

FIRST CAPITAL EQUITIES LIMITED

Annual Report 2023



www.firstcapital.com.pk

MISSION

Our mission is to strive to become the *Leading Brokerage and its Related Business Company and Best Employer* in each market that we operate. We will adhere to the following principles and provide execution to direct our future. We shall experience growth through building quality relationships, knowledge, service and innovation.

Dedicated to Make it Happen

- CLIENTS:** We will offer every Client: Fast & Friendly Service, Commitment, Cleanliness, Dedication, Excellence, & Trust.
- ASSOCIATES:** We will offer every associate: Development, Loyalty, Opportunities, Open-Door, Teamwork, Training, & Benefits.
- IMAGE:** We will operate every facility: Professionally, Helpful, Positive, Bright, Clean, & Consistent.
- COMMUNITY:** We will offer every community: Involvement, Support, Stability, Respect, Assistance & Environmental Awareness.
- STANDARDS:** We will operate our business: Ethically, Competitively, Safely, Innovative, with High Expectations, & Quality Products.

VISION

Our Vision is linked with our Mission to be the *Leading Brokerage and its Related Business Company and Best Employer* in each market we operate. Our Vision will guide and direct us towards our mission, and communicates what we believe in as an operations group.

We Believe In

- Obligation to serve the Shareholders' Interest
- Providing Clients with Consistent Outstanding Services
- Showing and encouraging Teamwork
- Maintaining and developing high standards of Image
- Treating people with Respect
- Creating and developing a Positive Environment
- Building a Reputation For Success
- Providing services with the Highest Quality
- Operating with the highest Integrity & Honesty
- Exploring and encouraging New & Innovative Ideas
- Providing positive Recognition & Reinforcement
- Becoming a dependant fiber in every Community
- Continue to focus our associates with Development & Training
- Building and consistently growing overall Revenues
- Provide every Client with a Pleasant Experience
- Stay focused on our business by Listening Intently

**FIRST CAPITAL EQUITIES LIMITED
COMPANY INFORMATION**

Board of Directors	Malik Safeer Raza Awan (Chairman) Shabana Atta (Chief Executive) Muhammad Jamil Mohsin Iqbal Saeed Iqbal Muhammad Aslam Bhatti Asad Yar Khan	Non-Executive Executive Non-Executive Non-Executive Non-Executive Independent Independent
Chief Financial Officer	Saeed Iqbal	
Audit Committee	Asad Yar Khan (Chairman) Muhammad Jamil (Member) Malik Safeer Raza Awan (Member)	
Human Resource and Remuneration (HR&R) Committee	Asad Yar Khan (Chairman) Shabana Atta (Member) Muhammad Jamil (Member)	
Company Secretary	Shahzad Jawahar	
Auditors	Nasir Javaid Maqsood Imran Chartered Accountants	
Legal Advisers	M/s. Ibrahim and Ibrahim Barristers and Corporate Consultants Lahore	
Bankers	Askari Bank Limited Bank Alfalah Limited Bank Al Habib Limited Bank Islami Limited Dubai Islamic Bank Pakistan Limited JS Bank Limited MCB Bank Limited Soneri Bank Limited Silk Bank Limited United Bank Limited	
Registered Office	First Capital House 96-B/1, Lower Ground Floor M.M. Alam Road, Gulberg-III Lahore, Pakistan Tele: + 92-42-35778217-18	
Main Corporate Office	4 th Floor, Block B,C & D Lakson Square Building No. 1 Sarwar Shaheen Road, Karachi Tele: + 92-21-111 226 226 Fax: +92-21-5656710	
Registrar and Shares Transfer Office	Corplink (Pvt.) Limited Wings Arcade, 1-K Commercial Model Town, Lahore Tele: + 92-42-5839182	



First
Capital
Equities
Limited

REGISTERED OFFICE:
FIRST CAPITAL HOUSE
96-B/1, Lower Ground Floor,
M.M. Alam Road, Gulberg-III, Lahore.
Tel: +92-42-35778217-8

FIRST CAPITAL EQUITIES LIMITED
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 28th Annual General Meeting of the Shareholders of First Capital Equities Limited ("the Company" or "FCEL") will be held on Saturday, 28 October 2023 at 10:30 a.m. at the Company's Registered Office, First Capital House, 96-B-1, M.M. Alam Road, Gulberg-III Lahore to transact the following business:

Ordinary Business

1. To confirm the minutes of Extraordinary General Meeting held on 30 December 2022;
2. To receive, consider and adopt the audited financial statements of the Company for the year ended 30 June 2023 together with the Chairman's Review, Directors' Report and Auditors' reports thereon;
3. To appoint the Auditors of the Company for the year ending 30 June 2024 and to fix their remuneration;

4. Special Businesses:

To circulate the annual audited financial statements to the members of the Company through QR enabled code and weblink in compliance of S.R.O 389(I)/2023 dated 21st March 2023, in this regard to pass the following special resolutions with or without modifications;

RESOLVED THAT the Company be and is hereby authorized to circulate its annual audited financial statements to the members of the Company through QR enabled code and weblink, in accordance with S.R.O 389(I)/2023 dated 21 March 2023 issued by SECP and the practice of circulation of the annual audited financial statements through CD/DVD/USB may be discontinued."

RESOLVED FURTHER THAT the Chief Executive/any Director/Company Secretary of the Company be and is hereby authorized to do all acts, deeds, things or actions as may be necessary, incidental or consequential to give effect to this resolution."

By order of the Board

Shahzad Jawahar
Company Secretary

Lahore
06 October 2023

Notes:-

- 1) The Members Register will remain closed from 21 October 2023 to 28 October 2023 (both days inclusive). Transfers received at Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore, the Registrar and Shares Transfer Office of the Company, by the close of business on 20 October 2023 will be treated in time for the purpose of Annual General Meeting.
- 2) A member eligible to attend and vote at the meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company not later than 48 hours before the time for holding the meeting.
- 3) In order to be valid, an instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power of attorney, must be deposited at the Company's Registered Office, First Capital House, 96-B-1, M.M. Alam Road, Gulberg-III Lahore, not less than 48 hours before the time of the meeting.
- 4) Pursuant to Companies (Postal Ballot) Regulations, 2018, for the purpose of any other agenda item classified as Special Business subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or E-Voting, in accordance with the requirements and procedure contained in the aforesaid Regulations.
- 5) Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting.

The demand for video-link facility shall be received by the Share Registrar of the Company or directly to the Company at the email address given herein blow at least 7 (seven) days prior to the date of the meeting on the Standard Form which can be downloaded from the company's website: www.pacepakistan.com

Further, in compliance with Circular 04, of 2021 dated 15.02.2021, the shareholders of the Company can opt to attend the meeting through Video/Webex/Zoom or other electronic means. The shareholders whose names appear in the Books of the Company by the close of business on 20 October 2023 and who are interested to attend meeting through Video Link/Zoom are hereby requested to get themselves, registered with the Company Secretary Office by providing the following details at least 48 hours before the meeting;

Email: sajjadahmad@pacepakistan.com, jawahar@pacepakistan.com,
WhatsApp Number 0303-4444800, 0302-8440935

Shareholders are requested to fill the particulars as per the blow table:

Name of Shareholder	CNIC No.	Folio No. / CDC Account No.	No. of Shares held	Cell No.	Email address

Upon receipt of the above information from interested shareholders, the Company will send the login details / password at their email addresses. On the meeting day, shareholders will be able to login and participate in the meeting's proceedings through their smartphones or computer devices from any convenient location.

The members can also send their comments/suggestions related to the agenda items of the meeting on the above mentioned email and Whats App number .The login facility will be opened 10 minutes before the meeting time to enable the participants to join the meeting.

- 6) Address of Independent Share Registrar of the Company: Name : **Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial Model Town, Lahore, (042) 35839182**
- 7) The Notice of Annual General Meeting has been placed on the Company's website: www.pacepakistan.com
- 8)
 - a) Individual beneficial owners of CDC entitled to attend and vote at the meeting must bring his/her participant ID and account/sub-account number along with original CNIC or passport to authenticate his/her identity. In case of Corporate entity, resolution of the Board of Directors/Power of attorney with specimen signatures of nominees shall be produced (unless provided earlier) at the time of meeting.
 - b) For appointing of proxies, the individual beneficial owners of CDC shall submit the proxy form as per above requirement along with participant ID and account/sub-account number together with attested copy of their CNIC or Passport. The proxy form shall be witnessed by two witnesses with their names, addresses and CNIC numbers. The proxy shall produce his/her original CNIC or Passport at the time of meeting. In case of Corporate entity, resolution of the Board of Director/Power of attorney along with specimen signatures shall be submitted (unless submitted earlier) along with the proxy form.
- 9) The Company Circulate Annual Audited Accounts through CD/DVD and Email (in case email address has been provided). Further, the Company shall send the complete hard copy in case request has been made to the Company by a member
- 10) Members are requested to notify any change in their registered address immediately;

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

This statement sets out the material facts pertaining to the special business as to be transacted at the Annual General Meeting of the Company to be held on 28 October 2023.

CIRCULATION OF THE ANNUAL AUDITED FINANCIAL STATEMENTS TO MEMBERS THROUGH QR ENABLED CODE AND WEBLINK

Securities and Exchange Commission of Pakistan ("SECP") through its S.R.O 389(I)/2023 dated 21 March 2023 has allowed the listed companies to circulate annual balance sheet,

profit and loss account, auditor's report and Directors Report etc. ("annual audited financial statements") to its members through QR enabled code and weblink subject to the approval of shareholders, therefore the Board of Directors has approved to make the compliance. Therefore, the practice of circulation of annual audited financial statements through CD/DVD/USB may be discontinued.

Further, it is proposed by the Board that the authority be given to Chief Executive/Director/the Company Secretary of the Company to do all acts, deeds, things or actions as may be necessary, incidental or consequential to give effect to this resolution.

فرسٹ کیپٹل ایکویٹیز لمیٹڈ

نوٹس برائے سالانہ اجلاس عام

بذریعہ نوٹس ہذا مطلع کیا جاتا ہے کہ فرسٹ کیپٹل ایکویٹیز لمیٹڈ ("کمپنی" یا "FCEL") کے شیئرز ہولڈرز کا اٹھائیسواں (28واں) سالانہ اجلاس عام مورخہ 28 اکتوبر 2023ء بروز ہفتہ صبح 10:30 بجے کمپنی کے رجسٹرڈ آفس واقع فرسٹ کیپٹل ہاؤس، 96-B-1، ایم ایم عالم روڈ، گلبرگ-III، لاہور میں مندرجہ ذیل امور پر بحث کے لئے منعقد ہوگا:

عمومی امور

1. 30 دسمبر 2022ء کو منعقدہ غیر معمولی اجلاس عام کی کارروائی کی توثیق کرنا۔
2. 30 جون 2023ء کو اختتام پذیر سال کے لئے کمپنی کی پڑتال شدہ مالیاتی اسٹیٹمنٹس کے ہمراہ چیئرمین کے تجزیہ، ڈائریکٹرز اور آڈیٹرز رپورٹ کو وصول کرنا، انہیں زیر غور لانا اور اپنانا۔
3. 30 جون 2024ء کو اختتام پذیر سال کے لئے کمپنی کے آڈیٹرز کا تقرر کرنا اور ان کا معاوضہ طے کرنا۔

خصوصی امور

سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے مورخہ 21 مارچ 2023ء کے مراسلہ S.R.O. 389(I)/2023 کی پیروی میں کمپنی اراکین کو سالانہ پڑتال شدہ مالیاتی اسٹیٹمنٹس بذریعہ QR کوڈ اور ویب لنک ارسال کرنا اور اس بابت مندرجہ ذیل خصوصی قرارداد کو منظور کرنا:

”قرار پایا کہ سیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے مورخہ 21 مارچ 2023ء کے مراسلہ S.R.O. 389(I)/2023 کی پیروی میں کمپنی اراکین کو سالانہ پڑتال شدہ مالیاتی اسٹیٹمنٹس بذریعہ QR کوڈ اور ویب لنک ارسال کرنے اور USB/DVD/CD کے ذریعے ترسیل کو ختم کرنے کے لئے کمپنی کو یہاں باضابطہ طور پر مجاز ٹھہرایا جاتا ہے۔“

”مزید قرار پایا کہ کمپنی کے چیف ایگزیکٹو/کمپنی سیکریٹری کو مذکورہ مایہ داری مکمل کرنے بشمول لازمی اندراج وغیرہ کی بابت تمام کاروباری و قانونی تقاضے پورے کرنے کا بھی مجاز ٹھہرایا جاتا ہے۔“

بحکم بورڈ

شہزاد جواہر

کمپنی سیکریٹری

لاہور

106 اکتوبر 2023ء

مندرجات:

- (1) اراکین کا رجسٹر 21 اکتوبر 2023ء تا 28 اکتوبر 2023ء (بشمول دونوں ایام) بند رہے گا۔ 20 اکتوبر 2023ء کو کاروبار بند ہونے تک کمپنی کے رجسٹرار کارپ لنک (پرائیویٹ) لمیٹڈ، K-1 کمرشل ماڈل ٹاؤن لاہور اور کمپنی کے شیئر ٹرانسفر آفس کو موصول ٹرانسفرز کو سالانہ اجلاس عام کے لئے بروقت وصولی شمار کیا جائے گا۔
 - (2) اجلاس میں شرکت اور رائے شماری کرنے کا اہل رکن اپنی جگہ اجلاس میں شرکت اور رائے شماری کرنے کے لئے کسی دوسرے رکن کو اپنا پراکسی مقرر کر سکتا ہے۔ کارآمد کرنے کی غرض سے پراکسیز اجلاس کے انعقاد سے کم از کم 48 گھنٹے قبل کمپنی کے رجسٹرار آفس کو موصول ہو جانی چاہئیں۔
 - (3) کارآمد کرنے کی غرض سے پراکسی کا دستاویز اور مختار نامہ یا دیگر اتھارٹی (اگر کوئی ہے) جس کے تحت یہ دستخط شدہ ہو یا ایسے مختار نامہ کی نوٹری سے تصدیق شدہ نقل کمپنی کے رجسٹرار آفس واقع فرسٹ کیپٹل ہاؤس، 96-B/1، ایم ایم عالم روڈ، گلبرگ III، لاہور کو اجلاس کے انعقاد سے کم از کم 48 گھنٹے قبل پہنچ جانی چاہئے۔
 - (4) کمپنیز (پوسٹل بیلٹ) قواعد 2018ء کی پیروی میں اور خصوصی قرارداد پر مشتمل ایجنڈا آئٹمز کے لئے کمپنیز ایکٹ 2017ء کے سیکشن 143 اور 144 کی روشنی میں اراکین کو بذریعہ پوسٹل بیلٹ یا ای ویوٹنگ اپنا حق رائے دہی استعمال کرنے کا مجاز ٹھہرایا جاتا ہے جو مذکورہ بالا ضوابط میں درج اصولوں اور طریقہ کار کے عین مطابق ہوگا۔
 - (5) کمپنیز ایکٹ 2017ء کے قواعد کی پیروی میں دوسرے شہر میں مقیم کم از کم 10 فی صد کل ادا شدہ سرمایہ حصص کے حامل شیئر ہولڈرز ویڈیو لنک کے ذریعے اجلاس میں شرکت کی سہولت حاصل کرنے کی درخواست دے سکتے ہیں۔ ویڈیو لنک سہولت کی درخواست اجلاس کے انعقاد سے کم از کم 7 (سات) یوم قبل کمپنی کے شیئر رجسٹرار یا بذریعہ مندرجہ ذیل ای میل ایڈریس کمپنی کو براہ راست اسٹینڈرڈ فارم پر دی جائے۔ یہ اسٹینڈرڈ فارم کمپنی کی ویب سائٹ www.pacepakistan.com سے ڈاؤن لوڈ کیا جاسکتا ہے۔
- مزید یہ کہ، مؤرخہ 15.02.2021 کے سرکلر نمبر 04/2021 کی تعمیل میں کمپنی کے شیئر ہولڈرز ویڈیو/ویب ایکس/زوم یا دیگر برقی ذرائع سے اجلاس میں شرکت کرنے کا انتخاب کر سکتے ہیں۔ ایسے حصص داران جن کے نام 20 اکتوبر 2023ء کو کاروباری اوقات کا ختم ہونے تک کمپنی کی کتابوں میں ظاہر ہوتے ہیں اور وہ آن لائن پلیٹ فارم کے ذریعے AGM میں شرکت کے خواہش مند ہیں تو انہیں اجلاس کے انعقاد سے کم از کم اڑتالیس (48) گھنٹے قبل کمپنی سیکریٹری کے دفتر میں اپنا اندراج کرانے کی گزارش کی جاتی ہے۔

وٹس ایپ نمبر: 0302-8440935 : 0303-4444800

شیئر ہولڈرز سے التماس ہے کہ وہ اپنی تفصیلات مندرجہ ذیل جدول کے مطابق پُر کریں۔

نام شیئر ہولڈر	شناختی کارڈ نمبر	فولیو نمبر/ CDC اکاؤنٹ نمبر	تعداد ملکیتی حصص	سیل نمبر	ای میل ایڈریس

خواہش مند شیئر ہولڈرز سے مذکورہ بالا معلومات کی وصولی پر کمپنی اُن کے ای میل ایڈریس پر لاگ ان تفصیلات/ پاس ورڈ بھیجے گی۔ AGM کے وقت شیئر ہولڈرز AGM کارروائی میں اپنے سمارٹ فون یا کمپیوٹر ڈیوائس کے ذریعے کسی بھی مناسب مقام سے لاگ ان کر کے شرکت کر سکتے ہیں۔

اراکین اجلاس کے ایجنڈا آن لائن سے متعلق اپنی رائے/ تجاویز مذکورہ بالا ای میل ایڈریس اور وٹس ایپ نمبر پر بھیج سکتے ہیں۔ لاگ ان کی سہولت اجلاس کے انعقاد سے 30 منٹ قبل کھولی جائے گی تاکہ شرکاء اجلاس میں شمولیت اختیار کر سکیں۔

(6) کمپنی کے خود مختار شیئر رجسٹرار کا پتہ: کارپ لنک (پرائیویٹ) لمیٹڈ، ونگز آرکیڈ، K-1، کمرشل ماڈل ٹاؤن، لاہور

(042)-35839182

(7) نوٹس برائے سالانہ اجلاس عام کمپنی کی ویب سائٹ www.pacepakistan.com پر شائع کر دیا گیا ہے۔

(8) (a) اجلاس میں شرکت اور رائے شماری کرنے کا اہل CDC کا فرد واحد بنی فیشل مالک اپنی شناخت ثابت

کرنے کے لئے شرکت کا آئی ڈی اور ایکاؤنٹ/ ذیلی ایکاؤنٹ نمبر بمعہ اصلی CNIC یا پاسپورٹ ہمراہ لائے گا۔ کاروباری ادارہ کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد/ مختار نامہ جس پر nominees کے نمونہ کے دستخط موجود ہوں اجلاس کے انعقاد کے وقت پیش کرنا ہوگا (اگر یہ پہلے فراہم نہ کیا گیا ہو)

(b) پراسیز کے تقرر کے لئے، CDC کا فرد واحد بنی فیشل مالک مذکور بالا ضروریات کے مطابق پراسیز

فارم بمعہ شرکت کا آئی ڈی، ایکاؤنٹ/ ذیلی ایکاؤنٹ نمبر بشمول CNIC یا پاسپورٹ کی مصدقہ نقل جمع کرائے گا۔ دو افراد کی جانب سے ان کے نام، پتہ اور CNIC نمبر کے ساتھ پراسیز فارم کی توثیق ہونی چاہئے۔ پراسیز کو اجلاس کے انعقاد کے وقت اپنا اصلی CNIC یا پاسپورٹ پیش کرنا ہوگا۔ کاروباری ادارہ کی صورت میں نمونہ کے دستخط کے ساتھ بورڈ آف ڈائریکٹرز کی قرارداد/ مختار نامہ پراسیز فارم کے ساتھ جمع کرانا ہوگا (اگر یہ پہلے جمع نہ کرایا گیا ہو)۔

9) کمپنی نے (ای میل ایڈریس کی فراہمی سے مشروط) سالانہ پڑتال شدہ کھاتے بذریعہ DVD/CD اور ای میل ارسال کر دیئے ہیں۔ مزید یہ کہ، کمپنی کسی رکن کی درخواست وصول ہونے پر مکمل کاغذی نقل بھی ارسال کرے گی۔

10) اراکین سے گزارش کی جاتی ہے کہ اپنے رجسٹرڈ پتہ میں تبدیلی سے متعلق فوراً آگاہ کریں۔

کمپنیز ایکٹ 2017ء کے سیکشن (3) 134 کے تحت اعلامیہ

اعلامیہ ہذا 28 اکتوبر 2023ء کو منعقد ہونے والے کمپنی کے سالانہ اجلاس عام میں زیر غور لائے جانے والے خصوصی امور کی بابت مادی حقائق پر مشتمل ہے۔

اراکین کو سالانہ پڑتال شدہ مالیاتی اسٹیٹمنٹس کی ترسیل بذریعہ QR کوڈ اور ویب لنک

سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان ("SECP") نے اپنے مورخہ 21 مارچ 2023ء کے مراسلہ نمبر SRO389(I)/2023 کے ذریعے لسٹڈ کمپنیوں کو سالانہ بیلنس شیٹ، نفع و نقصان اکاؤنٹ، آڈیٹرز و ڈائریکٹرز کی رپورٹ وغیرہ ("سالانہ پڑتال شدہ مالیاتی اسٹیٹمنٹس") بذریعہ QR کوڈ اور ویب لنک اپنے اراکین کو ارسال کرنے کی اجازت دی ہے جو شیئر ہولڈرز کی منظوری سے مشروط ہے۔ لہذا بورڈ آف ڈائریکٹرز نے اس کی تعمیل کی منظوری دی ہے۔ لہذا سالانہ پڑتال شدہ مالیاتی اسٹیٹمنٹس کی ترسیل بذریعہ USB/DVD/CD کا عمل منسوخ کیا جائے گا۔

مزید یہ کہ بورڈ نے تجویز کیا ہے کہ چیف ایگزیکٹو/ڈائریکٹر/کمپنی سیکریٹری کو مجاز ٹھہرایا جائے کہ وہ اس قرارداد کو موثر کرنے کے لئے تمام ضروری یا واقعاتی عمل، اقدامات اور معاہدے کریں۔

First Capital Equities Limited

Chairman's Review

A Review Report by the Chairman on Board's overall performance and effectiveness of role played by the Board in achieving the Company's objectives u/s 192 of the Companies Act 2017:

As required under the Code of Corporate Governance, an annual evaluation of the Board of Directors (the "Board") of First Capital Equities Limited (the "Company") is carried out. The purpose of this evaluation is to ensure that the Board's overall performance and effectiveness is measured and benchmarked against expectations in the context of objectives set for the Company. Areas where improvements are required are duly considered and action plans are framed.

I am pleased to present the Annual Review for the year ended June 30, 2023,

- ❖ The Board of Directors ("the Board") of First Capital Equities Limited (FCEL) has performed their duties diligently in upholding the best interest of shareholders' of the Company and has managed the affairs of the Company in an effective and efficient manner.
- ❖ The Board of FCEL is highly professional and experienced people. They bring a vast experience from different businesses including the independent directors. All board members are well aware of their responsibilities and fulfilling these diligently.
- ❖ The Board has adequate representation of non-executive and independent directors on the Board and its committees as required under the Code and that members of the Board and its respective committees has adequate skill experience and knowledge to manage the affairs of the Company;
- ❖ The Board has ensured that the directors are provided with orientation courses to enable them to perform their duties in an effective manner and that the one of them have already taken certification under the Directors Training Program and the remaining directors meet the qualification and experience criteria of the Code;
- ❖ The Board has formed an Audit and Human Resource and Remuneration Committee and has approved their respective terms of references and has assigned adequate resources so that the committees perform their responsibilities diligently;
- ❖ The Board has ensured that the meetings of the Board and that of its committee were held with the requisite quorum, all the decision making were taken through Board resolution and that the minutes of all the meetings (including committees) are appropriately recorded and maintained;

- ❖ The Board has actively participated in strategic planning process enterprise risk management system, policy development, and financial structure, monitoring and approval. All the significant issues throughout the year were presented before the Board or its committees to strengthen and formalize the corporate decision making process.
- ❖ All the significant issues throughout the year were presented before the Board or its committees to strengthen and formalize the corporate decision making process and particularly all the related party transactions executed by the Company were approved by the Board on the recommendation of the Audit Committee;
- ❖ The Board has ensured that the adequate system of internal control is in place and its regular assessment through self-assessment mechanism and /or internal audit activities;
- ❖ The Board has prepared and approved the director's report and has ensured that the director report is published with the quarterly and annual financial statement of the Company and the content of the directors report are in accordance with the requirement of applicable laws and regulation;
- ❖ The Board has exercised its powers in light of the power assigned to the Board in accordance with the relevant laws and regulation applicable on the Company and the Board has always prioritized the Compliance with all the applicable laws and regulation in terms of their conduct as directors and exercising their powers and decision making.
- ❖ The Board has ensured the hiring, evaluation and compensation of the Chief Executive and other key executives including Chief Financial Officer, Company Secretary, and Head of internal Audit;
- ❖ The Board has ensured that adequate information is shared among its members in a timely manner and the Board members are kept abreast of developments between meetings;
- ❖ The Board has exercised its powers in light of the power assigned to the Board in accordance with the relevant laws and regulation applicable on the Company and the Board has always prioritized the Compliance with all the applicable laws and regulation in terms of their conduct as directors and exercising their powers and decision making

I would like to place on record with thanks and appreciation to my fellow directors, shareholders, management and staff for their continued support in very challenging operating conditions. I look forward for more future success for the Company.

Lahore
06 October 2023


Malik Safeer Raza Awan
Chairman

فرسٹ کیپٹل ایکویٹیز لمیٹڈ

چیئرمین کا تجزیہ

بورڈ کی مجموعی کارکردگی اومینیزا ایکٹ 2017ء کے سیکشن 192 کے تحت کمپنی کے مقاصد حاصل کرنے کے لئے بورڈ کے کردار پر چیئرمین کی جائزہ رپورٹ حسب ذیل ہے:

کوڈ آف کارپوریٹ گورننس کی تعمیل میں فرسٹ کیپٹل ایکویٹیز لمیٹڈ ("کمپنی") کے بورڈ آف ڈائریکٹرز ("بورڈ") کا سالانہ جائزہ عمل میں لایا گیا۔ اس جائزے کا مقصد یہ یقینی بنانا تھا کہ بورڈ کی مجموعی کارکردگی اور تاثیر کا تعین کیا جاسکے اور کمپنی کے طے شدہ مقاصد کے تناظر میں توقعات کے برعکس بیچ مارک کیا جاسکے۔ جن شعبوں میں بہتری درکار ہے ان کو باقاعدہ زیر غور لایا گیا اور ایکشن پلان وضع کئے گئے:

میں 30 جون 2023ء کو اختتام پذیر سال کے لئے سالانہ جائزہ ازراہ مسرت پیش کرتا ہوں۔

- ❖ فرسٹ کیپٹل ایکویٹیز لمیٹڈ (FCEL) کے بورڈ آف ڈائریکٹرز ("بورڈ") نے کمپنی کے شیئر ہولڈرز کے بہترین مفاد میں انتہائی دلجمعی سے اپنے فرائض سرانجام دیئے ہیں اور مؤثر انداز میں کمپنی کے امور کو منیج کیا ہے۔
- ❖ FCEL کا بورڈ انتہائی پیشہ ور اور تجربہ کار افراد پر مشتمل ہے۔ وہ بشمول خود مختار ڈائریکٹرز مختلف شعبوں سے وسیع تجربہ لے کر آئے ہیں۔ بورڈ کے تمام اراکین اپنی ذمہ داریوں سے بخوبی آگاہ ہیں اور انہیں انتہائی دلجمعی سے سرانجام دے رہی ہیں۔
- ❖ بورڈ اور اس کی کمیٹیوں میں ضابطہ کے مطابق نان ایگزیکٹو اور خود مختار ڈائریکٹرز کی مناسب نمائندگی موجود ہے اور بورڈ اور اس کی کمیٹیوں کے اراکین کے پاس معقول مہارت، تجربہ اور علم موجود ہے تاکہ وہ کمپنی کے امور خوش اصولی سے سرانجام دے سکیں۔
- ❖ بورڈ کو اور نئی نئی کورسز فراہم کئے جاتے ہیں تاکہ وہ اپنے فرائض مؤثر انداز میں سرانجام دے سکیں اور ان میں سے ایک ڈائریکٹرز نے ڈائریکٹرز ٹریننگ پروگرام کے تحت پہلے ہی سرٹیفیکیشن حاصل کر لی ہے اور بقیہ ڈائریکٹرز ضابطہ کے قابلیت اور تجربہ کے معیار پر پورا اترتے ہیں۔
- ❖ بورڈ نے آڈٹ اور ہیومن ریسورس اینڈ ریمونڈیشن کمیٹی تشکیل دی ہے اور ان کے متعلقہ کام کے طریقہ کار کو منظور کیا ہے اور معقول وسائل تفویض کئے ہیں تاکہ کمیٹیاں اپنی ذمہ داریاں دلجمعی سے سرانجام دے سکیں۔

- ❖ بورڈ نے یقینی بنایا ہے کہ بورڈ اور اس کی کمیٹیوں کے اجلاس ضروری کورم کے تحت منعقد کئے جائیں اور تمام فیصلے بورڈ قرارداد کے تحت کئے جائیں اور تمام اجلاسوں کی کارروائی (بشمول کمیٹی اجلاس) کو مناسب انداز میں ریکارڈ اور محفوظ کیا جائے۔
- ❖ بورڈ اسٹریٹجک پلاننگ عمل، انٹرپرائزرسک مینجمنٹ سسٹم، پالیسی ڈیولپمنٹ اور مالیاتی ڈھانچے، نگرانی اور منظوری میں فعال کردار ادا کرتا ہے۔ سال بھر میں تمام خصوصی معاملات کو بورڈ اور اس کی کمیٹیوں کے روبرو پیش کیا گیا تاکہ کاروباری فیصلہ سازی کے عمل کو مضبوط اور مربوط کیا جاسکے۔
- ❖ بورڈ نے یقینی بنایا ہے کہ انٹرنل کنٹرول کا معقول نظام قائم رہے اور سیلف ایسیسمنٹ میکنزم اور/یا انٹرنل آڈٹ سرگرمیوں کے ذریعے اس کا باقاعدگی سے جائزہ لیا جاسکے۔
- ❖ بورڈ نے ڈائریکٹرز رپورٹ تحریر و منظور کی ہے اور یقینی بنایا ہے کہ ڈائریکٹرز رپورٹ کمپنی کی سہ ماہی اور سالانہ مالیاتی اسٹیٹمنٹس میں شائع کی جائے اور ڈائریکٹرز رپورٹ کے مندرجات مروجہ قوانین و ضوابط کے عین مطابق ہوں۔
- ❖ بورڈ نے چیف ایگزیکٹو اور دیگر اہم ایگزیکٹو بشمول چیف فنانسئیل آفیسر، کمپنی سیکریٹری اور سربراہ انٹرنل آڈٹ کی بھرتی، جائزے اور معاوضے کو یقینی بنایا ہے۔
- ❖ بورڈ نے یقینی بنایا ہے کہ اراکین کو مناسب معلومات بروقت فراہم کی جائیں اور بورڈ اراکین اجلاسوں کے درمیان پیش رفت سے آگاہ رہ سکیں۔
- ❖ بورڈ نے تفویض کردہ اختیارات کی روشنی میں کمپنی پر لاگو متعلقہ قوانین و ضوابط کے عین مطابق استعمال کیا ہے۔ اور بورڈ نے تمام مروجہ قوانین و ضوابط کو بطور ڈائریکٹرز عمل کے تحت تعمیل کو ترجیح دی ہے جب کہ وہ اپنے اختیارات اور فیصلہ سازی کو معقول انداز میں بروئے کار لاتے ہیں۔
- ❖ میں اپنے ساتھی ڈائریکٹرز، شیئر ہولڈرز، مینجمنٹ اور عملے کی حوصلہ افزائی کرنا اور ان کا شکریہ ادا کرنا چاہتا ہوں جنہوں نے انتہائی مشکل آپریٹنگ حالات میں مسلسل سپورٹ کی۔ میں مستقبل میں کمپنی کا میاابی کے لئے پرامید ہوں۔

ملک صفیر رضا اعوان

چیئر مین

لاہور

106 اکتوبر، 2023ء

FIRST CAPITAL EQUITIES LIMITED

DIRECTOR'S REPORT

The Board of Directors of First Capital Equities Limited ("the Company" or "FCEL") is pleased to present the Annual Report of 2023 along with the audited financial statements of the Company for the year ended June 30, 2023.

The Board of Directors earlier decided to change the Principal line of Business of the Company from stock broker to real estate Company. The Company surrendered the trading right entitlement certificate (TREC) of Pakistan Stock Exchange Limited. An application for surrender was submitted to PSX however, the company is in process of completing certain formalities required by PSX to complete the surrendering process.

COMPANY'S PERFORMANCE

Currently, the Company has no business operations and is in a transitional phase for changing its business line from Brokerage house to Real Estate Company. The Company's plan is to implement its revised business plan once a settlement is made with Financial Institution.

Financial summary of the Company for the year ended June 30, 2023 is given below:

*All Figures are in Million except EPS**

	FY 23	FY 22
Brokerage income	-	-
Capital (loss) / gain	-	-
Unrealized Gain / (loss) on re-measurement of investments at fair value through profit or loss	(17.07)	(77.01)
Other income	2.143	0.002
(Loss) / Profit after taxation from continuing operations	(17.19)	(78.14)
(Loss) after taxation from discontinued operations	(0.89)	(1.46)
Earnings / (loss) Per Share (EPS) Rs*		
- continuing operations	(0.12)	(0.55)
- discontinued operations	(0.01)	(0.01)
	(0.13)	(0.56)

The Company reported a loss after taxation from continuing operations of Rs 17.19 million in FY23 as compared to profit of Rs. 78.14 million during the same period last year. During the year discontinuation of operations loss of the Company is recorded at Rs 0.89 million during the period under review as compared to loss of Rs. 1.46 million in previous year. Further, the Un-realized loss on re-measurement of investment is recorded at Rs. 17.07 million.

COMPANY'S ABILITY TO CONTINUE AS A GOING CONCERN

The Board of the Directors of the Company during year 2019, owing to the continuous loss and adverse market conditions, decided to surrender the trading right entitlement certificate (TREC) of Pakistan Stock Exchange and discontinue its brokerage operation and to change the Principal objective of the Company from stock broker to real estate Company.

During the year company occurred a loss of Rs. 18.08 Million (2022: Rs. 79.60 Million) after recognizing unrealized loss on investments amounting Rs. 17.07 Million (2021: gain Rs. 77.01 Million), moreover the accumulated losses of the company stand at Rs. 1,078.59 Million as at June 30, 2023 (2022: 1060.51 Million) and as at the reporting date current liabilities of the Company exceed its current assets by Rs. 508.04 Million (2022: Rs. 495.49 Million).

The management of the Company is continuously in process of negotiating its loan facilities and is hopeful that outstanding loan of UBL will be settled against investment property. Owing to the factors mentioned above the Company in order to carry on its business and to meet its obligations requires generating sufficient operating profits and cash flows. Accordingly there is a material uncertainty relating to the Company's operations that may cause significant doubt regarding discharge of its liability in the normal course of business. Continuation of the Company as going concern is heavily dependent on improved cash flows."

The management of the Company is confident that with change in Principal activity and overall expertise of group in real estate sector will have positive impact on the financial performance of the company. Resultantly, these financial statements are prepared on going concern basis. The financial statements consequently, do not include any adjustment relating to the realization of the assets and liquidation of liabilities that might be necessary should the Company be unable to continue as going concern.

FUTURE OUTLOOK

In order to change the principal line of business of the Company from a Brokerage company to Real Estate Company, necessary changes have been made in the Object clause III of Memorandum of Association of the Company, which are in process of approval from concerned authorities.

Once the surrender process is completed and changes in the Object clause III of Memorandum of Association of the Company are approved the Company will resume its commercial activities as real estate Company.

CORPORATE SOCIAL RESPONSIBILITY

The Company continued its contribution to the society as a socially responsible organization through discharge its obligations towards the peoples who work for it, peoples around its workplace and the society as whole.

HUMAN RESOURCE MANAGEMENT

The management of the Company believes strongly in principles, beliefs and philosophy of the company where employees are treated as family members. The Company is continuously striving to provide corporate and social work environment to its employees as this helps them to work in complete harmony in a healthy and professional way.

INTERNAL CONTROLS

The directors and management are responsible for the Company's system of internal controls and for reviewing annually its effectiveness in providing shareholders with a return on their investments that is consistent with a responsible assessment and management of risks. This includes reviewing financial, operational and compliance controls and risk management procedures and their effectiveness. The directors have completed their annual review and assessment for year ended 2023.

The board and audit committee regularly review reports of the internal audit function of the company related to the Company's control framework in order to satisfy the internal control requirements. The company's internal Audit function performs reviews of the integrity and effectiveness of control activities and provides regular reports to the Audit Committee and the Board.

IMPACT OF THE COMPANY'S BUSINESS ON THE ENVIRONMENT

The Company's nature of business is service provider, hence its activities has very less impact on environment. The Company has a policy to minimize the use of paper by encouraging employees, departments and clients to communicate mostly through emails.

PAYOUT FOR THE SHAREHOLDERS

Keeping in view the un appropriated losses of the company, the Board of Directors does not recommend any payout this year.

RISK MANAGEMENT

The Company's principal business activities by their nature engender significant market and credit risks. In addition, the Company is also subject to various other risks including operating risk, legal risk and funding risk. Effective identification, assessment and management of these risks are critical to the success and stability of the Company. As a result comprehensive risk management policies and procedures have been established to identify, control and monitor each of these major risks.

COMPANY PERFORMANCE IN PAST YEARS

Past six years Company performance chart is attached.

EARNINGS PER SHARE

Earnings per share for the year ended June 30, 2023 was Rs. (0.13) as compared to Rs. (0.56) in the last year.

EXECUTIVE REMUNERATION

The remuneration to the Chief Executive Officer and Executive at the Company is NIL.

Code of Corporate Governance

"Listed Companies (Code of Corporate Governance) Regulations" has been implemented. The Company has made the composition of Board and its committees accordingly.

Election of New Directors

During the year a new Board has been appointed in Extraordinary General Meeting of the Company held on 30 December 2022. Mr. Saeed Iqbal, Mr. Muhammad Aslam Bhatti and Mr. Mohsin Iqbal were appointed in place of Mr. Azhar Ahmed Batla, Mr. Waseem ul Hassan and Mr. Muhammad Ahmad Saroya, respectively.

Subsequently, Mian Ehsan ul Haq, CEO/Director passed away on 06 January 2023, in his Mr. Muhammad Jamil was co-opted as Director and Ms. Shabana Atta was appointed as CEO of the Company.

Composition of Board

The following persons, during the financial year, remained Directors of the Company:

Names	Designation
Malik Safeer Raza Awan	Chairman
Shabana Atta	CEO/Director
Asad Yar Khan	Director
Muhammad Jamil (new appointment)	Director
Mohsin Iqbal (new appointment)	Director
Muhammad Aslam Bhatti (new appointment)	Director
Mian Ehsan UI Haq	(Passed away)
Waseem UI Hassan	(retired)
Azhar Ahmed Batla	(retired)
Muhammad Ahmad Saroya	(retired)

Total number of Directors

a) Male:	06
b) Female:	01

Composition:

Independent Directors	02
Other Non-Executive Directors	03
Executive Directors	02

Committee of the board

Audit Committee

Asad Yar Khan (Chairman)
Muhammad Ahmad Saroya (Member)
Malik Safeer Raza Awan (Member)

Human Resource and Remuneration (HR&R) Committee

Asad Yar Khan (Chairman)
Mian Ehsan UI Haq (Member)
Mr. Muhammad Ahmad Saroya (Member)

TRADING OF DIRECTORS

During the financial year no trading in shares of the Company, by the Directors, CEO, CFO, Company Secretary and their spouses and minor children.

AUDITORS

The present Auditors, Messrs Nasir Javaid Maqsood Imran (Chartered Accountants), have retired and being eligible, have offered themselves for re-appointment. The Board of Directors endorses the recommendation of the Audit Committee for the re-appointment of Messrs Nasir Javaid Maqsood Imran (Chartered Accountants) as the Auditors of the Company for the financial year ending June 30, 2022.

PATTERN OF SHAREHOLDINGS

The pattern of shareholding as required under Section 227(2)(f) of the Companies Act 2017 and Listing regulations is enclosed.

CORPORATE AND FINANCIAL REPORTING FRAMEWORK:

The Board of Directors of the company, for the purpose of establishing a framework of good corporate governance has fully adopted the Code of Corporate Governance, as per listing regulations of stock exchanges.

- The financial statements, prepared by the management of the Company, present fairly its state of affairs, the result of its operations, cash flows and changes in the equity.
- Proper books of account of the Company have been maintained.
- Appropriate accounting policies have been consistently applied in preparation of the financial statements and accounting estimates are based on reasonable prudent judgment.
- International Accounting Standards, as applicable in Pakistan, have been followed in preparation of financial statements.
- The systems of internal controls are sound in design and have been implemented and effectively monitored.
- The key financial data of last Six years is summarized in the report.
- There are no statutory payments on account of taxes, duties, levies and charges, which are outstanding and have not been disclosed in annexed accounts.
- The Company is in compliance with the requirement of training programs for Directors

ACKNOWLEDGEMENT


The Board of Directors wish to place on record their thanks and appreciation to all the shareholders for their continued support. The Board also wishes to place on record its appreciation for the guidance and support extended by the Securities and Exchange Commission of Pakistan (SECP) as well the Pakistan Stock Exchange Limited. Finally, the Board would like to record its appreciation to all the staff members for their hard work.

For and on behalf of the Board of Directors

Lahore
Dated: October 06, 2023



CEO/Director



Director

فرسٹ کیپٹل ایکویٹیز لمیٹڈ

ڈائریکٹرز کی رپورٹ

فرسٹ کیپٹل ایکویٹیز لمیٹڈ ("کمپنی" یا "FCEL") کے بورڈ آف ڈائریکٹرز 30 جون 2023ء کو اختتام پذیر سال کے لئے کمپنی کی سالانہ رپورٹ 2023ء بمعہ پڑتال شدہ مالیاتی اسٹیٹمنٹس ازراہ مسرت پیش کرتے ہیں۔

بورڈ آف ڈائریکٹرز نے کمپنی کے کاروبار کی بنیادی نوعیت کو بروکریج ہاؤس سے ریئل اسٹیٹ کمپنی میں تبدیل کرنے کا فیصلہ کیا۔ کمپنی مالیاتی اداروں کے ساتھ سمجھوتہ طے پا جانے کے بعد نظر ثانی شدہ کاروباری منصوبے پر عمل درآمد کا ارادہ رکھتی ہے۔

کمپنی کی کارکردگی

فی الوقت، کمپنی کے کاروباری امور غیر فعال ہیں اور کاروباری لائن کو بروکریج ہاؤس سے ریئل اسٹیٹ کمپنی میں تبدیل کرنے کے لئے تبدیلی کے عمل میں ہے۔ کمپنی مالیاتی اداروں کے ساتھ سمجھوتہ طے پا جانے کے بعد نظر ثانی شدہ کاروباری منصوبے پر عمل درآمد کا ارادہ رکھتی ہے۔

30 جون 2023ء کو اختتام پذیر سال کے لئے کمپنی کا مالیاتی خلاصہ حسب ذیل ہے:

*EPS** کے علاوہ تمام اعداد و ارقام ملین میں ہیں

مالیاتی سال 2022ء	مالیاتی سال 2023ء	
-	-	بروکریج انکم
-	-	کیپٹل (خسارہ)/آمدنی
(17.01)	(17.07)	بذریعہ نفع و نقصان فیئر ویلیو پر سرمایہ داری کے تعین پر آمدنی/(خسارہ)
0.002	2.143	دیگر آمدنی
(78.14)	(17.19)	جاری آپریشنز سے نفع/(نقصان) علاوہ ٹیکسیشن
(1.46)	(0.89)	غیر فعال آپریشنز سے (نقصان) علاوہ ٹیکسیشن
		آمدنی/(خسارہ) فی حصص (EPS) روپے*
(0.55)	(0.12)	- فعال آپریشنز
(0.01)	(0.01)	- غیر فعال آپریشنز

(0.56)	(0.13)
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کمپنی نے فعال آپریشنز سے گذشتہ برس میں 78.19 ملین روپے کی نسبت مالیاتی سال 2023ء کے دوران 17.19 ملین روپے خسارہ علاوہ ٹیکس رپورٹ کیا۔ آپریشنز غیر فعال ہونے پر سال بھر میں کمپنی نے گذشتہ برس کی اسی مدت میں 1.46 ملین روپے خسارے کے مقابلہ میں زیر جائزہ مدت کے دوران 0.89 ملین روپے خسارہ ریکارڈ کیا۔ مزید یہ کہ، سرمایہ داری کے دوبارہ تعین پر غیر حاصل شدہ آمدنی 17.07 ملین روپے رہی۔

کمپنی کی کاروبار جاری رکھنے کی صلاحیت

کمپنی کے بورڈ آف ڈائریکٹرز نے سال 2019ء کے دوران مسلسل خسارے اور مارکیٹ کی ابتر صور حال کے باعث پاکستان سٹاک ایکسچینج کے ٹریڈنگ رائٹ ایٹاٹلمنٹ ٹھوقلیٹ (TREC) سے دستبردار ہونے، اپنے بروکر تاج آپریشنز کو بند کرنے اور کمپنی کے بنیادی کاروباری مقاصد کو سٹاک بروکر سے ریئل اسٹیٹ کمپنی میں تبدیل کرنے کا فیصلہ کیا۔

سال بھر میں کمپنی نے 17.07 ملین روپے (2021: 77.01 ملین روپے) مالیت کی سرمایہ داری پر منجمد خسارہ برداشت کرنے کے بعد 18.08 ملین روپے کا خسارہ برداشت کیا (2021: 77.01 ملین روپے آمدنی)۔ جب کہ 30 جون 2023ء تک کمپنی کا مجموعہ خسارہ 1,078.59 ملین روپے رہا (2022: 1060.51 ملین روپے) جبکہ رپورٹنگ کی تاریخ تک کمپنی کے حالیہ واجبات حالیہ اثاثہ جات سے 508.04 ملین روپے سے تجاوز کر گئے (2022: 495.49 ملین روپے)

کمپنی کی انتظامیہ اپنے قرضوں پر مذاکرات کے عمل میں ہے اور پر امید ہے کہ UBL کا واجب الادا قرضہ سرمایہ دارانہ املاک کے عوض ادا کر دیا جائے گا۔ مذکورہ بالا عوامل کے پیش نظر کمپنی اپنے کاروباری امور سرانجام دینے کے لئے تیار ہے اور اپنے واجبات کی ادائیگی کے لئے کمپنی کو معقول آپریٹنگ منافع اور کیش فلورڈر کار ہے۔ اسی طرح سے کمپنی کے آپریشنز پر غیر یقینی کی صورت حال برقرار ہے جس کی وجہ سے کمپنی اپنے عمومی کاروباری امور میں اپنی ذمہ داریاں سرانجام دینے میں ابہام کا شکار ہے۔ کمپنی بطور جاری کاروبار سرمایہ کی بہتری پر بہت زیادہ انحصار کرتی ہے۔

کمپنی کی انتظامیہ پر امید ہے کہ بنیادی سرگرمی میں تبدیلی اور ریئل اسٹیٹ کے شعبے میں گروپ کی مجموعی صلاحیت کمپنی کی مالیاتی کارکردگی پر مثبت اثرات مرتب کرے گی۔ نتیجتاً، یہ مالیاتی اسٹیٹمنٹس کاروبار جاری رکھنے کی صلاحیت کی بنا پر تیار کی گئی ہیں۔ مزید برآں، یہ مالیاتی اسٹیٹمنٹس لازمی طور پر اثاثہ جات سے حاصل آمدنی اور واجبات کی لیکویڈیشن سے متعلقہ ردوبدل پر مشتمل نہیں ہیں جس کی وجہ سے کمپنی کاروبار جاری رکھنے کے قابل نہ ہوتی۔

مستقبل کا منظر نامہ

کمپنی کی بنیادی کاروباری نوعیت کو بروکریج کمپنی سے ریئل اسٹیٹ کمپنی میں تبدیلی کرنے کے لئے کمپنی کے میمورنڈم آف ایسوسی ایشن کی آبجیکٹ کلاز III میں ضروری تبدیلی کر دی گئی ہے جو متعلقہ اتھارٹیز سے منظوری کے عمل میں ہے۔ جو نہی دستبرداری کا عمل مکمل اور کمپنی کے میمورنڈم آف ایسوسی ایشن کی آبجیکٹ کلاز III تبدیلی کی منظوری ہو جائے گی تو کمپنی بطور ریئل اسٹیٹ کمپنی اپنی تجارتی سرگرمیوں شروع کر دے گی۔

کاروباری و سماجی ذمہ داری

کمپنی کے لئے کام کرنے والے افراد، کام کی جگہ کے گرد و نواح میں عوام اور معاشرے کی جانب اپنے فرائض کی انجام دہی کے ذریعے کمپنی سماجی لحاظ سے ذمہ دار ادارے کی حیثیت سے معاشرے میں اپنا کردار جاری رکھے ہوئے ہے۔

ہیومن ریسورس مینجمنٹ

کمپنی کی انتظامیہ کمپنی کے اصولوں، اعتقادات اور فلسفہ پر مضبوطی سے یقین رکھتی ہے جہاں ملازمین کے ساتھ گھر کے رکن کی حیثیت سے رویہ رکھا جاتا ہے۔ کمپنی اپنے ملازمین کو کام کا کاروباری و سماجی ماحول فراہم کرنے کے لئے کوشاں ہے اس طرح یہ صحت افزا اور پیشہ ورانہ انداز میں مکمل ہم آہنگی میں کام کرنے میں مددگار ثابت ہوتا ہے۔

داخلی نظم و ضبط

ڈائریکٹرز اور انتظامیہ کمپنی کے داخلی نظم و ضبط کے سسٹم کے نفاذ اور سالانہ موثر نظر ثانی کے لئے ذمہ دار ہیں تاکہ وہ اپنے سٹیک ہولڈرز کو ان کی سرمایہ دار پر معقول منافع دے سکیں جو خطرات کے ذمہ دار تعین اور انتظام سے منسلک ہوتا ہے۔ اس میں مالیاتی، آپریشنل اور تعلیمی کنٹرولز اور رسک مینجمنٹ طریقہ ہائے کار اور ان پر متاثر عمل درآمد پر نظر ثانی شامل ہے۔ ڈائریکٹرز نے 2023ء کو اختتام پذیر سال کے لئے اپنا سالانہ جائزہ اور تخمینہ مکمل کر لیا ہے۔

بورڈ اور آڈٹ کمیٹی کمپنی کے کنٹرول فریم ورک سے متعلق انٹرنل آڈٹ فنکشن پر باقاعدگی سے نظر ثانی کرتے ہیں تاکہ داخلی نظم و ضبط کے امور پر عمل درآمد کی تسلی ہو جائے۔ کمپنی کا انٹرنل آڈٹ فنکشن کنٹرول سرگرمیوں کی مضبوطی اور موثر عمل درآمد پر نظر ثانی کرتا ہے اور آڈٹ کمیٹی اور بورڈ کو باقاعدگی سے رپورٹ کرتا ہے۔

کمپنی کے کاروبار کا ماحول پر اثر

کمپنی کی کاروباری نوعیت خدمات فراہم کرنا ہے لہذا اس کی سرگرمیاں ماحول پر بہت کم اثر انداز ہوتی ہیں۔ کمپنی کاغذ کے استعمال کو کم کرنے کی پالیسی پر عمل پیرا ہے۔ اور ملازمین، تمام شعبہ جات اور کلائینٹس کو اکثر بذریعہ ای میل اس کی یاد دہانی کرائی جاتی ہے۔

شیر ہولڈرز کا پے آؤٹ

کمپنی کے خسارے کو مد نظر رکھتے ہوئے بورڈ آف ڈائریکٹرز نے رواں برس پے آؤٹ تجویز نہیں کیا ہے۔

رسک مینجمنٹ

کمپنی کی بنیادی کاروباری سرگرمیاں نوعیت کے اعتبار سے مارکیٹ اور کریڈٹ رسک کا پیش خیمہ ہوتی ہیں۔ مزید برآں، کمپنی دیگر کئی خطرات یعنی آپریٹنگ رسک، لیگل رسک اور فنڈنگ رسک سے دوچار ہو سکتی ہے۔ ان خطرات کی مؤثر نشاندہی، تعین اور انتظام کمپنی کی کامیابی اور استحکام کے لئے انتہائی اہم ہے۔ نتیجتاً، جامع رسک مینجمنٹ پالیسیاں اور طریقہ ہائے کار ان بڑے خطرات کی نشاندہی، انضباط اور نگرانی کے لئے مرتب کئے گئے ہیں۔

گذشتہ برسوں میں کمپنی کی کارکردگی

گذشتہ چھ سالوں میں کمپنی کی کارکردگی کا چارٹ لف ہذا ہے۔

فی حصص آمدنی

30 جون 2023ء کو اختتام پذیر سال کے لئے فی حصص آمدنی گذشتہ برس میں (0.13) روپے کی نسبت (0.56) روپے رہی۔

ایگزیکٹو کا معاوضہ

کمپنی کے چیف ایگزیکٹو آفیسر اور ایگزیکٹو کا معاوضہ صفر ہے۔

کوڈ آف کارپوریٹ گورننس

”لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ضوابط“ کو نافذ کیا گیا ہے۔ اسی تناظر میں بورڈ اور اس کی کمیٹیاں تشکیل دی گئی ہیں۔

نئے ڈائریکٹرز کا انتخاب

مذکورہ سال کے دوران 30 دسمبر 2022ء کو منعقدہ کمپنی کے غیر معمولی اجلاس میں نئے بورڈ کو تشکیل دیا گیا۔ مسٹر سعید اقبال، مسٹر محمد اسلم بھٹی اور مسٹر محسن اقبال کی جگہ بالترتیب مسٹر انظر احمد باٹلہ، مسٹر وسیم الحسن اور مسٹر محمد احمد سرویا کو ڈائریکٹر منتخب کیا گیا۔ 06 جنوری 2023ء کو CEO / ڈائریکٹر میاں احسان الحق کی وفات کے بعد مسٹر محمد جمیل کو بطور شریک ڈائریکٹر منتخب کیا گیا اور مس شبانہ عطا کو کمپنی کا CEO مقرر کیا گیا۔

بورڈ کی ترکیب

مالیاتی سال کے دوران مندرجہ ذیل افراد کمپنی کے ڈائریکٹرز رہے۔

عہدہ	نام
چیئر مین	ملک صفیر رضا اعوان
CEO	شبانہ عطا
ڈائریکٹر	اسد یار خان
ڈائریکٹر	محمد جمیل (نئی تقرری)
ڈائریکٹر	محسن اقبال (نئی تقرری)
ڈائریکٹر	محمد اسلم بھٹی (نئی تقرری)
(وفات پا گئے)	میاں احسان الحق
(ریٹائرڈ)	وسیم الحسن
(ریٹائرڈ)	اظہر احمد باٹلہ
(ریٹائرڈ)	محمد احمد سرویا

ڈائریکٹرز کی کل تعداد 07

06 (a) مرد:

01 (b) خاتون:

ترکیب:

02 خود مختار ڈائریکٹرز

03 دیگر نان ایگزیکٹو ڈائریکٹرز

02 ایگزیکٹو ڈائریکٹرز

بورڈ کمیٹیاں

اسد یار خان (چیئر مین)

محمد احمد سرویا (رکن)

ملک صفیر رضا اعوان (رکن)

آڈٹ کمیٹی

ہیومن ریسورس اینڈ اسدیارخان (چیرمین)
ریہوزیشن (HR&R) میاں احسان الحق (رکن)
کمیٹی مسٹر محمد احمد سرویا (رکن)

ڈائریکٹرز کی تجارت

مالیاتی سال کے دوران ڈائریکٹرز، CEO، CFO، کمپنی سیکریٹری اور ان کے اہلیان اور کم سن بچوں کی جانب سے کمپنی کے حصص میں تجارت نہیں کی گئی ہے۔

آڈیٹرز

حالیہ آڈیٹرز میسرز ناصر جاوید مقصود عمران، چارٹرڈ اکاؤنٹنٹس ریٹائر ہو چکے ہیں اور اہلیت کی بنا پر اپنی دوبارہ تقرری کی پیشکش کرتے ہیں۔ بورڈ آف ڈائریکٹرز نے آڈٹ کمیٹی کی سفارشات کو تسلیم کرتے ہوئے 30 جون 2024ء کو اختتام پذیر سال کے لئے میسرز ناصر جاوید مقصود عمران (چارٹرڈ اکاؤنٹنٹس) کی دوبارہ تقرری کی سفارش کی ہے۔

شیئر ہولڈنگ کا پیٹرن

کمپنیز ایکٹ 2017ء کے سیکشن (f) (2) 227 کے تحت اور لسٹنگ ضوابط کی پیروی میں شیئر ہولڈنگ کا پیٹرن لف ہذا ہے۔

کاروباری و مالیاتی رپورٹنگ فریم ورک

بہتر کاروباری عمل داری کا فریم ورک قائم کرنے کی غرض سے کمپنی کے بورڈ آف ڈائریکٹرز نے سٹاک ایکسچینج کے لسٹنگ ضوابط کے تحت کوڈ آف کارپوریٹ گورننس کو من و عن تسلیم کیا ہے۔

- انتظامیہ کی جانب سے تیار کردہ نوٹس اور مالیاتی اسٹیٹمنٹس کمپنی کے کاروباری امور، آپریشنز کے نتائج، سرمایہ اور ایکویٹی میں تبدیلی کی درست تصویر پیش کرتے ہیں۔
- کمپنی نے کھاتوں کی باقاعدہ کتابیں تیار کر رکھی ہیں۔
- مالیاتی اسٹیٹمنٹس کی تیاری میں موزوں اکاؤنٹنگ پالیسیوں کا مسلسل اطلاق کیا گیا ہے اور اکاؤنٹنگ تخمینہ جات معقول اور درست فیصلوں کی بنیاد پر لگائے گئے ہیں۔

- مالیاتی اسٹیٹمنٹس کی تیاری میں پاکستان میں نافذ العمل بین الاقوامی مالیاتی قواعد کی پیروی کی گئی ہے اور اس میں کسی بھی قسم کے انحراف (اگر کوئی ہے) کو مناسب انداز میں ظاہر کیا گیا ہے۔

- داخلی نظم و ضبط کا ایک مربوط سسٹم مرتب کیا گیا ہے اور اس کو موثر انداز میں نافذ اور مانٹر کیا جاتا ہے۔

- گذشتہ چھ برس کے اہم مالیاتی اعداد و شمار کا خلاصہ رپورٹ میں کیا گیا ہے۔
- ٹیکس، ڈیوٹی، لیوی اور چارجز کی بابت لازمی واجب الادا قومی موجود نہ ہیں لہذا ان کو منسلک کھاتوں میں ظاہر نہیں کیا گیا ہے۔
- کمپنی ڈائریکٹرز کے تربیتی پروگرام کے معیار کی تعمیل کرتی ہے۔

اظہار تشکر

ہم اپنے گراں قدر سرمایہ داروں کی جانب سے ہم پر اعتماد کا تہہ دل سے شکریہ ادا کرتے ہیں۔ بورڈ سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان، ٹرسٹی (سنٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ) اور پاکستان اسٹاک ایکسچینج لمیٹڈ کی انتظامیہ کی مسلسل رہنمائی اور حمایت کا بھی شکر گزار ہے۔ ڈائریکٹرز عملہ کے اراکین کی ان تھک محنت پر ان کی حوصلہ افزائی بھی ریکارڈ پر رکھنا چاہتے ہیں۔

منجانب/ برائے بورڈ آف ڈائریکٹرز

لاہور

چیف ایگزیکٹو آفیسر/ ڈائریکٹر

ڈائریکٹر

تاریخ: 06 اکتوبر 2023ء

THE COMPANIES ACT, 2017
(Section 227(2) (F))
PATTERN OF SHAREHOLDING

1. CUIIN (Registration Number) 0034157

2. Name of the Company FIRST CAPITAL EQUITIES LIMITED.

3. Pattern of holding of the shares held by the shareholders as at 30-06-2023

4. No. of Shareholders	-----Shareholding-----		Total Shares Held
	From	To	
102	1	100	752
18	101	500	6,990
10	501	1,000	8,167
138	1,001	5,000	538,305
1	10,001	15,000	13,500
2	25,001	30,000	56,725
1	490,001	495,000	492,500
6	640,001	645,000	3,849,795
1	995,001	1,000,000	997,000
1	1,005,001	1,010,000	1,005,395
2	1,095,001	1,100,000	2,199,874
9	1,280,001	1,285,000	11,549,331
1	1,710,001	1,715,000	1,710,250
1	3,995,001	4,000,000	4,000,000
1	4,695,001	4,700,000	4,700,000
1	6,710,001	6,715,000	6,712,716
1	33,300,001	33,305,000	33,304,000
1	70,190,001	70,195,000	70,190,200
297			141,335,500

5	Categories of shareholders	Shares held	Percentage
5.1(a)	Directors, CEO and their Spouse and Minor Children		
	Malik Safer Raza Awan	2,250	0.002
	Miss. Shabana Atta	500	0.000
	Mr. Asad yar Khan	600	0.000
	Mr. Muhammad Jamil	0	-
	Mr. Saeed Iqbal	0	-
	Mr. Mohsin Iqbal	0	-
	Mr. Muhammad Aslam Bhatti	0	-
5.1 (b)	Chief Executive Officer		
	500 shares of (Miss. Shabana Atta CEO)	-	-
5.1 (c)	Directors spouse & minor children	-	-
5.1.1	Executive / Executives' spouse	-	-
5.2	Associated Companies, undertaking and related parties	-	-
a)	First Capital Securities Corporation Limited	103,494,200	73.226
b)	Pace Barka Properties Limited	6,712,716	4.749
c)	Amythest Limited	492,500	0.348
5.3	NIT and ICP	-	-
5.4	Banks, DFIs and NBFIs	-	-
5.5	Insurance	4,700,000	3.325
5.6	Modarabas	-	-
5.6.1	Mutual Funds	1,005,395	0.711
5.7	Share holders holding 10% or more voting intrest		
a)	First Capital Securities Corporation Limited		Refer 5.2 (a) above
5.8	General Public		
	a) Local	2,281,200	1.614
	b) Foreign Companies/Orginzations/Individual / (repatriable bases)	17,599,000	12.452
5.9	Others		
	a) Joint Stock Companies	5,047,139	3.571
	b) Pension fund Provident Fund etc.	-	-
		141,335,500	100.000

KEY FINANCIAL DATA FOR LAST 7 YEARS

FINANCIAL DATA

Rupees in Millions

	2023	2022	2021	2020	2019	2018	2017	2016	2015
Revenue	(17,073)	(77,011)	94,569	8,358	95.64	348.92	569.39	315.14	131.64
Expenses	2,260	1,131	3,717	12,051.00	124.13	49.67	274.64	265.52	366.23
profit/ (loss) before tax	(17,190)	(78,140)	90,877	75,544					
-continuing operation					(9.38)				
-discontinued operations					(56.60)				
profit/(loss) after tax	(18,076)	(79,601)	90,877	75,544	(65.98)	(0.75)	294.75	49.62	(234.61)
-continuing operation					(9.42)				
-discontinued operations					(56.85)				
					(66.27)	5.12	264.00	31.16	(234.23)
paid up capital	1,413.36	1,413.36	1,413.36	1,413.36	1,413.36	1,413.36	1,413.36	1,413.36	1,413.36
shareholder's equity					345.80	412.07	378.36	75.54	49.57
liabilities	1,016,217	1,016,203	1,014,619	1,008.014	1,127.97	1,345.49	3,078.34	3,807.01	3,988.89
total assets	1,350,984	1,369,047	1,447,065	1,354.005	1,473.77	1,757.56	3,456.70	3,882.53	4,083.45
investment value at cost					78.76	116.41	97.02	112.45	40.20
investment value at mkt price					41.73	80.04	146.66	118.73	39.31
earning/ (loss) per share (Rs.)	(0.12)	(0.56)	0.63	0.03					
-continuing operation	(0.55)	(0.55)	0.64	0.53	(0.07)				
-discontinued operations	(0.01)	(0.01)	(0.01)	(0.56)	(0.40)				
					(0.47)	0.04	1.87	0.22	(1.66)



**First
Capital
Equities
Limited**

REGISTERED OFFICE:
FIRST CAPITAL HOUSE
96-B/1, Lower Ground Floor,
M.M. Alam Road, Gulberg-III, Lahore.
Tel: +92-42-35778217-8

**STATEMENT OF COMPLIANCE WITH LISTED COMPANIES
(CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019**

**FIRST CAPITAL EQUITIES LIMITED
FOR THE YEAR ENDED JUNE 30 2023**

The Company has complied with the requirements of the Regulations in the following manner:

1.	The total number of directors are seven as per the following:	
	a. Male:	06
	b. Female:	01
2.	The composition of board is as follows:	
	(i) Independent Directors (*)	02
	(ii) Other Non-Executive Directors	04
	(iii) Executive Directors	01
	(iv) Female Directors	01
	(*) The Board of Directors are of the view that the expertise and experience of 02 Independent Directors are sufficient to perform their relevant role & responsibilities required under the provision of Code of Corporate Governance and law, therefore rounding up is not needed	
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 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 have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.	
9.	The Board has arranged Directors' Training program for the following:	
	(Name of Director)	
	(Name of Executive & Designation (if applicable)	N/A

10.	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.	CFO and CEO duly endorsed the financial statements before approval of the board.	
12.	The board has formed committees comprising of members given below:	
a.	Audit Committee (Name of members and Chairman)	Asad Yar Khan, (Chairman) Muhammad Jamil, (Member) Malik Safeer Raza Awan, (Member)
b.	HR and Remuneration Committee (Name of members and Chairman)	Asad Yar Khan, (Chairman) Shabana Atta, (Member) Muhammad Jamil, (Member)
c.	Nomination Committee (if applicable) (Name of members and Chairman)	N/A
d.	Risk Management Committee (if applicable) (Name of members and Chairman)	N/A
13.	The terms of reference of the aforesaid committees have been formed, documented and advised to the committee for compliance.	
14.	The frequency of meetings (quarterly/half yearly/ yearly) of the committee were as per following:	
a	Audit Committee	06
b	HR and Remuneration Committee	01
c	Nomination Committee (if applicable)	N/A
d	Risk Management Committee (if applicable)	N/A
15.	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	
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 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 Institute of Chartered Accountants of Pakistan 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; and	
19.	Explanation for non-compliance with regulation 19 is below:	

	<p>The Company is in process of complying with requirement of Regulation 19 of Listed Companies Code of Corporate Governance Regulations 2019. New Board of Directors has been elected on 30 December 2022, wherein 3 new Directors have been appointed, further one new Director has replaced the deceased CEO of the Company, therefore these members have to attain Directors Training program qualification within 1 year of appointment.</p>
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For and on behalf of the Board



Malik Saqeer Raza Awan

Chairman

Lahore

06 October 2023



**INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF FIRST
CAPITAL EQUITIES LIMITED**

**REVIEW REPORT ON 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 "First Capital Equities Limited" (the Company) for the year ended **June 30, 2023** in accordance with the requirement 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 part of our audit of 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 requires 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 and also ensure compliance with the requirements of section 208 of the Companies Act, 2017.

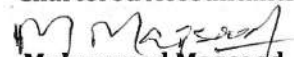
We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee. We have not carried out any procedures to assess and determine the Company's process for identification of related parties and that whether the related party transactions were undertaken at arm's length price or not.

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 requirements contained in the Regulations as applicable to the Company for the year ended **June 30, 2023**.

Further, we highlight that the Company has not complied with the provision of regulation 19(1) of the Regulations which require at least 100% of the Directors to have Director's training certificates, as disclosed in the note 19 of the Statement of Compliance.

Date: 07-10-2023
Lahore

Nasir Javaid Maqsood Imran
Chartered Accountants


Muhammad Maqsood

Offices also at:

KARACHI: OFFICE # 807, 8TH FLOOR, Q.M. HOUSE, PLOT NO. 11/2, ELLANDER ROAD, OPP. SHAHEEN COMPLEX,
OFF. I.I. CHUNDRIGAR ROAD, KARACHI - PAKISTAN.
Tel: +92-21-32212382, +92-21-32212383, +92-21-32211516 +92-21-32211515
Email: khi@njmi.net

ISLAMABAD: OFFICE # 17, 2nd FLOOR, HILL VIEW PLAZA, ABOVE FRESCO SWEETS, BLUE AREA JINNAH AVENUE ISLAMABAD, PAKISTAN.



Independent Auditor's report to the members of First Capital Equities Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the annexed financial statements of First Capital Equities Limited, which comprises the statement of financial position as at June 30, 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, 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 June 30, 2023 and of the loss and 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.

Material Uncertainty relating to Going Concern

We draw attention to Note 2 in the annexed financial statements, which states that during the year company incurred loss of Rs. 18.08 Million (2022: profit of Rs. 79.60 Million) after recognizing unrealized loss on investments amounting Rs. 17.07 Million (2022: loss of Rs. 77.01 Million), moreover the accumulated losses of the company stand at Rs. 1,078.6 Million as at June 30, 2023 (2022: Rs. 1,060.5 Million) and as at the reporting date current liabilities of the Company exceed its current assets by Rs. 508.1 Million (2022: Rs. 495.4 Million).

Moreover, the Company in order to meet its current obligations requires to generate sufficient profits and cash flows. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2 indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not qualified in respect of this matter.

Handwritten signature/initials

Offices also at:

KARACHI: OFFICE # 807, 8TH FLOOR, Q.M. HOUSE, PLOT No. 11/2, ELLANDER ROAD, OPP. SHAHEEN COMPLEX,
OFF. I.I. CHUNDRIGAR ROAD, KARACHI - PAKISTAN.
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ISLAMABAD: OFFICE # 17, 2nd FLOOR, HILL VIEW PLAZA, ABOVE FRESKO SWEETS, BLUE AREA JINNAH AVENUE ISLAMABAD, PAKISTAN.

Tel: +92-51-2228138 Fax: +92-51-2228139 Email: islamabadoffice@njmi.net

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 year. 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.

In addition to the matter described in the Material Uncertainty related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Following are the Key Audit Matters:

Sr. #	Key Audit Matters	How the matters were addressed in our audit
1.	<p>Recoverability of Trade Debts</p> <p>As at year end, the Company's gross trade debtors were Rs. 446.8 Million against which allowances for doubtful debts amounting to Rs. 272.72 Million were recorded for details refer note 11 of the financial statements.</p> <p>We identified the recoverability of trade debtors as a key audit matter because it involves significant management judgment in assessing the amount likely to be received and estimates in determining the allowance of expected credit loss.</p>	<p>Our audit procedures to assess the valuation of trade debts amongst others included the following:</p> <ul style="list-style-type: none"> ▪ Obtaining an understanding of and testing the design and implementation of management's key internal controls relating to credit control, debt collection and making allowances for doubtful debts; ▪ Agreeing, on a sample basis, the balances used in management's estimate of expected credit loss with the books of account of the Company; ▪ Testing the assumptions and estimates made by management for the allowances for doubtful debts; and ▪ Evaluating that the allowance for doubtful debt is in accordance with the requirements of applicable financial reporting framework.
2.	<p>Litigations</p> <p>There are a number of legal and regulatory matters for which no provision has been established, as disclosed in Note 26 of accompanying financial statements.</p> <p>The Company is exposed to different laws, regulations and interpretations thereof and hence, there is a litigation risk. Also there is an inherent risk that legal exposures are not identified and considered for financial</p>	<p>We performed following key audit procedures to address the assessed risk:</p> <ul style="list-style-type: none"> ▪ Obtained understanding of the Company's controls over litigations through meetings with the management and review of the minutes of the Board of Directors and Board Audit Committee; ▪ Discussed open matters and developments with the Company's

reporting purposes on a timely basis. Importantly, the decision to recognize a provision and the basis of measurement are purely judgmental.

We identified litigations as key audit matter because there is a high level of judgement involve in assessing the likelihood of their outcome which effect the level of provisioning and/or disclosures.

in-house legal counsel and read correspondence with external legal counsels, where relevant;

- Circularized confirmations to relevant third party legal representatives and follow up discussions, where appropriate, on certain material cases;
- Whilst noting the inherent uncertainties involved with the legal and regulatory matters, assessed the appropriateness of the related disclosures made in the accompanying financial statements.

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 including, in particular, the Chairman's Review, Director's Report and Financial Highlights, 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.

N/A

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 auditor's 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 year 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) no zakat was deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980).

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

Date: 07-10-2023

Lahore

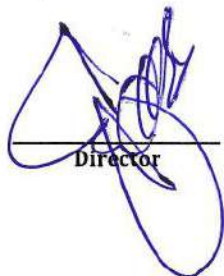
UDIN: AR202310122J2PX91Kf6

Nasir Javaid Maqsood Imran
Nasir Javaid Maqsood Imran
Chartered Accountants

FIRST CAPITAL EQUITIES LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2023

	Note	JUNE 2023 Rupees	JUNE 2022 Rupees
NON - CURRENT ASSETS			
Property plant and equipment	6	315,526	483,032
Investment property	8	824,776,000	824,712,000
Long term investments	9	17,710,531	23,137,314
		842,802,057	848,332,346
CURRENT ASSETS			
Stock in trade	10	290,053,500	290,053,500
Trade debts	11	174,162,671	175,037,011
Short term investments	12	32,866,297	44,512,874
Advances, deposits, prepayments and other receivables	13	4,571,849	4,571,849
Advance tax	14	6,287,364	6,287,364
Cash and bank balances	15	248,662	252,121
		508,190,343	520,714,719
ASSETS HELD FOR SALE	7	-	-
TOTAL ASSETS		1,350,992,400	1,369,047,065
EQUITY AND LIABILITIES			
SHARE CAPITAL AND RESERVES			
Authorized Share Capital		1,520,000,000	1,520,000,000
Issued, subscribed and paid up capital	16	1,413,355,000	1,413,355,000
Unappropriated loss		(1,078,588,039)	(1,060,511,279)
TOTAL EQUITY		334,766,961	352,843,721
CURRENT LIABILITIES			
Loan Payable	17	825,776,086	825,776,086
Trade and other payables	18	190,449,353	190,427,258
		1,016,225,439	1,016,203,344
CONTINGENCIES AND COMMITMENTS	26	-	-
TOTAL EQUITY AND LIABILITIES		1,350,992,400	1,369,047,065

The annexed notes from 1 to 32 form an integral part of these financial statements.


 Director


 Chief Executive Officer


 Chief Financial Officer

**FIRST CAPITAL EQUITIES LIMITED
STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED JUNE 30, 2023**

	Note	JUNE 2023 Rupees	JUNE 2022 Rupees
CONTINUING OPERATION			
INCOME			
Unrealized loss on remeasurement of investments at fair value through profit or loss	19	(17,073,360)	(77,011,398)
		(17,073,360)	(77,011,398)
EXPENDITURE			
Operating and administrative expenses	20	2,251,387	1,130,679
Impairment loss on 'available for sale' investments			-
Finance cost	21	8,717	571
		2,260,104	1,131,250
OPERATING LOSS		(19,333,464)	(78,142,648)
OTHER INCOME	22	2,143,001	2,104
NET LOSS BEFORE TAXATION		(17,190,463)	(78,140,544)
Taxation	23	-	-
LOSS AFTER TAXATION FROM CONTINUING OPERATIONS		(17,190,463)	(78,140,544)
DISCONTINUED OPERATIONS			
LOSS AFTER TAXATION FROM DISCONTINUED OPERATIONS	25	(886,297)	(1,461,410)
LOSS AFTER TAXATION FOR THE YEAR		(18,076,760)	(79,601,954)
LOSS PER SHARE - BASIC AND DILUTED			
- continuing operations	24	(0.12)	(0.55)
- discontinued operations		(0.01)	(0.01)
		(0.13)	(0.56)

The annexed notes from 1 to 32 form an integral part of these financial statements.

NSD

Director

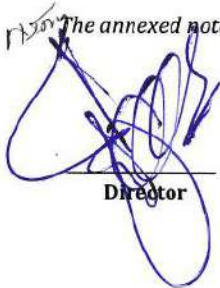

Chief Executive Officer


Chief Financial Officer

**FIRST CAPITAL EQUITIES LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2023**

	JUNE 2023 Rupees	JUNE 2022 Rupees
Loss after taxation for the year	(18,076,760)	(79,601,954)
Other comprehensive income / (loss) for the year		
<u>Items that will never be reclassified to profit or loss:</u>	-	-
<u>Items that are or may be reclassified to profit or loss:</u>	-	-
Total other comprehensive income - net of tax	-	-
Total comprehensive loss	(18,076,760)	(79,601,954)

The annexed notes from 1 to 32 form an integral part of these financial statements.



Director



Chief Executive Officer



Chief Financial Officer

FIRST CAPITAL EQUITIES LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2023

	Note	JUNE 2023 Rupees	JUNE 2022 Rupees
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before taxation		(18,076,760)	(79,601,954)
Add/Less: Items not involved in movement of funds and others			
Depreciation		167,506	391,363
loss on re-measurement of investments at fair value through profit or loss - net		17,073,360	77,011,398
Return on deposit accounts		-	(2,104)
Unrealized gain on investment property		(64,000)	
Gain on sale of vehicles		(2,075,000)	
		<u>15,101,866</u>	<u>77,400,657</u>
		(2,974,894)	(2,201,297)
Decrease / (Increase) in current assets			
Trade debts - unsecured		874,340	565,146
Advances, deposits, prepayments and other receivables		-	-
		874,340	565,146
Decrease in current liabilities in trade and other payables			
		22,095	1,584,008
Cash used in operations		(2,078,459)	(52,143)
Interest received		-	2,104
Taxes paid		-	-
Net cash used in operating activities		(2,078,459)	(50,039)
CASH FLOWS FROM INVESTING ACTIVITIES			
Sale proceeds of Vehicle		2,075,000	-
		2,075,000	-
CASH FLOWS FROM FINANCING ACTIVITIES			
		-	-
NET DECREASE IN CASH AND CASH EQUIVALENTS		(3,459)	(50,039)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		252,121	302,160
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	15	248,662	252,121

The annexed notes from 1 to 32 form an integral part of these financial statements.


 Director

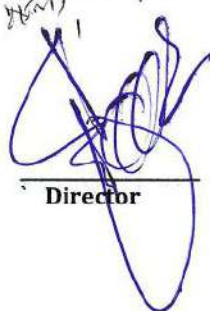

 Chief Executive


 Chief Financial Officer

**FIRST CAPITAL EQUITIES LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2023**

	Issued, subscribed and paid up capital	Unappropriated Loss	Total
	Rupees		
Balance as at July 01, 2021	1,413,355,000	(980,909,325)	432,445,675
Profit for the year after taxation	-	(79,601,954)	(79,601,954)
Other comprehensive income / (loss) for the year	-	-	-
Balance as at June 30, 2022	1,413,355,000	(1,060,511,279)	352,843,721
Loss for the year after taxation	-	-	-
Other comprehensive income / (loss) for the year	-	(18,076,760)	(18,076,760)
Balance as at June 30, 2023	1,413,355,000	(1,078,588,039)	352,843,721

The annexed notes from 1 to 32 form an integral part of these financial statements.



Director



Chief Executive



Chief Financial Officer

**FIRST CAPITAL EQUITIES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2023**

1 Status and nature of business

First Capital Equities Limited (the "Company") was incorporated in Pakistan on January 26, 1995 as a private limited company, under the Companies Ordinance, 1984 (now Companies Act, 2017). The Company was converted into a public limited company on June 18, 1997 and is listed on Pakistan Stock Exchange Limited formerly Lahore Stock Exchange Limited. The Company is a subsidiary of First Capital Securities Corporation Limited, which owns 73.23% (2022: 73.23%) of the share capital of the Company. The principal activity of the Company is to acquire, construct, develop, sell, rent out and manage shops, apartments, villas and commercial buildings.

Geographical locations and addresses of all business units are as under:

Lahore - Registered Office
96-B/1 Lower Ground Floor
M.M Alam Road Gulberg III
Lahore.

Karachi - Corporate Office
4th Floor, Block B,C & D Lakson
Square Building No. 01, Sarwar
Shaheed Road, Karachi.

2 Going concern assumption

The Board of the Directors of the Company in their meeting held on June 28, 2019, owing to the continuous loss and adverse market conditions, decided to surrender the trading right entitlement certificate (TREC) of Pakistan Stock Exchange and discontinue its brokerage operation and to change the Principal objective of the Company from stock broker to real estate Company.

During the year company incurred loss of Rs. 18.08 Million (2022: profit of Rs. 79.60 Million) after recognizing unrealized loss on investments amounting Rs. 17.07 Million (2022: loss of Rs. 77.01 Million), moreover the accumulated losses of the company stand at Rs. 1,078.6 Million as at June 30, 2023 (2022: Rs. 1,060.5 Million) and as at the reporting date current liabilities of the Company exceed its current assets by Rs. 508.1 Million (2022: Rs. 495.4 Million).

The management of the Company is continuously in process of negotiating its loan facilities and is hopeful that outstanding loan of UBL will be settled against investment property. Owing to the factors mentioned above the Company in order to carry on its business and to meet its obligations requires generating sufficient operating profits and cash flows. Accordingly there is a material uncertainty relating to the Company's operations that may cause significant doubt regarding discharge of its liability in the normal course of business. Continuation of the Company as going concern is heavily dependent on improved cash flows.

3 Basis of preparation

3.1 Statement of compliance

These financial statements have been prepared in accordance with the approved Accounting Standards as applicable in Pakistan and the requirements of the Companies Act, 2017. Approved Accounting Standards comprise of such International financial reporting standards as notified under the provisions of the Companies Act, 2017. Whenever the requirements of the Companies Act, 2017 or directives of the Securities and Exchange Commission of Pakistan (SECP) differ with the requirements of the Standards, the requirements of the Companies Act, 2017 or the requirements of the said directives take precedence.

3.2 Basis of measurement

These financial statements have been prepared under the historical cost convention, except for investment property and certain financial assets that are stated at fair value.

3.3 Use of estimates and judgments

The preparation of financial statements in conformity with approved accounting standards as applicable in Pakistan, requires management to make judgments, estimates and assumptions, that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates, associated assumptions and judgments are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

There was no significant adjustment required for the estimates and judgments as compared to previous year.

The areas where various assumptions and estimates are significant to Company's financial statements or where judgments were exercised in application of accounting policies are;

45/11/23

a)	Useful life and residual values of property, plant and equipment	<i>Note 6.1</i>
b)	Impairment	<i>Note 5.3</i>
c)	Provisions and contingencies	<i>Note 5.7</i>
d)	Staff retirement benefits	<i>Note 5.8</i>
e)	Provision for taxation	<i>Note 5.10</i>

4 Initial application of new standards, interpretations or amendments to existing standards

4.1 Standards, interpretations and amendments to accounting standards that are effective in the current period

The following new standards and interpretations of and amendments to existing accounting standards will be effective from the dates mentioned below against the respective standard, interpretation or amendment:

- Amendments to IFRS 16 'Leases' – Covid-19 related rent concessions extended beyond 30 June 2021.

- Interest Rate Benchmark Reform- Phase 2 which amended IFRS 9 'Financial Instruments', IAS 39 'Financial Instruments: Recognition and Measurement', IFRS 4 'Insurance Contracts', IFRS 7 'Financial Instruments: Disclosures' and IFRS 16 'Leases'.

These standards, amendments and interpretations are either not relevant to the Company's operations or are not expected to have significant impact on the financial statements other than certain additional disclosures.

4.2 Standards, amendments to approved accounting standards that are not yet effective

Following amendments to existing standards have been published and are mandatory for the Company's accounting periods beginning on or after 01 July 2022 or later periods. These standards, amendments and interpretations are either not relevant to the Company's operations or are not expected to have significant impact on the Company's financial statements.

- Classification of liabilities as current or non-current (Amendments to IAS 1 'Presentation of Financial Statements') effective for the annual period beginning on or after 01 January 2024. These amendments in the standards have been added to further clarify when a liability is classified as current. The standard also amends the aspect of classification of liability as non-current by requiring the assessment of the entity's right at the end of the reporting period to defer the settlement of liability for at least twelve months after the reporting period. An entity shall apply those amendments retrospectively in accordance with IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors'.

- Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37 'Provisions, Contingent Liabilities and Contingent Assets') effective for the annual period beginning on or after 01 January 2022 amends IAS 1 'Presentation of Financial Statements' by mainly adding paragraphs which clarifies what 40 Nishat Chunia Power Limited comprise the cost of fulfilling a contract. Cost of fulfilling a contract is relevant when determining whether a contract is onerous. An entity is required to apply the amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments (the date of initial application). Restatement of comparative information is not required, instead the amendments require an entity to recognize the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings or other component of equity, as appropriate, at the date of initial application.

- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16 'Property, Plant and Equipment') effective for the annual period beginning on or after 1 January 2022. Clarifies that sales proceeds and cost of items produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management e.g. when testing etc., are recognized in profit or loss in accordance with applicable Standards. The entity measures the cost of those items applying the measurement requirements of IAS 2 'Inventories'. The standard also removes the requirement of deducting the net sales proceeds from cost of testing. An entity shall apply those amendments retrospectively, but only to items of property, plant and equipment that are brought to the location and condition necessary for them to be capable of operating in the manner intended by management on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. The entity shall recognize the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the beginning of that earliest period presented.

The following annual improvements to IFRS standards 2018-2020 are effective for annual reporting periods beginning on or after 01 January 2022:

- IFRS 9 'Financial Instruments' - The amendment clarifies that an entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf, when it applies the '10 per cent' test in paragraph B3.3.6 of IFRS 9 in assessing whether to derecognize a financial liability.

- IFRS 16 'Leases' - The amendment partially amends Illustrative Example 13 accompanying IFRS 16 'Leases' by excluding the illustration of reimbursement of leasehold improvements by the lessor. The objective of the amendment is to resolve any potential confusion that might arise in lease incentives.

N/A

- Disclosure of Accounting Policies (Amendments to IAS 1 'Presentation of Financial Statements' and IFRS Practice Statement 2 'Making Materiality Judgement') effective for annual periods beginning on or after 01 January 2023. These amendments are intended to help preparers in deciding which accounting policies to disclose in their financial statements. Earlier, IAS 1 states that an entity shall disclose its 'significant accounting policies' in their financial statements. These amendments shall assist the entities to disclose their 'material accounting policies' in their financial statements.

- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12 'Income taxes') effective for annual periods beginning on or after 01 January 2023. These amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations.

- Change in definition of Accounting Estimate (Amendments to IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors') effective for annual periods beginning on or after 1 January 2023. This change replaced the definition of Accounting Estimate with a new definition, intended to help entities to distinguish between accounting policies and accounting estimates.

- IAS 41 - The amendment removes the requirement in paragraph 22 of IAS 41 effective for annual reporting periods beginning on or after 1 January 2022 for entities to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique. This amendment enables the fair value measurement of biological assets on a post-tax basis.

- Reference to the Conceptual Framework (Amendments to IFRS 3) - Reference to the Conceptual Framework, issued in May 2020, amended paragraphs 11, 14, 21, 22 and 23 of and added paragraphs 21A, 21B, 21C and 23A to IFRS 3. An entity shall apply those amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 January 2022.

The following new standards and interpretations have been issued by the International Accounting Standards Board (IASB), which have not been adopted locally by the Securities and Exchange Commission of Pakistan (SECP):

- IFRS 1 First Time Adoption of International Financial Reporting Standards
- IFRS 17 Insurance Contracts

5 Significant accounting policies

The significant accounting policies applied in the preparation of these financial statements are set out below. These policies have been

5.1 Property plant and equipment

These are stated at cost less accumulated depreciation and impairment losses, if any. Depreciation is charged to profit or loss applying the straight-line method whereby the cost is written-off over its estimated useful life at the rates specified in note 6.1 to the financial statements.

Depreciation on additions is charged on a pro-rata basis from the month in which the asset is put to use, while for disposals depreciation is charged up to the month preceding the disposal of the asset. Where an impairment loss is recognized, the depreciation charge is adjusted in the future periods to allocate the assets revised carrying amount over its estimated useful life.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Maintenance and repairs are charged to income as and when incurred. Renewals and improvements are capitalized when it is probable that respective future economic benefits will flow to the Company and the cost of the item can be measured reliably, and the assets so replaced, if any, are retired.

The gain or loss on disposal or retirement of an asset represented by the difference between the sale proceeds and the carrying amount of the asset is recognized as an income or expense.

Residual value and the useful life of an asset are reviewed at each financial year end and adjusted if impact on depreciation is significant. The Company's estimates of residual value of property and equipment at June 30, 2018 did not require any adjustment.

5.2 Impairment

Financial Assets

The Company recognizes loss allowances for Expected Credit Losses (ECLs) in respect of financial assets measured at amortized cost.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balance for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information. The Company assumes that the credit risk on a financial asset has increased significantly if it is more than past due for a reasonable period of time. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Loss allowances for financial assets measured at amortized cost are deducted from the Gross carrying amount of the assets.

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expect no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

The adoption of the expected loss approach has not resulted in any material change in impairment provision for any financial asset.

The Company recognizes in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date.

Non-Financial Assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets and inventories are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the asset's recoverable amount, being higher of value in use and fair value less costs to sell, is estimated. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognized in the statement of profit or loss.

5.3 Financial instruments

All the financial assets and financial liabilities are recognized at the time when the Company becomes a party to the contractual provisions of the instruments. The Company de-recognizes a financial asset or a portion of financial asset when, and only when, the enterprise loses control of the contractual rights that comprise the financial asset or portion of financial asset. A financial liability or part of financial liability is de-recognized from the statement of financial position, when and only when, it is extinguished i.e. when the obligation specified in the contract is discharged, cancelled or expired. Any gain or loss on the recognition or de-recognition of the financial assets and liabilities is included in the statement of profit or loss currently.

Significant financial assets include long term deposits, short term investments, trade debts, loans and advances, other receivables and cash and bank balances.

Significant financial liabilities are classified according to the substance of the contractual agreements entered into. Significant financial liabilities are liabilities against assets subject to finance lease, mark-up accrued, long term / short term borrowings and trade and other payables.

5.4 Investment property

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are initially recognized at cost, being the fair value of the consideration given, subsequent to initial recognition these are stated at fair value. The fair value is determined annually by an independent approved valuer. The fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of valuation between knowledgeable and willing buyer and seller in an arm's length transaction.

Any gain or loss arising from a change in fair value is recognized in the statement of profit or loss. Rental income from investment property is charged to profit and loss on accrual basis.

When an item of property, plant and equipment is transferred to investment property following a change in its use, any differences arising at the date of transfer between the carrying amount of the item immediately prior to transfer and its fair value is recognized in surplus on revaluation of property, plant and equipment, if it is a gain. Upon disposal of the item the related surplus on revaluation of property, plant and equipment is transferred to retained earnings. Any loss arising in this manner is recognized immediately in the statement of profit or loss.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment and its fair value at the date of reclassification becomes its cost for accounting purposes for subsequent recording.

5.5 Financial instruments

5.5.1 Initial measurement of financial asset

The Company classifies its financial assets in to following three categories:

- fair value through other comprehensive income (FVOCI);
- fair value through profit or loss (FVTPL); and
- measured at amortized cost

A financial asset is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

5.5.2 Subsequent measurement of financial assets

Debt Investments at FVOCI: These assets are subsequently measured at fair value. Interest / mark-up income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in the statement of profit or loss. Other net gains and losses are recognized in other comprehensive income. On de-recognition, gains and losses accumulated in other comprehensive income are reclassified to the statement of profit or loss.

Equity Investments at FVOCI: These assets are subsequently measured at fair value. Dividends are recognized as income in the statement of profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in other comprehensive income and are never reclassified to the statement of profit or loss.

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest / mark-up or dividend income, are recognized in profit or loss.

Financial assets measured at amortized cost: These assets are subsequently measured at amortized cost using the effective interest rate method. The amortized cost is reduced by impairment losses. Interest / mark-up income, foreign exchange gains and losses and impairment are recognized in the statement of profit or loss.

5.5.3 Non-derivative financial assets

All non-derivative financial assets are initially recognized on trade date i.e. date on which the Company becomes party to the respective contractual provisions. Non-derivative financial assets comprise loans and receivables that are financial assets with fixed or determinable payments that are not quoted in active markets and includes trade debts, advances, other receivables and cash and cash equivalent.

The Company derecognizes the financial assets when the contractual rights to the cash flows from the asset expires or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risk and rewards of ownership of the financial assets are transferred or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset.

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5.5.4 Trade debts, loans, advances and other receivables

These are classified at amortized cost and are initially recognized when they are originated and measured at fair value of consideration receivable. These assets are written off when there is no reasonable expectation of recovery. Actual credit loss experience over past years is used to base the calculation of expected credit loss.

5.5.5 Financial liabilities

Financial liabilities are initially recognized on trade date i.e. date on which the Company becomes party to the respective contractual provisions. Financial liabilities include mark-up bearing borrowings and trade and other payables. The Company derecognizes the financial liabilities when contractual obligations are discharged or cancelled or expire. Financial liability other than at fair value through profit or loss are initially measured at fair value less any directly attributable transaction cost.

Subsequent to initial recognition, these liabilities are measured at amortized cost using effective interest rate method which is the fair value of consideration to be paid to settle the liability.

5.5.6 Mark-up bearing borrowings and borrowing costs

Mark-up bearing borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, mark-up bearing borrowings are stated at amortized cost, while the difference between the cost (reduced for periodic payments) and redemption value is recognized in the statement of profit or loss over the period of the borrowing using the effective interest method. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the relevant asset.

5.5.7 Accrued and other liabilities

Accrued and other liabilities are recognized initially at fair value plus directly attributable costs, if any, and subsequently measured at amortized costs, which is the fair value of consideration to be paid to settle the liability.

5.5.8 Settlement date accounting

All "regular way" purchases and sales of financial assets are recognized on the settlement date, i.e. the date on which the asset is delivered to or by the Company. Regular way purchases or sales of financial assets are those contracts which requires delivery of assets within the time frame generally established by regulation or convention in the market.

5.6 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the obligation can be made. However, provisions are reviewed at each statement of financial position date and adjusted to reflect current best estimate.

5.7 Staff retirement benefits

Defined benefit plan

The Company maintains an unfunded gratuity scheme for all its eligible employees. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

5.8 Revenue recognition

* Income from sale of apartments, shops etc is recorded as per IFRS-15.

* Capital gains or losses on sale of investments are recognized in the year in which they arise.

18/11/17

- * Brokerage income, consultancy and money market services are recognized as and when such services are provided.
- * Dividend income is recognized at the time of book closure of the company declaring the dividend.
- * Return on securities other than shares is recognized as and when it is due on time proportion basis.
- * Mark-up/interest income is recognized on accrual basis.
- * Rental income from investment properties is recognized on accrual basis.

5.9 Taxation

Current

Provision for current taxation is based on the taxable income for the year determined in accordance with the prevailing laws for taxation of income. The charge for current tax is calculated using prevailing tax rates or tax rates expected to apply to the profit for the year if enacted after taking into account tax credits, rebates and exemptions, if any. The charge for current tax also includes adjustments, where considered necessary, to provision for tax made in previous years arising from assessments framed during the year for such years.

Deferred

Deferred tax is accounted for using the statement of financial position liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of the taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, unused tax losses and tax credits can be utilized.

Deferred tax is calculated at the rates that are expected to apply to the period when the differences reverse based on tax rates that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is charged or credited in the income statement, except in the case of items credited or charged to equity in which case it is included in equity.

5.10 Functional and presentation currency

These financial statements are presented in Pakistan Rupees which is also the Company's functional currency.

5.11 Foreign currency

All monetary assets and liabilities in foreign currencies are translated into rupees at exchange rates prevailing at the statement of financial position date. Transactions in foreign currencies are translated into rupees at exchange rates prevailing at the date of transaction. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated into rupees at exchange rates prevailing at the date of transaction. Non-monetary assets and liabilities denominated in foreign currency that are stated at fair value are translated into rupees at exchange rates prevailing at the date when fair values are determined. Exchange gains and losses are included in the income currently.

5.12 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at cost. For the purpose of cash flows statement, cash and cash equivalents comprise of cash in hand, cash with banks and other short term highly liquid investments (if any) that are readily convertible to known amounts of cash and which are subject to insignificant risk of change in value.

5.13 Related party transactions

All transactions involving related parties arising in the normal course of business are conducted at arm's length at normal commercial rates on the same terms and conditions as third party transactions using valuation modes as admissible, except in extremely rare circumstances where, subject to approval of Board of Directors, it is in the interest of the Company to do so.

5.14 Fair value

Fair value is the amount for which an asset could be exchanged, or liability settled, between knowledgeable willing parties in an arm's length transaction. Underlying the definition of fair value is the presumption that the Company is a going concern without any intention or requirement to curtail materially the scale of its operations or to undertake a transaction on adverse terms. The carrying values of all financial assets and liabilities reflected in these financial statements approximate their fair values. Fair value is determined on the basis of objective evidence at each reporting date.

Specific valuation techniques used to value financial instruments include:

- 1559) Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).

Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).

Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

5.15 Discontinued operations

A discontinued operation is a component of an entity that either has been disposed off or is classified as held for sale, and

- (a) represents a separate major line of business or geographical area of operations;
- (b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- (c) is a subsidiary acquired exclusively with a view to resale.

5.16 Stock in trade

Shops, apartments and commercial buildings acquired, constructed or in the process of construction for sale are classified as stock-in-trade. Unsold properties are carried at lower of cost and net realizable value. The cost of stock-in-trade includes the cost of freehold land, leasehold land and other related expenditure. Net realizable value represents the estimated selling price of a property in the ordinary course of business less estimated cost of completion and cost necessary to make the sale. If expected net realizable value is lower than the carrying amount, a write down is recognized for the amount by which the carrying amount exceeds its net realizable value.

5.17 Operating Segments

As per IFRS 8, "Operating Segments", operating segments are reported in a manner consistent with the internal reporting used by the chief operating decision maker. The Chief Executive Officer (CEO) of the Company has been identified as the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments. The CEO is responsible for the Company's entire product portfolio and considers business as a single operating segment. The Company's assets allocation decisions are based on a single integrated investment strategy and the Company's performance is evaluated on an overall basis. The internal reporting provided to the CEO for the Company's assets, liabilities and performance is prepared on a consistent basis with the measurement and recognition principles of approved accounting standards as applicable in Pakistan.

NSM

6 PROPERTY PLANT AND EQUIPMENT

Note	June	June
	2023	2022
	Rupees	Rupees
6.1	315,526	483,032
	315,526	483,032

6.1 Property, plant and equipment schedule

Cost	Computers	Office	Furniture	Vehicles	Total
	Rupees				
Balance as at 1 July 2021	14,440,245	13,839,187	12,751,730	3,252,740	44,283,902
Additions during the year	-	-	-	-	-
Disposals during the year	-	-	-	-	-
Balance as at June 30, 2022	14,440,245	13,839,187	12,751,730	3,252,740	44,283,902
Balance as at 1 July 2022	14,440,245	13,839,187	12,751,730	3,252,740	44,283,902
Additions during the year	-	-	-	-	-
Disposals during the year	-	-	-	(1,450,000)	(1,450,000)
Balance as at June 30, 2023	14,440,245	13,839,187	12,751,730	1,802,740	42,833,902
Accumulated Depreciation					
Balance as at 1 July 2021	14,440,245	13,327,294	12,751,729	2,890,239	43,409,507
Charge for the year	-	101,362	1	290,000	391,363
Disposals during the year	-	-	-	-	-
Balance as at June 30, 2022	14,440,245	13,428,656	12,751,730	3,180,239	43,800,870
Balance as at 1 July 2022	14,440,245	13,428,656	12,751,730	3,180,239	43,800,870
Charge for the year	-	95,005	-	72,501	167,506
Disposals during the year	-	-	-	(1,450,000)	(1,450,000)
Balance as at June 30, 2023	14,440,245	13,523,661	12,751,730	1,802,740	42,518,376
Balance as at June 30, 2022 (NBV)	-	410,531	-	72,501	483,032
Balance as at June 30, 2023 (NBV)	-	315,526	-	-	315,526
Depreciation rate (% per annum)	33.33	10	10	20	

7 INTANGIBLE ASSETS

- 7.1 During 2019, the company initiated process of surrendering its TREC to Pakistan Stock Exchange Limited and TREC is classified as held for sale as a result value of TREC is measured at lower of carrying value and fair value less cost to sale. Due to non availability of active market carrying value of TREC amounting Rs. 2.5 Million was written down to Rs. Nil during the year ended June 30, 2019.
- 7.2 The Company has no internally generated intangible assets.

8 INVESTMENT PROPERTY

	Note	June 2023 Rupees	June 2022 Rupees
Opening balance		824,712,000	824,712,000
Disposal during the year		-	-
		824,712,000	824,712,000
Change in fair value		64,000	-
Closing balance	8.3	824,776,000	824,712,000

- 8.1 Investment Property comprises various shops / counters in shopping malls situated at Gujranwala and Gujrat. Properties having value of Rs. 824.8 Million (2022: 824.7 Million) are under mortgage by banks against borrowings.

- 8.2 The direct operating expenses related to the investment property were Rs. 35,000/- (2022: Rs. 35,000/-).

- 8.3 The fair value of subject investment property is based on valuation that was carried out by Fairwater Property Valuers & Surveyors (Pvt) Ltd., independent valuer (approved valuator on the panel of Pakistan Banking Association) as on June 30, 2023. The valuer determined the fair value of Rs. 824,776,000/- (2022: Rs. 824,712,000/-). The table below analyze the non-financial assets carried at fair value, by valuation method. The different levels have been defined in Note 5.14 & Note 8.4.

8.4 Recurring fair value measurements

	Fair value measurements at 30 June 2023 using significant other observable inputs (Level 2) Rupees
Investment properties	824,776,000

	Fair value measurements at 30 June 2022 using significant other observable inputs Rupees
Investment properties	824,712,000

There are no level 1 and level 3 assets or transfers between levels 1, 2 and 3 during 2023 or 2022.

Valuation techniques used to derive level 2 fair values:

Level 2 fair value of investment properties has been derived using the sales comparison approach. Sale prices of comparable land and buildings in close proximity are adjusted for differences in key attributes such as location, size, nature and condition of the property. The most significant input into this valuation approach is price per square foot.

8.5 Particulars of the investment properties are as follows:

Particulars	Location
Various shops, super	Grand Trunk Road, Pace Gujrat,
Various shops	Muza dhola zari, G.T Road, Pace

Forced sale value		Forced sale value	
Area Sq. Ft	June 2023	Area Sq. Ft	June 2022
	Rupees		Rupees
26912	640,556,000	26912	720,625,500
1364	19,264,800	1364	21,615,300
28276	659,820,800	28276	742,240,800

9 LONG TERM INVESTMENTS

9.1 Investment in related parties

Available for sale

Media Times Limited - quoted shares

Note	June 2023	June 2022
	Rupees	Rupees
9.1.1	9,707,779	12,074,050

9.2 Other Investments

Available for sale

Pakistan Stock Exchange Limited - quoted shares

9.2.1	8,002,752	11,063,264
	17,710,531	23,137,314

9.1.1 Movement of Investment in related parties

Opening balance on July 01,
6,067,362 (2022: 6,067,362) Fully paid ordinary
shares of Rs. 10 each, Equity Held 3.39% (2022 : 3.39%)

	12,074,050	23,905,406
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Gain/(Loss) on remeasurement of investment through profit or loss

	(2,366,271)	(11,831,356)
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Closing balance on June 30,

	9,707,779	12,074,050
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Shares having market value of Rs. 9,707,779/- (2022: Rs. 12,074,050/-) have been pledged with various commercial banks against long term financing.

9.2.1 Movement of other Investments

Opening balance

Note	2023	2022	2023	2022
	No. of shares		Rupees	
	1,081,453	1,081,453	11,063,264	24,127,216
	1,081,453	1,081,453	11,063,264	24,127,216
	1,081,453	1,081,453	8,002,752	11,063,264
			(3,060,512)	(13,063,952)
			(5,426,783)	(24,895,308)

Disposals during the year

Closing

Remeasurement of carrying shares

Unrealized loss charged to P&L

Unrealized loss

9.2.2 Shares having market value of Rs. 8,000,836 (2022: Rs. 11,060,615/-) are freeze against Base Minimum Capital with Pakistan Stock Exchange.

9.2.3 Level 1 inputs i.e. Quoted prices (unadjusted) in active markets for these shares are used for recurring measurement of fair value.

10 STOCK IN TRADE

June 2023	June 2022
Rupees	Rupees
290,053,500	290,053,500

Stock in trade

10.1 This represents various shops situated at Pace Gujrat, situated at 'Grand Trunk Road, Gujrat

11 TRADE DEBTS

Considered good - unsecured	174,162,671	175,037,011
Considered doubtful	272,720,612	271,851,411
Gross trade debts	446,883,283	446,888,422
Less: Provision for doubtful debts	(272,720,612)	(271,851,411)
	174,162,671	175,037,011

Based on past experience and future expectations the management has charged provision for doubtful debts.

11.1 Provision for doubtful debts

	June 2023	June 2022
	Rupees	Rupees
Opening balance	271,851,411	271,851,411
Charge for the year	869,201	-
Closing balance	272,720,612	271,851,411

12 SHORT TERM INVESTMENTS

At fair value through profit or loss
Quoted equity securities

32,866,297	44,512,874
32,866,297	44,512,874

12.1 Quoted equity securities held for trading

	June 2023		June 2022	
	Number of shares	Carrying Amount	Carrying Amount	Market value
		Rupees	Rupees	Rupees
Investments in related parties				
First Capital Mutual Fund Limited	1,792	11,327	14,616	11,327
Media Times Limited	8,260,138	16,437,675	32,544,944	16,437,675
Pace (Pakistan) Limited	7,600,000	22,952,000	54,872,000	22,952,000
Other investments				
Arif Habib Limited	120	5,327	9,734	5,327
World Call Telecom Limited	917,500	1,220,275	3,633,300	1,220,275
Pakistan Services Limited	80	123,200	72,000	123,200
PICIC Insurance Limited	32,000	27,200	51,840	27,200
Pioneer Cement Limited	11,000	663,630	1,441,770	663,630
Pakistan Telecommunication Limited	34,000	236,640	402,560	236,640
Shaheen Insurance Company Limited	834,000	2,835,600	3,586,200	2,835,600
Total Investment		44,512,874	96,628,964	44,512,874
Loss on remeasurement		(11,646,577)	(52,116,090)	
Total Investment as at June 30		32,866,297	44,512,874	

12.2 Shares having carrying value of Rs. 37,354,890/- (2022: Rs. 82,483,544/-) and market value of Rs. 32,771,566/- (2022: 37,354,890/-) are pledged as security against long term loans.

12.3 Level 1 inputs i.e. Quoted prices (unadjusted) in active markets for these shares are used for recurring measurement of fair value.

15/11/23

Note	June	June
	2023	2022
	Rupees	Rupees

13 ADVANCES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

Deposits with Others	13.1	271,849	271,849
Exposure with Pakistan Stock Exchange Limited	13.2	4,300,000	4,300,000
		<u>4,571,849</u>	<u>4,571,849</u>

13.1 This includes security deposit amounting Rs. 100,000 (2022: 100,000) with the Central Depository Company.

13.2 This includes Rs. 4,300,000/ (2022: Rs. 4,300,000/-) deposited with PSX against requirement of Base Minimum Capital.

Note	June	June
	2023	2022
	Rupees	Rupees

14 ADVANCE TAX

Advance tax		6,287,364	6,287,364
		<u>6,287,364</u>	<u>6,287,364</u>

15 CASH AND BANK BALANCES

Cash at bank			
Current accounts	15.1	167,391	170,850
Deposit accounts	15.2	81,271	81,271
		248,662	252,121
Cash in hand		-	-
		<u>248,662</u>	<u>252,121</u>

15.1 Current accounts include clients' balances held in designated bank accounts of Rs. 167391/- (2022: Rs. 170,850/-)

15.2 These carry profit at rates upto 18% per annum (2022: upto 8.25% per annum).

16 ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL

June	June		June	June
2023	2022		2023	2022
Number of shares			Rupees	Rupees
		Shares issued against cash		
73,316,250	73,316,250	Shares of Rs. 10/- each fully paid	733,162,500	733,162,500
		Shares issued against consideration other than cash		
68,019,250	68,019,250	Bonus shares of Rs. 10/- each fully paid	680,192,500	680,192,500
<u>141,335,500</u>	<u>141,335,500</u>		<u>1,413,355,000</u>	<u>1,413,355,000</u>

16.1 The Company is a subsidiary of First Capital Securities Corporation Limited - a listed company which holds 103,494,200 (73.23%) ordinary shares (2022: 103,494,200 (73.23 %) of the Company.

17 LOAN PAYABLE	Note	June	
		2023	2022
		Rupees	Rupees
Loan facility - Secured - Other than related parties			
Loans from banking companies	17.1	825,776,086	825,776,086

- 17.1 This represents loan payable to United Bank Limited (UBL) with an original mark up rate of 8% (2022: 8%) per annum. But owing to the negotiations with the bank the markup on this loan was freezed and waived off. The interest waived off on this loan amounts to Rs. 354 Million till October 01, 2010. The management of the Company is in negotiation with UBL and are confident that this loan will be settled against Debt to Property swap as previously done on favorable terms. Based on ongoing negotiations Bank agreed to grant extension to the Company for repayment of loan till December 31, 2024 although the company was unable to repay its loan facility but based on legal advisors opinion management is of the view that settlement of this loan will not result in any further cost for the Company.

18 TRADE AND OTHER PAYABLES	Note	June	
		2023	2022
		Rupees	Rupees
Payable against sale of shares - un secured Clients		1,958,827	1,970,032
Accrued and other liabilities	18.1	179,851,963	179,818,663
Withholding tax payable		8,638,563	8,638,563
		190,449,353	190,427,258

- 18.1 This includes following balances payable to associated Companies:

Name of related party	Purpose	June 2023	June 2022
Falcon Commodities (Pvt.) Limited	Payable against expense sharing	3,255,332	3,255,332
Media Times Limited	Payable against advertisement expense	1,702,548	1,702,548
Pace Pakistan Limited	Payable against purchase of property	114,822,340	114,822,340
		119,780,220	119,780,220

19 UNREALISED GAIN/(LOSS) ON REMEASUREMENT OF INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Note	June	
		2023	2022
		Rupees	Rupees
Loss on remeasurement of short term investment	12.1	(11,646,577)	(52,116,090)
Loss on remeasurement of long term investment	9.2.1	(5,426,783)	(24,895,308)
		(17,073,360)	(77,011,398)

FIRST CAPITAL EQUITIES LIMITED

	Note	June	June
		2023	2022
		Rupees	Rupees
20 OPERATING AND ADMINISTRATIVE EXPENSES			
Stock Exchange and settlement charges		619,560	592,560
Provision for the year		869,201	-
Legal and professional		41,980	104,316
Auditors' remuneration	20.1	625,000	600,000
Depreciation	6.1	167,506	391,363
CDC and stamps charges		266,737	868,850
Other expenses		547,700	35,000
		<u>3,137,684</u>	<u>2,592,089</u>
Related to discontinued operations		<u>886,297</u>	<u>1,461,410</u>
Related to continuing operations		<u>2,251,387</u>	<u>1,130,679</u>
20.1 Auditors' remuneration			
Statutory audit		415,000	400,000
Half year review		210,000	200,000
		<u>625,000</u>	<u>600,000</u>

21 FINANCE COST

Bank charges		8,717	571
		<u>8,717</u>	<u>571</u>

22 OTHER INCOME

Income from financial assets

Return on deposit accounts		-	2,104
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Income from assets other than financial assets

Gain on sale of Car		2,075,000	-
Unrealized gain on re-measurement of investment Property		64,000	-
Miscellaneous income		4,001	-
		<u>2,143,001</u>	<u>-</u>
		<u>2,143,001</u>	<u>2,104</u>

23 TAXATION

23.1 Due to unavailability of taxable income no tax provision is recognized. Therefore, no numerical tax

23.2 The Company have a deferred tax asset on unused tax losses and deductible temporary differences. Tax losses will be carried forward for six years only, in accordance with the Income Tax Ordinance, 2001. However as sufficient taxable profits may not be available in foreseeable future, the Company has not recognized deferred tax asset in these financial statements. The details are as follows:

	Note	June	June
		2023	2022
		Rupees	Rupees
Deductible temporary differences		273,805,580	272,725,806
Tax losses		85,985,412	1,180,065,492
Unrecognized deferred tax asset		<u>104,339,388</u>	<u>421,309,476</u>

(185/187)

	Note	June	June
		2023	2022
		Rupees	Rupees
24 EARNING / (LOSS) PER SHARE - BASIC AND DILUTED			
Loss after taxation from continuing operations		<u>(17,190,463)</u>	<u>(78,140,544)</u>
Loss after taxation from discontinued operations		<u>(886,297)</u>	<u>(1,461,410)</u>
Number of ordinary shares		<u>141,335,500</u>	<u>141,335,500</u>
loss per share from continuing operations- Rupees per share		<u>(0.12)</u>	<u>(0.55)</u>
loss per share from discontinued operations- Rupees per share		<u>(0.01)</u>	<u>(0.01)</u>
loss per share - Basic and Diluted - Rupees per share		<u>(0.13)</u>	<u>(0.56)</u>

24.1 No figure for diluted earning / (loss) per share has been disclosed as the Company has not issued any instrument which would have an impact on earnings per share, when exercised.

25 DISCONTINUED OPERATIONS

During 2019, the Board of Directors of the Company decided to surrender its TREC with Pakistan Stock Exchange and to discontinue stock broker operations due to continuous loss and declining market. Based on which brokerage operations are classified as a discontinued operation. Results of discontinued operations are as follows:

	June	June
	2023	2022
	Rupees	Rupees
Operating expenses	(886,297)	(1,461,410)
Taxation	-	-
Loss after taxation from discontinued operations	<u>(886,297)</u>	<u>(1,461,410)</u>
25.1 Cash flows from/(used in) discontinued operations		
Net cash used in operating activities	-	(1,461,410)
Net cash flow for the year	<u>-</u>	<u>(1,461,410)</u>

26 CONTINGENCIES AND COMMITMENTS

26.1 Contingencies

26.1.1 During the year 2007-08, Securities and Exchange Commission of Pakistan (SECP) served a show cause notice to the Company under Section 4 & 5 of Listed Companies (Substantial Acquisition of Voting shares and Takeovers) Ordinance 2002, alleging that the Company has facilitated certain investors in acquisition of approximately 39% shares of Haseeb Waqas Sugar Mills Limited. The Company has submitted its reply to the show cause notice to the SECP. SECP has decided the case and has imposed a fine of Rs. 500,000/- on the Company on April 17, 2009. The Company has filed an appeal in Appellate Tribunal SECP against the aforesaid order and as a result the order was set aside by Tribunal on December 03, 2015 with an instructions to initiate fresh proceedings as per law.

26.1.2 During the year 2008-09, M/s Savari (Pvt.) Limited, Muhammad Rafi Khan, Muhammad Shafi Khan and Aura (Pvt.) Limited, the clients of the Company has defaulted to pay their debts Rs. 239,900,022/-. The Company has filed a suit on February 01, 2009 in Civil Court, Lahore for recovery from these clients. Which is pending at adjudication before civil court. The Management is confident that company would be able to recover the above stated debt.

- 26.1.3** During the year 2009-10 the Company has lodged a complaint to Securities and Exchange Commission of Pakistan on September 10, 2009 for taking appropriate action against the Universal Equities (Pvt.) Limited for dishonored cheque of Rs. 1,000,000/- tendered as part payment towards its outstanding liability by Universal Equities (Pvt.) Limited by the Company and for recovery of Rs. 25.20 million till February 2010. The Universal Equities (Pvt.) Limited has filed a suit for permanent injunction alleging therein that the Company be directed not to initiate criminal proceedings against the dishonored cheque. The Learned Trial Court has declined to issue injunctive order in this regard against the Company. The Learned Appellate Court has also turned down the request of the Universal Equities (Pvt.) Limited to interfere in the order of the Learned Trial Court passed in favor of the Company. Later on the civil suit filed by the Universal Equities (Pvt.) Limited was dismissed by the court. However the company has also filed an application on June 20, 2011 for winding up the Universal Equities (Pvt.) Limited before the honorable Lahore High Court Lahore. Which is pending before the High Court and the legal counsel is confident about the recoverability of balance but adopting conservative approach management has decided to provide provision against this balance.
- A case was filed in the Sindh High Court on May 19, 2009 for the Recovery of Rs. 5,161,670 along further mark up of 20 % from the date of suit till realization against loss on trading of shares from Mr. Nazimuddin Siddique who act as agent of the Company under brokerage agency agreement. Legal counsel is confident about the recoverability of balance but adopting conservative approach management decided to provide provision against this balance.
- 26.1.4**
- 26.1.5** During the year 2014-2015, Shaheen Insurance Company Limited has filed a suit against the Company, First Capital Securities Corporation Limited, Pace (Pakistan) Limited, World Press (Pvt.) Limited, Trident Construct (Pvt.) Limited and Media Times Limited on April 24, 2015 for the recovery of Rs. 105.78 from the Company against reverse repo purchase transaction and insurance premium or cumulative recovery of Rs. 188.74 Million from First Capital Securities Corporation Limited. The case is pending before the honorable court of Mr. Imran Khan, Civil Judge Lahore. The legal counsel is confident of success of the case in company's favor.
- 26.1.6** During the 2018-2019, Al-Hoqani Securities has filed suit against the Company, First Capital Securities Corporation Limited, Pace Barka Properties Limited, Mr. Azhar Ahmed Batla, Mrs. Amna Taseer and Adamjee Assurance Company Limited on May 14, 2018 for the recovery of Rs. 76,304,380 along with markup of 10% from March 15, 2012 to date. Plaintiff claims that they have an unsettled charge against property located at Clifton Karachi owned by Pace Barka Properties Limited (previously owned by First Capital Equities Limited). As per Pace Barka Properties Limited this claim is unlawful and no such charge exists on this property. The case is pending before the honorable High Court of Sindh. The legal counsel is confident of success of the case in company's favor.
- 26.1.7** During the year ending June 2018 a complaint was filed by Mr. David Williams Jeans before the Learned Judge, Consumer Court, Lahore on November 11, 2017 against the Company stating therein that an amount of € 12,750/- had been transferred in 2003 to the Company for the purchase of shares of World Call Company. The claimant sought relief of Rs. 2,200,000 and € 12,750/- against the Company. While as per the legal counsellor of the Company this will be settled against the transfer of shares and there is no likelihood of any financial loss. Based on the legal counsellor's opinion management decided not to record any provision as value of provision is not certain.
- 26.1.8** On September 27, 2018, the Company filed suit for recovery and permanent injunction in the court of senior civil judge Lahore against legal heirs of one of its trade receivable Mr. Sulaiman Ahmed Saeed Al Houqani (Late) for recovery of receivable balance amounting Rs. 167.94 Million. The Company also pleaded to the Court to freeze Pakistani assets of Mr. Sulaiman Houqani i.e. 73.9 Million shares of Pace Barka Properties Limited (related party) having market value at filing of suit amounting Rs. 369.6 Million until recovery of balance. The case is pending before the court.
- 26.1.9** The Company has entered into an arrangement with different commercial banks for modification in the terms of their financial liabilities. The bank has frozen/waived off their accrued markup and any further markup on certain terms and conditions. The main issue in this restructuring is that if the company failed to comply with the terms of agreements, the concession / reliefs shall stand withdrawn. The Company is very much confident that they will adhere to all the terms and conditions.
- 26.2** There are no outstanding commitments at year end.

28 FINANCIAL INSTRUMENTS

The Company finances its operations through equity, borrowings and management of working capital with a view to obtain a reasonable mix between the various source of finance to minimize the risk.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

The Board of Directors has overall responsibility for the establishment and oversight of Company's risk management framework. The Board is also responsible for developing and monitoring the Company's risk management policies.

28 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. Concentrations of credit risk arise 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. Concentrations of credit risk indicate the relative sensitivity of a company's performance to developments affecting a particular industry. The Company manages its credit risk by the following methods:

- Monitoring of debts on continuous basis and charging an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables.
- Obtaining adequate securities for all receivables / fund placements. The Risk Management Committee has established a credit policy under which each new customer is analyzed individually for creditworthiness.

28.1.1 Exposure to credit risk

The carrying values of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	2023 Rupees	2022 Rupees
Trade debts	174,162,671	175,037,011
Advances, deposits and other receivables	4,571,849	4,571,849
Bank balance	248,662	252,121
	<u>178,983,182</u>	<u>179,860,981</u>

The credit quality of financial assets with Banking Companies can be assessed by reference to external credit rating as follows and so no impairment is charged against same:

	Rating		Rating	2023	2022
	Short Term	Long Term	Agency	Rupees	Rupees
Askari Bank Limited	A-1+	AA+	PACRA	315	315
Bank Alfalah Limited	A-1+	AA+	PACRA	55,204	66,187
Bank Al Habib Limited	A-1+	AAA	PACRA	6,570	6,570
Faysal Bank Limited	A-1+	AA	PACRA	30,117	30,117
Habib Metropolitan Bank	A-1+	AA+	PACRA	113	113
MCB Bank Limited	A-1+	AAA	PACRA	91,701	87,044
Dubai Islamic Bank	A-1+	AA	VIS	-	347
MCB Islamic Bank Limited	A-1	A	PACRA	22,464	18,283
JS Bank Limited	A-1+	AA-	PACRA	42,178	42,178
Silk Bank Limited	A-2	A-	VIS	-	967
				<u>248,662</u>	<u>252,121</u>

28.1.2 The age of trade debts at the reporting date was:

	2023 Rupees	2022 Rupees
Neither past due nor impaired 1 - 30 days	-	-
More than 1	175,602,157	175,602,157
	<u>175,602,157</u>	<u>175,602,157</u>

Concentration of credit risk

Concentration of credit risk exists when the changes in economic or industry factors similarly affect groups of counterparties whose aggregate credit exposure is significant in relation to the Company's total credit exposure. The Company's portfolio of financial instruments is mainly concentrated in trade debts and receivable against sale of investment property. Receivable from sale of investment property is secured against property sold and trade debts against which sufficient collateral is not available are written off.

28.2 Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulties in raising funds to meet commitments associated with financial instruments. During the year Company came under severe liquidity pressure as mentioned in note 2.

The following are the contractual maturities of financial liabilities as on June 30, 2023.

	Carrying Amount	One month to three months	Three months to one year	One year to five years	More than five years
		Rupees			
Long term	825,776,086	825,776,086	-	-	-
Trade & other payables - Unsecured	190,449,353	190,449,353	-	-	-
	<u>1,016,225,439</u>	<u>1,016,225,439</u>	<u>-</u>	<u>-</u>	<u>-</u>

The following are the contractual maturities of financial liabilities as on June 30, 2022.

	Carrying Amount	One month to three months	Three months to one year	One year to five year	More than five years
Long term	825,776,086	825,776,086	-	-	-
Trade & other payables - Unsecured	190,427,258	190,427,258	-	-	-
	1,016,203,344	1,016,203,344	-	-	-

28.3 Market risk

Market risk is the risk that changes in market price, such as foreign exchange rates, interest rates and equity prices, will effect the Company's income or the value of its holdings of financial instruments.

28.3.1 Currency risk

Foreign currency risk arises mainly where payable/receivable exist due to transactions with foreign clients. There were no dealings with foreign clients during the year, except as disclosed in Note 27.1.11. Since the company's legal counsel is confident that no cash outflow will occur, as a result it is assumed that there is no exposure to foreign currency risk.

28.3.2 Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Company's exposure to interest rate risk and the effective interest rates of its financial assets and financial liabilities are summarized as follows:

Financial asset	2023		2022
	Carrying value	Effective interest rate	Carrying value
	Rupees		Rupees

Bank Balances	167,391	up to 7%	81,271
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28.3.3 Price risk

Price risk represents the risk that the fair value of a financial instrument will fluctuate because of changes in the market prices (other than those arising from interest/mark up 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 or similar financial instruments traded in the market. Company is exposed to equity price risk since it has investments in quoted equity securities amounting to Rs. 67.65 Million (2021 : Rs. 144.66 Million) at the year end.

The Company's strategy is to hold its strategic equity investments for long period of time that are classified as long term investment. Thus, Company's management is not concerned with short term price fluctuations with respect to its strategic investments provided that the underlying business, economic and management characteristics of the investee remain favorable. Company strives to maintain above average levels of shareholders' capital to provide a margin of safety against short term equity price volatility. Company manages price risk by monitoring exposure in quoted equity securities and implementing the strict discipline in internal risk management and investment policies.

The carrying value of investments subject to equity price risk are, in almost all instances, based on quoted market prices as at year end. Market prices are subject to fluctuation and consequently the amount realized in the subsequent sale of an investment may significantly differ from the reported market value. Fluctuation in the market price of a security may result from perceived changes in the underlying economic characteristics of the investee, the relative price of alternative investments and general market conditions. Furthermore, amount realized in the sale of a particular security may be affected by the relative quantity of the security being sold.

Sensitivity analysis

The selected hypothetical change does not reflect what could be considered to be the best or worst case scenarios. Indeed, results could be worse because of the nature of equity markets and the aforementioned concentrations existing in the Company's equity investment portfolio.

Fair value	"Hypothetical price change"	2023		
		Estimated fair value after hypothetical change in prices"	Hypothetical increase / (decrease) in shareholders' equity"	"Hypothetical increase / (decrease) in profit / (loss) before tax"

Investments

Long term investments	17,710,531	+10%	19,481,584	1,771,053	1,771,053
		-10%	15,939,478	(1,771,053)	(1,771,053)
Short term investments	32,866,297	+10%	36,152,927	3,286,630	3,286,630
		-10%	29,579,667	(3,286,630)	(3,286,630)

Fair value	"Hypothetical price change"	2022		
		Estimated fair value after hypothetical change in prices"	Hypothetical increase / (decrease) in shareholders' equity"	"Hypothetical increase / (decrease) in profit / (loss) before tax"

Investments

Long term investments	23,137,314	+10%	25,451,045	2,313,731	2,313,731
		-10%	20,823,583	(2,313,731)	(2,313,731)
Short term investments	44,512,874	+10%	48,964,161	4,451,287	4,451,287
		-10%	40,061,587	(4,451,287)	(4,451,287)

(11.57)

28.3.4 Fair value of financial instruments

The carrying values of the financial assets and financial liabilities approximate their fair values. Fair value is measured in accordance with Note 5.14.

The table below analyses equity instruments measured at fair value at the end of the reporting period by the level in the fair value hierarchy into which the fair value measurement is categorized:

Recurring fair value measurements

	2023			
	Level 1	Level 2	Level 3	Total
	Rupees			
Long term investments classified as "Fair Value through Profit and Loss"	17,710,531	-	-	17,710,531
Short term investments classified as "Fair Value through Profit and Loss"	32,866,297	-	-	32,866,297

	2022			
	Level 1	Level 2	Level 3	Total
	Rupees			
Long term investments classified as "Fair Value through Profit and Loss"	23,137,314	-	-	23,137,314
Short term investments classified as "Fair Value through Profit and Loss"	44,512,874	-	-	44,512,874

Valuation techniques used to measure fair values

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in Level 1. The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

There were no transfers between levels 1 and 2 for recurring fair value measurements during the year.

28.4 Capital risk management

The primary objective of the Company's capital management is to maintain healthy capital ratios, strong credit rating and optimal capital structure in order to ensure ample availability of finance for its existing operations, for maximizing shareholder's value, for tapping potential investment opportunities and to reduce cost of capital.

The Company manages its capital structure and makes adjustment to it, in light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders or issue new shares.

The Company finances its operations through equity, borrowing and management of its working capital with a view to maintain an appropriate mix between various sources of finance to minimize risk.

There were no changes in the Company's approach to capital management during the year and the company is subject to externally imposed minimum equity requirement of the Securities Brokers (Licensing and Operations) Regulations, 2016 and is required to maintain Rs. 35 million net equity. The Company's equity is above the minimum required threshold limit. Capital comprises of share capital net of accumulated losses.

28.5 Financial instruments by category

	30 June 2023			
	Amortized Cost	Assets at fair value through profit or loss	Assets at fair value through OCI	Total
	Rupees			
Long term investments	-	17,710,531	-	17,710,531
Trade debts	174,162,671	-	-	174,162,671
Short term investments	-	32,866,297	-	32,866,297
Advances, deposits, prepayments and other receivables	4,571,849	-	-	4,571,849
Cash and bank balances	248,662	-	-	248,662
	178,983,182	50,576,828	-	229,560,010

Long term and short term financing
Trade and other payables

N(12)

	30 June 2023		
	Liabilities at fair value through profit or loss	Amortized cost	Total
	-	825,776,086	825,776,086
	-	190,449,353	190,449,353
	-	1,016,225,439	1,016,225,439

	30 June 2022			
	Amortized Cost	Assets at fair value through profit or loss	Assets at fair value through OCI	Total
	Rupees			
Long term investments	-	23,137,314	-	23,137,314
Trade debts	175,037,011	-	-	175,037,011
Short term investments	-	44,512,874	-	44,512,874
Advances, deposits and other receivables	4,571,849	-	-	4,571,849
Cash and bank balances	252,121	-	-	252,121
	<u>179,860,981</u>	<u>67,650,188</u>	<u>-</u>	<u>247,511,169</u>

	30 June 2022		
	Liabilities at fair value through profit or loss	Amortized cost	Total
Long term and short term financing	-	825,776,086	825,776,086
Trade & other payables - Unsecured	-	190,427,258	190,427,258
	<u>-</u>	<u>1,016,203,344</u>	<u>1,016,203,344</u>

29 CORRESPONDING FIGURES

Corresponding figures have been rearranged and reclassified, wherever necessary for the purpose of comparison. However there is no significant reclassification during the year.

30 REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

- 30.1 No remuneration was paid to Chief Executive and Directors although they have been provided with Company maintained cars. There were no executive of the Company during the year.
- 30.2 No meeting fees were paid to any of the directors for attending the Board/ Audit Committee meetings (2022: Nil).
- 30.3 Total number of employees are nil as on June 30, 2023 (June 2022 : 1) and average employees during the year were nil (June 2022 : 1).

31 AUTHORIZATION FOR ISSUE

These financial statements were authorized for issue by the Board of Directors of the Company on 06th October 2023

32 GENERAL

Figures have been rounded off to the nearest rupees.

Director

Chief Executive

Chief Financial Officer



FORM OF PROXY

The Company Secretary
First Capital Equities Limited
First Capital House
96-B/1, M.M. Alam Road
Gulberg-III
Lahore

Folio No./CDC A/c No.: _____
Shares Held: _____

I/We _____ S/o _____ D/o _____ W/o _____
_____ CNIC _____ being the member(s) of First Capital Equities
Limited hereby appoint Mr./Mrs./Ms./ _____ S/o _____ D/o _____ W/o _____ CNIC _____
_____ or failing him / her Mr. / Mrs. Miss _____ S/o. D/o. W/o.
_____ CNIC _____ as my/our proxy to vote for me/us and on my/our
behalf at the Annual General meeting of the Company to be held on 28 October 2023 at 10:30 a.m. and at any adjournment
thereof.

Signed under my/our hands on this _____ day of _____, 2023

Affix Revenue Stamp of
Rupees Fifty

Signature of member
(Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

Signature of Witness 1

Signature of Witness 2

Notes

1. A member eligible to attend and vote at the meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting.
2. In order to be valid, an instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the Registered Office of the Company, First Capital House, 96-B/1, Lower Ground Floor, M.M. Alam Road, Gulberg-III, Lahore, not less than 48 hours before the time of the meeting.
 - a) Individual beneficial owners of CDC entitled to attend and vote at the meeting must bring his/her participant ID and account/sub-account number along with original CNIC or passport to authenticate his/her identity. In case of Corporate entity, resolution of the Board of Directors/Power of attorney with specimen of nominees shall be produced (unless provided earlier) at the time of meeting.
 - b) For appointing of proxies, the individual beneficial owners of CDC shall submit the proxy form as per above requirement along with participant ID and account/sub-account number together with attested copy of their CNIC or Passport. The proxy form shall be witnessed by two witnesses with their names, addresses and CNIC numbers. The proxy shall produce his/her original CNIC or Passport at the time of meeting. In case of Corporate entity, resolution of the Board of Directors/Power of attorney along with specimen signatures shall be submitted (unless submitted earlier) along with the proxy form.

پراکسی فارم



کمپنی سیکریٹری

فرسٹ کیپٹل ایکویٹیز لمیٹڈ

فرسٹ کیپٹل ہاؤس

96-B/1، ایم ایم عالم روڈ،

گلبرگ-III، لاہور

فولیو نمبر/ CDC اکاؤنٹ نمبر: _____
ملکیتی حصص: _____

..... میں/ ہم ولد/ بنت/ زوجہ شناختی کارڈ نمبر
..... بطور رکن (اراکین) فرسٹ کیپٹل ایکویٹیز لمیٹڈ/ مسماة ولد/ بنت/ زوجہ
..... شناختی کارڈ نمبر یا اس / ان کی عدم حاضری پر مسماة
..... ولد/ بنت/ زوجہ شناختی کارڈ نمبر کو مورخہ 28 اکتوبر 2023ء کو صبح 10:30 بجے منعقد
ہونے والے کمپنی کے سالانہ اجلاس عام یا مابعد نشست میں اپنی جانب سے ووٹ کرنے کے لئے اپنا پراکسی مقرر کرتا/ کرتی / کرتے ہوں/ ہیں۔
مورخہ 2023ء کو میرے دستخط سے جاری ہوا۔

پچاس روپے کی
ریونیونگ چسپاں کریں

دستخط رکن

(دستخط کمپنی کے ساتھ رجسٹرڈ دستخط کے مطابق ہونے چاہئیں)

مندرجہ ذیل کی موجودگی میں دستخط کئے گئے:

دستخط گواہ 1	دستخط گواہ 2
نام:	نام:
شناختی کارڈ:	شناختی کارڈ:

مندرجات:

- اجلاس میں شرکت اور رائے شماری کرنے کا/ کی اہل رکن اپنی جگہ اجلاس میں شرکت اور رائے شماری کرنے کے لئے کسی دوسرے/ دوسری رکن کو اپنا/ اپنی پراکسی مقرر کر سکتا/ سکتی ہے۔ مقرر کرنے کی غرض سے پراکسی اجلاس کے انعقاد سے کم از کم 48 گھنٹے قبل کمپنی کے رجسٹرڈ آفس کو موصول ہو جانی چاہئیں۔
- کارآمد کرنے کی غرض سے پراکسی کا دستاویز اور مختار نام یا دیگر اتھارٹی (اگر کوئی ہے) جس کے تحت یہ دستخط شدہ ہو یا ایسے مختار نامہ کی نوٹری سے تصدیق شدہ نقل کمپنی کے رجسٹرڈ آفس واقع فرسٹ کیپٹل ہاؤس، 96-B/1، لوڈ گراؤنڈ فلور، ایم ایم عالم روڈ، گلبرگ-III، لاہور کو اجلاس کے انعقاد سے کم از کم 48 گھنٹے قبل پہنچ جانی چاہئے۔
 - اجلاس میں شرکت اور رائے شماری کرنے کا اہل CDC کا فرد واحد بنی فیشنل مالک اپنی شناخت ثابت کرنے کے لئے شرکت کا آئی ڈی اور اکاؤنٹ/ ذیلی اکاؤنٹ نمبر بمعہ اصلی CNIC یا پاسپورٹ ہمراہ لائے گا۔ کاروباری ادارہ کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد/ مختار نامہ جس پر nominees کے نمونہ کے دستخط موجود ہوں اجلاس کے انعقاد کے وقت پیش کرنا ہوگا (اگر یہ پہلے فراہم نہ کیا گیا ہو)
 - پراکسی کے تقرر کے لئے، CDC کا فرد واحد بنی فیشنل مالک مذکور بالا ضروریات کے مطابق پراکسی فارم بمعہ شرکت کا آئی ڈی، اکاؤنٹ/ ذیلی اکاؤنٹ نمبر بشمول CNIC یا پاسپورٹ کی مصدقہ نقل جمع کرائے گا۔ دو افراد کی جانب سے ان کے نام، پتا اور CNIC نمبر کے ساتھ پراکسی فارم کی توثیق ہونی چاہئے۔ پراکسی کو اجلاس کے انعقاد کے وقت اپنا اصلی CNIC یا پاسپورٹ پیش کرنا ہوگا۔ کاروباری ادارہ کی صورت میں نمونہ کے دستخط کے ساتھ بورڈ آف ڈائریکٹرز کی قرارداد/ مختار نامہ پراکسی فارم کے ساتھ جمع کرنا ہوگا (اگر یہ پہلے جمع نہ کیا گیا ہو)۔