

72nd Annual Report 2023



HAFIZ LIMITED

Company Information 2023

Board of Directors : *Muhammad Farooq Usmani* Chairman & Director
: *Fakhruddin Usmani* CEO & Executive Director
: *Quamruddin Osmani* Executive Director
: *Mahmood Wali Muhammad* Non-Executive Director
: *Huma Javaid* Independent Director
: *Kamran Ahmed* Independent Director
: *Muhammad Shazad Fakhir* Non-Executive Director

Board of Audit Committee

Chairman : *Kamran Ahmed*
Members : *Muhammad Farooq Usmani*
Mahmood Wali Muhammad

Board of Human Resource Committee

Chairman : *Fakhruddin Usmani*
Members : *Quamruddin Osmani*
Huma Javaid

Chief Financial Officer : *Ali Mubeen Hashimi*
Company Secretary : *Ali Muhammad Usmani*
Bankers : *Habib Metropolitan Bank Ltd.*
: *HBL Bank Limited*
: *MIB Islamic Bank Limited*
: *National Bank of Pakistan*

Auditors : *MAZARS M.F. & Co.*
Chartered Accountants,
Karachi.

Shares Registrar : *F.D. Registrar Service Ltd*
1705, 17th Floor, Saima Trade Tower-A
I. I. Chundrigar Road, Karachi-74000

Registered Office : *97, Alliance Building, 2nd Floor,*
Moolji Street, Mereweather Tower,
Karachi-74000.

Mill at : *D-9, S.I.T.E., Karachi.*
Webside : *www.hafiztm.com*
Email : *htm1951@hotmail.com*

VISION AND MISSION STATEMENT

While keeping our fundamentals correct we shall build upon our recognition as a very good company known and established for our principled and honest business practices and continue to strive for high standards of quality to regain the reputation earned duly in last Seventy Two years.

We are committed to the higher expectations of our customers and through optimum utilization of available resources, make the Company viable and profitable so as to generate adequate profit to make reasonable returns on shareholders equity.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **72nd Annual General Meeting** of shareholders of the **HAFIZ LIMITED** will be held **Insha-Allah** on **Tuesday, 24th October, 2023 at 11:30 a.m.** at the Registered Office of the Company, 97, Alliance Building, 2nd Floor, Moolji Street, Mereweather Tower, Karachi for the following purposes:

1. To confirm the Minutes of last Annual General Meeting held on 27th October, 2022.
2. To receive, consider and adopt the Annual Audited Accounts of the company for the year ended 30th June, 2023 together with the Directors' and Auditors' reports thereon.
3. To approve as recommended by the directors, the payment of Cash Dividend @ 20% Rs.2/- per share for the year ended 30th June, 2023.
4. To appoint Auditors for the year ending 30th June, 2024 and to fix their remuneration.
5. To Appoint Legal Advisor for the year ending 30th June, 2024
6. To transact any other business of the Company with the permission of the Chair.

By order of the Board

Ali Muhammad Usmani
Company Secretary

Karachi: 3rd October, 2023.

Notes:

1- Closure of Share Transfer Books:

The Share Transfer Books of the Company will remain closed from **October 18, 2023 to October 24, 2023** (both days inclusive). Transfer received in order at our Share Registrar/Transfer agent, **M/s. F.D. Registrar Services (Pvt) Ltd.** 1705, 17th Floor, Saima Trade Tower-A, I.I. Chundrigar Road, Karachi-74000, at the close of business on **October 17, 2023** will be considered in time for the purpose of above entitlement to the transferees.

2- Participation in the Annual General Meeting:

- i) A member, who has deposited his/her shares into Central Depository Company of Pakistan Limited, must bring his/her participant's ID number and CDC account/sub-account number along with original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
- ii) A member entitled to attend and vote at the Annual General Meeting may appoint another member as his/ her proxy to attend, speak and vote instead of him/her.
- iii) Form of proxy, in order to be valid must be properly filled-in/executed and received at the registered office of the Company situated at 97, Alliance Building, 2nd Floor, Moolji Street, Mereweather Tower, Karachi not later than 48 hours before the time of the meeting.

3- Payment of Cash Dividend Electronically (E-Dividend Mechanism):

As per provision of Section 242 of Companies Act, 2017 any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders and SECP vide S.R.O.1145(I)/2017 (as amended) directed all shareholders to provide their valid International Bank Account Numbers (IBAN) to receive cash dividend electronically. The shareholders are hereby advised to provide details of their bank mandate specifying: (i) Title of Account, (ii) IBAN, (iii) Bank Name, (iv) Branch Name and Address to the Company's Share Registrar, shareholders who hold shares with Participants/CDC are advised to provide the mandate to the concerned Broker /Participant /CDC Investor account services.

4- Change in Address

Members holding shares in physical form are requested to promptly notify Share Registrar of the Company of any change in their addresses. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service.

5- Submission of Copies of CNIC (Mandatory):

Pursuant to the Notification SRO.275(I)/2016 dated March 31, 2016 read with S.R.O.19(I)/2014 dated January 10, 2014 and SRO.831(I)/2012 dated July 5, 2012 of the Securities & Exchange Commission of Pakistan (SECP), Dividend Warrant(s) shall mandatorily bear the Computerized National Identity Card (CNIC) numbers of



shareholders. Shareholders are therefore requested to fulfill the statutory requirements and submit a copy of their CNIC or NTN in case of corporate entities (if not already provided) to the Company's Share Registrar.

In case of non-availability of a valid copy of the Shareholders' CNIC in the records of the Company, the Company shall be constrained to withhold the Dividend Warrants, which will be released by the Share Registrar only upon submission of a valid copy of the CNIC in compliance with the aforesaid SECP directives.

6- Withholding Tax on Dividend:

Government of Pakistan through Finance Act, 2019, has made certain amendments in withholding tax provision by substituting the definition of "Filers" with "Active Taxpayer List" (ATL), whereby the company is required to collect tax on dividend under Section 150 of the Income Tax Ordinance, 2001 from the person not appearing in the ATL at the rates specified in the Ordinance as increased by 100%. These tax rates are as under:

(a) For persons appearing in Active Taxpayer List **15%**. **(b)** For persons not appearing in Active Taxpayer List **30%**.

Shareholders who are filers, are advised to make sure that their names are entered into latest ATL provided on the website of FBR at the time of dividend payment, otherwise they shall be treated as person not appearing in ATL and tax on their cash dividend will be deducted at the rate of 30% instead of 15%.

For Joint Shareholders:

For shareholders holding their shares jointly as per the clarification issued by the Federal Board of Revenue, withholding tax will be determined separately as per status of their names appearing in the ATL for principal shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of principal shareholder and joint-holder(s) in respect of shares held by them to our Share Registrar in writing as follows:

Company Name	Folio/CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

The required information must reach our Shares Registrar within 10 days of this notice; otherwise, it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

Corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the company or Registrar of company. Shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers. Without the NTN company would not be in a position to check filer status on the ATL and hence higher tax of 30% may be applied in such cases.

7- Transmission of Audited Financial Statements / Notices Through E-mail:

As notified by the SECP vide SRO.787(I)/2014 dated September 8, 2014, all listed companies are allowed to circulate audited financial statements along with notice of annual general meetings to its shareholders through their e-mail addresses subject to written consent of the shareholders.

Shareholders of the company who wish to receive audited financial statements, notice of general meetings and other financial reports through e-mail are requested to fill the required information on the form is as under:

Name of Shareholder	Folio / CDC Account Number	Email Address (requested to notify immediately for any change)	Contact Number.	CNIC Number (Attach visible & valid copy)	Signature of the Shareholder

The above duly filled form may please be send to Share Registrar of the Company.

8- Deposit of Physical shares into CDC Account

The shareholders having shares in physical form are advised to open CDC sub-account with any of the brokers or Investor Account directly with the CDC, to place their shares in scrip-less form, this will facilitate them in many ways including safe custody and sale of shares at any time they want, as the trading of physical shares is not permitted as per existing regulations of Pakistan Stock Exchange Limited.

Further, Section 72 of the Act states that after the commencement of this Act from a date notified by the Commission, a company having share capital, shall have shares in book-entry form only. Every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of this Act.



REVIEW REPORT BY THE CHAIRMAN

It is an honor to present review report to the stakeholders of **Hafiz Limited** (the “Company”) on the overall performance of the Board of Directors (the “Board”) for the year end 30th June, 2023.

During the year, HAFIL has effectively manages the legal and governance framework with respect to Companies Act 2017 and Listed Companies Code of Corporate Governance (CCG) Regulation 2019. The company effectively complied with CCG in conducting audit and HR Remuneration committee meetings, annual evaluation of the board and performance evaluation to ensure the compliance should be adopted smooth direction.

As the uncertain and volatile economic and political situation, the Board has developed a assessment of the Company’s objectives, strategies and business & financial performance by timely interacting with the management on regular basis to ensure its sustainability.

The Board shall continue to play a vital role in setting the course of the Company, promoting its success and performance and guiding the management to conduct operations in conformity with the strategies approved by the Board while upholding the principles of good corporate governance.

On behalf of our company, I wish to acknowledge the contribution of the management, all our employees, and our valued shareholders, for their confidence, continued support and commitment to the Company.

Karachi:
3rd October, 2023.

Muhammad Farooq Usmani
Chairman



چیئرمین کی طرف سے رپورٹ کا جائزہ

03 جون 2023 کے اختتام پر بورڈ آف ڈائریکٹرز ("بورڈ") کی مجموعی کارکردگی پر حافظ لیٹڈ ("کمپنی") کے اسٹیک ہولڈرز کو جائزہ رپورٹ پیش کرنا اعزاز کی بات ہے۔ (CCG) نے کمپنیز ایکٹ 2017 اور لسٹڈ کمپنیز کوڈ آف کارپوریٹ گورننس HAFL، سال کے دوران ریگولیشن 2019 کے حوالے سے قانونی اور گورننس فریم ورک کا موثر طریقے سے انتظام کیا ہے۔ بورڈ اور کارکردگی کی جانچ پڑتال کو یقینی بنانے کے لیے ہموار سمت اختیار کی جانی چاہیے۔ غیر یقینی اور غیر مستحکم معاشی اور سیاسی صورت حال کے طور پر، بورڈ نے کمپنی کے مقاصد، حکمت عملیوں اور کاروباری اور مالیاتی کارکردگی کا جائزہ تیار کیا ہے تاکہ اس کی پائیداری کو یقینی بنانے کے لیے انتظامیہ کے ساتھ بروقت بات چیت کی جائے۔

بورڈ کمپنی کے نصاب کو ترتیب دینے، اس کی کامیابی اور کارکردگی کو فروغ دینے اور اچھی کارپوریٹ گورننس کے اصولوں کو برقرار رکھتے ہوئے بورڈ کی طرف سے منظور شدہ حکمت عملیوں کے مطابق کام کرنے کے لیے انتظامیہ کی رہنمائی کرنے میں اہم کردار ادا کرتا رہے گا۔

ہماری کمپنی کی جانب سے، میں انتظامیہ، اپنے تمام ملازمین، اور ہمارے قابل قدر شیئرز ہولڈرز کے اعتماد، مسلسل تعاون اور کمپنی کے ساتھ وابستگی کے لیے ان کے تعاون کا اعتراف کرنا چاہتا ہوں۔

محمد فاروق عثمانی

چیئرمین

کراچی۔

3 اکتوبر 2023۔



Directors Report

To start with the name of Almighty Allah - the most Gracious, and Merciful, and blessing upon our beloved Prophet Peace be upon him.

The Board of Director of your company are pleasure to present the 72nd Annual Report together with the audited financial statements of your company and auditor's report thereon for the year ended June 30, 2023.

Operating Results	2023	2022
	(Rupees)	(Rupees)
<i>Net profit before taxation</i>	30,195,993	14,545,329
<i>Taxation</i>	6,802,540	2,432,403
<i>Net profit after taxation</i>	23,393,453	12,112,926
Appropriation:		
<i>Proposed Final Dividend 20% (2023:20%)</i>	2,400,000	2,400,000
<i>Earnings per share</i>	19.49	10.09

Review:

The company despite volatile economic indicators, by the grace of Almighty Allah is in a position to report some growth, as the ongoing uncertain political and economic environment along with some international monetary institution with continuous pressure on oil prices, policy rates and Pakistani Rupees, it has been a difficult period for the company to manage, sustain and survive.

The board members are continuously in collaboration to bring their expert opinion and practices to make the company feasible to report growth by effectively managing the legal and compliance requirements.

The company is having an intention to consider and make investments, but waiting for any stable policies to move on. The board of directors have a view not to take any risk as the major of economic and business indicators are not feasible which ultimately might prove negative

The uncertainty and volatility not only in Pakistan, but all over the world, your company is by the grace of Almighty Allah make it stable, as fortunately, your company is totally on equity financing.

Future Outlook:

As the uneven economic environment, it is expected that the upcoming period will also face some volatile scenario, but as your company is trying to make itself stable, so, any positive turnaround of economic parameters will allow company to take any viable decision for expansion and ultimately to entertain its respected shareholders via good dividend.

Dividend:

The Board of Director of your company has announced the final dividend of 20% i.e., Rs.2/- per share for the year ended June 2023 to the shareholders of the company.

Auditors:

The present auditors M/s. Mazars M.F. & Co., Chartered Accountants retire and offer themselves for re-appointment. As suggested by the audit committee, the Board recommends their appointment as Auditors for the Company for the year ended June 30, 2024.

Pattern of Shareholding:

The detailed pattern of shareholding as required by the Companies Act, 2017 and the statement of compliance with code of



corporate governance 2019 is enclosed.

Number of Board Meetings:

The statement showing the attendance of Directors in BOD meetings is as under:

Serial Number	Name of Directors	Number of BOD Meetings			
		Held	Attended	Leave Granted	Resigned / Appointment
1	Mr. Fakhruddin Usmani	5	5	0	
2	Mr. Quamruddin Osmani	5	5	0	
3	Mr. Muhammad Farooq Usmani	5	4	1	
4	Mr. Mahmood Wali Muhammad	5	4	1	
5	Mrs. Huma Javaid	5	5	0	
6	Mr. Kamran Ahmed	5	5	0	
7	Mr. Muhammad Shazad Fakhir	5	3	2	

Audit Committee, Human Resource Committees, Nomination Committee and Risk Management Committee:

The board in compliance with the code of corporate governance has constituted the following committees comprising of the following members:

Audit Committee		Human Resource Committee	
Mr. Kamran Ahmed	Chairman	Mr. Fakhruddin Usmani	Chairman
Mr. Muhammad Farooq Usmani	Member	Mr. Quamruddin Osmani	Member
Mr. Mahmood Wali Muhammad	Member	Mrs. Huma Javaid	Member
Nomination Committee		Risk Management Committee	
Mr. Mahmood Wali Muhammad	Chairman	Mr. Muhammad Shazad Fakhir	Chairman
Mr. Fakhruddin Usmani	Member	Mr. Fakhruddin Usmani	Member
Mr. Muhammad Shazad Fakhir	Member	Mr. Quamruddin Osmani	Member

During the year under review, the committees have performed its function satisfactory and in accordance with the code of corporate governance.

Acknowledgement:

In the end, we pray Almighty Allah to guide us to select the project which is not only feasible, but also transparent in nature. We also thank our stakeholders for being with us, and we ensure that the name HAFIZ will never let your trust down.

FOR AND ON BEHALF OF THE BOARD

FakhruddinUsmani
Chief Executive Officer

Karachi:
3rd October, 2023.



ڈائریکٹرز رپورٹ

شروع اللہ کے نام سے جو نہایت مہربان اور رحم کرنے والا ہے اور ہمارے پیارے نبی صلی اللہ علیہ وسلم پر درود و سلام۔ آپ کی کمپنی کے بورڈ آف ڈائریکٹرز کو 30 جون 2023 کو ختم ہونے والے سال کے لیے آپ کی کمپنی کے آڈٹ شدہ مالیاتی گوشواروں اور اس پر آڈیٹر کی رپورٹ کے ساتھ 72 ویں سالانہ رپورٹ پیش کرتے ہوئے خوشی ہو رہی ہے۔

2023 (روپے)	2022 (روپے)	آپریٹنگ نتائج
30,195,993	14,545,329	ٹیکس سے پہلے خالص منافع
6,802,540	2,432,403	ٹیکس
23,393,453	12,112,926	ٹیکس کے بعد خالص منافع
2,400,000	2,400,000	تصرف
19.49	10.09	مجوزہ حتمی منافع فی حصص آمدنی

جائزہ غیر مستحکم معاشی اشاریوں کے باوجود کمپنی اللہ تعالیٰ کے فضل و کرم سے کچھ نمو کی اطلاع دینے کی پوزیشن میں ہے، کیونکہ موجودہ غیر یقینی سیاسی اور اقتصادی ماحول کے ساتھ ساتھ کچھ بین الاقوامی مالیاتی ادارے تیل کی قیمتوں، پالیسی ریٹ اور پاکستانی روپے پر مسلسل دباؤ کے ساتھ، یہ سال کمپنی کے لیے انتظام کرنے، برقرار رکھنے اور زندہ رہنے کے لیے ایک مشکل دور رہا ہے۔ بورڈ کے اراکین اپنی ماہرانہ رائے اور طرز عمل کو لانے کے لیے مسلسل تعاون کر رہے ہیں تاکہ کمپنی کو قانونی اور تعمیل کے تقاضوں کو مؤثر طریقے سے سنبھال کر ترقی کی اطلاع دینے کے لیے ممکن بنایا جاسکے۔

کمپنی غور کرنے اور سرمایہ کاری کرنے کا ارادہ رکھتی ہے، لیکن آگے بڑھنے کے لیے کسی مستحکم پالیسی کا انتظار کر رہی ہے۔

بورڈ آف ڈائریکٹرز کا خیال ہے کہ کوئی خطرہ مول نہ لیا جائے کیونکہ بڑے معاشی اور کاروباری اشارے قابل عمل نہیں ہیں جو بالآخر منفی ثابت ہو سکتے ہیں۔ کمپنی غور کرنے اور سرمایہ کاری کرنے کا ارادہ رکھتی ہے لیکن آگے بڑھنے کے لیے مستحکم پالیسیوں کا انتظار کر رہی ہے۔

بورڈ آف ڈائریکٹرز کا خیال ہے کہ کوئی خطرہ مول نہ لیا جائے کیونکہ بڑے معاشی اور کاروباری اشارے قابل عمل نہیں ہیں، جو بالآخر منفی ثابت ہو سکتے ہیں۔ غیر یقینی صورتحال اور اتار چڑھاؤ نہ صرف پاکستان بلکہ پوری دنیا میں ہے، آپ کی کمپنی اللہ تعالیٰ کے فضل و کرم سے ان حالات میں مستحکم ہے، کیونکہ خوش قسمتی سے آپ کی کمپنی مکمل طور پر ایکویٹی فنانسنگ پر ہے۔

مستقبل کا آؤٹ لک

ناہموار معاشی ماحول کے طور پر، یہ توقع کی جارہی ہے کہ آنے والے دور میں بھی کچھ غیر مستحکم منظر نامے کا سامنا کرنا پڑے گا، لیکن چونکہ آپ کی کمپنی خود کو مستحکم بنانے کی کوشش کر رہی ہے، لہذا، اقتصادی پیرامیٹرز میں کوئی بھی مثبت تبدیلی کمپنی کو توسیع کے لیے کوئی قابل عمل فیصلہ لینے کی اجازت دے گی جو کہ آخر کار اچھے ڈیویڈنڈ کے ذریعے اپنے معزز شیئرز کو فراہم کرنے میں معاون ہو گا۔ زیر جائزہ سال کے دوران، کمیٹیوں نے اپنا کام تسلی بخش اور کارپوریٹ گورننس کے ضابطہ کے مطابق انجام دیا ہے۔

منافع:

آپ کی کمپنی کے بورڈ آف ڈائریکٹرز نے جون 2022 کو ختم ہونے والے سال کے لیے کمپنی کے حصص یافتگان کو 20 فیصد یعنی 2/ روپے فی حصص کے حتمی منافع کا اعلان کیا ہے۔

آڈیٹرز:

موجودہ آڈیٹرز میسرز مزارم ایف اینڈ کمپنی، چارٹرڈ اکاؤنٹنٹس ریٹائر ہو جاتے ہیں اور خود کو دوبارہ تقرری کے لیے پیش کرتے ہیں۔ آڈٹ کمیٹی کی تجویز کے مطابق، بورڈ 30 جون، 2023 کو ختم ہونے والے سال کے لیے کمپنی کے لیے آڈیٹرز کے طور پر ان کی تقرری کی سفارش کرتا ہے۔

شیئرز ہولڈنگ کا نمونہ:

کمپنی ایکٹ، 2014 کے ذریعہ ضروری شیئرز ہولڈنگ کا تفصیلی نمونہ اور کارپوریٹ گورننس 2019 کے کوڈ کی تعمیل کا بیان منسلک ہے۔



بورڈ کے اجلاسوں کی تعداد:

بی او ڈی اجلاسوں میں ڈائریکٹرز کی حاضری کو ظاہر کرنے والا بیان درج ذیل ہے:

سیریل نمبر	ڈائریکٹرز کے نام	بی او ڈی میٹنگوں کی تعداد		
		منعقد کیا گیا	شرکت کی	رخصت کی اجازت دی گئی
1	جناب فخر الدین عثمانی	5	5	0
2	جناب قمر الدین عثمانی	5	5	0
3	جناب محمد فاروق عثمانی	5	4	1
4	جناب محمود ولی محمد	5	4	1
5	مسز ہما جاوید	5	5	0
6	جناب کامران احمد	5	5	0
7	جناب محمد شزاد فاخر	5	3	2

آڈٹ کمیٹی، ہیومن ریسورس کمیٹیاں، نامزدگی کمیٹی اور رسک مینجمنٹ کمیٹی:

بورڈ نے کارپوریٹ گورننس کے کوڈ کی تعمیل میں مندرجہ ذیل کمیٹیاں تشکیل دی ہیں جن میں درج ذیل ممبران شامل ہیں:

آڈٹ کمیٹی		ہیومن ریسورس کمیٹی	
جناب کامران احمد	چیئر مین	جناب فخر الدین عثمانی	چیئر مین
جناب محمد فاروق عثمانی	رکن	جناب قمر الدین عثمانی	رکن
جناب محمود ولی محمد	رکن	مسز ہما جاوید	رکن

نامزدگی کمیٹی		رسک مینجمنٹ کمیٹی	
جناب محمود ولی محمد	چیئر مین	جناب محمد شزاد فاخر	چیئر مین
جناب فخر الدین عثمانی	رکن	جناب فخر الدین عثمانی	رکن
جناب محمد شزاد فاخر	رکن	جناب قمر الدین عثمانی	رکن

زیر جائزہ سال کے دوران، کمیٹیوں نے اپنا کام تسلی بخش اور کارپوریٹ گورننس کے ضابطہ کے مطابق انجام دیا ہے۔

اعتراف

آخر میں، ہم اللہ تعالیٰ سے دعا کرتے ہیں کہ وہ ہمیں ایسے منصوبے کا انتخاب کرنے کی ہدایت دے جو نہ صرف قابل عمل ہو بلکہ فطرت میں بھی شفاف ہو۔ ہمارے ساتھ رہنے کے لیے ہم اپنے اسٹیک ہولڈرز کا نجی شکریہ ادا کرتے ہیں۔ اور ہم اس بات کو یقینی بناتے ہیں کہ حافظ پر آپ کے اعتماد کو کبھی کبھی نہیں پہنچنے۔

فخر الدین عثمانی
چیف ایگزیکٹو آفیسر

13 اکتوبر، ۲۰۲۳ء
کراچی

**KEY OPERATING & FINANCIAL RESULTS
FROM 2018 TO 2023**

PARTICULARS	2023	2022	2021	2020	2019	2018
	(Rupees in thousands)					
OPERATING DATA						
Revenue	32,733	25,465	23,035	13,792	11,267	13,654
Operating Expenses	14,753	11,856	6,649	6,647	5,556	6,178
Operating Profit / (Loss)	17,979	13,609	16,386	7,145	5,711	7,476
Financial Charges	13	12	12	14	12	24
Gain on change in fair value of investment property	13,502	11,848	9,714	14,103	19,487	11,511
Profit/ (Loss) Before Taxation	30,196	14,545	40,128	23,643	25,678	19,062
Profit/ (Loss) After Taxation	23,393	12,113	33,299	20,742	24,184	16,953
FINANCIAL DATA						
Paid up Capital	12,000	12,000	12,000	12,000	12,000	12,000
Equity Balance	488,601	479,733	470,299	427,362	408,481	386,617
Long Term Loans	56,635	56,635	56,635	56,635	56,635	56,635
Non Current Assets	549,799	529,667	504,995	491,508	478,340	457,238
Current Assets	23,287	24,721	33,989	14,515	10,590	9,925
Current Liabilities	14,858	17,284	11,689	9,694	11,550	11,601
KEY RATIOS						
Net Profit	71%	53%	71%	48%	42%	40%
Return on Capital Employed	3.22%	2.53%	3.39%	1.44%	1.20%	1.64%
Current Ratio	1.57	1.43	2.91	1.50	0.92	0.86
Earning per share (Rupees)	19.49	10.09	27.75	17.28	20.15	14.13
Cash Dividend	20.00%	20.00%	20.00%	20.00%	17.50%	15.00%



Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019.

Name of company: HAFIZ LIMITED (the “Company”)

For the year ended: 30th June, 2023.

The Company has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) in the following manner:

1. The total number of directors are **SEVEN** as per the following:
 - a. Male: **Six**
 - b. Female: **One**
2. The composition of Board is as follows:
 - a. Independent Directors **Huma Javaid
Kamran Ahmed**
 - b. Other Non-executive Director **Muhammad Farooq Usmani
Mahmood Wali Muhammad
Muhammad Shazad Fakhir**
 - c. Executive Director **Fakhruddin Usmani
Quamruddin Osmani**
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 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 Board.
8. The Board of Directors have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.
9. The Company stands complied with the requirements of the Regulations with respect to Directors' Training. One director has certification under Directors' Training Program and four directors met criteria of exemption as allowed under the Regulations. The remaining Director would be attending the Directors' Training Program within the time limit as allowed under these Regulations.
10. There was no fresh appointment of Chief Financial Officer, Company secretary and Head of Internal Audit during the year ended June 30, 2023. 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.

11. Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board.
12. The Board has formed committees comprising of members as given below:
 - a. Audit Committee (Name of members and Chairman)

Mr. Kamran Ahmed	- Chairman (Independent Director)
Mr. Muhammad Farooq Usmani	- Member
Mr. Mahmood Wali Muhammad	- Member
 - b. HR and Remuneration Committee (Name of members and Chairman)

Mr. Fakhruddin Usmani	- Chairman (Independent Director)
Mr. Quamruddin Osmani	- Member
Mr. Huma Javaid	- Member (Independent Director)
13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committees for compliance.
14. The frequency of meetings of the committee were as per following:
 - a. Audit Committee
Four quarterly meetings were held during the financial year ended June 30, 2023.
 - b. HR and Remuneration Committee
One meeting was held during the financial year ended June 30, 2023.
15. The Board has set up an effective internal audit function. The Head of Internal Audit is considered suitably qualified and experienced for the purpose and is conversant with the policies and procedures of the Company.
16. 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 (ICAP) 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 ICAP 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.
17. 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.
18. We confirm that all requirements of regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.

Fakhruddin Usmani
Chief Executive Officer

Karachi:
03 October, 2023



INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Hafiz Limited (the Company)

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 Hafiz Limited for the year ended 30 June 2023 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 30 June 2023

Mazars M. F. & Co.
Chartered Accountants
Place: Karachi
Date: 3rd October 2023



INDEPENDENT AUDITOR'S REPORT

To the members of Hafiz Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the annexed financial statements of **Hafiz Limited (the Company)**, which comprise the statement of financial position as at **30 June 2023**, and the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies 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 statement of financial position, the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity and the 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 30 June 2023 and of the profit, 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 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.

Following are the key audit matters:

Key audit matters	How our audit addressed the Key audit matters
<p>Valuation of Investment Property</p> <p>As at June 30, 2023, the Company held investment property amounting to Rs. 543.811 million, constituting 94.82% of the total assets, as disclosed in note 8 to the financial statements.</p> <p>As described in note 5.3 to the financial statements, investment property is measured at fair value and accordingly revaluation gain of Rs. 13.502 million was recognized and presented as a "revaluation gain on investment property".</p>	<p>Our procedures amongst others comprised of:</p> <ul style="list-style-type: none">- Evaluating the competence, capabilities and objectivity of the management's external valuer and obtaining an understanding of their scope of work and the terms of engagement;- Reviewing the valuation report prepared by the management's external valuer to understand the basis and methodology of valuation;



The Company's investment property valuation is performed by an independent qualified professional valuer. The land was valued on the basis of fair market rates for similar sized plots and the building was valued based on the estimated gross replacement cost, depreciated to reflect the residual service potential of the assets taking account the age, condition and obsolescence.

We identified valuation of investment property as a key audit matter because of the significance of investment property to the total assets of the Company and the estimation uncertainty and significant judgement involved in the valuation.

- Assessing the adequacy of the disclosures in the financial statements in respect of investment property.

Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 Financial Statements

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

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

Auditor's 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 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 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 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 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 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 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 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 statement of financial position, the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity and the 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) zakat deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980), was deducted by the Company and deposited in the Central Zakat Fund established under section 7 of that Ordinance.

The engagement partner on the audit resulting in this independent auditor's report is **Muhammad Saqlain Siddiqui**.

Mazars M.F & Co.
Chartered Accountants
Date: 03rd October 2023
Place: Karachi

**STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2023**

	Note	2023 ----- (Rupees) -----	2022 -----
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	7	5,988,565	7,203,960
Investment property	8	543,810,555	522,463,352
Long-term investments	9	1	1
		549,799,121	529,667,313
CURRENT ASSETS			
Short-term investments	10	9,093,634	12,211,510
Stores and spares	11	-	-
Trade debts	12	-	-
Trade deposits and advances	13	161,290	736,922
Taxation - net		4,410,836	4,256,637
Bank balances - current accounts		9,621,137	7,515,858
		23,286,897	24,720,927
Net assets in Bangladesh	14	1	1
Total assets		573,086,019	554,388,241
EQUITY AND LIABILITIES			
SHARE CAPITAL AND RESERVES			
Authorised capital 2,000,000 (2022: 2,000,000) ordinary shares of Rs. 10/- each		20,000,000	20,000,000
Issued, subscribed and paid-up capital	15	12,000,000	12,000,000
Reserves		545,235,645	524,353,934
		557,235,645	536,353,934
NON-CURRENT LIABILITY			
Deferred liability - staff gratuity	16	992,320	750,250
CURRENT LIABILITIES			
Trade and other payables	17	10,183,881	13,004,743
Unclaimed dividend		4,674,173	4,279,314
		14,858,054	17,284,057
TOTAL EQUITY AND LIABILITIES		573,086,019	554,388,241
CONTINGENCIES AND COMMITMENTS			
	18		

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

Karachi
03 October, 2023


Ali Mubeen Hashmi
CFO


Fakhruddin Usmani
CEO


Qumaruddin Osmani
Director

**STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED JUNE 30, 2023**

	Note	2023 ----- (Rupees) -----	2022 -----
Rental income		32,732,522	25,465,460
Administrative expenses	19	(14,753,421)	(11,855,957)
Unrealized gain on change in fair value of investment property	8	13,502,188	11,848,204
Other charges	20	(3,765,934) (5,017,167)	(12,381,265) (12,389,018)
Other income	21	2,493,764	1,480,997
Operating profit		30,209,119	14,557,439
Finance cost - bank charges		(13,126)	(12,110)
Profit before taxation		30,195,993	14,545,329
Taxation	22	(6,802,540)	(2,432,403)
Net profit for the year		23,393,453	12,112,926
		----- (Rupees) -----	
Basic and diluted earnings per share	23	19.49	10.09

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



STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED JUNE 30, 2023

Note	2023 ----- (Rupees)	2022 -----
Net profit for the year	23,393,453	12,112,926
Other comprehensive income		
Item that will not be reclassified to statement of profit or loss in subsequent periods;		
Loss on remeasurement of post retirement benefits obligation	(111,742)	(293,100)
Total comprehensive income for the year	23,281,711	11,819,826

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

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

Karachi
03 October, 2023


Ali Mubeen Hashmi
CFO


Fakhruddin Usmani
CEO


Qumaruddin Osmani
Director



**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2023**

	RESERVES					Total equity
	Capital	General				
	Interest free loan from Directors Note: 4.18	Unappropriated profit	Fair value reserve for investment property	Gain on revaluation of investment at fair value through other comprehensive income		
Balance as at June 30, 2021	12,000,000	56,634,905	86,889,210	371,752,394	(342,401)	505,416,639
Final dividend @ Rs 2/- per share for the year ended June 30, 2021	-	-	(2,400,000)	-	-	(2,400,000)
Net Profit for the year	-	-	12,112,926	-	-	12,112,926
Other comprehensive income	-	-	(293,100)	-	-	(293,100)
Total comprehensive income for the year	-	-	11,819,826	-	-	11,819,826
Balance as at June 30, 2022	12,000,000	56,634,905	96,309,036	371,752,394	(342,401)	536,353,934
Final dividend @ Rs 2/- per share for the year ended June 30, 2022	-	-	(2,400,000)	-	-	(2,400,000)
Net Profit for the year	-	-	23,393,453	-	-	23,393,453
Other comprehensive loss	-	-	(111,742)	-	-	(111,742)
Total comprehensive income for the year	-	-	23,281,711	-	-	23,281,711
Balance as at June 30, 2023	12,000,000	56,634,905	117,190,747	371,752,394	(342,401)	557,235,645

The annexed notes from an integral part of these financial statements.

Karachi
03 October, 2023


Ali Mubeen Hashmi
CFO


Fakhruddin Usmani
CEO


Qumaruddin Osmani
Director



STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2023

	2023	2022
	----- (Rupees) -----	
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation	30,195,993	14,545,329
Adjustments for non-cash charges and other items:		
Depreciation	970,516	911,379
Provision for gratuity	130,328	96,677
Gain on disposal of operating fixed assets	(887,771)	-
Loss on revaluation of short term investments	3,316,908	12,381,265
Unrealized gain on revaluation of investment property	(13,502,188)	(11,848,204)
Other income	-	(1,480,997)
Finance cost	13,126	12,110
	(9,959,081)	72,230
Decrease / (increase) in current assets		
Trade deposits and advances	575,632	740,950
	575,632	740,950
(Decrease) / increase in current liabilities		
Trade and other payables	(2,820,862)	5,196,913
Cash generated from operations	17,991,682	20,555,422
Income tax paid	(6,913,167)	(4,591,864)
Finance cost paid	(13,126)	(12,110)
Net cash generated from operating activities	11,065,389	15,951,448
CASH FLOW FROM INVESTING ACTIVITIES		
Fixed capital expenditure	(9,317,365)	(182,020)
Sale proceeds from disposal of fixed assets	2,605,000	-
Sale proceeds from disposal of short term investments	2,133,066	-
Investments made during the year	(2,375,670)	(12,241,049)
Net cash used in investing activities	(6,954,969)	(12,423,069)
CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid	(2,005,141)	(2,002,273)
Net cash used in financing activities	(2,005,141)	(2,002,273)
NET INCREASE IN CASH AND CASH EQUIVALENTS	2,105,279	1,526,106
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	7,515,858	5,989,752
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	9,621,137	7,515,858

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


Ali Mubeen Hashmi
CFO


Fakhruddin Usmani
CEO


Qumaruddin Osmani
Director



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2023

1. LEGAL STATUS AND NATURE OF BUSINESS

- 1.1 Hafiz Limited (the Company) was incorporated in 1951. The shares of the Company are listed on the Pakistan Stock Exchange Limited.

In previous years, the Company had changed the name and nature of its business. Previously, the principal activity of the Company was to deal in spinning of textile fibers and now the principal activity of the Company is to earn rentals on land and building.

1.2 Geographical location and address of business units

The registered office and business units of the Company is situated at 97, Alliance Building, 2nd Floor, Moolji Street, Mereweather Tower, Karachi.

2. STATEMENT OF COMPLIANCE

These 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 (IFRSs) issued by the International Accounting Standard Board (IASB) as notified under the Companies Act, 2017 (the Act);
- Provisions of and directives issued under the Act

Where provisions of and directives issued under the Act differ from the IFRSs, the provisions of and directives issued under the Act have been followed.

3. BASIS OF MEASUREMENT

- 3.1 These financial statements have been prepared under the historical cost convention, except for certain investments which have been disclosed in the accounting policies below.
- 3.2 These financial statements are presented in Pak Rupees which is also the Company's functional currency.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

Estimates, assumptions and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under current circumstances. The Company makes estimates and judgments concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

	Notes
- determining the residual values, useful lives and impairment of property, plant and equipment	7
- impairment of financial and non-financial assets	5.19
- Allowance for expected credit loss	12
- provision for tax and deferred tax	22
- contingencies	18



5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

5.1 New / Revised Standards, Interpretations and Amendments

The Company has adopted the following accounting standards, amendments and interpretations of IFRSs and the improvements to accounting standards which became effective for the current year:

Interest Rate Benchmark Reform - Phase 2 which amended IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

COVID-19-Related Rent Concessions (Amendments to IFRS 16)

The adoption of the above standards, amendments, interpretations and improvements did not have any effect on the accounting policies.

5.2 Property, plant and equipment

Operating fixed assets

These are stated at cost less accumulated depreciation / amortisation and impairment loss, if any.

Depreciation is charged to the statement of profit or loss applying the reducing balance method. Depreciation on additions is charged from the month asset is available for use and in case of deletion, up to the month preceding the month of disposal.

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

An item of operating fixed assets and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of operating fixed assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

5.3 Investment property

These are initially recognized at cost, which is the fair value of consideration given. Subsequently it is measured at fair value, any gain or loss arising from a change in the fair value of investment property is recognised in the statement of profit or loss for the period in which it arises.

If an item of property, plant and equipment becomes an investment property because its use has changed, any difference between the carrying amount and the fair value at the date of transfer is recognized in the statement of changes in equity as a fair value reserve for investment property. However, if a fair value gain reverses a previous impairment loss the gain is recognized in the statement of profit or loss to the extent of impairment charged previously in the statement of profit or loss. Upon the disposal of such investment property, any surplus previously recorded in the statement of changes in equity is transferred to retained earnings, the transfer is not made through the statement of profit or loss.

5.4 Stores and spares

These are valued at lower of cost, determined using weighted average method, and Net Realisable Value (NRV), less provision for obsolete items (if any). Items in transit are valued at cost comprising purchase price, freight value and other charges incurred thereon upto the reporting date. Provision is made for items which are obsolete and slow moving and is determined based on management estimate regarding their future usability.



5.5 Trade debts

These are recognized and carried at original invoice amount being the fair value and subsequently measured at amortised cost. Provision is made on the basis of lifetime Expected Credit Losses that result from all possible default events over the expected life of the trade debts. Bad debts are written off when considered irrecoverable.

5.6 Loans, advances and deposits

These are initially recognised at cost, which is the fair value of the consideration given. Subsequent to initial recognition, assessment is made at each statement of financial position date to determine whether there is an indication that a financial asset or group of assets may be impaired. If such indication exists, the estimated recoverable amount of that asset or group of assets is determined and any impairment loss is recognised for the difference between the recoverable amount and the carrying value.

5.7 Cash and cash equivalents

For the purpose of cash flow statement, cash and cash equivalents comprise of cash in hand, bank balances and short-term investments with a maturity of three months or less from the date of acquisition net of short-term borrowings. The cash and cash equivalents are readily convertible to known amount of cash and are therefore subject to insignificant risk of changes in value.

5.8 Taxation

Current

Charge for current taxation is based on taxable income at the current rates of taxation after taking into account tax rebates and credits available, if any.

Deferred

Deferred tax is provided using the statement of financial position liability method, on all temporary differences at the statement of financial position date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry forward of unused tax assets and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Unrecognised deferred tax assets are re-assessed at each statement of financial position date and are recognised to the extent that it has become probable that future taxable profit will allow deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the statement of financial position date.

Deferred tax asset amounting to Rs. 15.371 (2022: Rs. 20.894 million) has not been recognized in these financial statements in accordance with the above policy.

5.9 Unclaimed dividend

The Company recognises unclaimed dividend which was declared and remained unclaimed by the shareholder from the date it was due or payable.



5.10 Trade and other payables

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

5.11 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 measure with sufficient reliability.

5.12 Borrowing costs

Borrowing costs that are directly attributable to the acquisition and construction of assets and incurred during the period in connection with the activities necessary to prepare the asset for its intended use are capitalised as a part of the cost of related asset.

5.13 Staff retirement benefits

The Company operates an un-approved and unfunded defined gratuity scheme for all permanent employees who have completed the minimum qualifying year of service for entitlement of gratuity. Gratuity is based on employees' last drawn salary. Provisions are made to cover the obligations under the scheme on the basis of actuarial recommendations. The actuarial valuations are carried out using the Projected Unit Credit Method.

Actuarial gain or loss (remeasurements) are immediately recognised in 'Other Comprehensive Income' as they occur. The amount recognised in the statement of financial position represents the present value of defined benefit obligations as reduced by the fair value of the plan assets. Current service costs and any past service costs together with net interest cost are charged to the statement of profit or loss.

Retirement benefits are payable to employees on completion of prescribed qualifying period of service under the Plan.

5.14 Provisions

Provisions are recognised in the statement of financial position where the Company has a legal or constructive obligation as a result of past event, it is probable that outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions are reviewed at each statement of financial position date and adjusted to reflect current best estimate.

5.15 Revenue recognition

Revenue is recognised at amounts that reflect the consideration that the Company expects to be entitled to in exchange for transferring goods or services to a customer. Revenue is measured at the fair value of the consideration received or receivable. Rental income from properties is recognized as revenue as per the tenancy agreements on accrual basis.



5.16 Other income

Other income is recognised to the extent it is probable that the economic benefits will flow to the Company and amount can be measured reliably. Other income is measured at the fair value of the consideration received or receivable and is recognised on the following basis:

- Dividend income is recognised when the right to receive the dividend is established.
- Gain on disposal is recognised at the time of disposal of operating fixed assets.

5.17 Foreign currency transactions

Foreign currency transactions are translated into Pak Rupees at the exchange rates prevailing on the date of transaction. Monetary assets and liabilities in foreign currencies are translated into Pak Rupees at the exchange rates prevailing at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using exchange rates at the date when the fair value was determined. Exchange gains or losses are included in statement of profit or loss of the current period.

5.18 Interest free loan from Directors

These are classified as equity. According to Technical Release - 32 issued by the Institute of Chartered Accountants of Pakistan (ICAP), any loan to an entity by the director which is agreed to be paid at the discretion of the entity does not pass the test of liability and is to be recorded as equity at face value. This is not subsequently re-measured. The decision by the entity at any time in future to deliver cash or any other financial asset to settle the director's loan would be a direct debit to equity.

5.19 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Under IFRS 9 Financial assets are classified, at initial recognition, as subsequently measured at following:

- (a) at amortised cost
- (b) at fair value through other comprehensive income (FVTOCI); and
- (c) at fair value through profit or loss (FVTPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the business model for managing them.

(a) At amortised cost

A financial asset is measured at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective 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.



(b) At fair value through other comprehensive income

A financial asset is measured at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; 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.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis. The company has irrevocably elected to carry its quoted investments in equity instruments under this category.

(c) At fair value through profit and loss

Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified into following categories;

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)

These assets are subsequently measured at fair value. Interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.



Financial assets at fair value through OCI with no recycling of cumulative gains and losses (equity instruments)

These assets are subsequently measured at fair value. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' (ECL) model. The new impairment model applies to financial assets measured at amortised cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments.

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company.

At each reporting date, the Company assesses whether financial assets are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the respective asset.



The Company uses the standard's simplified approach and calculates ECL based on life time ECL on its financial assets. The Company has established a provision matrix that is based on the Company's historical credit loss experience, adjusted for forward-looking factors specific to the financial assets and the economic environment.

ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss. This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

5.20 Dividends and appropriation to reserves

The Company recognises a liability for dividend to equity holder when it is authorized as per corporate laws in Pakistan. The transfer of reserves within the equity are recognized when these are approved as per the applicable laws.



6. STANDARDS, INTERPRETATIONS AND AMENDMENTS TO APPROVED ACCOUNTING STANDARDS THAT ARE NOT YET EFFECTIVE

The following standards, amendments and improvements to the approved accounting standards as applicable in Pakistan would be effective from the dates mentioned below against the respective standard or interpretation:

Standard or Amendments	Effective date (annual periods beginning on or after)
IAS 1 'Presentation of Financial Statements' - Disclosure of Accounting Policies (Amendments)	January 1, 2023
IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' - Definition of Accounting Estimates (Amendments)	January 1, 2023
IAS 12 'Income Taxes' - Deferred tax related to Assets and Liabilities arising from a single transaction (Amendments)	January 1, 2023
IAS 12 'Income Taxes' - International tax reform - Pillar Two Model Rules (Amendments)	January 1, 2023
IAS 1 'Presentation of Financial Statements' - Classification of Liabilities as Current or Non-Current (Amendments)	January 1, 2024
IAS 7 'Statement of Cash Flows' and 'IFRS 7 'Financial instruments disclosures' - Supplier Finance Arrangements (Amendment)	January 1, 2024
IFRS 16 'Leases' - Clarification on how seller-lessee subsequently measures sale and leaseback transactions (Amendments)	January 1, 2024
IFRS 10 / IAS 28 - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments)	Not Yet Finalized

Improvements to Accounting Standards Issued by the IASB (2018-2020 cycle)

IFRS 9 - Financial Instruments – Fees in the '10 percent' test for derecognition of financial liabilities	January 1, 2022
IAS 41 - Agriculture – Taxation in fair value measurements	January 1, 2022
IFRS 16 - Leases: Lease incentives	January 1, 2022

Further, following new standards have been issued by IASB which are yet to be notified by the Securities and Exchange Commission of Pakistan (SECP) for the purpose of applicability in Pakistan.

Standard	IASB effective date (annual periods beginning on or after)
IFRS 1 First time adoption of IFRSs	01 January 2004
IFRS 17 Insurance Contracts	01 January 2023

The management anticipates that the adoption of the above standards, amendments and interpretations in future periods, will have no material impact on the financial statements other than the impact on presentation / disclosures.



8. INVESTMENT PROPERTY

	<u>As at July 01, 2022</u>	<u>Addition / Transfer</u>	<u>Revaluation</u>	<u>As at June 30, 2023</u>
Land - freehold	462,000,000	-	12,000,000	474,000,000
Building on freehold land	46,176,107	-	1,502,188	47,678,295
Capital work in progress (Note 8.4)	14,287,245	7,845,015	-	22,132,260
2023	<u>522,463,352</u>	<u>7,845,015</u>	<u>13,502,188</u>	<u>543,810,555</u>

	<u>As at July 01, 2021</u>	<u>Addition</u>	<u>Revaluation</u>	<u>As at June 30, 2022</u>
Land - freehold	450,000,000	-	12,000,000	462,000,000
Building on freehold land	46,327,903	-	(151,796)	46,176,107
Capital work in progress	2,213,905	12,073,340	-	14,287,245
2022	<u>498,541,808</u>	<u>12,073,340</u>	<u>11,848,204</u>	<u>522,463,352</u>

8.1 Had there been no revaluation the written down values of revalued investment property (after providing depreciation, if any) would have been as follows:

	2023	2022
	----- (Rupees) -----	-----
Land - freehold	94,880,000	94,880,000
Building on freehold land	1,624,032	1,765,253
	<u>96,504,032</u>	<u>96,645,253</u>

The forced sale value is estimated as follows:

Land - freehold	379,200,000	369,600,000
Building on freehold land	38,142,636	36,940,885
	<u>417,342,636</u>	<u>406,540,885</u>

8.2 Investment property was revalued and the value has been determined on the basis of valuation carried out by an independent valuer as of June 30, 2023. The land was valued on the basis of fair market rent and the building was valued based on the estimated gross replacement cost, depreciated to reflect the residual service potential of the assets taking account of the age, condition and obsolescence.

8.3 Details of the Company's immovable investment property

	Land Area (square yards)	Building Covered Area (square feet)
	----- (Rupees) -----	
Plot no.9, Manghopir road, S.I.T.E, Karachi.	28,701	258,311

8.4 Capital work in progress

During the year, Company has given advance for the purchase of land in the area of K-28, Phase II, Block A, Trans Lyari Quarters, Hawksbay Road, District Maripur, Karachi.



	Note	2023 ----- (Rupees) -----	2022 ----- (Rupees) -----
9. LONG-TERM INVESTMENTS			
Quoted - at fair value through other comprehensive income			
Pan Islamic Steamship Company Limited 275,000 (2022: 275,000) ordinary shares of Rs. 100/- each		16,137	16,137
Less: Provision for impairment	9.1	(16,136)	(16,136)
		1	1
Change in fair value		-	-
		1	1
9.1 During the year 2015, Pan Islamic Steamship Company Limited shares were delisted from Pakistan Stock Exchange Limited due to which no trading is taking place in these shares. The Company has made full provision against it, leaving a token value of Rs.1.			
	Note	2023 ----- (Rupees) -----	2022 ----- (Rupees) -----
10. SHORT-TERM INVESTMENTS			
Investments at fair value through profit or loss	10.1	9,093,634	12,211,510
10.1 Financial Assets			
Quoted - at fair value through profit or loss			
AISHA STEEL MILLS LIMITED			
25,000 (2022: 25,000) ordinary shares of Rs. 10/- each		605,635	605,635
AMTEX LIMITED			
25,000 (2022: 25,000) ordinary shares of Rs. 10/- each		26,351	26,351
AZGARD NINE LIMITED			
10,000 (2022: 10,000) ordinary shares of Rs. 10/- each		125,568	125,568
CHAKWAL SPINNING MILLS LIMITED			
50,000 (2022: 50,000) ordinary shares of Rs. 10/- each		187,520	187,520
CNERGYCO PK LIMITED			
130,000 (2022: 130,000) ordinary shares of Rs. 10/- each		1,314,537	1,314,537
COLONY TEXTILE MILLS LIMITED			
40,000 (2022: 40,000) ordinary shares of Rs. 10/- each		216,876	216,876
DOST STEELS LIMITED			
10,000 (2022: 10,000) ordinary shares of Rs. 10/- each		64,607	64,607
FAUJI FOODS LIMITED			
27,000 (2022: 2,000) ordinary shares of Rs. 10/- each		222,625	34,102
GHANDHARA NISSAN LIMITED			
3,000 (2022: 3,000) ordinary shares of Rs. 10/- each		217,845	217,845
GHAZI FABRICS INTERNATIONAL LIMITED			
20,000 (2022: 20,000) ordinary shares of Rs. 10/- each		239,892	239,892
HIRA TEXTILE MILLS LIMITED			
60,000 (2022: 60,000) ordinary shares of Rs. 10/- each		284,906	284,906
IMAGE PAKISTAN LTD			
6,612 (2022: 5,000) ordinary shares of Rs. 10/- each		73,259	73,259
K-ELECTRIC LIMITED			
770,000 (2022: 825,000) ordinary shares of Rs. 10/- each		2,683,158	2,951,815
LALPIR POWER LIMITED			
20,000 (2022: 20,000) ordinary shares of Rs. 10/- each		382,024	382,024
NISHAT CHUNIAN LIMITED			
3,500 (2022: Nil) ordinary shares of Rs. 10/- each		142,424	-
NISHAT CHUNIAN POWER LIMITED			
20,000 (2022: 20,000) ordinary shares of Rs. 10/- each		-	363,024
NISHAT POWER LIMITED			
35,000 (2022: 30,000) ordinary shares of Rs. 10/- each		769,922	613,870
PAK SUZUKI MOTOR COMPANY LIMITED			
Nil (2022: 2,000) ordinary shares of Rs. 10/- each		-	458,741



PAKISTAN INTERNATIONAL BULK TERMINAL 10,000 (2022: 10,000) ordinary shares of Rs. 10/- each	131,999	131,999
PAKISTAN STOCK EXCHANGE LIMITED 2,000 (2022: 2,000) ordinary shares of Rs. 10/- each	34,502	34,502
PAKISTAN TELECOMMUNICATION COMPANY LTD 55,000 (2022: 55,000) ordinary shares of Rs. 10/- each	625,136	625,136
POWER CEMENT LIMITED 364,000 (2022: 464,000) ordinary shares of Rs. 10/- each	3,306,708	4,418,035
SINDH MODARABA 33,000 (2022: 35,000) ordinary shares of Rs. 10/- each	311,774	321,222
TARIQ GLASS INDUSTRIES LIMITED 3,125 (2022: Nil) ordinary shares of Rs. 10/- each	304,937	-
THE CRESCENT TEXTILE MILLS LIMITED 10,000 (2022: Nil) ordinary shares of Rs. 10/- each	171,216	-
WORLDCALL TELECOM LIMITED 2,785,000 (2022: 2,285,000) ordinary shares of Rs. 10/- each	6,537,099	5,700,565
ZEPHYR TEXTILES LIMITED 6,000 (2022: 6,000) ordinary shares of Rs. 10/- each	84,369	84,369
	19,064,888	19,476,400
Unrealised Loss on revaluation of investments	(9,971,254)	(7,264,890)
	9,093,634	12,211,510



HAFIZ LIMITED

	Note	2023 ----- (Rupees) -----	2022 -----
11. STORES AND SPARES			
Stores		196,970	196,970
Spares		2,531,821	2,531,821
		<u>2,728,791</u>	<u>2,728,791</u>
Less: provision for obsolescence		(2,728,791)	(2,728,791)
		<u>-</u>	<u>-</u>
12. TRADE DEBTS - unsecured			
Considered good		2,012,797	2,012,797
Less: allowance for expected credit losses		(2,012,797)	(2,012,797)
		<u>-</u>	<u>-</u>
12.1 These are in normal course of business and are interest free.			
13. TRADE DEPOSITS AND ADVANCES			
Deposits	13.1	148,846	148,846
Funds at Ghani Securities		12,444	139,050
Advance to staff		-	449,026
Advances to suppliers		3,807,863	3,807,863
Less: provision against doubtful advances		(3,807,863)	(3,807,863)
		<u>-</u>	<u>-</u>
		<u>161,290</u>	<u>736,922</u>
13.1 These are in normal course of business and are interest free.			
14. NET ASSETS IN BANGLADESH			
Board Loan Unit		10,196,790	10,196,790
Less: Loan from PICIC and interest accrued thereon		(4,741,141)	(4,741,141)
		<u>5,455,649</u>	<u>5,455,649</u>
Investment: 712,500 (2022: 712,500) fully paid ordinary shares of Rs. 10/- each Hafiz Jute Mills Limited		7,125,000	7,125,000
Chittagong branch:			
Vehicles		106,085	106,085
Office equipment		24,319	24,319
Furniture and fixtures		3,641	3,641
		<u>134,045</u>	<u>134,045</u>
Less: Accumulated depreciation		(44,389)	(44,389)
Less: Provision		(12,670,304)	(12,670,304)
		<u>1</u>	<u>1</u>



15. SHARE CAPITAL

15.1 Authorized Capital

The Company has authorised capital of 2,000,000 ordinary shares of Rs. 10/- each amounting to Rs. 20 million.

15.2 Issued, subscribed and paid-up capital

<u>2023</u>		<u>2022</u>			
Number of ordinary shares of Rs. 10/- each				<u>2023</u> <u>2022</u>	
				----- (Rupees) -----	
395,000	395,000	Fully paid in cash	3,950,000	3,950,000	
105,000	105,000	Other than cash	1,050,000	1,050,000	
700,000	700,000	Issued as fully paid bonus shares	7,000,000	7,000,000	
<u>1,200,000</u>	<u>1,200,000</u>		<u>12,000,000</u>	<u>12,000,000</u>	

16. DEFERRED LIABILITY - STAFF GRATUITY

Staff gratuity	16.1	<u>992,320</u>	<u>750,250</u>
----------------	------	-----------------------	----------------

16.1 Amount recognised in statement of financial position

Opening balance		750,250	360,473
Charge for the year	16.2	130,328	96,677
Recognised in other comprehensive income		111,742	293,100
Benefits paid		-	-
Closing balance		<u>992,320</u>	<u>750,250</u>

16.2 Movement in the present value of defined benefit obligation

Current service cost		30,920	24,152
Interest cost		99,408	72,525
		<u>130,328</u>	<u>96,677</u>

16.3 Principal actuarial assumptions

Expected rate of increase in salary level	15.25%	12.25%
Valuation discount rate	16.25%	13.25%

16.4 Sensitivity analysis

	June 30, 2023			
	Discount rate		Salary increase	
	+100 bps	-100 bps	+100 bps	-100 bps
Present value of obligations	<u>982,483</u>	<u>1,002,231</u>	<u>1,002,256</u>	<u>982,495</u>



	Note	2023 ----- (Rupees) -----	2022 -----
17. TRADE AND OTHER PAYABLES			
Accrued liabilities		3,278,379	6,341,243
Security deposits	17.1	6,023,230	4,968,445
Advance from tenant		387,857	1,200,640
War risk insurance premium	18.1.1	494,415	494,415
		<u>10,183,881</u>	<u>13,004,743</u>

17.1 All security deposits are interest free and are payable on demand.

18. CONTINGENCIES AND COMMITMENTS

18.1 Contingencies

18.1.1 The Company has a contingent liability of Rs. 1.12 million in respect of "War Risk Insurance Dues" for the year 1971 imposed by Federation of Pakistan through its secretary commerce. The Company has filed an appeal with the Honorable High Court of Sindh and the case is still in progress. The management and its legal adviser are confident of a favourable outcome, however, as a matter of prudence the Company has made a provision of Rs. 0.494 million.

18.1.2 During the year 1992, the Company was served a notice by the Honorable High Court of Sindh in respect of termination of various employees demanding a compensation of Rs. 0.41 million be paid to such employees. The management and its legal adviser are confident of a favourable outcome, hence, no provision in respect of the above amount has been made in these financial statements.

18.1.3 During the year 2010, SECP vide its order EMD/233/253/2002-1131 dated May 20, 2010 under the provisions of Section 473 of the Companies Ordinance, 1984 directed the Company to reverse the Director's loan of Rs. 57,790,720 and write back advances from suppliers/creditors to the Statement of profit and loss of the Company. The Company's appeal before SECP has been dismissed but the Company has filed appeal before Honorable High Court of Sindh. The outcome of the above appeal is pending and the management is confident that the appeal will be decided in Company's favour accordingly, no related adjustments have been recorded in these financial statements.

18.2 Commitments

There were no outstanding commitments as at June 30, 2023 (2022: Nil).



	Note	2023 ----- (Rupees) -----	2022 -----
19. ADMINISTRATIVE EXPENSES			
Directors' remuneration		3,300,000	3,300,000
Salaries and benefits	19.1	2,747,828	886,677
Utilities		2,062,399	1,398,932
Postage, telegram and telephone		311,404	310,529
Printing and stationery		407,556	171,284
Vehicle running expense		774,534	379,989
Legal and professional		280,000	210,395
Auditors' remuneration	19.2	710,000	710,000
Fees and subscription		1,468,397	2,203,458
Rent, rates and taxes		396,002	376,203
Repairs and maintenance		756,025	409,603
Depreciation	7	970,516	911,379
Entertainment		460,335	306,798
Advertisement		61,500	131,125
Travelling expenses		-	79,000
Others		46,925	70,585
		<u>14,753,421</u>	<u>11,855,957</u>
19.1	These include retirement benefits of Rs.130,328 (2022: Rs. 96,677).		
19.2 Auditors' remuneration	Note	2023 ----- (Rupees) -----	2022 -----
Audit fee		600,000	600,000
Half-yearly review		50,000	50,000
Other services		50,000	50,000
Out of pocket expenses		10,000	10,000
		<u>710,000</u>	<u>710,000</u>
20. OTHER CHARGES			
Loss on sale of short term investments		610,544	-
Loss on revaluation of investments		2,706,364	12,381,265
Receivables written off during the year		449,026	-
		<u>3,765,934</u>	<u>12,381,265</u>
21. OTHER INCOME			
Income from financial assets			
Dividend		369,100	537,600
Gain on sale of short term investments		-	392,356
		<u>369,100</u>	<u>929,956</u>
Income from non financial assets			
Gain on disposal of operating fixed assets		887,771	-
Liability no longer payable written back		1,236,893	551,041
		<u>2,493,764</u>	<u>1,480,997</u>



HAFIZ LIMITED

	Note	2023 ----- (Rupees) -----	2022 -----
22. TAXATION			
Current		6,927,338	3,814,092
Prior		(124,798)	(1,381,689)
		<u>6,802,540</u>	<u>2,432,403</u>

22.1 Relationship between income tax expense and accounting profit

Profit before taxation		<u>30,195,993</u>	<u>14,545,329</u>
Tax at the rate of 29% (2022: 29%)		8,756,838	4,218,145
Tax effects of:			
Expenses / income that are not allowable for tax purposes		(1,954,298)	(404,053)
Prior		(124,798)	(1,381,689)
		<u>(2,079,096)</u>	<u>(1,785,742)</u>
		<u>6,802,540</u>	<u>2,432,403</u>

22.2 The Company has filed its return of income up to tax year 2022. These are deemed to be assessed in accordance with the requirements of Income Tax Ordinance 2001.

23. BASIC AND DILUTED EARNINGS PER SHARE

There is no dilutive effect on the basic earnings per share of the Company, which is based on:

	2023 ----- (Rupees) -----	2022 -----
Net profit for the year	<u>23,393,453</u>	<u>12,112,926</u>
	2023	2022
	Number of shares	
Weighted average No. of ordinary shares of Rs. 10/- each in issue	<u>1,200,000</u>	<u>1,200,000</u>
	----- (Rupees) -----	
Basic and diluted earnings per share	<u>19.49</u>	<u>10.09</u>

24. REMUNERATION OF DIRECTOR, CHIEF EXECUTIVE AND EXECUTIVE.

	2023			2022		
	Chief executive	Director	Executive	Chief executive	Director	Executive
Managerial remuneration	<u>1,620,000</u>	<u>1,350,000</u>	<u>1,491,750</u>	1,620,000	1,350,000	-
Other perquisites	<u>180,000</u>	<u>150,000</u>	<u>165,750</u>	180,000	150,000	-
	<u>1,800,000</u>	<u>1,500,000</u>	<u>1,657,500</u>	<u>1,800,000</u>	<u>1,500,000</u>	<u>-</u>
Number of persons	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>	<u>0</u>



25. TRANSACTIONS WITH RELATED PARTIES

Related party comprises of directors and key management personnel of the Company. Details of transactions with related parties have been disclosed in the respective notes to the financial statements.

26. FINANCIAL INSTRUMENTS BY CATEGORY

	2023	2022
	----- (Rupees) -----	
26.1 Financial assets as per statement of financial position		
At amortised cost		
Trade deposits and advances	161,290	736,922
Bank balances	9,621,137	7,515,858
At fair value through OCI		
Long-term investments	1	1
At fair value through profit and loss		
Investment property	543,810,555	522,463,352
Short term investments	9,093,634	12,211,510
26.2 Financial liabilities as per statement of financial position		
At amortised cost		
Trade and other payables	10,183,881	13,004,743
Unclaimed dividend	4,674,173	4,279,314

27. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial instruments are subject to credit risk, liquidity risk and equity price risk. The Board of Directors oversees policies for managing each of these risks which are summarised below.

27.1 Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

Concentration of credit risk arises when a number of counterparties are engaged in similar business activities or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentration of credit risk indicates the relative sensitivity of the Company's performance to developments affecting a particular industry.

The Company is exposed to credit risk on trade debts, trade deposits, short-term investments and bank balances. The Company seeks to minimize the credit risk exposure through having exposure only to customers considered credit worthy and obtaining securities where applicable.



Quality of financial assets

The credit quality of financial assets is analyzed as under:

	2023	2022
	----- (Rupees) -----	
Bank balances		
Ratings		
A1+	<u>9,621,137</u>	<u>7,515,858</u>

* This includes rating assigned by an international rating agency to foreign banks.

Financial assets other than bank balances, are not exposed to any material credit risk.

27.2 Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with the financial instruments. To guard against the risk, the Company has diversified funding sources and the assets are managed with liquidity in mind. The maturity profile is monitored to ensure that adequate liquidity is maintained.

Year ended June 30, 2023

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
	----- (Rupees) -----				
Trade and other payables	10,183,881	-	-	-	10,183,881
Unclaimed dividend	4,674,173	-	-	-	4,674,173
	<u>14,858,054</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>14,858,054</u>

Year ended June 30, 2022

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
	----- (Rupees) -----				
Trade and other payables	13,004,743	-	-	-	13,004,743
Unclaimed dividend	4,279,314	-	-	-	4,279,314
	<u>17,284,057</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>17,284,057</u>



27.3 Equity price risks

Equity price risk is the risk that the fair value of future cashflows of financial instruments will fluctuate because of 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's quoted equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification. Reports on the equity portfolio are submitted to the Company's Board of Directors on a regular basis. The Board of Directors review and approve all equity investment decisions.

As at the statement of financial position date, the exposure to listed equity securities at fair value was Rs. 9,093,634. A decrease of 10% in the share price of these securities would have an impact of approximately Rs 909,363 on equity. An increase of 10% in the share price of the listed security would impact equity with the similar amount.

28. CAPITAL RISK MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern and continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company is currently financing its operations through equity.

29. 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 between market participants at the measurement date. The carrying values of all other financial assets and liabilities reflected in the financial statements approximate their fair values.

Financial assets which are tradable in an open market are revalued at the market prices prevailing on the statement of financial position date. The estimated fair value of all other financial assets and liabilities is considered not significantly different from their book value.

Fair value hierarchy

The table below analyses financial instruments carried at fair value by valuation method. The different level have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (level 2); and
- Inputs for the asset or liability that are not based on observable market data (level 3).

	2023	Level 1	Level 2	Level 3	Total
		----- (Rupees) -----			
Assets					
- Investments carried at					
fair value through profit or loss		<u>9,093,634</u>	<u>543,810,555</u>	<u>-</u>	<u>552,904,189</u>
	2022	Level 1	Level 2	Level 3	Total
		----- (Rupees) -----			
Assets					
- Investments carried at					
fair value through profit or loss		<u>12,211,510</u>	<u>522,463,352</u>	<u>-</u>	<u>534,674,862</u>

There were no transfers amongst levels during the year.



30. SUBSEQUENT EVENTS

The Board of Directors in its meeting held on 6th October, 2023 has proposed the following:

- (i) payment of cash dividend of Rs. 2/- per share for the year ended June 30, 2023 for approval of the members at the Annual General Meeting to be held on 28th October, 2023.

31. NUMBER OF EMPLOYEES

Total number of employees

	2023	2022
Total number of Company's employees as at June, 30	<u>5</u>	<u>4</u>
Average number of Company's employees during the year	<u>5</u>	<u>4</u>

32. DISCLOSURE REQUIREMENTS FOR ALL SHARES ISLAMIC INDEX

Following information has been disclosed as required under Paragraph 10 of Part I of the 4th Schedule to the Companies Act, 2017 relating to "All Shares Islamic Index".

Description	Explanation
Trade deposits and advances	Non interest bearing
Security deposits	Non interest bearing
Bank Balances	All bank balances are maintained with conventional banks
Relationship with Shariah compliant banks	Company does not have any relationship with bank under Islamic windows of operations

33. GENERAL

33.1 Corresponding figures have been re-arranged and reclassified, wherever necessary. However, there were no significant reclassifications to report.

33.2 Figures have been rounded off to the nearest rupees.

34. DATE OF AUTHORISATION FOR ISSUE

These financial statements were authorized for issue on 03-October-2023 by the Board of Directors of the Company.

Karachi
03 October, 2023

Ali Mubeen Hashmi
CFO

Fakhruddin Usmani
CEO

Qumaruddin Osmani
Director



HAFIZ LIMITED

FORM - "34"

Pattern of holding of shares held by the share holders as on 30th June, 2023

No. of shareholders	From	To	Share Value RS.10/-each
741	1	100	31,660
135	101	500	32,997
24	501	1000	18,778
29	1001	5000	69,988
8	5001	10000	55,445
4	10001	15000	48,903
2	15001	20000	37,065
3	20001	25000	67,910
12	25001	30000	313,626
3	30001	35000	100,342
7	35001	40000	254,151
1	40001	115000	50,979
1	115001	120000	118,156
970			1,200,000

Categories of Share Holders

	No of share holders	Shares Held	%
Directors, chief Executive officer and their spouse and minor	10	272,247	22.69%
Associated Companies, Undertaking and related parties	1	118,156	9.84%
NOT & ICP	2	2,226	0.19%
Bank, Development Finance Institutions, non-banking Finance institutions	5	140	0.01%
Insurance companies	1	200	0.02%
Modarbas and mutual funds	1	20	0.00%
Shareholders holding 10%	-	-	0.00%
General Public	947	804,867	67.07%
Others (Joint Stock Companies)	3	2,144	0.18%
	970	1,200,000	100.00%

Directors Chief Executive officer and their spouse and Minor

MR. Fakhruddin Usmani	1	36,000	3.00%
MR. Quamruddin Osmani	1	35,000	2.92%
MR. Muhammad Farooq Usmani	1	34,980	2.92%
MR. Mahmood wali Muhammad	1	36,000	3.00%
MR. Muhammad Shazad Fakhir	1	20,000	1.66%
MRS. Sabra Fakhruddin (Spouse of Directors & CEO)	1	30,362	2.53%
MRS. Zahida Quamruddin (Spouse of Directors & CEO)	1	27,455	2.29%
MRS. Nasreen Farooq Usmani (Spouse of Directors & CEO)	1	25,831	2.15%
MRS. Parveen Mahmood (Spouse of Directors & CEO)	1	21,598	1.80%
MISS. Javeria (Minor Children of Directors & CEO)	1	5,021	0.42%
	10	272,247	22.69%

Associated Companies, Undertakings

Textile Trading Company Limited	1	118,156	9.84%
---------------------------------	---	---------	-------

NIT and ICP

Investment corporation of Pakistan	1	1,203	0.10%
National Bank of Pakistan	1	1,023	0.09%
	2	2,226	0.19%

Bank Development Finance Institutions, Non Banking Finance Companies

Habib Bank Ltd. KSE Br. Karachi	1	6	0.00%
hbl A/c A.G Ismail	1	2	0.00%
HBL A/c A.K haji Moosa	1	2	0.00%
Muslim Commercial Bank Ltd	1	100	0.01%
Habib Bank Ltd. Hs Br. Karachi	1	30	0.00%
	5	140	0.01%

Insurance Companies

Pakistan Insurance Corporation	1	200	0.02%
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Mutual Fund

H.M investment (pvt) limited	1	20	0.00%
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General Public

a) local b) Foreign	947	804,867	67.07%
b) Foreign	-	-	0.00%
	947	804,867	67.07%

Other (Joint Stock Companies)

BCGA Punjab (pvt) Limited	1	2,004	0.17%
Fateh textile mills limited	1	100	0.01%
Zam Zam Limited	1	40	0.00%
	3	2,144	0.18%
	970	1,200,000	100.00%



HAFIZ LIMITED

97 Alliance Building, 2nd Floor, Moolji Street, Mereweather, Tower, Karachi-74000.

NOTICE OF MANDATORY PAYMENT OF DIVIDEND THROUGH ELECTRONIC MODE

Subsequent to promulgation of Companies Act, 2017, and as per section 242 of the said Act now it is mandatory for listed companies that dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders.

Keeping in view the same, all cash dividend, if declared, by the Company in future will be directly transferred in bank account. In order to enable us to follow the directives of the regulators in regard to payment of dividend only through electronic mode, you are requested to please provide/update your bank account detail in below mentioned format.

I hereby authorize **HAFIZ LIMITED** to directly credit cash dividend declared by it, if any, in the below mentioned bank account.

Bank Account Details of Transfer for Cash Dividend

**(Mandatory to provide)*

i) Shareholder's Detail	
Name of Company	
Name of shareholder	
Folio No/CDC Participants ID A/c No.	
CNIC No	
Passport No. (in case of foreign shareholder)**	
Land Line Phone Number	
Cell Number	

ii) Shareholder's Bank Detail	
Title of Bank Account	
Bank Account Number (16 Digital) IBAN	
Bank's Name	
Branch Name and Address	

1. It is stated that the above-mentioned information is correct, that I will intimate the changes in the above mentioned information to the above addresses as soon as these occur.

(Signature of shareholder) _____

KINDLY NOTE: COMPANY MAY WITHHOLD THE PAYMENT OF DIVIDEND OF A MEMBER WHERE THE MEMBER HAS NOT PROVIDED THE COMPLETE INFORMATION OR DOCUMENTS AS SPECIFIED.

The shareholder who hold shares in physical form are requested to submit the above mentioned dividend mandate form after duly filled in to Company's Share Registrar office, M/s, F.D. Registrar Services (SMC. Pvt.) Ltd 1705, 17th floor, Saima Trade Tower-A, I.I. Chundrigar Road, Karachi-74000 Shareholders who hold shares in Central Depository Company are requested to submit the above mentioned dividend mandate form after duly filled in to their participants/investor account services of the central depository company limited.

For any query, you may please contact us Tel # 02132440371 or E-mail: htm1951@hotmail.com

Thanking you.
Ali Muhammad Usmani
(Company Secretary)

Note: This is a computer generated letter and does not require signature.

*Please attach attested photocopy of CNIC

**Please attach attested photocopy of the Passport



HAFIZ LIMITED

I, _____ CNIC _____
of _____
being a member of **HAFIZ LIMITED**, and entitled to _____ vote (votes) hereby appoint
Mr. _____ NIC _____ of
_____ as my proxy _____ to vote
for me and my behalf at **72nd Annual General Meeting** of the Company to be held on
Tuesday, 24th October, 2023 at 11:30 a.m. and at any adjournment thereof.

As witness my/our hand seal this _____ day of _____

Signed by _____

Said in presence of: -

1. Name _____ Address _____
_____ N.I.C. No. _____.

2. Name _____ Address _____
_____ N.I.C. No. _____.

Folio No.

CDC Account #	
Participant I.D.	Account #

Signature on Five Rupees Revenue Stamps

The Signature should agree with the specimen register of the company
--

N.B.:

- The proxy duly signed across 5/- rupees Revenue Stamp should reach the Company's Office at least 48 hours before the time of meeting. Please quote number of shares _____ Register ed Folio No. _____.
A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote in his/her place. Such proxy must be a member of the company.
- Original CNIC of shareholder is necessary to attend the AGM alongwith a photo copy of CNIC to submit at the desk of reception.
- For CDC Account Holders / Corporate Entities**
In addition to the above the following requirements have to be met.
 - Attested copies of C NIC or the passport of the beneficial owners and the proxy shall be provided with the proxy form.
 - The proxy shall produce his original CNIC or original passport at the time of meeting.
 - In case of a corporate entity, the Board of Directors resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier along with proxy form to the company).

BOOK POST

UNDER POSTAL CERTIFICATE

If undelivered pleased return to:

HAFIZ LIMITED

97, Alliance Building, Moolji Street, Mereweather Tower, Karachi-74000