



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)



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Profit before taxation & Levy	1,002,557,573	1,831,018,683
Levy	<u>(145,259,804)</u>	<u>-</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.

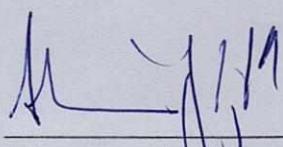
The share transfer books of the Company will remain close from January 19, 2026 to January 27, 2026 (Both Days Inclusive) for attendance of Annual General Meeting.

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.



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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.



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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:



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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.



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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.



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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



Tandlianwala Sugar Mills Ltd.

Statement of Financial Position

As at September 30, 2025

EQUITY AND LIABILITIES	2025	2024	ASSETS	2025	2024
	Rupees	Rupees		Rupees	Rupees
SHARE CAPITAL AND RESERVES					
Authorized share capital			NON-CURRENT ASSETS		
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>	Property, plant and equipment	13,900,423,610	14,475,937,865
Issued, subscribed and paid-up share capital	1,177,063,000	1,177,063,000	Long term deposits	425,150,298	343,202,922
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>	<u>3,635,214,057</u>	<u>3,635,214,057</u>			
TOTAL EQUITY	14,481,294,764	13,712,146,117			
LIABILITIES					
NON-CURRENT LIABILITIES					
Long term finances - <i>secured</i>	90,000,000		CURRENT ASSETS		
Lease liability	287,478,587	324,738,499	Stores, spare parts and loose tools	2,431,146,860	2,078,260,187
Deferred liabilities	1,118,174,559	1,030,502,459	Stock-in-trade	11,579,205,027	13,117,054,810
	<u>1,495,653,146</u>	<u>1,355,240,958</u>	Trade debts - <i>considered good</i>	30,574,673	14,513,451
CURRENT LIABILITIES			Advances, deposits, prepayments and other receivable	11,476,097,389	10,228,969,497
Short term borrowings - <i>secured</i>	17,722,925,390	18,469,813,174	Tax refunds due from Government	399,874,701	1,041,873,301
Current portion of non-current liabilities	97,966,185	111,044,115	Cash and bank balances	113,829,265	258,876,358
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	40,356,301,823	41,558,688,391	TOTAL ASSETS	40,356,301,823	41,558,688,391



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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



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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	3,624,712,581	3,607,317,296
Finance cost	172,274,893	189,305,475
Provision for staff retirement benefits	(5,669,574)	(118,290,409)
Profit on saving accounts	21,583,586	88,280,212
Workers' Welfare Fund	55,038,145	101,015,731
Workers' Profit Participation Fund	4,606,835,539	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 - <i>considered good</i>	(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)
 <i>Finance cost paid</i>		
Staff retirement benefits paid	(3,741,126,663)	(3,261,820,324)
Taxes paid	(894,196)	(944,806)
Workers' Profit Participation Fund paid	(379,975,234)	(250,151,557)
	(101,015,731)	(113,110,016)
Net cash generated from/(used in) operating activities	(4,223,011,824)	(3,626,026,703)
	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 - <i>net</i>	90,000,000	(571,654,543)
Lease liabilities - <i>net</i>	(113,027,194)	(105,011,227)
Short term borrowings - <i>net</i>	(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



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

	Share capital	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		