Condensed Interim Statement of Financial Position (Un-audited) As at 31 March 2023

		(Un-audited) 31 March 2023	(Audited) 31 December 2022			(Un-audited) 31 March 2023	(Audited) 31 December 2022
EQUITY AND LIABILITIES	Note	(Rupees	in '000)	ASSETS	Note	(Rupees	s in '000)
Share capital and reserves				<u>Non-current assets</u>			
Authorised capital 425,000,000 (2022: 425,000,000) ordinary shares of Rs. 10 each		4,250,000	4,250,000				
Issued, subscribed and paid up capital Other reserves Loan from sponsors Revenue reserve - unappropriated profit	6	2,678,853 3,505,184 162,389 481,394	2,678,853 3,505,184 119,497 470,176	Property, plant and equipment Intangible assets and goodwill Long term Deposits Employee retirement benefits	9 10	5,544,728 2,845,664 20,526 6,199	5,440,358 2,835,855 20,526 6,149
Surplus on revaluation of property, plant and equipment - <i>net of tax</i>		<u>342,704</u> 7,170,524	342,704 7,116,414			8,417,117	8,302,888
Non-current liabilities				Current assets			
Long term loans - secured Amount due to holding company Lease liabilities - Assets under right of use - secured		811,372 1,859,289 36,498	789,415 1,721,338 40,246	Stores, spares and loose tools Stock-in-trade Trade debts Advances, deposits, prepayments		38,677 3,102,746 3,986,368	44,143 2,860,801 4,218,103
- Building under right of use - unsecured Employee retirement benefits - obligation Deferred tax liability - <i>net</i> Deferred income		56,273 446,257 6,186	41,687 - 456,083 6,477	and other receivables Cash and bank balances Non current assets held for sale	11	81,030 50,032 7,258,853 1,470	66,398 5,629 7,195,074 1,470
Deletted income		3,215,875	3,055,246	Non current assets neid for sale		7,260,323	7,196,544
<u>Current liabilities</u>							
Trade and other payables Mark-up accrued on borrowings Short term borrowings - <i>secured</i> Provision for tax Current portion of long term liabilities	7	1,192,521 271,805 3,386,603 15,381 424,731 5,291,041	1,379,020 284,937 3,156,007 3,439 504,369 5,327,772				
Contingencies and commitments	8	5,271,071	3,521,112				
		15,677,440	15,499,432			15,677,440	15,499,432

The annexed notes 1 to 17 form an integral part of these condensed interim unconsolidated financial statements.

Lahore

Chief Executive Officer

Chief Financial Officer

Condensed Interim Statement of Profit or Loss Account (Un-audited)

For the three months period ended 31 March 2023

		For three months period ended	
		31 March	31 March
		2023	2022
	Note	(Rupees in	n '000)
Sales - net of sales return		1,381,116	3,382,762
Sales tax and trade discount on invoices		(240,678)	(647,164)
Sales - net	12	1,140,438	2,735,598
Cost of sales		(855,994)	(2,149,106)
Gross profit		284,444	586,492
Marketing, selling and distribution costs		(65,497)	(184,511)
Administrative expenses		(70,809)	(78,255)
Other expenses		(1,751)	(4,382)
Other income		7,877	7,009
		(130,180)	(260,140)
Profit from operations		154,264	326,352
Finance cost		(137,491)	(199,065)
Profit before taxation		16,773	127,287
Taxation		(5,555)	(34,195)
Profit for the period		11,218	93,092
Earnings per share - basic and diluted (Rupees)		0.04	0.35

The annexed notes 1 to 17 form an integral part of these condensed interim unconsolidated financial statements.

Condensed Interim Statement of Comprehensive Income (Un-audited) For the three months period ended 31 March 2023

	For three more	For three months period ended		
	31 March 202.	3 31 March 2022		
	(Rupo	ees in '000)		
Profit for the period	11,218	93,092		
Other comprehensive income for the period				
Items that will not be reclassified to profit or loss account:				
	-	-		
Total comprehensive income for the period	11,218	93,092		

The annexed notes 1 to 17 form an integral part of these condensed interim unconsolidated financial statements.

Waves Home Appliances Limited *(formerly, Samin Textiles Limited)* Condensed Interim Statement of Changes in Equity For the three months period ended 31 March 2023

	Issued.			Capital Res	serves			Revenue Reserve	
	subscribed and paid-up capital	Shares to be issued under scheme of arrangement	Capital redemption reserve	Share premium reserve	Merger reserve	Loan from sponsors	Surplus on revaluation of land and building	(Accumulated losses) / Unappropriated profits	Total
				(1	Rupees in '00	0)			
As at 01 January 2022	118,791	2,560,062	148,489	3,642,002	(263,296)	115,300	368,984	375,924	7,066,256
Other comprehensive income for the year Profit for the period								48,873	48,873
Remeasurement of defined benefit obligation Surplus on revaluation of property	-		-	-	-		-	19,099	- 19,099
Related deferred tax on surplus arisen			-	-			_	-	-
Surplus transferred to accumulated profits	-		-	-	-		-	67,972	67,972
Transfer against sale of land and building - net of tax Incremental depreciation relating to	-		-	-	-		- (26,280)	- 26,280	-
surplus on revaluation - net of tax	-		-	-	-		(20,280)	-	-
	-		-	-	-		(26,280)	26,280	-
Transactions with owners of the Company									
Shares issued under scheme of arrangement Shares capital issuance expenses Sponsors loan during the year	2,560,062	(2,560,062)		(22,011)		4,197			- (22,011) 4,197
	2,560,062	(2,560,062)	-	(22,011)	-	4,197	-	-	(17,814)
Balance as at 31 December 2022	2,678,853	-	148,489	3,619,991	(263,296)	119,497	342,704	470,176	7,116,414
Total comprehensive income for the year									
Profit after taxation Sponsors loan during the year	-		-	-	-	42,892	-	11,218	11,218 42,892
Effect of change in tax rate on account of surplus on property, plant and equipment	-		-	-	-		-	-	-
1 1); ; · · · · · · · · · · · · · · · · ·	-	-	-	-	-	42,892	-	11,218	54,110
Balance as at 31 March 2023	2,678,853	-	148,489	3,619,991	(263,296)	162,389	342,704	481,394	7,170,524

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

Lahore

Chief Executive Officer

Director

Chief Financial Officer

Condensed Interim Statement of Cash Flow (Un-audited)

For the three months period ended 31 March 2023

For the three months period ended 51 March 2025		(Un-audited) 31 March 2023	(Un-audited) 31 March 2022
Cash flows from operating activities	Note	Rupees	in '000
Profit before taxation		16,773	127,287
Adjustments for non-cash and other items:			
Depreciation on property, plant and equipment	9.1	59,167	63,017
Amortisation of intangible assets		7,455	33,722
Finance cost		137,491	-
Gain on sale of property, plant and equipment		(3,114)	-
Amortisation of deferred income		(291) 217,480	<u>(472)</u> 223,554
(Increase) / decrease in current assets:		5 4(((2.451)
Stores, spares and loose tools Stock-in-trade		5,466	(2,451)
Trade debts and other receivables		(241,945) 231,735	(52,176) 642,649
Advances, deposits, prepayments and other receivables		(14,632)	23,865
Increase in current liabilities:		(14,052)	25,005
Trade and other payables		(186,499)	(244,244)
		(205,875)	367,643
Cash used in operations		11,605	591,197
Income tax paid		(15,381)	(28,970)
Employee retirement benefits paid		(10,001)	(20,570)
Long term deposits - net		-	2,738
Net cash used in operating activities		(3,826)	564,965
Cash flow from investing activities			
Capital expenditure -net		(181,187)	(1,019,286)
Proceeds from disposal of property, plant and equipment		3,500	-
Net cash generated from investing activities		(177,687)	(1,019,286)
Cash flow from financing activities			
Long term loans received / (repaid)		(57,681)	588,765
Loan from holding company		137,951	48,927
Provision for tax		11,942	(5,482)
Finance costs paid		(150,623)	(26,952)
Short term borrowing - net		(373,827)	(4,179)
Loan from sponsors - <i>unsecured</i>		42,892	-
Lease rentals - net		10,838	-
Net cash generated from financing activities		(378,508)	601,079
Net increase in cash and cash equivalents		(560,021)	146,758
Cash and cash equivalents - at beginning of the period		(1,057,813)	(992,830)
Cash and cash equivalents - at end of the period	11	(1,617,834)	(846,072)

The annexed notes 1 to 17 form an integral part of these condensed interim unconsolidated financial statements.

Notes to the Condensed Interim Financial Information (Un-audited)

For the three months period ended 31 March 2023

1 Status and nature of business

Waves Home Appliances Limited (formerly, Samin Textiles Limited) ("the Company") is incorporated in Pakistan under the repealed Companies Ordinance, 1984 (now Companies Act, 2017) as a public limited company. The registered office of the Company is situated at 8.7 KM Hanjarwal, Multan Road Lahore. The Company is currently listed on Pakistan Stock Exchange. The principal business of the Company was trading, import and export of textile products. Consequent to approval of scheme of arrangement as discussed in note 2, the principal line of business has been amended to include manufacturing, assembly and wholesale of domestic consumer appliances and other light engineering products.

The Company is a subsidiary of Waves Corporation Limited (formerly Waves Singer Pakistan Limited), the ultimate parent Company.

Geographical locations of the manufacturing facilities of the Company are located at:

- 9-K.M, Hanjarwal, Multan Road, Lahore.

- 'Mouza Mustafabad, 41-K.M., Ferozpur Road, Off 2-K.M. Rohi Nala Road, Tehsil & District Kasur

2 Seperation / Carving out of Home Appliances Business from Waves Corporation Limited (WCL - formlery Waves Singer Pakistan Limited), a related entity and Amalgamation into WHAL

Samin Textiles Limited renamed as Waves Home Appliances Limited ("the Company-WHAL") completed a Scheme of Arrangement as follows:

- Carving out / seperation of home appliances business from WCL by transferring certain assets, liabilities, obligations, contracts and undertakings and amalgamating the same with and into the Company as of the effective date of 01 September 2021 against allotment and issue of WHAL shares to WCL. WCL was a related party of the Company by virtue of common shareholding. Refer to note of these financial statements for details of assets transferred and liabilities assumed.
- The Honourable Lahore High Court (the Court) through its Order dated 22 June 2022, has approved the Scheme of Arrangement as proposed and granted sanction order for the carving out of home appliances business from the Holding Company and amalgamation of the same into the subsidiary Company WHAL.
- The Board of Directors of the Company, in their meeting held on 23 December 2021, approved and resolved to present the Scheme of Arrangement before the shareholders of the Company for their approval. After approval by the BOD, the said scheme was submitted to Court for approval. As per requirments, the Company subsequently obtained approval of the Scheme of Arrangement from its shareholders and secured creditors of the Company. Shareholders of the Company also approved the change of name of the Company in accordance with Section 12 of the Companies Act, 2017 from "Samin Textiles Limited (SMTM)" to "Waves Home Appliances Limited (WHAL)". Further, shareholders have also resolved to change the year-end of WHAL from 30 June to 31 December to be aligned with the year-end of the holding company subsequent to amalgamation.
- As envisaged by the scheme of arrangement approved by the Honorable Lahore High Court, the books of accounts of WCL and WHAL shall be updated to record the necessary fair value accounting entries in accordance with the applicable accounting standards and applicable laws.

- As consideration for the transfer of the home appliances business, WHAL shall:
 - issue a total of 256,006,196 shares:
 - Out of above, 199,724,956 shares shall be issued and allotted to WCL.
 - Remaining 56,281,240 shares of the Company shall to be issued and allotted to shareholders of WCL in the swap ratio of 20 shares for every 100 shares held in WCL. The 20 shares of the Company directly issued to the shareholders of WCL are equivalent to presently traded 45 shares of the Company prior to the proposed capital reduction.
 - Rs. 2 billion in cash shall be payable to WCL; no additional compensation shall be applicable against this amount if the said amount is settled by the Company within 2 years of sanction of this scheme. However, if the said amount is still wholly or partially outstanding at the end of 2 years of the sanction of scheme, then a profit/mark-up shall be payable on outstanding amount on a quarterly basis in arrears at such profit/mark-up rate as determined by the Board(s) of Directors of each of the Company at the relevant time, provided such profit/mark-up rate shall not be less than the rate prescribed under applicable laws.

As part of the arrangement hereunder, subsequent to the Scheme completion date, but prior to the issuance / allotment of WHAL Shares to the Company and its shareholders, share capital of WHAL will be reduced from every 225 shares to 100 shares i-e total paid up capital from 26,728,000 to 11,879,111 shares.

The Group expects several benefits after this merger including the synergies of operations, allowing them to become leading suppliers / service providers, resulting in greater revenue. Furthermore, by separating the business segments (as contemplated in this Scheme), the individual companies shall have unique identities, a more focussed business and customer base.

At the same time, as a consequence of the arrangement, accounting year-end of WHAL shall change from 30 June to 31 December and WHAL shall become a subsidiary of WCL. Separation of the different undertakings and assets of WCL and merger of the demerged undertaking with and into WHAL will allow the management of each company to focus on the business segment sought to be carried out by the respective company, resulting in better performance of the same.

Details of assets and liabilities demerged along with other disclosures are given in note to these financial statements.

3 Basis of preparation

Statement of compliance

- **3.1** These condensed interim unconsolidated financial statements of the Company have been prepared in accordance with the accounting and reporting standards as applicable in Pakistan for interim financial reporting. The accounting and reporting standards as applicable in Pakistan for interim financial reporting comprise of:
 - International Financial Reporting Standards (IFRS Standards) issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017;
 - Islamic Financial Accounting Standards (IFAS) issued by the Institute of Chartered Accountants of Pakistan as notified under the Companies Act, 2017.
 - Provisions of and directives issued under the Companies Act, 2017; and

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

3.2 These condensed interim unconsolidated financial statements comprise the condensed interim unconsolidated statement of financial position of the Company as at 31 December 2022 and the related condensed interim unconsolidated statement of profit or loss account, condensed interim unconsolidated statement of comprehensive income, condensed interim unconsolidated statement of changes in equity and condensed interim unconsolidated statement of cash flow and notes to the financial information for the three month period then ended.

3.3 These condensed interim unconsolidated financial statements do not include all of the information required for annual financial statements and should be read in conjunction with the annual financial statements as at and for the year ended 31 December 2022. Selected explanatory notes are included to explain events and transactions that are significant to and understanding of the changes in the Company's financial position and performance since the last annual financial statements.

4 Use of estimates and judgments

The preparation of condensed interim unconsolidated financial statements requires management to make judgments, estimates and assumptions for the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these condensed interim unconsolidated financial statements, the significant judgments made by the management in applying accounting policies and key sources of estimation are the same as those applied in the preparation of annual audited financial statements for the year ended 31 December 2022.

5 Statement of consistency in accounting policies

The accounting policies and the methods of computation adopted in the preparation of these condensed interim unconsolidated financial statements are same as those applied in the preparation of annual audited financial statements for the year ended 31 December 2022.

6 Issued, subscribed and paid up capital

7

	(Un-audited)	(Audited)	(Un-audited)	(Audited)
	31 March	31 December	31 March	31 December
	2023	2022	2023	2022
	Number	of shares	Rupees	in '000
Issued for cash	11,879,111	11,879,111	118,791	118,791
To be issued under scheme of arrangement	256,006,196	256,006,196	2,560,062	2,560,062
	267,885,307	267,885,307	2,678,853	2,678,853

6.1 Ordinary shares of the Company held by associated persons and undertaking are as follows:

	(Un-audited)	(Audited)	(Un-audited)	(Audited)
	31 March	31 December	31 March	31 December
	2023	2022	2023	2022
- Waves Corporation Limited	74.56%	74.56%	199,724,956	199,724,956
- Haroon Ahmad Khan (CEO)	9.60%	9.60%	25,722,281	25,722,281
	84.16%	84.16%	225,447,237	225,447,237

6.2 The holders of ordinary shares are entitled to receive dividends as declared (if any), and are entitled to one vote per share at meetings of the Company.

		(Un-audited) 31 March 2023	(Audited) 31 December 2022
7 Short term b	orrowings	(Rupees	in '000)
From banking	companies - secured:		
Running fir	ance under mark-up arrangements	1,667,865	1,063,442
Finance aga	inst trust receipt	1,422,397	1,796,224
Short term	porrowings under 'Murahaba' arrangement	296,341	296,341
		3,386,603	3,156,007

7.1 These facilities are secured against charge over current assets of the company and personal guarantees of the sponsors of the company and carries markup rate of one month KIBOR + 2% per annum payable monthly in arrears and KIBOR + 2.5% per annum.

8 Contingencies and commitments

8.1 Contingencies

There has been no significant changes in contingencies as reported in the annual audited financial statements of the Company for the year ended 31 December 2022.

8.2 Commitments

9

The Company has the following commitments in respect of:

- (i) Commitments for the import of stock in trade outstanding at period end were for Rs. 136.58 million (31 December 2022: Rs. Nil).
- (ii) Commitments for capital expenditure against irrevocable letters of credit outstanding at the period end were Rs. 8.95 million (31 December 2022: Rs. 6.50 million).

			(Un-audited)	(Audited)	
			31 March 2023	31 December 2022	
		Note	(Rupees	in '000)	
Prope	erty, plant and equipment				
Opera	ting fixed assets	9.1	3,139,717	3,145,131	
Right	of use asset	9.2	124,072	131,641	
Capita	al work-in-progress	9.3	2,280,939	2,163,586	
			5,544,728	5,440,358	
9.1	Operating fixed assets				
	Opening balance - as at 01 January		3,145,131	2,797,121	
	Additions / (deletion) during the period / year		45,933	512,421	
	Transfers from right to use to owned assets		-	48,588	
			3,191,064	3,358,129	
	Book value of property, plant and equipment				
	disposed off during the period / year		(1,480)	(9,712)	
	Depreciation charged during the period / year		(49,867)	(203,287)	
	Closing balance		3,139,717	3,145,131	
9.2	Right of-use asset				
	Balance as at 01 January		131,641	156,115	
	Additions / (deletion) during the period / year		1,731	73,825	
	Transfers to owned assets		-	(48,588)	
	Depreciation charge for the period / year		(9,300)	(49,712)	
	Closing balance		124,072	131,641	

9.3 Capital work-in-progress

Balance as at 01 January	2,163,586	265,582
Additions / (deletion) during the period / year	117,353	1,898,004
Closing balance	2,280,939	2,163,586
Breakup of capital work in progress:		
Building	1,263,734	1,190,312
Plant and machinery	1,015,846	971,959
Electric installation	1,359	1,315
	2,280,939	2,163,586

		(Un-audited)	(Audited)	
		31 March 2023	31 December 2022	
10	Intangible assets and goodwill	(Rupees in '000)		
	Software	29,976	29,748	
	Brand value	1,582,147	1,582,147	
	Customer relationships	146,071	153,753	
	Goodwill	1,070,207	1,070,207	
	Deferred Cost	17,264	-	
		2,845,664	2,835,855	

11 Cash and cash equivalents

Cash and bank balances	50,032	5,629
Short term running finance - secured	(1,667,865)	(1,063,442)
	(1,617,833)	(1,057,813)

	(Un-audit	ted)	(Un-audited)			
31	March	2023	31 March	2022		

(Rupees in '000)

12 Sales - net

Gross sales: - Local Sales return	1,384,106 (2,990) 1,381,116	3,387,225 (4,463) 3,382,762
Sales tax Trade discounts	(207,798) (32,880) (240,678)	(492,486) (154,678) (647,164)
	1,140,438	2,735,598

13 Taxation

The Company has opted for group taxation and the Group falls under the normal tax regime. Provision for taxation has been calculated as group taxation.

14 Transactions with related parties

Related parties comprise of associated undertakings, directors, entities with common directorship, post employment plans and key management personnel. Amounts due from and to related parties are shown under respective notes in these unconsolidated condensed interim financial statements. Significant transactions with related parties are as follows:

Name of the Company	Relationship	Nature of transactions	(Un-audited) 31 March 2023	(Un-audited) 31 March 2022
				10.000
Electronics Marketing Company (Pvt) Ltd.	Associated undertaking	Sale of inventory - gross	121,550	40,928
Employee's Provident Fund	Post employee contribution plan	Contribution for the period	6,473	9,848
Employee's Pension Fund	Post employee benefit plan	Contribution for the period	-	25
Employee's Gratuity Fund	Post employee benefit plan	Contribution for the period	-	127
Directors	Director	Loan from sponsors	42,892	-

The CEO and Directors are not drawing remuneration including meeting fee

15 Financial risk management and fair value of financial instruments

- 15.1 The Company's financial risk management objective and policies are consistent with that disclosed in the annual financial statements of the Company for the year ended 31 December 2022.
- 15.2 The following table shows the carrying amounts and fair values of financial instruments and non-financial instruments including their levels in the fair value hierarchy:

				31 March 2023				
			Carrying amount		Fair value otal Level 1 Level 2 L Rupees in '000 -			
		Financial assets at amortized cost	Other financial liabilities	Total	Level 1	Level 2	Level 3	
	Note			Rupees in	'000			
Financial instruments								
Financial assets - not measured at fair value								
Security deposits		20,526	-	20,526	-	-	-	
Trade debts		3,986,368	-	3,986,368	-	-	-	
Other receivables		81,030	-	81,030	-	-	-	
Cash & Bank Balances		50,032		50,032	-	-	-	
	15.3	4,137,956		4,137,956		-	-	
<u>Financial liabilities - not measured at fair value</u>								
Long term loans - secured		-	1,236,103	1,236,103	-	-	-	
Trade and other payables		-	1,192,521	1,192,521	-	-	-	
Employee retirement benefit		-	-	-	-	-	-	
Short term borrowings - secured and unsecured		-	3,386,603	3,386,603	-	-	-	
Mark-up accrued on short								
term finances and long term loans		-	271,805	271,805	-	-	-	
	15.3	-	6,087,032	6,087,032	-	-	-	

			31 December 2022				
					Fair value		
		Financial assets at amortized cost	Other financial liabilities	Total	Level 1	Level 2	Level 3
	Note			Rupees in	'000		
Financial instruments							
<u>31 December 2022</u>							
<u>Financial assets - not measured at fair value</u>							
Security deposits		20,526	-	20,526	-	-	-
Trade debts		4,218,103	-	4,218,103	-	-	-
Other receivables		66,398	-	66,398	-	-	-
Bank balances		5,629	-	5,629	-		-
	15.3	4,310,656		4,310,656			-
Financial liabilities - not measured at fair value							
Long term loans - secured		-	1,293,784	1,293,784	-	-	-
Trade and other payables		-	1,379,020	1,379,020	-	-	-
Employee retirement benefit		-	-	-	-	-	-
Short term borrowings - secured and unsecured		-	3,156,007	3,156,007	-	-	-
Mark-up accrued on short							
term finances and long term loans			284,937	284,937			-
	15.3		6,113,748	6,113,748	-		-

15.3 The Company has not disclosed the fair values of these financial assets and liabilities as these are for short term or reprise over short term. Therefore, their carrying amounts are reasonable approximation of fair value.

Land and Building and plant and machinery

Revalued Property, plant and equipment

31 August 2021

Valuation approach and inputs used

The valuation model is based on price per square metre. In determining the valuation for land and building the valuer refers to numerous independent market inquiries from local estate agents / realtors in the vicinity to establish the present market value. The fair valuation of land and building are considered to represent a level 3 valuation based on significant non-observable inputs being the location and condition of the assets.

The fair value are subject to change owing to changes in input. However, management does not expect there to be a material sensitivity to the fair value arising from the non-observable inputs.

Date of valuation

16 Date of authorization

This condensed interim Un-Consolidated financial information has been approved by the Board of Directors of the Company and authorized for issue on 30 May 2023.

17 General

Corresponding figures have been re-arranged and re-classified where necessary, for the purpose of comparison and better presentation as per reporting framework.

Figures have been rounded off to nearest thousand unless stated otherwise.