گئی ہے۔
- 5- کمپنی کے بورڈ آف ڈائریکٹرز کو 30 جون 2026 کو ختم ہونے والے مالی سال کے لیے متعلقہ فریقوں کے ساتھ لین دین کی منظوری کے لیے، درج ذیل خصوصی قرارداد کو ترمیم کے ساتھ یا اس کے بغیر منظور کرنے کے لیے:
- حل شدہ کہ کمپنی کا بورڈ آف ڈائریکٹرز اگلے AGM کے اختتام تک کی مدت کے لیے متعلقہ فریقوں کے ساتھ کیس ٹوکیس کی بنیاد پر کیے جانے والے لین دین کی منظوری دینے کا مجاز ہے اور اس کے ذریعے۔


مزید حل کیا گیا۔ کہ بورڈ کی طرف سے ان لین دین کو شیئر ہولڈرز کے ذریعہ منظور شدہ سمجھا جائے گا اور اگلی سالانہ جنرل میٹنگ میں حصص یافتگان کے سامنے ان کی باضابطہ توثیق/منظوری کے لیے رکھا جائے گا۔

دیگر کاروبار

6۔ چیئر کی اجازت سے کمپنی کے کسی دوسرے کاروبار کا لین دین کرنا۔

اس نوٹس کے ساتھ منسلک مادی حقائق کا بیان ہے جس میں مذکورہ بالا خصوصی کاروبار کا احاطہ کیا گیا ہے، جیسا کہ کمپنیز ایکٹ، 2017 کے سیکشن 134(3) کے تحت ضروری ہے۔

بورڈ کے حکم سے


ماہ نور ذوالفقار
کمپنی سیکرٹری

کراچی، مورخہ 07 اکتوبر 2025

نوٹس

A. کتاب کی بندش

حصص کی منتقلی کی کتابیں 21 اکتوبر 2025 سے 28 اکتوبر 2025 (دونوں دن سمیت) سالانہ اجلاس عام کے لیے بند رہیں گی۔ 20 اکتوبر 2025 کو کاروبار کے اختتام تک کمپنی کے شیئر رجسٹرار، سنٹرل ڈپازٹری کمپنی آف پاکستان لمیٹڈ، سی ڈی سی ہاؤس، 99-بی، بلاک 'بی'، ایس ایم سی ایچ ایس، مین شاہراہ فیصل، کراچی-74400 کے دفتر میں اچھی ترتیب سے موصول ہونے والی منتقلی کو سالانہ اجلاس کے مقصد کے لیے وقت پر بروقت سمجھا جائے گا۔

B. AGM میں جسمانی موجودگی بشمول پراکسی کے ذریعے شرکت

وہ اراکین جن کے نام 21 اکتوبر 2025 تک ممبران کے رجسٹر میں موجود ہیں، وہ AGM میں شرکت اور ووٹ دینے کے حقدار ہیں۔ AGM میں شرکت کرنے اور ووٹ دینے کا حقدار رکن کو شرکت کرنے، بولنے اور ووٹ دینے کے لیے پراکسی مقرر کرنے کا حق ہے۔ پراکسی کو کمپنی کا رکن ہونا ضروری نہیں ہے۔

AGM کے لیے قابل اطلاق پراکسی کا ایک آلہ اراکین کو بھیجے گئے نوٹس کے ساتھ فراہم کیا جا رہا ہے۔ پراکسی فارم کو کمپنی کی ویب سائٹ سے بھی ڈاؤن لوڈ کیا جا سکتا ہے: <https://relations-investor-page/ubrandz.biz/>۔ پراکسی کا ایک آلہ اور پاور آف اٹارنی یا دیگر اتھارٹی، اگر کوئی ہے، جس کے تحت اس پر دستخط کیے گئے ہیں، یا اس طرح کی طاقت یا اتھارٹی کی ایک مصدقہ کاپی، جس کے درست ہونے کے لیے، کمپنی کے رجسٹرڈ آفس سے موصول ہونا ضروری ہے: دوسری منزل، ایک IBL سینٹر، پلاٹ نمبر 1، بلاک 7، روڈ 7، ٹیٹان شاہراہ فیصل، کراچی-75350 (کمپنی سیکرٹری کی توجہ) یا ای میل companysecretary@iblops.com کے وقت سے کم از کم 48 گھنٹے پہلے، یعنی 26 اکتوبر 2025 کو دوپہر 12:30 بجے سے پہلے۔

فریکل شیئر ہولڈنگ والے ممبران سے درخواست ہے کہ وہ اپنے کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) کی ایک کاپی ہمارے شیئر رجسٹرار کو رجسٹرڈ پتے پر جمع کرائیں: CDC، شیئر رجسٹرار سروسز لمیٹڈ (CDCSRSL)، CDC ہاؤس، 99-B، بلاک 'B' SMCHS، مین شاہراہ فیصل، کراچی-740۔ سی ڈی سی اکاؤنٹ ہولڈرز اپنے متعلقہ سی ڈی سی شرکت کنندہ/اسٹاک بروکر/سرمایہ کار کا اکاؤنٹ سروسز کو جمع کرا سکتے ہیں۔

اگر کوئی ممبر ایک سے زیادہ پراکسی کا تقرر کرتا ہے اور پراکسی کے ایک سے زیادہ انسٹرومنٹ کسی ممبر کے ذریعے جمع کرائے جاتے ہیں، تو ایسے تمام پراکسی

انسٹرومنٹ کو غلط قرار دیا جائے گا۔

C. ویڈیو کانفرنس کی سہولت کے لیے درخواست

(i) ویڈیو لنک کی سہولت کے ذریعے AGM میں شرکت کرنے/ شرکت کرنے میں دلچسپی رکھنے والے ممبران کو مشورہ دیا جاتا ہے کہ وہ کمپنی کے شیئر رجسٹرار کے ساتھ درج ذیل معلومات جلد از جلد cdcsr@cdcsrsl.com پر بھیجی گئی ای میل کے ذریعے فراہم کر کے اپنا اندراج کرائیں، لیکن AGM کے وقت سے 48 گھنٹے پہلے یعنی 20:12، 26 اکتوبر کو دوپہر سے پہلے۔

(a) ممبر کا نام

(b) NTN/ CNIC

(c) فوئیو نمبر/ IASCDC نمبر

(d) رابطہ نمبر

(e) ای میل ایڈریس

(ii) آن لائن میٹنگ کانک اور لاگ ان کی اسناد صرف ان ممبروں کے ساتھ شیئر کی جائیں گی جو میٹنگ میں شرکت کرنے کا اپنا ارادہ فراہم کرتے ہیں جس میں 24 اکتوبر 2025 کو یا اس سے پہلے دوپہر 30:12 بجے تک تمام مطلوبہ تفصیلات درج ہیں۔

(iii) لاگ ان کی سہولت صبح 00:11 بجے سے AGM کے اختتام تک کھلی رہے گی۔

(iv) حصص کے انفرادی فائدہ مند مالک کو اپنا اصل CNIC یا پاسپورٹ، اکاؤنٹ اور حصہ لینے والے کے ساتھ لانا ہوگا۔

(v) اس کی شناخت ثابت کرنے کے لیے شناختی نمبر۔ کارپوریٹ ممبران کے نمائندے کو بورڈ آف ڈائریکٹرز کی ریزولوشن اور/یا پاور آف اٹارنی اور نامزد شخص کے دستخط کے نمونے کے ساتھ لانا چاہیے۔ سی ڈی سی اکاؤنٹ ہولڈرز کو مزید ہدایات پر عمل کرنا ہوگا جیسا کہ سرکلر نمبر 1 مورخہ 26 جنوری 2000، پاکستان کے سکیورٹیز اینڈ ایکسچینج کمیشن کی طرف سے جاری کیا گیا ہے۔

D. خصوصی کاروباری قرارداد پر پولنگ

ممبران کو مطلع کیا جاتا ہے کہ کمپنیز (پوسٹل بیلٹ) ریگولیشنز، 2018 ("ضابطے") کے مطابق، جیسا کہ SRO 2192 (1)/2022 مورخہ 05 دسمبر 2022 کے ذریعے ترمیم کیا گیا ہے، جو کہ سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان ("SECP") کے ذریعے جاری کیا گیا ہے، SECP نے تمام ووٹنگ کمپنیوں کو الیکٹرونیکی کے ذریعے ووٹ کا حق فراہم کرنے کی ہدایت کی ہے۔ اور خصوصی کاروبار کے طور پر درجہ بند تمام کاروباروں پر ممبران کو ڈاک کے ذریعے ووٹ دینا۔

اس کے مطابق، کمپنی کے اراکین کو 28 اکتوبر 2025 کو دوپہر 30:12 بجے ہونے والی ضروریات کے مطابق اور مذکورہ ضوابط میں شامل شرائط کے تحت ہونے والی اپنی آنے والی AGM میں الیکٹرانک ووٹنگ کی سہولت کے ذریعے یا ڈاک کے ذریعے ووٹ دینے کا حق استعمال کرنے کی اجازت ہوگی۔

اراکین کی سہولت کے لیے، بیلٹ پیپراس نوٹس کے ساتھ منسلک ہے اور یہ کمپنی کی ویب سائٹ پر بھی دستیاب ہے www.ubrandz.biz ڈاؤن لوڈ کے لیے۔

1۔ ای ووٹنگ کا طریقہ کار:

- ای ووٹنگ کی سہولت کی تفصیلات کمپنی کے ان اراکین کے ساتھ ایک ای میل کے ذریعے شیئر کی جائیں گی جن کے پاس 20 اکتوبر 2025 کو کاروبار کے اختتام تک کمپنی کے ممبران کے رجسٹر میں ان کے درست CNIC نمبر، سیل نمبر، اور ای میل ایڈریس دستیاب ہیں۔
- ویب ایڈریس، لاگ ان کی تفصیلات، اور پاس ورڈ، ای میل کے ذریعے اراکین کو مطلع کیا جائے گا۔ سیکورٹی کوڈز سی ڈی سی شیئر رجسٹر ارسرو سولمیٹڈ کے ویب پورٹل (ای ووٹنگ سروس فراہم کنندہ ہونے کے ناطے) سے ایس ایم ایس کے ذریعے اراکین کو بتائے جائیں گے۔
- ای ووٹنگ کے ذریعے ووٹ ڈالنے کا ارادہ رکھنے والے اراکین کی شناخت الیکٹرانک دستخط یا لاگ ان کے لیے تصدیق کے ذریعے کی جائے گی۔
- ای ووٹنگ لائنیں 23 اکتوبر 2025، صبح 00:09 بجے سے شروع ہوں گی اور 27 اکتوبر 2025 کو شام 00:55 بجے بند ہوں گی، اراکین اس مدت کے دوران کسی بھی وقت اپنا ووٹ ڈال سکتے ہیں۔ ایک بار کسی رکن کی طرف سے قرارداد پر ووٹ ڈالنے کے بعد، اسے بعد میں اسے تبدیل کرنے کی اجازت نہیں ہوگی۔

2۔ پوسٹل بیلٹ کے ذریعے ووٹ ڈالنے کا طریقہ کار:

اراکین اس بات کو یقینی بنائیں گے کہ کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) کی کاپی کے ساتھ صحیح طریقے سے بھرے ہوئے اور دستخط شدہ بیلٹ پیپر میٹنگ کے چیئرمین تک کمپنی کے رجسٹر ایڈریس 2nd فلور، ون IBL سینٹر، پلاٹ نمبر 1، بلاک 7 اور 8 DMCHS، ٹیپو سلطان روڈ، بعد میں ای میل کے ذریعے میٹنگ کے چیئرمین تک پہنچیں۔ 27 اکتوبر 2025 AGM سے ایک دن پہلے، اوقات کار کے دوران۔ بیلٹ پیپر پر دستخط CNIC پر دستخط سے مماثل ہوں گے۔

E۔ فزیکل شیئرز کو بک انٹری فارم میں تبدیل کرنا

کمپنیز ایکٹ، 2017 کے سیکشن 72 اور ایس ای سی پی کے خط نمبر CSD/ED/Misc./2016-639-640 مورخہ 26 مارچ 2021 کی تعمیل میں، لسٹڈ کمپنیوں کو ان کی طرف سے جاری کردہ موجودہ فزیکل شیئرز کو بک انٹری فارم میں تبدیل کرنے کی ضرورت ہے۔ مندرجہ بالا ضرورت کے پیش نظر، فزیکل فولیو/شیئر ٹیفیکٹ رکھنے والی کمپنی کے شیئر ہولڈرز سے درخواست کی جاتی ہے کہ وہ اپنے شیئرز کو فزیکل فارم سے جلد از جلد بک انٹری فارم میں تبدیل کریں۔

فزیکل شیئرز کو بک انٹری فارم میں تبدیل کرنے سے شیئر ہولڈرز کو کئی طریقوں سے سہولت ملے گی یعنی حصص کی محفوظ تحویل، فوری فروخت اور حصص کی خریداری کے لیے آسانی سے دستیاب مارکیٹ، نقصان اور نقصان کے خطرے کو ختم کرنا، آسان اور

فزیکل شیئرز کے مقابلے میں کم رسمی کارروائیوں کے ساتھ محفوظ ٹرانسفر۔ کمپنی کے شیئر ہولڈرز کمپنی کے شیئر رجسٹر اری M/s سے رابطہ کر سکتے ہیں۔ سی ڈی سی شیئر رجسٹر ارسرو سولمیٹڈ فزیکل شیئرز کو بک انٹری فارم میں تبدیل کرنے میں مدد کے لیے۔

F. ایڈریس کی تبدیلی

ممبران سے درخواست کی جاتی ہے کہ وہ اپنے پتے میں تبدیلی کی اطلاع دیں، اگر کوئی ہو تو، فزیکل شیئرز کی صورت میں فوری طور پر کمپنی کے شیئرز رجسٹرار، سی ڈی سی شیئرز رجسٹرار سروسز لمیٹڈ، سی ڈی سی ہاؤس، B-99، بلاک 'B' SMCHS، مین شاہراہ فیصل، کراچی-74400 سے رابطہ کریں۔ اور بک انٹری فارم کی صورت میں ان کے متعلقہ شریک/سی ڈی سی سرمایہ کار کا وٹ کی خدمات۔

G. غیر دعویٰ ڈیویڈنڈ

شیئرز ہولڈرز، جو کسی بھی وجہ سے اپنے ڈیویڈنڈ یا بونس شیئرز کا دعویٰ نہیں کر سکے یا اپنے فزیکل شیئرز کو جمع نہیں کر سکے، انہیں مشورہ دیا جاتا ہے کہ وہ ہمارے شیئرز رجسٹرار s CDC/M/ شیئرز رجسٹرار سروسز لمیٹڈ لمیٹڈ سے رابطہ کریں تاکہ ان کے غیر دعویٰ شدہ ڈیویڈنڈ یا زیر التواء حصص کے بارے میں معلومات حاصل کریں، اگر کوئی ہو۔

براہ کرم نوٹ کریں کمپنیز ایکٹ، 2017 کے سیکشن 244 کی تعمیل میں، مقررہ طریقہ کار کو مکمل کرنے کے بعد، مقررہ تاریخ سے تین سال کی مدت کے لیے غیر دعویٰ شدہ تمام ڈیویڈنڈ اور قابل ادائیگی وفاقی حکومت کے کریڈٹ میں جمع کرائے جائیں گے اور حصص کی صورت میں، سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کو فراہم کیے جائیں گے۔

H. جنرل میٹنگ میں شیئرز ہولڈرز کے لیے ضابطہ اخلاق

کمپنیز ایکٹ، 2017 ("ایکٹ") کا سیکشن 215 اور کمپنیز ریگولیشنز، 2024 کا ضابطہ 55، "میٹنگز میں شیئرز ہولڈرز کا برتاؤ" مندرجہ ذیل بیان کرتا ہے:

- (i) ایسا مواد نہیں لایا جائے گا جس سے شرکاء یا احاطے کو خطرہ ہو جہاں میٹنگ ہو رہی ہو۔
- (ii) میٹنگ کے نوٹس میں شامل ایجنڈا آئٹمز تک خود کو محدود رکھیں گے۔
- (iii) تبصرے اور بحث کو کمپنی کے معاملات تک محدود رکھیں گے۔ اور
- (iv) کسی سیاسی وابستگی کو ظاہر کرنے یا دوسرے ممبر کی مذہبی حساسیت کو مجروح کرنے کے طریقے سے برتاؤ نہیں کریں گے۔

تحائف کی تقسیم پر پابندی

کمپنیز ایکٹ 2017 کے سیکشن 185 اور ایس آر او 452 (I)/2025 مورخہ 17 مارچ 2025 کو ایس ای سی پی کی طرف سے جاری کیا گیا، یہ مطلع کیا جاتا ہے کہ سالانہ جنرل میٹنگ میں شیئرز ہولڈرز کو کسی بھی شکل یا انداز میں کوئی تحفہ تقسیم نہیں کیا جائے گا۔

I. حتمی فائدہ مند مالک (UBO) انکشاف کی ضرورت

SRO 1356 (I)/2025 اور کمپنیز ریگولیشنز، 2024 کے ضابطہ 9 کی تعمیل میں، کمپنی میں کم از کم پانچ فیصد (5%) حصص یا ووٹنگ کے حقوق رکھنے والے ہر شیئرز ہولڈر، اور کسی بھی قانونی شخص یا قانونی انتظام کے نمائندے کے لیے ضروری ہے کہ وہ اپنا الیمینٹ بنیفیشل (OBO) جمع کرائے یا پ ڈیٹ کرے۔

اس مقصد کے لیے، پچیس فیصد (25%) یا اس سے زیادہ حصص یا ووٹنگ کے حقوق رکھنے والا یا کنٹرول کرنے والا قدرتی شخص، براہ راست یا بالواسطہ طور پر، UBO کے طور پر اہل ہے۔

تجویز کردہ فارم 17: <https://relations-investor-page/ubrandz.biz> پر دستیاب ہے اور اسے یا تو companysecretary@iblops.com پر ای میل کے ذریعے یا قانونی تقاضوں کی تعمیل کو یقینی بنانے کے لیے کمپنی کے رجسٹرڈ آفس میں جمع کرایا جائے گا۔ کارپوریٹ ادارے کی صورت میں، یہ کمپنی کے خط پر صحیح طریقے سے پرنٹ کیا جائے گا اور مجاز افسر کے دستخط ہوں گے۔

براہ کرم نوٹ کریں کہ جمع نہ کرانے یا جمع کرانے میں تاخیر کمپنیز ایکٹ 2017 کی دفعہ 452 کے تحت ریگولیٹری کارروائی کو راغب کر سکتی ہے۔

کمپنیز ایکٹ، 2017 کے سیکشن 134(3) کے تحت مادی حقائق کا بیان

1. نوٹس کا آئٹم نمبر 4-متعلقہ فریق کے لین دین کی توثیق اور منظوری

تمام متعلقہ فریقوں کے ساتھ کئے گئے لین دین کو لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، 2019 کی شق 15 کے مطابق سہ ماہی بنیادوں پر آڈٹ کمیٹی کی طرف سے تجویز کردہ بورڈ آف ڈائریکٹرز سے منظوری دینی ہوتی ہے۔ تاہم، سال کے دوران چونکہ کمپنی کے ڈائریکٹرز کی اکثریت اپنی مخصوص گروپ ڈائریکٹرز کے مشترکہ لین دین میں دلچسپی رکھتی تھی۔ ان ٹرانزیکشنز کو سالانہ جنرل میٹنگ میں شیئر ہولڈرز کی منظوری کے لیے رکھا جا رہا ہے۔ 30 جون 2025 کو ختم ہونے والے سال کے مالی بیانات کے نوٹ 34 میں متعلقہ فریقوں کے ساتھ تمام لین دین کی توثیق کی گئی ہے۔

کمپنی اپنے متعلقہ فریقوں کے ساتھ کاروبار کے معمول کے دوران 'متعلقہ فریقوں کے ساتھ لین دین' کے حوالے سے منظور شدہ پالیسی کے مطابق بازو کی لمبائی کی بنیاد پر لین دین کرتی ہے۔ متعلقہ فریقوں کے ساتھ داخل ہونے والے تمام لین دین کے لیے کمپنی کی بورڈ آڈٹ کمیٹی کی منظوری درکار ہوتی ہے، جس کی صدارت کمپنی کے ایک آزاد ڈائریکٹر کرتے ہیں۔ بورڈ آڈٹ کمیٹی کی سفارش پر، اس طرح کے لین دین کو بورڈ آف ڈائریکٹرز کے سامنے منظوری کے لیے رکھا جاتا ہے۔

متعلقہ فریقوں کے ساتھ داخل کردہ لین دین میں سامان کی فروخت، کرایے کی آمدنی، مشترکہ لاگت، ادا کردہ منافع، (جہاں قابل اطلاق حصص یافتگان اور بورڈ کی منظوری کے مطابق) اور اہم انتظامی اہلکاروں کو ادا کی جانے والی تنخواہیں اور دیگر فوائد شامل ہیں، لیکن ان تک محدود نہیں ہیں۔

ان متعلقہ فریقوں کے ساتھ تعلقات کی نوعیت کا بھی نوٹ 34 میں 30 جون 2025 کو ختم ہونے والے سال کے مالیاتی گوشواروں میں اشارہ کیا گیا ہے۔ ڈائریکٹرز صرف ان متعلقہ فریقوں میں ان کی مشترکہ ڈائریکٹر شپ کی حد تک قرارداد میں دلچسپی رکھتے ہیں۔

2. آئٹم نمبر 5-30 جون 2026 کو ختم ہونے والے سال کے دوران متعلقہ فریق کے لین دین کو منظور کرنے کے لیے بورڈ آف ڈائریکٹرز کے لیے

اجازت

کمپنی 30 جون 2026 کو ختم ہونے والے سال کے دوران اپنے متعلقہ فریقوں کے ساتھ لین دین کرے گی۔ ڈائریکٹرز کی اکثریت ہولڈنگ / وابستہ کمپنیوں میں مشترکہ ڈائریکٹر شپ کی وجہ سے ان لین دین میں دلچسپی رکھتی ہے۔ شفاف کاروباری طریقوں کو فروغ دینے کے لیے، شیئر ہولڈرز بورڈ آف ڈائریکٹرز کو متعلقہ فریقوں کے ساتھ وقتاً فوقتاً کیس ٹو کیس کی بنیاد پر اگلی AGM کے اختتام تک کی مدت کے لیے لین دین کی منظوری دینے کا اختیار دینے کی خواہش رکھتے ہیں، جن لین دین کو شیئر ہولڈرز کے ذریعے منظور شدہ سمجھا جائے گا۔ اس طرح کے متعلقہ فریق لین دین کی نوعیت اور دائرہ کار اوپر بیان کیا گیا ہے۔ ان ٹرانزیکشنز کو اگلی AGM میں شیئر ہولڈرز کے سامنے ان کی باضابطہ منظوری / توثیق کے لیے رکھا جائے گا۔

ڈائریکٹرز اس قرارداد میں صرف اس حد تک دلچسپی رکھتے ہیں کہ اس طرح کی متعلقہ پارٹیوں میں ان کی مشترکہ ڈائریکٹر شپس ہوں۔

یونائیٹڈ برانڈز لمیٹڈ

پوسٹل بیلٹ پیپر

خصوصی کاروبار کے لیے پوسٹ کے ذریعے ووٹ دینے کے لیے پر کو منعقد ہونے والا سالانہ اجلاس عام
28 اکتوبر 2025ء، دوپہر 12:30 بجے انڈس سویٹ، آواری ٹاورز، فاطمہ جناح روڈ، کراچی-75530.

یو اے این: +92 21 37170177 ویب سائٹ: www.ubrandz.biz

فولیو / سی ڈی ایس اکاؤنٹ نمبر	
شیئر ہولڈر / پراکسی ہولڈر کا نام	
رجسٹرڈ ایڈریس	
منعقدہ حصص کی تعداد	
CNIC / پاسپورٹ نمبر (غیر ملکی کی صورت میں) (کاپی منسلک کی جائے گی)	
اضافی معلومات اور انکلوژرز (باڈی کارپوریٹ، کارپوریشن، اور وفاقی حکومت کے نمائندے کی صورت میں)	
مجاز دستخط کنندہ کا نام	
مجاز دستخط کنندہ کا CNIC / پاسپورٹ نمبر (غیر ملکی کی صورت میں) (نقل منسلک کرنا ہے)	

خصوصی کاروبار

ایجنڈا نمبر 4

30 جون 2025 کو ختم ہونے والے سال کے لیے متعلقہ فریقوں کے ساتھ کیے گئے لین دین کی توثیق اور منظوری کے لیے، درج ذیل خصوصی قرارداد کو ترمیم کے ساتھ یا اس کے بغیر پاس کر کے:

حل شدہ کہ متعلقہ فریقوں کے ساتھ کیے گئے لین دین جیسا کہ 30 جون 2025 کو ختم ہونے والے سال کے مالیاتی بیانات کے نوٹ 34 میں انکشاف کیا گیا ہے، اور سیکشن 134(3) کے تحت مواد کی معلومات کے بیان میں بیان کیا گیا ہے اور ان کی توثیق، منظوری اور تصدیق کی گئی ہے۔

ایجنڈا نمبر 5

کمپنی کے بورڈ آف ڈائریکٹرز کو 30 جون 2026 کو ختم ہونے والے مالی سال کے لیے متعلقہ فریقوں کے ساتھ لین دین کی منظوری کے لیے، درج ذیل خصوصی قرارداد کو ترمیم کے ساتھ یا اس کے بغیر منظور کرنے کے لیے:

حل شدہ کہ کمپنی کا بورڈ آف ڈائریکٹرز اگلے AGM کے اختتام تک کی مدت کے لیے متعلقہ فریقوں کے ساتھ کیس ٹو کیس کی بنیاد پر کیے جانے والے لین دین کی منظوری دینے کا مجاز ہے اور اس کے ذریعے۔

مزید حل کیا گیا۔ کہ بورڈ کی طرف سے ان لین دین کو شیئر ہولڈرز کے ذریعہ منظور شدہ سمجھا جائے گا اور اگلی سالانہ جنرل میٹنگ میں حصص یافتگان کے سامنے ان کی باضابطہ توثیق / منظوری کے لیے رکھا جائے گا۔

پول کے لیے ہدایات

1. براہ کرم متعلقہ باکس پر (✓) نشان لگا کر اپنے ووٹ کی نشاندہی کریں۔

2. اگر دونوں خانوں کو (✓) کے بطور نشان زد کیا گیا ہے، تو آپ کے پول کو "مسترد" سمجھا جائے گا۔

میں / ہم مندرجہ بالا قرارداد کے سلسلے میں اپنا ووٹ بیلٹ کے ذریعے استعمال کرتے ہیں اور ذیل میں مناسب باکس میں ٹک (✓) کا نشان لگا کر قرارداد پر میری / اپنی رضامندی یا اختلاف رائے پہنچاتے ہیں۔

قرارداد	میں / ہم اس کی منظوری دیتے ہیں۔ قرارداد (فور)	میں / ہم قرارداد سے اختلاف کرتے ہیں (خلاف)
---------	--	--

ایجنڈا آئٹم نمبر 4 کی قرارداد		
ایجنڈا آئٹم نمبر 5 کی قرارداد		
<p>1۔ ڈلی سے بھرے ہوئے بیلٹ پیپر کو دوسری منزل، ون آئی بی ایل سینٹر، پلاٹ نمبر 1، بلاک 7 اور 8، ڈی ایم سی ایچ ایس، ٹیپو سلطان روڈ، کراچی (کمپنی سیکرٹری کی توجہ) پر ڈاک کے ذریعے مینٹنگ کے چیئر مین کو بھیجا جائے یا ای میل companysecretary@iblops.com</p> <p>2۔ CNIC / پاسپورٹ کی کاپی (غیر ملکی کی صورت میں) پوسٹل بیلٹ فارم کے ساتھ منسلک ہونی چاہیے۔</p> <p>3۔ بیلٹ پیپر 27 اکتوبر 2025 تک یا اس سے پہلے کاروباری اوقات کے اندر چیئر مین تک پہنچ جانا چاہیے۔ اس تاریخ کے بعد موصول ہونے والا کوئی بھی پوسٹل بیلٹ ووٹنگ کے لیے زیر غور نہیں آئے گا۔</p> <p>4۔ بیلٹ پیپر پر دستخط CNIC / پاسپورٹ (غیر ملکی کی صورت میں) کے دستخط سے مماثل ہونا چاہیے۔</p> <p>5۔ نامکمل، غیر دستخط شدہ، غلط، مسخ شدہ، پھٹا ہوا، مسخ شدہ، زائد تحریر شدہ پول پیپر مسترد کر دیا جائے گا۔</p> <p>6۔ باڈی کارپوریٹ، کارپوریشن یا وفاقی حکومت کے نمائندے کی صورت میں، بیلٹ پیپر فارم کے ساتھ کسی مجاز شخص کے CNIC کی کاپی، بورڈ کی قرارداد کی تصدیق شدہ کاپی، / پاور آف اٹارنی، / اتھارٹی لیٹر وغیرہ، سیکشن (ز) 138 یا 139 کے مطابق ایکٹ 139، 207 کے مطابق ہونا ضروری ہے۔</p> <p>7۔ بیلٹ پیپر کا فارم کمپنی کی ویب سائٹ پر بھی رکھا گیا ہے: www.ubrandz.biz ممبران ویب سائٹ سے بیلٹ پیپر ڈاؤن لوڈ کر سکتے ہیں۔</p>		
<p>تاریخ: _____</p> <p>شیئر ہولڈر / پراکسی ہولڈر دستخط / مجاز دستخط کنندہ</p> <p>(کارپوریٹ ہستی کی صورت میں، براہ کرم کمپنی کا ڈاک ٹکٹ لگائیں)</p>		

CHAIRMAN'S REVIEW REPORT

(Under Section 192 of the Companies Act, 2017)

Dear Shareholders,

We welcome you to the 61st Annual General Meeting of your Company for the year ended 30th June 2025. The annual evaluation of the Board of Directors' overall performance is conducted in compliance with the requirement of the Code of Corporate Governance and the Companies Act, 2017. The purpose of this evaluation is to ensure that the Board of Directors' (the Board) performance is measured in the context of overall corporate objectives and governance structure of the Company. For the financial year ended 30 June 2025, the Board's overall performance and effectiveness has been assessed as 'Satisfactory'.

The following sections summarize how the overall performance of the Board is assessed as satisfactory in achieving Company's objectives:

1. Corporate governance structure and Compliance with regulations

The Company has a well-developed corporate governance system which is the combination of processes established and executed by the Board that are reflected in the Company's structure with the aim of achieving objectives of the Company as a whole to ensure compliance with all the statutory and regulatory requirements applicable upon the Company.

The General Meeting(s) is the highest decision-making body in the Company. The shareholders are responsible for appointing the Board Members at the General Meeting of the Company. The shareholders also appoint the external auditors in General Meeting(s) who report to the shareholders on the annual and half yearly –financial performance of the Company in their annual auditors' report and half-yearly review report respectively.

2. Board of Directors

The appointment, roles and responsibilities of the Board of the Company are outlined in Articles of Association of the Company. Throughout the year, the membership balance criteria set down in the Code of Corporate Governance in relation to executive, non-executive and independent members of the Board was maintained by the Company together with an appropriate level of skills, experience and capabilities across the membership.

The Board of the Company complies with all relevant rules and regulations. The Board comprises of well-known business professionals who add real value to the Board through their expertise, experience and strong value systems. The Board has laid down policies and procedures to ensure a professional corporate environment that promotes timely disclosure, accountability, high ethical standards, and compliance with applicable laws, regulations and corporate governance.

During the year under review, the Board has effectively discharged its responsibilities towards the Company and participated in all strategic affairs diligently. All quarterly, half yearly and annual financial results were thoroughly reviewed and the Board extended its guidance to the management on regular basis. The Board also played a key role in monitoring of management performance and focus on major risk areas.

3. Committees to the Board

The Board's Audit Committee and Human Resource & Remuneration Committee have also discharged their responsibilities as per relevant laws, norms and best practices throughout the year. The Board carefully monitors their performance on periodic basis.

4. Vision, mission and values

The Board members are familiar with the current vision, mission and values and support them.

5. Engagement in strategic planning

The Board has a clear understanding of its stakeholders and a strategic vision of how the organisation should be evolving over the next three to five years. The Board identifies goals and targets for the management in all major performance areas and key indicators for tracking progress.

6. Formulation of policies

The Board has established policies that cover all essential areas of the Board's responsibilities.

7. Monitoring of organisation's business activities

The Board is aware of the Company's current business activities and is updated with respect to achievement of Company's objectives, goals, strategies and financial performance through regular presentations by the management, internal and external auditors and other independent consultants.

8. Monitoring of financial resources

The Board is knowledgeable about key aspects relating to managing the financial resources of the Company and provides appropriate direction and oversight on a timely basis. The Board ensures that the budget reflects the priorities established in the annual plan and the strategic plan. The Board complies with regulations governing the external audit/ review of annual and interim accounts of the Company and pays due consideration to the recommendations made by the external auditors and internal auditors from time to time.



Munis Abdullah

Chairman

October 02, 2025

FINANCIAL HIGHLIGHTS

Operational Results:	---Amount in '000---						
	2025	2024	2023	2022	2021	2020	2019
Sales	1,176,764	1,120,839	1,348,030	2,360,090	2,553,666	3,270,644	4,048,617
Gross Profit	162,810	195,480	200,350	343,686	371,231	834,980	1,028,180
Operating Loss	(49,404)	(13,693)	(56,089)	(21,409)	(8,470)	(41,916)	(47,102)
Financial Charges	(19,462)	(36,306)	(53,358)	(36,803)	(45,605)	(137,598)	(324,708)
Profit / (Loss) before Taxation	(71,840)	(55,801)	(93,294)	(45,359)	43,461	(127,729)	(371,810)
Profit / (Loss) after Taxation	(70,447)	(58,990)	(98,290)	(65,625)	3,727	(255,676)	(549,914)
Proposed Dividend	-	-	-	-	-	-	-

Balance Sheet:	---Amount in '000---						
	2025	2024	2023	2022	2021	2020	2019
Shareholders' Equity	(238,281)	(167,834)	(108,844)	(10,564)	55,061	51,334	307,010
Non-Current Liabilities	-	-	-	-	12,838	9,012	-
Current Liabilities	1,055,832	1,177,960	962,281	1,167,762	1,036,410	1,567,492	2,157,356
Non-Current Assets	25,529	29,076	29,751	31,986	34,687	38,185	28,817
Current Assets	792,022	981,050	823,686	1,125,212	1,069,622	1,589,653	2,435,549

Financial Ratios:	---Amount in '000---						
	2025	2024	2023	2022	2021	2020	2019
Turnover on (Loss) / Profit before Tax	-6.10%	4.98%	-6.92%	-1.92%	1.70%	-3.91%	-9.18%
Proposed Dividend	-	-	-	-	-	-	-
Return on Assets	-8.62%	-5.84%	-11.50%	-5.67%	0.34%	-15.45%	-22.31%
Return on Equity	-29.56%	-35.15%	-90.30%	-621.21%	6.77%	-498.06%	-179.12%
Earnings / (Loss) per Share	(0.77)	(0.64)	(1.07)	(0.71)	0.04	(2.79)	(5.99)
Market value per Share	24.98	11.50	10.50	17.35	30.62	26.44	14.30
Book Value per Share	(2.60)	(1.83)	(1.19)	(0.12)	0.60	0.56	3.34
Current Ratio	0.75	0.83	0.86	0.96	1.03	1.01	1.13



**INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF UNITED BRANDS 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 United Brands 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.

Further, we highlight below an instance of non-compliance with the requirement of the Regulations as reflected in the paragraph reference where it is stated in the Statement of Compliance.

S. No.	Paragraph Reference	Description
1	13	The meeting of Audit Committee was not held in the first quarter of the financial year.



**A.F. Ferguson & Co.
Chartered Accountants
Karachi**

Dated: October 6, 2025

UDIN: CR202510611e3FsG6xM

*A. F. FERGUSON & CO., Chartered Accountants, a member firm of the PwC network
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■ KARACHI ■ LAHORE ■ ISLAMABAD

STATEMENT OF COMPLIANCE WITH LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019 UNITED BRANDS LIMITED

FOR THE YEAR ENDED JUNE 30, 2025

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

1. The total number of Directors as at June 30, 2025 were seven (7) as per the following composition:
 - a) Male: 5 (five)
 - b) Female: 2 (two)
2. The composition of the Board as at June 30, 2024 was as follows:

Category	Names
Independent Directors*	Mr. Abdul Samad Ms. Tayyaba Rasheed
Non-Executive Directors**	Mr. Munis Abdullah Ms. Faiza Nadeem Mr. Zubair Razzak Palwala
Executive Directors	Mr. Rizwan Ahmad Mr. Syed Nadeem Ahmed
Female Director	Ms. Faiza Nadeem Ms. Tayyaba Rasheed

* Determination of number of independent directors arrives at 2.33 (rounded to 2) which is based on seven elected directors. The fraction is not rounded up since the two (2) elected independent directors have requisite competency, knowledge and experience to discharge and execute their responsibilities as per applicable laws and regulations.

** Effective July 1, 2025, Mr. Zubair Razzak Palwala, previously serving as a Non-Executive Director, has been appointed as Chief Executive Officer, succeeding Syed Nadeem Ahmed, who has transitioned to the role of Non-Executive Director.

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 Companies Act, 2017 (the "Act") and these Regulations;
7. The meetings of the Board were presided over by the Chairman and, in his absence, by a Director elected by the Board for this purpose. The Board has complied with the requirements of Act and the Regulations with respect to frequency*, recording and circulating minutes of meeting of the Board;

(*except for quarter 1 for which the meeting took place on October 04, 2024)

8. The Board has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations;
9. The Board has approved appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations;
10. Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board;
11. The Board has formed committees comprising of members given below:

Audit Committee

Name	Category
Ms. Tayyaba Rasheed	Chairperson
Mr. Zubair Razzak Palwala	Member
Ms. Faiza Nadeem	Member

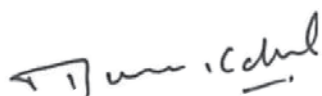
HR and Remuneration Committee

Name	Category
Mr. Abdul Samad	Chairman
Mr. Syed Nadeem Ahmed	Member
Mr. Zubair Razzak Palwala	Member

12. The terms of reference of the aforesaid committees have been formed, documented and advised to the committee for compliance;
13. The frequency of meetings of the committees was as follows:
 - a) Audit Committee: Four quarterly meetings during the financial year ended June 30, 2025. The meetings were concluded in each quarter except for quarter 1 for which the meeting took place on October 04, 2024 due to financial statements being in progress for the year ended June 30, 2024.
 - b) HR and Remuneration Committee: One meeting during the financial year ended June 30, 2025.
14. The Board has outsourced the internal audit function to Grant Thornton Anjum Rahman, Chartered Accountants who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the company;
15. The statutory auditors of the company have confirmed that they have been given a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan and registered with Audit Oversight Board of Pakistan, that they and all their partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the Institute of Chartered Accountants of Pakistan and that they and the partners of the firm involved in the audit are not a close relative (spouse, parent, dependent and non-dependent children) of the Chief Executive Officer, Chief Financial Officer, Head of Internal Audit, Company Secretary or Director of the company;
16. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, these Regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard;
17. We confirm that all requirements of regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with except for regulation 27(2) as the audit committee meeting was not held in the first quarter of the year (Refer paragraph 13); and
18. Explanation for non-compliance with requirements, other than regulations 3, 6, 7, 8, 27, 32, 33 and 36 (non-mandatory requirements) are below :

S. No	Requirement	Reg. No	Explanation
1	<p>Role of the Board and its members to address sustainability risk and opportunities.</p> <p>The Board is responsible for setting the Company's sustainability strategies, priorities and targets to create long term Corporate value. The board may establish a dedicated sustainability committee</p>	10(A)	The matter of compliance with requirements of clause 10A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 was discussed in the meeting of Board of Directors. The management is reviewing the amendments and will make necessary action to meet requirements.
2	The Board may constitute a separate committee, designed as the nomination committee, of such number and class of directors, as it may deem appropriate in its circumstances.	29	The responsibilities as prescribed for the nomination committee are being taken care of at Board level as and when needed, hence a separate committee is not considered necessary.
3	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.	30	The Board has not constituted a risk management committee, and senior managers perform the requisite functions and apprise the Board accordingly
4	<p>The Company may post on its website key elements of its significant policies including but not limited to the following:</p> <ul style="list-style-type: none"> i. Communication and disclosure policy; ii. Code of conduct for members of board of directors, senior management and other employees; iii. Risk management policy; iv. Internal control policy; v. Whistle blowing policy; vi. Corporate social responsibility / sustainability / environmental, social and governance related policy; <p>Policies for promoting DE&I and protection against harassment at the workplace.</p>	35(1)	As the regulation provides concession with respect to disclosure of significant policies on the website, few policies have been uploaded on the Company's website. However, the Company is in process to upload all required key elements of its significant policies.

On behalf of the Board



Munis Abdullah
Chairman



Zubair Razzak Palwala
Chief Executive Officer

UNCONSOLIDATED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
JUNE 30, 2025

DIRECTORS' REPORT

The Directors of United Brands Limited present their report together with the audited Financial Statements for the year ended June 30, 2025. The Directors' Report is prepared in accordance with Section 227 of the Companies Act, 2017.

Principal Activities

The principal activities of the Company are trading and distribution of consumer goods and allied products.

Summary of Unconsolidated Financial Performance

	2025	2024
	(Rupees in thousand)	
Revenue	1,176,764	1,120,839
Gross profit	162,810	195,480
Gross profit as a percentage of revenue	14%	17%
Operating (loss)	(49,404)	(13,693)
Loss after taxation	(70,447)	(58,990)

Financial Performance:

During the year, although the Company's revenue increased by PKR 55.925 million (5%) while on other side, gross profit decreased by PKR 32.670 million (17%) compared to last year. This decrease was primarily due to the strategic exit from certain principals. This decision was influenced by internal market dynamics to improve the company's equity. Moreover, the Company successfully adopted strategies to expand its current customer range.

On the cost management front, the Company remained focused on aligning its operating expenses with the adjusted business scale, resulting in a modest reduction of PKR 36.905 million. However, elevated inflation and increased fuel costs, along with other ancillary expenses, partially offset the benefits of our cost-control measures. On a positive note, finance costs were significantly reduced by 46%, reflecting the proactive repayment of financing facilities and prudent liquidity management, which strengthened our financial position and provided greater operational flexibility.

Holding Company

International Brands (Private) Limited is the holding Company of United Brands Limited. As at June 30, 2025, International Brands (Private) Limited held 88,200,462 shares of PKR 10 each (96.08%).

Basic / diluted earnings per share

Basic / diluted loss per share were PKR (0.77) (2024: PKR (0.64))

Impact on Environment:

Company is not engaged in any business activity that has negative consequence on the environment.

Statement of Ethics and Business Practices

Performance with integrity is central to operating at United Brands Limited. The Board of Directors have adopted principle of ethics and integrity as the focal value for the organization. All employees are informed and aware of it and are required to observe these rules of conduct in relation to business and regulations.

Principal Risks and uncertainties

Principal risks associated with the entity include:

Nature of Risk	Description
Business Risk	Discontinuation of Key Product Lines: Exiting specific distribution agreements due to market dynamics or regulatory constraints, resulting in lower revenue and profitability.
Operational / Business Risk	Exchange Rate Volatility: Fluctuations in the value of the local currency lead to exchange losses and increased costs of imported inventory. Supply Chain Interruptions: Import restrictions, regulatory delays, and embargoes causing stock shortages and disruptions in product availability. Slow Inventory Turnover: Decline in consumer purchasing power resulting in slower movement of stock, increased holding costs, and higher risk of inventory obsolescence. Revenue Erosion from Parallel Imports: Unregulated market channels undermining profitability and reducing market share for core product lines.
Liquidity Risk	High Financing Costs: Rising interest rates and high borrowing costs impacting profitability, especially given the capital-intensive nature of the distribution business. Cash Flow Mismatches: Inconsistent cash flows due to delays in receivables and extended credit terms, affecting timely financing of operational and investment activities.
Regulatory Risk	Changes in Import Duties and Tariffs: Frequent amendments in customs regulations and duties affecting cost structure and margins. Increased Compliance Requirements: Stringent regulatory requirements, including product certifications and labeling standards, leading to higher operational costs and potential supply chain delays.

Risk Management

The Company's overall risk management program focuses on minimizing potential adverse effects on the Company's performance. The overall risk assessment of the Company is undertaken by the Senior Management, governed under the supervision of Group's Central Corporate Management Team., the results of which are shared with the Board of Directors. Risk identification, assessment and management process entails identifying, evaluating and addressing strategic, financial, commercial and operational risks faced by the Company. Based on the risk assessment, key challenges are addressed, and opportunities identified, action plans developed and executed to achieve the long-term strategic objectives of the Company.

Corporate Social Responsibility

Despite incurring losses in past few years, the Company continued to play its role in the area of CSR as we at United Brands believe in striving and keeping the balance between business and contribution to society.

Composition of Board on 30th June 2025

Directors	No. of Directors	
Total No. of Directors		7
a.	Male	5
b.	Female	2

Board Composition	No. of Directors	
a.	Independent Directors	2
b.	Executive Directors	2
c.	Other Non-Executive Directors	3

*Effective July 01, 2025, Mr. Zubair Razzak Palwala, previously serving as a Non-Executive Director, has been appointed as Chief Executive Officer, succeeding Mr. Syed Nadeem Ahmed, who has transitioned to the role of Non-Executive Director.

Committee	Name of Directors	Designation
Audit Committee	Ms. Tayyaba Rasheed	Chairperson
	Ms. Faiza Naeem	Member
	Mr. Zubair Razzak Palwala	Member
HR Committee	Mr. Abdul Samad	Chairman
	Mr. Syed Nadeem Ahmed	Member
	Mr. Zubair Razzak Palwala	Member

*Effective July 01, 2025, Mr. Syed Nadeem Ahmed, in his capacity as a Non-Executive Director, has been appointed as member of Audit Committee.

Meetings of the Board of Directors

During the year 2025, Four Board meetings were held and attended as follows:

Name of Directors	Meeting Attended
Mr. Syed Nadeem Ahmed	4
Ms. Tayyaba Rasheed	3
Ms. Faiza Naeem	4
Mr. Zubair Razzak Palwala	4
Mr. Abdul Samad	3
Mr. Rizwan Ahmad	4
Mr. Munis Abdullah	3

Fee paid to directors for attending the Board of Directors meetings during the year amounted to Rs. 1.540 million (2024: Rs. 1.026 million).

Audit Committee

The committee comprises of three members, all are non-executive Directors and the Chairman of the Committee is an independent director.

The terms of reference of the Committee have been determined by the Board of Directors in accordance with the guidelines provided in the listing Regulations and advised to the Committee for compliance. An independent audit function

reporting to the Board's audit committee reviews risks and controls across the organization.

During the year 2024-25, four audit committee meetings were held and attended as follows:

Members	Meeting Attended
Ms. Tayyaba Rasheed	3
Ms. Faiza Naeem	4
Mr. Zubair Razzak Palwala	4

Human Resource and Remuneration Committee

The committee comprises of three members; two are non-executive Directors and one is executive including the Chairman of the Committee.

Financial statements and auditors

The financial statements of the Company have been audited and approved without qualification by the auditors, A.F. Ferguson, Chartered Accountants. Further, the present auditors, A.F. Ferguson, Chartered Accountants, retired and being eligible, offer themselves for re-appointment. The Board of Directors endorses recommendation of the Audit Committee for their reappointment as Auditors of the Company for the year ending June 30, 2026, at a fee to be mutually agreed.

Subsequent Events

On April 29, 2025, the Board of Directors approved the transfer of four additional business lines - Schick, Canderel, Nongshim, and Half Spoon - to a related party, IBL Operations (Private) Limited, with effect from July 1, 2025. The transfer was made in order to optimize operational efficiency.

The transfer included both inventory and associated employees of these business lines.

Value of Investments of Provident Fund

The fair value of investment of provident fund as per its financial statements at June 30, 2025 is PKR 12.685 million (June 30, 2024 is 10.914 million).

Corporate and Financial Reporting Framework

- The financial statements prepared by the management of the Company, present fairly its state of affairs, the results of its operations, cash flows and changes in equity.
- Proper books of account of the Company have been maintained.
- Appropriate accounting policies have been consistently applied in preparation of financial statements and accounting estimates are based on reasonable and prudent judgment.
- The financial statements are prepared in accordance with International Financial Reporting Standards, as applicable in Pakistan.
- The Company maintains a sound internal control system which gives reasonable assurance against any material misstatements or loss. The internal control is regularly reviewed. This has been formalized by the Board's Audit Committee and updated as and when needed.
- There are no significant doubts upon the Company's ability to continue as a going concern.

There has been no material departure from the best practices of Code of Corporate Governance as detailed in the listing regulations.

Future Outlook

The economic environment in Pakistan continues to present significant challenges, with escalating costs of doing business and a shift in consumer behavior driven by constrained disposable incomes. These macroeconomic factors have impacted our financial performance, as evidenced by the recent decline in revenue and profitability. Contributing elements include limited availability of essential stock, fluctuating pricing tariffs, increased taxation—particularly on non-essential goods—alongside rising fuel, utility, and labor costs.

Despite these challenges, we remain optimistic about the growth potential within the consumer and logistics sectors. Our Company is strategically focused on diversifying its revenue streams by pursuing new local accounts, which will help mitigate the impact of reduced import activities. The Board of Directors fully supports this strategic pivot towards local partnerships and initiatives aimed at capitalizing on emerging market opportunities.

We believe that with a proactive approach, we can enhance shareholder value and deliver superior service to our customers. We would like to extend our gratitude to all stakeholders for their continued support and alliance as we navigate these complexities and strive for sustainable growth.

We also take this opportunity to thank our employees for their continuing contribution in the achievement of Company's results.

Shareholding Information

The Company's shares are traded on Pakistan Stock Exchange. The Directors, CEO, Company Secretary and CFO and executives, their spouses and minor children did not carry out any trade in the shares of the Company except the following Director:

Name	Shares Disposed
Mr. Zubair Razzak Palwala	2,500

Karachi.
Date: October 02, 2025



Rizwan Ahmad
Director



Zubair Razzak Palwala
Chief Executive Officer

ڈائریکٹرز رپورٹ

یونائیٹڈ برانڈز لمیٹڈ کے ڈائریکٹرز 30 جون 2025 کو ختم ہونے والے سال کے آڈٹ شدہ مالیاتی گوشواروں کے ساتھ اپنی رپورٹ پیش کرتے ہیں۔ ڈائریکٹرز کی رپورٹ کمپنیز ایکٹ 2017 کے سیکشن 227 کے مطابق تیار کی گئی ہے۔

بنیادی سرگرمیاں:

کمپنی کی بنیادی سرگرمیاں اشیائے صرف اور متعلقہ مصنوعات کی تجارت اور تقسیم ہیں۔

غیر متفقہ مالیاتی کارکردگی کا خلاصہ:

	2025	2024
	(Rupees in thousand)	
Revenue	1,176,764	1,120,839
Gross profit	162,810	195,480
Gross Profit as a percentage of revenue	14%	17%
Operating (loss)	(49,404)	(13,693)
Loss after taxation	(70,447)	(58,990)

مالی جائزہ:

سال کے دوران، اگر کمپنی کی آمدنی میں 55.925PKR ملین (5%) کا اضافہ ہوا ہے جبکہ دوسری طرف، مجموعی منافع میں گزشتہ سال کے مقابلے 32.670PKR ملین (17%) کی کمی واقع ہوئی ہے۔ یہ کمی بنیادی طور پر بعض پرنسپلز کے اسٹریٹجک اخراج کی وجہ سے تھی۔ یہ فیصلہ کمپنی کی ایکویٹی کو بہتر بنانے کے لیے اندرونی مارکیٹ کی حرکیات سے متاثر ہوا۔ مزید برآں، کمپنی نے اپنی موجودہ کسٹمر رینج کو بڑھانے کے لیے کامیابی کے ساتھ حکمت عملی اپنائی۔

لاگت کے انتظام کے محاذ پر، کمپنی اپنے آپریٹنگ اخراجات کو ایڈجسٹ کاروباری پیمانے کے ساتھ ترتیب دینے پر مرکوز رہی، جس کے نتیجے میں 36.905PKR ملین کی معمولی کمی واقع ہوئی۔ تاہم، بلند افراط زر اور ایندھن کے بڑھتے ہوئے اخراجات، دیگر ذیلی اخراجات کے ساتھ، ہمارے لاگت پر قابو پانے کے اقدامات کے فوائد کو جزوی طور پر پورا کرتے ہیں۔ ایک مثبت نوٹ پر، مالیاتی اخراجات میں نمایاں طور پر 46% کی کمی واقع ہوئی، جو کہ مالیاتی سہولیات کی فعال ادائیگی اور محتاط لیکویڈیٹی مینجمنٹ کی عکاسی کرتی ہے، جس نے ہماری مالی پوزیشن کو مضبوط کیا اور زیادہ آپریشنل چک فراہم کی۔

ہولڈنگ کمپنی:

انٹرنیشنل برانڈز (پرائیویٹ) لمیٹڈ یونائیٹڈ برانڈز لمیٹڈ کی ہولڈنگ کمپنی ہے۔ 30 جون 2025 تک، انٹرنیشنل برانڈز (پرائیویٹ) لمیٹڈ کے پاس 88,200,462 حصص 10PKR ہر ایک (96.08%) تھے۔

فی حصص بنیادی / کمزور آمدنی:

فی حصص بنیادی / کمزور نقصان (0.77)PKR (0.64)PKR:2024

ماحول پر اثرات:

کمپنی کسی ایسی کاروباری سرگرمی میں مصروف نہیں ہے جس کا ماحول پر منفی اثر ہو۔

اخلاقیات اور کاروباری امور کا اسٹیٹمنٹ:

دیانتداری کے ساتھ کارکردگی یونائیٹڈ برانڈز لمیٹڈ میں کام کرنے میں مرکزی حیثیت رکھتی ہے۔ بورڈ آف ڈائریکٹرز نے اخلاقیات اور دیانتداری کے اصول کو تنظیم کے لیے بنیادی قدر کے طور پر اپنایا ہے۔ تمام ملازمین کو اس کے بارے میں مطلع اور آگاہ کیا جاتا ہے اور کاروبار اور ضوابط کے سلسلے میں ان قواعد و ضوابط پر عمل کرنے کی ضرورت ہوتی ہے۔

اہم خطرات اور غیر یقینی صورتحال:

ہستی سے وابستہ بنیادی خطرات میں شامل ہیں:

خطرے کی نوعیت	تفصیل
کاروباری خطرہ	کلیدی پروڈکٹ لائنوں کو بند کرنا: مارکیٹ کی حرکیات یا ریگولیٹری رکاوٹوں کی وجہ سے مخصوص تقسیم کے معاہدوں سے باہر نکلنا، جس کے نتیجے میں آمدنی اور منافع کم ہوتا ہے۔
آپریٹنگ / کاروباری خطرہ	شرح تبادلہ اتار چڑھاؤ: مقامی کرنسی کی قدر میں اتار چڑھاؤ زر مبادلہ کے نقصانات اور درآمدی انوینٹری کی لاگت میں اضافے کا باعث بنتا ہے۔ سپلائی چین میں رکاوٹیں: درآمدی پابندیاں، ریگولیٹری تاخیر، اور پابندیاں اسٹاک کی کمی اور مصنوعات کی دستیابی میں رکاوٹوں کا باعث بنتی ہیں۔ سست انوینٹری ٹرن اوور: صارفین کی قوت خرید میں کمی جس کے نتیجے میں اسٹاک کی رفتار کم ہوتی ہے، ہولڈنگ لاگت میں اضافہ ہوتا ہے اور انوینٹری کے متروک ہونے کا زیادہ خطرہ ہوتا ہے۔ متوازی درآمدات سے آمدنی میں کمی: غیر منظم مارکیٹ چینلز منافع کو کم کر رہے ہیں اور بنیادی مصنوعات کی لائنوں کے لیے مارکیٹ شیئر کو کم کر رہے ہیں۔
لیکویڈٹی کا خطرہ	اعلیٰ مالیاتی اخراجات: بڑھتی ہوئی شرح سود اور قرض لینے کے اعلیٰ اخراجات منافع کو متاثر کرتے ہیں، خاص طور پر تقسیم کے کاروبار کی سرمایہ دارانہ نوعیت کے پیش نظر۔ کیش فلو بے میل: وصولیوں میں تاخیر اور کریڈٹ کی توسیع کی شرائط کی وجہ سے غیر متضاد نقد بہاؤ، آپریٹنگ اور سرمایہ کاری کی سرگرمیوں کی بروقت فنڈنگ کو متاثر کرتا ہے۔
ریگولیٹری خطرہ	درآمدی ڈیوٹی اور ٹیرف میں تبدیلیاں: کشم کے ضوابط اور ڈیوٹیوں میں بار بار کی جانے والی ترامیم لاگت کے ڈھانچے اور مارجن کو متاثر کرتی ہیں۔ تعمیل کے تقاضوں میں اضافہ: سخت ریگولیٹری تقاضے، بشمول پروڈکٹ سرٹیفیکیشن اور لیبلنگ کے معیارات، جس کی وجہ سے آپریٹنگ اخراجات زیادہ ہوتے ہیں اور سپلائی چین میں تاخیر ہوتی ہے۔

رиск مینجمنٹ:

کمپنی کا مجموعی ریسک مینجمنٹ پروگرام کمپنی کی کارکردگی پر ممکنہ منفی اثرات کو کم کرنے پر توجہ مرکوز کرتا ہے۔ کمپنی کے خطرے کا مجموعی جائزہ گروپ کی مرکزی کارپوریٹ مینجمنٹ ٹیم کی زیر نگرانی سینئر مینجمنٹ کے ذریعے کیا جاتا ہے، جس کے نتائج بورڈ آف ڈائریکٹرز کے ساتھ شیئر کیے جاتے ہیں۔ خطرے کی شناخت، تشخیص اور انتظامی عمل کمپنی کو درپیش اسٹریٹجک، مالیاتی، تجارتی اور آپریٹنگ خطرات کی شناخت، جائزہ اور ان سے نمٹنے پر مشتمل ہے۔ خطرے کی تشخیص کی بنیاد پر، کلیدی چینلوں کو حل کیا جاتا ہے، اور مواقع کی نشاندہی کی جاتی ہے، کمپنی کے طویل مدتی اسٹریٹجک مقاصد کو حاصل کرنے کے لیے ایکشن پلان تیار کیے جاتے ہیں اور ان پر عمل درآمد کیا جاتا ہے۔

کاروباری سماجی ذمہ داری:

پچھلے کچھ سالوں میں نقصان اٹھانے کے باوجود، کمپنی نے CSR کے شعبے میں اپنا کردار ادا کرنا جاری رکھا کیونکہ ہم یونائیٹڈ برانڈز میں کاروبار اور معاشرے میں شراکت کے درمیان توازن برقرار رکھنے اور کوشش کرنے پر یقین رکھتے ہیں۔
مندرجہ ذیل ممبران 30 جون 2025 کو بورڈ آف ڈائریکٹرز کا حصہ تھے:

ڈائریکٹرز کی تعداد	ڈائریکٹرز
7	ڈائریکٹرز کی کل تعداد
5	☆ مرد
2	☆ خواتین

ڈائریکٹرز کی تعداد	بورڈ کی تشکیل
2	☆ آزاد ڈائریکٹرز
2	☆ ایگزیکٹو ڈائریکٹرز
3	☆ دیگر غیر ایگزیکٹو ڈائریکٹرز

* 01 جولائی 2025 سے، جناب زبیر رزاق پال والا، جو پہلے نان ایگزیکٹو ڈائریکٹر کے طور پر خدمات انجام دے رہے تھے، کو جناب سید ندیم احمد کی جگہ چیف ایگزیکٹو آفیسر مقرر کیا گیا ہے، جو نان ایگزیکٹو ڈائریکٹر کے عہدے پر منتقل ہو گئے ہیں۔

کمپنی	ڈائریکٹرز کے نام	عہدہ
آڈٹ کمیٹی	محترمہ طیبہ رشید محترمہ فائزہ نعیم جناب زبیر رزاق پال والا	چیئر پرسن ممبر ممبر
ہومین ریسورس کمیٹی	جناب عبدالصمد جناب سید ندیم احمد جناب زبیر رزاق پال والا	چیئر مین ممبر ممبر

* 01 جولائی 2025 سے، جناب سید ندیم احمد کو بطور نان ایگزیکٹو ڈائریکٹر، آڈٹ کمیٹی کا رکن مقرر کیا گیا ہے۔
بورڈ آف ڈائریکٹرز کی میٹنگ:

سال 2025 کے دوران بورڈ کے چار اجلاس منعقد ہوئے اور ان میں مندرجہ ذیل شرکت کی گئی۔

ڈائریکٹرز کے نام	میٹنگ میں حاضری کی تعداد
جناب سید ندیم احمد	4
محترمہ طیبہ رشید	3
محترمہ فائزہ نعیم	4
جناب زبیر رزاق پال والا	4
جناب عبدالصمد	3
جناب رضوان احمد	4
جناب مونس عبداللہ	3

سال کے دوران بورڈ آف ڈائریکٹرز کے اجلاسوں میں شرکت کے لیے ڈائریکٹرز کو ادائیگی فیس روپے 1.540 ملین (2024: روپے 1.026 ملین)۔

آڈٹ کمیٹی:

کمیٹی تین ممبران پر مشتمل ہے، سبھی نان ایگزیکٹو ڈائریکٹر ہیں اور کمیٹی کا چیئرمین ایک آزاد ڈائریکٹر ہے۔

کمیٹی کی شرائط کا تعین بورڈ آف ڈائریکٹرز نے فہرست سازی کے ضوابط میں فراہم کردہ رہنما خطوط کے مطابق کیا ہے اور کمیٹی کو تعین کے لیے مشورہ دیا ہے۔ بورڈ کی آڈٹ کمیٹی کو رپورٹ کرنے والا ایک آزاد آڈٹ فنکشن پوری تنظیم میں خطرات اور کنٹرولز کا جائزہ لیتا ہے۔

سال 2024-25 کے دوران آڈٹ کمیٹی کے چار اجلاس منعقد ہوئے اور ان میں مندرجہ ذیل شرکت کی گئی۔

ممبران	میٹنگ میں حاضری کی تعداد
محترمہ طہیر رشید	3
محترمہ فائزہ نعیم	4
جناب زبیر رزاق پالوالا	4

ہیومن ریسورس اور معاوضے کی کمیٹی:

کمیٹی تین ارکان پر مشتمل ہے۔ دو نان ایگزیکٹو ڈائریکٹر ہیں اور ایک ایگزیکٹو ہے جس میں کمیٹی کا چیئرمین بھی شامل ہے۔

مالیاتی حسابات اور آڈیٹرز:

کمپنی کے مالی بیانات کا آڈٹ کیا گیا ہے اور آڈیٹرز، اے ایف فرگوسن، چارٹرڈ اکاؤنٹنٹس کے ذریعے قابلیت کے بغیر منظوری دی گئی ہے۔ مزید، موجودہ آڈیٹرز، اے ایف فرگوسن، چارٹرڈ اکاؤنٹنٹس، ریٹائرڈ اور اہل ہونے کے باعث، خود کو دوبارہ تقرری کے لیے پیش کرتے ہیں۔ بورڈ آف ڈائریکٹرز 30 جون 2026 کو ختم ہونے والے سال کے لیے کمپنی کے آڈیٹرز کے طور پر ان کی دوبارہ تقرری کے لیے آڈٹ کمیٹی کی سفارش کی توثیق کرتا ہے، اس فیس پر جو باہمی رضامندی سے ہو۔

بعد از واقعات:

29 اپریل 2025 کو، بورڈ آف ڈائریکٹرز نے 1 جولائی 2025 سے متعلق فریق IBL آپریشنز (پرائیویٹ) لمیٹڈ کو چار اضافی کاروباری لائنوں - شک، کینڈریل، ٹنکیم، اور ہاف سپون کی منتقلی کی منظوری دی۔ منتقلی آپریشنل کارکردگی کو بہتر بنانے کے لیے کی گئی تھی۔

منتقلی میں ان کاروباری لائنوں کی انوینٹری اور متعلقہ ملازمین دونوں شامل تھے۔

پروویڈنٹ فنڈ کی سرمایہ کاری پریویو:

30 جون 2025 کے مالیاتی بیانات کے مطابق پروویڈنٹ فنڈ کی سرمایہ کاری کی مناسب قیمت 12.685 PKR ملین ہے (30 جون 2024 10.914 ملین ہے)۔

کارپوریٹ اور مالیاتی رپورٹنگ کا فریم ورک:

- ☆ کمپنی کی انتظامیہ کی طرف سے تیار کردہ مالیاتی بیانات، اس کی حالت، اس کے کام کے نتائج، نقد بہاؤ اور ایکویٹی میں ہونے والی تبدیلیوں کو پیش کرتے ہیں۔
- ☆ کمپنی کے حساب کتاب کی مناسب دیکھ بھال کی گئی ہے۔
- ☆ 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۔
- ☆ مالیاتی گوشوارے بین الاقوامی مالیاتی رپورٹنگ کے معیارات کے مطابق تیار کیے جاتے ہیں، جیسا کہ پاکستان میں لاگو ہوتا ہے۔
- ☆ کمپنی ایک مضبوط اندرونی کنٹرول سسٹم کو برقرار رکھتی ہے جو کسی بھی مادی غلط بیانی یا نقصان کے خلاف معقول یقین دہانی کراتی ہے۔ اندرونی کنٹرول کا باقاعدگی سے جائزہ لیا جاتا ہے۔ اسے بورڈ کی آڈٹ کمیٹی نے وضع کیا ہے اور ضرورت کے مطابق اپ ڈیٹ کیا گیا ہے۔

☆ جاری تشویش کے طور پر جاری رکھنے کی کمپنی کی صلاحیت پر کوئی خاص شک نہیں ہے۔
کوڈ آف کارپوریٹ گورننس کے بہترین طریقوں سے کوئی مادی رخصتی نہیں ہوئی ہے جیسا کہ فہرست سازی کے ضوابط میں تفصیل سے بتایا گیا ہے۔

مستقبل پر ایک نظر:

پاکستان میں اقتصادی ماحول مسلسل اہم چیلنجز پیش کر رہا ہے، جس میں کاروبار کرنے کے بڑھتے ہوئے اخراجات اور محدود سپورٹس ایبل آمدنی کے باعث صارفین کے رویے میں تبدیلی شامل ہے۔ ان میکر واکٹناک عوامل نے ہماری مالی کارکردگی کو متاثر کیا ہے، جیسا کہ محصول اور منافع میں حالیہ کمی کا ثبوت ہے۔ تعاون کرنے والے عناصر میں ایندھن، افادیت اور مزدوری کے بڑھتے ہوئے اخراجات کے ساتھ ساتھ ضروری اسٹاک کی محدود دستیابی، قیمتوں میں اتار چڑھاؤ، ٹیکس میں اضافہ — خاص طور پر غیر ضروری اشیاء پر — شامل ہیں۔

ان چیلنجوں کے باوجود، ہم صارفین اور لاجسٹکس کے شعبوں میں ترقی کی صلاحیت کے بارے میں پرامید ہیں۔ ہماری کمپنی حکمت عملی کے مطابق نئے مقامی کھاتوں کا تعاقب کرتے ہوئے اپنی آمدنی کے سلسلے کو متنوع بنانے پر مرکوز ہے، جس سے درآمدی سرگرمیوں میں کمی کے اثرات کو کم کرنے میں مدد ملے گی۔ بورڈ آف ڈائریکٹرز مقامی شراکت داریوں اور ابھرتی ہوئی مارکیٹ کے مواقع سے فائدہ اٹھانے کے لیے اس اسٹریٹجک محور کی مکمل حمایت کرتا ہے۔

ہمیں یقین ہے کہ ایک فعال نقطہ نظر کے ساتھ، ہم شیئر ہولڈر کی قدر کو بڑھا سکتے ہیں اور اپنے صارفین کو اعلیٰ خدمات فراہم کر سکتے ہیں۔ ہم ان پیچیدگیوں کو نیوگیٹ کرتے ہوئے اور پائیدار ترقی کے لیے کوشاں رہتے ہوئے تمام اسٹیک ہولڈرز کی مسلسل حمایت اور اتحاد کے لیے ان کا شکریہ ادا کرنا چاہیں گے۔

ہم اس موقع سے اپنے ملازمین کا کمپنی کے نتائج کے حصول میں مسلسل تعاون کے لیے شکریہ ادا کرتے ہیں۔

شیئر ہولڈنگ کی معلومات:

کمپنی کے حصص کی تجارت پاکستان اسٹاک ایکسچینج میں ہوتی ہے۔ ڈائریکٹرز، ای ای او، کمپنی سیکرٹری اور سی ایف او اور ایگزیکٹوز، ان کی شریک حیات اور نابالغ بچوں نے مندرجہ ذیل ڈائریکٹر کے علاوہ کمپنی کے حصص میں کوئی تجارت نہیں کی:

Name	Shares Disposed
Mr. Zubair Razzak Palwala	2,500



رضوان احمد

ڈائریکٹر



زبیر رزاق پالوالا

چیف ایگزیکٹو آفیسر

کراچی
۲ اکتوبر ۲۰۲۵ء



INDEPENDENT AUDITOR'S REPORT

To the members of United Brands Limited

Report on the Audit of the Unconsolidated Financial Statements

Opinion

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

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

Basis for Opinion

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

Key Audit Matters

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

A. F. FERGUSON & CO., Chartered Accountants, a member firm of the PwC network
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Tel: +92 (21) 32426682-6/32426711-5; Fax: +92 (21) 32415007/32427938/32424740; <www.pwc.com/pk>

Following is the Key Audit Matter:

S. No.	Key Audit Matter	How the matter was addressed in our audit
(i)	<p>Revenue from contracts with customers</p> <p><i>(Refer notes 3.14 and 17 to the annexed unconsolidated financial statements)</i></p> <p>The Company recognises revenue when control of the underlying products has been transferred to the customers. We considered revenue as a key audit matter due to revenue being one of the key performance indicators of the Company. In addition, revenue was also considered as an area of significant audit risk as part of the audit process.</p>	<p>Our audit procedures in respect of recognition of revenue, amongst others, included the following:</p> <ul style="list-style-type: none"> understood and evaluated the design, implementation and operating effectiveness of controls over revenue; assessed the appropriateness of the Company's revenue recognition accounting policies by comparing with the accounting and reporting standards as applicable in Pakistan; performed verification on revenue transactions, sales return and discounts on sample basis; performed revenue analysis including month on month analysis, year on year analysis, business line wise analysis, etc. and inquired unusual fluctuations, if any; performed cut-off procedures to ensure sales have been recorded in the correct period; and reviewed the adequacy of the disclosures made by the Company in the enclosed financial statements in this aspect, in accordance with applicable accounting and reporting standards.

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

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

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

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



2 of 4 pages

Independent Auditor's Report



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

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

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

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

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

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

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

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

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

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Independent Auditor's Report



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

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

Report on Other Legal and Regulatory Requirements

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

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

The engagement partner on the audit resulting in this independent auditor's report is Junaid Mesia.

A. F. Ferguson & Co.
Chartered Accountants
Karachi

Date: October 6, 2025

UDIN: AR202510611rZwbJL1IP

UNITED BRANDS LIMITED
UNCONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2025

	Note	2025	2024
(Rupees in '000')			
ASSETS			
NON-CURRENT ASSETS			
Property and equipment	4	529	4,076
Investment in subsidiary	6	25,000	25,000
		<u>25,529</u>	<u>29,076</u>
CURRENT ASSETS			
Inventories	7	379,085	505,384
Trade and other receivables	8	190,850	273,762
Taxation - payments less provision	9	35,693	30,923
Prepayments and advances	10	13,636	18,498
Sales tax refunds due from Government - net	11	79,361	76,564
Accrued interest		305	551
Cash and bank balances	12	93,092	75,368
		<u>792,022</u>	<u>981,050</u>
TOTAL ASSETS		<u>817,551</u>	<u>1,010,126</u>
SHARE CAPITAL AND RESERVES			
Issued, subscribed and paid-up capital	13	918,000	918,000
Accumulated losses		(1,156,281)	(1,085,834)
		<u>(238,281)</u>	<u>(167,834)</u>
CURRENT LIABILITIES			
Trade and other payables	14	980,599	1,077,534
Short-term borrowings	15	74,002	98,108
Accrued mark-up		878	1,965
Unclaimed dividend		353	353
		<u>1,055,832</u>	<u>1,177,960</u>
TOTAL LIABILITIES		<u>1,055,832</u>	<u>1,177,960</u>
CONTINGENCIES AND COMMITMENTS	16		
TOTAL EQUITY AND LIABILITIES		<u>817,551</u>	<u>1,010,126</u>

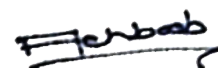
The annexed notes from 1 to 38 form an integral part of these unconsolidated financial statements.



Zubair Razzak Palwala
Chief Executive Officer



Rizwan Ahmed
Director



Mehboob Yasin
Chief Financial Officer

UNITED BRANDS LIMITED
UNCONSOLIDATED STATEMENT OF PROFIT OR LOSS ACCOUNT AND OTHER
COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2025

	Note	2025	2024
(Rupees in '000')			
Revenue from contracts with customers	17	1,176,764	1,120,839
Cost of sales	18	(1,013,954)	(925,359)
Gross profit		162,810	195,480
Marketing and distribution expenses	19	(141,004)	(181,036)
Administrative and general expenses	20	(36,037)	(32,910)
Recognition of loss allowance on trade receivables	8.1.4	(30,778)	(6,968)
Other operating expenses	21	(23,979)	(1,912)
		(231,798)	(222,826)
Other income	22	19,584	13,653
Operating loss		(49,404)	(13,693)
Finance cost	23	(19,462)	(36,306)
Loss before levies and income tax		(68,866)	(49,999)
Levies - minimum tax	24	(2,974)	(5,802)
Loss before income tax		(71,840)	(55,801)
Income tax	25	1,393	(3,189)
Loss for the year		(70,447)	(58,990)
Other comprehensive income		-	-
Total comprehensive loss for the year		(70,447)	(58,990)
(Rupees)			
Loss per share - basic and diluted	26	(0.77)	(0.64)

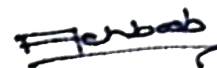
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Zubair Razzak Palwala
Chief Executive Officer



Rizwan Ahmed
Director



Mehboob Yasin
Chief Financial Officer

UNITED BRANDS LIMITED

UNCONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED JUNE 30, 2025

		Reserves	
		Revenue	
	Issued, subscribed and paid up capital	Accumulated losses	Total Equity
	(Rupees 000)		
Balance as at July 01, 2023	918,000	(1,026,844)	(108,844)
Loss for the year ended June 30, 2024	-	(58,990)	(58,990)
Other comprehensive income for the year ended June 30, 2024	-	-	-
Total comprehensive loss for the year ended June 30, 2024	-	(58,990)	(58,990)
Balance as at July 01, 2024	918,000	(1,085,834)	(167,834)
Loss for the year ended June 30, 2025	-	(70,447)	(70,447)
Other comprehensive income for the year ended June 30, 2025	-	-	-
Total comprehensive loss for the year ended June 30, 2025	-	(70,447)	(70,447)
Balance as at June 30, 2025	918,000	(1,156,281)	(238,281)

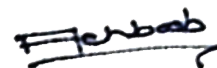
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Zubair Razzak Palwala
Chief Executive Officer



Rizwan Ahmed
Director



Mehboob Yasin
Chief Financial Officer

UNITED BRANDS LIMITED

UNCONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2025

	Note	2025	2024
(Rupees in '000')			
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from operations	27	62,735	181,416
Income tax and levy paid		(6,351)	(4,768)
Finance costs paid		(18,409)	(46,482)
Decrease in long term deposits		-	412
Net cash generated from operating activities		37,975	130,578
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment for acquisition of property and equipment		(238)	(61)
Interest income received on term deposit receipt		4,093	4,923
Net cash generated from investing activities		3,855	4,862
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of short term financing		(24,106)	(157,655)
Net cash used in financing activities		(24,106)	(157,655)
Net increase / (decrease) in cash and cash equivalents		17,724	(22,215)
Cash and cash equivalents at the beginning of the year		43,276	65,491
Cash and cash equivalents at the end of the year	28	61,000	43,276

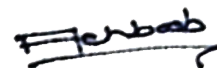
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Zubair Razzak Palwala
Chief Executive Officer



Rizwan Ahmed
Director



Mehboob Yasin
Chief Financial Officer

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

1. THE COMPANY AND ITS OPERATIONS

1.1 The Company was incorporated in Pakistan on March 13, 1965 as Batlay Match Industries Limited under the repealed Companies Act, 1913. The Company was renamed as UDL Industries Limited on March 16, 1987 under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). The Company was again renamed as United Brands Limited, a public limited Company on April 5, 2006 under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). The shares of the Company are quoted on the Pakistan Stock Exchange.

International Brands (Private) Limited which have a Holding Company structure, holds 96.08% in the Company, which is also the Company's ultimate parent. The registered office of the Parent is situated at 3rd floor, One IBL Centre, Plot no. 1, Block 7 & 8, Delhi Mercantile Co-operative Housing Society, Tipu Sultan Road, Off Shah-rah-e-faisal, Karachi.

The principal activities of the Company are trading and distribution of consumer goods and allied products.

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

- Registered office of the Company is situated at 2nd Floor, One IBL Center, Block No. 7 & 8, Delhi Mercantile Muslim Cooperative Housing Society, Main Shahrah-e-Faisal, Karachi; and
- The Company has various sale offices and distribution warehouses. Detailed list is provided below:

SALES OFFICES ADDRESSES

Bahawalpur	Plot No. 73-74/A, Small Industrial Area Estate, Multan Road, Near NBP, Bahawalpur.
Faisalabad	Plot No. 387,388, Amin Town, Askari Road Near Educators School, West Canal Road, IBL Faisalabad.
Gujranwala	8 KM G.T Road , G Mangolia Housing Society, IBL Gujranwala.
Hyderabad	Plot # A-10-H, Near Boulevard Mall, SITE Area, IBL Hyderabad
Islamabad	Plot No. 65 & 66, Street 13, I/9-2, Industrial Area, IBL Islamabad.
Karachi	Plot # L-16 A, Block-22, FB Industrial Area, IBL Karachi Plot # 56, Sector 7, Sharifabad Near Leather Market, Korangi industrial area Karachi.
Lahore	131/3, Quaid-e-Azam Industrial Estate Gate - 4, Near Fine Chowk, Kot Lakhpat, IBL Lahore
Multan	Plot No.590, 591 Jahangirabad NLC Chowk Main G.T Road, IBL Multan.
Peshawar	Jhagra Stop, Near Jhagra Gattering Hall, G.T. Road, IBL Peshawar.
Quetta	Plot # 869 Killi Gul Muhammad, Muslimabad, Opposite TCS Office, Adjacent Taqwa Masjid, Off: Airport Road, IBL Quetta.
Sukkur	Plot No. A - 3, Golimar Area, Near Khabrain Newspaper Press, IBL Sukkur.

DISTRIBUTION ADDRESSES **WAREHOUSES**

Karachi - National Warehouse	Plot # 56, Sector 7, Sharifabad Near Leather Market, Korangi industrial area Karachi.
Lahore-National Warehouse	32 Km, Multan road, Lahore maraka loharan wala khu, near Al-Hamad marriage hall. IBL lahore national warehouse.
Karachi	Plot # 60-61, Sector 7/A, Korangi Industrial Area, Karachi.

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

- 1.2** The Company has investment in subsidiary company - IBL Logistics (Private) Limited (the Subsidiary) incorporated in Pakistan. The principal activities of the subsidiary company comprises primarily of transportation and warehousing, trading and distribution of goods and assembling of electrical goods.

The registered office of the subsidiary company is situated at 2nd Floor, One IBL Center, Block No. 7 & 8, Delhi Mercantile Muslim Cooperative Housing Society, Main Shahrah-e-Faisal, Karachi.

- 1.3** During the current year, the Company has incurred a net loss of Rs. 70.45 million (2024: Rs. 58.99 million). As at June 30, 2025, the Company has a negative equity of Rs. 238.28 million (2024: Rs. 167.83 million) and the current liabilities exceeded the current assets by Rs. 263.81 million (2024: Rs. 196.91 million). These conditions cast significant doubt on the Company's ability to continue as a going concern. In this connection, the Board of Directors of the Company have evaluated the business relationships of the Company and have discontinued business with certain principals which were not yielding sufficient profits for the Company as more fully explained in note 36 of these unconsolidated financial statements. Moreover, the Company has been closely monitoring the cash flows and forecasts on a monthly basis. Management has performed analysis over their cash flow forecast to factor in the impact of a decline in both revenue and collection from customers. Furthermore, the Company will continue to receive cashflow support for at least the next twelve months from the date of issuance of these financial statements, if needed, from the Ultimate Parent Company. Based on above analysis and support from the Ultimate Parent Company, the management has adequate financing lines to be able to maintain liquidity in order to repay its creditors in the foreseeable future. Accordingly, the management has prepared these unconsolidated financial statements on a going concern basis, which assumes the realisation of assets and the satisfaction of liabilities in the normal course of business.

These unconsolidated financial statements are the separate financial statements of the Company in which investments in subsidiary have been accounted for at cost less accumulated impairment losses, if any. Details of the Company's investment in subsidiary is stated in note - 3.3 to these unconsolidated financial statements.

2. BASIS OF PREPARATION

2.1 Statement of compliance

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

- International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017;
- Islamic Financial Accounting Standards (IFAS) issued by Institute of Chartered Accountants of Pakistan (ICAP) as are notified under 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 / IFAS, the provisions of and directives issued under the Companies Act, 2017 have been followed.

2.2 Basis of measurement

These unconsolidated financial statements have been prepared under the historical cost convention except for certain items as disclosed in the relevant accounting policies below.

2.3 Functional and presentation currency

These unconsolidated financial statements have been presented in Pakistani Rupee which is the Company's functional and presentation currency and all amounts have been rounded to the nearest thousand, unless otherwise indicated.

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

2.4 Critical Accounting Estimates and Judgements

The preparation of financial statements in conformity with the accounting and reporting standards, as applicable in Pakistan, requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets, liabilities, income and expenses. 18,498

The estimates and the underlying the assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events 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 management has made the following estimates which are significant to the unconsolidated financial statements:

- i. Property and equipment (note 3.1 and 4);
- ii. Inventories (note 3.4 and 7);
- iii. Provisions (note 3.10);
- iv. Current and deferred income taxes (note 3.12 and 25); and
- v. Expected credit loss (note 3.17)

2.5 Changes in accounting standards, interpretations and pronouncements

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

There are certain amendments and interpretations to the accounting and reporting standards which are mandatory for the Company's annual accounting period which began on July 01, 2024. However, these do not have any significant impact on the Company's financial reporting and have not been detailed in these unconsolidated financial statements.

b) Standards and amendments to published accounting and reporting standards that are not yet effective

There is a standard and certain other amendments to the accounting and reporting standards that will be mandatory for the Company's annual accounting periods beginning on or after July 01, 2025. The following amendments and standard have not been early adopted by the Company:

IFRS 18 'Presentation and Disclosure in Financial Statements' (IFRS 18) (effective January 1, 2027):

A new standard on presentation and disclosure in financial statements, with a focus on updates to the statement of profit or loss is being introduced. The key new concepts introduced in IFRS 18 relate to:

- the structure of the statement of profit or loss;
- required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and
- enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.

Amendment to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments (effective January 1, 2026):

These amendments:

- clarify the requirements for the timing of recognition and derecognition of some financial assets and

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;

- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
- add new disclosures for certain instruments with contractual terms that can change cashflows (such as some instruments with features linked to the achievement of Environment, Social and Governance (ESG) targets); and
- make updates to the disclosures for equity instruments designated at Fair Value through Other Comprehensive Income (FVOCI).

Other than above, there are certain other standards and amendments to the accounting and reporting standards that are not yet effective and have not been early adopted by the Company. Such standards and amendments are not expected to have any significant impact in the Company's financial reporting and, therefore, have not been presented in these unconsolidated financial statements.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policies and methods of computations adopted in the preparation of these unconsolidated financial statements set out below have been applied consistently to all the periods presented in these unconsolidated financial statements, except as stated otherwise.

3.1 Property and equipment

These are initially recognised at cost and are subsequently carried at cost less accumulated depreciation and impairment losses, if any.

Depreciation is charged to unconsolidated statement of profit or loss using the straight-line method whereby the cost of an asset is written off over its estimated useful life at the rates stated in note 4.1 to the unconsolidated financial statements. Depreciation on acquisition is charged from the month of addition whereas no depreciation is charged in the month of disposal. Assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The carrying values of operating assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists and where the carrying value exceeds the estimated recoverable amount, the assets are written down to their recoverable amounts.

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

Gains and losses on disposal

Gains and losses on disposal of property and equipment are included in the unconsolidated statement of profit or loss.

3.2 Intangible assets

An intangible asset is recognised if it is probable that future economic benefits attributable to the asset will flow to the Company and that the cost of such asset can be measured reliably. These are stated at cost less accumulated amortisation and impairment, if any.

Computer software licenses are capitalised on the basis of cost incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful life using the straight line method.

The carrying values of intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists and where the carrying value exceeds the estimated recoverable amount, the assets are written down to their recoverable amount.

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

3.3 Investment in subsidiary

Investments in subsidiary companies are initially recognised at cost. At subsequent reporting dates, the recoverable amounts are estimated to determine the extent of impairment losses, if any, and carrying amounts of investments are adjusted accordingly. Impairment losses are recognised as expense. Where impairment losses subsequently reverse, the carrying amounts of the investments are increased to the revised recoverable amounts but limited to the extent of initial cost of investments. A reversal of impairment loss is recognised in the unconsolidated statement of profit or loss.

An impairment occurs when the carrying amount of investment in a subsidiary exceeds its recoverable amount, which is essentially defined as the higher of its fair value less costs of disposal and its value in use.

3.4 Inventories

These are valued at the lower of cost and net realisable value. Raw and packing material and finished goods of trading stock are valued using first-in first-out method. Cost of finished goods manufactured comprise of direct costs including toll manufacturing charges and other cost incurred in bringing the inventories to their present location and condition. Provision is recorded for expired goods and for obsolescence is made where necessary and recognised in the unconsolidated statement of profit or loss.

Net realisable value signifies the estimated selling price in the ordinary course of business less the estimated cost necessary to make the sale.

Stock in transit are valued at cost comprising invoice value plus other charges incurred thereon.

3.5 Trade and other receivables

Trade and other receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing component when they are recognised at fair value. They are subsequently measured at amortised cost using the effective interest method, less loss allowance. Refer note 3.17 for a description of the Company's impairment policies.

3.6 Cash and cash equivalents

Cash and cash equivalents are carried in the unconsolidated statement of financial position at cost. For the purposes of the unconsolidated statement of cash flows, cash and cash equivalents comprise of cash in hand, balances with banks, cash and cheques held at branches and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

3.7 Share capital

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

3.8 Trade and other payables

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

3.9 Contingent liabilities

Contingent liability is disclosed when:

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

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

3.10 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimates.

3.11 Contract Liability

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

3.12 Taxation

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

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

i. Current

The charge for current taxation is based on the taxable income for the year, determined in accordance with the prevailing law for taxation of income, using prevailing tax rates after taking into account tax credits and rebates available, if any.

ii. Deferred

Deferred tax is accounted for using the balance sheet method on all temporary differences arising between tax base of assets and liabilities and their carrying amounts in the unconsolidated financial statements. Deferred tax liability is generally recognised for all taxable temporary differences and deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and tax credits can be utilised.

Deferred tax is charged or credited in the unconsolidated statement of profit or loss to the extent it relates to items recognised in the unconsolidated statement of profit or loss.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

iii. Levies

Tax charged under Income Tax Ordinance, 2001 which is not based on taxable income or any amount paid / payable in excess of the calculation based on taxable income or any minimum tax which is not adjustable against future income tax liability is classified as levy in the unconsolidated statement of profit or loss as these levies fall under the scope of IFRIC 21/IAS 37.

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

3.13 Employee benefits

i. Defined contribution plan

The Company operates a recognised provident fund for its eligible and permanent employees. Equal monthly contributions are made, both by the Company and the employees, at the rate of 10% of basic salary. The Company has no further payment obligations once the contributions have been paid. The contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

ii. Leave encashment - compensated absences

The Company accounts for employees' leave encashment at the end of each year on the basis of 11 days of unavailed leave balance of each employee. The liability recognised in this respect is based on one half of the employee's last drawn basic salary.

3.14 Revenue recognition

Sale of goods

Revenue is recognised at a point in time when control of the products has been transferred, i.e. when the products are delivered to the customer, and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Revenue is recognised on dispatch of goods to customers i.e. when significant risks and rewards of ownership have been transferred to the customer.

Sales return are recognised as deduction from revenue on terms of arrangement with customer.

The Company offers discounts to customers as part of its normal course of business to encourage sales of the products. Discounts are recorded as a reduction of revenue of the Company.

No element of financing is deemed present as the sales are made with credit term of upto 60 days, which is consistent with the market practice.

3.15 Borrowings and their cost

Borrowings are recognised initially at fair value net of transaction cost incurred and subsequently at amortised cost using the effective interest method.

Borrowing costs are recognised as an expense in the period in which these are incurred except to the extent of borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, which are assets that necessarily take a substantial period of time to get ready for their intended use when the borrowing costs are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. Such borrowing costs are capitalised as part of the cost of that asset.

Borrowings payable within next twelve months are classified as current liabilities.

3.16 Foreign currency transactions and translation

Transactions in foreign currencies are accounted for in Pakistan Rupees at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities in foreign currencies, if any, as at the reporting date are translated into Pakistan Rupees using the exchange rates prevailing at the reporting date. Exchange gains and losses, if any, are included in the unconsolidated statement of profit or loss.

3.17 Financial Instruments - Initial recognition and subsequent measurement

Initial recognition

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

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

Classification of financial assets

The Company classifies its financial assets in the following categories:

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

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

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

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

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

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

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

Classification of financial liabilities

The Company classifies its financial liabilities in the following categories:

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

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

Subsequent measurement

i) Financial assets at FVTOCI

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

ii) Financial assets and liabilities at amortised cost

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

iii) Financial assets and liabilities at FVTPL

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

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statement of profit or loss in the period in which they arise.

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

Impairment of financial asset

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

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

Loss allowance for trade receivables are always measured at an amount equal to life time ECLs. The expected loss rates are based on the payment profiles of sales over a period of 36 months before June 30, 2025 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the debts. The Company has identified the Gross Domestic Product (GDP) and the inflation rate of the country and accordingly adjusts the historical loss rates based on expected changes in these factors. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Significant Increase in Credit Risk refers to a notable deterioration in the creditworthiness of a financial asset since its initial recognition. The Company considers a financial asset in default when it is more than 90 days past due.

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

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

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company individually makes an assessment with respect to the timing and amount of write off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for the recovery of amounts due.

Non-derivative financial assets

All non-derivative financial assets are initially recognised on trade date i.e. date on which the Company becomes party to the respective contractual provisions. Non-derivative financial assets comprise loans and receivables that are financial assets with fixed or determinable payments that are not quoted in active markets and include trade receivables, deposits, advances, other receivables and cash and cash equivalents.

Derecognition

i) Financial assets

The Company derecognises financial assets only when the contractual rights to cash flows from the financial assets expire or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. On derecognition of a financial asset measured at amortised cost, the difference between the

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asset's carrying value and the sum of the consideration received and receivable is recognised in consolidated statement of profit or loss.

In addition, on derecognition of an investment in a debt instrument classified as FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to consolidated statement of profit or loss. In contrast, on derecognition of an investment in equity instrument which the Company has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to consolidated statement of profit or loss, but is transferred to the consolidated statement of changes in equity

ii) Financial liabilities

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

3.18 Off-setting of financial assets and liabilities

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

3.19 Earnings / (loss) per share

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

4. PROPERTY AND EQUIPMENT

Operating assets - note 4.1

2025	2024
(Rupees '000)	
529	4,076

UNITED BRANDS LIMITED

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FOR THE YEAR ENDED JUNE 30, 2025

4.1 Operating assets

Net carrying value basis Year ended June 30, 2025

Opening net book value (NBV)
Additions (at cost)
Depreciation charge - note 4.4

Closing net book value (NBV)

Gross carrying value basis At June 30, 2025

Cost
Accumulated depreciation

Net book value (NBV)

Net carrying value basis Year ended June 30, 2024

Opening net book amount
Additions (at cost)
Depreciation charge - note 4.4

Closing net book value (NBV)

Gross carrying value basis At June 30, 2024

Cost
Accumulated depreciation

Net book value (NBV)

Annual rate of Depreciation %

Machinery	Furniture and Fittings	Office and other Equipments	Total
(Rupees '000)			
3,358	671	47	4,076
-	-	238	238
(3,358)	(313)	(114)	(3,785)
-	358	171	529
8,492	2,294	14,432	21,860
(8,492)	(1,936)	(14,261)	(21,331)
-	358	171	529
3,358	788	188	4,334
-	-	61	61
-	(117)	(202)	(319)
3,358	671	47	4,076
8,492	2,294	14,194	24,980
(5,134)	(1,623)	(14,147)	(20,904)
3,358	671	47	4,076
20	10	20	

- 4.2** Machinery items represent moulds and cylinders having net book value of Nil million (2024: Rs. 3.35 million) and Nil (2024: Nil) respectively and cost of Rs. 7.7 million (2024: Rs. 7.7 million) and Rs. 0.75 million (2024: Rs. 0.75 million), which are located at premises of Afeef Packages (Private) Limited and Fazleesons (Private) Limited respectively.
- 4.3** Included in the cost of property and equipment are fully depreciated assets which are still in use aggregating to Rs. 28.16 million (2024: Rs.15.20 million).

UNITED BRANDS LIMITED

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FOR THE YEAR ENDED JUNE 30, 2025

	2025	2024
	(Rupees '000)	
4.4 Depreciation for the year has been allocated as follows:		
Marketing and distribution expenses - note 19	3,744	146
Administrative and general expenses - note 20	41	173
	<u>3,785</u>	<u>319</u>
5. INTANGIBLE ASSETS		
Computer software - note 5.1	-	-
5.1 Computer software		
Net carrying value basis		
Opening net book value	-	5
Amortisation charge	-	(5)
Net book value	<u>-</u>	<u>-</u>
Gross carrying value basis		
Cost	452	452
Accumulated amortisation	(452)	(452)
Net book value	<u>-</u>	<u>-</u>
Amortisation rate	<u>20%</u>	<u>20%</u>
6. INVESTMENT IN SUBSIDIARY		
Subsidiary company (at cost) - note 6.1		
2,500,000 (June 30, 2024: 2,500,000)		
Ordinary shares of Rs. 10 each	<u>25,000</u>	<u>25,000</u>
6.1 The above investment represents investment in IBL Logistics (Private) Limited (the subsidiary). The subsidiary was incorporated on April 23, 2018. The Company beneficially owns 100% of the share capital of the subsidiary.		
The subsidiary was incorporated in Pakistan and its principal place of business is at 2nd Floor, One IBL Center, Block No. 7 & 8, Delhi Mercantile Muslim Cooperative Housing Society, Main Shahrah-e-Faisal, Karachi.		
The principal activities of the subsidiary comprises primarily of transportation and warehousing, trading and distribution of goods and assembling of electrical goods. The book value of IBL Logistics (Private) Limited based on the audited financial statements as at June 30, 2025 is Rs. 219.83 million (2024: Rs. 176.24 million).		

UNITED BRANDS LIMITED

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FOR THE YEAR ENDED JUNE 30, 2025

7. INVENTORIES

Raw and packaging materials

Finished goods - manufactured

Trading goods - In Hand - note 7.1

Less: Provision for obsolescence - note 7.2

- In Transit

Total

2025

2024

(Rupees '000)

28,929

28,929

2,216

3,524

359,521

506,285

(28,606)

(35,715)

330,915

470,570

17,025

2,361

379,085

505,384

7.1 As at June 30, 2025, stock has been written down by Rs. 0.29 million (2024: Nil) to arrive at its net realisable value of Rs 0.89 million (2024 : Nil).

7.2 Provision for obsolescence

Balance as at July 1

Charge for the year

Claims raised

Written off during the year

Balance as at June 30

2025

2024

(Rupees '000)

35,715

32,767

23,979

1,912

59,694

34,679

-

34,650

(31,088)

(33,614)

28,606

35,715

9. TRADE AND OTHER RECEIVABLES

Trade receivables - note 8.1

Other receivables - note 8.2

91,150

146,200

99,700

127,562

190,850

273,762

9.1 Trade receivables

Unsecured - Considered good

- Due from related parties - note 8.1.1

- Others - note 8.1.2 & 8.1.3

2,231

2,422

161,101

185,182

163,332

187,604

Less: Allowance for expected credit loss - note 8.1.4

(72,182)

(41,404)

91,150

146,200

UNITED BRANDS LIMITED

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FOR THE YEAR ENDED JUNE 30, 2025

8.1.1 As at June 30, 2025, age analysis of trade receivables from related parties is as follows:

Name of related party	Gross amount due	Past due amount	Provision for doubtful receivables	Reversal of provision for doubtful receivables	Amount due written off	Net amount due	Maximum amount outstanding at any time during the year
----- (Rupees '000) -----							
Year ended June 30, 2025							
The Searle Company Limited	375	375	-	-	-	375	375
United Retails (SMC-Private) Limited	1,856	1,720	-	-	-	1,856	3,160
	2,231	2,095	-	-	-	2,231	3,535
Year ended June 30, 2024							
The Searle Company Limited	375	-	-	-	-	375	375
United Retails (SMC-Private) Limited	2,047	-	-	-	-	2,047	2,047
	2,422	-	-	-	-	2,422	2,422

8.1.1.1 As at June 30, 2025, the age analysis of trade receivables due from related parties are as follows:

	2025	2024
(Rupees '000)		
Not yet due	136	426
Past due	25	362
- Less than 30 days	213	454
- 31 to 90 days	1,061	589
- 91 to 360 days	796	591
- More than 360 days		
	2,231	2,422

8.1.2 The maximum aggregate amount of receivable outstanding at any time at the end of any month during the year is Rs. 305.125 million.

8.1.3 As at June 30, 2025, the age analysis of these trade receivables is as follows:

UNITED BRANDS LIMITED

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	2025	2024
	(Rupees '000)	
Not yet due	7,626	30,566
Past due	6,775	56,205
- Less than 30 days	6,713	44,577
- 31 to 90 days	108,409	31,817
- 91 to 360 days	31,578	22,017
- More than 360 days	153,475	154,616
	161,101	185,182
8.1.4 Allowance for expected credit losses		
Balance as at July 01	41,404	34,436
Recognition of expected credit losses charge during the year	30,778	6,968
Balance as at June 30	72,182	41,404
8.2 Other receivables - unsecured considered good		
Related party - note 8.2.1 & 8.2.3	9,078	34,845
Others - note 8.2.2	90,622	92,717
	99,700	127,562

8.2.1 This represents amount receivable from IBL Healthcare Limited amounting to Rs. 8.93 million (2024: Rs. 20.7 million) in respect of claims, discounts and bonus relating to sales of Canderel and from The Searle Company Limited amounting to Rs. 0.14 million (2024: Rs. 1.3 million) in respect of salaries and entertainment expense claims. The remaining from IBL Logistics (Private) Limited amounting to Nil (2024: Rs. 12.8 million) in respect of intercompany cross charge and fund transfer.

8.2.2 This represents receivable from principals in respect of stock claims, expenses and others.

8.2.3 As at June 30, 2025, age analysis of other receivables from related party is as follows:

Name of related party	Gross amount due	Past due amount	Provision for doubtful receivables	Reversal of provision for doubtful receivables	Amount due written off	Net amount due	Maximum amount outstanding at any time during the year
(Rupees '000)							
Year ended June 30, 2025							
IBL Healthcare Limited	8,935	3,796	-	-	-	8,935	31,580
The Searle Company Limited	143	143	-	-	-	143	1,256
	9,078	3,939	-	-	-	9,078	32,836
Year ended June 30, 2024							
IBL Healthcare Limited	20,792	-	-	-	-	20,792	20,792
The Searle Company Limited	1,256	-	-	-	-	1,256	1,256
IBL Logistics (Private) Limited	12,797	-	-	-	-	12,797	12,797
	34,845	-	-	-	-	34,845	34,845

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	2025	2024
	(Rupees '000)	
9. TAXATION - PAYMENT LESS PROVISION		
Balance as at July 01	30,923	35,146
Provision for tax		
- Current year	(2,974)	(7,211)
- Prior year	1,393	(1,780)
Tax paid	6,351	4,768
Balance as at June 30	35,693	30,923
	2025	2024
	(Rupees '000)	
10. PREPAYMENTS AND ADVANCES		
Prepayments -	170	2,543
Advances - note 10.1	13,466	15,955
	13,636	18,498
10.1 Advances		
Unsecured - Considered good		
- Advance - note 10.1.1	6,500	6,429
- Others - note 10.1.2	6,966	9,526
	13,466	15,955

10.1.1 This amount pertains to an advance maintained with Pakistan State Oil for employee fuel reimbursement through fuel cards.

10.1.2 This amount represents LC Margin to Habib Metropolitan Bank against import of Nongshim and an advance given to a employee.

11. SALES TAX REFUNDS DUE FROM GOVERNMENT - NET

11.1 This includes an amount of Rs. 70.64 million relating to sales tax paid in the prior period for which no input was claimed due to dispute with Collector of Customs. The Collector of Customs raised an issue in relation to payment of Federal Excise Duty (FED) on the import of goods made by Company during the month of June 2020. However, due to restriction placed on the "release of the said consignment" due to FED payment dispute, the sales tax paid could not be adjusted by the Company in that month. The Company had paid sales tax amounting to Rs. 42.43 million and Rs. 28.21 million in the months of June 2020 and June 2021 respectively for the above mentioned consignment. Since, the sales tax has been paid in relation to the taxable supplies to be made, the Company intends to claim the same. The Company has asked Customs Department to issue a letter to Federal Board of Revenue requesting it to allow claim of input sales tax in the subsequent sales tax periods for the aforementioned amount.

On behalf of the above request by the Company, the Collectorate of Customs Appraisement (EAST) vide their letter No. "C.NO. SI/MISC/164/KAPE/AC-I/2022" has issued intimation to the Large Tax Payer Unit for recognition of sales tax amounting to Rs. 42.43 million and Rs. 28.21 million. On the basis of letter issued, the Company has filed an application to the Commissioner Inland Revenue, for issuance of refund of the above sales tax amount.

UNITED BRANDS LIMITED

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FOR THE YEAR ENDED JUNE 30, 2025

12. CASH AND BANK BALANCES

2025
2024

(Rupees '000)

With Banks on

- Current accounts:

- Conventional - note 12.1
- Islamic

36,199	9,235
22,058	23,838

- Savings accounts:

- Islamic - note 12.2
- Term deposit receipt - note 12.3

657	453
32,092	32,092
91,006	65,618

Cash and cheques in hand

2,086	9,750
-------	-------

93,092	75,368
--------	--------

12.1 The Company has obtained bank guarantee from Silkbank Limited amounting to Rs. 100 million (2024: Rs. 100 million) against Pakistan State Oil company Limited fuel card and Dupont Pakistan Operations (Private) Limited of Rs. 10 million and Rs. 90 million respectively.

12.2 These are shariah compliant bank balances and carry profit at rates ranging from 5.87% to 10.01% (2024: 0.07% to 11.01%) per annum.

12.3 It represents guarantee deposits placed with Silk Bank Limited in form of term deposit receipt carrying mark up at the rate 10.5% to 19% (2024:19% to 19.75%) per annum.

13. ISSUED, SUBSCRIBED AND PAID-UP CAPITAL

Authorised Share Capital

Number of Shares	
2025	2024
100,000,000	100,000,000

Ordinary shares of
Rs. 10/- each

2025	2024
----- Rupees '000 -----	
1,000,000	1,000,000

Issued, Subscribed and Paid-up Share Capital

Number of Shares	
2025	2024
91,800,000	91,800,000

Ordinary shares of
Rs. 10/- each fully paid
in cash

918,000	918,000
---------	---------

13.1 As at June 30, 2025, International Brands Limited together with its nominees holds 88,200,462 (2024: 88,200,462) ordinary shares of Rs. 10 each which represents 96.08% of the total share capital of the Company.

UNITED BRANDS LIMITED

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	2025	2024
14. TRADE AND OTHER PAYABLES		
		(Rupees '000)
Trade creditors	271,000	337,655
Accrued liabilities	29,636	134,478
Payable to IBL Operations (Private) Limited - note 14.1	507,253	497,867
Payable to IBL Healthcare Limited - note 14.2	90,490	63,027
Payable to International Brands (Private) Limited - note 14.3	31,595	31,595
Payable to The Searle Company Limited - note 14.2	18,894	2,123
Payable to IBL Logistics (Private) Limited	24,937	-
EOBI and SESSI payable	4,031	3,902
Payable to employees' provident fund	789	431
Tax deducted at source and payable to statutory authorities	1,805	3,296
Others	169	3,160
	980,599	1,077,534

14.1 This includes amount payable to IBL Operations (Private) Limited - associated company under agreement for sharing of expenses relating to sales and administrative infrastructure. It also includes Rs. 395.59 million as funds transferred to the Company to meet working capital requirements which do not carry mark-up and are repayable on demand.

14.2 This represents amount payable in respect of goods purchased from related parties.

14.3 This represents amount payable on account of corporate service charges.

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

	2025	2024
15. SHORT-TERM BORROWINGS		
		(Rupees '000)
Finance against short term loans from Islamic banks	74,002	98,108

15.1 This represents Tijarah facility obtained from commercial bank, having limit of Rs. 100 million (2024: Rs. 100 million) out of which Rs. 26 million (2024: Rs. 2 million) remains unutilised for Tijarah facility at the reporting date. The arrangements carry mark-up ranging from 1.75% to 2% above six months KIBOR (2024: 1.75% to 2% above six months KIBOR) with a maximum aggregate limit of Rs. 100 million (2024: Rs. 248 million).

15.2 In accordance with the terms of agreement, the Company is obliged to comply with a covenant (current ratio). The details of the covenant is:

Type of Ratio	Minimum Requirement
Current Ratio	At least 1.0x

As of the reporting date, the Company has not complied with its covenant, i.e. current ratio.

16. CONTINGENCIES AND COMMITMENTS

UNITED BRANDS LIMITED

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16.1 Contingencies

- 16.1.1** During the year ended June 30, 2020, the Deputy Commissioner Inland Revenue issued a notice of demand under section 137(2) of the Income Tax Ordinance, 2001 (the Ordinance) dated January 31, 2020 for recovery of tax amounting to Rs. 94.66 million created pursuant to order dated January 31, 2020 passed under section 122(1) for tax year 2018. The Company has filed a Constitutional Petition No. D-1421 of 2020 before the Honorable High Court of Sindh. The Honorable High Court of Sindh has restrained the Deputy Commissioner Inland Revenue from enforcing the impugned income tax demand till the decision of Commissioner Inland Revenue (Appeals-II). Whereas, The appeal was heard on December 16, 2021 and in the order dated December 31, 2021 received on September 21, 2022, the CIRA has remanded back the matters. The Company has filed the appeal before the ATIR dated November 17, 2022 which is currently pending to be heard. However, the management based on the opinion of its tax advisor is confident that the outcome will be in favour of the Company. Therefore, no provision has been made in these unconsolidated financial statements.
- 16.1.2** During the year ended June 30 2022, the Assistant / Deputy Commissioner Inland Revenue issued an order dated December 30, 2021 for recovery of withholding tax along with default surcharge amounting to Rs. 156.55 million under section 161 (1) on account of short deduction of tax at the time of making certain payments during the tax year 2018. The Company had filed an appeal against the aforesaid order before the Commissioner Inland Revenue (Appeals) - (CIRA). The order against the aforesaid appeal was received on September 25, 2023 in which CIRA has remanded back the matters and the appeal against the same matters has been filed before ATIR dated November 22, 2023 which is currently pending to be heard. However, the management based on the opinion of its tax advisor is confident that the outcome will be in favour of the Company. Therefore, no provision has been made in these unconsolidated financial statements.
- 16.1.3** During the year ended June 30 2022, the Assistant / Deputy Commissioner Inland Revenue issued an order dated March 30, 2022 for recovery of withholding tax along with default surcharge amounting to Rs. 200.04 million under section 161(1) on account of short deduction of tax at the time of making certain payments during the tax year 2019. During the year ended June 30, 2024, the Company has filed an appeal against the aforesaid order before the Commissioner Inland Revenue (Appeals) - (CIRA). The order against the aforesaid appeal was received on September 25, 2023 in which CIRA has remanded back the matters and the appeal against the same matters has been filed before ATIR dated November 22, 2023 which is currently pending to be heard. However, the management based on the opinion of its tax advisor is confident that the outcome will be in favour of the Company. Therefore, no provision has been made in these unconsolidated financial statements.
- 16.1.4** During the year ended June 30 2024, the Assistant / Deputy Commissioner Inland Revenue issued an order dated June 29, 2024 for recovery of sales tax along with default surcharge amounting to Rs. 98.98 million under section 11(2) of Sales Tax Act, 1990. The Company has filed an appeal in the Appellate Tribunal Inland Revenue. However, the management based on the opinion of its tax advisor is confident that the outcome will be in favour of the Company. Therefore, no provision has been made in these unconsolidated financial statements.
- 16.1.5** During the year ended June 30 2024, the Assistant / Deputy Commissioner Inland Revenue issued an order dated June 29, 2024 for recovery of sales tax for the fiscal year 2016-17 along with default surcharge amounting to Rs. 10.76 million under section 11(2) of Sales Tax Act, 1990. The Company has filed an appeal in the Appellate Tribunal Inland Revenue. However, the management based on the opinion of its tax advisor is confident that the outcome will be in favour of the Company. Therefore, no provision has been made in these unconsolidated financial statements.
- 16.1.6** During the year ended June 30 2024, the Sindh Revenue Board (SRB) issued order dated December 21, 2023 for the period July 2014 to June 2015 creating a demand of Rs. 246.67 million under section 23 read section 47 of the Act, 2011. The demand is created on the basis that the Company acted as Commission Agent and is working locally as agent for foreign based companies and earn commission by selling, trading and

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distributing goods on behalf of principal which are located outside Pakistan. Thus, entire revenue from sale of goods declared in unconsolidated financial Statement was held subject to SST at the applicable rate. The Company challenged the order before Commissioner (Appeals), SRB who granted stay against recovery of demand , however, the hearing of the main appeal is still pending. The management, based on the opinion of its tax advisor, considers that the legal and factual aspects of the case have not been considered and is confident that the matter will ultimately be decided in favour of the Company and accordingly no provision has been recognised in these unconsolidated financial statements.

16.1.7 During the year ended June 30, 2024, Gulbahar Industries (Pvt.) Limited, operating under the brand name "Livvel", filed Suit No. 6471 of 2024 before the Honorable Senior Civil Judge at Karachi East against the Company. The suit pertains to recovery of outstanding dues amounting to Rs. 39.29 million and damages arising from alleged non-fulfillment of contractual obligations under the Distribution Agreement dated October 20, 2022.

The Plaintiff has claimed that United Brands failed to meet monthly sales targets, accumulated unsold inventory, and defaulted on payments despite extended incentives and discounts. The Company has submitted a formal response denying the allegations and asserting that the excess inventory was supplied unilaterally by Livvel, contrary to the agreed terms, and that payments were to be made based on actual sales rather than inventory received. The case is currently pending adjudication. The Company based on the advice of its legal council is of the view that the case will ultimately be decided in the favour of the Company, accordingly, no provision has been made in these unconsolidated financial statements in respect of the said claim.

16.2 Commitments

The facilities for opening letter of credit and guarantees as at June 30, 2025 amounted to Rs. Nil million (2024: Rs. 8.6 million) and Rs.132.09 million (2024: Rs. 132.09 million) respectively. The amount remaining unutilised at the year end for letter of credit and guarantees was Nil (2024: Rs. Nil) and Nil (2024: Nil) respectively.

The facilities are secured by way of pari passu charge against hypothecation of the Company's current assets. Moreover, the Parent Company has pledged 3,553,873 shares of The Searle Company Limited against letter of guarantees.

17. REVENUE FROM CONTRACTS WITH CUSTOMERS

Local Sales

- Manufactured goods
- Trading Stock
- Revenue from services - note 17.2

Less:

- Trade discount
- Sales returns
- Sales tax

	2025	2024
	(Rupees '000)	
	3,488	5,690
	1,496,936	1,390,266
	-	2,549
	1,500,424	1,398,505
	35,528	37,649
	64,388	42,767
	223,744	197,250
	(323,660)	(277,666)
	1,176,764	1,120,839

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

17.1 The revenue from Fabricator amounts to Rs. 72.19 million which constitutes 6.1% (2024: Rs. 76.99 million pertains to revenue from Bungash Corporation (Private) Limited which constitutes 6.9%) of the total revenue from contracts with customers.

17.2 This represents service income derived as a commission agent as per the terms of the contract with the Principal. In the prior year, this line of service was discontinued.

	2025	2024
18. COST OF SALES		
	(Rupees '000)	
Cost of sales - manufactured goods - note 18.1	1,308	2,018
Cost of sales - trading stock - note 18.2	1,012,646	923,341
	1,013,954	925,359
18.1 Cost of sales - manufactured goods		
Add: Opening inventory of finished goods - note 7	3,524	5,542
Less: Closing inventory of finished goods - note 7	(2,216)	(3,524)
Cost of sales - manufactured goods	1,308	2,018
18.2 Cost of sales - trading stock		
Opening stock	472,931	300,433
Purchases	887,655	1,095,839
	1,360,586	1,396,272
Closing stock - note 7	(347,940)	(472,931)
Cost of sales - trading stock	1,012,646	923,341

19. MARKETING AND DISTRIBUTION EXPENSES

Salaries, wages and allowances - note 19.1	96,704	90,978
Vehicle running and repair & maintenance	11,825	36,159
Advertising and sales promotion	9,927	25,996
Freight and cartage	2,284	4,985
Rent, rates and taxes	8,245	8,767
Travelling and conveyance	2,193	3,320
Insurance and security expenses	2,369	3,472
Utilities	962	3,846
Communication and entertainment	1,946	2,767
Printing and stationery	674	329
Depreciation	3,744	146
Others	131	271
	141,004	181,036

19.1 Salaries, wages and allowances include Rs. 2.43 million (2024: Rs. 2.40 million) in respect of contributory provident fund and Rs. 1.27 million (2024: Rs. 0.18 million) in respect of compensated absences.

UNITED BRANDS LIMITED

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FOR THE YEAR ENDED JUNE 30, 2025

	2025	2024
	(Rupees '000)	
20. ADMINISTRATIVE AND GENERAL EXPENSES		
Salaries, wages and allowances - note 20.1	16,889	16,192
Auditors' remuneration - note 20.2	6,534	5,433
Legal and professional charges	5,140	4,187
Travelling and conveyance	1,380	2,219
Rent, rates and taxes	3,185	3,330
Fee and subscription	92	69
Insurance and security expenses	633	412
Depreciation	41	173
Printing and stationery	337	190
Communication and entertainment	433	39
Donation expense	265	-
Utilities	998	632
Amortisation	-	5
Others	110	29
	36,037	32,910

20.1 Salaries, wages and allowances include Rs. 0.11 million (2024: Rs. 0.29 million) in respect of contributory provident fund and Rs. 0.10 million (2024: Rs. 1.36 million) in respect of compensated absences.

	2025	2024
	(Rupees '000)	
20.2 Auditors' remuneration		
Audit Services		
Annual audit fee	2,000	1,386
Fee for review of half yearly financial information	1,000	665
Fee for review of Statement of Compliance with Code of Corporate Governance and other certifications	350	264
Out-of-pocket expenses	565	499
Non-Audit Services		
Taxation services	2,619	2,619
	6,534	5,433

	2025	2024
	(Rupees '000)	
21. OTHER OPERATING EXPENSES		
Provision for expired and damaged stock - note 21.1	23,979	1,912

21.1 This mainly includes provisions for damaged and expired items of business lines Calibur amounting to Rs. 22.98 million (2024: Nil) and Corian amounting to Nil (2024: Rs. 1.91 million).

UNITED BRANDS LIMITED

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FOR THE YEAR ENDED JUNE 30, 2025

	2025	2024
22. OTHER INCOME		
	(Rupees '000)	
Income from financial assets		
Profit on savings accounts - Islamic	38	66
Profit on Term Deposit Receipt	3,847	4,512
Income from financial assets		
Liabilities no longer payable written back	15,699	7,861
Others- note 22.1	-	1,214
	19,584	13,653

22.1 This pertains to income earned from Livvel and Dupont for providing logistics services through IBL Logistics (Private) Limited and scrap sales.

	2025	2024
23. FINANCE COST		
	(Rupees '000)	
Mark up on short term loans - note 23.1 and 23.2	17,322	33,682
Bank charges	2,017	2,381
Exchange loss - net	123	243
	19,462	36,306

23.1 It represents mark-up expense of shariah compliant banks in respect of short term borrowings of Rs. 17.32 million (2024: Rs. 33.68 million).

23.2 The Company has obtained facilities for short-term finance under Tijarah facility. The rates of profit on these facilities range from 12.84% to 23.26% (2024: 20.44% to 25.05%) per annum.

	2025	2024
24. LEVIES - MINIMUM TAX		
	(Rupees '000)	
Minimum tax - note 24.1	2,974	5,802

24.1 This represent minimum tax under section 113 ,148 & 233 of Income Tax Ordinance, 2001, representing levies in terms of requirements of IFRIC 21/ IAS 37.

	2025	2024
25. INCOME TAX		
	(Rupees '000)	
- for current year	-	1,409
- for prior year	(1,393)	1,780
	(1,393)	3,189

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	2025	2024	2025	2024
25.1 Relationship between tax expense and accounting loss	Effective tax rate %		----- Rupees '000 -----	
Accounting loss before levies and income tax			<u>(68,866)</u>	<u>(49,999)</u>
Tax at the enacted tax rate	29.00	29.00	(19,972)	(14,500)
Effect of:				
- Levies and taxation	(19.10)	(39.80)	13,152	14,098
- Prior year impact	2.02	(3.56)	(1,393)	1,780
- Tax effect of permanent differences	(9.90)	(3.62)	6,820	1,811
Levies and income tax expense for the year			<u>(1,393)</u>	<u>3,189</u>

25.2 Deferred tax asset is not recognised of Rs. 30.48 million (2024: Rs 22.77 million) because it is not probable that taxable profit will be available against which the unused tax losses or unused tax credits can be utilised.

	2025	2024
	(Rupees '000)	
Credit balance arising in respect of		
Loss allowance on trade receivables	(20,933)	(12,007)
Provision for expired and damaged stock	(8,296)	(10,357)
Property and equipment	(1,256)	(415)
	<u>(30,485)</u>	<u>(22,779)</u>

26. BASIC AND DILUTED LOSS PER SHARE

Loss for the year attributable to ordinary shareholders	<u>(70,447)</u>	<u>(58,990)</u>
	(Number of shares)	
Weighted average number of ordinary shares outstanding during the year - note 13	<u>91,800,000</u>	<u>91,800,000</u>
	(Rupees)	
Basic and diluted loss per share	<u>(0.77)</u>	<u>(0.64)</u>

26.1 A diluted earnings per share has not been presented as the Company does not have any convertible instruments in issue as at June 30, 2025 and 2024 which would have any effect on the loss per share if the option to convert is exercised.

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NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

	Note	2025	2024
(Rupees '000)			
27. CASH GENERATED FROM OPERATIONS			
Loss before levies and income tax		(68,866)	(49,999)
Adjustments for non-cash charges and other items			
Depreciation	4.4	3,785	319
Interest income-term deposit receipt	22	(3,847)	(4,512)
Amortisation	5.1	-	5
Recognition of loss allowance on trade receivables	8.1.4	30,778	6,968
Provision for expired and damaged stock	7.2	23,979	1,912
Exchange loss - net	23	123	243
Mark-up on short term loans	23	17,322	33,682
		72,140	38,617
		3,274	(11,382)
Effect on cash flow due to working capital changes (increase) / decrease in current assets:			
Inventories		102,320	(172,392)
Trade and other receivables		52,134	(13,049)
Prepayments and advances		4,862	5,375
Sales tax refunds due from Government - net		(2,797)	(13,027)
		156,519	(193,093)
(Decrease) / increase in trade and other payables		(97,058)	385,891
Cash generated from operations		62,735	181,416
28. CASH AND CASH EQUIVALENTS			
Cash and bank balances excluding term deposit receipt - note 12		61,000	43,276
28.1 Short term investment is released from cash and cash equivalent as it includes term deposit receipt only which is held as a lien against the guarantee issued by the Silk Bank Limited.			
29. FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES			
29.1 All the financial assets and financial liabilities of the Company are classified at amortised cost.			

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	Interest / mark-up bearing			Non-interest / mark-up bearing			Total
	Maturity up to one year	Maturity after one year	Sub total	Maturity up to one year	Maturity after one year	Sub total	
----- Rupees '000 -----							
FINANCIAL ASSETS							
Accrued interest	-	-	-	305	-	305	305
Trade and other receivables	-	-	-	190,850	-	190,850	190,850
Cash and bank balances	32,749	-	32,749	60,343	-	60,343	93,092
June 30, 2025	32,749	-	32,749	251,498	-	251,498	284,247
FINANCIAL LIABILITIES							
Accrued mark-up	-	-	-	878	-	878	878
Trade and other payables	-	-	-	952,306	-	952,306	952,306
Unclaimed dividend	-	-	-	353	-	353	353
Short-term borrowings	74,002	-	74,002	-	-	-	74,002
June 30, 2025	74,002	-	74,002	953,537	-	953,537	1,027,539
ON REPORTING DATE GAP							
June 30, 2025	(41,253)	-	(41,253)	(702,039)	-	(702,039)	(743,292)
OFF STATEMENT OF FINANCIAL POSITION ITEMS							
Letters of credit / guarantees							132,090
June 30, 2025							132,090
June 30, 2024							140,750

	Interest / mark-up bearing			Non-interest / mark-up bearing			Total
	Maturity up to one year	Maturity after one year	Sub total	Maturity up to one year	Maturity after one year	Sub total	
----- Rupees '000 -----							
FINANCIAL ASSETS							
Accrued interest	-	-	-	551	-	551	551
Long term deposits	-	-	-	-	-	-	-
Trade and other receivables	-	-	-	273,762	-	273,762	273,762
Cash and bank balances	32,545	-	32,545	42,823	-	42,823	75,368
June 30, 2024	32,545	-	32,545	317,136	-	317,136	349,681
FINANCIAL LIABILITIES							
Accrued mark-up	-	-	-	1,965	-	1,965	1,965
Trade and other payables	-	-	-	1,066,434	-	1,066,434	1,066,434
Unclaimed dividend	-	-	-	353	-	353	353
Short-term borrowings	98,108	-	98,108	-	-	-	98,108
June 30, 2024	98,108	-	98,108	1,068,752	-	1,068,752	1,166,860
ON REPORTING DATE GAP							
June 30, 2024	(65,563)	-	(65,563)	(751,616)	-	(751,616)	(817,179)
OFF STATEMENT OF FINANCIAL POSITION ITEMS							
Letters of credit / guarantees							140,750
June 30, 2024							140,750
June 30, 2023							320,090

UNITED BRANDS LIMITED

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29.2 Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk

Risk management framework

The Company's Board of Directors ("the Board") has overall responsibility for establishment and oversight of the Company's risk management framework. The Board is responsible for developing and monitoring the Company's risk management policies.

The Company's exposure to financial risks, the way these risks affect the financial position and performance, and forecast transactions of the Company and the manner in which such risks are managed is as follows:

29.2.1 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to the financial instrument fails to perform as contracted. The maximum exposure to credit risk is equal to the carrying amount of financial assets. The Company believes that it is not exposed to major concentration of credit risk as the exposure is spread over a number of counter parties. To manage exposure to credit risk, the Company applies credit limits to its customers.

29.2.1.1 Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk as at the end of the reporting period was as follows:

	2025	2024
Financial assets at amortised cost		
	(Rupees '000)	
Trade and other receivables - note 8	190,850	273,762
Accrued interest	305	551
Bank balances - note 12	91,006	65,618
	282,161	339,931

29.2.1.2 Credit quality and impairment

Credit quality of financial assets is assessed by reference to external credit ratings, where available, or to historical information about counterparty default rates. All counterparties, with the exception of customers, employees, regulatory authorities and utility companies have external credit ratings determined by various credit rating agencies. Credit quality of customers is assessed by reference to historical defaults rates.

a) Counterparties with external credit ratings

These include banking companies and financial institutions, which are counterparties to bank balances, margin against bank guarantees, margins against letter of credit and accrued return on deposits. Credit risk is considered minimal as these counterparties have reasonably high credit ratings as determined by various credit rating agencies.

Due to long standing business relationships with these counterparties and considering their strong financial standing, management does not expect non-performance by these counterparties on their obligations to the Company. Following are the credit ratings of counterparties with external credit ratings:

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Bank balances

	Rating			2025	2024
	Short term	Long-term	Agency	Rupees in '000	
Habib Bank Limited	AAA	A1+	VIS	29,409	5,208
Silkbank Limited	AAA	A1+	VIS	37,691	34,756
Al Baraka Bank Pakistan Limited	A+	A1	VIS	419	10,604
Habib Metropolitan Bank	AA+	A1+	PACRA	21,301	12,893
Meezan Bank Limited	AAA	A1+	VIS	812	783
Bank AL Habib Limited	AAA	A1+	PACRA	650	650
Telenor Microfinancing Bank	A	A1	PACRA	724	724
				91,006	65,618

b) Counterparties without external credit ratings

These mainly include customers which are counter parties to local trade debts against sale of goods. As explained in note 3.17, the Company applies the IFRS 9 to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables. Trade receivables are written off when there is no reasonable expectation of recovery.

Management uses an allowance matrix to base the calculation of ECL of trade receivables from individual customers, which comprise a very large number of small balances.

The Company has used three years monthly data in the calculation of historical loss rates along with the matching monthly ageing brackets for the computation of roll rates. The analysis of ages of trade debts and loss allowance using the aforementioned approach as at June 30, 2025 was determined as follows:

	2025			2024		
	Expected loss rates %	Gross Carrying amount	Loss Allowance	Expected loss rates %	Gross Carrying amount	Loss Allowance
		Rupees in '000			Rupees in '000	
Not past due	33.19%	7,626	2,531	6.19%	30,566	1,892
Past due						
1 - 30 days	36.86%	6,775	2,497	8.19%	56,205	4,601
31 - 90 days	36.85%	6,713	2,474	12.21%	44,577	5,445
91 - 360 days	44.99%	108,409	48,771	23.41%	31,817	7,449
More than 360 days	50.38%	31,578	15,909	100.00%	22,017	22,017
		161,101	72,182		185,182	41,404

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29.2.2 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities. The management closely monitors the Company's liquidity and cash flow position. The Company's approach to manage liquidity risk is to maintain sufficient level of liquidity based on expected cash flow by holding highly liquid assets, creditor concentration and maintaining sufficient reserve in the form of financing facilities.

29.2.2.1 Exposure to liquidity risk

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

2025					
Carrying amount	Contractual cash flows	Six months or less	Six to twelve months	One to five years	More than five years
Rupees in '000					
Financial liabilities					
Trade and other payables	952,306	(952,306)	-	(952,306)	-
Unclaimed dividend	353	(353)	-	(353)	-
Accrued mark-up	878	(878)	-	(878)	-
Short-term borrowings	74,002	(74,002)	-	(74,002)	-
	<u>1,027,539</u>	<u>(1,027,539)</u>	<u>-</u>	<u>(1,027,539)</u>	<u>-</u>
2024					
Carrying amount	Contractual cash flows	Six months or less	Six to twelve months	One to five years	More than five years
Rupees in '000					
Trade and other payables	935,858	(935,858)	-	(935,858)	-
Unclaimed dividend	353	(353)	-	(353)	-
Accrued mark-up	1,965	(1,965)	-	(1,965)	-
Short-term borrowings	98,108	(98,108)	-	(98,108)	-
	<u>1,036,284</u>	<u>(1,036,284)</u>	<u>-</u>	<u>(1,036,284)</u>	<u>-</u>

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

29.2.3 Fair Value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

As at June 30, 2025, all financial assets and financial liabilities are carried at amortised cost.

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

UNITED BRANDS LIMITED

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reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

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

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

- changes in market and trading activity (e.g. significant increases / decreases in activity).
- changes in inputs used in valuation techniques (e.g. inputs becoming / ceasing to be observable in the market).
- There were no financial instruments classifiable under level 1, 2 or 3 of the fair value hierarchy during the year.

29.2.4 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing return.

a) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in the market interest rates. As at June 30, 2025, the Company is not materially exposed to interest rate risk.

As at June 30, 2025, the Company had variable interest bearing financial liabilities of Rs. 74 million (2024: Rs. 98.11 million) and had the interest rate varied by 200 basis points with all the other variables held constant, loss before income tax for the year would have been approximately Rs. 2.96 million (2024: Rs. 3.92 million) lower / higher.

b) Currency risk

Currency risk is the risk that the fair value or future cash flow of the financial instruments, will fluctuate because of changes in foreign currency rates. Foreign currency risk arises mainly where receivables and payables exist due to foreign currency transactions. At June 30, 2025 trade and other payables exposed to foreign currency risk amount to Rs. 17.025 million (2024: Nil).

The company imports finished goods in US Dollar and is exposed to Rupee / US Dollar exchange risk. If the Pakistan Rupee had weakened / strengthened by 4% against US Dollar with all other variables held constant, loss before tax for the year would have been lower / higher by Rs. 0.68 million (2024: Nil), mainly as a result of foreign exchange losses / gains on settlement of US Dollar denominated trade payables.

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

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c) Price risk

Price risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate due to changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Company has no exposure to price risk as the Company does not hold any financial asset subject to price risk.

29.2.5. Reconciliation of movements of liabilities to cash flows arising from financing activities

	2025		
	Short-term borrowing including accrued mark-up thereon	Unclaimed dividend	Total
	----- Rupees '000 -----		
Balance as at July 1, 2024	100,073	353	100,426
Changes from financing cash flows:			
Changes in short-term borrowings	(24,106)	-	(24,106)
Dividend paid	-	-	-
Total changes in financing activities	(24,106)	-	(24,106)
Other changes:			
Finance cost	17,322	-	17,322
Finance cost paid	(18,409)	-	(18,409)
Total other changes	(1,087)	-	(1,087)
Balance as at June 30, 2025	74,880	353	75,233

	2024		
	Short-term borrowing including accrued mark-up thereon	Unclaimed dividend	Total
	----- Rupees '000 -----		
Balance as at July 1, 2023	270,528	353	270,881
Changes from financing cash flows:			
Changes in short-term borrowings	(157,655)	-	(157,655)
Dividend paid	-	-	-
Total changes in financing activities	(157,655)	-	(157,655)
Other changes:			
Finance cost	33,682	-	33,682
Finance cost paid	(46,482)	-	(46,482)
Total other changes	(12,800)	-	(12,800)
Balance as at June 30, 2024	100,073	353	100,426

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30. CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, so that it can provide adequate returns to shareholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The Company finances its operations through equity, borrowings and management of working capital with a view to maintain an appropriate mix between various sources of finance to minimise risk.

The debt to capital ratios at June 30, 2025 and 2024 were as follows:

	2025	2024
	(Rupees '000)	
Total borrowings	74,002	98,108
Cash and bank - note 12	(93,092)	(75,368)
Net debt	(19,090)	22,740
Equity	(238,281)	(167,834)
Total capital	(257,371)	(145,094)
Debt to capital ratio	0.07	(0.16)

31. DISCLOSURES RELATING TO SHARIAH COMPLIANCE

	Note	2025 Rupees '000	2024
Disclosures in relation to the statement			
i) Short-term financing obtained as per islamic mode	15	74,002	98,108
ii) Mark-up accrued on islamic loan		878	1,965
Disclosures in relation to the statement			
i) Shariah-compliant bank balances	12	22,715	24,291
Disclosures required in relation to the statement of profit of loss and other comprehensive income			
i) Revenue earned from a Shariah compliant business segment	17	1,176,764	1,120,839
ii) Profit earned from Shariah compliant bank balances	22	38	66
iii) Exchange loss incurred on actual currency	23	(123)	(243)
iv) Profit paid on Islamic mode of		18,409	46,482

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	Note	2025 Rupees '000	2024
Break-up of other income excluding profits in bank deposits and TDRs			
Shariah compliant income:			
- Liabilities no longer payable written ba	22	15,699	7,861
- Others	22	-	1,214
Shariah non-compliant income:			
- Return on term deposit receipt	22	3,847	4,512

31.1 Relationship with shariah compliant financial institutions

Islamic Banks

The Company has a facility with Al Baraka Bank Pakistan Limited for Tijarah Finance amounting to Rs. 100 million.

Takaful operators

The company has no relationship with takaful operators.

32. REMUNERATION TO CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

	CHIEF EXECUTIVE		DIRECTORS		EXECUTIVES	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
	-----Rupees '000-----					
Managerial remuneration	-	-	-	-	9,552	6,667
Allowances	-	-	-	-	4,776	3,334
Bonus	-	-	-	-	1,592	1,111
Company's contribution to provident fund	-	-	-	-	555	694
Leave encashment	-	-	-	-	398	277
Medical expenses	-	-	-	-	796	555
	-	-	-	-	17,669	12,638
Number of persons	1	1	6	6	5	5

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

32.1 The Directors and Executives are entitled for medical facility to the extent of reimbursement of actual expenditure and other benefits in accordance with their terms of employment. Furthermore, the remuneration of Chief Financial Officer and Chief Executive Officer is borne by IBL Operations (Private) Limited and The Searle Company Limited.

32.2 In addition to the above, fee paid to directors and chief executive for attending Board of Directors meetings during the year amounted to Rs. 1.540 million (2024: Rs. 1.026 million).

33. SEGMENT INFORMATION

Based on internal reporting structure for the year, no reportable segments were identified that were of accounting significance for decision making.

34. RELATED PARTY TRANSACTIONS

The related parties comprise of associated undertakings, directors of the Company and key management personnel. The Company continues to have a policy whereby transactions with related parties are entered into at commercial terms, approved policy and at rate agreed under a contract / arrangement / agreement. Remuneration of key management personnel are in accordance with their terms of contractual engagements.

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

34.1 The following transactions were carried out with related parties during the year:

Nature of relationship		Nature of transactions		2025	2024
				(Rupees '000)	
Parent Company	-	Sale of goods		392	26
Subsidiary Company	-	Expense paid by Company on behalf of IBL Logistics (Private) Limited		5,049	792
	-	Purchase return		-	1,192
	-	Sale of goods		121	-
	-	Services obtained		10,845	10,307
	-	Funds received to working capital		17,618	-
Associated companies	-	Purchase of goods		135,928	89,795
	-	Allocation of expenses - note 34.2		15,364	20,233
	-	Expense paid by IBL Operations (Private) Limited on behalf of the Company		10,735	46,284
	-	Expense paid by Company on behalf of IBL Operations (Private) Limited		49,165	-
	-	Funds received for working capital - note 14.1		32,453	363,139
	-	Sale of goods		2,518	3,256
	-	Expenses incurred on behalf of Associate		-	1,256
Employees' Provident Fund	-	Contributions paid		2,548	2,687

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

- 34.2** The Company has an agreement with IBL Operations (Private) Limited - associated company, regarding sharing of expenses relating to sales and administrative infrastructure.
- 34.3** The status of outstanding balances with related parties as at June 30, 2025 is included in the respective notes to the unconsolidated financial statements. These are settled in the ordinary course of business.
- 34.4** Following are the related parties with whom the Company had entered into transactions or have arrangement / agreement in place.

S.No.	Company	Basis of relationship	Aggregate % of shareholding
1.	International Brands (Private) Limited	Parent	96.08%
2.	IBL Logistics (Private) Limited	Subsidiary	100.00%
3.	IBL Operations (Private) Limited	Common Directorship	N/A
4.	The Searle Company Limited	Common Directorship	N/A
5.	IBL Healthcare Limited	Common Directorship	N/A
6.	United Brands Limited - Staff Provident Fund	Retirement Fund	N/A
7.	Tayyaba Rasheed	Independent Director	N/A
8.	Munis Abdullah	Director	N/A
9.	Syed Nadeem Ahmed	Chief Executive	N/A
10.	Zubair Razzak Palwala	Director	N/A
11.	Rizwan Ahmad	Director	N/A

35. NUMBER OF EMPLOYEES

The total number of employees and average number of employees at year end and during the year respectively are as follows:

35.1 Number of employees as at June 30

- Permanent
- Contractual

2025	2024
51	157
1	1

Average number of employees during the year

- Permanent
- Contractual

130	160
1	2

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE UNCONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

36. EVENT AFTER REPORTING DATE

Closure of business with certain principals

During the year ended June 30, 2025, the Company discontinued the operations of four of its principals, namely:

- L'Oréal
- SJS International

In addition, on April 29, 2025, the Board of Directors approved the transfer of four additional business lines - Schick, Canderel, Nongshim, and Half Spoon - to a related party, IBL Operations (Private) Limited, with effect from July 1, 2025. The transfer was made in order to optimize operational efficiency.

The transfer included both inventory and associated employees of these business lines.

37. CORRESPONDING FIGURES

Corresponding figures have been re-arranged and reclassified, wherever necessary, for the purpose of comparison and better presentation the effect of which is immaterial to the unconsolidated financial statements.

			2024
Particulars	Reclassified from	Reclassified to	(Rupees '000)
Cash generated from operations	(Decrease) / increase in trade and other payables	Exchange loss - net	243

37. DATE OF AUTHORISATION FOR ISSUE


These unconsolidated financial statements were approved by the board of directors of the Company and authorised for issue on October 02, 2025.



Zubair Razzak Palwala
Chief Executive Officer



Rizwan Ahmed
Director



Mehboob Yasin
Chief Financial Officer

CONSOLIDATED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
JUNE 30, 2025

DIRECTORS' REPORT

The Directors of United Brands Limited present their report together with the audited Financial Statements for the year ended June 30, 2025. The Directors' Report is prepared in accordance with Section 227 of the Companies Act, 2017.

Principal Activities

The principal activities of the Company are trading and distribution of consumer goods and allied products. The subsidiary of the Company is engaged in transportation and warehousing, assembly and trading of electrical goods.

Summary of Consolidated Financial Performance

	2025	2024
	(Rupees in thousand)	
Revenue	2,660,444	2,434,877
Gross profit	412,768	382,043
Gross profit as a percentage of revenue	16%	16%
Operating profit	7,767	30,083
Loss after taxation	(6,412)	(45,919)

Financial Performance:

During the year, although the Company's revenue increased by PKR 225.567 million (9%) while on other side, net loss decreased by PKR 39.507 million (86%) compared to last year. This decrease was primarily due to the strategic exit from certain principals. This decision was influenced by internal market dynamics to improve the company's equity.

Despite the fact, the Company successfully leveraged its diversified portfolio to mitigate the impact of these revenue losses. Notably, our wholly owned subsidiary, IBL Logistics (Private) Limited, delivered a strong performance, with service revenue growing by PKR 25.162 million (2%). This growth was driven by the successful arrangement with new business lines as a new transportation client, enhancing our logistics capabilities and expanding our service footprint.

On the cost management front, the Company remained focused on aligning its operating expenses with the adjusted business scale, resulting in a modest reduction of PKR 34.254 million. However, elevated inflation and increased fuel costs, along with other ancillary expenses, partially offset the benefits of our cost-control measures. On a positive note, finance costs were significantly reduced by 49%, reflecting the proactive repayment of financing facilities and prudent liquidity management, which strengthened our financial position and provided greater operational flexibility.

Holding Company

International Brands (Private) Limited is the holding Company of United Brands Limited. As at June 30, 2025, International Brands (Private) Limited held 88,200,462 shares of PKR 10 each (96.08%).

Basic / diluted earnings per share

Basic / diluted loss per share were PKR (0.07) (2024: PKR (0.50))

Impact on Environment:

Company is not engaged in any business activity that has negative consequence on the environment.

Statement of Ethics and Business Practices

Performance with integrity is central to operating at United Brands Limited. The Board of Directors have adopted principle of ethics and integrity as the focal value for the organization. All employees are informed and aware of it and are required to observe these rules of conduct in relation to business and regulations.

Principal Risks and uncertainties

Principal risks associated with the entity include:

Nature of Risk	Description
Business Risk	Discontinuation of Key Product Lines: Exiting specific distribution agreements due to market dynamics or regulatory constraints, resulting in lower revenue and profitability.
Operational / Business Risk	Exchange Rate Volatility: Fluctuations in the value of the local currency lead to exchange losses and increased costs of imported inventory. Supply Chain Interruptions: Import restrictions, regulatory delays, and embargoes causing stock shortages and disruptions in product availability. Slow Inventory Turnover: Decline in consumer purchasing power resulting in slower movement of stock, increased holding costs, and higher risk of inventory obsolescence. Revenue Erosion from Parallel Imports: Unregulated market channels undermining profitability and reducing market share for core product lines.
Liquidity Risk	High Financing Costs: Rising interest rates and high borrowing costs impacting profitability, especially given the capital-intensive nature of the distribution business. Cash Flow Mismatches: Inconsistent cash flows due to delays in receivables and extended credit terms, affecting timely financing of operational and investment activities.
Regulatory Risk	Changes in Import Duties and Tariffs: Frequent amendments in customs regulations and duties affecting cost structure and margins. Increased Compliance Requirements: Stringent regulatory requirements, including product certifications and labeling standards, leading to higher operational costs and potential supply chain delays.

Risk Management

The Company's overall risk management program focuses on minimizing potential adverse effects on the Company's performance. The overall risk assessment of the Company is undertaken by the Senior Management, governed under the supervision of Group's Central Corporate Management Team., the results of which are shared with the Board of Directors. Risk identification, assessment and management process entails identifying, evaluating and addressing strategic, financial, commercial and operational risks faced by the Company. Based on the risk assessment, key challenges are addressed, and opportunities identified, action plans developed and executed to achieve the long-term strategic objectives of the Company.

Corporate Social Responsibility

Despite incurring losses in past few years, the Company continued to play its role in the area of CSR as we at United Brands believe in striving and keeping the balance between business and contribution to society.

Composition of Board on 30th June 2025

Directors	No. of Directors	
Total No. of Directors		7
a.	Male	5
b.	Female	2

Board Composition	No. of Directors	
a.	Independent Directors	2
b.	Executive Directors	2
c.	Other Non-Executive Directors	3

*Effective July 01, 2025, Mr. Zubair Razzak Palwala, previously serving as a Non-Executive Director, has been appointed as Chief Executive Officer, succeeding Mr. Syed Nadeem Ahmed, who has transitioned to the role of Non-Executive Director.

Committee	Name of Directors	Designation
Audit Committee	Ms. Tayyaba Rasheed	Chairperson
	Mr. Zubair Razzak Palwala	Member
	Ms. Faiza Nadeem	Member
HR Committee	Mr. Abdul Samad	Chairman
	Mr. Syed Nadeem Ahmed	Member
	Mr. Zubair Razzak Palwala	Member

*Effective July 01, 2025, Mr. Syed Nadeem Ahmed, in his capacity as a Non-Executive Director, has been appointed as member of Audit Committee.

Meetings of the Board of Directors

During the year 2025, Four Board meetings were held and attended as follows:

Name of Directors	Meeting Attended
Mr. Syed Nadeem Ahmed	4
Ms. Tayyaba Rasheed	3
Ms. Faiza Naeem	4
Mr. Zubair Razzak Palwala	4
Mr. Abdul Samad	3
Mr. Rizwan Ahmad	4
Mr. Munis Abdullah	3

Fee paid to directors for attending the Board of Directors meetings during the year amounted to Rs. 1.540 million (2024: Rs. 1.026 million).

Audit Committee

The committee comprises of three members, all are non-executive Directors and the Chairman of the Committee is an independent director.

The terms of reference of the Committee have been determined by the Board of Directors in accordance with the guidelines provided in the listing Regulations and advised to the Committee for compliance. An independent audit function

reporting to the Board's audit committee reviews risks and controls across the organization.

During the year 2024-25, four audit committee meetings were held and attended as follows:

Members	Meeting Attended
Ms. Tayyaba Rasheed	3
Ms. Faiza Naeem	4
Mr. Zubair Razzak Palwala	4

Human Resource and Remuneration Committee

The committee comprises of three members; two are non-executive Directors and one is executive including the Chairman of the Committee.

Financial statements and auditors

The financial statements of the Company have been audited and approved without qualification by the auditors, A.F. Ferguson, Chartered Accountants. Further, the present auditors, A.F. Ferguson, Chartered Accountants, retired and being eligible, offer themselves for re-appointment. The Board of Directors endorses recommendation of the Audit Committee for their reappointment as Auditors of the Company for the year ending June 30, 2026, at a fee to be mutually agreed.

Subsequent Events

On April 29, 2025, the Board of Directors approved the transfer of four additional business lines - Schick, Canderel, Nongshim, and Half Spoon - to a related party, IBL Operations (Private) Limited, with effect from July 1, 2025. The transfer was made in order to optimize operational efficiency.

The transfer included both inventory and associated employees of these business lines.

Value of Investments of Provident Fund

The fair value of investment of provident fund as per its financial statements at June 30, 2025 is PKR 16.030 million (June 30, 2024 is 13.977 million).

Corporate and Financial Reporting Framework

- The financial statements prepared by the management of the Company, present fairly its state of affairs, the results of its operations, cash flows and changes in equity.
- Proper books of account of the Company have been maintained.
- Appropriate accounting policies have been consistently applied in preparation of financial statements and accounting estimates are based on reasonable and prudent judgment.
- The financial statements are prepared in accordance with International Financial Reporting Standards, as applicable in Pakistan.
- The Company maintains a sound internal control system which gives reasonable assurance against any material misstatements or loss. The internal control is regularly reviewed. This has been formulized by the Board's Audit Committee and updated as and when needed.
- There are no significant doubts upon the Company's ability to continue as a going concern.

There has been no material departure from the best practices of Code of Corporate Governance as detailed in the listing regulations.

Future Outlook

The economic environment in Pakistan continues to present significant challenges, with escalating costs of doing business and a shift in consumer behavior driven by constrained disposable incomes. These macroeconomic factors have impacted our financial performance, as evidenced by the recent decline in revenue and profitability. Contributing elements include limited availability of essential stock, fluctuating pricing tariffs, increased taxation—particularly on non-essential goods—alongside rising fuel, utility, and labor costs.

Despite these challenges, we remain optimistic about the growth potential within the consumer and logistics sectors. Our Company is strategically focused on diversifying its revenue streams by pursuing new local accounts, which will help mitigate the impact of reduced import activities. The Board of Directors fully supports this strategic pivot towards local partnerships and initiatives aimed at capitalizing on emerging market opportunities.

We believe that with a proactive approach, we can enhance shareholder value and deliver superior service to our customers. We would like to extend our gratitude to all stakeholders for their continued support and alliance as we navigate these complexities and strive for sustainable growth.

We also take this opportunity to thank our employees for their continuing contribution in the achievement of Company's results.

Shareholding Information

The Company's shares are traded on Pakistan Stock Exchange. The Directors, CEO, Company Secretary and CFO and executives, their spouses and minor children did not carry out any trade in the shares of the Company except the following Director:

Name	Shares Disposed
Mr. Zubair Razzak Palwala	2,500

Karachi.
Date: October 02, 2025



Rizwan Ahmad
Director



Zubair Razzak Palwala
Chief Executive Officer

ڈائریکٹرز رپورٹ

یونائیٹڈ برانڈز لمیٹڈ کے ڈائریکٹرز 30 جون 2025 کو ختم ہونے والے سال کے آڈٹ شدہ مالیاتی گوشواروں کے ساتھ اپنی رپورٹ پیش کرتے ہیں۔ ڈائریکٹرز کی رپورٹ کمپنیز ایکٹ 2017 کے سیکشن 227 کے مطابق تیار کی گئی ہے۔

بنیادی سرگرمیاں:

کمپنی کی بنیادی سرگرمیاں اشیائے صرف اور متعلقہ مصنوعات کی تجارت اور تقسیم ہیں۔ کمپنی کا ذیلی ادارہ نقل و حمل اور گودام، اسمبلی اور برقی سامان کی تجارت میں مصروف ہے۔

مجموعی مالیاتی کارکردگی کا جائزہ:

	2025	2024
	(Rupees in thousand)	
Revenue	2,660,444	2,434,877
Gross profit	412,768	382,043
Gross Profit as a percentage of revenue	16%	16%
Operating profit	7,767	30,083
Loss after taxation	(6,412)	(45,919)

مالی جائزہ:

سال کے دوران، اگرچہ کمپنی کی آمدنی میں 225.567 PKR ملین (9%) کا اضافہ ہوا ہے جبکہ دوسری طرف، گزشتہ سال کے مقابلے 39.507 PKR ملین (86%) کی کمی ہوئی ہے۔ یہ کمی بنیادی طور پر بعض پرنسپلز کے اسٹریٹجک اخراج کی وجہ سے تھی۔ یہ فیصلہ کمپنی کی ایکویٹی کو بہتر بنانے کے لیے اندرونی مارکیٹ کی حرکیات سے متاثر ہوا۔

اس حقیقت کے باوجود، کمپنی نے اپنے متنوع پورٹ فولیو کا کامیابی سے فائدہ اٹھایا تاکہ آمدنی کے ان نقصانات کے اثرات کو کم کیا جاسکے۔ قابل ذکر بات یہ ہے کہ ہماری مکمل ملکیتی ذیلی کمپنی، IBL (پرائیویٹ) لمیٹڈ نے ایک مضبوط کارکردگی پیش کی، جس میں سروس ریونیو میں 25.162 PKR ملین (2%) اضافہ ہوا۔ یہ ترقی ایک نئے ٹرانسپورٹیشن کلائنٹ کے طور پر نئی کاروباری لائنوں کے ساتھ کامیاب انتظامات، ہماری لاجسٹک صلاحیتوں کو بڑھانے اور ہماری سروس کے نقش کو وسعت دینے کی وجہ سے ہوئی ہے۔

لاگت کے انتظام کے محاذ پر، کمپنی اپنے آپریٹنگ اخراجات کو ایڈجسٹ کاروباری پیمانے کے ساتھ ترتیب دینے پر مرکوز رہی، جس کے نتیجے میں 34.254 PKR ملین کی معمولی کمی واقع ہوئی۔ تاہم، بلند افراط زر اور ایندھن کے بڑھتے ہوئے اخراجات، دیگر ذیلی اخراجات کے ساتھ، ہمارے لاگت پر قابو پانے کے اقدامات کے فوائد کو جزوی طور پر پورا کرتے ہیں۔ ایک مثبت نوٹ پر، مالیاتی اخراجات میں نمایاں طور پر 49 فیصد کمی واقع ہوئی، جو مالیاتی سہولیات کی فعال ادائیگی کی عکاسی کرتی ہے اور محتاط لیکویڈیٹی مینجمنٹ، جس نے ہماری مالی پوزیشن کو مضبوط کیا اور زیادہ آپریشنل پک فراہم کی۔

01 جولائی 2025 سے، جناب زبیر رزاق پال والا، جو پہلے نان ایگزیکٹو ڈائریکٹر کے طور پر خدمات انجام دے رہے تھے، کو جناب سید ندیم احمد کی جگہ چیف ایگزیکٹو آفیسر مقرر کیا گیا ہے، جو نان ایگزیکٹو ڈائریکٹر کے عہدے پر منتقل ہو گئے ہیں۔

ہولڈنگ کمپنی:

انٹرنیشنل برانڈز (پرائیویٹ) لمیٹڈ یونائیٹڈ برانڈز لمیٹڈ کی ہولڈنگ کمپنی ہے۔ 30 جون 2025 تک، انٹرنیشنل برانڈز (پرائیویٹ) لمیٹڈ کے پاس 88,200,462 PKR حصص 10 PKR ہر ایک (96.08%) تھے۔

فی حصص بنیادی / کمزور آمدنی:

فی حصص بنیادی / کمزور نقصان (0.07)PKR (0.50)PKR:2024

ماحول پر اثرات:

کمپنی کسی ایسی کاروباری سرگرمی میں مصروف نہیں ہے جس کا ماحول پر منفی اثر ہو۔

اخلاقیات اور کاروباری امور کا اسٹیٹمنٹ:

دیانتداری کے ساتھ کارکردگی یونٹ برائڈ زلمیٹڈ میں کام کرنے میں مرکزی حیثیت رکھتی ہے۔ بورڈ آف ڈائریکٹرز نے اخلاقیات اور دیانتداری کے اصول کو تنظیم کے لیے بنیادی قدر کے طور پر اپنایا ہے۔ تمام ملازمین کو اس کے بارے میں مطلع اور آگاہ کیا جاتا ہے اور کاروبار اور ضوابط کے سلسلے میں ان قواعد و ضوابط پر عمل کرنے کی ضرورت ہوتی ہے۔

اہم خطرات اور غیر یقینی صورتحال:

ہستی سے وابستہ بنیادی خطرات میں شامل ہیں:

خطرے کی نوعیت	تفصیل
کاروباری خطرہ	کلیدی پروڈکٹ لائنوں کو بند کرنا: مارکیٹ کی حرکیات یا ریگولیٹری رکاوٹوں کی وجہ سے مخصوص تقسیم کے معاہدوں سے باہر نکلنا، جس کے نتیجے میں آمدنی اور منافع کم ہوتا ہے۔
آپریٹنگ / کاروباری خطرہ	شرح تبادلہ اتار چڑھاؤ: مقامی کرنسی کی قدر میں اتار چڑھاؤ زرمبادلہ کے نقصانات اور درآمدی انوینٹری کی لاگت میں اضافے کا باعث بنتا ہے۔ سپلائی چین میں رکاوٹیں: درآمدی پابندیاں، ریگولیٹری تاخیر، اور پابندیاں اسٹاک کی کمی اور مصنوعات کی دستیابی میں رکاوٹوں کا باعث بنتی ہیں۔ سست انوینٹری ٹرن اوور: صارفین کی توت خرید میں کمی جس کے نتیجے میں اسٹاک کی رفتار کم ہوتی ہے، ہولڈنگ لاگت میں اضافہ ہوتا ہے اور انوینٹری کے متروک ہونے کا زیادہ خطرہ ہوتا ہے۔ متوازی درآمدات سے آمدنی میں کمی: غیر منظم مارکیٹ چینلز منافع کو کم کر رہے ہیں اور بنیادی مصنوعات کی لائنوں کے لیے مارکیٹ شیئر کو کم کر رہے ہیں۔
لیکویڈٹی کا خطرہ	اعلیٰ مالیاتی اخراجات: بڑھتی ہوئی شرح سود اور قرض لینے کے اعلیٰ اخراجات منافع کو متاثر کرتے ہیں، خاص طور پر تقسیم کے کاروبار کی سرمایہ دارانہ نوعیت کے پیش نظر۔ کیش فلو بے میل: وصولیوں میں تاخیر اور کریڈٹ کی توسیع کی شرائط کی وجہ سے غیر متعادل نقد بہاؤ، آپریٹنگ اور سرمایہ کاری کی سرگرمیوں کی بروقت فنانسنگ کو متاثر کرتا ہے۔
ریگولیٹری خطرہ	درآمدی ڈیوٹی اور ٹیرف میں تبدیلیاں: کسٹم کے ضوابط اور ڈیوٹیوں میں بار بار کی جانے والی ترامیم لاگت کے ڈھانچے اور مارجن کو متاثر کرتی ہیں۔ تعمیل کے تقاضوں میں اضافہ: سخت ریگولیٹری تقاضے، بشمول پروڈکٹ سرٹیفیکیشن اور لمبلنگ کے معیارات، جس کی وجہ سے آپریٹنگ اخراجات زیادہ ہوتے ہیں اور سپلائی چین میں تاخیر ہوتی ہے۔

رہسک مینجمنٹ:

کمپنی کا مجموعی رہسک مینجمنٹ پروگرام کمپنی کی کارکردگی پر ممکنہ منفی اثرات کو کم کرنے پر توجہ مرکوز کرتا ہے۔ کمپنی کے خطرے کا مجموعی جائزہ گروپ کی مرکزی کارپوریٹ مینجمنٹ ٹیم کی زیر نگرانی سینئر مینجمنٹ کے ذریعے کیا جاتا ہے، جس کے نتائج بورڈ آف ڈائریکٹرز کے ساتھ شیئر کیے جاتے ہیں۔ خطرے کی شناخت، تشخیص اور انتظامی عمل کمپنی کو درپیش اسٹریٹجک، مالیاتی، تجارتی اور آپریشنل خطرات کی شناخت، جائزہ اور ان سے نمٹنے پر مشتمل ہے۔ خطرے کی تشخیص کی بنیاد پر، کلیدی چیلنجوں کو حل کیا جاتا ہے، اور مواقع کی نشاندہی کی جاتی ہے، کمپنی کے طویل مدتی اسٹریٹجک مقاصد کو حاصل کرنے کے لیے ایکشن پلانز تیار کیے جاتے ہیں اور ان پر عمل درآمد کیا جاتا ہے۔

کاروباری سماجی ذمہ داری:

پچھلے کچھ سالوں میں نقصان اٹھانے کے باوجود، کمپنی نے CSR کے شعبے میں اپنا کردار ادا کرنا جاری رکھا کیونکہ ہم یونائیٹڈ برانڈز میں کاروبار اور معاشرے میں شراکت کے درمیان توازن برقرار رکھنے اور کوشش کرنے پر یقین رکھتے ہیں۔

مندرجہ ذیل ممبران 30 جون 2025 کو بورڈ آف ڈائریکٹرز کا حصہ تھے:

ڈائریکٹرز کی تعداد	ڈائریکٹرز
7	ڈائریکٹرز کی کل تعداد
5	☆ مرد
2	☆ خواتین

ڈائریکٹرز کی تعداد	بورڈ کی تشکیل
2	☆ آزاد ڈائریکٹرز
2	☆ ایگزیکٹو ڈائریکٹرز
3	☆ دیگر غیر ایگزیکٹو ڈائریکٹرز

* 01 جولائی 2025 سے، جناب زبیر زاق پال والا، جو پہلے نان ایگزیکٹو ڈائریکٹر کے طور پر خدمات انجام دے رہے تھے، کو جناب سید ندیم احمد کی جگہ چیف ایگزیکٹو آفیسر مقرر کیا گیا ہے، جو نان ایگزیکٹو ڈائریکٹر کے عہدے پر منتقل ہو گئے ہیں۔

کمپنی	ڈائریکٹرز کے نام	عہدہ
آڈٹ کمیٹی	محترمہ طیبہ رشید محترمہ فائزہ نعیم جناب زبیر زاق پال والا	چیئر پرسن ممبر ممبر
ہومین ریسورس کمیٹی	جناب عبدالصمد جناب سید ندیم احمد جناب زبیر زاق پال والا	چیئر مین ممبر ممبر

* 01 جولائی 2025 سے، جناب سید ندیم احمد کو بطور نان ایگزیکٹو ڈائریکٹر، آڈٹ کمیٹی کا رکن مقرر کیا گیا ہے۔

بورڈ آف ڈائریکٹرز کی میٹنگ:

سال 2025 کے دوران بورڈ کے چار اجلاس منعقد ہوئے اور ان میں مندرجہ ذیل شرکت کی گئی۔

ڈائریکٹرز کے نام	میٹنگ میں حاضری کی تعداد
جناب سید ندیم احمد	4
محترمہ طیبہ رشید	3
محترمہ فائزہ نعیم	4
جناب زبیر رزاق پالوالا	4
جناب عبدالصمد	3
جناب رضوان احمد	4
جناب مولس عبداللہ	3

سال کے دوران بورڈ آف ڈائریکٹرز کے اجلاسوں میں شرکت کے لیے ڈائریکٹرز کو ادائیگی فیس روپے 1.540 ملین (2024: روپے 1.026 ملین)۔

آڈٹ کمیٹی:

کمیٹی تین ممبران پر مشتمل ہے، سبھی نان ایگزیکٹو ڈائریکٹر ہیں اور کمیٹی کا چیئرمین ایک آزاد ڈائریکٹر ہے۔

کمیٹی کی شرائط کا تعین بورڈ آف ڈائریکٹرز نے فہرست سازی کے ضوابط میں فراہم کردہ رہنما خطوط کے مطابق کیا ہے اور کمیٹی کو تعمیل کے لیے مشورہ دیا ہے۔ بورڈ کی آڈٹ کمیٹی کو رپورٹ کرنے والا ایک آزاد آڈٹ فنکشن پوری تنظیم میں خطرات اور کنٹرولز کا جائزہ لیتا ہے۔

سال 2024-25 کے دوران آڈٹ کمیٹی کے چار اجلاس منعقد ہوئے اور ان میں مندرجہ ذیل شرکت کی گئی۔

ممبران	میٹنگ میں حاضری کی تعداد
محترمہ طیبہ رشید	3
محترمہ فائزہ نعیم	4
جناب زبیر رزاق پالوالا	4

ہیومن ریسورس اور معاوضے کی کمیٹی:

کمیٹی تین ارکان پر مشتمل ہے۔ دونوں ایگزیکٹو ڈائریکٹر ہیں اور ایک ایگزیکٹو ہے جس میں کمیٹی کا چیئرمین بھی شامل ہے۔

مالیاتی حسابات اور آڈیٹرز:

کمپنی کے مالی بیانات کا آڈٹ کیا گیا ہے اور آڈیٹرز، اے ایف فرگوسن، چارٹرڈ اکاؤنٹنٹس کے ذریعے قابلیت کے بغیر منظوری دی گئی ہے۔ مزید، موجودہ آڈیٹرز، اے ایف فرگوسن، چارٹرڈ اکاؤنٹنٹس، ریٹائرڈ اور اہل ہونے کے باعث، خود کو دوبارہ تقرری کے لیے پیش کرتے ہیں۔ بورڈ آف ڈائریکٹرز 30 جون 2026 کو ختم ہونے والے سال کے لیے کمپنی کے آڈیٹرز کے طور پر ان کی دوبارہ تقرری کے لیے آڈٹ کمیٹی کی سفارش کی توثیق کرتا ہے، اس فیس پر جو باہمی رضامندی سے ہو۔

بعد از واقعات:

29 اپریل 2025 کو، بورڈ آف ڈائریکٹرز نے 1 جولائی 2025 سے متعلقہ فریق IBL آپریشنز (پرائیویٹ) لمیٹڈ کو چار اضافی کاروباری لائنوں - ہیک، کینڈریل، نوکشیٹیم، اور ہاف سپون کی منتقلی کی منظوری دی۔ منتقلی آپریشنز کا کردار کو بہتر بنانے کے لیے کی گئی تھی۔

منتقلی میں ان کاروباری لائنوں کی انویسٹری اور متعلقہ ملازمین دونوں شامل تھے۔

پروویڈنٹ فنڈ کی سرمایہ کاری پروپیلو:

30 جون 2025 کے مالیاتی بیانات کے مطابق پروویڈنٹ فنڈ کی سرمایہ کاری کی مناسب قیمت 16.030 PKR ملین ہے (30 جون 2024 13.977 ملین ہے)۔

کارپوریٹ اور مالیاتی رپورٹنگ کا فریم ورک:

- ☆ کمپنی کی انتظامیہ کی طرف سے تیار کردہ مالیاتی بیانات، اس کی حالت، اس کے کام کے نتائج، نقد بہاؤ اور ایکویٹی میں ہونے والی تبدیلیوں کو پیش کرتے ہیں۔
- ☆ 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۔
- ☆ مالیاتی گوشوارے بین الاقوامی مالیاتی رپورٹنگ کے معیارات کے مطابق تیار کیے جاتے ہیں، جیسا کہ پاکستان میں لاگو ہوتا ہے۔
- ☆ کمپنی ایک مضبوط اندرونی کنٹرول سسٹم کو برقرار رکھتی ہے جو کسی بھی مادی غلط بیانی یا نقصان کے خلاف معقول یقین دہانی کراتی ہے۔ اندرونی کنٹرول کا باقاعدگی سے جائزہ لیا جاتا ہے۔ اسے بورڈ کی آڈٹ کمیٹی نے وضع کیا ہے اور ضرورت کے مطابق اپ ڈیٹ کیا گیا ہے۔
- ☆ جاری تشویش کے طور پر جاری رکھنے کی کمپنی کی صلاحیت پر کوئی خاص شک نہیں ہے۔
- ☆ کوڈ آف کارپوریٹ گورننس کے بہترین طریقوں سے کوئی مادی رخصتی نہیں ہوئی ہے جیسا کہ فہرست سازی کے ضوابط میں تفصیل سے بتایا گیا ہے۔

مستقبل پر ایک نظر:

پاکستان میں اقتصادی ماحول مسلسل اہم چیلنجز پیش کر رہا ہے، جس میں کاروبار کرنے کے بڑھتے ہوئے اخراجات اور محدود ڈسپوز ایبل آمدنی کے باعث صارفین کے رویے میں تبدیلی شامل ہے۔ ان میکرو اکنامک عوامل نے ہماری مالی کارکردگی کو متاثر کیا ہے، جیسا کہ محصول اور منافع میں حالیہ کمی کا ثبوت ہے۔ تعاون کرنے والے عناصر میں ایندھن، افادیت اور مزدوری کے بڑھتے ہوئے اخراجات کے ساتھ ساتھ ضروری اسٹاک کی محدود دستیابی، قیمتوں میں اتار چڑھاؤ، ٹیکس میں اضافہ — خاص طور پر غیر ضروری اشیاء پر — شامل ہیں۔

ان چیلنجوں کے باوجود، ہم صارفین اور لاجسٹکس کے شعبوں میں ترقی کی صلاحیت کے بارے میں پرامید ہیں۔ ہماری کمپنی حکمت عملی کے مطابق نئے مقامی کھاتوں کا تعاقب کرتے ہوئے اپنی آمدنی کے سلسلے کو متنوع بنانے پر مرکوز ہے، جس سے درآمدی سرگرمیوں میں کمی کے اثرات کو کم کرنے میں مدد ملے گی۔ بورڈ آف ڈائریکٹرز مقامی شراکت داریوں اور ابھرتی ہوئی مارکیٹ کے مواقع سے فائدہ اٹھانے کے لیے اس اسٹریٹجک محور کی مکمل حمایت کرتا ہے۔

ہمیں یقین ہے کہ ایک فعال نقطہ نظر کے ساتھ، ہم شیئر ہولڈرز کی قدر کو بڑھا سکتے ہیں اور اپنے صارفین کو اعلیٰ خدمات فراہم کر سکتے ہیں۔ ہم ان پیچیدگیوں کو نیوگیٹ کرتے ہوئے اور پائیدار ترقی کے لیے کوشاں رہتے ہوئے تمام اسٹیک ہولڈرز کی مسلسل حمایت اور اتحاد کے لیے ان کا شکریہ ادا کرنا چاہیں گے۔

ہم اس موقع سے اپنے ملازمین کا کمپنی کے نتائج کے حصول میں مسلسل تعاون کے لیے شکریہ ادا کرتے ہیں۔

شیئر ہولڈنگ کی معلومات:

کمپنی کے حصص کی تجارت پاکستان اسٹاک ایکسچینج میں ہوتی ہے۔ ڈائریکٹرز، سی ای او، کمپنی سیکرٹری اور سی ایف او اور ایگزیکٹوز، ان کی شریک حیات اور نابالغ بچوں نے مندرجہ ذیل ڈائریکٹر کے علاوہ کمپنی کے حصص میں کوئی تجارت نہیں کی:

Name	Shares Disposed
Mr. Zubair Razzak Palwala	2,500



رضوان احمد
ڈائریکٹر



زبیر رزاق پالوالا
چیف ایگزیکٹو آفیسر

کراچی

۲ اکتوبر ۲۰۲۵ء

INDEPENDENT AUDITOR'S REPORT**To the members of United Brands Limited****Opinion**

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

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

Basis for Opinion

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

Key Audit Matter

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



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■ KARACHI ■ LAHORE ■ ISLAMABAD



Following is the Key audit matter:

S. No.	Key Audit Matter	How the matter was addressed in our audit
(i)	<p>Revenue from contracts with customers</p> <p><i>(Refer notes 3.13 and 17 to the annexed consolidated financial statements)</i></p> <p>The Group recognises revenue when control of the underlying products has been transferred to the customers.</p> <p>We considered revenue as a key audit matter due to revenue being one of the key performance indicators of the Group. In addition, revenue was also considered as an area of significant audit risk as part of the audit process.</p>	<p>Our audit procedures in respect of recognition of revenue, amongst others, included the following:</p> <ul style="list-style-type: none">• understood and evaluated the design, implementation and operating effectiveness of controls over revenue;• assessed the appropriateness of the Group's revenue recognition accounting policies by comparing with applicable accounting and reporting standards;• performed verification of revenue transactions, sales return and discounts on sample basis;• performed revenue analysis including month on month analysis, year on year analysis, business line wise analysis, etc. and inquired unusual fluctuations, if any;• performed cut-off procedures on sample basis to ensure sales have been recorded in the correct period; and• reviewed the adequacy of the disclosures made by the Group in the enclosed consolidated financial statements in this aspect, in accordance with applicable accounting and reporting standards.

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

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

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

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

Board of Directors is responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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





- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Junaid Mesia.

A.F. Ferguson & Co.
Chartered Accountants
Karachi

Date: October 6, 2025

UDIN: AR202510611yXG7sez29

UNITED BRANDS LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT JUNE 30, 2025

	Note	2025	2024
(Rupees in '000')			
ASSETS			
Non-current assets			
Property and equipment	4	17,411	13,302
Deferred taxation	6	13,495	-
Long-term deposits	7	4,685	13,963
		35,591	27,265
Current assets			
Inventories		549,562	634,144
Trade and other receivables	8	597,190	832,190
Prepayments, deposits and advances	9	51,296	39,207
Taxation - payments less provision	10	45,014	22,116
Sales tax refunds due from Government - net		16,360	9,668
Accrued interest	11	305	551
Cash and bank balances	12	118,558	96,822
		1,378,285	1,634,698
Total assets		1,413,876	1,661,963
EQUITY AND LIABILITIES			
Share capital and reserves			
Issued, subscribed and paid-up capital	13	918,000	918,000
Accumulated losses		(941,008)	(934,596)
		(23,008)	(16,596)
Current Liabilities			
Trade and other payables	14	1,361,651	1,578,133
Short-term borrowings	15	74,002	98,108
Accrued mark-up		878	1,965
Unclaimed dividend		353	353
		1,436,884	1,678,559
Total liabilities		1,436,884	1,678,559
Contingencies and commitments	16		
Total equity and liabilities		1,413,876	1,661,963

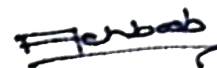
The annexed notes from 1 to 38 form an integral part of these consolidated financial statements.



Zubair Razzak Palwala
Chief Executive Officer



Rizwan Ahmed
Director



Mehboob Yasin
Chief Financial Officer


UNITED BRANDS LIMITED
CONSOLIDATED STATEMENT OF PROFIT OR LOSS ACCOUNT AND OTHER
COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2025

	Note	2025	2024
		(Rupees in '000')	
Revenue from contracts with customers	17	2,660,444	2,434,877
Cost of sales and services	18	(2,247,676)	(2,052,834)
Gross profit		412,768	382,043
Marketing and distribution expenses	19	(212,272)	(237,119)
Administrative and general expenses	20	(85,384)	(94,791)
Recognition of loss allowance on trade receivables	9.1.4	(59,120)	(13,422)
Other operating expenses	21	(48,225)	(6,628)
Profit from operations		7,767	30,083
Other income	22	21,487	16,988
Finance costs	23	(20,427)	(39,690)
Profit before levies and income tax		8,827	7,381
Levies - minimum tax	24	(51,261)	(45,622)
Loss before income tax		(42,434)	(38,241)
Income tax expense	25	36,022	(7,678)
Loss for the year after taxation		(6,412)	(45,919)
Other comprehensive income		-	-
Total comprehensive loss for the year		(6,412)	(45,919)
		(Rupees)	
Loss per share - Basic and diluted	26	(0.07)	(0.50)

The annexed notes from 1 to 38 form an integral part of these consolidated financial statements.


Zubair Razzak Palwala
Chief Executive Officer


Rizwan Ahmed
Director


Mehboob Yasin
Chief Financial Officer

UNITED BRANDS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED JUNE 30, 2025

	Issued, subscribed and paid up capital	Reserves Revenue Accumulated loss	Total Equity
	(Rupees 000)		
Balance as at July 01, 2023	918,000	(888,677)	29,323
Loss for the year ended June 30, 2024	-	(45,919)	(45,919)
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year ended June 30, 2024	-	(45,919)	(45,919)
Balance as at June 30, 2024	918,000	(934,596)	(16,596)
Loss for the year ended June 30, 2025	-	(6,412)	(6,412)
Other comprehensive income for the year	-	-	-
Total comprehensive loss for the year ended June 30, 2025	-	(6,412)	(6,412)
Balance as at June 30, 2025	918,000	(941,008)	(23,008)

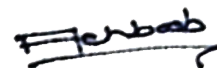
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Zubair Razzak Palwala
Chief Executive Officer



Rizwan Ahmed
Director



Mehboob Yasin
Chief Financial Officer

UNITED BRANDS LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2025

	Note	2025	2024
(Rupees in '000')			
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from operations	27	113,355	242,165
Increase in long-term deposits		9,278	(3,976)
Income tax and levies paid		(51,632)	(42,876)
Finance costs paid		(18,409)	(49,663)
Net cash generated from operating activities		52,592	145,650
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment for acquisition of property and equipment		(10,843)	(5,566)
Interest income received		4,093	4,923
Net cash used in investing activities		(6,750)	(643)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of short term financing		(24,106)	(157,655)
Net cash used in financing activities		(24,106)	(157,655)
Net increase / (decrease) in cash and cash equivalents		21,736	(12,648)
Cash and cash equivalents at the beginning of the year		64,730	77,378
Cash and cash equivalents at the end of the year	28	86,466	64,730

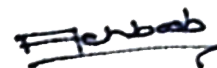
The annexed notes from 1 to 38 form an integral part of these consolidated financial statements.



Zubair Razzak Palwala
Chief Executive Officer



Rizwan Ahmed
Director



Mehboob Yasin
Chief Financial Officer

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

1. CORPORATE AND GENERAL INFORMATION

1.1 The Group consists of: Holding Company - United Brands Limited (the Holding Company)

The Holding Company was incorporated in Pakistan on March 13, 1965 as Batlay Match Industries Limited under the repealed Companies Act, 1913. The Holding Company was renamed as UDL Industries Limited on March 16, 1987 under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). The Holding Company was again renamed as United Brands Limited, a public limited Company on April 5, 2006 under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). The shares of the Holding Company are quoted on the Pakistan Stock Exchange.

International Brands (Private) Limited which have a Holding Company structure, holds 96.08% in the Holding Company, which is also the Holding Company's ultimate parent. The registered office of the Ultimate Parent Company is situated at 3rd floor, One IBL Centre, Plot no. 1, Block 7 & 8, Delhi Mercantile Co-operative Housing Society, Tipu Sultan Road, Off Shahrah-e-faisal, Karachi.

The principal activities of the Holding Company are trading and distribution of consumer goods and allied products.

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

- Registered office of the Holding Company is situated at 2nd Floor, One IBL Center, Block No. 7 & 8, Delhi Mercantile Muslim Cooperative Housing Society, Main Shahrah-e-Faisal, Karachi; and

- The Holding Company has various sale offices and distribution warehouses. Detailed list is provided below:

SALES OFFICES

Bahawalpur
Faisalabad

Gujranwala
Hyderabad
Islamabad
Karachi

Lahore

Multan
Peshawar
Quetta

Sukkur

ADDRESSES

Plot No. 73-74/A, Small Industrial Area Estate, Multan Road, Near NBP, Bahawalpur.
Plot No. 387,388, Amin Town, Askari Road Near Educators School, West Canal Road, IBL Faisalabad.
8 KM G.T Road , G Mangolia Housing Society, IBL Gujranwala.
Plot # A-10-H, Near Bolevard Mall, SITE Area, IBL Hyderabad
Plot No. 65 & 66, Street 13, I/9-2, Industrial Area, IBL Islamabad.
Plot # L-16 A, Block-22, FB Industrial Area, IBL Karachi
Plot # 56, Sector 7, Sharifabad Near Leather Market, Korangi industrial area Karachi.
131/3, Quaid-e-Azam Industrial Estate Gate - 4, Near Fine Chowk, Kot Lakhpat, IBL Lahore
Plot No.590, 591 Jahangirabad NLC Chowk Main G.T Road, IBL Multan.
Jhagra Stop, Near Jhagra Gattering Hall, G.T. Road, IBL Peshawar.
Plot # 869 Killi Gul Muhammad, Muslimabad, Opposite TCS Office, Adjacent Taqwa Masjid, Off: Airport Road, IBL Quetta.
Plot No. A - 3, Golimar Area, Near Khabrain Newspaper Press, IBL Sukkur.

DISTRIBUTION WAREHOUSES ADDRESSES

Karachi - National Warehouse
Lahore-National Warehouse

Karachi

Plot # 56, Sector 7, Sharifabad Near Leather Market, Korangi industrial area Karachi.
32 Km, Multan road, Lahore maraka loharan wala khu, near Al-Hamad marriage hall.
IBL lahore national warehouse.
Plot # 60-61, Sector 7/A, Korangi Industrial Area, Karachi.

Subsidiary companies are companies in which the Holding Company owns over 50% of voting rights or companies directly or indirectly controlled by the Holding Company. As at June 30, 2025, the Holding Company owns 100% ordinary shares of IBL Logistics (Private) Limited

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

Subsidiary Company - IBL Logistics (Private) Limited (the Subsidiary Company)

The Subsidiary Company is a private limited company incorporated and registered under the Companies Act, 2017 on April 23, 2018.

The principal activities of the Subsidiary Company comprises primarily of transportation and warehousing, trading and distribution of goods and assembling of electrical goods.

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

- The registered office of the Subsidiary Company is situated at 2nd Floor, One IBL Center, Block No. 7 & 8, Delhi Mercantile Muslim Cooperative Housing Society, Main Shahrah-e-Faisal, Karachi;
- The Company has various sale offices and distribution warehouses. Detailed list is provided below :
- The Company has a warehouse situated at Near Broadway School Pepsi Stop Harbanpura Road, Lahore.
- The Company has a warehouse situated at RB 214 Dhudhanwala Ghaziabad Near Machli Form Stop Lower Canal Road, Jarranwala Road, Faisalabad.
- The Company has a sales office situated at Plot# C-126 , sector 6-F, Mehran Town Korangi,Karachi.

1.2 During the current year, the Group has incurred a net loss of Rs. 42.43 million (2024: Rs. 38.24 million). As at June 30, 2025, the Group has a negative equity of Rs. 23.01 million (2024: Rs. 16.6 million) and the current liabilities exceeded the current assets by Rs. 58.60 million (2024: Rs. 43.86 million). These conditions cast significant doubt on the Group's ability to continue as a going concern. In this connection, the Board of Directors of the Company have evaluated the business relationships of the Group and have discontinued business with certain principals which were not yielding sufficient profits for the Group as more fully explained in note 35 of these consolidated financial statements. Moreover, the Group has been closely monitoring the cash flows and forecasts on a monthly basis. Management has performed analysis over their cash flow forecast to factor in the impact of a decline in both revenue and collection from customers. Furthermore, the Group will continue to receive cashflow support for at least the next twelve months from the date of issuance of these consolidated financial statements, if needed, from the Ultimate Parent Company. Based on above analysis and support from the Ultimate Parent Company, the management has adequate financing lines to be able to maintain liquidity in order to repay its creditors in the foreseeable future. Accordingly, the management has prepared these consolidated financial statements on a going concern basis, which assumes the realisation of assets and the satisfaction of liabilities in the normal course of business.

2 BASIS OF PREPARATION

2.1 Statement of compliance

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

- International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017;
- Islamic Financial Accounting Standards (IFAS) issued by Institute of Chartered Accountants of Pakistan (ICAP) as are notified under Companies Act 2017; and
- Provisions of and directives issued under the Companies Act, 2017.

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

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 PREPARATION

i) Subsidiaries

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than 50% of the voting rights. The existence and effect of potential voting right that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Further, the Group also considers whether:

- it has power to direct the relevant activities of the subsidiaries;
- is exposed to variable returns from the subsidiaries; and
- decision making power allows the Group to affects its variable returns from the subsidiaries.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are derecognised from the date the control ceases. These consolidated financial statements include United Brands Limited (the Holding Company) and IBL Logistics (Private) Limited (the Subsidiary Company).

The financial statements of the subsidiaries have been consolidated on a line by line basis. Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses (unrealised) are also eliminated. Accounting policies of subsidiaries are consistent with the policies adopted by the Group.

Where the ownership of a subsidiary is less than hundred percent and therefore, a non controlling interest (NCI) exists, the NCI is allocated its share of the total comprehensive income of the year, even if that results in a deficit balance.

ii) Transactions and non-controlling interests

The Group treats transactions with NCI that do not result in loss of control as transactions with equity owners of the Group. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to NCI are also recorded in equity.

2.3 Basis of measurement

These consolidated financial statements have been prepared under the historical cost convention except for certain items as disclosed in the relevant accounting policies below.

2.4 Functional and presentation currency

These consolidated financial statements are presented in Pakistani Rupees, which is the Group's functional and presentation currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

2.5 Use of estimates and judgements

The preparation of financial statements in conformity with accounting and reporting standards, as applicable in Pakistan, requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets, liabilities, income and expenses.

The estimates underlying the assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

expectations of future events 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 management has made the following estimates which are significant to the consolidated financial statements:

- i. Property and equipment (Note 3.1)
- ii. Inventories (Note 3.3)
- iii. Provisions (Note 3.9)
- iv. Current and deferred income taxes (Note 3.11)
- v. Expected credit loss (Note 3.17)

2.6 Changes in accounting standards, interpretations and pronouncements

a) Standards and amendments to accounting and reporting standards that are effective during the current year

There are certain amendments and interpretations to the accounting and reporting standards which are mandatory for the Group's annual accounting period which began on July 01, 2024. However, these do not have any significant impact on the Group's financial reporting and have not been detailed in these consolidated financial statements.

b) Standards and amendments to accounting standards that are not yet effective

There is a standard and certain other amendments to the accounting and reporting standards that will be mandatory for the Group's annual accounting periods beginning on or after July 01, 2025. The following amendments and standard have not been early adopted by the Company:

IFRS 18 'Presentation and Disclosure in Financial Statements' (IFRS 18) (effective January 1, 2027):

A new standard on presentation and disclosure in financial statements, with a focus on updates to the statement of profit or loss is being introduced. The key new concepts introduced in IFRS 18 relate to:

- the structure of the statement of profit or loss;
- required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and
- enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.

Amendment to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments (effective January 1, 2026):

These amendments:

- clarify the requirements for the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
- add new disclosures for certain instruments with contractual terms that can change cashflows (such as some instruments with features linked to the achievement of Environment, Social and Governance (ESG) targets); and
- make updates to the disclosures for equity instruments designated at Fair Value through Other Comprehensive Income (FVOCI).

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

Other than above, there are standards and certain amendments to accounting and reporting standards that are not yet effective and have not been early adopted by the Company for the financial year beginning on July 01, 2025. Such standards and amendments are not expected to have any significant impact in the Company's financial reporting and, therefore, have not been presented in these financial statements.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policies and methods of computations adopted in the preparation of these consolidated financial statements set out below have been applied consistently to all the periods presented in these consolidated financial statements, except as stated otherwise.

3.1 Property and equipment

These are initially recognised at cost and are subsequently carried at cost less accumulated depreciation and impairment losses (if any) except capital work-in-progress which is stated at cost.

Capital work-in-progress consists of expenditure incurred and advances made in respect of tangible and intangible assets in the course of their construction and installation. Transfers are made to relevant operating assets category as and when assets are available for use.

Depreciation is charged to income using the straight-line method whereby the cost of an asset is written off over its estimated useful life at the rates stated in note 4.1 to the consolidated financial statements. Depreciation on acquisition is charged from the month of addition whereas no depreciation is charged in the month of disposal. Asset's residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The carrying value of operating assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists and where the carrying values exceeds the estimated recoverable amount, the assets are written down to their recoverable amounts.

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

Gains and losses on disposal

Gains and losses on disposal of fixed assets are included in the consolidated statement of profit or loss and other comprehensive income.

3.2 Intangible assets

An intangible asset is recognised if it is probable that future economic benefits attributable to the asset will flow to the Group and that the cost of such asset can be measured reliably. These are stated at cost less accumulated amortisation and impairment, if any.

Computer software licenses are capitalised on the basis of cost incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful life using the straight line method.

The carrying values of intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists and where the carrying value exceeds the estimated recoverable amount, the assets are written down to their recoverable amount.

3.3 Inventories

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

These are valued at the lower of cost and net realisable value. Raw and packing material and finished goods of trading stock are valued using first-in first-out method. Cost of finished goods manufactured comprise of direct costs including toll manufacturing charges and other cost incurred in bringing the inventories to their present location and condition. Provision is recorded for expired goods and for obsolescence is made where necessary and recognised in consolidated statement of profit or loss and other comprehensive income.

Net realisable value signifies the estimated selling price in the ordinary course of business less the estimated cost necessary to make the sale.

Stock in transit is valued at cost comprising invoice value plus other charges incurred thereon.

3.4 Trade and other receivables

Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing component when they are recognised at fair value. They are subsequently measured at amortised cost using the effective interest method, less loss allowance. Refer note 3.17 for a description of the Group's impairment policies.

3.5 Cash and cash equivalents

Cash and cash equivalents are carried in the unconsolidated statement of financial position at cost. For the purposes of the unconsolidated statement of cash flows, cash and cash equivalents comprise of cash in hand, balances with banks, cash and cheques held at branches and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

3.6 Share capital

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

3.7 Trade and other payables

Liabilities for trade and other payables are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received whether billed to the Group or not.

3.8 Contingent liabilities

Contingent liability is disclosed when:

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

3.9 Provisions

Provisions are recognised when the Group has a legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimates.

3.10 Contract Liabilities

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

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

3.11 Taxation

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

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

i. Current

The charge for current taxation is based on the taxable income for the year, determined in accordance with the prevailing law for taxation of income using prevailing tax rates after taking into account tax credits and rebates available, if any.

ii. Deferred

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

iii. Levies

Tax charged under Income Tax Ordinance, 2001 which is not based on taxable income or any amount paid / payable in excess of the calculation based on taxable income or any minimum tax which is not adjustable against future income tax liability is classified as levy in the consolidated statement of profit or loss as these levies fall under the scope of IFRIC 21 / IAS 37.

3.12 Employee benefits

i. Defined contribution plan

The Group operates recognised and unrecognised provident funds for its eligible and permanent employees. Equal monthly contributions are made both by the Group and the employees at the rate of 10% of basic salary. The Group

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has no further payment obligations once the contributions have been paid. The contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

ii. Leave encashment - compensated absences

The Group accounts for employees' leave encashment at the end of each year on the basis of 11 days of unavailed leave balance of each employee. The liability recognised in this respect is based on one half of the employee's last drawn basic salary.

3.13 Revenue recognition

Sale of goods

Sales return are recognised as deduction from revenue on terms on arrangement with customer.

The Group offers discounts to customers as part of its normal course of business to encourage sales of the products. Discounts are recorded as a reduction of revenue of the Group.

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

Rendering of services

Revenue from transportation and warehousing services is recognised in the accounting period in which the services are rendered.

No element of financing is deemed present as the services are rendered with a credit term of 15 days, which is consistent with the market practice.

3.14 Borrowings and their cost

Borrowings are recognised initially at fair value net of transaction cost incurred and subsequently at amortised cost using the effective interest method.

Borrowing costs are recognised as an expense in the period in which these are incurred except to the extent of borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, which are assets that necessarily take a substantial period of time to get ready for their intended use when the borrowing costs are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. Such borrowing costs are capitalised as part of the cost of that asset.

Borrowings payable within next twelve months are classified as current liabilities.

3.15 Foreign currency transactions and translation

Transactions in foreign currencies are accounted for in Pakistan Rupees at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities in foreign currencies, if any, as at the reporting date are translated into Pakistan Rupees using the exchange rates prevailing at the reporting date. Exchange gains and losses, if any, are included in the consolidated statement of profit or loss and other comprehensive income.

3.16 Dividend distribution

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

3.17 Financial Instruments - Initial recognition and subsequent measurement

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Initial recognition

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

Classification of financial assets

The Group classifies its financial assets in the following categories:

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

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

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

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

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

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

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

Classification of financial liabilities

The Group classifies its financial liabilities in the following categories:

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

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

Subsequent measurement

i) Financial assets at FVTOCI

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

ii) Financial assets and liabilities at amortised cost

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

iii) Financial assets and liabilities at FVTPL

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

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

Impairment of financial asset

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

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

Loss allowance for trade receivables are always measured at an amount equal to life time ECLs. The expected loss rates are based on the payment profiles of sales over a period of 36 months before June 30, 2025 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the debts. The Company has identified the Gross Domestic Product (GDP) and the inflation rate of the country and accordingly adjusts the historical loss rates based on expected changes in these factors. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Significant Increase in Credit Risk refers to a notable deterioration in the creditworthiness of a financial asset since its initial recognition. The Group considers a financial asset in default when it is more than 90 days past due.

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

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

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group individually makes an assessment with respect to the timing and amount of write off based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for the recovery of amounts due.

Non-derivative financial assets

All non-derivative financial assets are initially recognised on trade date i.e. date on which the Group becomes party to the

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respective contractual provisions. Non-derivative financial assets comprise loans and receivables that are financial assets with fixed or determinable payments that are not quoted in active markets and include trade receivables, deposits, advances, other receivables and cash and cash equivalents.

Derecognition

i) Financial assets

The Group derecognises financial assets only when the contractual rights to cash flows from the financial assets expire or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying value and the sum of the consideration received and receivable is recognised in consolidated statement of profit or loss and other comprehensive income.

In addition, on derecognition of an investment in a debt instrument classified as FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to consolidated statement of profit or loss and other comprehensive income. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to consolidated statement of profit or loss and other comprehensive income, but is transferred to consolidated statement of changes in equity.

ii) Financial liabilities

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

3.18 Off-setting of financial assets and liabilities

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

3.19 Method of preparation of statement of cashflows

The consolidated statement of cashflows is prepared using indirect method.

3.20 Earnings / (loss) per share

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

4. PROPERTY AND EQUIPMENT

Operating assets - note 4.1

2025	2024
(Rupees '000)	
17,411	13,302

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4.1 Operating assets

	Leasehold Improvements	Machinery	Furniture and Fittings	Office and other Equipments	Total
(Rupees '000)					
Net carrying value basis Year ended June 30, 2025					
Opening net book value (NBV)	939	3,358	1,425	7,580	13,302
Additions (at cost)	-	-	628	10,215	10,843
Depreciation charge - note 4.3	(142)	(3,358)	(718)	(2,516)	(6,734)
Closing net book value (NBV)	797	-	1,335	15,279	17,411
Gross carrying value basis At June 30, 2025					
Cost	3,141	8,492	5,019	36,915	53,567
Accumulated depreciation	(2,344)	(8,492)	(3,684)	(21,636)	(36,156)
Net book value (NBV)	797	-	1,335	15,279	17,411
Net carrying value basis Year ended June 30, 2024					
Opening net book value (NBV)	1,080	3,358	1,856	3,409	9,703
Additions (at cost)	-	-	26	5,540	5,566
Depreciation charge - note 4.3	(141)	-	(457)	(1,369)	(1,967)
Closing net book value (NBV)	939	3,358	1,425	7,580	13,302
Gross carrying value basis At June 30, 2024					
Cost	3,141	8,492	4,391	26,700	42,724
Accumulated depreciation	(2,202)	(5,134)	(2,966)	(19,120)	(29,422)
Net book value (NBV)	939	3,358	1,425	7,580	13,302
Annual rate of Depreciation %	10	20	10	20	

4.2 Machinery items represent moulds and cylinders having net book value of Nil million (2024: Rs. 3.35 million) and Nil (2024: Nil) respectively and cost of Rs. 7.7 million (2024: Rs. 7.7 million) and Rs. 0.75 million (2024: Rs. 0.75 million), which are located at premises of Afeef Packages (Private) Limited and Fazleesons (Private) Limited respectively.

4.2 Depreciation for the year has been allocated as follows:

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4.3 Depreciation for the year has been allocated as follows:

Cost of services - note 18.3
Marketing and distribution expenses - note 19
Administrative and general expenses - note 20

2025

2024

(Rupees '000)

1,675	1,172
4,576	175
483	620
<u>6,734</u>	<u>1,967</u>

5. INTANGIBLE ASSETS

Computer software - note 5.1

5.1 Computer software

Net carrying value basis

Opening net book value
Amortisation charge
Net book value

-	5
-	(5)
<u>-</u>	<u>-</u>

Gross carrying value basis

Cost
Accumulated amortisation

1,802	1,802
(1,802)	(1,802)

Net book value

<u>-</u>	<u>-</u>
----------	----------

Useful life in years

3 to 5	3 to 5
---------------	--------

6. DEFERRED TAX ASSET

6.1 Deferred tax asset comprises deductible temporary differences in respect of the following:

	2025			2024		
	Balance as at July 01	Recognized in profit or loss (Note 23)	Balance as at June 30	Balance as at July 01	Recognized in profit or loss (Note 23)	Balance as at June 30
	----- Rupees '000 -----					
Deductible temporary differences						
- accelerated tax depreciation allowances	-	(200)	(200)	-	-	-
- provision for slow moving inventories	-	(5,970)	(5,970)	-	-	-
- provision for doubtful receivables	-	(7,325)	(7,325)	-	-	-
	<u>-</u>	<u>(13,495)</u>	<u>(13,495)</u>	<u>-</u>	<u>-</u>	<u>-</u>

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6.2 The amount of benefit is determined, based on the financial projections of the Company for future years. The determination of future taxable profit is most sensitive to certain key assumptions such as capacity utilisation, gross margin percentage, inflation and KIBOR rates. Any significant change in the key assumption may have an effect on the realisability of the deferred tax asset.

7. LONG-TERM DEPOSITS

This includes security deposit paid against various warehouses obtained on rental basis.

	2025	2024
	(Rupees '000)	
7. INVENTORIES		
Raw and packaging materials	152,304	125,240
Finished goods - manufactured	2,216	3,524
Finished goods - assembled	4,775	2,845
Trading goods -In hand	373,242	500,174
-In transit	17,025	2,361
	<u>549,562</u>	<u>634,144</u>

7.1 As at June 30 2025, stock of finished products has been written down by Rs. 1.07 million (2024 : Nil) to arrive at its net realisable value of Rs. 1.60 million (2024 : Nil).

	2025	2024
	(Rupees '000)	
8. TRADE AND OTHER RECEIVABLES		
Trade receivables - note 9.1	471,144	696,002
Other receivables - note 9.2	126,046	136,188
	<u>597,190</u>	<u>832,190</u>
9.1 Trade receivables		
Unsecured - Considered good		
Due from Related party - note 9.1.1	94,851	292,583
Others - note 9.1.3	473,735	455,462
	<u>568,586</u>	<u>748,045</u>
Less: Allowance for expected credit loss - note 9.1.4	<u>(97,441)</u>	<u>(52,043)</u>
	<u>471,144</u>	<u>696,002</u>

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9.1.1 As at June 30, 2025, age analysis of trade receivables from related parties is as follows:

Name of related party	Gross amount due	Past due amount	Provision for doubtful receivables	Reversal of provision for doubtful receivables	Amount due written off	Net amount due	Maximum amount outstanding at any time during the year
				Rupees '000			
Year ended June 30, 2025							
The Searle Company Limited	77,911	52,652	-	-	-	77,910	276,610
IBL Health Care Limited	7,524	3,815	-	-	-	7,524	11,061
United Retail (Private) Limited	4,972	57	-	-	-	4,972	6,219
Universal Retail (Private) Limited	4,444	2,216	-	-	-	4,444	2,359
	94,851	58,740	-	-	-	94,851	296,249
Year ended June 30, 2024							
The Searle Company Limited	257,344	236,954	-	-	-	257,344	262,693
IBL Health Care Limited	4,198	3,848	-	-	-	4,198	13,657
The Searle Pakistan Limited	23,576	21,403	-	-	-	23,576	23,576
United Retail (Private) Limited	5,106	3,059	-	-	-	5,106	5,106
Universal Retail (Private) Limited	2,359	2,359	-	-	-	2,359	2,612
	292,583	267,623	-	-	-	292,583	307,644

9.1.1.1 As at June 30, 2025, age analysis of trade receivables from related parties is as follows:

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	2025	2024
	(Rupees '000)	
Not yet due		
Past due		
- Less than 30 days	36,111	24,169
- 31 to 90 days	2,921	23,612
- 91 to 360 days	24,504	41,124
- Older than 360 days	21,499	175,938
	9,815	27,740
	<u>94,851</u>	<u>292,583</u>

9.1.2 The maximum aggregate amount of receivable outstanding at any time at the end of any month during the year is Rs. 866.03 million.

9.1.3 As at June 30, 2025, the age analysis of these trade receivables is as follows:

	2025	2024
	(Rupees '000)	
Not yet due		
Past due		
- Less than 30 days	187,396	194,417
- 31 to 90 days	24,241	137,546
- 90 to 360 days	68,630	63,902
- More than 360 days	141,300	36,427
	52,787	23,170
	<u>286,958</u>	<u>261,045</u>
	<u>474,354</u>	<u>455,462</u>

9.1.4 Allowance for expected credit losses

Balance as at July 01	52,043	38,621
Recognition of expected credit losses charge during the year - net	59,119	13,422
Written-off against loss allowance	(13,721)	-
Balance as at June 30	<u>97,441</u>	<u>52,043</u>

9.2 Other receivables - unsecured Considered good

Related parties - notes 9.2.1 & 9.2.3	30,486	41,582
Others - note 9.2.2	95,560	94,606
	<u>126,046</u>	<u>136,188</u>

9.2.1 This represents amount receivable from IBL Healthcare Limited amounting to Rs. 8.93 million (2024: Rs. 20.7 million) in respect of claims, discounts and bonus relating to sales of Canderel, amount receivable from Searle Company Limited amounting to Rs. 0.14 million (2024: Rs 1.3 million) in respect of salaries and entertainment expense claims and amount receivable from Universal (Private) Limited amounting to Rs. 21.4 million (2024: Rs. 19.5 million) in respect of warehousing expenses paid on behalf of the associated company.

9.2.2 This represents receivable from principals in respect of stock claims, expenses and others.

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9.2.3 As at June 30, 2025, age analysis of other receivables from related party is as follows:

Name of related party	Gross amount due	Past due amount	Provision for doubtful receivables	Reversal of provision for doubtful receivables	Amount due written off	Net amount due	Maximum amount outstanding at any time during the year
----- Rupees in '000 -----							
Year ended June 30, 2025							
Universal Retail (Private) Limited	21,408	21,408	-	-	-	21,408	21,408
The Searle Compnay Limited	143	143	-	-	-	143	1,256
IBL HealthCare Limited	8,935	3,796	-	-	-	8,935	31,580
	30,486	25,347	-	-	-	30,486	54,244
Year ended June 30, 2024							
Universal (Private) Limited	19,534	19,534	-	-	-	19,534	19,534
The Searle Compnay Limited	1,256	1,256	-	-	-	1,256	1,256
IBL HealthCare Limited	20,792	20,792	-	-	-	20,792	20,792
	41,582	41,582	-	-	-	41,582	41,582

10. PREPAYMENTS , DEPOSITS AND ADVANCES

Prepayments and deposits - note 10.1
Advances - note 10.2

10.1 Prepayments and deposits

Prepayments - unsecured
Prepaid rent
Deposit against letter of credit - note 9.1.1

2025	2024
(Rupees '000)	
5,215	14,634
46,081	24,573
51,296	39,207
170	2,543
5,045	3,391
-	8,700
5,215	14,634

9.1.1 This represents amount paid to a commercial bank against letter of credit as per the BPRD Circular No 02 of 2017 issued by SBP under the Banking Companies Ordinance, 1962 for the import of goods.

10.2. Advances - unsecured - note 10.2.1

Advance to suppliers - note 10.2.2
Advance to employees
Others - note 10.2.3

2025	2024
(Rupees '000)	
37,080	13,768
2,035	1,279
6,966	9,526
46,081	24,573

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10.2.1 These advances do not carry any mark up arrangement.

10.2.2 This amount pertains to an advance maintained with Pakistan State Oil for employee fuel reimbursement through fuel cards.

10.2.3 This amount represents LC Margin to Habib Metropolitan Bank against import of Nongshim and advance given to employees.

11. SALES TAX REFUNDS DUE FROM GOVERNMENT - NET

This includes an amount of Rs. 70.64 million relating to sales tax paid in the prior period for which no input was claimed due to dispute with Collector of Customs. The Collector of Customs raised an issue in relation to payment of Federal Excise Duty (FED) on the import of goods made by the Holding Company during the month of June 2020. However, due to restriction placed on the "release of the said consignment" due to FED payment dispute, the sales tax paid could not be adjusted by the in that month. The Holding Company had paid sales tax amounting to Rs. 42.43 million and Rs. 28.21 million in the months of June 2020 and June 2021 respectively for the above mentioned consignment. Since, the sales tax has been paid in relation to the taxable supplies to be made, the Holding Company intends to claim the same. The Holding Company has asked Customs Department to issue a letter to Federal Board of Revenue requesting it to allow claim of input sales tax in the subsequent sales tax periods for the aforementioned amount.

On behalf of the above request by the Holding Company, the Collectorate of Customs Appraisalment (EAST) vide their letter No. "C.NO. SI/MISC/164/KAPE/AC-I/2022" has issued intimation to the Large Tax Payer Unit for recognition of sales tax amounting to Rs. 42.43 million and Rs. 28.21 million. On the basis of letter issued, the Holding Company has filed an application to the Commissioner Inland Revenue, for issuance of refund of the above sales tax amount.

12. CASH AND BANK BALANCES

2025

2024

(Rupees '000)

With Banks on

- Current accounts:

- Conventional - note 12.1
- Islamic

- Savings accounts:

- Islamic - note 12.2
- Term deposit receipt - note 12.3

Cash and cheques in hand

46,727	14,981
22,058	23,838
10,576	10,657
32,092	32,092
111,453	81,568
7,105	15,254
118,558	96,822

12.1 The Holding Company has obtained bank guarantee from Silk Bank Limited amounting to Rs. 100 million (2024: Rs. 100 million) against Pakistan State Oil company Limited fuel card and Dupont Pakistan Operations (Private) Limited of Rs. 10 million and Rs. 90 million respectively.

12.2 Saving accounts are maintained under Islamic banking system carrying profit sharing rate of 4.75% to 10.01% (2024: 0.07% to 11.01%)

Savings accounts are maintained under Islamic banking system carrying profit sharing rate ranging from 5.87% to 10.01% (2024: 0.07% to 11.01%) per annum.

12.3 It represents guarantee deposits placed with Silk Bank Limited in form of term deposit receipt carrying mark up at the rate 10.5% to 19% (2024: 19% to 19.75%) per annum.

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13. ISSUED, SUBSCRIBED AND PAID-UP CAPITAL

Number of Shares				
2025	2024			
100,000,000	100,000,000	Ordinary shares of Rs. 10/- each	1,000,000	1,000,000
Issued, Subscribed and Paid-up Share Capital				
Number of Shares				
2025	2024			
91,800,000	91,800,000	Ordinary shares of Rs. 10/- each fully paid in cash	918,000	918,000

- 13.1** As at June 30, 2025 International Brands (Private) Limited together with its nominees held 88,200,462 (2023: 88,200,462) ordinary shares of Rs. 10 each.

14. TRADE AND OTHER PAYABLES

Trade creditors
Accrued liabilities
Payable to IBL Operations (Private) Limited - note 14.1
Payable to The Searle Company Limited - note 14.2
Payable to IBL Healthcare Limited - note 14.2
Payable to International Brands (Private) Limited - note 14.3
Withholding tax payable
Payable to employees' provident fund - note 14.4
EOBI and SESSI payable
Others

2025	2024
	(Rupees '000)
326,093	365,840
278,019	374,256
563,878	584,804
18,894	87,446
90,490	63,027
31,595	31,595
42,779	52,909
1,010	1,085
4,031	3,902
4,862	13,269
1,361,651	1,578,133

- 14.1** This represents amount payable to IBL Operations (Private) Limited - associated company under agreement for sharing of expenses relating to sales and administrative infrastructure. It also includes Rs. 395.59 million as funds transferred to the Group to meet working capital requirements which do not carry mark-up and are repayable on demand.
- 14.2** This represents amount payable in respect of goods purchased from a related party.
- 14.3** This represents amount payable on account of corporate service charges.
- 14.4** All investments in collective investment schemes, listed equity and listed debt securities out of provident fund have been made in accordance with the provisions of section 218 of the Companies Act, 2017 and Employees Provident Fund (Investment in Listed Securities) Rules, 2016 and the conditions specified thereunder

15. SHORT-TERM BORROWINGS

Finance against short term loans from
Islamic banks - note 15.1

2025	2024
	(Rupees '000)
74,002	98,108
74,002	98,108

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- 15.1** These represent short-term loans obtained under financing arrangement from Islamic banks under Islamic mode for the purpose of meeting working capital requirements. These are secured by way of hypothecation charge over inventories and receivables of the Holding Company with 25% margin.

This represents Tijarah facility obtained from commercial banks, having limit of Rs. 100 million (2024: Rs. 100 million) out of which Rs. 26 million (2024: Rs. 2 million) remains unutilised for Tijarah facility at the reporting date. The arrangements carry mark-up ranging from 1.75% to 2% above six months KIBOR (2024: 1.75% to 2% above six months KIBOR) with a maximum aggregate limit of Rs. 100 million (2024: Rs. 248 million).

- 15.2** In accordance with the terms of agreement, the Company is obliged to comply with a covenant (current ratio). The details of the covenant is:

Type of Ratio	Minimum Requirement
Current Ratio	At least 1.0x

As of the reporting date, the Company has not complied with its covenant, i.e. current ratio.

16. CONTINGENCIES AND COMMITMENTS

16.1 Contingencies

- 16.1.1** During the year ended June 30, 2020, the Deputy Commissioner Inland Revenue issued a notice of demand under section 137(2) of the Income Tax Ordinance, 2001 (the Ordinance) dated January 31, 2020 for recovery of tax amounting to Rs. 94.66 million created pursuant to order dated January 31, 2020 passed under section 122(1) for tax year 2018. The Holding Company has filed a Constitutional Petition No. D-1421 of 2020 before the Honorable High Court of Sindh. The Honorable High Court of Sindh has restrained the Deputy Commissioner Inland Revenue from enforcing the impugned income tax demand till the decision of Commissioner Inland Revenue (Appeals-II). whereas, The appeal was being heard on December 16, 2021 and is in the order dated December 31, 2021 received on September 21, 2022 in which the CIRA has remanded back the matters. The Holding Company has filed the appeal to the ATIR dated November 17, 2022 and is currently pending to be heard. However, the management based on the opinion of its tax advisor is confident that the outcome will be in favour of the Holding Company. Therefore, no provision has been made in these consolidated financial statements.

- 16.1.2** During the year ended June 30 2022, the Assistant / Deputy Commissioner Inland Revenue issued an order dated December 30, 2021 for recovery of withholding tax along with default surcharge amounting to Rs. 156.55 million under section 161 (1) on account of short deduction of tax at the time of making certain payments for the tax year 2018. The Holding Company had filed an appeal against the aforesaid order before the Commissioner Inland Revenue (Appeals) - (CIRA). The order against the aforesaid appeal is received on September 25, 2023 in which CIRA has remanded back the matters and the appeal against the same matters has been filed to ATIR dated November 22, 2023 which is currently pending to be heard. However, the management based on the opinion of its tax advisor is confident that the outcome will be in favour of the Holding Company. Therefore, no provision has been made in these consolidated financial statements.

- 16.1.3** During the year ended June 30 2022, the Assistant / Deputy Commissioner Inland Revenue issued an order dated March 30, 2022 for recovery of withholding tax along with default surcharge amounting to Rs. 200.04 million under section 161(1) on account of short deduction of tax at the time of making certain payments for the tax year 2019. During the year, the Holding Company has filed an appeal against the aforesaid order before the Commissioner Inland Revenue (Appeals) - (CIRA). The order against the aforesaid appeal is received on September 25, 2023 in which CIRA has remanded back the matters and the appeal against the same matters has been filed to ATIR dated November 22, 2023 which is currently pending to be heard. However, the management based on the opinion of its tax advisor is confident that the outcome will be in favour of the Holding Company. Therefore, no provision has been made in these

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16.1.4 During the year ended June 30 2024, the Assistant / Deputy Commissioner Inland Revenue issued an order dated June 29, 2024 for recovery of sales tax along with default surcharge amounting to Rs. 98.98 million under section 11(2) of Sales Tax Act, 1990. The Holding Company has filed an appeal in the Appellate Tribunal Inland Revenue. However, the management based on the opinion of its tax advisor is confident that the outcome will be in favour of the Holding Company. Therefore, no provision has been made in these consolidated financial statements.

16.1.5 During the year ended June 30 2024, the Assistant / Deputy Commissioner Inland Revenue issued an order dated June 29, 2024 for recovery of sales tax for the fiscal year 2016-17 along with default surcharge amounting to Rs. 10.76 million under section 11(2) of Sales Tax Act, 1990. The Holding Company has filed an appeal in the Appellate Tribunal Inland Revenue. However, the management based on the opinion of its tax advisor is confident that the outcome will be in favour of the Holding Company. Therefore, no provision has been made in these consolidated financial statements.

16.1.6 During the year ended June 30 2024, the Sindh Revenue Board (SRB) issued order dated December 21, 2023 for the period July 2014 to June 2015 creating a demand of Rs. 246.67 million under section 23 read with section 47 of the Act, 2011. The demand is created on the basis that the Holding Company acted as Commission Agent and is working locally as agent for foreign based companies and earn commission by selling, trading and distributing goods on behalf of principal which are located outside Pakistan. Thus, entire revenue from sale of goods declared in consolidated financial Statement was held subject to SST at the applicable rate. The Holding Company challenged the order before Commissioner (Appeals), SRB who granted stay against recovery of demand, however, the hearing of the main appeal is still pending. The management, based on the opinion of its tax advisor, considers that the legal and factual aspects of the case have not been considered and is confident that the matter will ultimately be decided in favour of the Group.

16.1.7 During the year ended June 30, 2024, Gulbahar Industries (Pvt.) Limited, operating under the brand name "Livvel", filed Suit No. 6471 of 2024 before the Honorable Senior Civil Judge at Karachi East against the Company. The suit pertains to recovery of outstanding dues amounting to Rs. 39.29 million and damages arising from alleged non-fulfillment of contractual obligations under the Distribution Agreement date October 20, 2022.

The Plaintiff has claimed that United Brands failed to meet monthly sales targets, accumulated unsold inventory, and defaulted on payments despite extended incentives and discounts. The Company has submitted a formal response denying the allegations and asserting that the excess inventory was supplied unilaterally by Livvel, contrary to the agreed terms, and that payments were to be made based on actual sales rather than inventory received. The case is currently pending adjudication. The Company based on the advice of its legal council is of the view that the case will ultimately be decided in the favour of the Company, accordingly, no provision has been made in these unconsolidated financial statements in respect of the said claim.

16.2 Commitments

The facilities for opening letter of credit and guarantees as at June 30, 2025 amounted to Rs. Nil (2024: Rs. 17.23 million) and Rs. 132.09 million (2024: Rs. 132.09 million) respectively. The amount remaining unutilised at the year end for letter of credit and guarantees was Nil (2024: Nil) and Nil (2023: Nil).

The facilities are secured by way of pari passu charge against hypothecation of the Holding Company's current assets. The Ultimate Parent Company has pledged 3,553,873 shares of The Searle Company Limited against letter of guarantees.

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17. REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue from:

- Manufactured goods
- Trading stocks
- Services - note 17.1

Less:

- Gross sales
- Trade discount
- Sales returns
- Sales tax
- Provincial sales tax

2025

2024

(Rupees '000)

663,271	363,414
1,496,815	1,390,266
1,195,280	1,163,627
3,355,366	2,917,307
(74,744)	(80,545)
(95,875)	(59,564)
(366,140)	(244,902)
(158,163)	(97,419)
(694,922)	(482,430)
2,660,444	2,434,877

- 17.1** This includes service income derived as a commission agent, as per the terms of the contract with the Principal, however, this line of service was discontinued by the Holding Company during the year. Further, it includes transportation and warehousing services rendered by the Subsidiary Company.

2025

2024

(Rupees '000)

18. COST OF SALES

- Cost of sales - manufactured goods - note 18.1
- Cost of sales - trading stock - note 18.2
- Cost of services - note 18.3

285,481	146,301
1,044,023	969,763
918,172	936,770
2,247,676	2,052,834

18.1 Cost of sales - manufactured goods

- Raw and packing material consumed
- Salaries, wages and benefits
- Rent, rates and taxes
- Utilities
- Fuel, water and power

268,881	134,293
11,881	3,507
4,492	4,084
445	1,377
404	333
286,103	143,594

- Add: Opening inventory of finished goods
- Less: Closing inventory of finished goods
- Cost of sales - manufactured goods

6,369	9,076
(6,991)	(6,369)
285,481	146,301

18.2 Cost of sales - trading stock

- Opening inventory
- Purchases
- Closing inventory

502,535	345,790
960,361	1,126,508
(418,873)	(502,535)
1,044,023	969,763

18.3 Cost of services

- Freight and cartage
- Salaries, wages and allowances - note 18.3.1
- Vehicle running and repair & maintenance
- Rent, rates and taxes
- Utilities
- Communication & entertainment
- Printing and stationery
- Insurance and security expenses
- Depreciation
- Others

265,682	243,812
215,128	193,863
336,682	397,564
50,699	61,537
8,249	11,690
5,968	6,247
4,688	4,233
15,851	12,453
1,675	1,172
13,550	4,199
918,172	936,770

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18.3.1. Salaries, wages and allowances include Rs. 2.27 million (2024: Rs. 1.86 million) in respect of contributory provident fund and Rs. 1.35 million (2024: Rs. 1.62 million) in respect of compensated absences.

	2025	2024
	(Rupees '000)	
19. MARKETING AND DISTRIBUTION EXPENSES		
Salaries, wages and allowances - note 19.1	137,648	122,838
Vehicle running and repair & maintenance	20,826	53,108
Advertising and sales promotion	17,628	27,004
Freight and cartage	9,675	7,261
Rent, rates and taxes	9,371	11,182
Travelling and conveyance	2,193	3,320
Insurance and security expenses	3,133	3,958
Communication and entertainment	4,603	3,537
Utilities	962	3,846
Printing and stationery	674	604
Depreciation	4,576	175
Others	984	286
	212,272	237,119

19.1 Salaries, wages and allowances include Rs. 3.15 million (2024: Rs. 3.61 million) in respect of contributory provident fund and Rs. 1.72 million (2024: Rs. 0.55 million) in respect of compensated absences.

	2025	2024
	(Rupees '000)	
20. ADMINISTRATIVE AND GENERAL EXPENSES		
Salaries, wages and allowances - note 20.1	57,996	69,802
Auditors' remuneration - note 20.2	8,509	7,123
Rent, rates and taxes	4,492	4,518
Legal and professional	6,693	6,329
Travelling and conveyance	1,380	2,219
Fee and subscription	419	148
Depreciation	483	620
Insurance and security expenses	1,244	1,234
Printing and stationery	816	748
Communication and entertainment	981	784
Amortisation	-	5
Donation expense	265	-
Utilities	462	632
Others	1,644	629
	85,384	94,791

20.1 Salaries, wages and allowances include Rs. 0.87 million (2024: Rs. 1.17 million) in respect of contributory provident fund and Rs. 0.72 million (2024: Rs. 0.57 million) in respect of compensated absences.

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	2025	2024
	(Rupees '000)	
20. Auditors' remuneration		
Audit services		
Annual audit fee	3,000	2,035
Fee for review of half yearly financial information, Statement of Compliance with Code of Corporate Governance and other certifications	1,350	929
Out-of-pocket expenses	633	633
	3,526	3,526
Non-audit services		
Taxation services	8,509	7,123
21. OTHER OPERATING EXPENSES		
Provision for expired and damaged stock - note 21.1	23,979	1,912
Wastages and damages - note 21.2	13,245	4,716
KPI Deduction	11,001	-
	48,225	6,628

21.1 This mainly includes provisions for damaged and expired items of business lines Calibur amounting to Rs. 22.98 million (2024:Nil) and Corian amounting to Nil (2024: Rs. 1.91 million)

21.2 This includes provisions for damaged and expired items of business line Future Technologies amounting to Rs. 13.24 million (2024 : Rs. 4.72 million).

	2025	2024
	(Rupees '000)	
22. OTHER INCOME		
Income from financial assets		
Profit on savings accounts - Islamic	1,941	3,354
Profit on Term Deposit Receipt	3,847	4,512
Income from non-financial assets		
Exchange gain - net	-	290
Liabilities no longer payable written back	15,699	7,861
Others - note 21.1	-	1,214
	21,487	16,988

22.1 This pertains to income earned from Livvel and Dupont for providing logistics services through Subsidiary Company.

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	2025	2024
	(Rupees '000)	
23. FINANCE COSTS		
Mark up on short term borrowings - note 22.1	17,322	36,380
Exchange loss - net	414	243
Bank charges	2,691	3,310
	20,427	39,690

23.1 It represents mark-up expense of shariah compliant banks in respect of short term borrowings of Rs. 17.32 million (2024: Rs. 36.29 million).

	2025	2024
	(Rupees '000)	
24. LEVIES - MINIMUM TAX		
Minimum tax - note 24.1	51,261	45,622

24.1 This represent minimum tax under section 113 ,148 & 233 of Income Tax Ordinance, 2001, representing levies in terms of requirements of IFRIC 21 / IAS 37.

	2025	2024
	(Rupees '000)	
25. INCOME TAX EXPENSE		
Current tax expense	-	6,683
- for current year	(22,527)	995
- for prior year	(22,527)	6,149
	(13,495)	-
Deferred taxation	(36,022)	6,149

25.1 Deferred tax asset is not recognised of Rs. 30.48 million (2024: Rs 22.77 million) because it is not probable that taxable profit will be available against which the unused tax losses or unused tax credits can be utilised.

	2025	2024
	(Rupees '000)	
Credit balance arising in respect of:		
Loss allowance on trade receivables	(20,933)	(12,007)
Provision for expired and damaged stock	(8,296)	(10,357)
Property and equipment	(1,256)	(415)
	(30,485)	(22,779)

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25.2

Relationship between tax expense and accounting profit / (loss)	2025 Effective tax rate %	2024	2025 Rupees '000	2024
Profit / (loss) before income tax			8,827	7,381
Tax at the enacted tax rate	29.00	29.00	2,560	2,140
Effect of:				
- Levies and taxation	(1.62)	629.03	(14,292)	46,429
- Prior year impact	(255.21)	13.48	(22,527)	995
- Others	(19.97)	50.62	(1,763)	3,736
Income tax expense for the year			(36,023)	53,300

25.3 Deferred tax asset is not recognised because it is not probable that taxable profit will be available against which the unused tax losses or unused tax credits can be utilised.

26. BASIC AND DILUTED LOSS PER SHARE

	2025	2024
	(Rupees '000)	
Loss for the year attributable to ordinary shareholders	(6,412)	(45,919)
	(Number of shares)	
Weighted average number of ordinary shares outstanding during the year - note 13	91,800,000	91,800,000
	(Rupees)	
Basic and diluted loss per share	(0.07)	(0.50)

26.1 A diluted earnings / (loss) per share has not been presented as the Group does not have any convertible instruments in issue as at June 30, 2025 and 2024 which would have any effect on the earning per share if the option to convert is exercised.

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	2025	2024
	(Rupees '000)	
27. CASH GENERATED FROM OPERATIONS		
Profit / (loss) before levies and income tax	8,827	7,381
Adjustments for non-cash charges and other items		
Depreciation	6,734	1,967
Amortisation	-	5
Interest income- term deposit receipt	(3,847)	(4,512)
Provision for expired and damaged stock	37,224	1,912
Exchange loss - net	414	243
Exchange gain - net	-	290
Loss allowance on trade receivables	59,120	13,422
Liabilities no longer payable written back	(15,699)	(7,861)
Mark-up on short-term loans	17,322	36,380
	101,268	41,846
	110,095	49,227
Effect on cash flow due to working capital changes (Increase) / decrease in current assets:		
Inventories	47,358	(168,329)
Trade and other receivables	175,880	(206,692)
Prepayments and advances	(12,089)	41,070
Sales tax refunds due from Government - net	(6,692)	42,484
	204,457	(291,467)
Decrease / (increase) in trade and other payables	(201,197)	484,405
Cash generated from operations	113,355	242,165
28. CASH AND CASH EQUIVALENTS		
Cash and bank balances excluding term deposit receipt - note 12	86,466	64,730
28.1 Term deposit receipt is released from cash and cash equivalents as it is held as a lien against the guarantee issued by the Silk Bank Limited.		
29. FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES		
29.2 All the financial assets and financial liabilities of the Group are classified at amortised cost.		

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2025

2020

	Interest / mark-up bearing			Non-interest / mark-up bearing			Total
	Maturity up to one year	Maturity after one year	Total	Maturity up to one year	Maturity after one year	Total	
----- (Rupees '000) -----							
FINANCIAL ASSETS							
At amortized cost							
Accrued interest	-	-	-	305	-	305	305
Long term deposits	-	-	-	-	4,685	4,685	4,685
Trade and other receivables	-	-	-	597,190	-	597,190	597,190
Cash and bank balances	42,668	-	42,668	75,890	-	75,890	118,558
June 30, 2025	42,668	-	42,668	673,385	4,685	678,070	720,738
FINANCIAL LIABILITIES							
At amortized cost							
Accrued mark-up	-	-	-	878	-	878	878
Trade and other payables	-	-	-	1,036,822	-	1,036,822	1,036,822
Unclaimed dividend	-	-	-	353	-	353	353
Short term financing	74,002	-	74,002	-	-	-	74,002
June 30, 2025	74,002	-	74,002	1,038,053	-	1,038,053	1,112,055
ON REPORTING DATE GAP							
June 30, 2025	(31,334)	-	(31,334)	(364,668)	4,685	(359,983)	(391,317)

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	2024						
	Interest / mark-up bearing			Non-interest / mark-up bearing			Total
	Maturity up to one year	Maturity after one year	Total	Maturity up to one year	Maturity after one year	Total	
----- (Rupees '000) -----							
FINANCIAL ASSETS							
At amortized cost							
Accrued interest	-	-	-	551	-	551	551
Long term deposits	-	-	-	-	13,963	13,963	13,963
Trade and other receivables	-	-	-	850,217	-	850,217	850,217
Prepayments, advances and deposits	-	-	-	8,700	-	8,700	8,700
Cash and bank balances	42,749	-	42,749	54,073	-	54,073	96,822
June 30, 2024	42,749	-	42,749	913,541	13,963	927,504	970,253
FINANCIAL LIABILITIES							
At amortized cost							
Accrued mark-up	-	-	-	1,965	-	1,965	1,965
Trade and other payables	-	-	-	1,215,327	-	1,215,327	1,215,327
Unclaimed dividend	-	-	-	353	-	353	353
Short term financing	98,108	-	98,108	-	-	-	98,108
June 30, 2024	98,108	-	98,108	1,217,645	-	1,217,645	1,315,753
ON REPORTING DATE GAP							
June 30, 2024	(55,359)	-	(55,359)	(304,104)	13,963	(290,141)	(345,500)

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29.2 Financial Risk Management

The Group has exposure to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk

Risk management framework

The Group's Board of Directors ("the Board") has overall responsibility for establishment and oversight of the Group's risk management framework. The Board is responsible for developing and monitoring the Group's risk management policies.

The Group's exposure to financial risks, the way these risks affect the financial position and performance, and forecast transactions of the Group and the manner in which such risks are managed is as follows:

29.3 Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to the financial instrument fails to perform as contracted. The maximum exposure to credit risk is equal to the carrying amount of financial assets. The Group believes that it is not exposed to major concentration of credit risk as the exposure is spread over a number of counter parties. To manage exposure to credit risk, the Group applies credit limits to its customers.

29.3.1 Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk as at the end of the reporting period was as follows:

	2025	2024
	(Rupees '000)	
Financial assets at amortised cost		
Long term deposits - note 7	4,685	13,963
Trade and other receivables - note 9	597,190	832,190
Accrued interest	305	551
Bank balances - note 12	111,453	81,568
	713,633	928,272

29.3.2 Credit quality and impairment

Credit quality of financial assets is assessed by reference to external credit ratings, where available, or to historical information about counterparty default rates. All counterparties, with the exception of customers, employees, regulatory authorities and utility companies have external credit ratings determined by various credit rating agencies. Credit quality of customers is assessed by reference to historical defaults rates.

(a) Counterparties with external credit ratings

These include banking companies and financial institutions, which are counterparties to bank balances, margin against bank guarantees, margins against letter of credit and accrued return on deposits. Credit risk is considered minimal as these counterparties have reasonably high credit ratings as determined by various credit rating agencies. Due to long standing business relationships with these counterparties and considering their strong financial standing, management does not expect non-performance by these counterparties on their obligations to the Group. Following are the credit ratings of counterparties with external credit ratings:

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Bank Balances

	Short Term	Rating		2025	2024
		Long Term	Agency	Rupees in '000	
Al Baraka Bank Pakistan Limited	A1	A+	JCR-VIS	1,468	17,952
Habib Metropolitan Bank	A1+	AA+	PCRA	21,956	14,835
Silkbank Limited	A2	A-	JCR-VIS	37,691	2,664
Habib Bank Limited	A1+	AAA	JCR-VIS	39,283	9,012
Bank Al Habib Limited	A1+	AAA	PCRA	650	650
Meezan Bank Limited	A1+	AAA	JCR-VIS	9,681	3,639
Telenor Microfinance Bank Limited	A1	A	PCRA	724	724
				111,453	49,476

b) Counterparties without external credit ratings

These include customers which are counter parties to local trade debts against sale of goods. As explained in note 3.14, the Group applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables. Trade receivables are written off when there is no reasonable expectation of recovery.

Management uses an allowance matrix to base the calculation of ECL of trade receivables from individual customers, which comprise a very large number of small balances. Loss rates are calculated using a 'role rate' method based on the probability of receivable progressing through successive stages of delinquency to write-off.

The Group has used three years monthly data in the calculation of historical loss rates along with the matching monthly ageing brackets for the computation of roll rates. The analysis of ages of trade receivables and loss allowance using the aforementioned approach as at June 30, 2023 was determined as follows:

	2025			2024		
	Expected loss rates %	Gross carrying amount	Loss allowance	Expected loss rates %	Gross carrying amount	Loss allowance
		Rupees in '000			Rupees in '000	
Not past due	4.77%	187,396	8,945	2.75%	194,417	5,337
Past due						
1 - 30 days	13.62%	24,241	3,302	5.72%	137,546	7,874
31 - 90 days	10.20%	68,630	7,001	10.48%	63,902	6,698
91 - 360 days	43.15%	141,300	60,969	24.61%	36,427	8,964
More than 360 days	100%	52,787	17,363	100%	23,170	23,170
		474,354	97,580		455,462	52,043

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29.4 Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities. The management closely monitors the Group's liquidity and cash flow position. The Group's approach to manage liquidity risk is to maintain sufficient level of liquidity based on expected cash flow by holding highly liquid assets, creditor concentration and maintaining sufficient reserve financing facilities.

29.4.1 Exposure to liquidity risk

The table below summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

		2025				
	Carrying amount	Contractual cash flows	Six months or less	Six to twelve months	One to five years	More than five years
(Rupees in '000)						
Financial liabilities						
Trade and other payables	1,036,822	(1,036,822)	(1,036,822)	-	-	-
Unclaimed dividend	353	(353)	(353)	-	-	-
Accrued mark-up	878	(878)	(878)	-	-	-
Short-term borrowings	74,002	(74,002)	(74,002)	-	-	-
	1,112,055	(1,112,055)	(1,112,055)	-	-	-
		2024				
	Carrying amount	Contractual cash flows	Six months or less	Six to twelve months	One to five years	More than five years
(Rupees in '000)						
Financial liabilities						
Trade and other payables	1,215,327	(1,215,327)	(1,215,327)	-	-	-
Unclaimed dividend	353	(353)	(353)	-	-	-
Accrued mark-up	1,965	(1,965)	(1,965)	-	-	-
Short-term borrowings	98,108	(98,108)	(98,108)	-	-	-
	1,315,753	(1,315,753)	(1,315,753)	-	-	-

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

28.4.2 Fair Value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

As at June 30, 2025, all financial assets and financial liabilities are carried at amortised cost.

The carrying value of all financial assets and liabilities reflected in these financial statements approximate their fair values. The Group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

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

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

- changes in market and trading activity (e.g. significant increases / decreases in activity).
- changes in inputs used in valuation techniques (e.g. inputs becoming / ceasing to be observable in the market).
- There were no financial instruments classifiable under level 1, 2 or 3 of the fair value hierarchy during the year.

29.5 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing return.

(a) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in the market interest rates. As at June 30, 2025, the Group is not materially exposed to interest rate risk.

As at June 30, 2025, the Company had variable interest bearing financial liabilities of Rs. 74 million (2024: Rs. 98.11 million) and had the interest rate varied by 200 basis points with all the other variables held constant, loss before income tax for the year would have been approximately Rs. 2.96 million (2024: Rs. 3.92 million) lower / higher.

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

(b) Currency risk

Currency risk is the risk that the fair value or future cash flow of the financial instruments, will fluctuate because of changes in foreign currency rates. Foreign currency risk arises mainly where receivables and payables exist due to foreign currency transactions. The Group is exposed to currency risk on payables in respect of imported inventory denominated in US Dollar (\$). The total foreign currency risk exposure as at June 30, 2025 is Rs. 35.71 million (2024: Nil).

The Group imports finished goods and raw material in US Dollar and is exposed to Rupee / US Dollar exchange risk. If the Pakistan Rupee had weakened / strengthened by 4% against US Dollar with all other variables held constant, loss before tax for the year would have been lower / higher by Rs. 1.43 million (2024: Nil), mainly as a result of foreign exchange losses / gains on settlement of US Dollar denominated trade payables.

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

(3) Price risk

Price risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate due to changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Group has no exposure to price risk as the Group does not hold any financial asset subject to price risk.

29..6 Reconciliation of movements of liabilities to cash flows arising from financing activities

	2025		
	Short-term borrowing including accrued mark- up thereon	Unclaimed dividend	Total
	Rupees '000		
Balance as at July 1, 2024	100,073	353	100,426
Changes from financing cash flows:			
Changes in short-term borrowings	(24,106)	-	(24,106)
Dividend paid	-	-	-
Total changes in financing activities	(24,106)	-	(24,106)
Other changes:			
Finance cost	17,322	-	17,322
Finance cost paid	(18,409)	-	(18,409)
Total other changes	(1,087)	-	(1,087)
Balance as at June 30, 2025	74,880	353	75,233

UNITED BRANDS LIMITED
NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2025

	2024		
	Short-term borrowing including accrued mark-up thereon	Unclaimed dividend	Total
	Rupees '000		
Balance as at July 1, 2023	270,528	353	270,881
Changes from financing cash flows:			
Changes in short-term borrowings	(157,655)	-	(157,655)
Dividend paid	-	-	-
Total changes in financing activities	(157,655)	-	(157,655)
Other changes:			
Finance cost	33,682	-	33,682
Finance cost paid	(46,482)	-	(46,482)
Total other changes	(12,800)	-	(12,800)
Balance as at June 30, 2024	100,073	353	100,426

30. CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can provide adequate returns to shareholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The Group finances its operations through equity, borrowings and management of working capital with a view to maintain an appropriate mix between various sources of finance to minimise risk.

The debt to capital ratios at June 30, 2025 and at 2024 were as follows:

	2025	2024
	(Rupees '000)	
Total borrowings	74,002	275,443
Cash and bank	(118,558)	(129,150)
Net (cash) / debt	(44,556)	146,293
Equity	(23,008)	29,323
Total capital	(67,564)	175,616
Debt to capital ratio	0.66	0.83

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

31. DISCLOSURES RELATING TO SHARIAH COMPLIANCE

	Note	2025 Rupees '000	2024
Disclosures in relation to the statement			
i) Short-term financing obtained as per islamic mode	14	74,002	98,108
ii) Mark-up accrued on islamic loan		878	1,965
Disclosures in relation to the statement			
i) Shariah-compliant bank balances	11	33,288	36,436
Disclosures required in relation to the statement of profit of loss and other comprehensive income			
i) Revenue earned from a Shariah compliant business segment	16	2,660,444	2,434,877
ii) Profit earned from Shariah compliant bank balances	21	1,941	3,354
iii) Exchange gain / (loss) incurred on actual currency	22	(414)	47
iv) Profit paid on Islamic mode of		18,409	46,482
	Note	2025 Rupees '000	2024
Break-up of other income excluding profits in bank deposits and TDRs			
Shariah compliant income:			
- Liabilities no longer payable written ba	21	15,699	7,861
- Others	21	-	1,214
Shariah non-compliant income:			
- Return on term deposit receipt	21	3,847	4,512

31.1 Relationship with shariah compliant financial institutions

Islamic Banks

The Group has a facility with Al Baraka Bank Pakistan Limited for Tijarah Finance amounting to Rs. 100 million.

Takaful operators

The Group has no relationship with takaful operators.

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

32. REMUNERATION TO CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

	CHIEF EXECUTIVE		DIRECTORS		EXECUTIVES	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
	← Rupees '000 →					
Managerial remuneration	-	-	-	-	23,058	17,956
Allowances	-	-	-	-	11,529	8,979
Bonus	-	-	-	-	3,843	2,993
Group's contribution to provident fund	-	-	-	-	1,811	1,951
Leave encashment	-	-	-	-	961	747
Medical expenses	-	-	-	-	1,922	1,496
	-	-	-	-	43,124	34,122
Number of persons	1	1	6	6	5	8

- 32.1** The Directors and Executives are entitled for medical facility to the extent of reimbursement of actual expenditure and other benefits in accordance with their terms of employment. Furthermore, the remuneration of Chief Financial Officer and Chief Executive Officer is borne by IBL Operations (Private) Limited and The Searle Company Limited respectively.
- 32.2** In addition to the above, fee paid to directors and chief executive for attending Board of Directors meetings during the year amounted to Rs. 1.540 million (2024: Rs. 1.026 million).

33. SEGMENT INFORMATION

Based on internal reporting structure for the year, no reportable segments were identified that were of accounting significance for decision making.

34. RELATED PARTY TRANSACTIONS

The related parties comprise of associated undertakings, directors of the Group and key management personnel. The Group continues to have a policy whereby transactions with related parties are entered into at commercial terms, approved policy and at rate agreed under a contract / arrangement / agreement. Remuneration of key management personnel are in accordance with their terms of contractual engagements.

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

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

34.1 The following transactions were carried out with related parties during the year:

Nature of relationship		2025	2024
Nature of transactions		(Rupees '000)	
Ultimate Holding Company - Sale of goods		392	36
Associated companies	- Purchases	135,928	89,795
	- Services rendered	272,101	251,906
	- Allocation of expenses - note 32.2	15,364	20,233
	- Funds received for working capital - note 14.1	196,560	514,776
	- Expenses paid by IBL Operations (Private) Limited on behalf of the Group	144,530	208,328
	- Expenses paid by Group on behalf of IBL Operations (Private) Limited	47,615	-
	- Expenses incurred on behalf of Associate	-	1,256
	- Sale of goods	2,553	3,721
Employees' Provident Fund			
- Contributions paid		6,444	6,637
Key management Personnel (KMP)			
- Sales of goods		211	87
- Directors' fee		330	342

34.2 The Group has an agreement with IBL Operations (Private) Limited - associated company, regarding sharing of expenses relating to sales and administrative infrastructure.

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

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

S.No.	Company Name	Basis of association	Aggregate % of Shareholding
1.	International Brands (Private) Limited	Ultimate Holding Company	96.08%
2.	IBL Operations (Private) Limited	Common Directorship	N/A
3.	The Searle Company Limited	Common Directorship	N/A
4.	IBL Healthcare Limited	Common Directorship	N/A
5.	United Retail (Private) Limited	Group Company	N/A
6.	Universal Retails (Private) Limited	Group Company	N/A
7.	United Brands Limited- Staff Provident Fund	Retirement Fund	N/A
8.	IBL Logistics (Private) Limited - Staff Provident Fund	Retirement Fund	N/A
9.	Tayyaba Rasheed	Independent Director	N/A
10.	Munis Abdullah	Chairman of Parent	N/A
11.	Syed Nadeem Ahmed	Chief Executive Officer	N/A
12.	Zubair Razzak Palwala	Director	N/A
13.	Rizwan Ahmad	Director	N/A

UNITED BRANDS LIMITED

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2025

S.No.	Company Name	Basis of association	Aggregate % of Shareholding
14.	Abdul Samad	Independent Director	N/A
15.	Faiza Naeem	Female Director	N/A

35. NUMBER OF EMPLOYEES

The total number of employees and average number of employees at year end and during the year respectively are as follows:

Number of Employees as at June 30	2025	2024
- Permanent	105	354
- Contractual	46	111
Average number of employees during the year		
- Permanent	200	328
- Contractual	78	107

36. EVENT AFTER REPORTING DATE

Closure of business with certain principals

During the year ended June 30, 2025, the Company discontinued the operations with two of its principals, namely:

- L'Oréal
- SJS International

In addition, on April 29, 2025, the Board of Directors approved the transfer of four additional business lines - Schick, Canderel, Nongshim, and Half Spoon - to a related party, IBL Operations (Private) Limited, with effect from July 1, 2025. The transfer was made in order to optimize operational efficiency.

The transfer included both inventory and associated employees of these business lines.

37. CORRESPONDING FIGURES

Corresponding figures have been re-arranged and reclassified, wherever necessary, for the purpose of comparison and better presentation the effect of which is immaterial to the unconsolidated financial statements.

35. DATE OF AUTHORISATION FOR ISSUE

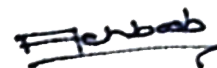
These consolidated financial statements were approved by the Board of directors of the Group and authorised for issue on October 02, 2025.



Zubair Razzak Palwala
Chief Executive Officer



Rizwan Ahmed
Director



Mehboob Yasin
Chief Financial Officer

Pattern of Shareholding

As of June 30, 2025

Categories of Shareholders	Number of Shareholders	Shares Held	Percentage
Directors and their spouse(s) and minor children	7	260,023	0.28%
Associated Companies, undertaking and related parties	2	88,243,591	96.13%
Executive	0	-	0.00%
NIT and ICP	1	1,650	0.00%
Banks DFIs, NBFIs	1	4	0.00%
Insurance Companies	0	-	0.00%
Modarabas and Mutual Funds	0	-	0.0%
General Public Foreign	10	10,587	0.01%
General Public Local	1,075	2,965,870	3.23%
Foreign Companies	0	-	0.00%
Others	11	318,275	0.32%
Total	1,107	91,800,000	100%

Share holders holding 10% or more	Number of Shareholders	Shares Held	Percentage
International Brands Limited	1	88,200,462	96.08%

Number of Shareholders	Shareholding's Slab			Total Shares Held
679	1	to	100	11,301
136	101	to	500	45,293
85	501	to	1000	74,695
135	1001	to	5000	338,054
16	5001	to	10000	120,602
15	10001	to	15000	189,815
5	15001	to	20000	90,000
8	20001	to	25000	187,619
4	25001	to	30000	110,300
1	35001	to	40000	37,491
7	40001	to	45000	299,076
1	45001	to	50000	45,036
3	50001	to	55000	156,820
1	60001	to	65000	61,500
2	75001	to	80000	154,825
1	100001	to	105000	100,750
1	125001	to	130000	125,541
1	140001	to	145000	145,000
1	155001	to	160000	156,677
1	200001	to	205000	201,199
1	215001	to	220000	219,570
1	335001	to	340000	336,750
1	390001	to	395000	391,624
1	88200001	to	88205000	88,200,462
1107				91,800,000

Pattern of Shareholding

As of June 30, 2025

S. No.	Folio No./CDS Account No.	Name of Shareholders	No. of Shareholders	No. of shares	%
Directors And Their Spouse(S) And Minor Children					
1	843	MR. MONIS ABDULLAH		4,250	0.00
2	03277-39675	MUNIS ABDULLA		201,199	0.22
3	818	SYED NADEEM AHMED		4,250	0.00
4	1009	MR. ABDUL SAMAD		500	0.00
5	02113-1037	Zubair Razzak Palwala		6,200	0.01
6	03277-23215	FAIZA NAEEM		43,124	0.05
7	06122-104240	TAYYABA RASHEED		500	0.00
			7	260,023	0.28

Associated Companies, undertakings and related parties

S. No.	Folio No./CDS Account No.	Name of Shareholders	No. of Shareholders	No. of shares	%
1	03277-2937	INTERNATIONAL BRANDS LTD.		88,200,462	96.08
2	03277-12714	SHAKILA RASHID		43,129	0.05
			2	88,243,591	96.13

Executive

S. No.	Folio No./CDS Account No.	Name of Shareholders	No. of Shareholders	No. of shares	%
1		NIL			

NIT and ICP

S. No.	Folio No./CDS Account No.	Name of Shareholders	No. of Shareholders	No. of shares	%
1	00083-36	IDBL (ICP Unit)	1	1,650	0.00
			1	1,650	0.00

Banks, DFIs, NBFCs, insurance companies, takaful, modarbas, pension funds

S. No.	Folio No./CDS Account No.	Name of Shareholders	No. of Shareholders	No. of shares	%
1	03889-28	NATIONAL BANK OF PAKISTAN	1	4	0.00
			1	4	0.00

Insurance Companies

S. No.	Folio No./CDS Account No.	Name of Shareholders	No. of Shareholders	No. of shares	%
1		NIL			-

Pattern of Shareholding

As of June 30, 2025

Modarabas and Mutial Funds

S. No.	Folio No./CDS Account No.	Name of Shareholders	No. of Shareholders	No. of shares	%
1		NIL			-

Foreign Companies

S. No.	Folio No./CDS Account No.	Name of Shareholders	No. of Shareholders	No. of shares	%
1		NIL			

Others

S. No.	Folio No./CDS Account No.	Name of Shareholders	No. of Shareholders	No. of shares	%
1	812	NAEEM'S SECURITIES (PVT) LTD.		2,000	0.00
2	03277-78335	TRUSTEE NATIONAL BANK OF PAKISTAN EMPLOYEES PENSION FUND		733	0.00
3	03277-82127	TRUSTEE NATIONAL BANK OF PAKISTAN EMP BENEVOLENT FUND TRUST		26	0.00
4	03277-128497	UDL INTERNATIONAL LIMITED		219,570	0.24
5	03525-54825	NAEEM'S SECURITIES (PVT) LTD		15,000	0.02
6	03525-87235	MAPLE LEAF CAPITAL LIMITED		1	0.00
7	04341-3265	RAO SYSTEMS (PVT.) LTD.		45,036	0.05
8	05736-15	NCC - PRE SETTLEMENT DELIVERY ACCOUNT		909	0.00
9	14241-22	FIKREES (PRIVATE) LIMITED		5,000	0.01
10	18432-1155	SALIM SOZER SECURITIES (PRIVATE) LIMITED		25,000	
11	18432-46846	GPH SECURITIES (PRIVATE) LIMITED		5,000	0.01
			11	318,275	0.32

General Public Foreign

S. No.	Folio No./CDS Account No.	Name of Shareholders	No. of Shareholders	No. of shares	%
1	01164-20751	IMRAN QAMAR		2,500	0.00
2	02626-10747	GHULAM ABBAS RAJANI		1,765	0.00
3	03277-106498	SYED BAKHT JAMAL SHAH		10	0.00
4	03277-113643	MUHAMMAD KAMRAN		3,500	0.00
5	03277-115217	ASIF ALI		10	0.00
6	03277-126090	NABIL SAMAD CHOUGHLE		200	0.00
7	03277-126821	QASIM NAWAZ		1	0.00
8	03277-129227	HUSSNAIN TARIQ		101	0.00
9	03277-130455	AZHAR IQBAL		2,000	0.00
10	03277-134148	MUBASHIR AFRIDI		500	0.00
			10	10,587	0.01

General Public Local

1075	2,965,870	3.23%
1075	2,965,870	3.23%
1107	91,800,000	100%

Gender Pay Gap Statement under SECP's Circular No. 10 of 2024

At United Brands Limited, our commitment to fairness and inclusiveness drives us to promote the workplace where all employees are respected, valued and fairly compensated. In line with this commitment, the gender pay gap analysis for the year ended June 30, 2025, has been carried out in accordance with the guidelines issued by the Securities and Exchange Commission of Pakistan (SECP).

- i. Mean Gender Pay Gap: -1%
- ii. Median Gender Pay Gap: 7%

A handwritten signature in black ink, appearing to be 'Zubair Razzak Palwala'.

Zubair Razzak Palwala
Chief Executive Officer

A small, handwritten mark in blue ink, possibly a stylized '3' or a signature.

PROXY FORM

Company Secretary

UNITED BRANDS LIMITED

2nd, One IBL Centre,

Block No. 7 & 8, DMMCHS,

Shahrah-e-Faisal, Karachi.

Please quote:

No. of shares held. _____

Folio No. _____

I/We, _____ of _____, holding Computerized National Identity Card (CNIC)/Passport No. _____ and being a member of **UNITED BRANDS LIMITED**, hereby appoint _____ of _____, holding CNIC/Passport No. _____, or failing him/her hereby appoint _____ of _____, holding CNIC/Passport No. _____, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, October 28, 2025 at 12:30 pm and at any adjournment thereof.

As witness my/our hand this _____ day of _____ 2025

Signed by the Said _____ in the presence of _____

Witnesses:

1. Signature _____
Name _____
Address _____
CNIC/Passport No. _____
2. Signature _____
Name _____
Address _____
CNIC/Passport No. _____

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

Rupee five
revenue
stamp

Notes:

1. The member is requested:
 - I. To affix Revenue Stamp of Rs. 5/- at the place indicated above.
 - II. To sign across the revenue Stamp in the same style of signature as is registered with the Company.
 - III. To write down his Folio Number.
2. In order to be valid, this proxy must be received at the registered office of the Company at least 48 hours before the time fixed for the Meeting, duly completed in all respects.
3. CDC Shareholders or their proxies should bring their original Computerized National Identity Card or Passport along with the Participant's ID Number and their Account Number to facilitate their identification. Detailed procedure is given in the Notes to the Notice of AGM.

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