

Balochistan Particle Board Limited

Statement of Financial Position as at August 04, 2021, Receipts and Payments Account for the period from August 05, 2020 to August 04, 2021 alongwith Auditors' and Liquidator's Reports thereon



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Company Information

Name of the Company Balochistan Particle Board Limited

(Under Members' Voluntary Winding-up)

Chairman

Chief Executive

Board of Directors Muslim R. Habib

Syed Ali Niaz Akhtar Naqvi

Ali Kamal

Akhtar Zaman Khan Mehboob Ali Lilani Syed Shabbar Hasan

Farida

Liquidator Shaikh Mohammad Tanvir

Chief Financial Officer Amir Bashir Ahmed

Company Secretary Irfan Ghulam Muhammad

Registered Office

Imperial Court, 3rd Floor Dr. Ziauddin Ahmed Road

Karachi-75530

Phone : (+92-21) 35680036 Fax : (+92-21) 35684086 www : bpbl.net

Bankers Bank AL Habib Limited

Habib Bank Limited

Auditors Reanda Haroon Zakaria & Company

Chartered Accountants

THK Associates (Pvt.) Limited Share Registrar

Plot No. 32-C, Jami Commercial Street-2, DHA, Phase VII, Karachi-75500, Pakistan. Phones: (+92-21) 111-000-322

Fax : (+92-21) 35310190 E-mail : sfc@thk.com.pk Website : www.thk.com.pk



BALOCHISTAN PARTICLE BOARD LIMITED Under Members' Voluntary Winding-up

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Balochistan Particle Board Limited (Under Members' Voluntary Winding-up) in accordance with the provisions of Section 358 of the Companies Act, 2017 will be held on Thursday, September 30, 2021 at 11:00 A.M. Due to current situation caused by COVID-19 pandemic, shareholders shall be entitled to attend the meeting through video conference facility managed by the Company as per the instructions given in the Note section.

Special Business

To receive, consider and approve the Audited Statement of Financial position as on August 4, 2021, Receipts and Payments account for the period from August 5, 2020 (date of commencement of winding up) to August 4, 2021 (close of first year) alongwith the Auditors' and Liquidator's reports thereon.

Copies of Statement of Financial position, Receipts and Payments account, the Auditors' and Liquidator's reports thereon and Statement under Section 134(3) are being sent to the members along with the copy of this notice.

> Period M Tomas **Shaikh Mohammad Tanvir** Liquidator

Karachi: September 8, 2021

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

The statement is annexed to the Notice of the Annual General Meeting of the Company and sets out the material facts concerning the proposed Ordinary Resolution for consideration of audited statement of financial position and Receipts and Payments account together with Auditors' and Liquidator's reports thereon for winding up the affairs of the company. The Liquidator's report sets out the payments made, upto August 4, 2021 out of cash available after setting aside provision for liquidation expenses. Complete details of which are contained in the aforesaid statements being submitted along with this notice to the shareholders.

None of the Directors or their spouses / related party are interested in any special

business of whatsoever except as shareholder(s) / lender.

Participation in the Annual General Meeting via Video Conference Facility

Due to current COVID-19 situation in the country, participation in the Annual General Meeting proceedings is arranged through video conference facility. Shareholders who are willing to participate in the meeting through video conference facility are requested to share following information at agm@bpbl.net for their confirmation and proxy's verification at least 48 hours before the time of the meeting.

Name of Shareholder	CNIC No.	Folio No.	Cell. No.	Email Address

Video conference link details and login credentials will be shared with those Shareholders whose email containing all the particulars and received at least 48 hours before the time of the meeting. Shareholders can also provide their comments and questions for the agenda items of the AGM on agm@bpbl.net at least 48 hours before the meeting.



REPORT OF THE LIQUIDATOR TO THE MEMBERS UNDER SECTION 358(1)(b) OF THE COMPANIES ACT 2017 ON CLOSE OF FIRST YEAR AFTER THE COMMENCEMENT OF WINDING-UP

The undersigned was appointed as Liquidator of the Company upon passing the special resolution by the Company on August 5, 2020. After taking charge as liquidator, the following steps have been taken:

- 1. Details and documentation of all the assets and liabilities of the Company were ascertained, reviewed and taken into possession.
- 2. The preliminary report was submitted to the Securities and Exchange Commission of Pakistan (SECP) under section 321 of the Companies Act 2017 on September 7, 2020.
- 3. Since the land of the Company was encumbered for the purposes of arranging bank guarantees earlier required by the Company, it was necessary to get the bank guarantees released so that the property of the Company could be sold free of any charge. The bank guarantees placed with the Excise Department, Govt of Sindh were released on Oct 7, 2020 and were returned to the bank for cancellation. For the purpose, the charges registered were also vacated from the office of the SECP on Nov 10, 2020.
- 4. Subsequent to the vacation, advertisements were published in newspapers on November 8, 2020 being the "Invitation to offer" in the local newspapers in relation to Sale of Freehold Land, Building and Inactive Urea Formaldehyde plant having capacity of 4,000 MT alongwith stores and spares situated at Mauza Beerot, Tehsil Hub, District Lasbella, Balochistan. In this respect, the bids so received were assessed and thereafter, the agreement to sell was concluded with Messers Shujaat Sherwani and Faisal Abbas being the highest bidder of Rs. 301,075,000 (Rupees Three hundred one million and seventy five thousands only). The proceeds of sale were received in accordance with the agreed schedule and upon receipt were immediately placed in Term Deposits with the Bank in order to fetch competitive and secured returns under the prevailing short term placement arrangement. Upon receipt of all the agreed payments from the buyers, the property title was transferred and necessary documents were executed accordingly.



- 5. In order to conclude the winding up proceedings, the next important step was to proceed to make payment to shareholders. In carrying out the distribution of funds to the members / shareholders of the Company, due communications were carried out with the Central Depository Company of Pakistan, Pakistan Stock Exchange, the Shares Registrar M/s. THK Associates (Pvt.) Limited, and, the Auditors of the Company M/s. Reanda Haroon Zakaria & Company, Chartered Accountants. All efforts were made to comply with the requirements, which were concluded with the cooperation of all related concerned officials.
- The major creditor of the Company was Karachi Mercantile Company (Pvt.) Limited, a related party who had provided interest free loan to meet company's liquidity requirements. The same was repaid on July 29, 2021.
- 7. The Company's income tax returns for the years ended on June 30, 2020 and June 30, 2021 were duly filed. The Company's tax liability on its income for the above years was calculated in accordance with the provisions of the Income Tax Ordinance, 2001 and due taxes were deposited alongwith the returns of income. The tax liability on Company's taxable income (which represents only bank profits) for the period subsequent to July 1, 2021 has been duly worked out and deposited into the Government treasury.
- 8. The voluntary winding up of the Company could not be completed within a specified period of one year as provided under section 372(5) of the Companies Act 2017 which necessitated to seek extension from the Honourable High Court of Sindh. The Honourable Court was pleased to grant an extension of sixty days expiring on October 3, 2021 vide its order dated August 2, 2021.
- 9. During the period of members' voluntary winding up, the recurring expenses and the expenses to carry out the winding up process have been incurred and the same have been duly reflected in the receipts and payments account. After meeting all the expenses and agreed remuneration of the undersigned, the remaining gross amount stands to the credit of all the shareholders of the Company works out to Rs. 280,200,000 (Rupees Two hundred eighty million and two hundred thousand only) (i.e. Rs. 46.70 per ordinary share of Rs. 5 each



including repayment of capital of Rs. 5 each). The amount has been disbursed to all the shareholders whose complete particulars were available on record, whether in physical form or in book entry system in accordance with their shareholding confirmation received from the CDC, Share Registrar by the Share department of the Company. Upto August 4, 2021 gross amount of Rs. 185,268,595 (Rupees One hundred eighty five million two hundred sixty eight thousand and five hundred ninety five only) has been paid to the shareholders whose complete information was made available to the Company. As regard to the total payment, Upto September 7, 2021, three hundred and seven (307) shareholders holding 5,324,472 shares have been paid gross amount of Rs. 248,652,842 (Two hundred forty eight million six hundred fifty two thousand and eight hundred and forty two only) representing 88.74%.

10. The Company published notices in the Daily Business Recorder and Daily Nawai Waqt on June 23, 2021, June 30, 2021, July 29, 2021 and August 4, 2021 to provide opportunity to those shareholders where the Company was not in possession of the complete information, requesting the shareholders to contact the Company for making compliances and receive the amounts due to them. As a result, payments were also made to those who approached the Company subsequently and furnished the required details / documents. Unclaimed funds and dividends have, however, to be deposited with the State Bank of Pakistan under the head "Deposit of unclaimed Dividend and undistributed Assets under the Companies Liquidation Account" under section 417 of the Companies Act 2017 so that they can claim their amounts at a later date. Details of all these payments are to be forwarded to SECP as required for record keeping purposes.

Company's Statutory Auditors M/s Reanda Haroon Zakaria & Company Chartered Accountants has duly audited the statement of financial position and receipts and payments account and copy of the same along with the auditors' report is annexed hereto and form part of this report.

Lastly, I highly appreciate the assistance and cooperation extended by the company's employees, legal counsel, executives and the Board of Directors for concluding the winding up process successfully.

Shaikh Mohammad Tanvir Liquidator

September 7, 2021



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BALOCHISTAN PARTICLE BOARD LIMITED

Opinion

We have audited the annexed statement of Financial Position as at August 4, 2021 and Receipts and Payments for the period from August 5, 2020 to August 4, 2021 along with notes thereon of Balochistan Particle Board Limited (the Company).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at August 04, 2021, and its Receipts and Payments for the period stated above in accordance with Section- 358 of Companies Act 2017.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ISA-800, "Special Considerations-Audit of Financial Statements Prepared in Accordance with Special Purpose Frameworks". Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



S.No	Key audit matter(s)	How the matter was addressed in our audit
1	1 Receipts and Payments in accordance with Section-358 of Companies Act, 2017.	Our Key audit procedure with respect to receipts and payments included:
		Performed Test of details on all receipts and payment transactions,
		Traced all the transaction from bank statements to ledgers accounts,
		Reviewed sale agreement of properties.

Responsibilities of Liquidator for the Financial Statements

Liquidator is responsible for the preparation and fair presentation of the financial statements in accordance with the winding up provisions of Companies Act 2017 and for such internal control as liquidator determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 International Standards on Auditing (ISAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

 Identify and assess the risks of material misstatement of the annexed 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 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 internal control.
- Evaluate the reasonableness of accounting estimates and related disclosures made by liquidator.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with liquidator 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 liquidator 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 liquidator, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 auditors' report is **Farhan Ahmed Memon**.

Reanda Habour Dakaria & Company

Chartered Accountants

Place: Karachi

Dated: September 7, 2021



BALOCHISTAN PARTICLE BOARD LIMITED (COMPANY UNDER MEMBERS' VOLUNTARY WINDING UP) STATEMENT OF FINANCIAL POSITION AS AT AUGUST 04, 2021

	(Rupees)
ASSETS	
Profit accrued on bank deposit Cash at banks	402,410
	105,299,671
Total Assets	105,702,081
EQUITY AND LIABILITIES	
Share Capital	
Authorised Capital	
10,000,000 ordinary shares of Rs. 5 each	50,000,000
Equity	
Share Capital (6,000,000 ordinary shares of Rs.5 each)	30,000,000
Accumulated Profit	250,200,000
Total amount payable to share holders	280,200,000
Less: Paid upto reporting date Out of share capital	(22,654,285)
Out of Share capital Out of Accumulated profit	(162,614,310)
Out of Accumulated profit	(185,268,595)
	94,931,405
	3 1,00 1, 100
Liabilities	
Accrued Expenses	7,908,182
Unclaimed dividend	318,738
Provision for taxation - net	2,543,756
	10,770,676

Shaikh Mohammad Tanvir Liquidator 105,702,081

Total Equity and Liabilities



Liquidator's Statement of Account for the period from August 5, 2020 to August 4, 2021 under Members' Voluntary Winding up Pursuant to section 358 $\,$

1 Name of the Company 2 Nature of proceeding 3 Date of commencement of the winding up

4 Name

5 Address of Liquidator

: Balochistan Particle Board Limited : Members' Voluntary winding up : August 5, 2020 : Shaikh Mohammad Tanvir : Suite # 1601, Kashif Centre

Shahrah-e-Faisal Karachi.

Statement showing receipts and payments during the period from August 5, 2020 (date of commencement of winding up) to August 4, 2021 (close of first year).

Receipts		
	Estimated Value Rs.	Value Realized Rs.
Assets: Cash at Bank	1 550 000	4 550 000
Cash in hand	1,556,896	1,556,896
Marketable Securities	– Nil	– Nil
Rent Income	Nil	Nil
Trade Debtors	Nil	Nil
Security Deposit	125,000	INII
Rent Receivable	177,100	177.100
Tender Information Fee	177,100 Nil	Nil
Sale of :	IVII	TVII
Land	145,045,120	293,225,000
Building	7,737,880	6,500,000
Plant and Equipment	2,400,000	1,100,000
Stores and Spares	500,000	250,000
•	155.683.000	301,075,000
Patents, Trade Marks, etc.	Nil	Nil
Investments other than Marketable, Securities	Nil	Nil
Surplus from Securities	Nil	Nil
Unpaid class a commencement of winding up	Nil	Nil
Amount received from calls on Contributories	Nil	Nil
Amount received from calls on contributories made in the winding	up Nil	Nil
Other property	Nil	Nil
Payments to redeem securities	Nil	Nil
Costs of execution	Nil	Nil
Payments per trading account	Nil	Nil
Others Rent Income		657.450
Profit on Term Deposits / Treasury Call	_	657,453 6,729,629
Loan from Related Party Karachi Mercantile Co. (Pvt.) Limited	_	25,000
Tender Information Fee	_	30,000
		310,251,078
		,,



Payments	
	Payment Value Rs.
Salaries and allowances	245,000
Security Expenses	369,600
Rates and taxes	98,201
Repair and maintenance	97,202
Incidental Outlays (establishment charges and other)	Nil
Cost of advertisement and notice in Gazette and newspaper	509,167
Communication, printing and stationery	18,781
Audit, Review & Certification	216,000
Out of Pocket Expenses	_
	216.000
Fees, subscription and other expenses	548,572
Bank and Guarantee Commission Charges	134,666
Liquidators remuneration	_
Expenses of Liquidation including Legal Expenses of	
Rs. 465,000	907,686
Auctioneers and value charges	Nil_
Income Tax for the year ended June 30, 2020	193,020
Tax paid during the period	1,202,917
	1,395,937
Cost of possession and maintenance of estate	Nil
Total costs and charges	4,540,812
(i) Debenture holders Payments	Nil
(ii) Creditors payments	Nil
Refund of Deposits to Tenant Refund of Loan - Karachi Mercantile Co. (Pvt.) Ltd.	417,000
(iii) Return to Contributories / Share holders	14,725,000
Paid to Shareholders @ Rs.46.70 Per Share net of tax and zakat	185,268,595
Cash at Bank *	105,299,671
	310,251,078

^{*} This amount has been retained to make payment to remaining share holders against expenses accrued, income tax payable, unclaimed dividend net of income accrued on bank deposit.

Dated: September 7, 2021

Shaikh Mohammad Tanvir Liquidator

Declare that the above statement is true and contains full and accurate account of the winding up from the date of commencement of winding up to the close of the first year.

Dated: September 7, 2021

Shaikh Mohammad Tanvir Liquidator



BALOCHISTAN PARTICLE BOARD LIMITED
(UNDER MEMBERS' VOLUNTARY WINDING UP)
NOTES TO THE STATEMENT OF FINANCIAL POSITION AND
RECEIPTS & PAYMENTS FOR THE PERIOD OF TWELVE MONTHS
FROM AUGUST 05, 2020 TO AUGUST 04, 2021

1. THE COMPANY AND ITS OPERATION

1.1 Balochistan Particle Board Limited (Company under Members' Voluntary Winding up) is a public limited Company incorporated in Pakistan, with shares quoted on the Pakistan Stock Exchange. Company is in the process of members' voluntary winding up accordingly trading in the shares of Company was suspended w.e.f. 26th August, 2020.

The registered office of the Company is situated at Imperial Court, 3rd Floor, Dr. Ziauddin Ahmed Road, Karachi.

2. BASIS OF PREPARATION

2.1 Statement of Compliance

Statements of Financial Positions and Receipts & Payments have been prepared by the Liquidator of the Company in accordance with the requirements of Section-358 of Companies Act, 2017.

2.2 Functional Currency

These financial statements are presented in Pakistani rupees which is the functional currency of the company. Figures are rounded off to the nearest rupee.

3. DATE OF AUTHORIZATION FOR ISSUE

These financial statements were authorized for issue on September 7, 2021, by the Liquidator of the Company.

Shaikh Mohammad Tanvir Liquidator

Sovial on Town



Form of Proxy

The Company Secretary Balochistan Particle Board Limited Imperial Court, 3rd Floor Dr. Ziauddin Ahmed Road KARACHI – 75530

I/V	Ve	of	
a r	nember(s) of BALOCHISTAN PARTICLE BOARD L	IMITED and holding.	
orc	dinary shares, as per Folio No	and /or CD0	C Participant's
I.D	. Numbers		
an	d Account / Sub-Account No		
he	reby appoint	of	
or	failing him	of	
Me	other member of the Company to vote for me / us ar seting of the Company to be held on Thursday, Sepereof.		
As	witness my / our hand this		Rs. Five Revenue Stamp JRE OF MEMBER(S)
1.	Witness Signature: 2	2. Witness Signature:	
	Name:	Name:	
	Address:	Address:	
	CNIC/Passport No:	CNIC/Passport No	:

A member entitled to attend and vote at this meeting is entitled to appoint another member of the Company as a proxy to attend and vote on his / her behalf.

Any individual beneficial owner of CDC, entitled to attend and vote at this meeting must bring his / her National Identity Card, Account and Participant's ID Numbers to prove his / her identity, and in case of proxy, must enclose attested copies of his / her National Identity Card, Account and Participant's ID Numbers. Representatives of corporate members should bring the usual documents as required for such purpose.

The instrument appointing a proxy should be signed by the member or by his attorney duly authorised in writing. If the member is a corporation its common seal (if any) should be affixed to the instrument.

The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a notarially certified copy thereof, should be deposited at the registered office of the Company at least 48 hours before the time of the meeting.



براکسی فارم

ביו טטרן	
,	سمپنی سیریٹری
	بلوچىتان يارئىكل بورۋلمەيلى <i>ڭ</i>
	امپیریل کورٹ، تیسری منزل،
	ڈاکٹر ضیاءالدین روڈ ،کراچی _•۷۵۵۳
	میں اہم
	ساكن ٰ
	میں بحیثیت ممبر بلوچتان پارٹیکل بورڈ لمیٹڈ
اياى ڈى يى پائىسىيىئس آئى ڈى نمبر	عام شیئر زجن کے شیئر رجہ فولیونمبر اور
	اورد ٰ يلي ا كاؤنث نمبر
	ساكن
ساكن	اورا گران کے لئےممکن نہ ہوتو
تمبرا 202 کومنعقد کئے جانے والے کمپنی کے سالا نہ اجلاس عام میں میری <i>اج</i> اری جگہ ووٹ دیے کمیں۔	کوبطورا پنا/ہمارا پراکسی مقرر کرتا/ کرتی ہوں تا کہوہ بروز جمعرات مورخہ 30
و منتخط مبلغ ۵رو پ کے ڈاک تک	دستخط مورفه
	گواہان:
دشخط	
	^t
	z ç
شاختی کار ڈنمبر	شاختی کاردٔ نمبر
ياسپورٹ نمبر	ياسپورٽ نمبر
· •	•
ہ،اپنے بجائے کسی دوسر مے مبرکوشرکت کرنے اورووٹ دینے کے لئے پراکسی مقرر کرسکتا کرسکتی ہے۔	. نوٹ: بر مرممہ جرادان کا مام بڑکروکر زار در در میں کا جاتا
ہے، پ بیاب ن دو مرتب برومر س دے اور دوں کے بیات کی اور کا دریات ہے۔ یہ کا تن رکھتا ہے، اپنے ساتھ کمپیوڈرائز ڈ شاختی کارڈ (CNIC) اور پارٹیسپیٹ آئی ڈی اوری ڈی می ا کاؤنٹ نمبر	
، صورت میں مندرجہ بالا دستاویزات کی مصدقہ نقول منسلک کریں۔ کار پوریٹ ادارے کے نمائندگان ایسے	
,	دستاویزات ہمراہ لائیں جواس مقصد کے لئے در کار ہوتی ہیں۔
۔ اگر ممبر کارپوریشن ہے تو پراکسی فارم پر کارپوریشن کی مہر (اگر کوئی ہے) شبت کرنالازی ہے۔	۳) پراکسی فارم پرممبر یاا <i>س کے قری</i> ری طور پر بااختیار مجاز کے دستخط لازی میں
ظ کیا گیاہے یاس کی مصدقہ نقل کمپنی کے رجٹر ڈ آفس میں اجلاس ہے ۴۸ گھٹے قبل جمع کر انالازی ہے۔	۴) پراکسی فارم بشمول پاورآف اٹارنی (اگرکوئی ہے)جس کے تحت فارم دستھ