



Tandlianwala Sugar Mills Ltd.

Ref No: TSML/PSX/2026/748

January 05, 2026

The General Manager
Pakistan Stock Exchange Ltd
Stock Exchange Building
Stock Exchange Road
KARACHI.

DECISIONS OF BOARD MEETING

Dear Sir,

The Board of Directors of Tandlianwala Sugar Mills Limited ("the Company") in their meeting concluded today Monday January 05, 2026 has decided as under:

i) **Cash Dividend**

Nil Cash Dividend for the year ended September 30, 2025 has been recommended.

ii) **Bonus Issue**

No Bonus Shares have been recommended.

iii) The financial results for the year ended September 30, 2025 of the Company are as follows:

| | YEAR ENDED SEPTEMBER 30 | |
|-------------------------------|------------------------------------|--------------------------|
| | 2025 (Rupees) | 2024 (Rupees) |
| Sales – net | 40,480,075,526 | 38,311,576,293 |
| Cost of Sales | (34,452,686,878) | (32,183,454,385) |
| Gross Profit | 6,027,388,648 | 6,128,121,908 |
| Administrative expenses | (1,002,202,080) | (772,183,607) |
| Distribution expenses | (404,984,033) | (394,536,390) |
| Other income | 83,689,350 | 666,230,011 |
| Profit from operations | 4,703,891,885 | 5,627,631,922 |
| Finance cost | (3,624,712,581) | (3,607,317,296) |
| Other Expenses | (76,621,731) | (189,295,943) |



Tandlianwala Sugar Mills Ltd.

| | | |
|--------------------------------------|----------------------|----------------------|
| Profit before taxation & Levy | 1,002,557,573 | 1,831,018,683 |
| Levy | <u>(145,259,804)</u> | - |
| Profit before Taxation | 857,297,769 | 1,831,018,683 |
| Taxation | <u>(147,582,226)</u> | <u>(748,353,175)</u> |
| Profit after taxation | <u>709,715,543</u> | <u>1,082,665,508</u> |
| Earnings per share-basic and diluted | <u>6.03</u> | <u>9.20</u> |

To hold Annual General Meeting (AGM) of the shareholders of the Company will be held on Tuesday, January 27, 2026 at 10.00 A.M for approval of above stated decisions of the Board at the Marina Event Complex 333-AA Off Raiwind Road, Lahore.

The share transfer books of the Company will remain close from January 19, 2026 to January 27, 2026 (Both Days Inclusive) for attendance of Annual General Meeting.

You may please inform the TRE Certificate Holders of the Exchange Accordingly.

Thanking you.

Yours truly

For & on behalf of
M/s. Tandlianwala Sugar Mills Limited



(Company Secretary)

CC: Director / HOD (Offsite Department)
Supervision Division
Securities and Exchange Commission of Pakistan
63, NIC Building, Jinnah Avenue, Blue Area
Islamabad.



Tandlianwala Sugar Mills Ltd.

Director's Review Report

“In the name of ALLAH, the most gracious and most merciful.”

Dear Shareholders,

Your directors are pleased to present the Thirty-Seventh Annual Report of M/s Tandlianwala Sugar Mills Limited, together with the audited financial statements of the Company for the year ended September 30, 2025, along with the auditors' report thereon, for the information and consideration of the members.

Economic Landscape

The year under review was challenging for Pakistan's sugar industry, shaped by macroeconomic pressures, elevated interest rates, and an uncertain regulatory environment. Despite these headwinds, the industry demonstrated resilience. While the Governments of Punjab and Khyber Pakhtunkhwa did not announce a minimum sugarcane support price, procurement costs remained elevated due to higher input costs. Sugar prices, however, came under pressure from excess carry-over stocks and delays in approving exports, which constrained margins across the sector.

Operational & Financial Performance

During the financial year ended September 30, 2025, the Company produced 238,644 MT sugar. Net sales of all products was Rs.40.480 billion, reflecting a robust growth of approximately 5.7% over the preceding year.

This performance was underpinned by higher sales volumes and sustained demand across the Company's core and allied business segments. Profit from operations stood at Rs. 4.704 billion, compared to Rs. 5.628 billion in the previous year, primarily impacted by lower gross margins and a reduction in other income. Notably, through disciplined financial management and effective cash flow optimization, the Company managed its affairs successfully, despite a challenging high-interest rate environment. This achievement reflects the Company's proactive financial strategy and efficient utilization of working capital.



Tandlianwala Sugar Mills Ltd.

Cost Management and Liquidity

Management remained focused on cost effectiveness and efficiency improvement. Timely payments to growers remained a priority, supporting long-term supply relationships and cane quality. Although this approach increased working capital requirements, the Company successfully managed liquidity through improved financial discipline and reduced reliance on high-cost borrowings.

Ethanol Division

The Ethanol Division continued to deliver a consistent and significant contribution to the Company's overall performance. During the year, the Company maintained its position among the leading exporters of ethanol from Pakistan. The Company's ENA brand sustained its strong reputation in international markets as a premium product, generating superior margins and making a positive contribution to overall profitability.

Top Gas (CO₂) Segment

Operating in close coordination with the Ethanol Division, the Top Gas (CO₂) segment delivered satisfactory results and continued to provide valuable operational synergy, further enhancing overall efficiency across the Company's operations. Operating in close coordination with the Ethanol Division, the Top Gas (CO₂) segment delivered satisfactory results and continued to provide valuable operational synergy, enhancing overall efficiency.

Future Outlook

The sugarcane crushing season 2025–26 commenced on November 15, 2025. Cane arrivals during the initial phase were lower compared to the same period last year, as growers delayed harvesting in anticipation of higher prices. Based on crop assessments and expected recovery trends, sugar production is going to be around 15% higher than last year. Sugarcane prices are anticipated to remain firm, reflecting higher input costs incurred by growers. Management remains cautiously optimistic that improved recovery rates, disciplined cost control, and the Continued strength of the Ethanol Division will support enhanced operational and financial performance in the current year.



Tandlianwala Sugar Mills Ltd.

Corporate and Financial Reporting Framework

The Directors hereby confirm that the Company has fully complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019, issued by the Securities and Exchange Commission of Pakistan (SECP)

Following are the statements on Corporate and Financial Reporting Framework;

- The financial statements present fairly the state of affairs of the Company, the results of its operations, cash flow and changes in equity;
- Proper books of accounts of the Company have been maintained;
- Accounting policies as stated in the notes to the financial statements have been consistently applied in preparation of financial statements and accounting estimates are based on reasonable prudent judgment;
- International Financial Reporting Standards, as applicable in Pakistan and the requirements of Companies Act, 2017 have been followed in preparation of the financial statements;
- The system of internal control is sound in design and has been effectively implemented and monitored;
- There are no doubts about the Company's ability to continue as going concern;
- There has been no material departure from the best practices of corporate governance as detailed in the listing regulations
- A statement regarding key financial data for the last six years is annexed to this report;
- Information about taxes and levies is given in the notes to the financial statements;
- There is no likelihood of any delayed payments or default in respect of all loans availed by the Company;
- During the year 05 Board meetings were held. The minutes of the meetings were appropriately recorded and circulated Attendance was as under:



Tandlianwala Sugar Mills Ltd.

| Name of Directors | Board | | Audit Committee | |
|----------------------------------|----------|----------|-----------------|----------|
| | Attended | Required | Attended | Required |
| NON – EXECUTIVE DIRECTORS | | | | |
| Mr. Ghazi Khan | 5 | 5 | 5 | 5 |
| Mr. Tahir Farooq Malik | 5 | 5 | 5 | 5 |
| Mrs. Rasheeda Begum | 5 | 5 | - | - |
| Mrs. Mobina Akbar Khan | 5 | 5 | - | - |
| Mr. Humayun Akhtar Khan | 5 | 5 | 5 | 5 |
| EXECUTIVE DIRECTORS | | | | |
| Mr. Akbar Khan | 5 | 5 | - | - |
| Mr. Haroon Khan | 5 | 5 | - | - |

Six Years Review at a Glance

The six years review at a glance is annexed.

Pattern of Shareholdings

The pattern of shareholdings as on September 30, 2025 which is required to be disclosed under the reporting framework is annexed herewith in this report.

Audit Committee

The Board has constituted an Audit Committee consisting of three members including Chairman of the Committee. The Committee regularly meets as per requirement of the code. The Committee assists the Board in reviewing internal audit manual and internal audit system.



Tandlianwala Sugar Mills Ltd.

Human Resource Committee

The Board has constituted a Human Resource and Remuneration Committee in compliance with the Code of Corporate Governance. The Human Resource Committee is performing its duties in line with its terms of reference as determined by the Board of Directors.

Nomination Committee

The Board has constituted a Nomination Committee in compliance with the Code of Corporate Governance.

Risk Management Committee

The Board has constituted a Risk Management Committee in compliance with the Code of Corporate Governance.

Board Meetings

There have been 5 meetings during the year and the attendance of each director is stated as above:

Trading in Shares

Trading in shares by Directors, CEO, CFO, Company Secretary and their spouses and minor children has been disclosed in FORM 20 annexed to this annual report.

Outstanding Statutory Dues

Details of outstanding dues towards minimum tax and those relating to other statutory obligations are set out in note 15 and 31 respectively.

Dividend

No dividend is being recommended by the Board of Directors for the year ended September 30, 2025.

Staff Retirement Benefits

The company operates an un-funded gratuity scheme for all employees with qualifying service period of six months.



Tandlianwala Sugar Mills Ltd.

Auditors

The retiring Auditors, M/s UHY Hassan Naeem & Co, Chartered Accountants, being eligible, offer themselves for appointment for the Statutory External Audit of the year ending September 30, 2026.

Appreciation

The Board acknowledges the continued dedication and efforts of the employees of the Company.

We also acknowledge the contribution of our growers as they hold key element of our industry and we thank them for their continued cooperation.

On behalf of Board of Directors

Akbar Khan

(Chief Executive Officer)

January 05, 2026



Tandianwala Sugar Mills Ltd.

Statement of Financial Position
As at September 30, 2025

| EQUITY AND LIABILITIES | 2025 Rupees | 2024 Rupees | ASSETS | 2025 Rupees | 2024 Rupees |
|--|-----------------------|-----------------------|---|-----------------------|-----------------------|
| SHARE CAPITAL AND RESERVES | | | NON-CURRENT ASSETS | | |
| Authorized share capital | | | Property, plant and equipment | 13,900,423,610 | 14,475,937,865 |
| 120,000,000 (2024: 120,000,000) Ordinary shares of Rs. 10 each | <u>1,200,000,000</u> | <u>1,200,000,000</u> | Long term deposits | 425,150,298 | 343,202,922 |
| | | | | <u>14,325,573,908</u> | <u>14,819,140,787</u> |
| Issued, subscribed and paid-up share capital | 1,177,063,000 | 1,177,063,000 | | | |
| Share premium | 290,741,640 | 290,741,640 | | | |
| Un-appropriated profits | 9,378,276,067 | 8,609,127,420 | | | |
| Loan from sponsors - <i>unsecured</i> | 3,635,214,057 | 3,635,214,057 | | | |
| TOTAL EQUITY | <u>14,481,294,764</u> | <u>13,712,146,117</u> | | | |
| LIABILITIES | | | CURRENT ASSETS | | |
| NON-CURRENT LIABILITIES | | | Stores, spare parts and loose tools | 2,431,146,860 | 2,078,260,187 |
| Long term finances - <i>secured</i> | 90,000,000 | | Stock-in-trade | 11,579,205,027 | 13,117,054,810 |
| Lease liability | 287,478,587 | 324,738,499 | Trade debts - <i>considered good</i> | 30,574,673 | 14,513,451 |
| Deferred liabilities | 1,118,174,559 | 1,030,502,459 | Advances, deposits, prepayments and other receivables | 11,476,097,389 | 10,228,969,497 |
| | <u>1,495,653,146</u> | <u>1,355,240,958</u> | Tax refunds due from Government | 399,874,701 | 1,041,873,301 |
| | | | Cash and bank balances | 113,829,265 | 258,876,358 |
| CURRENT LIABILITIES | | | | <u>26,030,727,915</u> | <u>26,739,547,604</u> |
| Short term borrowings - <i>secured</i> | 17,722,925,390 | 18,469,813,174 | | | |
| Current portion of non-current liabilities | 97,966,185 | 111,044,115 | | | |
| Trade and other payables | 5,024,275,275 | 5,535,087,104 | | | |
| Mark-up accrued | 706,810,744 | 823,224,826 | | | |
| Provision for taxation | 827,376,319 | 1,552,132,097 | | | |
| | <u>24,379,353,913</u> | <u>26,491,301,316</u> | | | |
| CONTINGENCIES AND COMMITMENTS | | | | | |
| TOTAL EQUITY AND LIABILITIES | <u>40,356,301,823</u> | <u>41,558,688,391</u> | TOTAL ASSETS | <u>40,356,301,823</u> | <u>41,558,688,391</u> |



Tandlianwala Sugar Mills Ltd.

Statement of Other Comprehensive Income For the year ended September 30, 2025

| | 2025 Rupees | 2024 Rupees |
|---|----------------|----------------|
| Profit after taxation | 709,715,543 | 1,082,665,508 |
| Other comprehensive income | | |
| <i>Items that will not be reclassified to profit or loss:</i> | | |
| Gain on remeasurement of defined benefit liability | 83,708,597 | 44,146,419 |
| Related tax impact | (24,275,493) | (12,802,462) |
| | 59,433,104 | 31,343,957 |
| Total comprehensive income for the year | 769,148,647 | 1,114,009,465 |



Tandlianwala Sugar Mills Ltd.

Statement of Cash Flows

For the year ended September 30, 2025

| | 2025 Rupees | 2024 Rupees |
|---|----------------------|------------------------|
| <u>Cash flows from operating activities</u> | | |
| Profit before taxation | 1,002,557,573 | 1,831,018,683 |
| <i>Adjustments for non-cash and other items:</i> | | |
| Depreciation on property, plant and equipment | 738,895,908 | 788,311,168 |
| Gain on disposal of property, plant and equipment | - | - |
| Finance cost | 3,624,712,581 | 3,607,317,296 |
| Provision for staff retirement benefits | 172,274,893 | 189,305,475 |
| Profit on saving accounts | (5,669,574) | (118,290,409) |
| Workers' Welfare Fund | 21,583,586 | 88,280,212 |
| Workers' Profit Participation Fund | 55,038,145 | 101,015,731 |
| | 4,605,835,539 | 4,655,939,473 |
| Operating profit before working capital changes | 5,609,393,112 | 6,486,958,156 |
| <i>(Increase) / decrease in current assets:</i> | | |
| Stores, spare parts and loose tools | (352,886,673) | (342,887,741) |
| Stock-in-trade | 1,537,849,783 | (7,985,652,001) |
| Advances, deposits, prepayments and other receivables | (1,247,127,892) | (3,355,886,515) |
| Trade debts - considered good | (16,061,222) | (10,670,333) |
| | (78,226,004) | (11,695,096,590) |
| <i>Increase / (decrease) in current liabilities:</i> | | |
| Trade and other payables | (486,417,829) | (1,116,851,974) |
| Net cash generated from/(used in) operations | 5,044,749,279 | (6,324,990,408) |
| Finance cost paid | (3,741,126,663) | (3,261,820,324) |
| Staff retirement benefits paid | (894,196) | (944,806) |
| Taxes paid | (379,975,234) | (250,151,557) |
| Workers' Profit Participation Fund paid | (101,015,731) | (113,110,016) |
| | (4,223,011,824) | (3,626,026,703) |
| Net cash generated from/(used in) operating activities | 821,737,455 | (9,951,017,111) |
| <u>Cash flows from investing activities</u> | | |
| Capital expenditure | (120,591,759) | (224,524,994) |
| Long term deposits | (81,947,376) | (53,793,800) |
| Income received from bank deposits | 5,669,574 | 118,290,409 |
| Net cash used in investing activities | (196,869,561) | (160,028,385) |
| <u>Cash flows from financing activities</u> | | |
| Long term finance paid - net | 90,000,000 | (571,654,543) |
| Lease liabilities - net | (113,027,194) | (105,011,227) |
| Short term borrowings - net | (746,887,793) | 10,036,594,767 |
| Net cash (used in)/generated from financing activities | (769,914,987) | 9,359,928,997 |
| Net decrease in cash and cash equivalents | (145,047,093) | (751,116,499) |
| Cash and cash equivalents at the beginning of the year | 159,374,203 | 910,490,702 |
| Cash and cash equivalents at the end of the year | 14,327,110 | 159,374,203 |



Tandlianwala Sugar Mills Ltd.

Statement of Changes in Equity
For the year ended September 30, 2025

| | Share capital | Reserves | | Total reserves | Loan from Sponsors | Total |
|---|------------------|---------------|-------------------------|----------------|--------------------|----------------|
| | | Capital | Revenue | | | |
| | | Share premium | Un-appropriated profits | | | |
| | -----Rupees----- | | | | | |
| Balance as at October 01, 2023 | 1,177,063,000 | 290,741,640 | 7,495,117,955 | 7,785,859,595 | 3,635,214,057 | 12,598,136,652 |
| Total comprehensive income / (loss) for the year: | | | | | | |
| Profit for the year ended September 30, 2024 | - | - | 1,082,665,508 | 1,082,665,508 | - | 1,082,665,508 |
| Other comprehensive income for the year ended September 30, 2024 - net of tax | - | - | 31,343,957 | 31,343,957 | - | 31,343,957 |
| | - | - | 1,114,009,465 | 1,114,009,465 | - | 1,114,009,465 |
| Balance as at September 30, 2024 | 1,177,063,000 | 290,741,640 | 8,609,127,420 | 8,899,869,060 | 3,635,214,057 | 13,712,146,117 |
| Total comprehensive income / (loss) for the year: | | | | | | |
| Profit for the year ended September 30, 2025 | - | - | 709,715,543 | 709,715,543 | - | 709,715,543 |
| Other comprehensive income for the year ended September 30, 2025 - net of tax | - | - | 59,433,104 | 59,433,104 | - | 59,433,104 |
| | - | - | 769,148,647 | 769,148,647 | - | 769,148,647 |
| Balance as at September 30, 2025 | 1,177,063,000 | 290,741,640 | 9,378,276,067 | 9,669,017,707 | 3,635,214,057 | 14,481,294,764 |