

# ANNUAL REPORT 2023



On the Path of Sustainable Growth



## **ABOUT US**

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Pakistan Oxygen is a market leader in industrial and medical gases, medical engineering, pipeline design services, medical equipment, and welding products along with associated solutions. The Company has an 88-year legacy of trust, quality, and reliability.

To accelerate growth the Company's Board of Directors approved significant capital investment in new plants and machinery. A significant milestone has been achieved with the successful commissioning of Pakistan's largest and most advanced Air Separation Unit in Karachi. With this expansion, the Company has more than doubled its production capacity of industrial and medical gases. A new state-of-the-art welding electrodes manufacturing plant has been commissioned. These enhanced manufacturing capabilities help fulfill the promise of reliable supply of high-quality products and services to our customers.

Our workforce is the Company's greatest asset, with committed professionals working tirelessly to prioritize empowering customers through a variety of digitalized solutions. The growth strategy is based on innovation and adoption of cutting-edge technologies to enhance operational efficiency.

By leveraging the strength and resilience of our team, continuous process improvement, and innovation we are "On the Path of Sustainable Growth."



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## FINANCIAL HIGHLIGHTS

(Rupees in '000)	2023	2022
<b>Net sales</b>	<b>8,589,000</b>	<b>7,296,365</b>
Cost of sales	(7,028,370)	(5,971,915)
<b>Gross profit</b>	<b>1,560,630</b>	<b>1,324,450</b>
Distribution and marketing expenses	(366,356)	(329,041)
Administrative expenses	(321,416)	(295,854)
Other operating expenses	(38,855)	(59,811)
	(726,627)	(684,706)
<b>Operating profit before other income</b>	<b>834,003</b>	<b>639,744</b>
Other income	58,352	44,708
<b>Operating profit</b>	<b>892,355</b>	<b>684,452</b>
Finance cost	(686,848)	(209,043)
<b>Profit before taxation</b>	<b>205,507</b>	<b>475,409</b>
Taxation	(60,769)	(55,359)
<b>Profit for the year</b>	<b>144,738</b>	<b>420,050</b>
		(Restated)
<b>Earnings per share - basic and diluted (Rupees)</b>	<b>1.66</b>	<b>5.74</b>
<b>Total Number of employees at year end</b>	<b>142</b>	<b>144</b>

## COMPANY'S LEGACY

1935	Indian Oxygen and Acetylene Company
1949	The Company was incorporated as a private limited company under the name of Pakistan Oxygen and Acetylene Company Limited
1957	The Company's name was changed to Pakistan Oxygen Limited
1995	Renamed as BOC Pakistan Limited; no change in pattern of shareholding
1997	BOC Pakistan became a strategic partner for Lotte PTA; installed Pakistan's largest Air Separation Unit (ASU) of that time capable of producing 100 Tons Per Day (TPD)
2000	Became a strategic supplier for PARCO, the country's largest refinery, through an on-site MicroLN generator; also set up an ASU at Taxila for meeting increased Oxygen, Nitrogen and Argon demand in northern Pakistan
2004	BOC Pakistan invested in a 60 TPD Carbon dioxide plant at Multan to meet the demand from the beverage sector in Pakistan
2008	Invested Rs. 214 million in a 23 TPD Carbon dioxide plant at Port Qasim to ensure reliable product availability for key beverage customers
2009	New Nitrous oxide plant commissioned in Lahore
2010	BOC Pakistan announced Rs. 2 billion investment to build Pakistan's largest ASU in Lahore capable of producing up to 135 TPD
2011	BOC Pakistan rebranded as Linde Pakistan on 19 September
2012	135 TPD ASU was commissioned at Sunder Industrial Estate, Lahore
2014	Linde Pakistan invested in a new state-of-the-art Nitrogen generator at PARCO refinery at Qasba Gujrat
2016	Carbon dioxide compression facility commissioned at West Wharf site in Karachi
2018	Linde Pakistan rebranded as Pakistan Oxygen Limited. after acquisition of majority shareholding of the Company by Adira Capital Holdings (Pvt.) Limited. ("Adira") and its affiliates. Also commissioned a compression facility in Sukkur
2019	Inaugurated electrode manufacturing plant at West Wharf site in Karachi
2020	Approval of the country's largest 270 TPD ASU at Port Qasim, Karachi
2021	Approval of a new ASU in KPK & 11 TPS electrode plant at Port Qasim, Karachi
2023	Commissioning of country's largest 270 TPD ASU and 11 TPS electrode manufacturing plant at Port Qasim, Karachi

# PRINCIPLES

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## VISION

Oxygen for life and sustainable growth.

## MISSION

Sustained fast growth to lead the market in safe, reliable and innovative solutions for industrial and medical gases, products and engineering services.

## CORPORATE VALUES

- Collaborate to Succeed
- Commit to Achieve
- Passion to Excel
- People to Perform
- Innovate to Grow

## CODE OF ETHICS

At Pakistan Oxygen, we live and work by a set of principles and values which encompass our foundational principles of safety, integrity, sustainability and respect and core values of Commit to Achieve, Collaborate to Succeed, Innovate to Grow, Passion to Excel and People to Perform. Together our principles and core values underpin all our actions, decisions and behavior and express what we stand for as an organization and what differentiates us from others. These principles and core values are embedded in our organization and resonate in everything we do. To uphold the highest ethical standards, we have developed a Code of Ethics which provides guidance to all employees on:

- Dealings with our customers, suppliers and markets encompassing competition and international trade.
- Dealing with governments, product development, ethical purchasing and advertising.
- Dealings with stakeholders, financial reporting and communication, insider dealing, protecting company secrets and protecting company assets.
- Dealings with our employees, conflicts of interest, avoidance of bribery, gifts and entertainment, data protection, human rights and dealings with each other.
- Dealings with communities and the public with regard to our corporate responsibilities and on restrictions to provide support for political activities.

All employees of Pakistan Oxygen undergo training on the Code of Ethics and are expected to comply with the standards laid out in the Code.



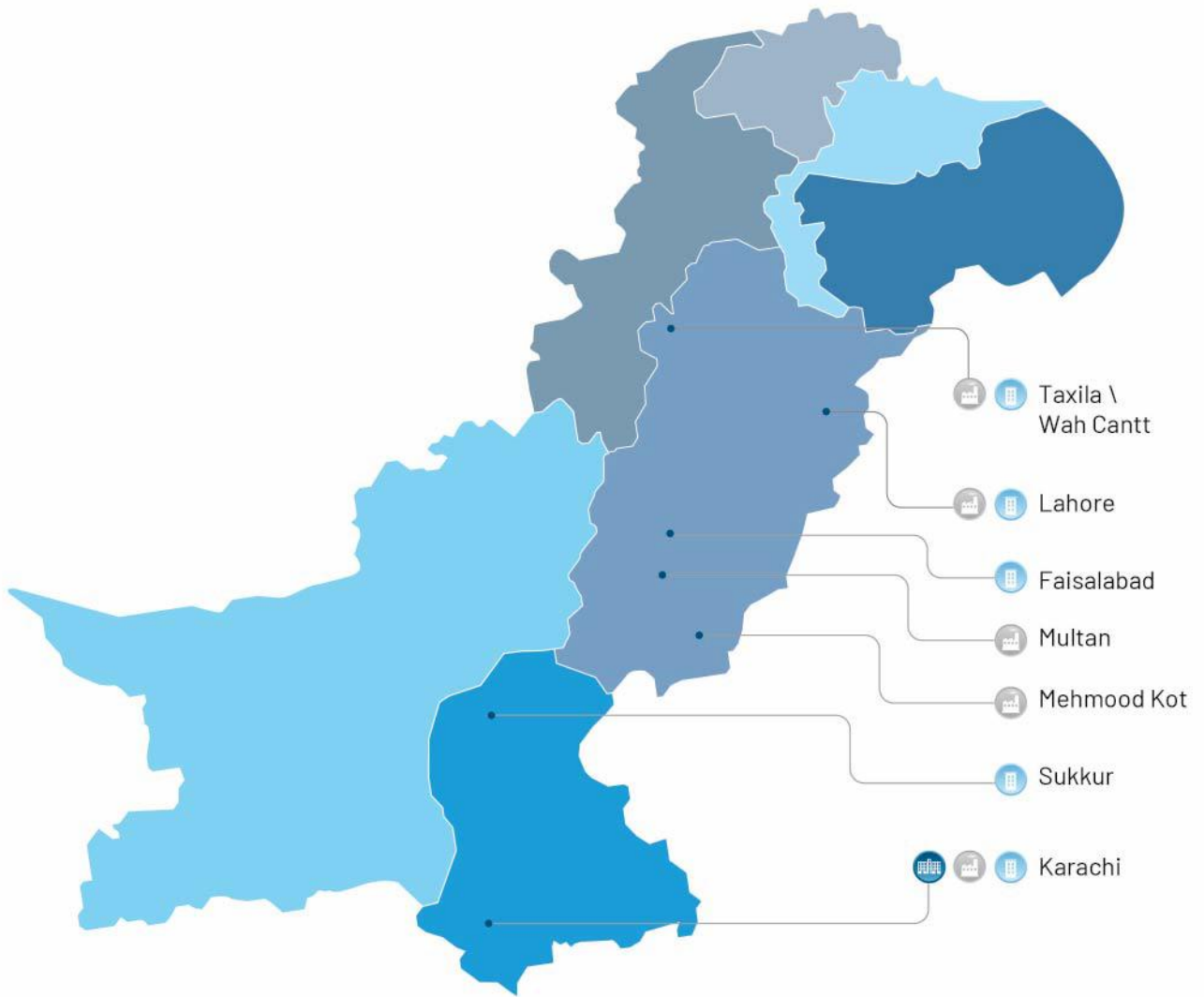
## ADVANCING



Reliability lies at the core of our operations. We understand that our customers rely on us to consistently deliver high-quality products and services. Reliability is of paramount importance whether it be the supply of medical grade oxygen to hospitals to save precious lives or industrial gases to a wide array of industrial customers. Through stringent quality control systems and adherence to best practices, we ensure reliability across every aspect of our operations, gaining the trust of our customers.

We are committed to exceeding our customer's expectations by providing personalized services, seamless interactions, and tailored solutions that address their evolving technological and commercial needs. By prioritizing customer-centricity, we strengthen our relationships and foster long-term partnerships built on mutual trust and satisfaction. By aligning our efforts with the principles of reliability, customer experience, and innovation and digitization, we are committed to creating lasting value for all our stakeholders.

Innovation and digitization is another pillar of our advancement strategy. We recognize the transformative potential of technology in driving operational efficiency, enhancing productivity, and unlocking new opportunities for growth. Through use of new technologies, such as IoT solutions and automation, we are streamlining processes, improving decision-making, and staying ahead of the curve in a rapidly evolving landscape.





 Head Office:	Karachi
 Offices / Compressing Stations:	Karachi, Lahore, Sukkur, Faisalabad, Taxila
 Operation Sites:	
• Air Separation Unit	Karachi, Lahore
• Nitrogen	Mehmood Kot
• Dissolved Acetylene	Karachi, Wah Cantt
• Carbon Dioxide	Karachi, Multan
• Hydrogen Electrolytic	Karachi
• Nitrous Oxide	Lahore
• Dry Ice	Karachi
• Electrode	Karachi

## ADVANCING RELIABILITY

We achieved the successful commissioning of the country's largest ASU (Air Separation Unit) with a capacity of 270 TPD. This state-of-the-art plant is operational and has doubled the company's production capability to meet the growing demand for industrial and medical gases for some years to come. The commissioning of the new plant significantly enhances the reliability of supply for both our healthcare and industrial customers. In 2023, we also commissioned an electrode manufacturing plant, equipped with semi-automated packing lines. This new plant is designed to efficiently produce high quality welding electrodes to meet the needs of our customers.

## ADVANCING CUSTOMER EMPOWERMENT

Advancing customer empowerment is at the core of our advancement initiative. The roll-out of Customer Self-Service Portal empowers customers to access their accounts online. Through this portal, our customers can view their consumption patterns, billing history, stock levels, share feedback and raise complaints. Additionally, we offer multiple platforms for customer inquiries, including WhatsApp, direct calling, email, website form, and social media channels. Our online e-store facilitates purchases, providing customers with a seamless shopping experience. Customers can easily access material safety data sheets (MSDS) of our products on our website, ensuring compliance with safety regulations. By leveraging technology and offering support channels, we continuously strive to improve customer satisfaction.

## ADVANCING INNOVATION & DIGITALIZATION

Innovation and digitalization are pivotal to our advancement strategy. We are embracing new technologies to drive efficiency across our operations. The introduction of e-invoicing marks a step towards efficiency, streamlining our billing processes and reducing paper usage. The auto delivery scheduling software improves our logistics management, optimizes routes and ensures timely deliveries while minimizing the environmental footprint.

We have also introduced a telemetry device 'Teletel' which can be customized to fit the specific requirements of various industries. Teletel is an innovative cloud-based remote inventory management solution designed to streamline the monitoring of bulk storage tanks from any location. This IoT platform empowers users to monitor storage tank data, including inventory levels, pressure, temperature, and flow rate. Utilizing advanced sensors, this data is wirelessly transmitted to a cloud-based application accessible through mobile devices, enabling real-time monitoring and management.

Through Asset Tracking software, featuring a unique barcode identification system for all gas cylinders, we are setting a new standard in cylinder traceability, quality assurance and cylinder safety. Cylinder movements are easily tracked and managed, ensuring the highest standards of safety.







## A TRACK-RECORD OF QUALITY AND RELIABILITY

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The application of industrial gases enhance productivity and efficiency in a wide range of industries. Oxygen integration into combustion systems transforms standard burners into oxy-fuel burners, boosting productivity and reducing fuel consumption. The dedicated nitrogen gas service, branded OGLIN™, ensures high-purity Nitrogen delivery under strict safety protocols for enhanced oil recovery and pipeline maintenance. Argon is supplied for high-quality MIG welding in manufacturing and metalwork, while high-purity Carbon dioxide is provided for beverage carbonation, ensuring superior quality.

In the healthcare sector, gases and OXYMED™ branded medical equipment meets the growing demand of the sector. Nitrous Oxide is supplied to hospitals and clinics for pain relief in surgeries, dentistry, and emergencies. Oxygen is available in various forms, from portable canisters to large liquid volumes for hospitals. The medical equipment range, meeting international standards, includes customized bedhead units, digital alarms, manifold panels, among a range of other devices, offering high-quality solutions to healthcare providers nationwide.

As a leading manufacturer of welding electrodes and equipment, the company serves industries from automotive to aircraft manufacturing with a wide array of welding solutions. Locally manufactured welding electrodes, SPARK™ branded welding machines, and consumables are supplied for different welding tasks in small, medium and large-scale industries, ensuring consistent quality and reliability.







## SAFETY

The year 2023 concluded without any major incident, achieving 7.3 million safe operational hours nationwide, including 543,000 safe hours for two major projects at the Port Qasim site. Safety extends beyond the Company to customers and suppliers, with the sales, customer service, and medical engineering teams sharing product-related hazards, safety protocols, and guidelines to ensure adherence to safety standards.



## OPERATIONS

Pakistan Oxygen is committed to providing the highest quality products and services. Strict protocols for production, handling, and delivery adhere to international safety, quality, and environmental standards. Certifications include ISO 9001, 14001, 45001, 22000, and Halal, with product certifications from Bureau Veritas, Lloyds, CE, and the American Bureau of Shipping. This focus on quality ensures a leading market position and strong relationships with customers and partners.



Electrodes production line.

# SUSTAINABILITY AT PAKISTAN OXYGEN

Sustainability at Pakistan Oxygen is about delivering products and services in a responsible way.



## REDUCING FUEL CONSUMPTION

Automatic delivery scheduling and route planning software was developed and rolled out. Through the utilization of this software the number of kilometers travelled to deliver products to customers has been reduced. The lower fuel consumption resulted in a reduction of 322 tons of Carbon dioxide emissions.

## MONITORING CARBON DIOXIDE EMISSIONS

A fleet of 54 delivery trucks were emission tested. Carbon dioxide emissions of all vehicles were within National Environmental Quality Standards (NEQS) defined limits.

## RELIABILITY OF SUPPLIES

Automated supply management system is in place to ensure reliable supply of Oxygen to hospitals across the country. The implementation of Gold Supply Management System automates supply planning based on consumption, thereby improving inventory management.

## ENERGY CONSERVATION

We have succeeded in not only creating awareness of using energy responsibly but also have started monitoring electricity consumption at selected sites through installation of new smart meters.

The monitoring of units consumed followed with recurring audits serves as a constant reminder to employees and helps reshape behaviors. This year a 5% reduction in electricity units consumed has been achieved.



## PROMOTING SUSTAINABILITY

Pakistan Oxygen demonstrates its commitment to sustainability through proactive measures. We promote our sustainable initiatives on social media platforms such as Facebook and LinkedIn, reaching out to external audiences. Additionally, we foster awareness of sustainable practices within our Company through regular communication channels, showcasing updates to our employees. Through these activities, we aim to promote sustainable and eco-friendly practices and contribute positively to the global sustainability agenda.

## REDUCE, REUSE AND RECYCLE

The company employs the '3Rs' waste hierarchy in its waste management strategy. Plastic waste disposal drums at sites were replaced with recyclable metal drums. Waste disposal has further been classified into three categories, i.e. plastic, glass, and general waste.

Awareness campaigns were run across the Company to reduce waste generation at source. This initiative has significantly reduced waste generation, contributing to the preservation of natural resources.

## PLANTATION DRIVE

Under Pakistan Oxygen Green Project over 1,000 trees have been planted at various locations. Additionally, seeds have been provided to employees encouraging them to contribute to the cause. By nurturing this green initiative, contribution is made towards mitigation of adverse effects of climate change.

## CLEAN DRINKING WATER

The Company has established a reverse osmosis and mineral water facility at West Wharf, Karachi. This facility can produce 500 liters of purified mineral water per hour, meeting WHO standards. To ensure water purity, quality, and health standards a dedicated in-house chemical testing laboratory has been set up.

## EMPLOYEES HEALTH

To support good health and wellbeing, we partner with healthcare providers and provide awareness sessions and medical check-ups for all employees, followed by personal consultations. We have also introduced healthy food facilities and organized sports events to promote wellness.

## GREEN SOURCING

Pakistan Oxygen has made substantial progress in transportation of stock items via rail instead of road. With 60% of our shipments now utilizing the rail system, the shift has resulted in a reduction of more than one ton of carbon footprint per year, positively impacting air quality and greenhouse gas emissions.

## GENDER DIVERSITY

Pakistan Oxygen is committed to providing equal opportunities for all staff, regardless of gender. We promote gender equality through our Code of Conduct and Anti-Sexual Harassment policy, fostering a respectful workplace culture. Female staff are encouraged to participate in internal and external activities, offered three months maternity leave, commuting facilities, and equal growth opportunities. Additionally, we aim to increase female representation in our workforce each year.

## REDUCING WATER CONSUMPTION

The initiative corresponds to the optimization of plant water usage at Port Qasim site. The total annual water consumption at Port Qasim was set to reduce by 0.5% for the year 2023 by controls on the process water parameters and optimizing the bleed rate. With focused efforts 1.95% reduction in water consumption was achieved, conserving scarce water resources for communities.

## REPLACING OZONE DEPLETING AGENTS

The aim is to replace low-performing air conditioning units based on R-22 refrigerant with new units based on R-410 refrigerant, which is a more environmentally friendly gas. In 2023, 50% of redundant R-22 based ACs were replaced with R-410 based units.

## TECHNICAL TRAINING PROGRAM

Pakistan Oxygen Institute of Technology (POIT), a technical & vocational training platform expanded its welding training portfolio from basic Manual Metal Arc welding to 6G technique. POIT alumni were hired by local industries and two welders achieved employment in the Middle East. Moving forward, Advance Plate X-ray and Pipe Welder X-ray training courses are being developed which will help students secure better job opportunities.

In medical engineering, the POIT team arranged training and awareness sessions for medical gases and pipeline safety, medical oxygen systems and PSAs for bio-medical engineers at various hospitals. The POIT team worked along side the Drug Regulatory Authority of Pakistan (DRAP) and World Health Organization (WHO) to develop a policy document on medical oxygen systems for the Government of Sindh.

## PAPER-LESS ENVIRONMENT

Leveraging digital platforms for documentation, communication, and data management, significant reduction in paper usage by upto approximately 7,000 pages per month has been achieved. This reduction not only minimizes waste but conserves biodiversity.

## RENEWABLE ENERGY

A 250 kWh solar power generation was successfully installed and commissioned at the company's Port Qasim site. This has produced 350 MWh till December 2023, resulting in a reduction of 300 tons of Carbon dioxide emissions.



Electrode manufacturing plant at Port Qasim with 250 kWh solar energy.



## PRODUCTS AND SERVICES

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At Pakistan Oxygen, our reputation is built on our ability to promptly and effectively address the diverse needs of our customers, regardless of their industry or interests. Our customer-centric approach guides the development of our products, technologies, and support services, ensuring they are tailored to meet each customer's unique requirements and contribute value to their operations.

What distinguishes Pakistan Oxygen is our extensive expertise in process engineering, project development, and our comprehensive product range. We offer a diverse array of gas products, facilities, turnkey services, and solutions, encompassing bulk and compressed gas lines, welding consumables, equipment, and safety gear. Supported by a team of highly skilled engineers, product managers, technologists, and marketers, we provide dedicated assistance and collaborate closely with customers to deliver tailored solutions for their specific gas applications.

At Pakistan Oxygen, we believe in empowering our customers with the knowledge and resources they need for success. Recognizing that each customer faces unique challenges, we are committed to delivering customized solutions that address their individual needs. Our ultimate objective is to ensure a seamless and hassle-free experience for our customers, allowing them to concentrate on their core business activities.

In essence, Pakistan Oxygen is an organization driven by customer needs, offering customized solutions to businesses throughout Pakistan. With our extensive product portfolio, comprehensive services, and unwavering support, we differentiate ourselves from the competition and remain dedicated to empowering our customers with the tools and insights required for success.

## HEALTHCARE

### Medical Gases

- Liquid medical Oxygen
- Compressed medical Oxygen
- Nitrous oxide
- Entonox
- Specialty medical gases

### Medical Equipment

- Medical air, vacuum and AGSS Plants
- Medical gases alarm systems, high precision flowmeters
- Suction injector units, vacuum controllers, Oxygen therapy products and high precision flowmeters
- Entonox delivery systems, complete with apparatus
- Manifolds – semi and fully automatic
- Patient bedhead units and ICU beam systems
- Operation Theatre (OT)- pendants (fixed and movable)
- Fully equipped Modular OT

### Medical Engineering Services

- Consultation, design, installation and service of medical gas pipeline systems (O<sub>2</sub>, N<sub>2</sub>O, Air, Suction etc)
- Safety, quality, risk analysis and training on medical gases pipeline systems

## INDUSTRIAL GASES

### Bulk Industrial Gases

- Liquid Oxygen
- Liquid Nitrogen
- Liquid Argon
- Pipeline and trailer Hydrogen
- Liquid Carbon dioxide
- Industrial pipelines and associated services
- Ultra-Ice™ (dry ice)
- NITROPOD™ (Cryogenic dewar)
- OGLIN™

### Compressed Industrial Gases

- Compressed Oxygen
- Aviation Oxygen
- Compressed Nitrogen
- Compressed Argon
- Compressed Air
- Compressed Hydrogen
- Compressed Carbon dioxide
- Dissolved Acetylene

### Specialty Industrial Gases

- High purity gases
- Research grade gases
- Gaseous chemicals
- Calibration mixtures
- Argon mixtures
- Welding gas mixtures
- Sterilization gases
- Felix™ Refrigerants

### Innovative Solutions

- TeleTel™ (remote telemetry)
- Asset Tracking System
- Oxytizer™ (hand sanitizer)
- Oxytizer™ (footwear disinfection)
- Oxygizer™ (portable oxygen canister)

## WELDING CONSUMABLES AND HARDGOODS

### Welding Consumables

- Low hydrogen welding electrode – E7018 – Quick Pac™ H4R & Alpha Weld™ – H4
- Low hydrogen welding electrode – Fortrex™ E7018
- Low hydrogen welding electrode – Matador48™ E7018
- Mild Steel welding electrode Zodian Universal™ E6013
- Mild Steel welding electrode Prime Arc™ E6013
- Mild Steel welding electrode Matador47™ E6013
- Mild Steel welding electrode HERO WELD™
- Mild Steel welding electrode POL 113 SUPER™ E6013
- Mild Steel welding electrode POL 113™ E6013
- Hard facing welding electrode POLHARD 650™
- Saffire™ MIG welding wire, flux cored wire, arc & gas equipment
- Saffire lite™ MIG welding wire

### Welding Machines

- SPARK ARC 200™
- MMA, MIG, TIG, Plasma

### Welding Accessories

- Gas regulators
- Cutting torches
- Welding torches
- Cutting machines
- Abrasives (POLCUT™ cutting and POLGRIND™ grinding discs)
- Electrode holders & welding cables
- Gas control equipment
- Auto-darkening helmet
- Flashback arrestor
- Welding and cutting outfit and accessories
- Welding safety & Personal Protective Equipment (PPE)

## COMPANY INFORMATION

### BOARD OF DIRECTORS

Waqar Ahmed Malik	Non-Executive Chairman
Atif Aslam Bajwa	Independent Director
Jahangir Piracha	Independent Director
Javed Kureishi	Non-Executive Director
Matin Amjad	Chief Executive Officer
Mohammad Iqbal Puri	Non-Executive Director
Shahid Mehmood Umerani	Non-Executive Director
Siraj Ahmed Dadabhoy	Non-Executive Director
Syed Hassan Ali Bukhari	Non-Executive Director
Tayyeb Afzal	Independent Director
Tushna D Kandawalla	Independent Director

### CHIEF FINANCIAL OFFICER

Syed Ali Adnan	
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### COMPANY SECRETARY

Mazhar Iqbal	
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### BOARD AUDIT COMMITTEE

Tayyeb Afzal	Chairman	Independent Director
Jahangir Piracha	Member	Independent Director
Javed Kureishi	Member	Non-Executive Director
Tushna D Kandawalla	Member	Independent Director
Mazhar Iqbal	Secretary	Head of Human Resources & Admin, Company Secretary & Financial Controller

### BOARD STRATEGY COMMITTEE

Waqar Ahmed Malik	Chairman	Non-Executive Director
Javed Kureishi	Member	Non-Executive Director
Matin Amjad	Member	Chief Executive Officer
Siraj Ahmed Dadabhoy	Member	Non-Executive Director
Tayyeb Afzal	Member	Independent Director
Syed Ali Adnan	Secretary	Chief Financial Officer



## BOARD HUMAN RESOURCE, REMUNERATION AND NOMINATION COMMITTEE

Atif Aslam Bajwa	Chairman	Independent Director
Shahid Mehmood Umerani	Member	Non-Executive Director
Syed Hassan Ali Bukhari	Member	Non-Executive Director
Tushna D Kandawalla	Member	Independent Director
Mazhar Iqbal	Secretary	Head of Human Resources & Admin, Company Secretary & Financial Controller

## SHARE TRANSFER COMMITTEE

Syed Hassan Ali Bukhari	Chairman	Non-Executive Director
Matin Amjad	Member	Chief Executive Officer
Amna Mustafa	Secretary	Deputy Manager Reporting & Corporate Compliance

## BANKERS

Standard Chartered Bank (Pakistan) Limited  
Meezan Bank Limited  
Habib Bank Limited  
Citibank NA  
MCB Bank Limited  
National Bank of Pakistan Limited  
Askari Bank Limited  
Dubai Islamic Bank Pakistan Limited  
BankIslami Pakistan Limited  
Habib Metropolitan Bank Limited  
Allied Bank Limited  
The Bank of Punjab Taqwa Islamic Bank

## ENTITY CREDIT RATING BY PACRA

A/A-1 (Single A/A-One) with "Stable" outlook

## SHARE REGISTRAR

CDC Share Registrar Services Limited

## EXTERNAL AUDITORS

BDO Ebrahim & Company

## INTERNAL AUDITORS

EY Ford Rhodes

## LEGAL ADVISOR

Ayesha Hamid of Hamid Law Associates

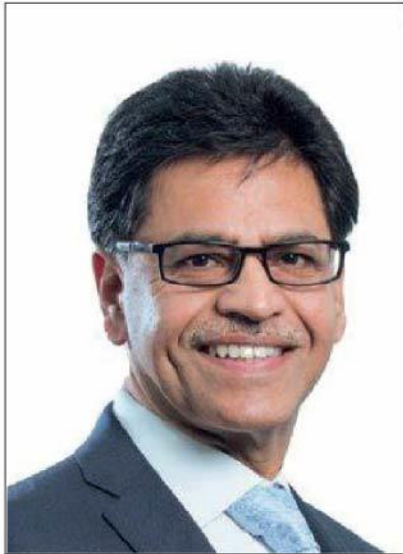
## REGISTERED OFFICE

West Wharf, Dockyard Road, Karachi  
74000

## WEBSITE

[www.pakoxygen.com](http://www.pakoxygen.com)

## PROFILES OF THE DIRECTORS



**MR. WAQAR AHMED MALIK**  
Chairman

A fellow member of the Institute of Chartered Accountants of England & Wales (ICAEW) and also an alumnus of the Harvard Business School (HBS) and INSEAD. Outside work, he is fond of art and horticulture. His illustrious career spans more than four decades both in national and international businesses stadia. He specializes in strategy, Transformational Turnarounds and Merger & Acquisition, along with profound understanding of governance.

His expertise ranges across varied industrial businesses folios including chemicals, petrochemicals, consumer goods, life sciences, fertilizer, E&P and cement.

Earlier, he served with the British giant ICI Plc UK Ltd for 28 years in diverse roles in Pakistan, UK, US & Europe. He also remained CEO of ICI Pakistan Limited from 2005 to 2012.

Mr Malik dotingly participates in social and philanthropic activities through I-Care Foundation, as a Trustee, where he donates with benevolence to improve the quality of life of underprivileged by enhancing the level of charitable support.

For recognition of his commendable services towards Pakistan in the fields of economy, public service, and social welfare, he was awarded Sitara-e-Imtiaz by The President of The Islamic Republic of Pakistan. He also had the honour to

receive the coveted British Asian Trust Award by Prince Charles (Now HM King Charles III).

He is currently serving as a Non-Executive Director on the Boards of following entities:

### Public Listed Companies

- Mari Petroleum Company Ltd - Director & Chairman
- Fauji Fertilizer Company Ltd - Director & Chairman
- Fauji Cement Company Ltd - Director & Chairman
- Askari Bank Ltd - Director & Chairman
- Fauji Fertilizer Bin Qasim Ltd - Director & Chairman
- Fauji Foods Ltd - Director & Chairman
- Pakistan Oxygen Ltd - Director & Chairman

### Non-Listed Companies & Institutions

- Fauji Fresh n Freeze Ltd - Director & Chairman
- Fauji Akbar Portia Marine Terminals Ltd - Director & Chairman
- Fauji Trans Terminal Ltd - Director & Chairman
- Fauji Oil Terminal & Distribution Company Ltd - Director & Chairman
- Fauji Infraavest Foods Ltd - Director & Chairman
- FFBL Power Company Ltd - Director & Chairman
- Foundation Power Company Daharki Ltd - Director & Chairman
- Fauji Kabirwala Power Company Ltd - Director & Chairman
- Daharki Power Holding Ltd - Director & Chairman
- Pakistan Maroc Phosphore SA - Director
- FonGrow (Pvt) Ltd - Director & Chairman
- Fauji Meat Ltd - Director & Chairman
- Foundation Solar Energy (Pvt) Ltd - Director & Chairman
- Pakistan Mobile Communications Ltd - Director
- Foundation University - President

### Earlier, he served on various Boards of prominent organizations, which include:

- Member of the Board of Governors, Lahore University of Management Sciences
- Director, Pakistan Business Council
- President, Overseas Chamber of Commerce & Industry
- Director, State Bank of Pakistan
- Director, Standard Chartered Bank (Pak) Ltd
- Director, Engro Corporation Ltd
- Chairman, Pakistan Petroleum Ltd
- Director, Engro Polymer and Chemicals Ltd
- Director, TPL Insurance Ltd
- Director, Rafhan Maize Ltd



**MR. MATIN AMJAD**  
Chief Executive Officer

Mr. Matin Amjad was appointed as Chief Executive Officer of Pakistan Oxygen Limited with effect from March 26, 2018.

Mr. Amjad holds a BSc (Hons) degree in Economics from the London School of Economics & Political Science. He has also attended executive education programs at Oxford University, U.K. and at INSEAD, France. He has completed his Directors Training Program from Pakistan Institute of Corporate Governance.

Mr. Amjad began his professional career in 1998 with ICI Pakistan Limited, which at the time was part of ICI Plc. U.K., and subsequently of AkzoNobel. Mr. Amjad brings with him over 24 years of multi-functional and business experience in a MNC and local company environment with leadership roles in commercial, supply chain, strategy and operations in diverse industrial segments including, pharmaceuticals, animal healthcare, paints and also within ICI Pakistan's chemicals businesses including polyester fibers and soda ash.



**MR. SIRAJ AHMED DADABHOY**  
Non-Executive Director

Mr. Siraj Dadabhoy has more than 30 years of experience in the real estate and financial industries in a range of leadership roles.

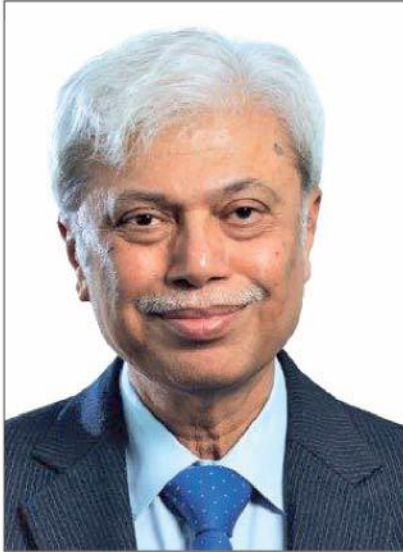
Mr. Dadabhoy is a Founding Partner and Chairman of AION Partners, a New York based real estate private equity, investment, and fund management company.

Mr. Dadabhoy is responsible for strategic decisions, investment strategy and management of key global relationships for the firm.

Mr. Dadabhoy also serves as the chairman of the internationally acclaimed UK-based design firm 1508 London and sits on the Boards of various other companies and charitable organizations.

Mr. Dadabhoy is a graduate of Indiana University, with a Bachelor of Science in Accounting and Finance. He is also a qualified Certified Public Accountant.





**SYED HASSAN ALI BUKHARI**  
Non-Executive Director

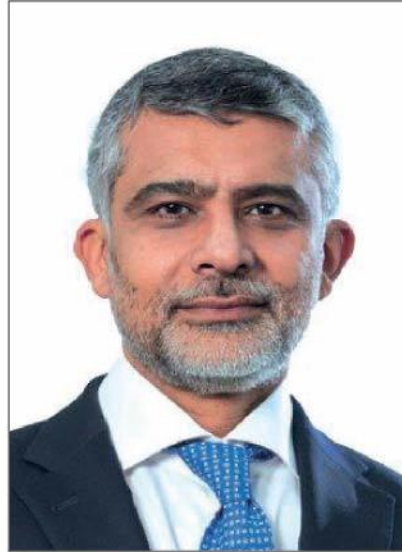
Syed Hassan Ali Bukhari joined the Board of Pakistan Oxygen Limited on 7<sup>th</sup> January 2018 and is also a member of the Board Human Resource, Remuneration & Nomination Committee.

Mr. Bukhari is a fellow of the Institute of Chartered Accountants of Pakistan. Mr. Bukhari's corporate experience span over 39 years, in different positions with Mackinnon Mackenzie & Co. of Pakistan until his retirement as Chief Executive & Managing Director of the company in the year 2010.

Mr. Bukhari is now advisor to the Chairman of Hilton Pharma (Pvt) Limited since 2011.

Mr. Bukhari has served as a Board member of Karachi Port Trust and Pakistan Institute of Corporate Governance.

Mr. Bukhari has attended General Management Course at Henley Management College, England.



**MR. SHAHID MEHMOOD UMERANI**  
Non-Executive Director

Mr. Shahid Umerani is currently the Chairman of ValuStrat Consulting Group with the head office in Dubai Silicon Oasis, Dubai and other offices in Riyadh, Jeddah, Doha (ValuStrat LLC), Karachi (ValuStrat (Pvt) Ltd) and London (ValuStrat (UK) Limited and Capital Chartered). The company is a boutique consulting firm with multiple lines providing fixed asset valuation services, strategy and management consulting, due diligence and field verification services, project management and monitoring & research and corporate advisory.

The company extends services to the financial sector including government entities, numerous banks, insurance companies, corporate sector including MNCs, regional and local companies, oil & gas sectors and so on.

Mr. Umerani has been successfully providing services since 1985.



**MR. MOHAMMAD IQBAL PURI**  
Non-Executive Director

Mr. Mohammad Iqbal Puri is a seasoned professional, with a diversified experience of over a decade. He started his career with Glencore and has worked with various diversified ventures globally, in different capacities in the field of trading, strategic planning and restructuring of business operations.

Mr. Puri is a founder and Managing Director of a group that has expertise in Commodity Trading, Oil & Gas Infrastructure Investments, Engineering, and Real Estate.

He holds a bachelor's degree in International Business from the London Metropolitan University.



**MR. JAVED KUREISHI**  
Non-Executive Director

Mr. Javed Kureishi is a seasoned international banker having spent 34 years with Citibank.

He worked across 6 countries including Pakistan. He had a number of Senior, Country and Regional roles including CEO Czech Republic, Corporate Bank Head Middle East and nine years in Asia being responsible for the Multinational and Public Sector businesses across 14 countries.

Mr. Kureishi was also an accomplished cricketer having captained Pakistan Under 19 and played first class cricket. He was also until recently a Member of The Board of Governors Pakistan Cricket Board. He is also an independent Director on a number of reputed company boards in Pakistan.

Mr. Kureishi has a degree in economics from the University Of Sussex, UK.

He is married with 2 children and now lives in Karachi.



**MR. JAHANGIR PIRACHA**  
Independent Director

Mr. Jahangir Piracha is the Chief Executive Officer for Engro Polymer & Chemicals Limited. Previously he has also served as the Chief Executive Officer of Engro Vopak/Elr Terminal Limited, Engro Elengy Terminal Limited and Engro Powergen Qadirpur Limited.

Mr. Piracha has over 30 years of corporate experience in Manufacturing, Human Resources, HSE, and Procurement.

Mr. Piracha completed his Bachelor's degree in Chemical Engineering from the University of Engineering and Technology, Lahore, Pakistan and Advanced Management Program from INSEAD. He currently serves as a Director on the Boards of Engro Polymer & Chemicals Limited, Engro Peroxide (Pvt.) Limited, Engro Foundation, and REON Energy Limited.



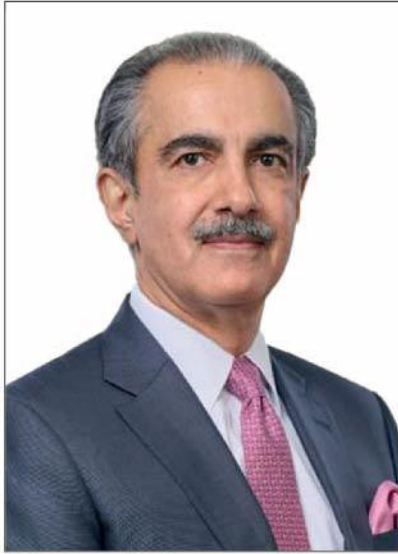
**MS. TUSHNA D KANDAWALLA**  
Independent Director

Ms. Tushna Kandawalla currently holds the position of Managing Director at Captain PQ Chemical Industries (Private) Limited (CPQ). Prior to this she served in the Financial Planning & Strategy Group at Home Box Office (HBO) in New York, and in Arthur Andersen's Audit Practice in Boston. Since joining CPQ in 2004, Ms. Kandawalla has had multi-functional experience in Financial Planning, Strategy, Marketing, Plant Operations, Human Resources and also as the company's CFO.

Community service has always been a passion she currently serves as a Trustee of The Noorani Foundation, Trustee of The Captain Foundation, Vice President of iCare America Fund and Trustee of the Kandawalla Trust. Previously she has served as Chairperson Friends of LRBT (New York), Chairperson Pakistan Human Development Fund Committee (New York), Area Chair (Pakistan) for Brown University Alumni Schools Committee and Member of the Advisory Board of T2F (Peace Niche).

Ms. Tushna Kandawalla has a B.A. in Economics from Brown University, an M.B.A from Boston University and is a qualified Certified Public Accountant (C.P.A).





**MR. ATIF ASLAM BAJWA**  
Independent Director

Mr. Atif Bajwa has an extensive international career spanning more than 41 years of executive leadership roles in banking, and of multiple boards and public interest positions. Having started his professional journey with Citibank in 1982, and has since held numerous senior positions in large local and multinational banks, including President/CEO of Bank Alfalah, President/CEO of MCB Bank and Soneri Bank, Regional Head for Citigroup for Central and Eastern Europe, Head of Consumer Banking for ABN AMRO's Asia Pacific region, and Country Manager for ABN AMRO Pakistan. Mr. Bajwa has been active in business, social and public interest areas, and has led key advocacy institutions to impact economic and social sectors. In this regard, he has served as the Chairman of the Pakistan Business Council (PBC) and the President of the Overseas Investors Chamber of Commerce and Industry (OICCI). He has also served as the director on the Boards of various private and public sector companies. Mr. Bajwa received his education at Columbia University, New York.



**MR. TAYYEB AFZAL**  
Independent Director

Mr. Tayyeb Afzal is a seasoned executive with over 45 years of international experience in both industrial (financial services, manufacturing) and professional services (within the Big 4). He is an independent board director, business advisor, executive coach and provides coaching and mentoring to young entrepreneurs.

Mr. Afzal is a fellow (FCA) of the Institute of Chartered Accountants of England & Wales (ICAEW) and fellow (FCCA) of The Association of Chartered Certified Accountants of UK having professionally worked in the U.K., Canada, Middle East (Dubai, Muscat, Kuwait and Bahrain) and Pakistan. In December 2022, he was awarded the first in Pakistan the DCRO Institute Certificate in Risk Governance ([www.dcroi.org](http://www.dcroi.org)).

Mr. Afzal is established and recognized in Pakistan for board level participation and contribution for leading listed and private companies, especially in the areas of leadership of audit committees, optimization of financial accounting & systems, management and governance systems, strategic planning, IPO, M&A, and due diligence initiatives. He possesses expertise in external and internal auditing, wholesale and corporate banking, equipment leasing and skill set of adaptability and business knowledge of different industrial sectors and diverse functional roles providing the ability to quickly add value while dealing with individuals at all levels and across all disciplines. He has strong business and functional acumen to execute a wide range of delivery and solution strategies. A creative and analytical thinker who can lead and manage changing businesses.

## CHAIRMAN'S REVIEW



Dear Stakeholders,

It gives me a great pleasure to present this review report to the stakeholders of Pakistan Oxygen Limited (the "Company") on the overall performance of the Board of Directors (the "Board") and the effectiveness of its role towards attaining the Company's objectives.

The year 2023 saw various economic challenges, resulting in a widespread economic slowdown. Despite these challenges, the Company remained focused and delivered on the planned objectives. A complete review of the business performance is described in the annexed Directors' Report.

The Board is composed of a sufficient number of Independent and Non-Executive Directors possessing core competencies, diversity, requisite skills, knowledge, and experience deemed pertinent in the context of the Company's operations. Further, all members of the Board are cognizant of their fiduciary duty to the Company and its shareholders and have ensured that this obligation is always kept top of mind.

The Board maintains the highest corporate governance standards in ensuring compliance with applicable laws and regulations as the Company moves forward towards its long-term and sustainable growth objectives.

During the year under review, the Board performed its duties diligently to uphold the best interests of the shareholders of the Company. The Board continued to guide the affairs of the Company in an effective and efficient manner.

The Board has clearly defined the terms of reference of its committees and the members are appointed after considering their requisite skills and experience. Further, the Board and its committees met regularly during the year and exercised their governance roles after due deliberation on each matter placed before them. The Board and its committees have in place a formal process for annual self-evaluation to ensure that the performance of the directors, collectively and individually, remains highly satisfactory.

A casual vacancy on the Board was filled in with the appointment of Mr. Jahangir Piracha as an Independent Director with effect from August 25, 2023, in place of Mr. Muhammad Younus Dagha. Mr. Piracha brings with him invaluable experience in the fields of Energy, Manufacturing, Human Resources and Procurement. The Board welcomes Mr. Piracha and looks forward to his valuable contributions towards the Company's objectives.

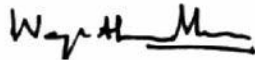
In my capacity as Chairman, I ensure that:

- The Board receives adequate, accurate, complete, and reliable information in a timely manner for a thorough discussion.
- The Board is properly briefed on all significant matters in a timely manner.



- The environment in the Boardroom allows constructive and open debates.
- The directors are encouraged to contribute and deliberate on strategic and governance matters, and that inputs from the independent directors and the directors having relevant expertise on such matters are given due consideration before taking any decision.
- The Board plays a constructive role in devising strategies and policies.
- Strategies and policies agreed by the Board are effectively implemented by the management.
- A proper induction program for all new directors is provided to familiarize them with key businesses and challenges facing the Company.
- Effective communication with shareholders takes place and the Board has full understanding of the views of major shareholders.
- Decisions taken by the Board are in the best interests of the Company and fairly reflect the consensus of the Board members.
- An effective Corporate Governance framework is in place.

I would like to thank my fellow Board members, our employees, shareholders, customers, and other stakeholders for their dedication, continued support, and trust in the Company.



Karachi:  
February 26, 2024

Waqar Ahmed Malik  
Chairman

• بورڈ حکمت عملی اور پالیسیاں وضع کرنے میں تعمیری کردار ادا کرے۔

• بورڈ کی متفقہ حکمت عملی اور پالیسیوں کو انتظامیہ کی طرف سے موثر طریقے سے نافذ کیا جائے۔

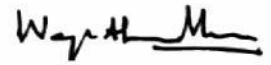
• تمام نئے ڈائریکٹرز کو اہم کاروباری معاملات اور کمپنی کو درپیش مسائل سے آگاہی کے لیے ایک مناسب انڈکشن پروگرام فراہم کیا جائے۔

• شیئر ہولڈرز کے ساتھ موثر گفت و شنید ہو اور بورڈ بڑے شیئر ہولڈرز کا نقطہ نظر اچھی طرح سمجھے۔

• بورڈ کے فیصلے کمپنی کے بہترین مفاد میں ہوں اور بورڈ ممبران کی اتفاق رائے کی درست عکاسی کرتے ہوں۔

• موثر کارپوریٹ گورننس فریم ورک موجود ہو۔

میں اپنے ساتھی بورڈ ممبران، اپنے عملے، شیئر ہولڈرز، کسٹمرز، اور دیگر تمام اسٹیک ہولڈرز کی لگن، مسلسل تعاون، اور کمپنی پر اعتماد کے لیے ان کا شکریہ ادا کرنا چاہتا ہوں۔



کراچی:

26 فروری 2024ء

قار احمد ملک

چیئرمین



## چیرمین کا جائزہ

عزیز اسٹیک ہولڈرز،

ہے۔ اس کے علاوہ، سال کے دوران بورڈ اور اس کی کمیٹیوں کے اجلاس باقاعدگی سے منعقد ہوتے ہیں اور پیش کردہ ہر معاملے پر مناسب غور و خوض کے بعد گورننس سے متعلق اپنے اختیارات کا استعمال کیا جاتا ہے۔ بورڈ اور اس کی کمیٹیوں کے پاس سالانہ بنیادوں پر خود احتسابی کے لیے ایک باقاعدہ طریقہ کار موجود ہے تاکہ ڈائریکٹرز کی مجموعی اور انفرادی سطح پر تسلی بخش کارکردگی یقینی بنایا جائے۔

پاکستان آکسیجن لمیٹڈ ("کمپنی") کے اسٹیک ہولڈرز کے سامنے بورڈ آف ڈائریکٹرز کی مجموعی کارکردگی اور کمپنی کے مقاصد کے حصول کے لیے اُن کے موثر کردار سے متعلق یہ جائزہ رپورٹ پیش کرتے ہوئے مجھے بے حد خوشی محسوس ہو رہی ہے۔

بورڈ میں جناب محمد یونس ڈاگھا کی خالی ہونے والی جگہ پر کرنے کے لیے، 25 اگست 2023ء سے جناب جہانگیر پراچہ کو آزاد ڈائریکٹر مقرر کیا گیا۔ جناب پراچہ توانائی، مینوفیکچرنگ، ہیومن ریسورسز اور پروکیورمنٹ کے شعبوں میں غیر معمولی تجربہ رکھتے ہیں۔ بورڈ جناب پراچہ کا خیر مقدم کرتا ہے اور کمپنی کے مقاصد کے حصول کے لیے اُن کے قابل قدر تعاون کا منتظر ہے۔

سال 2023ء میں مختلف معاشی مشکلات درپیش رہیں، جن کے نتیجے میں بڑے پیمانے پر معاشی سست روی پیدا ہوئی۔ ان مشکلات کے باوجود، کمپنی نے اپنے طے شدہ مقاصد پر توجہ مرکوز رکھتے ہوئے نتائج دیے۔ کاروباری کارکردگی کا مکمل جائزہ منسلک ڈائریکٹرز رپورٹ میں بیان کیا گیا ہے۔

بلور چیرمین، میں اس بات کو یقینی بناتا ہوں کہ:

- بورڈ کو تفصیلی گفت و شنید کے لیے مناسب، درست، صاف، مکمل اور قابل اعتماد معلومات بروقت موصول ہوں۔

بورڈ میں معقول تعداد میں خود مختار اور ننان-ایگزیکٹیو ڈائریکٹرز شامل ہیں جو کمپنی کے آپریشنز کے تناظر میں موزوں بنیادی صلاحیتیں، تنوع، مطلوبہ مہارتیں، علم اور تجربہ رکھتے ہیں۔ نیز، بورڈ کے تمام ممبران کمپنی اور اس کے شیئر ہولڈرز کے حوالے سے اپنی ذمہ داری سے آگاہ ہیں اور اس بات کو یقینی بناتے ہیں کہ یہ احساس ذمہ داری ہمیشہ مقدم رہے۔

- بورڈ کو تمام اہم معاملات پر باقاعدگی سے آگاہ کیا جائے۔

کمپنی کے طویل مدتی اور پائیدار ترقی کے اہداف کے حصول کے لیے آگے بڑھتے ہوئے، بورڈ نافذ العمل قوانین و ضوابط کی تعمیل یقینی بنانے کے ضمن میں کارپوریٹ گورننس کے اعلیٰ ترین معیارات برقرار رکھتا ہے۔ زیر جائزہ سال کے دوران، بورڈ نے کمپنی کے شیئر ہولڈرز کے بہترین مفادات پیش نظر رکھتے ہوئے اپنے فرائض اور ذمہ داریاں تنہی سے انجام دیں۔ بورڈ نے کمپنی کے معاملات چلانے کے لیے بہتر اور موثر رہنمائی جاری رکھی۔

- تعمیری اور کھلے مباحثے کے لیے بورڈ روم میں مناسب ماحول فراہم کیا گیا ہو۔

- ڈائریکٹرز کی حوصلہ افزائی کی جائے کہ وہ اسٹریٹجک اور گورننس کے معاملات میں حصہ لیں اور غور و خوض کریں اور کوئی بھی فیصلہ کرنے سے پہلے آزاد ڈائریکٹرز اور متعلقہ مہارت رکھنے والے ڈائریکٹرز کی رائے پر غور کیا جائے۔

بورڈ نے اپنی کمیٹیوں کے ٹرمز آف ریفرنس کا واضح تعین کیا ہے اور ممبران کی صلاحیتیں اور تجربہ مد نظر رکھتے ہوئے اُن کا تقرر کیا جاتا

## DIRECTORS' REPORT

The Directors are pleased to present the Annual Report, together with the Company's audited Financial Statements for the year ended December 31, 2023.

### NATIONAL ECONOMY

In 2023, Pakistan's economy faced numerous headwinds. Rising energy prices, high inflation, current account deficit leading to dwindling reserves and Rupee devaluation, supply chain disruptions due to import restrictions, and rising interest rates. These adverse factors, among others, impacted economic growth with GDP recording marginal growth of 0.3%, much below the target of 3.5% for the fiscal year 2022-23. CPI reached an alarming level of 29.7% in December 2023 and in response, SBP raised its policy rate to 22%. Large-Scale Manufacturing (LSM) sector experienced low growth of 1.6% in November 2023, on a year-on-year basis.

### OVERVIEW OF THE COMPANY'S PERFORMANCE

The Company achieved a major milestone with the successful commissioning of a state-of-the-art Air Separation Unit (ASU). The new plant, an investment of over PKR 6 billion, is located at the Company's Port Qasim site. This is Pakistan's largest ASU and doubles the Company's production capacity. The plant was successfully commissioned despite supply chain disruptions due to COVID-19 during its erection phase. The plant with its state-of-the-art technology is highly energy efficient and thereby improves the Company's cost competitiveness in the market.

The Company achieved a Net Turnover of Rs. 8.6 billion, up by 18% compared to last year despite macroeconomic challenges. With strong customer focus, the Company maintained its position as the preferred supplier of Industrial gases to its diverse industrial customer base. Within the Healthcare sphere, the Company maintained its market leading position on the back of its track record of quality and reliability. Hardgoods segment also grew strongly by 20%. Nitrogen sales increased by 41% over last year, with market share growth in

the Oil & Gas sector. While demand for Oxygen was weak from the Shipbreaking, Glass and Steel sectors, sales of Oxygen to the Healthcare segment witnessed an increase.

Gross Profit for the year at Rs. 1.6 billion was higher by 18% compared to last year. This was achieved mainly through increasing prices to pass through rising input costs as well as from better plant efficiencies after the successful commissioning of the ASU 270 TPD plant at Port Qasim. Overheads were tightly controlled, higher by 6% despite much higher inflation. Profit Before Interest and Tax was recorded at Rs. 892 million, up by a significant 30% over last year. Finance costs at Rs. 687 million were up by 229% compared to last year due to the increase in the policy rate from 16% to 22% as well as due to the finance costs related to both the ASU 270 TPD and Electrode 11 TPS projects, which were capitalized in 2023. As a result, Profit After Tax for the year was recorded at Rs. 145 million, witnessing a decline of 66% compared to last year.

### SEGMENT PERFORMANCE:

#### Health and Safety

Health and Safety are areas of key focus for the Company. Both major projects, the 270 TPD ASU and the 11 TPS Electrode manufacturing plant, were executed without any major accident/LTI after 543,000 safe man-hours. In addition, all existing operations were also managed without any major accident/LTI across all operational sites.

#### Environment

As part of the Company's commitment towards a greener environment, programs aimed at reducing the environmental footprint were continued, including a 250 KW solar power project, water conservation projects and waste management initiatives across all the Company's sites.



## Healthcare and Medical Engineering Services

The Company maintained its leadership position in the Healthcare sector, achieving a growth of 16% compared to last year. The market share in the Medical Gases segment was also maintained with a growth of 9%.

## Industrial Gases

Steel, Glass, Shipbreaking, and other manufacturing sectors were affected by the overall subdued demand. These challenges were mitigated to a large extent by higher sales of Nitrogen to the Oil & Gas sector and by capitalizing on CO<sub>2</sub> export opportunities.

## Welding & Hardgoods

The segment registered a robust growth of 20% compared to last year. This was achieved through price increase to off-set rising input costs. Innovative new products including "QuickPac", a high-quality welding electrode, and "Spark", an indigenously developed welding machine, were also successfully introduced to the market.

## Operations

The country's largest ASU with a nameplate capacity of 270 TPD was successfully commissioned at the Company's Port Qasim site. This new state-of-the-art ASU is highly energy efficient and provides the Company with a competitive advantage. The Company also successfully commissioned a new 11 TPS Electrode Plant at the Port Qasim site.

All existing manufacturing sites were also operated safely, reliably, and efficiently.

The following certifications are in-place at the Company's various manufacturing sites.

- Port Qasim site - Food Safety Standards Certification (FSSC 22000), Halal Certification and the Quality Management System ISO 9001 & ISO 45001.
- Sundar site - IMS certifications including ISO 9001, ISO 14001 & ISO 45001, and Halal certification.

- Multan site - Food Safety Standards Certification (FSSC 22000).
- West Wharf site - IMS certifications including ISO 9001, ISO 14001 & ISO 45001.

## Human Resources

The Company prioritizes the growth and development of its people. In 2023, a number of employees were given new roles to build organizational capability. A robust succession planning system is in place for all key positions in the Commercial, Technical and Corporate streams. A strong rewards and recognition program is in place to promote excellence in the delivery of business goals.

All employees of the Company are required to adhere to the Company's Code of Ethics and Compliance at all times.

## Information Services

To maintain industry leadership in products and services, a number of digital initiatives were completed. A new Customer Self-Service Portal has been created to enhance customer satisfaction. The system securely provides all customers easy access to their accounts. The implementation of SAP Project System module streamlined project management, improved resource allocation, and enhanced decision-making for efficient project execution. Furthermore, the introduction of the Tank Right Sizing application has optimized tank assignments, resulting in cost savings through precise customer allocations.

## COMPANY'S PRINCIPAL ACTIVITIES AND BUSINESS SEGMENTS

The Company is engaged in the manufacturing and sale of Industrial and Medical gases, Welding Electrodes, Hardgoods and Medical Equipment & Engineering Services. These activities are recorded under two segments, namely Industrial, Medical & Other Gases and Welding & Others.



## ADHERENCE TO THE BEST PRACTICES OF CORPORATE GOVERNANCE

A statement setting out the Company's compliance status on the best practices of corporate governance appears in the "Corporate Governance Section" on page no. 41.

In addition, a "Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019" together with the Auditors' Review Report to Members thereon appears on page no. 48 and 50, respectively.

## DIVIDEND

Considering the Company's liquidity position and future cash flow requirements, the Directors have not recommended dividend payment for the year ended December 31, 2023.

## KEY OPERATING AND FINANCIAL DATA

An overview of the key operating and financial data for the last 10 years in summarized form is given on page no. 52 of this Annual Report.

## CONTRIBUTION TO NATIONAL EXCHEQUER

Information with respect to the Company's contribution towards the National Exchequer has been provided in the Statement of Value Added appearing in this Report on page no. 51.

## RISK, UNCERTAINTIES AND MITIGATIONS

### Operational Risks

The Company adheres to the highest standards of ethics, safety, and quality assurance to ensure continued and uninterrupted delivery of products and services to its customers.

### Financial Risks

The overall risk exposure associated with the Company's financial assets and liabilities is very limited. The Company believes that it is not exposed to any major concentration of credit risk, exposure to which is managed through application of credit limits to its customers. The Company manages its exposure to financial risks as explained in Note 39 to the financial statements.

### Compliance Risks

The Board and the management have instituted a strong governance and legal framework to ensure compliance to not only applicable laws and regulations but also to stay at par with best international practices.

## BOARD OF DIRECTORS

The following changes have taken place in the Board of your Company since the last Annual Report 2022:

Mr. Mohammad Younus Dagha resigned from the directorship of the Company on August 19, 2023, after serving on the Board and Board Audit Committee for more than 3 years. The Directors would like to express their appreciation for the contributions made by Mr. Dagha during his tenure as Director of the Company.

Mr. Jahangir Piracha joined the Board as an Independent Director on August 25, 2023, in place of Mr. Mohammad Younus Dagha and brings with him rich experience in the areas of Energy, Manufacturing, Human Resources and Procurement. The Board welcomes Mr. Piracha and looks forward to his valuable contributions towards the development and expansion of the Company's business.

### Total Number of Directors:

- a) Male: 9
- b) Female: 1

### **Composition:**

- a) Independent Directors: 4
- b) Non-executive Directors: 6

### **COMMITTEES OF THE BOARD**

The Board has set up four (4) Committees, details of which are provided in "Corporate Governance Section" of the Report on page no. 43.

### **DIRECTORS' REMUNERATION**

Shareholders at their 71<sup>st</sup> Annual General Meeting held on April 21, 2020 authorized the Board of Directors of the Company by way of a Special Resolution to determine from time to time, under and pursuant to Article 74 of the Company's Articles of Association, the fees payable to the Directors of the Company on such basis as the Board of Directors may determine including, without limiting the generality of the foregoing, the determination of different fees for the members of the Board of Directors, and for the members of each Committee of the Directors, and for the Chairman of the Board of Directors and for the Chairman of any Committee of Directors.

### **CHIEF EXECUTIVE OFFICER**

Following the election of Directors on January 23, 2023, Mr. Matin Amjad was re-appointed as Chief Executive Officer of the Company in accordance with the provisions of Section 187 of the Companies Act, 2017 on the existing terms and condition of his employment for a term of three years commencing from February 2, 2023.

### **DISCLOSURE OF SIGNIFICANT POLICIES ON WEBSITE**

The following policies, as approved by the Board, are available on the Company's website:

- a) Whistleblowing Policy
- b) Anti-Sexual Harassment Policy
- c) Code of Ethics
- d) Safety, Health, Environment & Quality (SHEQ) Policy
- e) Gender Diversity Policy

### **INTERNAL CONTROLS AND RISK MANAGEMENT**

The Company maintains sound internal control systems to provide reasonable assurance of efficiency and effectiveness of operations, reliability of financial reporting and compliance with applicable laws and regulations. Such systems are monitored effectively by the management; while the Board Audit Committee reviews the internal control systems based on assessment of risks and reports to the Board of Directors.

The Board of Directors ensures and maintains full and effective control over all significant strategic, financial, organizational and compliance risks. The Directors have delegated to the management, the establishment and implementation of the risk management system, to ensure reduction of risk to levels deemed acceptable by the Company.

### **AUDITORS**

The present auditors, BDO Ebrahim & Co, Chartered Accountants, retire and being eligible, have offered themselves for reappointment. As recommended by the Audit Committee, the Board of Directors recommend their reappointment as auditors of the Company for the year ending December 31, 2024, at a fee/ remuneration to be mutually agreed.

### **RELATED PARTY TRANSACTIONS**

The details of all related party transactions were placed periodically before the Audit Committee and upon its recommendation the same were reviewed and approved by the Board of Directors. The details of all related party transactions are disclosed in Note 41.1 annexed to the annual audited financial statements. All transactions with the Company's related parties were carried out at an arm's length price.



## DIRECTORS' ORIENTATION PROGRAM

In pursuance of the Regulations, the Company conducts a detailed orientation program for each of its newly elected or appointed directors to acquaint them with the Company's vision, mission, code of ethics, business operations, strategy, financial projections, and policies enabling them to effectively govern affairs of the Company for and on behalf of the shareholders. Moreover, the Chairman, at the beginning of term of each director, issues letters to all newly elected /appointed directors setting out their roles, obligations, powers, and responsibilities in accordance with the Act and Company's Articles of Association.

## DIRECTORS' TRAINING PROGRAM (DTP)

The majority of the Board members have completed their certification in DTP while one director was granted exemption by SECP based on prescribed qualification and experience. The Chief Executive Officer (a deemed director), Chief Financial Officer and Company Secretary also acquired certification in DTP from a recognized local institution.

## PATTERN OF SHAREHOLDING

Information with respect to pattern of shareholding along with categories of shareholders as at December 31, 2023 as required under section 227 of the Companies Act, 2017, is given in this report on page no. 103 and 104.

## FUTURE OUTLOOK

With a diversified business portfolio, a culture underpinned by a strong customer-centric approach, reliability of operations and robust management controls, the Company is well prepared to overcome the macro-economic challenges it faces. The significantly better

production efficiencies from both the new plants, the Company's new state-of-the-art 270 TPD ASU and the 11 TPS Electrode manufacturing plant, will contribute towards an improvement in the Company's financial performance, while at the same time provide a competitive edge in the market. With an energized team of people, the Company is well placed to deliver on its short and long-term objectives.

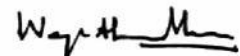
## ACKNOWLEDGEMENT

The Board of Directors would like to express its sincere thanks and appreciation for the hard work and dedication shown by the senior management team and all employees of the Company in competitive economic conditions throughout the year. The Board also wishes to acknowledge and thank our valued customers, suppliers, contractors and all the other stakeholders for their sustained trust and confidence in the Company.

On behalf of the Board



**Matin Amjad**  
Chief Executive Officer



**Waqar Ahmed Malik**  
Chairman

Karachi: February 26, 2024



## داخلی کنٹرول اور رسک مینجمنٹ

کردار، فرائض، اختیارات اور ذمہ داریوں کا تعین کرتے ہوئے خطوط جاری کرتا ہے۔

### ڈائریکٹرز کا ٹریننگ پروگرام (DTP)

بورڈ ممبرز کی اکثریت نے DTP میں اپنی سرٹیفیکیشن مکمل کر لی ہے جبکہ ایک ڈائریکٹر کو SECP کی جانب سے مجوزہ اہلیت اور تجربے کا حامل ہونے کی بنا پر استثناء دے دیا گیا ہے۔ چیف ایگزیکٹو آفیسر (متصور ڈائریکٹر) اور کمپنی سیکریٹری نے بھی ایک مقامی تسلیم شدہ ادارے سے DTP کی سرٹیفیکیشن حاصل کر لی ہے۔

### شیر ہولڈنگ کا طرز

کمپنیز ایکٹ 2017ء کے سیکشن 227 کے تحت مطلوب شیر ہولڈنگ کے طرز سے متعلق معلومات مع شیر ہولڈرز کی کیلگری برطانیہ 31 دسمبر 2023ء اس رپورٹ کے صفحہ نمبر 103 اور 104 پر درج ہے۔

### مستقبل کا منظر نامہ

متنوع کاروباری پورٹ فولیو، صارفین کو مرکزی اہمیت دینے کے مضبوط کلچر، قابل اعتماد آپریشنز اور مستحکم مینجمنٹ کنٹرولز کے ساتھ، کمپنی میکرو اکنامک چیلنجز پر قابو پانے کے لیے پوری طرح تیار ہے۔ کمپنی اپنے دونوں نئے پلانٹس، یعنی جدید ترین ASU 270 TPD اور TPS11 ایکٹروڈ میٹو فیکچرنگ پلانٹ سے نمایاں طور پر بہتر پیداواری کارکردگی کمپنی کی مالی کارکردگی میں بہتری لانے میں معاون ثابت ہوگی، جبکہ اس کے ساتھ ساتھ مارکیٹ میں مسابقتی برتری بھی فراہم کرے گی۔ اپنے متحرک عملے کے ساتھ، کمپنی اپنے مختصر اور طویل مدتی مقاصد کے حصول کے لیے اچھی حالت میں ہے۔

### تسلیمات

بورڈ آف ڈائریکٹرز کمپنی کی سینئر مینجمنٹ ٹیم اور تمام عملے کی غیر معمولی کاوشوں کا خلوص دل سے معترف ہے جنہوں نے زیر جائزہ سال کے دوران انتہائی مسابقتی معاشی ماحول میں کام کیا۔ نیز، کمپنی اپنے معزز صارفین، سپلائرز، ٹھیکے داروں، اور دیگر اسٹیک ہولڈرز کی جانب سے کمپنی پر مستقل اعتماد اور بھروسے پر ان کا شکریہ ادا کرتی ہے۔

منجانب بورڈ

Waqar Ahmad

وقار احمد ملک

چیئر مین

متین امجد

چیف ایگزیکٹو آفیسر

کراچی: 26 فروری 2024ء

کمپنی کا ایک مستحکم داخلی کنٹرول کا نظام موجود ہے جو آپریشنز کی استعداد اور اثر پذیری کو مناسب طور سے یقینی بنانے کے ساتھ ساتھ فنانشل رپورٹنگ کی بھرپور سامندی اور لاگو قوانین و ضوابط پر عمل درآمد کو بھی یقینی بناتا ہے۔ انتظامیہ ایسے نظام کی موثر نگرانی کرتی ہے جبکہ بورڈ آڈٹ کمیٹی رسکس کی تشخیص کی بنیاد پر داخلی کنٹرول کے نظام کا جائزہ لیتی ہے اور اس کی رپورٹس بورڈ آف ڈائریکٹرز کو پیش کرتی ہے۔

بورڈ آف ڈائریکٹرز تمام نمایاں حکمت عملی، مالیاتی، اداراتی اور کمپلائنس کے رسکس پر مکمل اور موثر کنٹرول کو یقینی بناتا ہے اور اسے برقرار رکھتا ہے۔ ڈائریکٹرز نے انتظامیہ کو رسک مینجمنٹ سسٹم قائم کرنے اور اس پر عمل درآمد کی ذمہ داری سونپ دی ہے تاکہ کمپنی کی متصور قابل قبول سطح تک رسک کی کمی کو یقینی بنایا جاسکے۔

### آڈیٹرز

موجودہ آڈیٹرز، BDO ابراہیم اینڈ کمپنی، چارٹرڈ اکاؤنٹنٹس ریٹائر ہو رہے ہیں اور اہل ہونے کی بنیاد پر انہوں نے خود کو دوبارہ تقرری کے لیے پیش کیا ہے۔ آڈٹ کمیٹی کی تجویز کے مطابق، بورڈ آف ڈائریکٹرز نے 31 دسمبر 2024ء کو ختم ہونے والے سال کے لیے انہیں کمپنی کے آڈیٹر کے طور پر باہمی رضامندی سے طے کی گئی فیس/ معاوضے پر دوبارہ تقرری کی سفارش کی ہے۔

### ریلیفڈ پارٹیز کے ساتھ لین دین

تمام ریلیفڈ پارٹیز کے ساتھ لین دین کی تفصیلات وقتاً فوقتاً آڈٹ کمیٹی کے سامنے پیش کی گئیں اور ان کی سفارشات پر بورڈ آف ڈائریکٹرز نے ان کا جائزہ لینے کے بعد منظوری دے دی ہے۔ تمام ریلیفڈ پارٹیز کی تفصیلات سالانہ آڈٹ شدہ مالیاتی گوشواروں کے ساتھ منسلک نوٹ 39.1 پر دی گئی ہیں۔ کمپنی کی ریلیفڈ پارٹیز کے ساتھ تمام لین دین کے معاملات آرمز لینتھ پرائس پر طے کیے گئے ہیں۔

### ڈائریکٹرز کا اورینٹیشن پروگرام

قواعد و ضوابط کی تعمیل میں کمپنی، ہر نئے منتخب یا تقرریے گئے ڈائریکٹر کو کمپنی کے وژن، مشن، ضابطہ اخلاق، کاروباری معاملات کی حکمت عملی، مالیاتی امکانات اور پالیسیوں کے بارے میں آگاہی فراہم کرنے کے لیے ایک تفصیلی اورینٹیشن پروگرام کا اہتمام کرتی ہے تاکہ وہ موثر طور پر کمپنی کے معاملات کو شیر ہولڈرز کی جانب سے انجام دے سکیں۔ اس کے علاوہ چیئر مین ہر ڈائریکٹر کی مدت کے آغاز پر تمام نئے منتخب شدہ/تقرریے گئے ڈائریکٹرز کو ایکٹ اور کمپنی کے آرٹیکلز آف ایسوسی ایشن کے مطابق ان کے

## خدشات، غیر یقینی حالات اور تحقیقات

### آپریٹل ریسکس

کمپنی اخلاقیات، تحفظ اور معیار کی ضمانت کے اعلیٰ ترین معیارات پر عمل پیرا ہے تاکہ اپنے صارفین کو مسلسل اور بلا تعطل مصنوعات اور خدمات کی فراہمی یقینی بنائی جائے۔

### فنانس ریسکس

کمپنی کو مالی اثاثہ جات اور قرضہ جات میں مجموعی طور پر نقصان کا خدشہ بہت محدود ہے۔ کمپنی کو یقین ہے کہ اسے قرضوں کے سلسلے میں کسی بڑے نقصان کا اندیشہ نہیں ہے کیونکہ اس قسم کے نقصان کے اندیشے کو کسٹمرز کو دی گئی ادھار کی حد سے قابو کیا جاسکتا ہے۔ کمپنی اپنے مالی نقصان کے اندیشے کو دور کرنے کے انتظامات کرتی ہے جس کی تفصیل مالیاتی گوشواروں کے نوٹ 39 میں درج ہے۔

### کمپلائنس ریسکس

بورڈ اور انتظامیہ نے نہ صرف قابل اطلاق قوانین اور ضوابط کی تعمیل کو یقینی بنانے کے لیے بلکہ بہترین بین الاقوامی طریقوں کے برابر رہنے کے لیے ایک مضبوط گورننس اور قانونی ڈھانچہ تشکیل دیا ہے۔

### بورڈ آف ڈائریکٹرز

گزشتہ سالانہ رپورٹ 2022ء سے اب تک آپ کی کمپنی کے بورڈ میں درج ذیل تبدیلیاں واقع ہوئی ہیں:

جناب محمد یونس ڈاگھانے 3 سال سے زائد عرصے تک بورڈ اور بورڈ آڈٹ کمیٹی میں خدمات انجام دینے کے بعد 19 اگست 2023ء کو کمپنی کی ڈائریکٹرشپ سے استعفا دے دیا۔ ڈائریکٹرز، کمپنی کے ڈائریکٹر کی حیثیت سے جناب ڈاگھانے کی خدمات کو خراج تحسین پیش کرتے ہیں۔

جناب جہانگیر پراچہ نے 25 اگست 2023ء کو جناب محمد یونس ڈاگھانے کی جگہ خود مختار ڈائریکٹر کی حیثیت سے بورڈ میں شمولیت اختیار کی۔ وہ توانائی، مینوفیکچرنگ، ہیومن ریسورسز اور پروکیورمنٹ کے شعبے میں وسیع تجربہ رکھتے ہیں۔ بورڈ پراچہ صاحب کا خیر مقدم کرتا ہے اور کمپنی کے کاروبار کی ترقی اور توسیع میں ان کے قابل قدر تعاون کے لیے پُر امید ہے۔

## ڈائریکٹرز کی کل تعداد

(الف) مرد: 9

(ب) خاتون: 1

### ہیٹ ٹرمینی

(الف) خود مختار ڈائریکٹرز: 4

(ب) نان ایگزیکٹو ڈائریکٹرز: 6

### بورڈ کی کمیٹیاں

بورڈ نے چار کمیٹیاں تشکیل دی ہیں جن کی تفصیلات رپورٹ کے صفحہ 43 پر ”کارپوریٹ گورننس سیکشن“ میں مہیا کی گئی ہیں۔

### ڈائریکٹرز کا معاوضہ

شیر ہولڈرز نے 71 ویں سالانہ اجلاس عام منعقدہ 21 اپریل 2020ء میں ایک خصوصی قرارداد کے ذریعے کمپنی کے بورڈ آف ڈائریکٹرز کو مجاز قرار دیا کہ وہ وقتاً فوقتاً کمپنی کے آرٹیکلز آف ایسوسی ایشن کے آرٹیکل 74 کی پیروی میں کمپنی کے ڈائریکٹرز کو قابل ادائیگی فیس کا تعین اس بنیاد پر کریں جیسا کہ بورڈ آف ڈائریکٹرز متعین کرے بشمول بورڈ آف ڈائریکٹرز کے ممبرز اور ڈائریکٹرز کی ہر کمیٹی کے ممبرز اور چیئر مین آف بورڈ آف ڈائریکٹرز اور ڈائریکٹرز کی کسی بھی کمیٹی کے چیئر مین کے لیے مذکورہ بالا عمومیت کو محدود کیے بغیر مختلف فیسوں کا تعین کرے۔

### چیف ایگزیکٹو آفیسر

23 جنوری 2023ء کو ہونے والے ڈائریکٹرز کے انتخابات کے بعد، جناب متین امجد کو دوبارہ کمپنی کا چیف ایگزیکٹو آفیسر مقرر کیا گیا، جو کمپنی ایکٹ 2017ء کے سیکشن 187 کے پروویژن کے مطابق، ان کی ملازمت کی موجودہ شرائط و ضوابط کی رو سے 3 سال کی مدت کے لیے ہے جس کا آغاز 2 فروری 2023ء سے ہوا۔

### نمایاں پالیسیوں کا ویب سائٹ پر اجرا

بورڈ کی منظور شدہ درج ذیل پالیسیاں کمپنی کی ویب سائٹ پر دستیاب ہیں:

ا. وسل بلوٹنگ پالیسی

ب. جنسی ہراسانی کے خلاف پالیسی

ج. ضابطہ اخلاق

د. تحفظ، صحت، ماحول اور معیار (SHEQ) کی پالیسی

ه. صنفی تنوع کی پالیسی



جدید نئی مصنوعات، بشمول اعلیٰ معیار کی ویلڈنگ الیکٹروڈ، "QuickPaç" اور مقامی طور پر تیار کردہ ویلڈنگ مشین، "Spark" کو بھی مارکیٹ میں کامیابی سے متعارف کروایا گیا۔

## آپریشنز

کمپنی کی پورٹ قاسم سائٹ پر 270 TPD کی صلاحیت کا حامل ملک کا سب سے بڑا ASU کامیابی سے فعال کیا گیا۔ یہ نیا جدید ترین ASU توانائی کی انتہائی بچت کے ساتھ کمپنی کو دوسرے اداروں پر برتری فراہم کرتا ہے۔ کمپنی نے پورٹ قاسم سائٹ پر ایک نیا TPS11 الیکٹروڈ پلانٹ بھی کامیابی سے فعال کیا ہے۔ تمام موجودہ مینوفیکچرنگ سائٹس بھی محفوظ، قابل اعتماد اور موثر طریقے سے کام کرتی رہیں۔

کمپنی کی مختلف مینوفیکچرنگ سائٹس درج ذیل سرٹیفیکیشن کی حامل ہیں:

- پورٹ قاسم سائٹ - فوڈ سیفٹی اسٹینڈرڈز سرٹیفیکیشن (FSSC 22000)، حلال سرٹیفیکیشن اور کوالٹی مینجمنٹ سسٹم 9001 ISO اور 45001 ISO
- سنڈر سائٹ - IMS سرٹیفیکیشن بشمول 9001 ISO، 14001 اور 45001 ISO، اور حلال سرٹیفیکیشن۔
- ملتان سائٹ - فوڈ سیفٹی اسٹینڈرڈز سرٹیفیکیشن (FSSC 22000)۔
- ویسٹ و ہارف سائٹ - IMS سرٹیفیکیشن بشمول 9001 ISO، 14001 ISO اور 45001 ISO۔

## ہیومن ریسورسز

کمپنی اپنے عملے کی مسلسل ترقی اور آگے بڑھنے کو ترجیح دیتی ہے۔ 2023ء میں، ادارتی اہلیت بہتر کرنے کے لیے، متعدد ملازمین کو نئی ذمہ داریاں دی گئی۔ کرسٹل، ٹیکنیکل اور کارپوریٹ شعبوں میں تمام اہم عہدوں کے لیے جانشینی کی منصوبہ بندی کا بھرپور نظام موجود ہے۔ کاروباری اہداف کے حصول میں اعلیٰ معیار کے فروغ کے لیے انعامات اور سراہنے کا مستحکم پروگرام بھی موجود ہے۔

کمپنی کا تمام عملہ ہر وقت کمپنی کے ضابطہء اخلاق و کمپلائنس پر عمل کرنے کا پابند ہے۔

## انفارمیشن سروسز

مصنوعات اور خدمات کے ساتھ انڈسٹری میں اپنا قائدانہ مقام برقرار رکھنے

کے لیے متعدد ڈیجیٹل منصوبے مکمل کیے گئے۔ صارفین کو مزید اطمینان بخش تجربے کی فراہمی کے لیے ایک نیا کسٹمر سیلف-سروس پورٹل بنایا گیا۔ یہ نظام محفوظ طریقے سے تمام صارفین کو ان کے اکاؤنٹس تک باسہولت رسائی فراہم کرتا ہے۔ SAP پروڈیکٹ سسٹم ماڈیول کا نفاذ پروڈیکٹ مینجمنٹ میں ہم آہنگی، وسائل کی تقسیم میں بہتری، اور منصوبوں پر موثر انداز میں عمل درآمد کے لیے بہتر فیصلہ سازی کا سبب بنا۔ اس کے علاوہ، ٹینک رائٹ سائزنگ اپیلی کیشن کے استعمال نے ٹینک اسائنمنٹ کو بہتر بنایا، جس کے نتیجے میں کسٹمرز کی ضروریات کے درست تعین کے ذریعے بچت ہوئی۔

## کمپنی کی بنیادی سرگرمیاں اور کاروباری شعبہ جات

کمپنی انڈسٹریل اور میڈیکل گیسز، ویلڈنگ الیکٹروڈز، ہارڈ گڈز اور میڈیکل آلات کی تیاری اور انجینئرنگ کی خدمات کی فراہمی میں مصروف عمل ہے۔ کمپنی اپنی سرگرمیوں کو دو شعبہ جات میں شمار کرتی ہے: انڈسٹریل، میڈیکل و دیگر گیسز؛ اور ویلڈنگ و دیگر۔

## کارپوریٹ گورننس کے بہترین طرز عمل کی پیروی

کمپنی کے کارپوریٹ گورننس کے بہترین طرز عمل پر عمل درآمد کی صورت حال کے بارے میں اسٹیٹمنٹ "کارپوریٹ گورننس سیکشن" میں صفحہ نمبر 41 پر درج ہے۔ اس کے علاوہ، "لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز 2019ء" کے ساتھ عمل درآمد کا اسٹیٹمنٹ مع آڈیٹر کی جائزہ رپورٹ برائے ممبرز بالترتیب صفحہ نمبر 48 اور 50 پر درج ہے۔

## منافع منقسمہ

کمپنی کی مالیاتی کارکردگی اور مستقبل کے نقد بہاؤ کی ضروریات کو مد نظر رکھتے ہوئے، کمپنی کے بورڈ آف ڈائریکٹرز نے 31 دسمبر 2023ء کو ختم ہونے والے سال کے لیے منافع منقسمہ کی ادائیگی کی تجویز نہیں دی ہے۔

## اہم آپریٹنگ اور مالیاتی ڈیٹا

گزشتہ دس سال کے لیے اہم آپریٹنگ اور مالیاتی ڈیٹا کے عمومی جائزے کا خلاصہ اس سالانہ رپورٹ کے صفحہ نمبر 52 پر درج ہے۔

## قومی خزانے میں شرکت

کمپنی کے قومی خزانے میں شرکت سے متعلق معلومات اس رپورٹ کے صفحہ نمبر 51 پر اسٹیٹمنٹ آف ویلویو ایڈڈ میں فراہم کی گئی ہیں۔



# ڈائریکٹرز کا جائزہ

آپ کے کمپنی کے ڈائریکٹرز نہایت مسرت کے ساتھ سالانہ رپورٹ مع کمپنی کے آڈٹ شدہ مالیاتی گوشوارے برائے سال ختم شدہ 31 دسمبر 2023ء پیش کرتے ہیں۔

## قومی معیشت

ممکن ہوا۔ اور ہیڈز پر سختی سے کنٹرول رکھا گیا اور وہ انتہائی بلند افراط زر کے باوجود 6% بڑھے۔ منافع قبل از سود اور ٹیکس 892 ملین روپے ریکارڈ کیا گیا، جو گزشتہ سال سے 30% زیادہ ہے۔ فنانس کی لاگت گزشتہ سال کے مقابلے میں 229% اضافے کے ساتھ 687 ملین روپے ہو گئی جس کی وجہ پالیسی ریٹ 16% سے بڑھ کر 22% ہونا اور پھر ASU270TPD اور ایکٹیوڈ 11 TPS منصوبوں سے متعلقہ فنانس لاگت تھی، جسے 2023ء میں کچھلا کر ڈیکریٹ کیا گیا۔ اس کے نتیجے میں، اس سال کا بعد از ٹیکس منافع 145 ملین روپے ریکارڈ کیا گیا، جو گزشتہ سال کی نسبت 66% کم ہے۔

## شعبہ جاتی کارکردگی صحت اور تحفظ

صحت اور تحفظ کے شعبے کمپنی کے لیے انتہائی توجہ کا مرکز ہیں۔ دونوں اہم منصوبے، یعنی ASU270TPD اور 11 TPS ایکٹیوڈ مینوفیکچرنگ پلانٹ 543,000 محفوظ افرادی گھنٹوں کے بعد کسی بڑے حادثے/LTI کے بغیر مکمل ہوئے۔ اس کے علاوہ، ہر آپریشنل مقام پر بھی تمام موجودہ آپریشنز کی بڑے حادثے/LTI کے بغیر انجام دیے گئے۔

## ماحول

ماحول دوست اقدامات کے حوالے سے کمپنی کے عزم کے تحت، ماحولیاتی اثرات کم کرنے والے پروگرام جاری رکھے گئے، جن میں 250 کلو واٹ سٹی ٹوانائی کا منصوبہ، پانی کے تحفظ کے منصوبے اور کمپنی کی تمام سائٹس پر فضلے سے متعلق اقدامات شامل ہیں۔

## ہیلتھ کیئر اینڈ میڈیکل انجینئرنگ سروسز

کمپنی نے ہیلتھ کیئر کے شعبے میں اپنا قائدانہ مقام برقرار رکھا، اور گزشتہ سال کے مقابلے میں 16% ترقی کی۔ میڈیکل گیسز کے شعبے میں بھی مارکیٹ شیئر 9% اضافے کے ساتھ برقرار رہا۔

## انڈسٹریل گیسز

طلب میں مجموعی کمی کے باعث اسٹیل، گلاس، شپ بریکنگ اور دیگر مینوفیکچرنگ کے شعبے متاثر ہوئے۔ تیل اور گیس کے شعبے میں ٹرانزوجن کی زیادہ فروخت اور CO2 برآمد کرنے کے مواقع سے فائدہ اٹھاتے ہوئے ان چینل جوں پر بڑی حد تک قابو پایا گیا۔

## ویلدنگ اور ہارڈ گڈز

گزشتہ سال کی نسبت اس شعبے میں 20% کی زبردست ترقی دیکھی گئی۔ اس کے لیے بڑھتی ہوئی لاگت کو پورا کرنے کے لیے قیمتوں میں اضافہ کیا گیا۔

2023ء میں پاکستان کی معیشت کو متعدد مشکلات کا سامنا رہا۔ توانائی کی بڑھتی ہوئی قیمتیں، افراط زر میں اضافہ، کرنٹ اکاؤنٹ خسارے کی وجہ سے ذخائر میں کمی اور روپے کی قدر میں گراؤ، درآمدی پابندیوں کی وجہ سے سپلائی چین میں خلل اور شرح سود میں اضافے جیسے منفی عوامل نے معاشی نمو کو متاثر کیا اور GDP میں 0.3% کی معمولی نمو دیکھی گئی جو مالی سال 2022-23ء کے لیے 3.5% کے ہدف سے بہت کم ہے۔ کنزیومر پرائس انڈیکس (CPI) دسمبر 2023ء میں 29.7% کی خطرناک سطح تک پہنچ گیا جس کے جواب میں SBP نے پالیسی ریٹ بڑھا کر 22% کر دیا۔ بڑے پیمانے پر مینوفیکچرنگ کے شعبے میں نومبر 2023ء میں سال بسال کی بنیاد پر 1.6% کی معمولی ترقی دیکھی گئی۔

## کمپنی کی کارکردگی کا عمومی جائزہ

کمپنی نے جدید ترین ایئر سیریشن یونٹ (ASU) کے کامیاب آغاز کے ساتھ ایک اہم سنگ میل عبور کیا۔ 6 ارب روپے سے زائد کی سرمایہ کاری پر مشتمل یہ نیا پلانٹ کمپنی کی پورٹ قاسم سائٹ پر واقع ہے۔ یہ پاکستان کا سب سے بڑا ASU ہے اور کمپنی کی پیداواری صلاحیت دگنی کرتا ہے۔ پلانٹ کی تعمیر کے دوران COVID-19 کی وجہ سے سپلائی چین میں خلل کے باوجود یہ پلانٹ کامیابی سے تیار ہوا۔ اپنا جدید ترین ٹیکنالوجی کے ساتھ یہ پلانٹ انتہائی بچت کے ساتھ توانائی کا استعمال کرتا ہے، اور نتیجتاً مارکیٹ کی نسبت کمپنی کی لاگت میں کمی کا باعث ہے۔

میکرو اکنامک چیلنجوں کے باوجود، کمپنی نے 8.6 ارب روپے کا خالص کاروبار کیا، جو گزشتہ سال کے مقابلے میں 18% زیادہ ہے۔ سٹورز پر پھر پور توجہ کے ساتھ، کمپنی اپنے متنوع سٹورز کے لیے صنعتی گیسوں کا تازہ ترین سپلائی رہی۔ ہیلتھ کیئر کے شعبے میں، کمپنی نے معیار اور قابل اعتماد ہونے کے ٹریک ریکارڈ کی بنیاد پر مارکیٹ میں اپنا قائدانہ مقام برقرار رکھا۔ ہارڈ گڈز سگمنٹ میں بھی 20% کا مستحکم اضافہ ہوا۔ تیل اور گیس کے شعبے میں مارکیٹ شیئر بڑھنے کے ساتھ، ٹرانزوجن کی فروخت گزشتہ سال کے مقابلے میں 41% زیادہ رہی۔ شپ بریکنگ، گلاس اور اسٹیل کے شعبوں میں آکسیجن کی مانگ کمزور رہی، جبکہ ہیلتھ کیئر کے شعبے میں آکسیجن کی فروخت میں اضافہ دیکھا گیا۔

سال کا مجموعی منافع 1.6 ارب روپے رہا، جو گزشتہ سال کے مقابلے میں 18% زیادہ ہے۔ یہ بنیادی طور پر مال کی بڑھتی ہوئی لاگت پوری کرنے کے لیے قیمتیں بڑھانے کے ساتھ ساتھ پورٹ قاسم پر ASU270TPD پلانٹ کے کامیاب آغاز کے بعد پلانٹ کی کارکردگی میں بہتری کے ذریعے

# Management Team



**MATIN AMJAD**  
Chief Executive Officer



**ZUBAIR SIDDIQUI**  
Chief Operating Officer



**SYED ALI ADNAN**  
Chief Financial Officer



**MAZHAR ALI**  
Head of Business-Healthcare &  
Medical Engineering Services



**ARSHAD MANZOOR**  
Head of Information  
Systems



**FARRIED AMAN SHAIKH**  
Head of Marketing, Business  
Development & Customer  
Services



**MAZHAR IQBAL**  
Head of Human Resources &  
Admin, Company Secretary &  
Financial Controller



**SHAHBAZ KHALIL**  
Head of Business - PGP,  
Hardgoods & Distributors

# CORPORATE GOVERNANCE

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Pakistan Oxygen Limited (the "Company") attaches great importance to good corporate governance and operates its business in full compliance with the Companies Act, 2017 (the "Act"), the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the "Regulations") and Company's Articles of Association as well as internal policies and procedures formulated by the Board of Directors (the "Board"). The governance of the Company is further strengthened by its code of ethics, risk management and sound internal control system which ensures objectivity, accountability and integrity. The Company continuously strives towards betterment of its governance to perpetuate it into generating long term economic value for its shareholders, customers, employees, other associated stakeholders and the society as a whole.

## COMPLIANCE STATEMENT

The Board has complied with the Regulations, the Act, the requirements of Rule Book of Pakistan Stock Exchange and the Financial Reporting Framework of Securities & Exchange Commission of Pakistan (SECP).

The Directors are pleased to state as follows:

- The financial statements, prepared by the management of the Company, present its state of affairs fairly, the result of its operations, cash flows and changes in equity.
- Proper books of account of the Company have been maintained.
- Appropriate accounting policies have been consistently applied in preparation of financial statements and accounting estimates are based on reasonable and prudent judgment.
- International Financial Reporting Standards (IFRS), as applicable in Pakistan, have been followed in preparation of financial statements and any departure therefrom has been adequately disclosed and explained.
- The Company maintains sound internal control system which provides reasonable assurance against any material misstatement or loss. Such system is monitored effectively by the management; while the Board Audit Committee reviews internal control system based on assessment of risks and reports to Board of Directors.
- There are no significant doubts upon the Company's ability to continue as a going concern.
- There has been no material departure from the best practices of corporate governance.
- Key operating and financial data of last 10 years in a summarized form is given on page no. 52 of this annual report.
- Information about outstanding taxes and levies, if any is given in the notes to the financial statements.
- Information with respect to significant business plans and decisions for the future prospects of profits have been stated in the Directors Report as approved by the Board.
- The management of the Company is committed to good corporate governance, and appropriate steps are taken to comply with the best practices.



## INVESTMENT IN RETIREMENT BENEFITS

The value of net asset available as benefits in the staff retirement funds as per their respective financial statements is as follows:

Name of Funds	Un-audited	Audited
Staff Provident Fund		Rs 182 million as at 31 July 2023
Employees' Gratuity Fund	Rs 197 million as at 31 December, 2023	Rs 193 million as at 31 December, 2022
Management Staff Pension Fund	Rs 89 million as at 31 December, 2023	Rs 88 million as at 31 December, 2022
Management Staff Defined Contribution Pension Fund	Rs 242 million as at 31 December, 2023	Rs 216 million as at 31 December, 2022

## COMPOSITION OF BOARD OF DIRECTORS

In pursuance of the Regulations, the Company encourages representation of Independent and Non-Executive Directors with gender diversity on its Board.

The existing Board of the Company, comprising ten (10) members and having core competencies, diversity, requisite skills,

knowledge and experience, fulfils the criteria as considered relevant in the context of the Company's operations.

The current composition of the Board is as follows:

### Total Number of Directors:

- (a) Male: 9
- (b) Female: 1

### Composition:

- Independent Directors: 4
- Non-Executive Directors: 6

The Chairman of the Board, who is Non-Executive Director, ensures that the Board plays an effective role in fulfilling all its responsibilities while the Independent and Non-Executive Directors constructively challenge and help in formulating the strategy.

During the year ten (10) meetings of the Board of Directors, six (6) meetings of its Audit Committee, seven (7) meetings of Board Strategy Committee, three (3) meetings of the Human Resource, Remuneration & Nomination Committee and six (6) meetings of the Share Transfer Committee were held. Attendance by each Director in the meetings of the Board and its Committees is as follows:

Name of Directors	Board of Directors	Board Audit Committee	Human Resource, Remuneration & Nomination Committee	Strategy Committee	Share Transfer Committee
	10	6	3	7	6
Mr. Waqar Ahmed Malik	10	-	-	7	-
Mr. Atif Aslam Bajwa	8	-	3	-	-
Syed Hassan Ali Bukhari	10	-	3	-	5
Mr. Javed Kureishi	8	5	-	6	-
Mr. Jahangir Piracha*	5	1	-	-	-
Mr. Matin Amjad**	10	-	-	7	6
Mr. Mohammad Iqbal Puri	9	-	-	-	-
Mr. Mohammad Younus Dagha*	5	2	-	-	-
Mr. Shahid Mehmood Umerani	10	-	3	1	-
Mr. Siraj Ahmed Dadabhoy	10	-	-	7	-
Mr. Tayyeb Afzal	9	6	-	6	-
Ms. Tushna D Kandawalla	8	5	3	-	-

\*Mr. Mohammad Younus Dagha resigned from the Board w.e.f. August 19, 2023, and Mr. Jahangir Piracha was appointed in his place w.e.f. August 25, 2023.

\*\*Mr. Matin Amjad, Chief Executive, is a deemed director.

Leave of absence was granted to Directors who could not attend the meetings.

## ROLE AND RESPONSIBILITY OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Board of Directors has clearly defined the respective roles and responsibilities of the Chairman (Non-Executive) and the Chief Executive Officer.

The role of the Chairman is primarily to manage the Board, its various Committees and to ensure effective oversight of the Company's operations and performance in line with the business plan and strategy. The Chairman also ensures that the Board discharges its various fiduciary and other responsibilities as per the applicable laws and regulations.

Additionally, the Chairman sets the agenda of the meeting of the Board and ensures that reasonable time is available for discussion of the same. Moreover, the Chairman, at the beginning of term of each director, issues letter to Directors setting out their roles, obligations, powers and responsibilities in accordance with the Act and Company's Articles of Association. The Role of the Chairman is described in detail in Chairman's review on page no. 28.

The Chief Executive is responsible for all matters pertaining to the operations and functioning of the Company which, among others, include the following:

- making major corporate decisions
- managing the overall operations and resources of the Company
- acting as the main point of communication between the Board and corporate operations
- communicating, on behalf of the Company, with shareholders, government entities, and the customers
- formulating/crafting and leading the development of the Company's short and long term strategy; and
- implementing the Company's vision and mission.

## COMMITTEES OF THE BOARD

The Committees of the Board act in line with their respective terms of reference as determined by the Board. These Committees assist the Board in the discharge of its fiduciary responsibilities. All committees of the Board were reconstituted on February 02, 2023, after the election of Directors on January 23, 2023.

## AUDIT COMMITTEE WITH BRIEF TERMS OF REFERENCE

The Board Audit Committee (BAC) assists the Board in fulfilling its responsibilities, primarily in reviewing and reporting financial and non-financial information to shareholders and complying with all relevant statutory requirements and best practices of the Code of Corporate Governance. The BAC also ascertains that the internal control system is adequate and effective, and reports matters of significance to the Board. The BAC is authorized to call for information from management and to consult directly with independent professionals as considered appropriate.

The BAC of the Company consists of the three (3) Independent Directors and one (1) Non-Executive Director. The Chairman of the Committee is an Independent Director and financially literate. The Chief Executive Officer and Chief Financial Officer attends meetings by invitation only with limited participation. The External Auditors attend the meetings of the BAC by invitation at which issues relating to accounts and audit are discussed. The Committee meets the External Auditors at least once a year without the Chief Financial Officer and the Head of Internal Audit being present.

The Audit Committee also meets the Head of Internal Audit and other members of the internal audit function, at least once in a year, without the Chief Financial Officer and the External Auditors being present. The present members of BAC are as follows:

1. Mr. Tayyeb Afzal Chairman	Independent Director
2. Mr. Javed Kureishi Member	Non-Executive Director
3. Mr. Jahangir Piracha Member	Independent Director
4. Ms. Tushna D. Kandawalla Member	Independent Director



Mr. Mazhar Iqbal, Company Secretary is the Secretary of the Committee.

The internal audit function has been outsourced by the Company to a professional services firm, M/s EY Ford Rhodes & Co, Chartered Accountants. Consequently, the Company has designated the Company Secretary as Head of Internal Audit who holds the required qualification and experience as prescribed under the Regulations to act as coordinator between the firm providing internal audit services and the Board or the BAC.

### HUMAN RESOURCE, REMUNERATION AND NOMINATION COMMITTEE WITH BRIEF TERMS OF REFERENCE

The Human Resource, Remuneration and Nomination Committee (HRR&NC) assists the Board in effective discharge of its responsibilities in matters relating to appointments of senior executives and their remuneration as well as management performance review, succession planning and career development. The HRR&NC supports the Board in search of potential candidates for election of directors including filling up casual vacancy(ies) occurring on the Board. The HRR&NC also nominates candidate(s) and assists the Board in evaluation of their skills, knowledge and experience as considered relevant in the context of Company's operations.

The HRR&NC comprises of two (2) Non-Executive Directors and two (2) Independent Directors including the Chairman who is an Independent Director. The present members are as follows:

1. Mr. Atif Aslam Bajwa Chairman	Independent Director
2. Syed Hassan Ali Bukhari Member	Non-Executive Director
3. Mr. Shahid Mehmood Umerani Member	Non-Executive Director
4. Ms. Tushna D. Kandawalla Member	Independent Director

The Secretary of the Committee is Mr. Mazhar Iqbal, Head of Human Resources & Admin, Company Secretary & Financial Controller.

### STRATEGY COMMITTEE WITH BRIEF TERMS OF REFERENCE

The Strategy Committee formulates strategic policies and provides advisory to the Board members on important business direction including organizational matters and mergers & acquisitions, thereby supporting the Board and the CEO in achieving Company's strategic goals to deliver a long-term shareholders value creation.

The Committee comprises five (5) members including three (3) Non-Executive Directors, one (1) Independent Director and Chief Executive Officer. The present members of the Committee are as follows:

1. Mr. Waqar Ahmed Malik Chairman	Non-Executive Director
2. Mr. Javed Kureishi Member	Non-Executive Director
3. Mr. Matin Amjad Member	Chief Executive Officer
4. Mr. Siraj Ahmed Dadabhoy Member	Non-Executive Director
5. Mr. Tayyeb Afzal Member	Independent Director

Syed Ali Adnan, Chief Financial Officer, is the Secretary of the Committee.

### SHARE TRANSFER COMMITTEE

The Committee approves registration, transfers and transmission of shares, a summary of which is subsequently notified to the Board.

This Committee comprises of the following members:

1. Syed Hassan Ali Bukhari Chairman	Non-Executive Director
2. Mr. Matin Amjad Member	Chief Executive Officer

The Secretary of the Committee is Ms. Amna Mustafa, Deputy Manager Reporting and Corporate Compliance.



## INTERNAL AND EXTERNAL AUDIT

### Internal Audit

At Pakistan Oxygen Limited, Internal Audit aims to assist the Board and management in discharging their responsibilities by identifying and carrying out independent, objective audits as well as consultancy services aimed at creating value and improvement of business processes. It helps the organization to achieve its objectives by assessing and helping to improve the effectiveness of risk management, control mechanisms and governance, management, and monitoring of processes through a systematic and targeted approach.

To maintain the highest level of independence, Internal Audit has a functional reporting relationship directly to the BAC. Such a reporting structure allows the Internal Audit to be completely independent from the Company's operations and to receive appropriate support in fulfilling the required role. In addition, the Internal Audit has unrestricted access to the BAC Chairman, the Chief Executive Officer and the Chief Financial Officer of the Company to ensure that effective reporting and communication lines exist and guidance is sought as required. In order to ensure transparency of Internal Audit, all reports are shared with the External Auditors and all material findings from both internal and external audits are fully analyzed and discussed by the Audit Committee and the Board.

The BAC reviews all Internal Audit reports which are also discussed in detail with the BAC Chairman regularly. The work of Internal Audit is focused on areas of material risks to the Company, determined on the basis of a risk-based planning approach.

The Internal Audit follows the key principles of objectivity in gathering, assessment and communication of findings; independence from the audited entity; unlimited access to relevant information; integrity in execution of its functions and confidentiality. Internal Audit also follows the Company's Code of Ethics.

### External Audit

The external auditors are appointed on a yearly basis at the Annual General Meeting of the Company as proposed by the BAC and recommended by the Board. The annual financial statements and half yearly reports are audited and reviewed by an independent external auditor (BDO Ebrahim & Co.) which are then circulated for consideration and approval by the BAC & the Board. Annual and six-monthly financial statements are initialed by the external auditors before presenting them to the BAC and the Board of Directors for approval. In addition to conducting audits and reviews, the auditors also report on any matters arising from the audit, particularly in the key areas of focus.

## BEST CORPORATE PRACTICES

The Company is committed to integrity in all its business dealings. Integrity and ethical values are prerequisites for everyone at the Company.

Governance standards and best corporate practices are regularly reviewed and updated by the Board to ensure their effectiveness and relevance in line with the Company's objective including implementation thereof.

The Directors are also updated on promulgation of or amendment to the laws, rules or regulations as notified by Securities & Exchange Commission of Pakistan and Pakistan Stock Exchange from time to time for information and compliance therewith.

The Board with active participation of all members in its meetings formulates and approves policies, strategies, business plans and provides guidance on operations and matters of significant importance. Additionally, the Board gives priority to compliance with all applicable legal and listing requirements.

## CODE OF ETHICS

The Company is committed to conducting its business in accordance with all applicable laws, rules and regulations and the highest ethical standards.

The Company has in place a Code of Ethics. This policy is designed to help employees conduct business in a legal and legitimate way and avoid violations of the Code of Ethics. Hence, all Company personnel, working at all levels and grades, including senior managers, officers, directors, employees (whether permanent or temporary) are expected to conduct themselves with honesty, fairness and highest ethical standards, follow the Code of Ethics in letter and spirit, as well as abide by all anticorruption/bribery laws of Pakistan, and any other country where such Company personnel may conduct business for and on behalf of the Company, and avoid even the perception of impropriety or a conflict of interest.

The Company has a zero-tolerance approach to bribery and corruption in order to eliminate such undesirable behavior from the Company.

### **INSIDER TRADING**

The Company strictly observes 'closed period' prior to announcement of its interim and final results as prescribed in the Rule Book of Pakistan Stock Exchange during which no director, CEO, CFO, Company Secretary, Head of Internal Audit, designated executives, as determined by the Board, and their spouses can directly or indirectly deal in the shares of the Company.

During the year under review, no trading in the shares of the Company was carried out by its Directors, Chief Executive, Chief Financial Officer, Company Secretary, Head of Internal Audit, designated executives of the Company and their spouses except bonus and right shares issued to the said persons in their capacity as shareholders of the Company.

### **COMPETITION LAW**

The Company strongly believes in free and fair competition as embodied in its Code of Ethics. The Company fully supports healthy competition in the country and aggressively but fairly competes with its competitors staying within the bounds of applicable laws. At Pakistan Oxygen, we endeavor to win a business in a legitimate manner and to provide

better products & services to our customers.

The Legal & Secretarial Department of the Company also endeavors to keep all the functional heads of the Company well informed of the importance of the competition laws and shares with them all related news items that appear from time to time in the press to ensure compliance with the competition laws.

### **DISCLOSURE AND TRANSPARENCY**

For the purpose of transparency, the Company always aims to provide shareholders and public up-to-date information about its business activities through the stock exchange, the press, its website and periodic financial statements as the case may be. The Company also publishes a financial calendar, which appears in its annual report, showing a tentative schedule for the announcement of financial results to be made in a calendar year.

Moreover, the Company follows the Act, and applicable International Financial Reporting Standards and endeavors to provide as much supplementary information in the financial statements as possible.

### **MATERIAL INTERESTS OF THE BOARD OF DIRECTORS**

At the time of election/appointment and thereafter, on an annual basis, each of the Directors is required to disclose his/her directorship or membership held in any other body corporate or firm in compliance with Section 205 of the Companies Act, 2017. List of offices held by the directors is maintained and updated as and when any change is notified by a director which helps determine the related parties.

### **RELATED PARTY TRANSACTIONS**

The details of all related party transactions are placed before the BAC and upon its recommendations the same are put up before the Board for review and approval.



## EVALUATION OF THE BOARD'S OWN PERFORMANCE AND ITS COMMITTEE(S)

The Board has aligned its mechanism for performance evaluation in line with regulatory requirements. On the basis of this mechanism, the directors have carried out in-house annual evaluation of the Board's own performance as well as performance of the BAC of the Company. The mechanism is designed to assess and identify strengths and weaknesses in the performance of the Board, and its BAC covering sound corporate governance practices, strategy, roles of the Chairman, Directors & CEO, objective settings, effectiveness of the Board and its Committees.

An evaluation proforma link is circulated to each of the members of the BAC requiring them to complete the questionnaires online with their comments. Directors provide their candid feedback through online questionnaires identifying issues, weaknesses, and challenges. Results are compiled by the Company Secretary and shared with the Chairman. Subsequently, the results/findings in final report are submitted by the Chairman in the meeting of the Board with the intent to formulate the requisite strategies and action plans to address the identified challenges/issues for further improvement.

## ANNUAL GENERAL MEETING

The Company considers the Annual General Meeting as the most appropriate forum for open and transparent discussions with its shareholders where they get an opportunity to review business performance as well as financial information as contained in the annual report and accounts. The event not only provides an opportunity for the shareholders to raise questions to the directors present but is also an opportunity for informing the shareholders about the future direction of the Company.

As the Company believes in transparency and disclosure of information for all its stakeholders, the Company, as required, gives notice of the general meeting in the press well before the prescribed time.

## PATTERN OF SHAREHOLDING

A statement showing the pattern of shareholding together with additional information thereon is given on page no. 103 and 104 to disclose the aggregate number of shares with the breakup of certain classes of shareholders as at December 31, 2023.

Details of shareholders, holding 10% or more shares as at December 31, 2023, are given hereunder:

S. No.	Name of Shareholders	Shares Held	Percentage
1	Adira Capital Holdings (Private) Limited	29,233,970	33.55
2	Soorty Enterprises (Private) Limited	10,566,543	12.13

The highest, lowest, and closing (year-end) market prices of Pakistan Oxygen shares during 2023 were as under:

Highest	03.03.2023	Rs 167.00
Lowest	04.09.2023	Rs 69.69
Closing (at year-end)	29.12.2023	Rs 88.07



# STATEMENT OF COMPLIANCE

With Listed Companies (Code of Corporate Governance) Regulations, 2019  
For the Year ended December 31, 2023

Pakistan Oxygen Limited (the "Company") has complied with the requirements of the Regulations in the following manner:

- The total number of directors are ten (10) as per the following:
    - Male: 9
    - Female: 1
  - The composition of board is as follows:

**INDEPENDENT DIRECTORS**

    - Mr. Atif Aslam Bajwa
    - Mr. Jahangir Piracha
    - Mr. Tayyeb Afzal
    - Ms. Tushna D Kandawalla

**NON-EXECUTIVE DIRECTORS**

    - Mr. Waqar Ahmed Malik
    - Mr. Siraj Ahmed Dadabhoy
    - Syed Hassan Ali Bukhari
    - Mr. Shahid Mehmood Umerani
    - Mr. Javed Kureishi
    - Mr. Mohammad Iqbal Puri

**DEEMED DIRECTOR**

    - Mr. Matin Amjad - CEO
  - The directors have confirmed that none of them is serving as a director on more than seven listed companies, including this Company;
  - The Company has prepared a Code of Ethics as its 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;
  - The Board of Directors' (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 significant policies along with their date of approval or updating is maintained by the Company;
  - 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;
  - 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 the Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board;
  - The Board has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and the Regulations.
  - Majority of the Board members have completed their certification in DTP while one director was granted exemption by SECP based on prescribed qualification and experience. The Chief Executive Officer (a deemed director) and Company Secretary also acquired certification in DTP from a recognized institution.
- The Directors, who do not hold DTP certificates, are well conversant with their duties and responsibilities as directors of a listed Company.
- No new appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit has been made. However, the Board has approved their annual remuneration

and terms and conditions of employment and complied with relevant requirements of the Regulations.

11. Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board.

12. The Board has formed committees comprising of members given below:

#### AUDIT COMMITTEE

1. Mr. Tayyeb Afzal Chairman	Independent Director
2. Mr. Javed Kureishi Member	Non-Executive Director
3. Mr. Jahangir Piracha Member	Independent Director
4. Ms. Tushna D. Kandawalla Member	Independent Director

#### HUMAN RESOURCE, REMUNERATION & NOMINATION COMMITTEE

1. Mr. Atif Aslam Bajwa Chairman	Independent Director
2. Syed Hassan Ali Bukhari Member	Non-Executive Director
3. Mr. Shahid Mehmood Umerani Member	Non-Executive Director
4. Ms. Tushna D. Kandawalla Member	Independent Director

13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committees for compliance.

14. The frequency of meetings of the committees was as per the following:

a. Audit Committee	6 meetings held
b. Human Resource, Remuneration & Nomination Committee	3 meetings held

15. The Board has outsourced the internal audit function to M/s EY Ford Rhodes & Co., Chartered Accountants, who are considered

suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Company.

16. The statutory auditors of the Company have confirmed that they have been given a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan (ICAP) and registered with Audit Oversight Board of Pakistan, that they and all their partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP and that they and the partners of the firm involved in the audit are not a close relative (spouse, parent, dependent and non-dependent children) of the Chief Executive Officer, Chief Financial Officer, head of Internal Audit, Company Secretary or Directors of the Company;

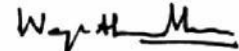
17. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, these Regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard.

18. We confirm that all requirements of the regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.

On behalf of the Board



Matin Amjad  
Chief Executive Officer



Waqar Ahmed Malik  
Chairman

Karachi: February 26, 2024





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Pakistan

**INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF PAKISTAN OXYGEN LIMITED ON THE STATEMENT OF COMPLIANCE CONTAINED IN LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019**

We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) prepared by the Board of Directors of Pakistan Oxygen Limited for the year ended December 31, 2023 in accordance with the requirements of regulation 36 of the Regulations.

The responsibility for compliance with the Regulations is that of the Board of Directors of the Company. Our responsibility is to review whether the Statement of Compliance reflects the status of the Company's compliance with the provisions of the Regulations and report if it does not and to highlight any non-compliance with the requirements of the Regulations. A review is limited primarily to inquiries of the Company's personnel and review of various documents prepared by the Company to comply with the Regulations.

As part of our audit of the financial statements, we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We are not required to consider whether the Board of Directors' statement on internal control covers all risks and controls or to form an opinion on the effectiveness of such internal controls, the Company's corporate governance procedures and risks.

The Regulations require the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval, its related party transactions. We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee.

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended December 31, 2023.

**KARACHI**

**DATED: February 26, 2024**

**UDIN: CR202310067FA38CfLp7**

**CHARTERED ACCOUNTANTS**

Engagement Partner: Zulfikar Ali Causer

BDO Ebrahim & Co. Chartered Accountants

BDO Ebrahim & Co., a Pakistan registered partnership firm, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.



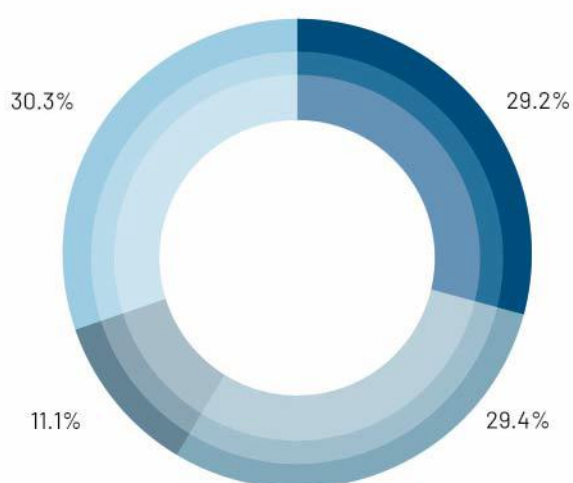
## STATEMENT OF VALUE ADDED

The statement below shows the amount of wealth generated by the Company employees and its assets during the year and the way this wealth has been distributed:

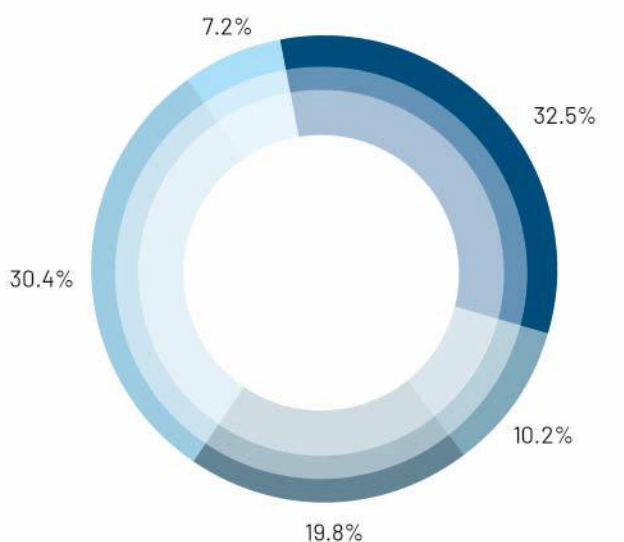
Rupees in '000	2023	2022
<b>Wealth generated</b>		
Total Revenue (net of trade discount and sales tax)	8,647,352	7,341,073
Bought-in-material & services	(6,312,370)	(5,295,222)
	<b>2,334,982</b>	<b>2,045,851</b>
<b>Wealth distributed</b>		
To employees		
Salaries, wages and benefits	706,561	622,067
To Government		
Income tax on profit, workers' funds, import duties and un-adjustable sales tax	260,183	404,082
To providers of capital		
Issuance of bonus shares to shareholders *	-	146,477
To lenders		
Finance cost	686,848	209,043
Retained in the business		
Represented by depreciation and transfer to general reserves for replacement of fixed assets	681,390	664,183
	<b>2,334,982</b>	<b>2,045,851</b>

\*Bonus shares issued subsequent to the year end.

Wealth generated and distributed 2023



Wealth generated and distributed 2022



Net retention
  To lenders
  To Government
  To employees
  To shareholders

# TEN-YEAR FINANCIAL REVIEW

Rupees in '000	2014	2015	2016
<b>Operating results</b>			
Sales	3,925,036	3,914,176	3,954,638
Gross profit	710,372	829,223	895,994
Profit from operations	295,078	351,619	420,199
Profit before taxation	177,402	191,805	309,589
Taxation	(50,515)	(50,951)	(92,703)
Profit after taxation	126,887	140,854	216,886
Dividends	112,674	125,194	125,194
Bonus shares issued	-	-	-
<b>Capital employed</b>			
Paid-up capital	250,387	250,387	250,387
Revenue reserves and unappropriated profit	1,440,580	1,469,133	1,562,974
Deferred liabilities	339,425	399,414	397,383
Lease liabilities	-	-	-
Long-term liabilities and borrowings (net of cash)	1,171,059	1,371,743	1,184,877
	<b>3,201,451</b>	<b>3,490,677</b>	<b>3,395,621</b>
<b>Represented by:</b>			
Non - current assets	3,214,373	3,193,016	3,212,333
Working capital	(12,922)	297,661	183,288
	<b>3,201,451</b>	<b>3,490,677</b>	<b>3,395,621</b>
<b>Statistics</b>			
Expenditure on fixed assets	400,265	279,445	350,411
Annual depreciation & amortisation	290,509	328,713	344,959
Earnings per share (restated)-Rupees	1.73	1.92	2.96
Dividend per share-Rupees	4.50	5.00	5.00
Dividend cover-times	1.13	1.13	1.73
Net asset backing per share-Rupees	28.86	29.35	30.95
Return on average shareholders' fund (based on profit after tax)	7.48%	8.26%	12.28%
Dividend on average shareholders' fund	6.64%	7.34%	7.09%
Return on average capital employed (based on profit before financial charges & tax)	9.59%	9.51%	12.20%
Price/earning ratio (unadjusted)-times	95.80	48.36	52.78
Dividend yield ratio	2.17%	4.30%	2.56%
Dividend payout ratio	88.80%	88.88%	57.72%
Fixed assets/turnover ratio	1.22	1.23	1.23
Debt/equity ratio (long term debt / equity)	37:63	43:57	36:64
Current ratio	0.86	1.09	0.75
Interest cover-times	2.51	2.52	3.80
Debtors turnover ratio	14.49	10.68	8.25
Gross profit ratio-percentage (%) of turnover	18.10%	21.19%	22.66%
Market value per share at year end	207.48	116.25	195.37



2017	2018	2019	2020	2021	2022	2023
4,412,652	4,860,059	4,666,590	5,545,137	7,005,454	7,296,365	8,589,000
991,727	1,109,531	1,065,756	1,103,569	1,360,449	1,324,450	1,560,630
435,398	654,850	569,929	616,306	752,822	684,452	892,355
340,021	538,531	396,879	452,717	633,505	475,409	205,507
(99,988)	(139,836)	(96,294)	(106,436)	(182,401)	(55,359)	(60,769)
240,033	398,695	300,585	346,281	451,104	420,050	144,738
137,713	175,271	-	-	-	-	-
-	75,116	65,101	78,121	117,181	146,477	-
250,387	250,387	325,503	390,604	468,725	585,906	871,240
1,716,975	3,648,593	3,818,236	4,111,221	4,524,471	7,178,054	7,767,409
356,990	317,812	282,803	259,292	235,765	159,979	117,847
-	-	29,530	23,211	20,588	17,968	14,715
1,146,845	1,288,606	1,505,282	1,299,109	2,688,097	6,859,228	7,758,518
<b>3,471,197</b>	<b>5,505,398</b>	<b>5,961,354</b>	<b>6,083,437</b>	<b>7,937,646</b>	<b>14,801,135</b>	<b>16,529,729</b>
3,030,626	4,661,754	4,575,999	4,597,390	6,019,310	12,188,150	13,649,937
440,571	843,644	1,385,355	1,486,046	1,918,336	2,612,985	2,879,792
<b>3,471,197</b>	<b>5,505,398</b>	<b>5,961,354</b>	<b>6,083,436</b>	<b>7,937,646</b>	<b>14,801,135</b>	<b>16,529,729</b>
175,133	210,914	254,493	407,448	1,802,659	4,147,928	2,005,063
358,751	367,847	359,643	379,052	379,442	390,610	536,652
3.28	5.44	4.10	4.73	6.16	5.74	1.66
5.5	7.00	-	-	-	-	-
1.74	2.27	-	-	-	-	-
33.58	66.55	70.72	76.84	85.22	132.51	99.15
12.70%	13.59%	7.47%	8.01%	9.50%	6.59%	1.76%
7.29%	5.98%	-	-	-	-	-
12.68%	14.59%	9.94%	10.23%	10.73%	6.02%	5.70%
53.91	30.86	32.16	25.94	19.86	19.49	53.03
2.49%	3.33%	-	-	-	-	-
57.37%	43.96%	-	-	-	-	-
1.46	1.04	1.02	1.21	1.16	0.60	0.63
25:75	6:94	0:100	5:95	23:77	38:62	37:63
0.89	0.89	1.03	1.22	1.27	1.06	0.97
4.57	5.63	3.29	3.77	6.31	3.27	1.30
7.44	7.25	6.17	7.73	11.21	9.85	7.94
22.47%	22.83%	22.84%	19.90%	19.42%	18.15%	18.17%
220.85	210.00	165.00	153.33	152.92	139.75	88.1

# STATEMENT OF PROFIT OR LOSS

## VERTICAL AND HORIZONTAL ANALYSIS

Rupees in '000	2023	2022	2021	2020	2019	2018
Net sales	8,589,000	7,296,365	7,005,454	5,545,137	4,666,590	4,860,059
Cost of sales	(7,028,370)	(5,971,915)	(5,645,005)	(4,441,568)	(3,600,834)	(3,750,528)
<b>Gross profit</b>	<b>1,560,630</b>	<b>1,324,450</b>	<b>1,360,449</b>	<b>1,103,569</b>	<b>1,065,756</b>	<b>1,109,531</b>
Distribution and marketing expenses	(366,356)	(329,041)	(302,261)	(249,234)	(253,805)	(207,554)
Administrative expenses	(321,416)	(295,854)	(265,258)	(245,902)	(223,943)	(207,487)
Other operating expenses	(38,855)	(59,811)	(76,167)	(55,423)	(45,454)	(55,429)
Other income	58,352	44,708	36,059	63,296	27,375	15,789
<b>Operating profit</b>	<b>892,355</b>	<b>684,452</b>	<b>752,822</b>	<b>616,306</b>	<b>569,929</b>	<b>654,850</b>
Finance costs	(686,848)	(209,043)	(119,317)	(163,589)	(173,050)	(116,319)
<b>Profit before tax</b>	<b>205,507</b>	<b>475,409</b>	<b>633,505</b>	<b>452,717</b>	<b>396,879</b>	<b>538,531</b>
Taxation	(60,769)	(55,359)	(182,401)	(106,436)	(96,294)	(139,836)
<b>Profit for the year</b>	<b>144,738</b>	<b>420,050</b>	<b>451,104</b>	<b>346,281</b>	<b>300,585</b>	<b>398,695</b>
<b>Vertical analysis - percentage (%) of sales</b>						
Net sales	100	100	100	100	100	100
Cost of sales	(82)	(82)	(81)	(80)	(77)	(77)
<b>Gross profit</b>	<b>18</b>	<b>18</b>	<b>19</b>	<b>20</b>	<b>23</b>	<b>23</b>
Distribution and marketing expenses	(4)	(5)	(4)	(4)	(5)	(4)
Administrative expenses	(4)	(4)	(4)	(4)	(5)	(4)
Other operating expenses	(0)	(1)	(1)	(1)	(1)	(1)
Other operating income	0.7	0.6	0.5	1.1	0.6	0.3
<b>Operating profit</b>	<b>11</b>	<b>9</b>	<b>11</b>	<b>11</b>	<b>12</b>	<b>13</b>
Finance costs	(8)	(3)	(2)	(3)	(4)	(2)
<b>Profit before tax</b>	<b>3</b>	<b>6</b>	<b>9</b>	<b>8</b>	<b>9</b>	<b>11</b>
Taxation	(1)	(1)	(3)	(2)	(2)	(3)
<b>Profit for the year</b>	<b>2</b>	<b>5</b>	<b>6</b>	<b>6</b>	<b>6</b>	<b>8</b>
<b>Horizontal analysis (year on year) percentage increase / (decrease) over preceding year</b>						
Net sales	18	4	26	19	(4)	10
Cost of sales	18	6	27	23	(4)	10
<b>Gross profit</b>	<b>18</b>	<b>(3)</b>	<b>23</b>	<b>4</b>	<b>(4)</b>	<b>12</b>
Distribution and marketing expenses	11	9	21	(2)	22	(27)
Administrative expenses	9	12	8	10	8	(12)
Other operating expenses	(35)	(21)	37	22	(18)	(12)
Other operating income	31	24	(43)	131	73	(42)
<b>Operating profit</b>	<b>30</b>	<b>(9)</b>	<b>22</b>	<b>8</b>	<b>(13)</b>	<b>50</b>
Finance costs	229	75	(27)	(5)	49	22
<b>Profit before tax</b>	<b>(57)</b>	<b>(25)</b>	<b>40</b>	<b>14</b>	<b>(26)</b>	<b>58.38</b>
Taxation	10	(70)	71	11	(31)	40
<b>Profit for the year</b>	<b>(66)</b>	<b>(7)</b>	<b>30</b>	<b>15</b>	<b>(25)</b>	<b>66</b>

# STATEMENT OF FINANCIAL POSITION

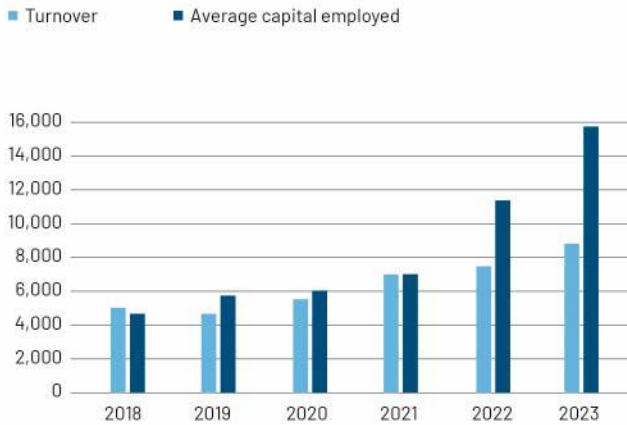
## VERTICAL AND HORIZONTAL ANALYSIS

Rupees in '000	2023	2022	2021	2020	2019	2018
<b>Equity and liabilities</b>						
Total equity	8,638,649	7,763,960	4,993,196	4,501,825	4,143,739	3,898,980
Total non-current liabilities	4,858,823	4,740,210	1,823,548	603,633	505,849	502,630
Total current liabilities	5,154,110	4,926,749	2,990,205	2,283,719	2,413,481	2,295,628
<b>Total equity and liabilities</b>	<b>18,651,582</b>	<b>17,430,919</b>	<b>9,806,949</b>	<b>7,389,177</b>	<b>7,063,069</b>	<b>6,697,238</b>
<b>Assets</b>						
Total non-current assets	13,649,937	12,188,150	6,019,310	4,597,390	4,575,999	4,661,754
Total current assets	5,001,645	5,242,769	3,787,639	2,791,787	2,487,070	2,035,484
<b>Total assets</b>	<b>18,651,582</b>	<b>17,430,919</b>	<b>9,806,949</b>	<b>7,389,177</b>	<b>7,063,069</b>	<b>6,697,238</b>
<b>Vertical analysis</b>						
<b>Equity and liabilities</b>						
Total equity	46	45	51	61	59	58
Total non-current liabilities	26	27	19	8	7	8
Total current liabilities	28	28	30	31	34	34
<b>Total equity and liabilities</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>
<b>Assets</b>						
Total non-current assets	73	70	61	62	65	70
Total current assets	27	30	39	38	35	30
<b>Total assets</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>
<b>Horizontal analysis (year on year) percentage increase / (decrease) over preceding year</b>						
<b>Equity and liabilities</b>						
Total equity	11	55	11	9	6	98
Total non-current liabilities	3	160	202	19	1	(38)
Total current liabilities	5	65	31	(5)	5	(0)
<b>Total equity and liabilities</b>	<b>7</b>	<b>78</b>	<b>33</b>	<b>5</b>	<b>5</b>	<b>32</b>
<b>Assets</b>						
Total non-current assets	12	102	31	0	(2)	54
Total current assets	(5)	38	36	12	22	(1)
<b>Total assets</b>	<b>7</b>	<b>78</b>	<b>33</b>	<b>5</b>	<b>5</b>	<b>32</b>



# KEY FINANCIAL DATA

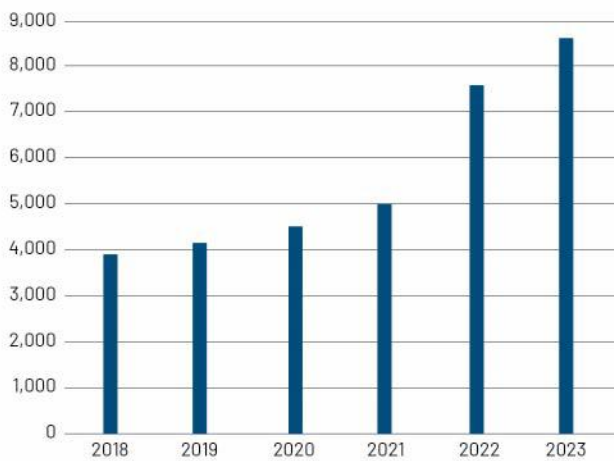
Turnover (net) and average capital employed (Rupees in million)



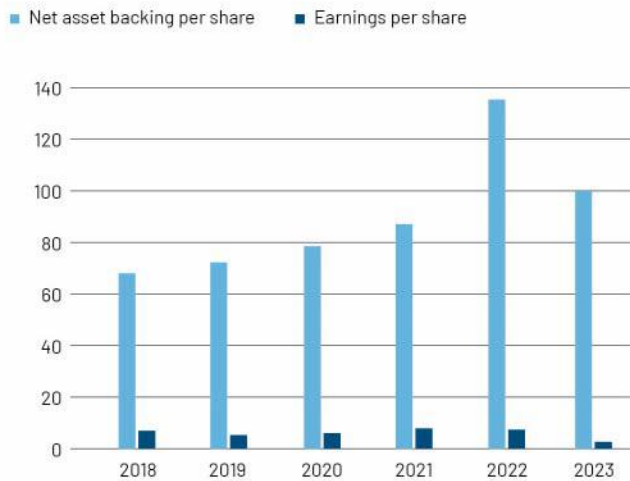
Paid-up capital and distribution to shareholders (Rupees in million)



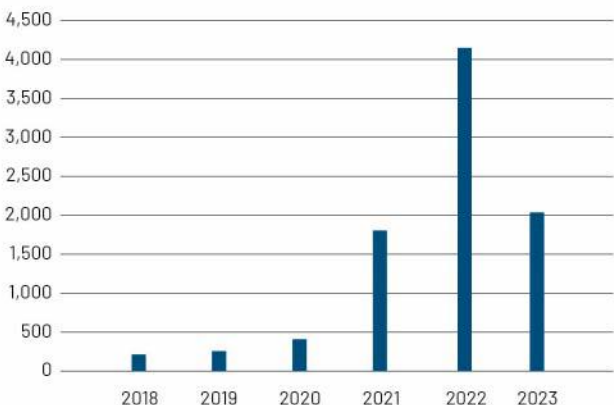
Shareholders' fund (Rupees in million)



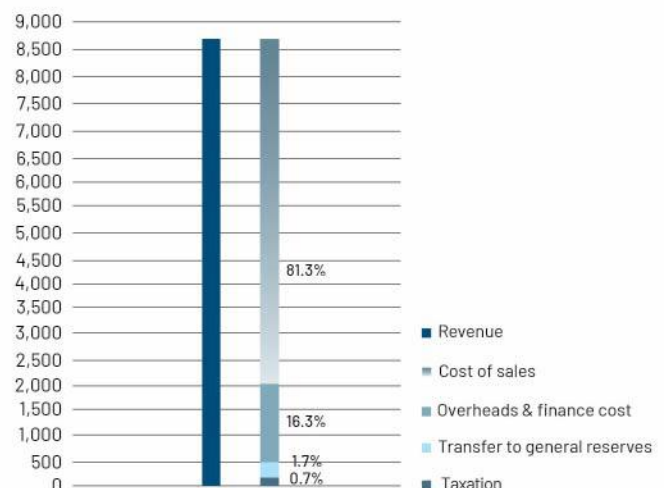
Break up value and EPS (Rupees)



Capital expenditure (Rupees in million)



Application of revenue 2023 (Rupees in million)





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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PAKISTAN OXYGEN LIMITED

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the annexed financial statements of **PAKISTAN OXYGEN LIMITED** (the Company), which comprise the statement of financial position as at December 31, 2023, 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 material accounting policy information and other explanatory information, and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit.

In our opinion and to the best of our information and according to the explanations given to us the statement of financial position, the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes forming part thereof conform with the accounting and reporting standards as applicable in Pakistan and give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at December 31, 2023 and of the profit, its other comprehensive loss, its changes in equity and the cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Pakistan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants as adopted by the Institute of Chartered Accountants of Pakistan (the Code) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Following are the Key audit matters:

S. NO	KEY AUDIT MATTERS	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
1.	<b>TRADE DEBTS</b>	
	<p>A discrepancy in the valuation or existence of trade debts could cause the assets to be materially misstated, which would impact the Company's reported financial position as the valuation of aforesaid head is one of the main drivers of movements in the total assets of the Company.</p> <p>Management estimates the collectible amount of trade debts through expected credit loss (ECL) approach. An estimated provision is made against trade debts on the basis of lifetime expected credit loss model as explained in note 4.23.1 whereas trade debts considered irrecoverable are written off.</p> <p>In view of the significance of trade debts in relation to the total assets of the Company, we have considered it as a key audit matter due to the significant management judgment involved in determining the provision for expected credit losses and that the existence and carrying amount of trade debts could be material to the performance of the Company.</p>	<p>We circularized confirmation to a sample of trade debts with the outstanding balance at the end of the reporting period.</p> <p>We examined on a sample basis evidence related to post year-end receipts.</p> <p>We considered the appropriateness for expected credit losses (ECL) against trade debts as per the Company's policy and assessed compliance with applicable accounting standards.</p> <p>We reviewed the methodology developed and applied by the Company to estimate the ECL in relation to trade debts and evaluated the assumptions used in applying the ECL methodology based on historical information and qualitative factors as relevant for such estimates.</p> <p>We evaluated the relevance, completeness, and accuracy of the source data used for computation of ECL.</p> <p>We checked the mathematical accuracy of the ECL model by performing recalculation on test basis.</p> <p>We reviewed the adequacy of the disclosures and presentation of trade debts as per the requirements of applicable financial reporting framework.</p>
2.	<b>EXISTENCE AND VALUATION OF INVENTORIES</b>	
	<p>As disclosed in note 18 and 19 to the financial statements, the Company has net inventories of Rs. 362.506 and Rs. 1,029.826 million as at December 31, 2023 for stores and spares and stock-in-trade, respectively. The total inventories form material part of the Company's assets representing 7.5% of the total assets.</p>	<p>Our audit procedures included the following:</p> <p>We obtained an understanding of internal controls over purchases and valuation of stock-in-trade and testing on a sample basis, their design, implementation and operating effectiveness.</p>



S. NO	KEY AUDIT MATTERS	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
	<p>The cost of stock-in-trade has different components which involves judgment in relation to the allocation of overhead costs and in determining the provision for slow moving stock and obsolete stock. The estimates of the provision for slow moving and obsolete inventory of stock in trade is based on their ageing and sales performance of individual stock categories and make specific provisions by individual stock categories. The Company also writes down the value of such inventories based on the net realizable value of inventories.</p> <p>Further, the provision for all slow moving and obsolete inventories of stores, spares and loose tools are based on the inventory days and specific identification of inventories through verification by management.</p> <p>Due to the above factors, we have considered the existence and valuation of inventories as a key audit matter.</p>	<p>We performed physical count of inventories at respective locations on a test basis and checked for damaged and obsolete inventory physically identifiable during stock count observation.</p> <p>We performed, on sample basis, the purchases with supporting documentation and contracts, if any.</p> <p>We compared calculations of allocation of directly attributable costs with the underlying supporting documentation and tested the calculations of overhead costs and checked allocation of labor and overhead costs to the finished goods and work in process.</p> <p>We evaluated the significant assumptions and methodologies applied by management to identify and provide for slow moving and obsolete inventory categories.</p> <p>We compared the ageing and provisioning percentages used by management in the current year to those applied in prior years and checked the reasonableness of provisioning basis using our understanding of industry practices.</p> <p>We reviewed the year on year movement in provision for each category of inventories considering subsequent write offs, reversals on re-use and disposals.</p> <p>We compared the cost of inventories as at year end to their net realizable value subsequent to year end.</p> <p>We reviewed the appropriateness and adequacy of disclosures of inventories as per the applicable financial reporting framework.</p>
3.	<b>PROPERTY, PLANT AND EQUIPMENT</b>	
	<p>Refer to note 14 to the financial statements.</p> <p>The Company continued to invest in capital projects of plant and machinery with significant capital expenditure incurred during the year ended December 31, 2023.</p>	<p>Our audit procedures included the following:</p> <p>We assessed and tested the design and implementation of key controls over capital expenditure.</p>

	<p>The significant level of capital expenditure requires consideration of the nature of the costs incurred to ensure that their capitalization in property, plant and equipment meets the specific recognition criteria given in the Company's accounting policy, in particular for assets constructed by the Company, and the useful lives assigned by management are appropriate. For these reasons, we considered it a key audit matter.</p>	<p>We performed physical inspection of sites where significant capital projects are ongoing to determine the existence and nature of the projects.</p> <p>We ensured that items of property, plant and equipment have been carried as per the accounting policy disclosed in the financial statements for respective classes.</p> <p>We assessed the useful economic lives assigned with reference to the company's historical experience, including assessing the level of fully depreciated asset held by the Company and recalculating the depreciation expense for the year.</p> <p>We verified the additions and disposals in operating fixed assets and additions and transfers from capital work-in-progress on sample basis.</p> <p>We recalculated the amount and rate of borrowing costs capitalized in capital work-in-progress.</p> <p>We ensured that revaluation has been properly accounted for and disclosed in the financial statements as per the applicable financial reporting framework.</p> <p>We reviewed the appropriateness and adequacy of the disclosures as per applicable financial reporting framework.</p>
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**Information Other than the Financial Statements and Auditor's Report Thereon**

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

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.





## **Responsibilities of Management and Board of Directors for the Financial Statements**

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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 period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

Based on our audit, we further report that in our opinion:

- a) proper books of account have been kept by the Company as required by the Companies Act, 2017 (XIX of 2017);
- b) the statement of financial position, the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes thereon have been drawn up in conformity with the Companies Act, 2017 (XIX of 2017) and are in agreement with the books of account and returns;
- c) investments made, expenditure incurred and guarantees extended during the year were for the purpose of the Company's business; and
- d) 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 Zulfikar Ali Casuer.

**KARACHI**

**DATED: February 26, 2024**

**UDIN: AR202310067SEiuM9QGr**

**BDO EBRAHIM & CO.  
CHARTERED ACCOUNTANTS**

# STATEMENT OF PROFIT OR LOSS

FOR THE YEAR ENDED DECEMBER 31, 2023

Rupees in '000	Note	2023	2022
Gross sales	5.1	9,900,707	8,436,550
Sales tax	5.1	(1,311,707)	(1,140,185)
<b>Net sales</b>		<b>8,589,000</b>	<b>7,296,365</b>
Cost of sales	6	(7,028,370)	(5,971,915)
<b>Gross profit</b>		<b>1,560,630</b>	<b>1,324,450</b>
Distribution and marketing expenses	7	(366,356)	(329,041)
Administrative expenses	8	(321,416)	(295,854)
Other operating expenses	9	(38,855)	(59,811)
		<b>(726,627)</b>	<b>(684,706)</b>
<b>Operating profit before other income</b>		<b>834,003</b>	<b>639,744</b>
Other income	10	58,352	44,708
<b>Operating profit</b>		<b>892,355</b>	<b>684,452</b>
Finance cost	11	(686,848)	(209,043)
<b>Profit before taxation</b>		<b>205,507</b>	<b>475,409</b>
Taxation	12	(60,769)	(55,359)
<b>Profit for the year</b>		<b>144,738</b>	<b>420,050</b>
			<b>(Restated)</b>
<b>Earnings per share - basic and diluted (Rupees)</b>	13	<b>1.66</b>	<b>5.74</b>

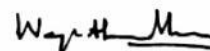
The annexed notes from 1 to 45 form an integral part of these financial statements.



Syed Ali Adnan  
Chief Financial Officer



Matin Amjad  
Chief Executive Officer



Waqar Ahmed Malik  
Chairman

# STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2023

Rupees in '000	Note	2023	2022
Profit for the year		144,738	420,050
<b>Other comprehensive income for the year</b>			
Items that will not be reclassified to statement of profit or loss			
Surplus on revaluation of property, plant and equipment		-	2,388,498
Loss on re-measurement of defined benefit plans - net	37.1	(5,637)	(11,710)
Tax impact		1,635	3,396
		<b>(4,002)</b>	<b>2,380,184</b>
Items that may be reclassified to statement of profit or loss			
Changes in fair value of cash flow hedge		-	(88,797)
Tax impact		-	25,751
		-	(63,046)
<b>Total comprehensive income for the year</b>		<b>140,736</b>	<b>2,737,188</b>

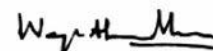
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Syed Ali Adnan  
Chief Financial Officer



Matin Amjad  
Chief Executive Officer



Waqar Ahmed Malik  
Chairman



# STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2023

Rupees in '000	Note	2023	2022
<b>Assets</b>			
<b>Non - current assets</b>			
Property, plant and equipment	14	13,538,765	12,084,935
Intangible assets	16	19,765	22,145
Investment in subsidiary		10	10
Long term loans	17	6,329	5,622
Long term deposits		73,082	75,438
		<b>13,637,951</b>	<b>12,188,150</b>
<b>Current assets</b>			
Stores and spares	18	362,507	359,947
Stock-in-trade	19	1,029,826	1,316,935
Trade debts	20	1,337,550	827,267
Loans and advances	21	53,042	126,717
Deposits and prepayments	22	328,228	419,248
Other receivables	23	1,063,092	1,260,994
Taxation - net		420,578	384,726
Cash and bank balances	24	406,822	546,935
		<b>5,001,645</b>	<b>5,242,769</b>
<b>Non current assets classified as held for sale</b>	15	11,986	-
<b>Total assets</b>		<b>18,651,582</b>	<b>17,430,919</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Share capital and Reserves</b>			
Issued, subscribed and paid-up capital	25	871,243	585,906
Revenue reserves			
General reserves		2,844,930	2,579,669
Unappropriated profit		140,736	411,737
		<b>2,985,666</b>	<b>2,991,406</b>
Capital reserves			
Share Premium	26	595,092	-
Surplus on revaluation of property, plant and equipment		4,186,648	4,186,648
		<b>4,781,740</b>	<b>4,186,648</b>
		<b>8,638,649</b>	<b>7,763,960</b>
<b>Non-Current liabilities</b>			
Long term deposits	27	254,993	250,909
Long term financing	28	4,024,222	3,997,586
Lease liabilities	29	14,715	17,968
Deferred capital grant	30	447,046	313,768
Deferred liabilities	31	117,847	159,979
		<b>4,858,823</b>	<b>4,740,210</b>
<b>Current liabilities</b>			
Trade and other payables	32	1,693,913	2,061,731
Short term borrowings	33	2,930,941	2,477,513
Un-claimed dividend		18,495	18,495
Current maturity of long term financing	28	393,317	285,241
Current portion of lease liabilities	29	2,623	2,623
Current portion of deferred capital grant	30	114,821	81,146
		<b>5,154,110</b>	<b>4,926,749</b>
<b>Total equity and liabilities</b>		<b>18,651,582</b>	<b>17,430,919</b>
<b>Contingencies and commitments</b>	34		

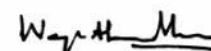
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Syed Ali Adnan  
Chief Financial Officer



Matin Amjad  
Chief Executive Officer



Waqar Ahmed Malik  
Chairman

# STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2023

Rupees in '000	Note	2023	2022
<b>Cash flow from operating activities</b>			
Cash generated from operations	35	1,080,435	304,738
Finance cost paid		(588,428)	(108,178)
Income tax paid		(137,820)	(205,408)
Post-retirement medical benefits paid		(199)	(545)
Long-term deposits receivable		1,650	(24,827)
Long-term deposits payable		4,084	26,126
<b>Net cash from/ (used in) operating activities</b>		<b>359,722</b>	<b>(8,005)</b>
<b>Cash flow from investing activities</b>			
Addition to property, plant and equipment		(2,004,419)	(4,147,928)
Addition to intangible assets		(644)	-
Proceeds from disposal of property, plant and equipment		21,253	15,462
Interest received on balances with banks		79	1,294
<b>Net cash used in investing activities</b>		<b>(1,983,731)</b>	<b>(4,131,172)</b>
<b>Cash flow from financing activities</b>			
Repayment of long term financing		(219,960)	(113,630)
Proceeds from long term financing		521,624	3,292,254
Proceeds from issuance of right shares (net)		733,952	-
Repayment of lease liabilities	29	(5,148)	(4,804)
Dividend paid		-	(933)
<b>Net cash from financing activities</b>		<b>1,030,468</b>	<b>3,172,887</b>
<b>Net decrease in cash and cash equivalents</b>			
Cash and cash equivalents at beginning of the year		(1,930,578)	(964,289)
<b>Cash and cash equivalents at end of the year</b>	36	<b>(2,524,578)</b>	<b>(1,930,578)</b>

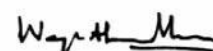
The annexed notes from 1 to 45 form an integral part of these financial statements.



Syed Ali Adnan  
Chief Financial Officer



Matin Amjad  
Chief Executive Officer



Waqar Ahmed Malik  
Chairman

# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2023

Rupees in '000	Revenue reserves				Capital reserves				Total
	Issued, subscribed and paid-up capital	General reserves	Unappropriated profit	Sub total	Cash flow hedge	Share Premium	Surplus on revaluation of property, plant and equipment	Sub total	
Balance as at January 01, 2022	468,725	2,234,950	461,901	2,696,851	29,470	-	1,798,150	1,827,620	4,993,196
<b>Total comprehensive income for the year</b>									
Profit for the year	-	-	420,050	420,050	-	-	-	-	420,050
Other comprehensive income for the year	-	-	(8,314)	(8,314)	(63,046)	-	2,388,498	2,325,452	2,317,138
	-	-	411,736	411,736	(63,046)	-	2,388,498	2,325,452	2,737,188
<b>Transactions with owners of the Company, recognized directly in equity - distributions</b>									
Issuance of bonus shares in proportion of 25 shares for every 100 shares	117,181	-	(117,181)	(117,181)	-	-	-	-	-
Transfer to property, plant and equipment	-	-	-	-	33,576	-	-	33,576	33,576
Transfer to general reserve	-	344,719	(344,719)	-	-	-	-	-	-
	117,181	344,719	(461,900)	(117,181)	33,576	-	-	33,576	33,576
<b>Balance as at December 31, 2022</b>	<b>585,906</b>	<b>2,579,669</b>	<b>411,737</b>	<b>2,991,406</b>	<b>-</b>	<b>-</b>	<b>4,186,648</b>	<b>4,186,648</b>	<b>7,763,960</b>
<b>Balance as at January 01, 2023</b>	<b>585,906</b>	<b>2,579,669</b>	<b>411,737</b>	<b>2,991,406</b>	<b>-</b>	<b>-</b>	<b>4,186,648</b>	<b>4,186,648</b>	<b>7,763,960</b>
<b>Total comprehensive income for the year</b>									
Profit for the year	-	-	144,738	144,738	-	-	-	-	144,738
Other comprehensive income for the year	-	-	(4,002)	(4,002)	-	-	-	-	(4,002)
	-	-	140,736	140,736	-	-	-	-	140,736
<b>Transactions with owners of the Company, recognized directly in equity - distributions</b>									
Issuance of bonus shares in proportion of 25 shares for every 100 shares	146,477	-	(146,477)	(146,477)	-	-	-	-	-
Issuance of right shares at premium	138,860	-	-	-	-	610,983	-	610,983	749,843
Transaction cost incurred on issuance of right shares	-	-	-	-	-	(15,891)	-	(15,891)	(15,891)
Transfer to general reserve	-	265,260	(265,260)	-	-	-	-	-	-
	285,337	265,260	(411,737)	(146,477)	-	595,092	-	595,092	733,952
<b>Balance as at December 31, 2023</b>	<b>871,243</b>	<b>2,844,929</b>	<b>140,736</b>	<b>2,985,665</b>	<b>-</b>	<b>595,092</b>	<b>4,186,648</b>	<b>4,781,740</b>	<b>8,638,648</b>

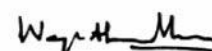
The annexed notes from 1 to 45 form an integral part of these financial statements.



Syed Ali Adnan  
Chief Financial Officer



Matin Amjad  
Chief Executive Officer



Waqar Ahmed Malik  
Chairman



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2023

## 1. Legal status and operations

Pakistan Oxygen Limited ("the Company") was incorporated in Pakistan under the repealed Companies Act, 1913 (now Companies Act, 2017), as a Private Limited Company in 1949 and converted into a Public Limited Company in 1958. Its shares are quoted on Pakistan Stock Exchange Limited.

The address of registered office of the Company is West Wharf, Dockyard Road, Karachi, Pakistan. Manufacturing facilities are disclosed in note 14.7.

The Company is principally engaged in the manufacturing of industrial and medical gases, welding electrodes and marketing of medical equipment.

The Company has a wholly owned subsidiary, BOC Pakistan (Private) Limited ("BOCPL"), which has not carried out any business activities since its incorporation. Accordingly, the Securities & Exchange Commission of Pakistan ("SECP") has granted status of inactive Company to BOCPL. SECP has also granted exemption from application of sub-section (1) of section 228 of the Companies Act, 2017 requiring consolidation of subsidiary in the preparation of financial statements for the current year.

## 2. Basis of preparation

### 2.1 Statement of compliance

These financial statements represent stand alone financial statements of the Company

These financial statements have been prepared in accordance with the accounting and reporting standards as applicable in Pakistan. The accounting and reporting standards as applicable in Pakistan comprise of:

- International Financial Reporting Standards (IFRS) issued by the International Accounting Standard Board (IASB) as notified under the Companies Act, 2017; and
- Provisions of and directives issued under the Companies Act, 2017.

Where the provisions of and directives issued under the Companies Act, 2017 differ from IFRSs, the provisions of and directives issued under the Companies Act, 2017 have been followed.

### 2.2 Basis of measurement

These financial statements have been prepared on the historical cost basis, except as otherwise disclosed. These financial statements are prepared following accrual basis of accounting except for cash flow information.

### 2.3 Functional and presentation currency

The financial statements are presented in Pakistan Rupees, which is the Company's functional and

presentation currency. All financial information presented in Pakistan Rupees has been rounded to the nearest thousand unless otherwise stated.

## 2.4 Use of estimates and judgements

The preparation of these financial statements in conformity with the accounting and reporting standards as applicable in Pakistan requires the management to make estimates, assumptions and use judgements that affect the application of policy and reported amount of assets and liabilities and income and expenses. Estimates, assumptions and judgement are continually evaluated and based on historic experience and other factors including reasonable expectations of future events.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about judgements made by the management in the application of the accounting and reporting standards, as applicable in Pakistan, that have significant effect on the financial statements, and estimates that have a significant risk of resulting in a material adjustment in the subsequent years are provided below:

### Income taxes

In making the estimates for income taxes currently payable by the Company, the management looks at the current income tax law and the decisions of appellate authorities on certain issues in the past.

### Provision for slow and non-moving inventory

The management continuously reviews its inventory for existence of any items which may have become obsolete. These estimates are based on historical experience and are continuously reviewed.

### Staff retirement benefits

Certain actuarial assumptions have been adopted, as disclosed, in these financial statements for determining present value of defined benefit obligations and fair value of plan assets. Any changes in the assumptions in future years might effect gains and losses in those years.

### Property, plant and equipment

The Company estimates the residual values and useful lives of property, plant and equipment. Any

changes in these estimates and judgements would have an impact on financial results of subsequent years.

#### Trade debts and other receivables

An estimated provision is made on the basis of lifetime expected credit loss model as explained in note 4.23.1 whereas debts considered irrecoverable are written off.

#### Impairment of assets

In accordance with the accounting policy, the management carries out an annual assessment to ascertain whether any of the Company's assets are impaired. This assessment may change due to technological developments.

### 3. Application of the new standards, amendments and interpretations to published approved accounting and reporting standards.

#### 3.1 New accounting standards, amendments and IFRS interpretations that are effective for the year ended December 31, 2023

The following standards, amendments and interpretations are effective for the year ended December 31, 2023. These standards, amendments and interpretations are either not relevant to the Company's operations or did not have material impact on the financial statements other than certain additional disclosures.

**Effective date (annual periods beginning on or after) January 01, 2023**

- Amendments to IAS 1 'Presentation of Financial Statements' and IFRS Practice Statement 2 Making Materiality Judgements-Disclosure of Accounting Policies.
- Amendments to IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' - Definition of Accounting Estimates.
- Amendments to IAS 12 'Income Taxes' - Deferred Tax related to Assets and Liabilities arising from a single transaction
- Amendments to IAS 12 'Income Taxes' - Temporary exception to the requirements regarding deferred tax assets and liabilities related to pillar two income taxes

#### 3.2 New accounting standards, amendments and interpretations that are not yet effective

The following standards, amendments and interpretations are only effective for accounting periods, beginning on or after the date mentioned against each of them. These standards, amendments and interpretations are either not relevant to the Company's operations or are not expected to have material impact on the Company's financial statements other than certain additional disclosures.

**Effective date (annual periods beginning on or after) January 01, 2024**

- Amendments to IFRS 7 'Financial Instruments: Disclosures' - Supplier

finance arrangements.

- Amendments to IFRS 16 'Leases' - Amendments to clarify how a seller-lessee subsequently measures sale and leaseback transactions
- Amendments to IAS 1 'Presentation of Financial Statements'- Classification of liabilities as current or non-current
- Amendments to IAS 1 'Presentation of Financial Statements' - Non-current liabilities with covenants
- Amendments to IAS 7 'Statement of Cash Flows' - Supplier finance arrangements

**Effective date (annual periods beginning on or after) January 01, 2025**

Amendments to IAS 21 'The Effects of Changes in Foreign Exchange Rates' - Lack of Exchangeability

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

### 4. Material accounting policy information

The accounting policies adopted in the preparation of these financial statements are consistent with those of the previous financial year. The principal accounting policies are summarized below:

#### 4.1 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably.

- i) Revenue from sale of goods or rendering of services is recognised when or as performance obligations are satisfied by transferring control (i.e. at the time when deliveries are made or services are rendered) of a promised good or service to a customer, and control either transfers over time or at a point in time. Revenue from sale of goods and rendering of services is measured net of sales tax, returns, trade discounts and volume rebates.
- ii) Rental income is recognized over the period of relevant agreement based on agreed rate and other service income is recognized in the statement of profit or loss on rendering of relevant services.
- iii) Return on bank deposits is recognized on time proportion using the effective rate of return.
- iv) Miscellaneous income is recognized on receipt basis.



#### 4.2 Operating segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses; whose operating results are regularly reviewed by the Company's management to make decisions about resources to be allocated to the segment and to assess its performance; and for which discrete financial information is available. The Company's format for segment reporting is based on its products and services.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets and liabilities, such as, cash and bank balances and related income and expenses, and income tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment.

#### 4.3 Dividend and appropriation to reserves

Dividend distribution to the Company's shareholders and appropriation to reserves are recognised in the financial statements in the period in which these are approved.

#### 4.4 Taxation

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the statement of profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

##### Current

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of prior years.

##### Deferred

Deferred tax is recognised using the balance sheet liability method in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax recognised is based on expected manner of realization or settlement of the carrying amount of assets and liabilities using the tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, carried forward unused tax losses and unutilized tax credits, to the

extent that it is probable that future taxable profit will be available against which the deductible temporary differences and carried forward unused tax losses can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefits will be realised.

#### 4.5 Property, plant and equipment

##### Operating fixed assets

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any, except freehold land and leasehold land which are stated at revalued amount less impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

##### Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and its cost can be reliably measured. Cost incurred to replace a component of an item of property, plant and equipment is capitalised and the asset so replaced is retired from the use. Normal repairs and maintenance are charged to the statement of profit or loss during the year in which they are incurred.

##### Depreciation

Depreciation is based on the cost of an asset less its residual value. Depreciation is recognised in the statement of profit or loss on a straight-line basis over the estimated useful life of an item of property, plant and equipment. Freehold land and leasehold are not depreciated. Depreciation methods, useful lives and residual values are reviewed at each reporting date.

##### Gains and losses on disposal

Gains or losses on disposal of an item of property, plant and equipment are recognised in the statement of profit or loss.

##### Capital work in progress

Capital work in progress is stated at cost and consists of expenditures incurred and advances made in respect of tangible and intangible assets in the course of their construction and installation. Transfers are made to the relevant asset category as and when assets are available for intended use.

##### Right of use asset

The right-of-use asset is initially measured at the



amount of lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred.

The right-of-use asset is subsequently depreciated using straight line method from the commencement date to the earlier of the end of useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of the right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by the impairment losses, if any, and adjusted for certain remeasurement of the lease liability.

**4.6 Non current assets classified as held for sale**  
Non-current assets are classified as held for sale if their carrying amounts will be recovered principally through sale rather than continuing use. Such non-current assets are measured at the lower of their carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

**4.7 Intangible assets**  
An intangible asset is recognised if it is probable that future economic benefits attributable to the asset will flow to the Company and the cost of such asset can be measured reliably.

Cost directly associated with identifiable software that will have probable economic benefits beyond one year, is recognised as an intangible asset. Direct cost includes the purchase cost of software and other directly attributable costs of preparing the software for its intended use.

Computer software acquisition or development cost is stated at cost less accumulated amortisation and impairment losses, if any, and is amortised on straight-line basis over its estimated useful life.

**4.8 Investment in subsidiary**  
Investment in subsidiary is stated at cost net of provision for impairment, if any. The investment has been classified as a long term investment.

**4.9 Impairment**  
The carrying amounts of Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment loss. If any such indication exists, the asset's recoverable amount is estimated to determine the extent of impairment loss, if any. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its estimated recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in

use. Impairment losses are recognised in the statement of profit or loss.

**4.10 Stores and spares**  
Stores and spares are stated at cost determined using moving average method. Provision is made for slow moving and obsolete items, if any. Items in transit are valued at cost comprising invoice value plus other charges incurred thereon.

**4.11 Stock-in-trade**  
Stock-in-trade is stated at the lower of cost and net realisable value. The cost is determined using moving average method, and includes expenditure incurred in acquiring the stocks, conversion costs and other costs incurred in bringing the inventory to its existing location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and costs necessary to make the sale. Stock in transit is valued at cost comprising invoice value plus other charges incurred thereon.

**4.12 Trade debts and other receivables**  
Trade debts and other receivables are recognised and carried at original invoiced amount which is the fair value of the consideration to be received in future for goods sold less allowance for expected credit loss. Loss allowances for financial assets measured at amortised 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.

**4.13 Cash and bank balances**  
Cash in hand and at banks are carried at nominal amount.

**4.14 Cash and cash equivalents**  
Cash and cash equivalents comprises of cash balances and bank deposits. For the purpose of statement of cash flows, cash and cash equivalents consist of cash in hand, balances with banks and short-term running finance. Running finances under mark-up arrangements are shown with short term borrowings in current liabilities on the statement of financial position.

**4.15 Staff retirement benefits**  
**Defined benefit plans**  
The Company operates:  
i) an approved defined benefit gratuity scheme for certain eligible employees. Minimum qualifying period for entitlement to gratuity is five years continuous service with the company. This gratuity scheme had been curtailed with effect from August 2018 for officers and January 2020 for supervisors. No new members

have been inducted in this scheme since then, respectively. There are 71 members in this scheme.

- ii) an approved defined benefit pension scheme for certain management staff. The scheme provides for pension to employees and their wives for life and to specified number of children upto a given age. This pension scheme had been curtailed with effect from October 01, 2006. No new members have been inducted in this scheme since then. The members in this scheme are 18.

Both the above schemes are funded and contributions to them are made monthly on the basis of an actuarial valuation and in line with the provisions of the Income Tax Ordinance, 2001. Actuarial valuations of these schemes are carried out at each year end.

- iii) a scheme to provide post retirement medical benefits to members of Management Staff Pension Funds, retiring on or after July 01, 2000. Provision is made annually to cover obligations under the scheme, by way of a charge to statement of profit or loss, calculated in accordance with the actuarial valuation. However, with effect from January 01, 2009, the scheme has been discontinued and a one-time lump sum payment was made to the beneficiaries on the basis of their entitlement ascertained by a qualified actuary as at December 31, 2008. In the case of retirees, it was elective to opt for the one-time lump sum payment. The members in this scheme are 3.

Amount recognised in the statement of financial position with respect to above schemes represent the present value of obligations under the schemes as reduced by the fair value of plan assets, if any. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefit available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurements of net defined benefit liability / (asset) which comprises actuarial gains / (losses), return on plan assets (excluding interest) and the effect of asset ceiling (if any, excluding interest) are recognised immediately in other comprehensive income.

Net interest is calculated by applying discount rate at the beginning of reporting period to the net defined benefit liability or asset at the beginning of that reporting period adjusted for contribution and benefit payments, service cost, including past service cost and settlement gains / (losses) are recognised in statement of profit or loss.

#### **Defined contribution plans**

The Company operates:

- i) a recognised defined contribution pension fund for the benefit of its officer cadre employees. Monthly contributions are made by the Company to the Fund at the rate of 8.9% of basic salary plus house rent and utility allowances, in respect of each member.
- ii) a recognised contributory provident fund for all permanent employees who have completed six months service. For officer cadre employees, equal monthly contributions are made, both by the Company and the employees at the rate of 5.42% and 6.5% of basic salary plus house rent and utility allowances, depending on the length of employees' service. In case of other employees, equal monthly contributions are made, both by the Company and the employees at the rate of 8.33% and 10% of basic salary plus applicable cost of living allowance, depending on the length of employees' service.

#### **4.16 Compensated absences**

The liability for accumulated compensated absences of employees is recognised in the period in which employees render service that increases their entitlement to future compensated absences.

#### **4.17 Lease liability**

Lease liability is initially measured at the present value of the future lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in the rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in statement of profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

#### **4.18 Deferred capital grant**

The deferred capital grant is measured upon initial recognition as the difference between fair value of the loan and loan proceeds. The fair value of the loan is the present value of the loan proceed received, discounted using the prevailing market rates of interest for a similar instrument.

#### **4.19 Trade and other payables**

Trade and other payables are stated at cost which is the fair value of the consideration to be paid in future for goods and services received, whether or not billed to the Company.



#### 4.20 Provisions

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

#### 4.21 Surplus on revaluation of property, plant and equipment

Any revaluation increase arising on the revaluation of property, plant and equipment is recognised in other comprehensive income and presented as a separate component of equity as "Surplus on revaluation of property, plant and equipment", except to the extent that it reverses a revaluation decrease for the same asset previously recognised in statement of profit or loss, in which case the increase is credited to statement of profit or loss to the extent of the decrease previously charged. Any decrease in carrying amount arising on the revaluation of property, plant and equipment is charged to statement of profit or loss to the extent that it exceeds the balance, if any, held in the surplus on revaluation of property, plant and equipment relating to a previous revaluation of that asset. The revaluation surplus on property, plant and equipment is a capital reserve, and is not available for distribution to the shareholders.

#### 4.22 Foreign currency transactions and translations

Transactions in foreign currencies are translated into Pakistan Rupees at exchange rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are retranslated into Pakistan Rupees at the exchange rate prevailing at that date. Foreign currency differences, if any, arising on retranslation are recognised in statement of profit or loss.

#### 4.23 Financial instruments

##### 4.23.1 Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss, fair value through other comprehensive income and amortised cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. All the financial assets of the Company as at statement of financial position date are carried at amortised cost.

##### Amortised cost

A financial asset is measured at amortised cost if it meets both the following conditions and is not designated as at fair value through profit or loss:

- (i) it is held with in a business model whose objective is to hold assets to collect contractual cash flows; and
- (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### Impairment

The Company recognises loss allowance for Expected Credit Losses (ECLs) on financial assets measured at amortised cost and contract assets. The Company measures loss allowance at an amount equal to lifetime ECLs.

Lifetime ECLs are those that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

At each reporting date, the Company assesses whether the financial assets carried at amortised cost are credit-impaired. A financial asset is credit-impaired when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred.

Loss allowances for financial assets measured at amortised 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.

##### 4.23.2 Financial liabilities

All financial liabilities are recognised at the time when the Company becomes a party to the contractual provisions of the instrument.

##### 4.23.3 Recognition and measurement

All financial assets and liabilities are initially measured at cost, which is the fair value of the consideration given and received, respectively. These financial assets and liabilities are subsequently measured at amortised cost. The particular measurement methods adopted are disclosed in the individual policy statements associated with each item.

##### 4.23.4 Derecognition

The financial assets are de-recognised when the Company loses control of the contractual rights that comprise the financial assets. The financial liabilities are de-recognised when they are extinguished i.e. when the obligation specified in



the contract is discharged, cancelled or expired.

**4.24 Offsetting of financial assets and financial liabilities**

Financial assets and financial liabilities are offset and the net amount is reported in the financial statements only when the Company has a legally enforceable right to set-off the recognised amounts and the Company intends to settle either on a net basis or realise the asset and settle the liability simultaneously.

**4.25 Borrowings and their cost**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowing costs are recognised as an expense in the period in which these are incurred except to the extent of borrowing cost that are directly attributable to the acquisition, construction or production of a qualifying asset. Such borrowing costs, if any, are capitalised as part of cost of that asset.

**4.26 Contingencies**

A contingent liability is disclosed when the Company has a possible obligation as a result of past events, existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or the Company has a present legal or constructive obligation that arises from past events, but it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability.

**4.27 Earnings per share**

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by weighted average number of ordinary shares outstanding during the year.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

**4.28 Related party transactions**

Transactions with related parties are based at arm's length at normal commercial rates on the same terms and conditions as applicable to third party transactions.

**4.29 Derivative financial instruments**

When a derivative is designated as the hedging instrument to hedge the exposure to variability in cash flows attributable to a particular risk associated with a recognised asset or liability, the

effective portion of changes in the fair value of the derivative is recognised in other comprehensive income and presented in the cash flow hedge reserve in equity. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit and loss account.

When the hedge item is a non-financial asset, the amount accumulated in equity is included in the carrying amount of the asset when the asset is recognised. In other cases the amount accumulated in equity is reclassified to profit or loss in the same period the hedged item affects profit or loss. If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, or the designation is revoked, then hedge accounting is discontinued prospectively. Derivative financial instruments are carried as assets when fair value is positive and liabilities when fair value is negative.

**5. Segment information**

The Company's reportable segments are based on the following product lines:

**Industrial, medical and other gases**

This segment covers business with large-scale industrial customers, typically in the oil and gas, chemical, food and beverage, metals, and glass sectors and medical customers in healthcare sector. Gases and services are supplied as part of customer specific solutions. These range from supply by pipeline or from dedicated on-site plants to the large users and supply by road tankers in liquefied form to others. Gases for cutting and welding, hospitals, laboratory applications and a variety of medical purposes are also distributed in cylinders. This segment also covers the supply of associated medical equipment and related services.

**Welding and others**

This segment covers sale of welding electrodes, packaged chemicals and a range of associated equipments, such as, cutting and welding products and associated safety equipments.

5.1 Segment results are as follows:

Rupees in '000	2023			2022		
	Industrial, medical and other gases	Welding and others	Total	Industrial, medical and other gases	Welding and others	Total
Gross sales	7,878,110	2,022,597	9,900,707	6,539,944	1,896,606	8,436,550
Less:						
Trade discount	-	-	-	362	-	362
Sales tax	1,003,080	308,627	1,311,707	867,537	272,286	1,139,823
	1,003,080	308,627	1,311,707	867,899	272,286	1,140,185
<b>Net sales</b>	<b>6,875,030</b>	<b>1,713,970</b>	<b>8,589,000</b>	<b>5,672,045</b>	<b>1,624,320</b>	<b>7,296,365</b>
Less:						
Cost of sales	5,552,474	1,475,894	7,028,368	4,549,902	1,422,013	5,971,915
Distribution and marketing expenses	310,468	55,888	366,356	278,781	50,260	329,041
Administrative expenses	272,384	49,032	321,416	250,663	45,191	295,854
	6,135,326	1,580,814	7,716,140	5,079,346	1,517,464	6,596,810
<b>Segment result</b>	<b>739,704</b>	<b>133,156</b>	<b>872,859</b>	<b>592,699</b>	<b>106,855</b>	<b>699,555</b>
<b>Unallocated corporate expenses:</b>						
Other operating expenses			(38,855)			(59,811)
Other income			58,352			44,708
			19,497			(15,103)
<b>Operating profit</b>			<b>892,356</b>			<b>684,452</b>
Finance cost			(686,848)			(209,043)
Taxation			(60,769)			(55,359)
<b>Profit for the year</b>			<b>144,739</b>			<b>420,050</b>

5.2 Transfers between business segments, if any, are recorded at cost. There were no inter segment transfers during the year.

5.3 There was no major customer whose revenue accounted for more than 10% of the Company's total revenue.

5.4 The segment assets and liabilities as at December 31, 2023 are as follows:

Rupees in '000	2023			2022		
	Industrial, medical and other gases	Welding and others	Total	Industrial, medical and other gases	Welding and others	Total
Segment assets	15,350,973	917,672	16,268,645	13,382,148	1,206,936	14,589,084
Unallocated assets			2,382,937			2,841,835
<b>Total assets</b>			<b>18,651,582</b>			<b>17,430,919</b>
Segment liabilities	255,674	41,642	297,316	546,937	223,282	770,219
Unallocated liabilities			9,715,617			8,896,740
<b>Total liabilities</b>			<b>10,012,933</b>			<b>9,666,959</b>

5.5 All non-current assets of the Company as at December 31, 2023 were located within Pakistan. Depreciation expense mainly relates to industrial, medical and other gases segment.

## 6. Cost of sales

Rupees in '000	Note	2023	2022
Fuel and power		2,667,840	1,976,138
Raw materials consumed		1,145,212	1,100,647
Depreciation	14.6	493,599	348,255
Salaries, allowances and other benefits	6.1	351,134	310,143
Transportation expenses		598,730	578,118
Repairs and maintenance		112,212	97,569
Consumable spares		77,639	106,132
Insurance		43,765	42,901
Travelling and conveyance		66,072	39,346
Safety and security expenses		48,474	44,794
Communications and stationery		10,294	8,967
Rent, rates and taxes		6,818	6,293
Staff training, development and other expenses		33	721
Miscellaneous expenses		3,288	1,537
<b>Cost of goods manufactured</b>		<b>5,625,110</b>	<b>4,661,561</b>
Opening stock of finished goods		936,756	716,639
Purchase of finished goods		1,269,357	1,533,261
(Reversal) / write down of inventory to net realisable value		(2,611)	(2,790)
Closing stock of finished goods		(800,242)	(936,756)
		<b>7,028,370</b>	<b>5,971,915</b>

### 6.1 Salaries, allowances and other benefits include amounts in respect of:

Rupees in '000	2023	2022
Defined benefit schemes	1,814	1,550
Defined contribution plans	10,494	8,969
	<b>12,308</b>	<b>10,519</b>

## 7. Distribution and marketing expenses

Rupees in '000	Note	2023	2022
Salaries, allowances and other benefits	7.1	260,820	236,785
Travelling and conveyance		43,657	39,905
Depreciation	14.6	16,566	14,062
Communications and stationery		4,409	7,527
Repairs and maintenance		11,869	9,642
Safety and security expenses		2,782	2,098
Electricity expense		2,341	1,545
Rent, rates and taxes		642	517
Sales promotion and symposium		15,543	12,149
Staff training, development and other expenses		158	1,005
Miscellaneous expenses		7,569	3,806
		<b>366,356</b>	<b>329,041</b>

### 7.1 Salaries, allowances and other benefits include amounts in respect of:

Rupees in '000	2023	2022
Defined benefit schemes	2,541	2,144
Defined contribution plans	20,756	17,516
	<b>23,297</b>	<b>19,660</b>



## 8. Administrative expenses

Rupees in '000	Note	2023	2022
Salaries, allowances and other benefits	8.1	168,406	153,884
Travelling and conveyance		21,719	26,639
Communications and stationery		13,790	14,990
Depreciation	14.6	21,232	23,079
Repairs and maintenance		38,954	28,447
Electricity expense		18,871	15,594
Directors' fee and remuneration		22,275	16,150
Amortization	16.1	5,255	5,214
Safety and security expenses		1,939	2,318
Staff training, development and other expenses		1,194	2,501
Insurance		786	771
Rent, rates and taxes		2,573	2,296
Miscellaneous expenses		4,422	3,971
		<b>321,416</b>	<b>295,854</b>

### 8.1 Salaries, allowances and other benefits include amounts in respect of:

Rupees in '000	2023	2022
Defined benefit schemes	523	437
Defined contribution plans	14,889	12,726
	<b>15,412</b>	<b>13,163</b>

## 9. Other operating expenses

Rupees in '000	Note	2023	2022
Workers' Profit Participation Fund		10,939	25,439
Workers' Welfare Fund		2,198	6,889
Legal and professional charges		22,843	19,511
Auditors' remuneration	9.1	2,777	2,523
Donations		98	5,449
		<b>38,855</b>	<b>59,811</b>

### 9.1 Auditors' remuneration

Rupees in '000	2023	2022
Audit fee	1,473	1,281
Audit of retirement funds, workers' profit participation fund and fee for special certifications	443	443
Fee for review of half yearly financial statements	361	313
Out-of-pocket expenses	500	486
	<b>2,777</b>	<b>2,523</b>

## 10. Other income

Rupees in '000	2023	2022
Income from financial assets:		
Mark-up income on saving and deposit accounts	79	1,294
Income from non financial assets:		
Gain on disposal of property, plant and equipment	16,278	13,657
Insurance claim	21,874	8
Liabilities no longer payable written back	4,796	9,808
Others	15,325	19,942
	<b>58,352</b>	<b>44,708</b>

## 11. Finance cost

Rupees in '000	Note	2023	2022
Mark-up / profit on long term financing		185,928	1,035
Mark-up / profit on short term running finances	11.1	491,794	199,326
Finance cost on lease liability		1,896	2,184
Bank charges		7,230	6,498
		<b>686,848</b>	<b>209,043</b>

11.1 This includes profit of Rs. 339.495 million (2022: Rs. 107.528 million) on facilities obtained under Islamic mode of financing.

## 12. Taxation

Rupees in '000	2023	2022
Current		
For the year	107,363	92,847
For prior years	(5,394)	24,569
Deferred	(41,200)	(62,057)
	<b>60,769</b>	<b>55,359</b>

12.1 Due to applicability of minimum tax for the year, the reconciliation between tax expense and tax on accounting profit, using applicable rate is not presented.

12.2 The current tax includes provision on account of super tax levied through Finance Act 2022, amounting to Rs. Nil (2022: Rs. 1.682 million).

12.3 The returns of total income for and upto the tax year 2023 have been filed by the Company and the said returns, as per the provisions of Section 120 of the Income Tax Ordinance, 2001 ("the Ordinance"), have been taken to be the deemed assessment orders passed by the concerned Commissioner on the day the said returns were furnished. However, the Commissioner may, at any time during a period of five years from the date of filing of return, select the deemed assessment order for audit.

## 13. Earnings per share – basic and diluted

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year. There is no dilutive effect on the basic earnings per share of the Company.

	2023	2022
Profit for the year - Rupees in '000	144,738	420,050
		(Restated)
Weighted average number of ordinary shares outstanding during the period	87,124	73,239
		(Restated)
Earnings per share - basic and diluted in Rupees	<b>1.66</b>	<b>5.74</b>

13.1 The earning per share of prior year has been restated due to issue of bonus shares during the year.

## 14. Property, plant and equipment

Rupees in '000	Note	2023	2022
Operating fixed assets	14.1	12,913,617	6,612,385
Capital work in progress	14.8	614,008	5,458,169
Right-of-use assets - Buildings	14.9	11,140	14,381
		<b>13,538,765</b>	<b>12,084,935</b>

## 14.1 Operating fixed assets

The following is the statement of operating fixed assets:

Rupees in '000	Buildings on					*Plant and machinery	Vehicles	Furniture, fittings and office equipments	Computer equipments	Total
	Freehold land	Leasehold land	freehold land	leasehold land	customers' land					
<b>Net carrying value basis year ended December 31, 2023</b>										
Opening net book value	3,950,799	450,000	177,455	21,029	3,740	1,875,763	108,496	9,982	15,121	6,612,385
Additions (at cost)**	-	-	416,976	-	-	6,413,185	11,783	2,284	2,120	6,846,348
Disposals (NBV)	-	-	-	-	-	(33)	(4,942)	-	-	(4,975)
Transfer to non current assets classified as held for sale***	-	-	-	-	-	(11,986)	-	-	-	(11,986)
Depreciation charged	-	-	(23,396)	(4,875)	-	(454,908)	(31,638)	(1,877)	(11,461)	(528,155)
<b>Closing net book value</b>	<b>3,950,799</b>	<b>450,000</b>	<b>571,035</b>	<b>16,154</b>	<b>3,740</b>	<b>7,822,021</b>	<b>83,699</b>	<b>10,389</b>	<b>5,780</b>	<b>12,913,617</b>
<b>Gross carrying value basis year ended December 31, 2023</b>										
Cost / revalued amount	3,950,799	460,526	742,136	104,029	21,841	12,893,944	263,885	83,057	103,007	18,623,224
Accumulated depreciation	-	(10,526)	(171,101)	(87,875)	(18,101)	(5,059,937)	(180,186)	(72,668)	(97,227)	(5,697,621)
<b>Non current assets classified as held for sale:</b>										
Cost of non current assets classified as held for sale	-	-	-	-	-	(485,089)	-	-	-	(485,089)
Accumulated depreciation of non current assets classified as held for sale	-	-	-	-	-	473,103	-	-	-	473,103
<b>Closing net book value</b>	<b>3,950,799</b>	<b>450,000</b>	<b>571,035</b>	<b>16,154</b>	<b>3,740</b>	<b>7,822,021</b>	<b>83,699</b>	<b>10,389</b>	<b>5,780</b>	<b>12,913,617</b>
Depreciation rate (% per annum)	-	-	2.5 to 5	2.5 to 5	2.5 to 5	5 to 10	20	10 to 20	25 to 33.33	-
<b>Net carrying value basis year ended December 31, 2022</b>										
Opening net book value	1,637,301	375,000	166,303	25,907	3,740	1,928,227	55,343	9,630	17,918	4,219,370
Additions (at cost)	-	-	26,337	-	-	268,075	80,604	2,021	11,439	388,476
Revaluation surplus	2,313,498	75,000	-	-	-	-	-	-	-	2,388,498
Disposals (NBV)	-	-	-	-	-	(58)	(1,640)	-	(106)	(1,804)
Depreciation charge	-	-	(15,186)	(4,878)	-	(320,481)	(25,811)	(1,669)	(14,130)	(382,155)
<b>Closing net book value</b>	<b>3,950,799</b>	<b>450,000</b>	<b>177,455</b>	<b>21,029</b>	<b>3,740</b>	<b>1,875,763</b>	<b>108,496</b>	<b>9,982</b>	<b>15,121</b>	<b>6,612,385</b>
<b>Gross carrying value basis year ended December 31, 2022</b>										
Cost / revalued amount	3,950,799	460,526	325,160	104,029	21,841	6,480,759	252,102	80,773	100,887	11,776,877
Accumulated depreciation	-	(10,526)	(147,705)	(83,000)	(18,101)	(4,604,996)	(143,606)	(70,791)	(85,766)	(5,164,492)
<b>Closing net book value</b>	<b>3,950,799</b>	<b>450,000</b>	<b>177,455</b>	<b>21,029</b>	<b>3,740</b>	<b>1,875,763</b>	<b>108,496</b>	<b>9,982</b>	<b>15,121</b>	<b>6,612,385</b>
Depreciation rate (% per annum)	-	-	2.5 to 5	2.5 to 5	2.5 to 5	5 to 10	20	10 to 20	25 to 33.33	-

\* This includes capital spares having cost of Rs. 611.798 million (2022: Rs. 106.376 million) and net book value of Rs. 507.310 million (2022: Rs. 19.496 million).

\*\* Additions to plant and machinery include borrowing cost capitalised amounting to Rs. 1,029.686 million (2022: Rs. Nil). The rate of mark up used to determine the amount of borrowing cost is in the range of 4% to 3 months Kibor +1.4% (2022: 4% to 3 months Kibor +1.4%) per annum.

\*\*\* Net book value of Rs. 11.986 million relating to ASU 30 TPD and CO2 23 TPD plants at Port Qasim has been transferred to non current assets classified as held for sale.

## 14.2 Fair value measurement

Fair value of lands is based on the valuation carried out by an independent valuer M/s Joseph Lobo (Private) Limited on the basis of market value.

Fair value of lands is based on the assumptions considered to be level 2 in the fair value hierarchy due to significant observable inputs used in the valuation.

### Valuation techniques used to derive level 2 fair values - Land

Fair value of land has been derived using a sales comparison approach. Sale prices of comparable land in close proximity are adjusted for differences in key attributes such as location and size of the property. The most significant input in this valuation approach is price / rate per square foot in particular locality. This valuation is considered to be level 2 in fair value hierarchy due to significant observable inputs used in the valuation.

There were no transfers between levels 2 and 3 for recurring fair value measurements during the year.



14.3 The forced sales value (FSV) of freehold land and leasehold land is Rs. 2,963.1 million and Rs. 337.5 million, respectively.

14.4 Had there been no revaluation, the net book value of freehold and leasehold lands would have amounted to Rs. 214.51 million and Rs. Nil, respectively.

14.5 As at December 31, 2023, plant and machinery include cylinders held by customers and Vacuum Insulated Evaporators (VIEs) installed at certain customers' sites for supply of gas products. Cost and net book values of such cylinders and VIEs are as follows:

Rupees in '000	Cost		Net book value	
	2023	2022	2023	2022
Cylinders	265,287	269,373	118,884	131,555
Vacuum Insulated Evaporators	751,331	754,911	175,231	210,670
	<b>1,016,618</b>	<b>1,024,284</b>	<b>294,115</b>	<b>342,225</b>

14.6 Depreciation has been allocated as follows:

Rupees in '000	Note	2023	2022
Cost of sales	6	493,599	348,255
Distribution and marketing expenses	7	16,566	14,062
Administrative expenses	8	21,232	23,079
		<b>531,397</b>	<b>385,396</b>

14.7 Particulars of the Company's immovable property (i.e. land and building) are as follows:

Particulars	Location	Total area (Sq. yard)
Manufacturing plant and head office	West Wharf, Dockyard Road, Karachi.	24,000
Manufacturing plant	Plot EZ/1/P-5 (SP-1), Eastern Industrial Zone, Port Qasim, Karachi.	48,400
Manufacturing plant	Shalamar Link Road, Mughalpur, Lahore.	36,270
Manufacturing plant	Plot No. 705, Sundar Industrial Estate Lahore.	15,723
Manufacturing plant	Wah Cantonment, Kabul Road, Rawalpindi.	25,168
Land	Plot No. C-1, Sundar Industrial Estate Lahore.	7,334
Land (open plot)	Plot No.11-A, Special Economic Zone, Rashakai.	43,560
Land (open plot)	Mouza Kot, Rab Nawaz Khan, Multan.	11,283
Land (Open plot)	Mousa Shumali Kawali, Tehsil Hub, Gadani.	5,506
Beach hut	Plot No. 101-N, Sandspit.	250

14.8 Capital work in progress

The movement in capital work in progress during the year is as follows:

Rupees in '000	Land and building	Plant and machinery	Advances to suppliers against vehicles	Furniture, fittings, office and computer equipments	Total
As at January 01, 2022	10,477	1,673,267	12,338	2,634	1,698,716
Additions during the year	47,288	4,007,194	79,745	13,701	4,147,928
Transfers to operating fixed assets	(26,337)	(268,075)	(80,604)	(13,459)	(388,475)
Reclassification	38,839	(39,142)	30	273	-
<b>As at January 01, 2023</b>	<b>70,267</b>	<b>5,373,244</b>	<b>11,509</b>	<b>3,149</b>	<b>5,458,169</b>
Reclassification of opening balances	273,306	(273,188)	-	(118)	-
Additions during the year (note 14.8.1)	196,584	1,801,650	274	6,555	2,005,062
Transfers to operating fixed assets	(416,976)	(6,413,185)	(11,783)	(4,404)	(6,846,348)
Transfers to intangible assets	-	-	-	(2,875)	(2,875)
<b>As at December 31, 2023</b>	<b>123,181</b>	<b>488,521</b>	<b>-</b>	<b>2,307</b>	<b>614,008</b>

14.8.1 Plant and machinery includes borrowing cost capitalised amounting to Rs. 95.593 million (2022: Rs. 32.591 million). The rate of mark up used to determine the amount of borrowing cost is in the range of 4% to 3 months Kibor +1.4% (2022: 4% to 3 months Kibor +1.4%) per annum.

#### 14.9 Right-of-use assets – Buildings

Rupees in '000	2023	2022
<b>Net Carrying value basis</b>		
As at January 01	14,381	17,622
Depreciation during the year	(3,241)	(3,241)
<b>Net book value as at December 31</b>	<b>11,140</b>	<b>14,381</b>
<b>Gross Carrying value basis</b>		
Cost	30,004	30,004
Accumulated depreciation	(18,864)	(15,623)
	<b>11,140</b>	<b>14,381</b>
Depreciation rate % per annum	12.5 to 20	12.5 to 20

#### 15. Non current assets classified as held for sale

The Board of Directors in its meeting held on 01 December, 2023 approved ASU 30 TPD and CO2 23 TPD plants at Port Qasim to be classified as held for sale. Accordingly, as per the requirements of IFRS 5 'Non-current assets held for sale', the Company has transferred the said assets from property, plant and equipment and classified them under assets classified as held for sale.

Rupees in '000	2023	2022
ASU 30 TPD Plant	11,590	-
CO2 23 TPD Plant	396	-
	<b>11,986</b>	<b>-</b>

#### 16. Intangible assets

Rupees in '000	Note	2023	2022
Computer software	16.1	19,765	22,145

##### 16.1 Net carrying value basis

Rupees in '000	2023	2022
Opening net book value at January 01	22,145	27,359
Additions during the year	2,875	-
	<b>25,020</b>	<b>27,359</b>
Amortisation for the year	(5,255)	(5,214)
Closing net book value at December 31	<b>19,765</b>	<b>22,145</b>
<b>Gross carrying value basis</b>		44,290
Cost	75,393	72,518
Accumulated amortisation	(55,628)	(50,373)
<b>Net book value</b>	<b>19,765</b>	<b>22,145</b>

16.2 Intangible assets are amortised over an estimated useful life of 8 years and the amortisation is allocated to administrative expenses.

#### 17. Long term loans

Rupees in '000	Note	2023	2022
Loans – considered good			
Employees	17.1	9,429	8,693
Current portion shown under current assets			
Employees		(3,100)	(3,071)
		<b>6,329</b>	<b>5,622</b>

17.1 These are interest free loans recoverable in monthly installments.

#### 18. Stores and spares

Rupees in '000	Note	2023	2022
Spares		513,507	477,719
Provision against slow moving stores and spares	18.1	(151,000)	(117,772)
		<b>362,507</b>	<b>359,947</b>

18.1 The Company has made a provision against slow moving stores and spares amounting to Rs.33.228 million during the year (2022: of Rs.3.247 million). The Company has also written off slow moving stores and spares amounting to Rs. Nil during the year (2022:Rs. 2.353 million) by utilizing the provision.

## 19. Stock-in-trade

Rupees in '000	Note	2023	2022
Raw and packing materials - in hand		229,584	380,180
Finished goods - in hand		800,242	936,755
	19.1	<b>1,029,826</b>	<b>1,316,935</b>

19.1 The cost of raw and packing materials and finished goods has been adjusted net of provision for slow moving and obsolete stock by Rs.34.444 million (2022: Rs. 33.998 million). During the year, a provision amounting to Rs. 0.446 million (2022: Rs. 16.029 million) in respect of slow moving and obsolete stock has been recorded. The Company has also written off slow moving and obsolete stock amounting to Rs. Nil (2022: Rs. 11.011 million) by utilizing the provision.

## 20. Trade debts

Rupees in '000	Note	2023	2022
Unsecured			
Considered good		1,337,550	827,267
Considered doubtful		63,964	63,964
	20.1	<b>1,401,514</b>	<b>891,231</b>
Allowance for expected credit losses	20.3	(63,964)	(63,964)
		<b>1,337,550</b>	<b>827,267</b>

20.1 These include balances due from related parties as follows:

Rupees in '000	2023	2022
Engro Polymer and Chemicals Limited	1,194	1,337
Soorty Enterprises (Private) Limited	303	141
Fauji Foundation Hospital	1,932	3,360
Fauji Fertilizer Company Limited	102	874
Fauji Akber Portia Marine Terminals	24	19
Fauji Fertilizer Bin Qasim Limited	11	286
Fauji Food Limited	1,933	1,814
Power Cement Limited	-	14
Terminal One Limited	-	628
	5,499	8,473
Past due considered doubtful as per Company's credit policy	(1,345)	(726)
	<b>4,154</b>	<b>7,747</b>

The ageing of the trade debts due from related parties as at the statement of financial position are as under:

Rupees in '000	2023	2022
Not past due	2,696	5,286
Past due from 1- 90 days	1,457	2,308
Past due from 90 days onward	1,346	880
	<b>5,499</b>	<b>8,473</b>
Past due considered doubtful as per Company's credit policy	(1,345)	(726)
	<b>4,154</b>	<b>7,747</b>

20.2 The maximum amount due from related parties at the end of any month during the year was Rs.11.602 million (2022: Rs. 13.717 million).



### 20.3 Allowance for expected credit losses

Rupees in '000	2023	2022
Balance at beginning of the year	63,964	74,011
Reversal of expected credit losses	-	(10,047)
<b>Balance at end of the year</b>	<b>63,964</b>	<b>63,964</b>

### 21. Loans and advances

Rupees in '000	Note	2023	2022
Loans - considered good			
Current maturity of long term loan to employees	17	3,100	3,071
Advances considered good			
Employees		100	2,445
Suppliers		49,842	121,201
		<b>53,042</b>	<b>126,717</b>

### 22. Deposits and prepayments

Rupees in '000	2023	2022
Security deposits	33,984	127,232
Other deposits	290,106	287,158
Prepayments	4,138	4,858
	<b>328,228</b>	<b>419,248</b>

### 23. Other receivables

Rupees in '000	Note	2023	2022
Considered good			
Receivable from defined benefit funds	37.1	52,338	39,932
Receivable from defined contribution funds		2,623	8,971
Sales tax recoverable		948,015	1,144,872
Insurance claim		-	32
Margin against letters of credit and bank guarantees		60,116	67,187
		<b>1,063,092</b>	<b>1,260,994</b>

### 24. Cash and bank balances

Rupees in '000	Note	2023	2022
Cash in hand		3,164	2,470
Cash at bank - current and savings accounts	24.1	403,658	544,465
		<b>406,822</b>	<b>546,935</b>

24.1 This includes an amount of Rs. 39.811 million held in savings accounts (2022: Rs. 188.956 million). The mark-up on saving account is 20.50% per annum (2022: 14.50% per annum). As at December 31, 2023, Rs. 0.314 million were kept in shariah compliant bank accounts (2022: Nil).

## 25. Share capital

### 25.1 Authorised share capital

	(Number of shares)		(Rupees in '000)	
	2023	2022	2023	2022
Ordinary shares of Rs. 10 each	150,000,000	70,000,000	1,500,000	700,000

### 25.2 Issued, subscribed and paid-up capital

	(Number of shares)		(Rupees in '000)	
	2023	2022	2023	2022
Ordinary shares of Rs. 10 each fully paid in cash	452,955	452,955	4,530	4,530
Ordinary shares of Rs. 10 each issued for consideration other than cash	672,045	672,045	6,720	6,720
Ordinary shares of Rs. 10 each issued as fully paid bonus shares	72,113,255	57,465,604	721,133	574,656
Ordinary shares of Rs. 10 each issued as fully paid right shares	13,885,973	-	138,860	-
	<b>87,124,228</b>	<b>58,590,604</b>	<b>871,243</b>	<b>585,906</b>

25.3 During the year, the Company issued bonus shares in proportion of 25 shares for every 100 shares held i.e. 25% amounting to Rs. 146.476 million.

25.4 The Board of Directors in its meeting held on 01 September, 2023 approved to increase the paid up share capital of the Company by issue of a further 13,885,973 ordinary shares as right shares at a price of Rs. 54/- per share (including a premium of Rs. 44/- per share), offered in the proportion of 18.96 right shares for every 100 shares held.

25.5 The Company has one class of ordinary shares which carries no rights to fixed income. The holders of shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at the general meetings of the Company. All shares rank equally with regard to the Company's residual assets.

## 26. Share premium

This represents premium on issue of right ordinary shares. This reserve can only be utilized by the Company in accordance with Section 81 of the Companies Act, 2017. During the year, the Company utilized the reserve against share issuance cost resulting from issue of right shares.

## 27. Long term deposits

Rupees in '000	2023	2022
Deposits		
Against cylinders	240,879	235,959
Others	14,114	14,950
	<b>254,993</b>	<b>250,909</b>

## 28. Long-term financing

Rupees in '000	Note	2023	2022
Secured from banking companies			
Temporary economic refinance facility	28.1	2,918,197	2,062,042
Term finance facility	28.2 & 28.3	1,499,342	2,220,785
		<b>4,417,539</b>	<b>4,282,827</b>
Less: current portion shown under current liabilities		(393,317)	(285,241)
		<b>4,024,222</b>	<b>3,997,586</b>

28.1 This represents long term financing agreements entered into by the Company with certain banks to avail long term financing facilities including Islamic Temporary Economic Refinance Facility (ITERF) of the State Bank of Pakistan for an amount of Rs. 3,600 million and Rs. 200 million for import and construction of 270 TPD ASU plant and 11 TPS Electrode plant, respectively. These loans are repayable in thirty two quarterly installments over a period of eight years beginning from May 2023 and are secured against charge over certain fixed assets of the Company. These facilities carry mark-up/profit at 4% (SBP rate 1% + bank spread 3%). The amount of loan outstanding as at reporting date includes Rs. 1,978 million obtained under ITERF.

28.2 This represents financing agreements entered into by the Company with certain banks for an amount of Rs. 2,300 million, Rs. 1,300 million and Rs. 100 million for construction of ASU 105 TPD plant, ASU 270 TPD plant and 11 TPS Electrode plant, respectively. The loans are repayable in thirty two quarterly installments over a period of eight years beginning from May 2023 and secured against charge over certain fixed assets of the Company. These facilities carry mark-up/profit rate ranging from 3 months KIBOR + 1.1% to 1.4%. The amount of loan outstanding as at reporting date includes Rs. 1,499 million obtained under Islamic mode of financing.

28.3 This includes long term financing amounting to Rs. 319.185 million (2022: Rs. 319.185 million) from a related party.

## 29. Lease liabilities

Rupees in '000	Note	2023	2022
Lease liabilities recognised as on January 01		20,591	23,211
Interest accrued		1,895	2,184
Less: repayment of lease liabilities		(5,148)	(4,804)
	29.1	17,338	20,591

### 29.1 Break up of lease liabilities

Rupees in '000	2023	2022
Lease liabilities	17,338	20,591
Less: current portion	(2,623)	(2,623)
	14,715	17,968
Maturity analysis - contractual undiscounted cash flow		
Less than one year	5,258	5,148
One to five year	15,795	21,053
<b>Total undiscounted lease liability</b>	<b>21,053</b>	<b>26,201</b>

29.2 When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rate which was 10% at the time of initial recognition of the lease liabilities.

## 30. Deferred capital grant

Rupees in '000	Note	2023	2022
Capital grant	30.1	561,867	394,914
Current portion shown under current liability		(114,821)	(81,146)
		447,046	313,768

30.1 The Company received term finance facility below-market interest rate as disclosed in note 29 to these financial statements amounting to Rs. 3,681 million from certain banks under "Islamic / Temporary Economic Refinance Facility (I/TERF)" introduced by the State Bank of Pakistan. Deferred capital grant has been recorded in respect of this facility under IAS-20, Government grants.

## 31. Deferred liabilities

Rupees in '000	Note	2023	2022
Deferred taxation	31.1	106,496	149,331
Staff retirement benefit funds	37.1	11,351	10,648
		117,847	159,979

### 31.1 Deferred taxation

Rupees in '000	2023	2022
Taxable temporary differences:		
Accelerated tax depreciation	875,618	255,599
Deductible temporary differences:		
Minimum tax	(149,766)	(43,579)
Tax losses carried forward	(543,608)	-
Slow moving stores and spares and stock-in-trade	(53,779)	(44,013)
Employees' benefit plans	(1,635)	(3,396)
Allowance for expected credit losses and other provisions	(20,334)	(15,280)
	106,496	149,331



## 32. Trade and other payables

Rupees in '000	Note	2023	2022
Creditors		297,316	770,219
Accrued liabilities		949,591	904,063
Advances from customers	32.1	53,491	46,259
Payable to staff retirement contribution funds		3,662	3,257
Payable to staff retirement benefit funds		14,355	-
Workers' Profits Participation Fund		4,886	2,075
Workers' Welfare Fund		36,588	37,977
Mark-up payable		314,564	218,040
Other payables		19,460	79,841
		<b>1,693,913</b>	<b>2,061,731</b>

32.1 This includes an amount of Rs. 2.514 million (2022: Rs. 0.582 million) received from related parties.

## 33. Short term borrowings

### Conventional facilities

The Company has arrangements for running finance facilities under mark-up arrangement with various banks amounting to Rs. 1,350 million (2022: Rs. 1,150 million). The unutilized running finance facilities as at year end are Rs. 206 million (2022: Rs. 503 million).

The rate of mark-up on running finance facility is in the range of 1 - 3 months KIBOR + 0.05%-0.50% (2022: 1 - 3 Months KIBOR + 0.05%-0.50%) per annum. The arrangements are secured by way of Joint Pari Passu charge against hypothecation of current assets and certain fixed assets (i.e. VIEs and Cylinders only).

The Company also has facility for opening letters of credit and issuing bank guarantees as at December 31, 2023 amounting to Rs.1,175 million (2022: Rs. 1,075 million). The unutilized balance as at year ended is Rs. 784 million (2022: Rs. 817 million).

### Islamic facilities

The Company has arrangements for running musharakah facilities from certain banks. The overall facilities under running musharakah amount to Rs. 2,750 million (2022: Rs. 2,900 million) including facility from a related party, amounting to Rs. 900 million (2022: Rs. 900 million). The unutilized running musharkah facilities as at year end amount to Rs. 681 million (2022: Rs. 390 million).

The rate of profit on the running musharakah facilities ranges from 1-3 Months KIBOR + 0.05%-0.20% (2022: 1 month KIBOR + 0.05% to 1 month KIBOR + 0.25%) per annum. The arrangements are secured by way of Joint Pari Passu charge against hypothecation of current assets and certain fixed assets (i.e. VIEs and Cylinders only).

The Company also has facilities for opening letters of credit and issuing bank guarantees as at December 31, 2023 amounting to Rs. 1,825 million (2022: Rs. 1,425 million). The unutilized balance as at year end is Rs. 978 million (2022: Rs. 1,146 million).

## 34. Contingencies and commitments

### 34.1 Contingencies

The Company has disputed the unilateral increase in rentals of one of its leased premises being exorbitant, unreasonable and unjustified. Therefore, a civil suit has been filed against the lessor. The Court has directed parties to maintain status quo. The amount not acknowledged as debt in this regard as at December 31, 2023 amounted to Rs. 67.9 million (2022: Rs. 61.09 million).

### 34.2 Commitments

34.2.1 Capital commitments outstanding as at December 31, 2023 amounted to Rs. 288.032 million (2022: Rs. 333.890 million).

34.2.2 Commitments under letters of credit for inventory items as at December 31, 2023 amounted to Rs. 804 million (2022: Rs. 175 million).

34.2.3 Commitments under letters of credit for fixed assets as at December 31, 2023 amounted to Rs.1,528 million (2022: Rs. 1,511 million).

34.2.4 Banks have provided guarantees to various parties on behalf of the Company in normal course of business. Guarantees outstanding as at December 31, 2023 amounted to Rs. 434 million (2022: Rs. 361 million).

### 35. Cash generated from operations

Rupees in '000	Note	2023	2022
Profit before taxation		205,507	475,409
Adjustments for non-cash charges and other items:			
Depreciation	14.6	531,396	385,396
Gain on disposal of property, plant and equipment	10	(16,278)	(13,657)
Mark-up income on saving and deposit accounts	10	(79)	(1,294)
Finance cost	11	686,848	209,043
Amortisation	16.1	5,255	5,214
Post retirement medical benefits	37.1	1,474	2,253
Liabilities no longer payable written back	10	(4,796)	(9,808)
Working capital changes	35.1	(328,892)	(747,817)
		<b>1,080,435</b>	<b>304,738</b>

#### 35.1 Working capital changes

Rupees in '000	2023	2022
(Increase)/decrease in current assets:		
Stores and spares	(2,560)	(73,835)
Stock-in-trade	287,109	(275,783)
Trade debts	(510,283)	(173,504)
Loans and advances	73,675	(35,821)
Deposits and prepayments	91,020	(19,255)
Other receivables	191,693	(726,113)
	<b>130,654</b>	<b>(1,304,311)</b>
(Decrease)/increase in current liabilities:		
Trade and other payables	(459,546)	556,494
	<b>(328,892)</b>	<b>(747,817)</b>

### 36. Cash and cash equivalents

Rupees in '000	Note	2023	2022
Cash and bank balances	24	406,822	546,935
Short-term borrowings - running finance under mark-up arrangement		(2,930,941)	(2,477,513)
		<b>(2,524,119)</b>	<b>(1,930,578)</b>

### 37. Staff retirement benefits

#### 37.1 Defined benefit schemes

The actuarial valuation of pension, gratuity and medical benefit schemes was carried out at December 31, 2023. The projected unit credit method using the following significant assumptions, has been used for the actuarial valuation:

Percent % per annum	2023		
	Pension Fund	Gratuity Fund	Medical Scheme
<b>Financial assumptions</b>			
Rate of discount	16.00%	16.00%	16.00%
Expected rate of pension increase	10.00%	-	-
Expected rate of salary increase			
for first three years following valuation	-	16.00%	-
long term (fourth year following valuation)	-	0.00%	-
Medical cost escalation rate	-	-	14.00%
<b>Demographic assumptions</b>			
Mortality rate	SLIC (2001-05)-1	SLIC (2001-05)-1	SLIC (2001-05)-1
Rates of employee turnover	Moderate	Moderate	Moderate

The amounts recognised in the statement of financial position are as follows:

Rupees in '000	2023			
	Pension Fund	Gratuity Fund	Medical Scheme	Total
Present value of defined benefit obligation	52,930	209,217	11,351	273,498
Fair value of plan assets	(105,268)	(196,140)	-	(301,408)
<b>(Asset) / liability in statement of financial position</b>	<b>(52,338)</b>	<b>13,077</b>	<b>11,351</b>	<b>(27,910)</b>
<b>Movements in the present value of defined benefit obligation</b>				
Present value of defined benefit obligation - Beginning of the year	58,076	192,802	10,648	261,526
Current service cost	-	8,557	-	8,557
Interest cost	8,033	27,455	1,474	36,962
Re-measurements : Actuarial (gains) / losses on obligation	(7,202)	4,164	(572)	(3,610)
Benefits paid	(5,977)	(23,761)	(199)	(6,282)
Present value of defined benefit obligation - end of the year	52,930	209,217	11,351	297,153
<b>Movements in the fair value of plan assets</b>				
Fair value of plan assets - beginning of the year	(99,145)	(191,665)	-	(290,810)
Interest income on plan assets	(13,598)	(27,300)	-	(40,898)
Re-measurements: Return on plan assets over interest (income) / loss	1,498	7,750	-	9,248
Benefits paid	5,977	23,761	-	29,738
Contribution to fund	-	(8,686)	-	(8,686)
Fair value of plan assets - end of the year	(105,268)	(196,140)	-	(301,408)
<b>Movement in the net defined benefit liability / (asset)</b>				
Opening balance	(41,068)	1,137	10,647	(29,284)
Net periodic benefit (income) / cost for the year	(5,565)	8,712	1,474	4,621
Contribution paid during the year	-	(8,685)	-	(8,685)
Benefits paid during the year	-	-	(199)	(199)
Re-measurements recognised in other comprehensive (income) / loss during the year	(5,705)	11,914	(572)	5,637
Closing balance	(52,338)	13,078	11,350	(27,910)

**Amounts recognised in total comprehensive income**

The following amounts have been charged in respect of these benefits to statement of profit or loss and other comprehensive income:

Rupees in '000	2023			
	Pension Fund	Gratuity Fund	Medical Scheme	Total
<b>Component of defined benefit costs recognised in statement of profit or loss</b>				
Current service cost	-	8,557	-	8,557
Net interest cost	-	-	-	-
Interest cost on defined benefit obligation	8,033	27,455	1,474	36,962
Interest income on plan assets	(13,598)	(27,300)	-	(40,898)
	<b>(5,565)</b>	<b>8,712</b>	<b>1,474</b>	<b>4,621</b>
<b>Component of defined benefit costs (re-measurement) recognised in other comprehensive income</b>				
Re-measurements: Actuarial (gain) / loss on obligation				
(Gain) / loss due to change in financial assumptions	(3,280)	679	(44)	(2,645)
(Gain) / loss due to change in experience adjustments	(3,922)	3,485	(528)	(965)
	<b>(7,202)</b>	<b>4,164</b>	<b>(572)</b>	<b>(3,610)</b>



Rupees in '000	2023			
	Pension Fund	Gratuity Fund	Medical Scheme	Total
<b>Re-measurements: Net return on plan assets over interest income</b>				
Actual return on plan assets	(12,100)	(19,550)	-	(31,650)
Interest income on plan assets	13,597	27,300	-	40,897
	1,497	7,750	-	9,247
<b>Net re-measurement recognised in other comprehensive income</b>	<b>(5,705)</b>	<b>11,914</b>	<b>(572)</b>	<b>5,637</b>
<b>Total defined benefit cost recognised in statement of profit or loss and other comprehensive income</b>	<b>(11,270)</b>	<b>20,626</b>	<b>902</b>	<b>10,258</b>
Actual return on plan assets	12,100	19,550	-	31,650
Expected contributions to funds in the following year	(7,775)	11,101	1,731	5,057
Expected benefit payments to retirees in the following year	5,505	25,584	1,105	32,194
Re-measurements: Accumulated actuarial (gains) / losses recognised in equity	(5,705)	11,914	(572)	5,637
Weighted average duration of the defined benefit obligation (years)	6.00	5.79	6.16	
<b>Analysis of present value of defined benefit obligation</b>				
<b>Type of Members:</b>				
Pensioners	52,930	-	-	52,930
Beneficiaries	-	-	11,350	11,350
Officers	-	166,883	-	166,883
Supervisors	-	42,334	-	42,334
	52,930	209,217	11,350	273,497
<b>Vested / Non-Vested</b>				
Vested benefits	52,930	209,043	11,350	273,323
Non - vested benefits	-	174	-	174
	52,930	209,217	11,350	273,497
<b>Type of benefits</b>				
Accumulated obligations	52,930	95,536	11,350	159,816
Amounts attributed to future salary increase	-	113,681	-	113,681
	52,930	209,217	11,350	273,497
<b>Disaggregation of fair value of plan assets</b>				
The fair value of the plan assets at statement of financial position date for each category are as follows:				
Cash and cash equivalents (comprising bank balances as adjusted for current liabilities)	17,893	55,322	-	73,215
<b>Debt instruments (Quoted / not quoted)</b>				
AAA	85,452	131,469	-	216,921
AA	-	8,757	-	8,757
	85,452	140,226	-	225,678
Equity instruments (Quoted) - Oil and gas sector	924	592	-	1,516
<b>Mutual Fund (Quoted)</b>				
Assets Allocation Fund	999	-	-	999
	999	-	-	999
	105,268	196,140	-	301,408

### Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Rupees in '000	2023		
	Pension Fund	Gratuity Fund	Medical Scheme
Discount rate +0.5%	51,385	203,311	11,010
Discount rate -0.5%	54,563	215,447	11,709
Long term pension / salary increase +0.5%	54,647	215,651	-
Long term pension / salary decrease -0.5%	51,295	203,067	-
Medical cost +1% - effect on service cost and interest cost	-	-	30
Medical cost +1% - effect on defined benefit obligation	-	-	334
Medical cost -1% - effect on service cost and interest cost	-	-	(28)
Medical cost -1% - effect on defined benefit obligation	-	-	(318)

The sensitivity analysis prepared presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

### Defined benefit schemes

The actuarial valuation of pension, gratuity and medical benefit schemes was carried out at December 31, 2021. The projected unit credit method using the following significant assumptions, has been used for the actuarial valuation:

(Percent % per annum)	2022		
	Pension Fund	Gratuity Fund	Medical Scheme
<b>Financial assumptions</b>			
Rate of discount	14.50%	14.50%	14.50%
Expected rate of pension increase	9.50%	-	-
Expected rate of salary increase			
for first three years following valuation	-	14.50%	-
long term (fourth year following valuation)	-	14.50%	-
Medical cost escalation rate	-	-	12.50%
<b>Demographic assumptions</b>			
Mortality rate	SLIC (2001-05)-1	SLIC (2001-05)-1	SLIC (2001-05)-1
Rates of employee turnover	Moderate	Moderate	Moderate

The amounts recognised in statement of financial position are as follows:

Rupees in '000	2022			
	Pension Fund	Gratuity Fund	Medical Scheme	Total
Present value of defined benefit obligation	58,076	192,802	10,648	261,526
Fair value of plan assets	(99,144)	(191,665)	-	(290,809)
<b>(Asset) / liability in statement of financial position</b>	<b>(41,068)</b>	<b>1,137</b>	<b>10,648</b>	<b>(29,283)</b>
<b>Movements in the present value of defined benefit obligation</b>				
Present value of defined benefit obligation - beginning of the year	51,736	162,777	8,944	223,457
Current service cost	-	8,177	-	8,177
Interest cost	5,797	19,318	1,004	26,119
Re-measurements: Actuarial (gains) / losses on obligation	7,480	4,963	1,249	13,692
Benefits paid	(6,937)	(2,433)	(549)	(9,919)
Present value of defined benefit obligation - end of the year	<b>58,076</b>	<b>192,802</b>	<b>10,648</b>	<b>261,526</b>

Rupees in '000	2022			
	Pension Fund	Gratuity Fund	Medical Scheme	Total
<b>Movements in the fair value of plan assets</b>				
Fair value of plan assets - beginning of the year	(93,786)	(166,154)	-	(259,940)
Interest income on plan assets	(10,471)	(19,694)	-	(30,165)
Re-measurements: Return on plan assets over interest income	(1,824)	(157)	-	(1,981)
Benefits paid	6,937	2,433	-	9,370
Contribution to fund	-	(8,093)	-	(8,093)
<b>Fair value of plan assets - end of the year</b>	<b>(99,144)</b>	<b>(191,665)</b>	<b>-</b>	<b>(290,809)</b>

Rupees in '000	2022			
	Pension Fund	Gratuity Fund	Medical Scheme	Total
<b>Movement in the net defined benefit liability / (asset)</b>				
Opening balance	(42,050)	(3,377)	8,944	(36,483)
Net periodic benefit (income) / cost for the year	(4,674)	7,802	1,004	4,132
Contribution paid during the year	-	(8,093)	-	(8,093)
Benefits paid during the year	-	-	(549)	(549)
Re-measurements recognised in other comprehensive (income) / loss during the year	-	-	-	-
	5,656	4,805	1,249	11,710
<b>Closing balance</b>	<b>(41,068)</b>	<b>1,137</b>	<b>10,648</b>	<b>(29,283)</b>

#### Amounts recognised in total comprehensive income

The following amounts have been charged in respect of these benefits to statement of profit or loss and other comprehensive income:

Rupees in '000	2022			
	Pension Fund	Gratuity Fund	Medical Scheme	Total
<b>Component of defined benefit costs recognised in statement of profit or loss</b>				
Current service cost	-	8,177	-	8,177
Net interest cost				
Interest cost on defined benefit obligation	5,797	19,318	1,004	26,119
Interest income on plan assets	(10,471)	(19,694)	-	(30,165)
	<b>(4,674)</b>	<b>7,801</b>	<b>1,004</b>	<b>4,131</b>
<b>Component of defined benefit costs (re-measurement) recognised in other comprehensive income</b>				
Re-measurements: Actuarial (gain) / loss on obligation				
(Gain) / loss due to change in financial assumptions	485	1,168	(111)	1,542
(Gain) / loss due to change in experience adjustments	6,995	3,794	1,360	12,149
	<b>7,480</b>	<b>4,962</b>	<b>1,249</b>	<b>13,691</b>
Re-measurements: Net return on plan assets over interest income				
Actual return on plan assets	10,471	19,693	-	30,164
Interest income on plan assets	(12,295)	(19,850)	-	(32,145)
	<b>(1,824)</b>	<b>(157)</b>	<b>-</b>	<b>(1,981)</b>
<b>Net re-measurement recognised in other comprehensive income</b>	<b>5,656</b>	<b>4,805</b>	<b>1,249</b>	<b>11,710</b>
<b>Total defined benefit cost recognised in statement of profit or loss and other comprehensive income</b>	<b>982</b>	<b>12,606</b>	<b>2,253</b>	<b>15,841</b>
Actual return on plan assets	(10,471)	(19,693)	-	(30,164)
Expected contributions to funds in the following year	(5,565)	8,711	1,473	4,619
Expected benefit payments to retirees in the following year	5,542	15,720	1,001	22,263
Re-measurements: Accumulated actuarial (gains) / losses recognised in equity	5,565	4,805	1,249	11,619
Weighted average duration of the defined benefit obligation (Years)	6.54	6.36	6.46	



Rupees in '000	2022			
	Pension Fund	Gratuity Fund	Medical Scheme	Total
<b>Analysis of present value of defined benefit obligation</b>				
<b>Type of Members:</b>				
Pensioners	58,076	-	-	58,076
Beneficiaries	-	-	10,648	10,648
Officers	-	153,863	-	153,863
Supervisors	-	38,939	-	38,939
	<b>58,076</b>	<b>192,802</b>	<b>10,648</b>	<b>261,526</b>
<b>Vested / Non-Vested</b>				
Vested benefits	58,076	178,343	10,648	247,067
Non - vested benefits	-	14,459	-	14,459
	<b>58,076</b>	<b>192,802</b>	<b>10,648</b>	<b>261,526</b>
<b>Type of benefits</b>				
Accumulated obligations	58,076	87,303	10,648	156,027
Amounts attributed to future salary increase	-	105,499	-	105,499
	<b>58,076</b>	<b>192,802</b>	<b>10,648</b>	<b>261,526</b>
<b>Disaggregation of fair value of plan assets</b>				
The fair value of the plan assets at statement of financial position date for each category are as follows:				
Cash and cash equivalents (comprising bank balances and adjusted for current liabilities) - quoted				
	11,549	5,929	-	17,478
<b>Debt instruments</b>				
AAA	86,463	177,335	-	263,798
AA	-	8,001	-	8,001
	86,463	185,336	-	271,799
Equity instruments (Quoted) - Oil and gas sector	508	400	-	908
<b>Mutual funds - Quoted</b>				
Assets Allocation Fund	624	-	-	624
	<b>99,144</b>	<b>191,665</b>	<b>-</b>	<b>290,809</b>

#### Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Rupees in '000	2022		
	Pension Fund	Gratuity Fund	Medical Scheme
Discount rate +0.5%	56,234	186,838	10,313
Discount rate -0.5%	60,031	199,106	11,000
Long term pension / salary increase +0.5%	60,114	199,295	-
Long term pension / salary decrease -0.5%	56,144	186,609	-
Medical cost +1% - effect on service cost and interest cost	-	-	30
Medical cost +1% - effect on defined benefit obligation	-	-	334
Medical cost -1% - effect on service cost and interest cost	-	-	(28)
Medical cost -1% - effect on defined benefit obligation	-	-	(318)

The sensitivity analysis prepared presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

### 37.2 Defined contribution plan

#### Staff provident fund

The following information is based on latest audited financial statements of the Fund:

Rupees in '000	July 31, 2023	July 31, 2022
Size of the Fund ( Net of Liabilities)	181,536	159,872
Cost of investment made	118,315	137,056
Fair value / amortised cost of the investments	166,973	153,292
Percentage of investment made (%) - based on fair value / amortised cost	92	96

Break up of the investments is as follows:

	(Rupees in '000)		(% of total investments)	
	July 31, 2023	July 31, 2022	July 31, 2023	July 31, 2022
National savings schemes	14,791	18,811	8.86	12.27
Government securities	109,418	124,071	65.53	80.94
Term Finance Certificate	7,626	7,794	4.57	5.08
Cash and bank balances	35,138	2,616	21.04	1.71
	<b>166,973</b>	<b>153,292</b>	<b>100</b>	<b>100</b>

Investments out of the staff provident fund have been made in accordance with the provisions of Section 218 of the Companies Act, 2017 and the rules formulated for this purpose.

### 38 REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

Rupees in '000	2023		2022	
	Chief Executive	Executive	Chief Executive	Executive
Managerial remuneration	40,189	136,950	34,879	120,468
Bonus, house rent, utilities, etc.	21,085	107,497	20,456	112,818
Company's contribution to staff retirement benefits	9,537	35,065	7,900	31,735
Medical and others	26	7,285	26	8,902
	<b>70,837</b>	<b>286,797</b>	<b>63,261</b>	<b>273,923</b>
Number of persons (including those who worked part of the year)	1	44	1	45

38.1 The Chief Executive and certain executives of the Company are provided with company maintained cars as per terms of employment. During the year, cars were sold to executives, as per the Company policy. Provision in respect of compensated absences is also made as per the requirements of International Financial Reporting Standards.

38.2 Aggregate amount charged in the financial statements for fee to ten non-executive directors (including directors who retired during the year) was Rs. 22.275 million (2022: ten non-executive directors Rs. 16.150 million).

38.3 Professional indemnity insurance cover is available to the directors. The Chief Executive and executives are also covered under the group life insurance as per their terms of employment.

### 39. Financial risk management

The Company's activities expose it to a variety of financial risks: market risk (including foreign currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Risk management is carried out by the management under policies approved by the Board of Directors.

### 39.1 Credit risk

Credit risk represents the risk of financial loss that would be recognised at the reporting date if counter parties failed to perform as contracted. The Company's credit risk is primarily attributable to its receivables and its balances at bank. The credit risk on liquid funds is limited because the counter parties are banks with reasonably high credit ratings. Deposits are provided to suppliers or counterparties as per agreement and are refundable upon termination of agreement with them. Management does not anticipate any impairment there against.

Rupees in '000	Note	2023	2022
Deposits		397,172	489,828
Trade debts	39.1.1	1,337,550	827,267
Bank balances		403,658	544,465
		<b>2,138,380</b>	<b>1,861,560</b>

39.1.1 The Company mostly deals with reputable organizations and believes it is not exposed to any major concentration of credit risk. The Company has policies that limit the amount of credit exposure to any customer.

According to the age analysis, trade debts include balances which are due by not later than 90 days valuing Rs. 1,274.599 million (2022: Rs. 751.812 million). Trade debts due by more than 90 days as at December 31, 2023 amounted to Rs. 62.951 million (2022: Rs. 75.455 million), net of allowance for impairment for expected credit losses. The Company recognises allowance for Expected Credit Losses (ECLs) on trade debts.

The movement in the allowance for expected credit losses in respect of trade debts is as follows:

Rupees in '000	2023	2022
Opening balance	63,964	74,011
Reversal of expected credit losses	-	(10,047)
Closing balance	<b>63,964</b>	<b>63,964</b>

### 39.2 Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Following are the contractual maturities of the Company's financial liabilities:

Description	2023					2022				
	Carrying amount	On Demand	Contractual cash flows	Maturity upto one year	Maturity after one year	Carrying amount	On Demand	Contractual cash flows	Maturity upto one year	Maturity after one year
Lease liabilities	17,338	-	21,053	5,258	15,795	20,591	-	26,201	5,148	21,053
Long term financing	4,979,406	-	5,651,194	638,495	5,012,699	4,677,742	-	5,094,784	482,261	4,612,523
Long term deposits	254,993	-	254,993	254,993	-	250,909	-	250,909	250,909	-
Trade and other payables	1,581,546	-	1,581,546	1,581,546	-	1,972,163	-	1,972,163	1,972,163	-
Short term borrowings	2,930,941	2,930,941	-	-	-	2,477,513	2,477,513	-	-	-
	<b>9,764,224</b>	<b>2,930,941</b>	<b>7,508,786</b>	<b>2,480,292</b>	<b>5,028,494</b>	<b>9,398,918</b>	<b>2,477,513</b>	<b>7,344,057</b>	<b>2,710,481</b>	<b>4,633,576</b>

### 39.3 Market risk

#### i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign currency risk arises from future commercial transactions or receivables and payables that exist due to transactions in foreign currencies. The Company is not exposed to foreign currency risk arising from currency exposures.

#### ii) Interest rate risk

Interest rate risk represents the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest / mark-up rates. Sensitivity to interest / mark-up rate risk arises from mismatches of financial assets and liabilities that mature or re-price in a given period. The Company manages these mismatches through risk management strategies where significant changes in gap position can be adjusted. As at the reporting date, the interest / profit bearing financial instruments comprised bank balances in savings accounts, short, medium and long term financing.



The short term financing which carries floating rate, a hypothetical change of 100 basis points in interest rates at the statement of financial position date would have decreased profit for the year by approximately Rs. 36 million (2022: Rs. 23 million). The analysis assumes that all other variables remain constant. The above analysis is performed using hypothetical change which is not necessarily indication of the actual impact on Company's financial position and performance. The analysis is performed on the same basis as for 2022.

iii) **Price risk**

Price risk represents the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Company is not exposed to price risk.

**39.4 Fair values of financial assets and liabilities**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

When measuring the fair value of an asset or a liability, the Company uses market observable data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 : inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

Rupees in '000	2023					
	Carrying amount			Fair value		
	Amortised cost	Carrying Value	Fair value	Level 1	Level 2	Level 3
<b>Financial assets</b>						
Trade debts	-	1,337,550	-	-	-	-
Loans to employees	-	100	-	-	-	-
Deposits	-	397,172	-	-	-	-
Cash and bank balances	-	406,822	-	-	-	-
<b>Financial liabilities</b>						
Lease liabilities	14,715	-	-	-	-	-
Current portion of lease liabilities	2,623	-	-	-	-	-
Long term financing	4,024,222	-	-	-	-	-
Current maturity of long term financing	393,317	-	-	-	-	-
Deferred capital grant	447,046	-	-	-	-	-
Current portion of deferred capital grant	114,821	-	-	-	-	-
Long term deposits	-	254,993	-	-	-	-
Trade and other payables	-	1,266,367	-	-	-	-
Short term borrowings	-	2,930,941	-	-	-	-

Rupees in '000	2022					
	Carrying amount			Fair value		
	Amortised cost	Carrying Value	Fair value	Level 1	Level 2	Level 3
<b>Financial assets</b>						
Trade debts	-	827,267	-	-	-	-
Loans to employees	-	2,445	-	-	-	-
Deposits	-	489,828	-	-	-	-
Other receivables	-	50	-	-	-	-
Cash and bank balances	-	546,935	-	-	-	-
<b>Financial liabilities</b>						
Lease liabilities	17,968	-	-	-	-	-
Current portion of lease liabilities	2,623	-	-	-	-	-
Long term financing	3,997,586	-	-	-	-	-
Current maturity of long term financing	285,241	-	-	-	-	-
Deferred capital grant	313,768	-	-	-	-	-
Current portion of deferred capital grant	81,146	-	-	-	-	-
Long term deposits	-	250,909	-	-	-	-
Trade and other payables	-	1,754,121	-	-	-	-
Short term borrowings	-	2,477,513	-	-	-	-

It does not include fair value information for financial assets and financial liabilities not measured at fair value, as the carrying amount is a reasonable approximation of their fair values.

As of the reporting date, none of the financial instruments of the Company are carried at fair value.

#### 40. Capital management

The Company's objectives when managing capital is to safeguard the entity's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Company's policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence and to sustain future development of the business.

The Company manages its capital structure and makes adjustments to it in light of the changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. Consistent with others in the industry, the Company also monitors capital on the basis of the gearing ratio.

The gearing ratio as at December 31, 2023 and December 31, 2022 is as follows:

Rupees in '000	2023	2022
Long term financing	4,979,406	4,677,741
Short term borrowings	2,930,941	2,477,513
Less: Cash and bank balances	(406,822)	(546,935)
Net Debt	7,503,525	6,608,319
Total Equity	8,638,649	7,763,959
Gearing ratio (Net debt / (Net debt + Equity))	46.48%	45.98%

The Company finances its operations through equity, borrowings, and management of working capital with a view to maintaining an appropriate mix between various sources of finance to minimize the risk. The Company is not subject to externally imposed capital requirements.

#### 41. Transactions and balances with related parties

The related parties comprise of associated companies, entities with common Directors, major shareholders, key management personnel inclusive of directors (disclosed in note 36) and post retirement benefit plans. Amounts due from and to related parties are shown under respective notes to the financial statements. Transactions with related parties and associated undertakings other than those which have been disclosed elsewhere in these financial statements are given below:

##### 41.1 Transactions during the year:

Transactions with related parties are summarised as follows:

Rupees in '000

Related Party	Nature of transactions	2023	2022
Major shareholders/sponsors and associated companies by virtue of common directorship	Sale of goods	128,880	102,069
	Purchase of goods and receipt of service	110,728	54,911
	Long term loan	-	319,185
	Mark up on short term financing	190,066	123,048
	Mark up on long term financing	69,177	32,591
	Issuance of bonus shares	101,801	81,441
	Issuance of right shares	549,875	-
Directors	Meeting fee	22,275	16,150
	Issuance of bonus shares	10,554	8,442
	Issuance of right shares	57,644	-
Staff retirement benefits	Charge in respect of staff retirement funds	49,544	42,338
	Re-measurement: actuarial gain / (loss)		
	recognised in other comprehensive income	(5,637)	(11,710)
Key management personnel	Compensation	357,633	337,184
	Issuance of bonus shares	46	37
	Issuance of right shares	227	-



41.2 The names of related parties with whom the Company has entered into transactions during the year are as follows:

Name of the related party	Basis of relationship and percentage of shareholding (%)
Adira Capital Holdings (Private) Limited	Holds 33.55% shares of the Company and associated company by virtue of common directorship
Paradigm Factors Private Limited	Holds 0.2034% shares of the Company
Saima Shahbaz Malik	Holds 8.09% shares of the Company
Rushna Malik	Holds 8.09% shares of the Company
Shahzain Shahbaz Malik	Holds 8.09% shares of the Company
Soorty Enterprises (Private) Limited	Holds 12.12% shares of the Company
Terminal One Limited (w.e.f 26 Oct 2022)	Holds 0.1702% Shares of the Company and associated company by virtue of common directorship
P.K. Energy Limited	Holds 0.0968% shares of the Company
Engro Polymer and Chemicals Limited	Associated company by virtue of common directorship
Captain PQ Chemical Industries (Pvt) Limited	Associated company by virtue of common directorship
Fauji Foods Limited	Associated company by virtue of common directorship
Fauji Fertilizer Company Limited	Associated company by virtue of common directorship
Fauji Akbar Portia Marine Terminal Ltd	Associated company by virtue of common directorship
Fauji Foundation	Associated company by virtue of common directorship
Fauji Cement Company Limited	Associated company by virtue of common directorship
Mari Petroleum Company Limited	Associated company by virtue of common directorship
Power Cement Limited	Associated company by virtue of common directorship
Pakistan Stock Exchange	Associated company by virtue of common directorship
Askari Bank Limited	Associated company by virtue of common directorship
Staff Provident Fund	Retirement Fund
Management Staff Pension Fund (DC)	Retirement Fund
Pakistan Employees Gratuity Fund	Retirement Fund
Management Staff Pension Fund (DB)	Retirement Fund
Shahid Mehmood Umerani	Director, holds 7.27% shares of the Company
Siraj Ahmed Dadabhoy	Director, holds 0.0001% shares of the Company
Syed Hassan Ali Bukhari	Director, holds 0.0026% shares of the Company
Tayyeb Afzal	Director, holds 0.00017% shares of the Company
Atif Aslam Bajwa	Director, holds 0.0001% shares of the Company
Waqar Ahmed Malik	Director, holds 0.0001% shares of the Company
Tushna D. Kandawalla	Director, holds 0.0001% shares of the Company
Jahangir Piracha	Director, holds 0.0001% shares of the Company
Mohammad Iqbal Puri	Director
Javed Kureishi	Director
Key Management Personnel	Employees

41.3 Sales, purchases and other transactions with related parties are carried out on commercial terms and conditions.

There are no transactions with key management personnel (executives) other than under their terms of employment, as disclosed elsewhere in these financial statements.

#### 42. Production capacity

	Unit of quantity	Number of shifts	Capacity		Actual production	
			2023	2022	2023	2022
Oxygen/Nitrogen	Cubic meters	Triple shift	109,595,325	82,233,900	60,734,742	59,017,382
Hydrogen	Cubic meters	Triple shift	3,400,056	3,400,056	1,842,493	2,276,994
Dissolved acetylene	Cubic meters	Single shift	268,152	268,152	66,320	79,540
Nitrous oxide	Gallons	Triple shift	39,422,000	39,422,000	27,140,433	23,505,972
Carbon dioxide	Metric tons	Triple shift	27,850	27,850	164	5,340
Electrodes	Metric tons	Double shift	4,783	4,738	1,818	3,398

42.1 In case of almost all of the above mentioned products, production is demand driven and, hence, the variance and utilization is attributable to demand. Net production capacity of plants commissioned during the year is taken from the period when these plants commenced commercial production. Capacity and actual production are net of normal losses.

**43. Number of employees**

	2023	2022
Total Number of employees as at December 31	142	144
Average number of employees during the year	145	148
Total number of employees working in the Company's factory as at December 31	45	55
Average number of employees working in the Company's factory during the year	54	55

**44. Date of authorisation for issue**

These financial statements were authorized for issue on February 26, 2024 by the Board of Directors of the Company.

**45. Corresponding figures**

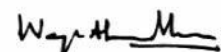
Corresponding figures have been rearranged and reclassified, wherever necessary for the purposes of comparison and better presentation, the effect of which is immaterial.



Syed Ali Adnan  
Chief Financial Officer



Matin Amjad  
Chief Executive Officer



Waqar Ahmed Malik  
Chairman

# BOC PAKISTAN (PRIVATE) LIMITED

BOC Pakistan (Private) Limited ("BOCPL") is a wholly owned subsidiary of Pakistan Oxygen Limited.

## Consolidation

As explained in note 1 to the financial statements of the Company for the year ended December 31, 2023, the Securities and Exchange Commission of Pakistan has granted exemption to the Company from application of sub-section (1) of section 228 of the Companies Act, 2017 requiring consolidation of its subsidiary in the preparation of financial statements of the Company for the year ended December 31, 2023.

## Financial Highlights of BOCPL

Rupees	2023	2022
Profit after taxation	999	578
Net assets / shareholders' funds	14,361	13,362
Total assets	14,923	13,923

## General

The annual accounts of BOCPL are available for the inspection to the members at its registered office situated at Dockyard Road, West Wharf, Karachi and would be sent to the members on their request without any cost.



# SHAREHOLDERS' INFORMATION

## Stock Exchange Listing

Pakistan Oxygen Limited (the "Company") is a public limited company and its shares are traded on Pakistan Stock Exchange Limited.

## Market capitalization and market price of Pakistan Oxygen's share

### Market Capitalization

As at December 31, 2023, the market capitalization of the Company's share stood at Rs. 7.67 billion with a market price of Rs. 88.07 per share and breakup value of Rs. 99.15 per share.

### Market Share Price

Highest price per share during the year	Rs. 167.00
Lowest price per share during the year	Rs. 69.69
Closing price per share at year-end	Rs. 88.07

### Financial calendar

The Company follows the period of January 01 to December 31 as the Financial Year.

Financial Results for the year 2024 will be announced as per the following tentative schedule:

1 <sup>st</sup> quarter ending Mar 31, 2024	April 2024
2 <sup>nd</sup> quarter ending Jun 30, 2024	August 2024
3 <sup>rd</sup> quarter ending Sep 30, 2024	October 2024
Year ending Dec 31, 2024	February 2025

Announcements of the Financial Results for the year ended December 31, 2023 were made as follows:

1 <sup>st</sup> quarter ended Mar 31, 2023	April 26, 2023
2 <sup>nd</sup> quarter ended Jun 30, 2023	August 25, 2023
3 <sup>rd</sup> quarter ended Sep 30, 2023	October 25, 2023
Year ended Dec 31, 2023	February 26, 2024

### Annual General Meeting

The 75<sup>th</sup> Annual General Meeting ("AGM") of Pakistan Oxygen Limited (the "Company") will be held on Thursday, the 25<sup>th</sup> day of April 2024 at 2:00 p.m. virtually via Video Link Facility and in person at the Company's Registered Office, West Wharf, Dockyard Road, Karachi.

A member entitled to attend, speak and vote at the AGM may appoint another Member as a proxy to attend and vote on his/her behalf.

### Investor Relations Contact

Ms. Amna Mustafa  
(Deputy Manager Reporting & Corporate Compliance)  
Email: [amna.mustafa@pakoxygen.com](mailto:amna.mustafa@pakoxygen.com)  
Phone: (021) 32316914  
Fax: (021) 32312968

In compliance with the requirements of Section 195 of the Companies Act 2017, CDC Share Registrar Services Limited acts as an Independent Share Registrar of the Company.

Enquiries concerning lost share certificates, dividend payment, change of address, verification of transfer deeds and share transfers may please be addressed to our share registrar at:

### CDC Share Registrar Services Limited

CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi - 74400  
Telephone No.: (92-21) 111-111-500  
Fax No.: (92-21) 34326031  
Email: [info@cdcsrsl.com](mailto:info@cdcsrsl.com)

### Public Information

Financial analysts, stock brokers and interested investors desiring financial statements of the Company may visit our website at [www.pakoxygen.com](http://www.pakoxygen.com)

## معلومات برائے شیئر ہولڈرز

### اسٹاک ایکسچینج لسٹنگ

پاکستان آکسیجن لمیٹڈ (کمپنی) ایک پبلک لمیٹڈ کمپنی ہے اور اس کے شیئرز کا کاروبار پاکستان اسٹاک ایکسچینج لمیٹڈ میں انجام دیا جاتا ہے۔

مارکیٹ میں سرمایہ کاری اور پاکستان آکسیجن کے شیئرز کی مارکیٹ میں قیمت

### مارکیٹ کیپٹلایزیشن

31 دسمبر 2023ء کو کمپنی شیئرز کی مارکیٹ میں 7.67 بلین روپے کی سرمایہ کاری تھی جبکہ مارکیٹ میں فی شیئر قیمت 88.07 اور بریک اپ ویلیو 99.15 روپے فی شیئر تھی۔

### مارکیٹ میں حصص کی قیمت

سال کے دوران میں سب سے زیادہ فی شیئر قیمت	Rs. 167.00
سال کے دوران میں سب سے کم فی شیئر قیمت	Rs. 69.69
سال کے اختتام پر فی شیئر آخری قیمت	Rs. 88.07

### مالیاتی کیلنڈر

کمپنی کے مالیاتی کیلنڈر کی مدت یکم جنوری سے 31 دسمبر تک ہوتی ہے۔

سال 2024ء کے مالیاتی نتائج کے اعلان کا عارضی شیڈول درج ذیل ہے:

پہلی سہ ماہی ختمتہ 31 مارچ 2024ء	اپریل 2024ء
دوسری سہ ماہی ختمتہ 30 جون 2024ء	اگست 2024ء
تیسری سہ ماہی ختمتہ 30 ستمبر 2024ء	اکتوبر 2024ء
سال ختمتہ 31 دسمبر 2024ء	فروری 2025ء

سال ختمتہ 31 دسمبر 2023ء کے مالیاتی نتائج کا اعلان درج ذیل شیڈول کے مطابق کیا گیا:

پہلی سہ ماہی ختمتہ 31 مارچ 2023ء	26 اپریل 2023ء
دوسری سہ ماہی ختمتہ 30 جون 2023ء	25 اگست 2023ء
تیسری سہ ماہی ختمتہ 30 ستمبر 2023ء	25 اکتوبر 2023ء
سال ختمتہ 31 دسمبر 2023ء	26 فروری 2024ء

### سالانہ اجلاس عام

شیئر ہولڈرز کا 75 واں سالانہ اجلاس عام مورخہ 25 اپریل 2024ء کو دوپہر 2:00 بجے بذریعہ ویڈیو لنک اور ذاتی طور پر شرکت کے لیے کمپنی کے رجسٹرڈ دفتر، ویسٹ وارف، ڈاکیا روڈ، کراچی میں منعقد ہوگا۔

کوئی ممبر جو سالانہ اجلاس عام میں شرکت کرنے، بولنے اور ووٹ دینے کا حقدار ہے، وہ اپنی جگہ کسی دوسرے ممبر کو شرکت کرنے، بولنے اور ووٹ دینے کے لیے پراکسی مقرر کر سکتا/سکتی ہے۔

### سرمایہ کاروں کے لیے رابطہ آفیسر

آمنہ مصطفیٰ

(ڈپٹی منیجر، رپورٹنگ اینڈ کارپوریٹ کمیونیکیشن)

ای میل: [amna.mustafa@pakoxygen.com](mailto:amna.mustafa@pakoxygen.com)

فون: (021) 32316914

فیکس: (021) 32312968

کمپنیز ایکٹ 2017ء کے سیکشن 195 کی شرائط کے مطابق سی ڈی سی شیئر رجسٹرار سروسز لمیٹڈ، کمپنی کے خود مختار شیئر رجسٹرار کے طور پر کام کرتا ہے۔

اس لیے گمشدہ شیئرز سرٹیفکیٹس، ڈیوڈنڈ کی ادائیگی، پتے میں تبدیلی، ٹرانسفر ڈیڈز کی تصدیق اور شیئر ٹرانسفرز کے بارے میں معلومات کے لیے براہ مہربانی ہمارے شیئر رجسٹرار سے درج ذیل پتے پر رابطہ کریں:

### سی ڈی سی شیئر رجسٹرار سروسز لمیٹڈ

سی ڈی سی ہاؤس، B-99، بلاک بی، ایس ایم سی ایچ ایس،

مین شاہراہ فیصل، کراچی-74400

ٹیلی فون نمبر: 111-111-500 (21-92)

فیکس نمبر: 34326031 (21-92)

ای میل: [info@cdcsrsl.com](mailto:info@cdcsrsl.com)

### اطلاع عام

مالیاتی تجزیہ کار، اسٹاک بروکرز اور انویسٹرز، جو کمپنی کے مالیاتی اسٹیٹمنٹس میں دلچسپی رکھتے ہوں، براہ مہربانی ہماری ویب سائٹ [www.pakoxygen.com](http://www.pakoxygen.com) وزٹ کریں۔

# PATTERN OF SHAREHOLDING

AS OF DECEMBER 31, 2023

No. of Shareholders	Shareholder's Slab		Total Shares Held
456	1	to 100	12,573
456	101	to 500	127,017
259	501	to 1,000	195,787
570	1,001	to 5,000	1,383,173
130	5,001	to 10,000	944,750
54	10,001	to 15,000	679,908
33	15,001	to 20,000	576,866
24	20,001	to 25,000	535,894
18	25,001	to 30,000	492,120
11	30,001	to 35,000	353,563
8	35,001	to 40,000	300,362
3	40,001	to 45,000	130,706
4	45,001	to 50,000	194,571
5	50,001	to 55,000	260,361
3	55,001	to 60,000	169,942
1	65,001	to 70,000	67,985
2	70,001	to 75,000	147,115
1	75,001	to 80,000	78,289
4	80,001	to 85,000	331,630
1	85,001	to 90,000	89,423
2	90,001	to 95,000	181,375
1	95,001	to 100,000	97,402
2	100,001	to 105,000	205,411
4	105,001	to 110,000	434,580
3	115,001	to 120,000	351,806
2	135,001	to 140,000	278,362
4	145,001	to 150,000	596,648
1	230,001	to 235,000	230,135
1	240,001	to 245,000	241,768
1	255,001	to 260,000	258,496
2	265,001	to 270,000	532,842
1	270,001	to 275,000	274,143
1	390,001	to 395,000	393,450
1	450,001	to 455,000	450,156
1	570,001	to 575,000	570,228
1	660,001	to 665,000	660,289
1	680,001	to 685,000	682,544
1	730,001	to 735,000	733,229
1	1,055,001	to 1,060,000	1,055,279
1	1,580,001	to 1,585,000	1,580,360
1	3,135,001	to 3,140,000	3,136,469
1	6,335,001	to 6,340,000	6,339,926
3	7,040,001	to 7,045,000	21,133,082
1	10,565,001	to 10,570,000	10,566,543
1	29,065,001	to 29,070,000	29,067,670
<b>2,082</b>			<b>87,124,228</b>



# CATEGORIES OF SHAREHOLDERS

AS OF DECEMBER 31, 2023

Categories of Shareholders	No. of Shareholders	Shares Held	Percentage
<b>Directors, Chief Executive Officer and their Spouse(s) and Minor Children</b>			
Mr Shahid Mehmood Umerani	2	6,340,272	7.28
Syed Hasan Ali Bukhari	1	2,230	0.00
Mr Tayyeb Afzal	1	1,487	0.00
Mr Atif Aslam Bajwa	1	148	0.00
Mr Jahangir Piracha	1	118	0.00
Mr Siraj Ahmed Dadabhoy	1	104	0.00
Mr Waqar Ahmed Malik	1	1	0.00
Ms Tushna D Kandawalla	1	1	0.00
<b>Executives</b>	<b>2</b>	<b>27,435</b>	<b>0.03</b>
<b>Sponsors, Associated Companies, Undertakings and Related Parties</b>			
M/s Adira Capital Holdings (Private) Limited	3	29,233,970	33.55
M/s Soorty Enterprises (Private) Limited	1	10,566,543	12.13
Ms Saima Shahbaz Malik	1	7,044,362	8.09
Ms Rushna Malik	1	7,044,362	8.09
Mr Shahzain Shahbaz Malik	1	7,044,358	8.09
M/s Paradigm Factors (Private) Limited	2	177,174	0.20
M/s P.K. Energy Limited	1	84,312	0.10
<b>NIT and ICP</b>	<b>1</b>	<b>876</b>	<b>0.00</b>
<b>Banks, Development Financial Institutions, and Non-Banking Financial Institutions</b>	<b>2</b>	<b>451,741</b>	<b>0.52</b>
<b>Insurance Companies</b>	<b>4</b>	<b>755,759</b>	<b>0.87</b>
<b>Modarabas and Mutual Funds</b>	<b>1</b>	<b>682,544</b>	<b>0.78</b>
<b>General Public</b>			
a. Local	1,977	15,165,644	17.41
b. Foreign	31	21,092	0.02
Foreign Companies	1	53,829	0.06
Others	44	2,425,866	2.78
<b>Total</b>	<b>2,082</b>	<b>87,124,228</b>	<b>100.00</b>
<b>Shareholders Holding 10% or More</b>		<b>Shares Held</b>	<b>Percentage</b>
M/s Adira Capital Holdings (Private) Limited		29,233,970	33.55
M/s Soorty Enterprises (Private) Limited		10,566,543	12.13

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 75<sup>th</sup> Annual General Meeting ("AGM") of PAKISTAN OXYGEN LIMITED (the "Company") will be held on Thursday, the 25<sup>th</sup> day of April 2024 at 2:00 p.m. virtually via Video Link Facility and in person at the Company's Registered Office, West Wharf, Dockyard Road, Karachi to transact the following business:

## Ordinary Business:

1. To receive and consider the Financial Statements of the Company for the year ended December 31, 2023 and Reports of the Directors and Auditors thereon.
2. To appoint the external Auditors of the Company and to fix their remuneration.

## Special Business:

3. To consider and if thought fit, to amend the Articles of Association of the Company and for this purpose to pass the following resolution as a Special Resolution:

RESOLVED as and by way of Special Resolution THAT the Articles of Association of the Company be and are hereby amended by substituting the existing Article 129 with the following new article:

### Power to capitalize

129. The Company may upon the recommendation and approval of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would be entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to take necessary steps and execute documents as may be expedient for the purpose of giving effect to the spirit and intent of the above resolutions.

4. To consider and if thought fit, to approve the circulation of the annual balance sheet and profit and loss account, auditor's report and directors report, etc. ("**the Annual Audited Financial Statements**") of the Company to the members of the Company through QR enabled code and web link, instead of transmitting the same in the form of CD/DVD/USB in accordance with and pursuant to S.R.O. 389 (I)/2023 issued by the Securities and Exchange Commission of Pakistan dated March 21, 2023.

A statement of material facts as required under Sections 134 (3) of the Companies Act, 2017 is annexed to this Notice of Meeting and is being sent to the Members.

By Order of the Board

Karachi:

Mazhar Iqbal

February 26, 2024

Company Secretary

## Notes:

### 1. Closure of Share Transfer Books:

Share Transfer Books of the Company will remain closed from April 18, 2024 to April 25, 2024 (both days inclusive). Transfers received at the office of the Company's Shares Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi 74400 at the close of business on April 17, 2024, will be treated in time to attend and vote at the AGM.

### 2. Attendance in the Meeting:

A member entitled to attend, speak and vote at the AGM may appoint a proxy to attend and vote on his/her behalf and a proxy so appointed shall have the same rights in respect of speaking and voting at the meeting as are available to a Member. An instrument of proxy in order to be effective must be deposited at the Company's Registered Office, West Wharf, Dockyard Road, Karachi-74000 or through



email at [mazhar.iqbal@pakoxygen.com](mailto:mazhar.iqbal@pakoxygen.com) not less than 48 hours before the time of the meeting. The proxy must be a member of the Company, except that a corporation being a member of the Company may appoint as its proxy one of the officers or some other person though not a member of the Company. Further copies of the instrument of proxy may be downloaded from the Company's website: ([www.pakoxygen.com](http://www.pakoxygen.com)).

Members are requested to immediately notify any change in their address or bank mandate as registered to the Company's Share Registrar, CDC Share Registrar Services Limited at their above mentioned address.

### 3. Guidelines for CDC Account Holders:

Account Holders of Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under-mentioned guidelines as laid down in Circular 1, dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan:

#### A. For Attending the Meeting:

- (i) In case of individuals, the account holder or sub-account holder and/or the person, whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport as applicable at the time of attending the meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

#### B. For Appointing Proxies:

- i) In case of individuals, the account holder or sub-account holder and/or the person, whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport as applicable at the time of the meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

### 4. Procedure for E-voting and Voting through Post:

Pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), members of the Company will be allowed to exercise their right to vote through electronic voting facility and voting by post for the special businesses in its AGM to be held on April 25, 2024, in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

- (i) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of April 17, 2024.
- ii) The web address, login details, password, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- iii) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- iv) Members shall cast vote online at any time from April 18, 2024, 09:00 a.m. to April 24, 2024. Voting shall close on April 24, 2024, at 5:00 p.m. Once the vote on a resolution is cast by a Member, he / she shall not be



allowed to change it subsequently.

- v) The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, West Wharf, Dockyard Road, Karachi, or email at [chairman.agm@pakoxygen.com](mailto:chairman.agm@pakoxygen.com) one day before the AGM on April 24, 2024, during working hours. The signature on the ballot paper shall match with the signature on CNIC.
- vi) For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Company's website at [www.pakoxygen.com](http://www.pakoxygen.com).

**5. Participation in the AGM through Video Link Facility:**

The Company has made necessary arrangement to hold its AGM proceedings also via video conference facility. Shareholders, interested to participate in the AGM through video link, are requested to send their particulars, as set out in the table below, by email, WhatsApp, or any other electronic mean or by post or courier with the subject "Registration for AGM of Pakistan Oxygen Limited - 2024" along with valid copy of both sides of CNIC to Email: [mazhar.iqbal@pakoxygen.com](mailto:mazhar.iqbal@pakoxygen.com), Cell Phone Number: +92 301 8221709, Registered Office Address: Pakistan Oxygen Limited, West Wharf, Dockyard Road, Karachi-74000

The video link and login credentials will be shared with only those members/appointed proxies, whose emails, containing the aforesaid particulars, are received by the Company at least 48 hours before the time of AGM.

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

**6. Submission of CNIC/NTN (Mandatory):**

Shareholders, who have not yet submitted photocopy of their valid CNIC to the Company/Share Registrar, are once again requested to send their CNIC (copy) at the earliest directly to the Company's Share Registrar. Corporate Entities are also requested to provide their National Tax Number (NTN).

As per Regulation No. 6 of the Companies (Distribution of Dividend) Regulations, 2017, the Company will be constrained to withhold payment of dividend to shareholders, in case of non-availability of identification number of the shareholder or authorized person (CNIC or NTN).

**7. Unclaimed Shares/Unpaid Dividend:**

As per the provisions of Section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company which have remained unclaimed of three years from the date it was due and payable are required to be deposited with the Commission for credit to the Federal Government after Issuance of notices to the shareholders to file their claims. The details of the shares issued and dividend declared by the Company which have remained unclaimed/unpaid for a period of three years from the date these have become due and payable are available on Company's website [www.pakoxygen.com](http://www.pakoxygen.com). The Company has also issued notices to shareholders and published a Final Notice in the newspapers to lodge their claims within 90 days of notice to the Company's aforesaid Share Registrar. Shareholders are requested to ensure that their claims for unclaimed shares/unpaid dividends are lodged timely. In case no claim is received within the given period, the Company shall proceed to deposit the unclaimed/unpaid amount with the Federal Government pursuant to sub-section 2 of Section 244 of the Companies Act, 2017.

**8. CIRCULATION OF AUDITED FINANCIAL STATEMENTS THROUGH E-MAIL AND BY CD/DVD/USB:**

Pursuant to the SECP's SRO No. 470(I)/2016 dated May 31, 2016, the SECP has allowed companies to circulate its audited financial statements to the shareholders along with the notice of the AGM through CD/DVD/USB or any other electronic media at their registered addresses.

Shareholders, who wish to receive hard copy of the financial statements (annual report) along with notice of AGM, may send the Standard Request Form to the Company's Share Registrar. The Standard Request Form is available from the Company's website: ([www.pakoxygen.com](http://www.pakoxygen.com)).

#### 9. Availability of Annual Audited Financial Statements on the Company's Website:

In accordance with the provisions of Section 223 (7) of the Companies Act 2017, the audited financial statements of the Company for the year ended December 31, 2022, are available on the Company's website [www.pakoxygen.com](http://www.pakoxygen.com).

#### 10. Conversion of Physical Shares into the Book Entry Form:

In continuation of the Company's earlier notification on the subject through direct letter and notice in the press, shareholders, who still hold shares in physical form, are once again requested to convert their physical shares into book-entry form at the earliest for compliance with Section 72 (2) of the Companies Act, 2017. Shareholders may contact a PSX Member, CDC Participant or CDC Investor Accounts Services Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form.

Maintaining shares in book-entry form has many advantages such as safe custody of shares, avoidance of formalities required for issuance of duplicate shares and readily available for sale and purchase in open market, at better rates.

Statement of Material Facts as Required Under Section 134 (3) of the Companies Act, 2017.

#### Agenda Item No. 3 – Amendment to Articles of Association of the Company

The current requirements outlined in Article 129 of the Articles of Association of the Company state that the capitalization of reserves must be approved by the members of the Company at a general meeting of the Company. At present, the process of obtaining approval from members for capitalizing reserves is both time-consuming and expensive. To address this issue, the Board of Directors (the 'Board') has recommended the amendments to Article 129 of the Company's Articles of Association, such that the Board of the Company are solely authorised to approve the capitalization of reserves. This amendment will simplify and facilitate the issuance of bonus shares or debentures by the Company.

For this purpose, it is proposed that the resolution set out in the notice at Agenda item 3 be passed as a Special Resolution.

The Board confirms that to the best of their knowledge and belief, the proposed alterations are in line with the applicable provisions of the law and regulatory framework.

The Directors, Sponsors, majority shareholders and their relatives are not interested directly or indirectly in the above business except to the extent of shares that are held by them in the Company.

The existing and proposed altered provision of the Company's Articles of Association are set out below:

#### EXISTING

##### POWER TO CAPITALIZE

129. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would be entitled thereto if



distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

## PROPOSED

### POWER TO CAPITALIZE

129. The Company may upon the recommendation and approval of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would be entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

### AGENDA ITEM NO. 4 - DISSEMINATION OF ANNUAL AUDITED FINANCIAL STATEMENTS THROUGH QR ENABLED CODE AND WEB LINK.

Pursuant to the authorization of the Securities and Exchange Commission of Pakistan vide its SRO 389 (I)/2023 dated March 21, 2023 regarding the dissemination of information such as annual audited financial statements, the Company proposes to utilize QR codes and web links instead of traditional methods like CDs, DVDs, and USBs. Additionally, if members prefer, the information can be sent to their email addresses.

However, to accommodate the shareholders' preferences, a standard request form is

available on the company's website for those who wish to receive physical copies of the annual audited financial statements and related documents at their registered addresses.

For this purpose, it is proposed that the following resolution be passed as an ordinary resolution at this General Meeting:

**RESOLVED THAT** the consent and approval of the members of the Company be and is hereby accorded for the circulation by the Company of its annual balance sheet and profit and loss account, auditor's report and directors report, etc. ("**Annual Audited Financial Statements**") to its members through QR enabled code and weblink as notified by the Securities and Exchange Commission of Pakistan vide its SRO 389 (I)/2023 dated March 21, 2023.

Subsequently, the notice of the annual general meeting shall be dispatched to the members as per requirements of the Companies Act 2017, to their registered addresses, containing the QR code and the weblink address to view and download the Annual Audited Financial Statements.

The Directors, Sponsors, majority shareholders and their relatives are not interested directly or indirectly in the above business except to the extent of shares that are held by them in the Company.



شرائط کے مطابق محفوظ رقم کو کپیلائز کرنے کے لیے ضروری ہے کہ کمپنی کے اجلاس عام میں کمپنی کے ممبران اس کی منظوری دیں۔ فی الحال، محفوظ رقم کو کپیلائز کرنے کے لیے ممبران سے منظوری لینے کا عمل وقت طلب بھی ہے اور مزید بھی۔ اس مسئلے کے حل کے لیے، بورڈ کمپنی کے آرٹیکلز آف ایسوسی ایشن کے آرٹیکل 129 میں ترامیم کی سفارش کرتا ہے کہ کمپنی کے بورڈ کو محفوظ رقم کو کپیلائز کرنے کی منظوری دینے کا مکمل اختیار ہو۔ اس ترامیم کے ذریعے کمپنی کی جانب سے بونس شیئرز یا تمسک کا اجرا کا عمل آسان اور باسہولت ہو جائے گا۔

اس مقصد کے لیے، تجویز دی جاتی ہے کہ نوٹس کے ایجنڈا آئٹم نمبر 3 میں بیان کردہ قرارداد کو خصوصی قرارداد کے طور پر منظور کیا جائے۔

بورڈ تصدیق کرتا ہے کہ ان کی معلومات اور یقین کے مطابق، تجویز کردہ ترامیم قوانین اور ریگولیشنز کی نافذ العمل شقوں سے ہم آہنگ ہیں۔

ڈائریکٹرز، اسپانسرز، اکثریتی شیئرز ہولڈرز اور ان کے رشتے داروں کو کمپنی کے شیئرز ہولڈرز ہونے کی حد تک کے سوا مذکورہ بالا معاملے میں بلا واسطہ یا بالواسطہ کوئی دلچسپی نہیں ہے۔

کمپنی کے آرٹیکلز آف ایسوسی ایشن کی موجودہ اور مجوزہ ترامیم شدہ شق درج ذیل ہے:

موجودہ

### کپیلائز کرنے کا اختیار

129- کمپنی اجلاس عام میں ڈائریکٹرز کی سفارش پر یہ فیصلہ کر سکتی ہے کہ فی الحال کمپنی کے کسی بھی ریزرو اکاؤنٹ میں موجود کریڈٹ یا منافع بخش اکاؤنٹ میں موجود کریڈٹ یا اس کے علاوہ تقسیم کے لیے دستیاب رقم کے کسی بھی حصے کو کپیلائز کیا جاسکتا ہے، اور لہذا یہ رقم منقسمہ کی صورت میں اور اسی تناسب کے ساتھ ایسے ممبران کے درمیان تقسیم کی جا سکے گی جو اس کے حق دار ہوں گے بشرطیکہ کہ یہ ادائیگی نقد کی صورت میں نہ ہو بلکہ یا تو ایسے ممبران کے پاس موجود کسی حصص پر فی الوقت غیر ادا رقم کی کسی ادائیگی میں یا اس ضمن میں دی جائے گی یا کمپنی کے غیر جاری شدہ حصص یا تمسک کی مکمل ادائیگی کی صورت میں دی جائے گی جو مذکورہ بالا تناسب میں، یا جزوی رقم ایک طرح اور جزوی رقم دوسری طرح ایسے ممبران کے لیے مختص اور ان کے درمیان مکمل ادا شدہ کریڈٹ کے طور پر تقسیم کی جائے، اور ڈائریکٹرز ایسی قرارداد کو نافذ کریں گے۔

مجوزہ

### کپیلائز کرنے کا اختیار

129- کمپنی، ڈائریکٹرز کی سفارش اور منظوری کے بعد، یہ فیصلہ کر سکتی ہے کہ فی الحال کمپنی کے کسی بھی ریزرو اکاؤنٹ میں موجود کریڈٹ یا منافع

بخش اکاؤنٹ میں موجود کریڈٹ یا اس کے علاوہ تقسیم کے لیے دستیاب رقم کے کسی بھی حصے کو کپیلائز کیا جاسکتا ہے، اور لہذا یہ رقم منقسمہ کی صورت میں اور اسی تناسب سے ایسے ممبران کے درمیان تقسیم کی جائے گی جو اس کے حق دار ہوں گے بشرطیکہ کہ یہ ادائیگی نقد کی صورت میں نہ ہو بلکہ یا تو ایسے ممبران کے پاس موجود کسی حصص پر فی الوقت غیر ادا رقم کی کسی ادائیگی میں یا اس ضمن میں دی جائے گی یا کمپنی کے غیر جاری شدہ حصص یا تمسک کی مکمل ادائیگی کی صورت میں دی جائے گی جو مذکورہ بالا تناسب میں، یا جزوی رقم ایک طرح اور جزوی رقم دوسری طرح ایسے ممبران کے لیے مختص اور ان کے درمیان مکمل ادا شدہ کریڈٹ کے طور پر تقسیم کی جائے، اور ڈائریکٹرز ایسی قرارداد کو نافذ کریں گے۔

ایجنڈا آئٹم نمبر-4 سالانہ آڈٹ شدہ مالیاتی گوشواروں کی QR کوڈ اور ویب لنک کے ذریعے فراہمی

معلومات جیسے کہ سالانہ آڈٹ شدہ مالیاتی گوشوارے وغیرہ کی فراہمی سے متعلق سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے 2023/(I)S.R.O. 389 بتاریخ 21 مارچ 2023ء میں دی گئی منظوری کی روشنی میں، کمپنی تجویز کرتی ہے کہ QR، DVDs، CDs، اور USBs جیسے روایتی طریقوں کی بجائے QR کوڈز اور ویب لنکس استعمال کیے جائیں۔ اس کے علاوہ، اگر ممبران چاہیں تو یہ معلومات ان کے ای میل ایڈریس پر بھی بھیجی جاسکتی ہے۔

البتہ، شیئرز ہولڈرز کی ترجیحات کے پیش نظر، سالانہ آڈٹ شدہ مالیاتی گوشوارے اور متعلقہ دستاویزات اپنے رجسٹرڈ پتے پر موصول کرنے کے خواہش مندوں کے لیے کمپنی کی ویب سائٹ پر ایک درخواست فارم دستیاب ہے۔

اس مقصد کے لیے، تجویز دی جاتی ہے کہ اجلاس عام میں درج ذیل قرارداد کو عمومی قرارداد کے طور پر منظور کیا جائے:

قرارداد یہ کہ بذریعہ کمپنی کے ممبران اپنی رضامندی اور منظوری دیتے ہیں کہ سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی جانب سے جاری کردہ 2023/(I)S.R.O. 389 بتاریخ 21 مارچ 2023ء کے مطابق کمپنی اپنے ممبران کو سالانہ بیننس شیٹ اور نفع و نقصان کا حساب، آڈیٹر رپورٹ اور ڈائریکٹر رپورٹ، وغیرہ ("سالانہ آڈٹ شدہ مالیاتی گوشوارے") QR کوڈ اور ویب لنک کے ذریعے فراہم کر سکتی ہے۔

چنانچہ کمپنی ایکٹ 2017 کی شرائط کے مطابق سالانہ اجلاس عام کی اطلاع ممبران کو ان کے رجسٹرڈ پتے پر بھیجی جائے گی جس میں سالانہ آڈٹ شدہ مالیاتی گوشوارے دیکھنے اور ڈاؤن لوڈ کرنے کے لیے QR کوڈ اور ویب لنک ایڈریس شامل ہوں گے۔

ڈائریکٹرز، اسپانسرز، اکثریتی شیئرز ہولڈرز اور ان کے رشتے داروں کو کمپنی یا شیئرز ہولڈرز ہونے کی حد تک کے سوا مذکورہ بالا معاملے میں بلا واسطہ یا بالواسطہ کوئی دلچسپی نہیں ہے۔

## ۸۔ آڈٹ شدہ مالیاتی گوشواروں کی بذریعہ ای میل اور بذریعہ USB/DVD/CD ترسیل

SRO نمبر 470(I)/2016 بتاریخ 31 مئی 2016ء کے مطابق، SECP نے کمپنیز کو آڈٹ شدہ مالیاتی گوشوارے شیئرز ہولڈرز کو سالانہ اجلاس عام ("AGM") کے نوٹس کے ساتھ بذریعہ USB/DVD/CD یا کسی دوسرے الیکٹرونک میڈیا کے ذریعے ان کے رجسٹرڈ ہتھوں پر بھجوانے کی اجازت دی ہے۔

جو شیئرز ہولڈرز مالیاتی گوشوارے (سالانہ رپورٹ) مع AGM کے نوٹس کی بارڈر کا پی مگلوانا چاہتے ہوں، وہ اس کے لیے مقررہ درخواست فارم کمپنی کے شیئرز رجسٹرار کو بھجوا دیں۔ یہ مقررہ درخواست فارم کمپنی کی ویب سائٹ [www.pakoxygen.com](http://www.pakoxygen.com) پر دستیاب ہے۔

## ۹۔ سالانہ آڈٹ شدہ مالیاتی اسٹیٹمنٹ کی کمپنی کی ویب سائٹ پر دستیابی

کمپنیز ایکٹ 2017 کے سیکشن 223(7) کے مطابق کمپنی کے مالیاتی اسٹیٹمنٹ برائے سال ختمہ 31 دسمبر 2023ء کمپنی کی ویب سائٹ [www.pakoxygen.com](http://www.pakoxygen.com) پر دستیاب ہیں۔

## ۱۰۔ فزیکل شیئرز کو بک انٹری فارم میں تبدیل کرنا

اس حوالے سے براہ راست لیٹر اور پریس میں نوٹس کے ذریعے کمپنی کے گزشتہ نوٹیفیکیشن کے تسلسل میں، ابھی بھی فزیکل فارم میں شیئرز رکھنے والے شیئرز ہولڈرز سے ایک مرتبہ پھر درخواست کی جاتی ہے کہ کمپنیز ایکٹ 2017 کے سیکشن 72(2) کی تعمیل کے لیے اپنے فزیکل شیئرز کو جلد از جلد بک انٹری فارم میں تبدیل کروالیں۔ شیئرز ہولڈرز CDS اکاؤنٹ کھولنے اور بعد ازاں فزیکل شیئرز کو بک انٹری فارم میں تبدیل کروانے میں معاونت کے لیے PSX ممبر، CDC پارٹنیشن یا CDC انویسٹرز اکاؤنٹ سروسز کے فراہم کنندہ سے رابطہ کر سکتے ہیں۔

بک انٹری فارم میں شیئرز رکھنے کے بہت سے فوائد ہیں جن میں شیئرز کی محفوظ تحویل، ڈیجیٹل شیئرز کے اجرا کے لیے ضروری رسی کارروائیوں سے نجات اور اوپن مارکیٹ میں فروخت اور خریداری کے لیے بہتر نرخوں پر آسان دستیابی شامل ہے۔

## کمپنیز ایکٹ 2017ء کے سیکشن 134(3) کے تحت بنیادی حقائق کی اسٹیٹمنٹ

ایچنڈ اسٹلم نمبر-3 کمپنی کے آرٹیکلز آف ایسوسی ایشن میں ترمیم کمپنی کے آرٹیکلز آف ایسوسی ایشن کے آرٹیکل 129 میں بیان کردہ موجودہ

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

ویڈیولنک اور لاگ ان کی تفصیلات صرف ان ممبران/مقررہ پراسیسرز کو بھیجی جائیں گی جن کی ای میلز مذکورہ بالا تفصیلات کی حامل ہوں گی اور کمپنی کو سالانہ اجلاس عام کے وقت سے کم از کم 48 گھنٹے قبل موصول ہو جائیں گی۔

## ۶۔ NTN/CNIC جمع کروانا (لازمی)

شیئرز ہولڈرز جنہوں نے ابھی تک اپنے موثر CNIC کی فوٹو کاپی کمپنی/شیئرز رجسٹرار کو جمع نہیں کروائی ہے، ان سے ایک بار پھر درخواست کی جاتی ہے کہ وہ اپنا CNIC (کاپی) جلد از جلد براہ راست کمپنی کے شیئرز رجسٹرار کو بھیج دیں۔ کارپوریٹ اداروں سے بھی درخواست ہے کہ وہ اپنا نیشنل ٹیکس نمبر (NTN) فراہم کریں۔

کمپنیز (ڈسٹری بیوشن آف ڈیویڈنڈ) ریگولیشنز 2017 کے ریگولیشن نمبر 6 کے تحت کمپنی شیئرز ہولڈر یا مجاز شخص کے شناختی نمبر (CNIC یا NTN) دستیاب نہ ہونے کی صورت میں شیئرز ہولڈرز کو ڈیویڈنڈ کی ادائیگی روک سکتی ہے۔

## ۷۔ غیر دعویٰ شدہ شیئرز/غیر ادا شدہ ڈیویڈنڈ

کمپنیز ایکٹ 2017 کے سیکشن 244 کی دفعات کے مطابق کمپنی کی طرف سے جاری شدہ شیئرز یا اعلان کردہ ڈیویڈنڈز کو، جو واجب الادا اور قابل ادائیگی کی تاریخ سے تین سال کی مدت تک غیر دعویٰ شدہ/غیر ادا شدہ ہوں تو شیئرز ہولڈرز کو دعویٰ دائر کرنے کے نوٹس کے اجرا کے بعد وفاقی حکومت کو کریڈٹ کرنے کے لیے کمیشن کے پاس جمع کروانا ضروری ہے۔ کمپنی کی جانب سے جاری شدہ شیئرز اور اعلان کردہ ڈیویڈنڈز جو واجب الادا اور قابل ادائیگی کی تاریخ سے تین سال کی مدت تک غیر دعویٰ شدہ/غیر ادا شدہ ہیں، ان کی تفصیلات کمپنی کی ویب سائٹ [www.pakoxygen.com](http://www.pakoxygen.com) پر دستیاب ہیں۔ کمپنی نے شیئرز ہولڈرز کو نوٹس بھی جاری کیا ہے اور اخبارات میں ایک حتمی نوٹس شائع کیا ہے کہ وہ کمپنی کے مذکورہ شیئرز رجسٹرار کو نوٹس کے 90 دن کے اندر اپنے دعوے درج کروائیں۔ شیئرز ہولڈرز سے درخواست کی جاتی ہے کہ وہ اپنے غیر دعویٰ شدہ شیئرز/غیر ادا شدہ ڈیویڈنڈز کے دعوے بروقت جمع کروائیں۔ دی گئی مدت کے اندر کوئی دعویٰ موصول نہ ہونے کی صورت میں کمپنیز ایکٹ 2017 کے سیکشن 244 کے ذیلی سیکشن 2 کے مطابق کمپنی غیر دعویٰ شدہ/غیر ادا شدہ رقم وفاقی حکومت کے پاس جمع کروادے گی۔



### ۳-سی ڈی سی اکاؤنٹ ہولڈرز کے لیے گائیڈ لائنز:

سینٹرل ڈپازٹری کمیٹی آف پاکستان لمیٹڈ ("CDC") کے اکاؤنٹ ہولڈرز کو سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے سرکلر 1 مورخہ 26 جنوری 2000ء میں درج رہنما ہدایات کی پیروی بھی کرنا ہوگی۔

### الف) اجلاس میں شرکت کیلئے:

(i) انفرادی حیثیت میں کوئی اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور/یا کوئی فرد، جس کی سکیورٹیز گروپ میں ہوں اور رجسٹریشن کی تفصیلات ضابطہ کے مطابق اپ لوڈ ہیں، ان کو اجلاس میں شرکت کے وقت اپنی شناخت کے لیے اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) یا اصل پاسپورٹ پیش کرنا ہوگا، جیسا کہ لاگو ہو۔

(ii) کارپوریٹ ادارے کی صورت میں اجلاس میں شرکت کے وقت بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی مع نامزد کردہ فرد کے نمونہ دستخط (اگر پہلے سے فراہم نہ کیے گئے ہوں) پیش کرنا ہوں گے۔

### ب) پراسیز کے تقرر کیلئے:

(i) انفرادی حیثیت میں کوئی اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور/یا کوئی فرد جس کی سکیورٹیز گروپ اکاؤنٹ میں ہیں اور اس کی رجسٹریشن کی تفصیلات ضابطہ کے مطابق اپ لوڈ ہیں، ان کو درج بالا شرائط کے مطابق پراسیز فارم جمع کرانا ہوگا۔

(ii) پراسیز فارم پر دو گواہوں کے دستخط ہونا لازمی ہیں جن کے نام، پتے اور CNIC نمبرز فارم پر درج ہوں۔

(iii) پراسیز فارم کے ساتھ ہینڈل اونز اور پراسیز کے CNIC یا پاسپورٹ کی تصدیق شدہ کاپیاں منسلک ہوں۔

(iv) پراسیز کو اجلاس میں شرکت کے وقت اپنا اصل CNIC یا اصل پاسپورٹ پیش کرنا ہوگا۔

(v) کارپوریٹ ادارے کی صورت میں پراسیز فارم کے ساتھ بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی مع نمونہ دستخط (اگر پہلے سے فراہم نہ کیے گئے ہوں) کمیٹی کو فراہم کرنا ہوں گے۔

### ۳-ای-ووٹنگ اور بذریعہ ڈاک ووٹنگ کا طریقہ کار

کمپنیز (پوسٹل ووٹنگ) ریگولیشنز 2019 میں سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان ("SECP") کے جاری کردہ نوٹیفیکیشن بتاریخ 5 دسمبر 2022ء کے مطابق، کمیٹی کے ممبران کو اپنے سالانہ اجلاس عام منعقدہ 25 اپریل 2024ء میں خصوصی امور کے لیے ای-ووٹنگ کی سہولت اور بذریعہ ڈاک ووٹنگ کے ذریعے اپنا حق رائے دہی استعمال کرنے کی اجازت دی جائے گی، جو درکار تقاضوں کے مطابق اور مذکورہ بالا ریگولیشنز میں درج شرائط سے

مشروط ہوگی۔

(i) ای-ووٹنگ کی تفصیلات ای میل کے ذریعے کمیٹی کے ایسے ممبران کو بھیجی جائیں گی جن کا موٹر CNIC نمبر، موبائل نمبر، اور ای میل ایڈریس 17 اپریل 2024ء کو کاروبار کے اختتام تک کمیٹی کے ممبران کے رجسٹر میں موجود ہوگا۔

(ii) ویب ایڈریس، لاگ ان کی تفصیلات، پاس ورڈ ممبران کو ای میل کے ذریعے بتایا جائے گا۔ ممبران کو CDC شیئر رجسٹر اور سرولیمینڈ (ای-ووٹنگ) کی سروس فراہم کرنے والے ادارے کے ویب پورٹل سے SMS کے ذریعے سکیورٹی کوڈز دیے جائیں گے۔

(iii) ای-ووٹنگ کے ذریعے ووٹ دینے کے خواہش مند ممبران کی شناخت کی تصدیق الیکٹرونک دستخط یا لاگ ان کی توثیق کے ذریعے کی جائے گی۔

(iv) ممبران 18 اپریل 2024ء، صبح 09:00 سے 24 اپریل 2024ء کے درمیان کسی بھی وقت آن لائن ووٹ ڈال سکیں گے۔ ووٹنگ 24 اپریل 2024ء کو شام 05:00 بجے بند ہو جائے گی۔ ممبر کی جانب سے کسی قرارداد پر ایک بار اپنا ووٹ دے دیا جائے تو بعد ازاں اسے تبدیل کرنے کی اجازت نہیں ہوگی۔

(v) ممبران یہ بات یقینی بنائیں گے کہ مکمل بھرا ہوا اور دستخط شدہ بیلٹ پیپر، کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) کی کاپی کے ساتھ بذریعہ ڈاک 24 اپریل 2024ء کو AGM سے ایک دن پہلے کاروباری اوقات کے دوران کمیٹی کے چیئرمین کو کمیٹی کے رجسٹرڈ پتے، ویسٹ وہارف، ڈاک ایڈریس، کراچی - 74400 پر، یا ای میل ایڈریس [chairman.agm@pakoxygen.com](mailto:chairman.agm@pakoxygen.com) پر موصول ہو جائے۔

بیلٹ پیپر پر دستخط CNIC کے دستخط سے مطابقت رکھنے چاہئیں۔ (vi) ممبران کی آسانی کے لیے، بیلٹ پیپر اس نوٹس کے ساتھ منسلک ہے اور یہ کمیٹی کی ویب سائٹ [www.pakoxygen.com](http://www.pakoxygen.com) پر بھی دستیاب ہے۔

### ۵-سالانہ اجلاس عام میں بذریعہ ویڈیو لنک شرکت:

کمیٹی نے اپنے سالانہ اجلاس عام کی کارروائی کو ویڈیو کانفرنس کی سہولت کے ذریعے منعقد کرنے کے لیے ضروری انتظامات کیے ہیں۔ بذریعہ ویڈیو لنک غیر معمولی اجلاس عام میں شرکت کے خواہش مند شیئر ہولڈرز سے درخواست ہے کہ وہ نیچے دیے گئے جدول کے تحت اپنی تفصیلات بذریعہ ای میل، واٹس ایپ، یا کسی اور الیکٹرونک طریقہ کار یا پوسٹ یا کوریئر بعنوان "رجسٹریشن برائے سالانہ اجلاس عام، پاکستان آکسیجن لمیٹڈ - 2024" مع CNIC کے دونوں اطراف کی کاپی ای میل: [mazhar.iqbal@pakoxygen.com](mailto:mazhar.iqbal@pakoxygen.com)، سیل فون نمبر: +92 03018221709، رجسٹرڈ آفس ایڈریس: پاکستان آکسیجن لمیٹڈ، ویسٹ وہارف، ڈاک ایڈریس، کراچی - 74400 پر بھیجیں۔



## اطلاع برائے سالانہ اجلاس عام

389/1/2023 بتاریخ 21 مارچ 2023ء کے مطابق اور اس پر عمل کرتے ہوئے کمپنی کے ممبران کو سالانہ بیننس شیٹ اور نفع و نقصان کا حساب، آڈیٹرز رپورٹ اور ڈائریکٹرز رپورٹ، وغیرہ ("سالانہ آڈٹ شدہ مالیاتی گوشوارے") کی USB / DVD / CD کی صورت میں فراہمی کی بجائے QR کوڈ اور ویب لنک کے ذریعے فراہم کرنے پر غور کرنا اور، اگر مناسب سمجھا جائے تو منظوری دینا۔

کمپنی ایکٹ، 2017 کے سیکشن 134(3) کے مطابق مادی حقائق کی اسٹیٹمنٹ اس اجلاس کی اطلاع کے ساتھ منسلک ہے اور ممبران کو بھیجی جا رہی ہے۔

بجٹم بورڈ

مظہر اقبال

کمپنی سیکرٹری

کراچی:

26 فروری 2024ء

نوٹس:

### ۱۔ شیئر ٹرانسفر بکس کی بندش:

کمپنی کی شیئر ٹرانسفر بکس مورخہ 18 اپریل 2024ء تا 25 اپریل 2024ء (بشمول دنوں ایام) بند رہے گی۔ 17 اپریل 2024ء کو کاروبار کے اختتام تک کمپنی کے شیئر رجسٹرار، ڈی سی شیئر رجسٹرار سروسز لمیٹڈ، ڈی سی ہاؤس، B-9، بلاک B، ایس۔ ایم۔ سی۔ ایچ۔ ایس، مین شاہراہ فیصل، کراچی-74400 کو موصول ہونے والے ٹرانسفرز مقررہ AGM میں شرکت اور ووٹ دینے کیلئے بروقت تصور کیے جائیں گے۔

### ۲۔ سالانہ اجلاس عام میں حاضری اور پراکسی کی تقرری:

کوئی ممبر جو سالانہ اجلاس عام میں شرکت کرنے، بولنے اور ووٹ ڈالنے کا حقدار ہے، وہ اپنی جگہ دوسرے ممبر کو شرکت کرنے اور ووٹ ڈالنے کے لیے پراکسی مقرر کرنے کا اختیار رکھتا ہے۔ پراکسی کے مؤثر ہونے کے لیے پراکسی کی دستاویز اجلاس شروع ہونے کے مقررہ وقت سے کم از کم 48 گھنٹے پہلے کمپنی کے رجسٹرڈ آفس، ویسٹ وارف، ڈاکیا روڈ، کراچی-74400 پر یا بذریعہ ای میل [mazhar.iqbal@pakoxygen.com](mailto:mazhar.iqbal@pakoxygen.com) پر موصول ہونا لازمی ہے۔ پراکسی کے لیے کمپنی کا ممبر ہونا ضروری ہے، سوائے کارپوریشن کے کمپنی ممبر ہونے کی صورت میں، جس کا کوئی افسر یا کوئی اور فرد پراکسی ہو سکتا ہے خواہ وہ کمپنی کا ممبر نہ ہو۔ مزید برآں پراکسی کی دستاویز کی نقول کمپنی کی ویب سائٹ ([www.pakoxygen.com](http://www.pakoxygen.com)) سے ڈاؤن لوڈ کی جاسکتی ہیں۔

بذریعہ بذمہ مطلع کیا جاتا ہے کہ پاکستان آکسیجن لمیٹڈ کا 75 واں سالانہ اجلاس عام بروز جمعرات مورخہ 25 اپریل 2024ء کو دوپہر 2:00 بجے ورچوئل طور پر بذریعہ ویڈیو لنک کی سہولت اور ذاتی طور پر شرکت کے لیے کمپنی کے رجسٹرڈ دفتر، ویسٹ وارف، ڈاکیا روڈ، کراچی میں درج ذیل امور کی انجام دہی کے لیے منعقد ہوگا:

### عمومی کارروائی

۱۔ کمپنی کے مالیاتی اسٹیٹمنٹ برائے مالی سال مختتمہ 31 دسمبر 2023ء مع ڈائریکٹرز اور آڈیٹرز کی رپورٹ وصول کرنا اور ان پر غور کرنا۔

۲۔ کمپنی کے آڈیٹرز کا تقرر کرنا اور ان کے مشاہرے کا تعین کرنا۔

### خصوصی کارروائی

۳۔ کمپنی کے آرٹیکلز آف ایسوسی ایشن میں ترمیم کے لیے، درج ذیل قرارداد پر خصوصی قرارداد کی حیثیت سے غور کرنا اور اگر مناسب سمجھا جائے تو منظور کرنا:

قرارداد کیا کہ خصوصی قرارداد کے مطابق بذریعہ کمپنی کے آرٹیکلز آف ایسوسی ایشن میں ترمیم کرتے ہوئے موجودہ آرٹیکل 129 کو درج ذیل نئے پیرا سے تبدیل کیا جا رہا ہے:

### کپٹلا سز کرنے کا اختیار

129۔ کمپنی، ڈائریکٹرز کی سفارش اور منظوری کے بعد، یہ فیصلہ کر سکتی ہے کہ فی الحال کمپنی کے کسی بھی ریزرو اکاؤنٹ میں موجود کریڈٹ یا منافع بخش اکاؤنٹ میں موجود کریڈٹ یا اس کے علاوہ تقسیم کے لیے دستیاب رقم کے کسی بھی حصے کو کپٹلا سز کیا جاسکتا ہے، اور لہذا یہ رقم منافع منقسمہ کی صورت میں اور اسی تناسب سے ایسے ممبران کے درمیان تقسیم کی جائے گی جو اس کے حق دار ہوں گے بشرطیکہ یہ ادائیگی نقد کی صورت میں نہ ہو بلکہ یا تو ایسے ممبران کے پاس موجود کسی حصص پر فی الوقت غیر ادا رقم کی کسی ادائیگی میں یا اس ضمن میں دی جائے گی یا کمپنی کے غیر جاری شدہ حصص یا تمسک کی مکمل ادائیگی کی صورت میں دی جائے گی جو مذکورہ بالا تناسب میں، یا جزوی رقم ایک طرح اور جزوی رقم دوسری طرح ایسے ممبران کے لیے مختص اور ان کے درمیان مکمل ادا شدہ کریڈٹ کے طور پر تقسیم کی جائے، اور ڈائریکٹرز ایسی قرارداد کو نافذ کریں گے۔

مزید قرار پایا کہ بذریعہ کمپنی کے کمپنی سیکریٹری کو اختیار دیا جاتا ہے کہ وہ مذکورہ بالا قرارداد کی حقیقی غرض و غایت پر عمل درآمد کے لیے مناسب ضروری اقدامات اور دستاویزات بندی کریں۔

۴۔ سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی جانب سے جاری کردہ S.R.O

# BALLOT PAPER

## ANNUAL GENERAL MEETING

Ballot paper for voting through post for the Special Businesses at the Annual General Meeting to be held on Thursday, April 25, 2024, at 02:00 p.m. at the Company's Registered office, West Wharf, Dockyard Road, Karachi.

Phone: +92 21 32313361 (9 lines) Website: [www.pakoxygen.com](http://www.pakoxygen.com).

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

### Resolution for Agenda Item No. 3

RESOLVED as and by way of Special Resolution THAT the Articles of Association of the Company be and are hereby amended by substituting for the existing Article 129 with the following new article:

#### Power to capitalize

129. The Company may upon the recommendation and approval of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would be entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to take necessary steps and execute documents as may be expedient for the purpose of giving effect to the spirit and intent of the above resolutions.

### Resolution for Agenda Item No. 4

RESOLVED THAT the consent and approval of the members of the Company be and is hereby accorded for the circulation by the Company of its annual balance sheet and profit and loss account, auditor's report and directors report, etc. ("Annual Audited Financial Statements") to its members through QR enabled code and weblink as notified by the Securities and Exchange Commission of Pakistan vide its SRO 389 (I)/2023 dated March 21, 2023.

Instructions For Poll			
1. Please indicate your vote by ticking (✓) the relevant box.			
2. In case if both the boxes are marked as (✓), you poll shall be treated as "Rejected".			
I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below:			
Resolution	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<b>Agenda Item 3:</b> To amend the Articles of Association of the Company as stated above.			
<b>Agenda Item 4:</b> To approve the dissemination of annual audited financial statements to Members of the Company through QR enabled code and web link.			

#### Notes:

- Dully filled ballot paper should be sent to the Chairman of Pakistan Oxygen Limited at West Wharf, Dockyard Road, Karachi or e-mail at [chairman.agm@pakoxygen.com](mailto:chairman.agm@pakoxygen.com).
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before Wednesday, April 24, 2024. Any postal ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC/ Passport. (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, Power of Attorney, Authorization Letter etc., in accordance with Section(s) 138 or 139 of the aCompanies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
- Ballot Paper form has also been placed on the website of the Company at: [www.pakoxygen.com](http://www.pakoxygen.com). Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

Date: \_\_\_\_\_

Shareholder / Proxy holder Signature/Authorized Signatory  
(In case of corporate entity, please affix company stamp)



25 اپریل 2024 بروز جمعرات، دوپہر 02:00 بجے کمپنی کے رجسٹرڈ آفس، ویسٹ وہارف، ڈاکٹریٹ روڈ، کراچی پر منعقد ہونے والے سالانہ اجلاس عام میں خصوصی کاروبار کیلئے بذریعہ ڈاک ووٹنگ کیلئے ہیلیٹ پیپر۔

فون: (9 lines) 32313361 21 92 + ویب سائٹ: www.pakoxygen.com

فولیو/سی ڈی ایس اکاؤنٹ نمبر	
شیر ہولڈر/پراسی ہولڈر کا نام	
رجسٹرڈ ایڈریس	
ملکیتی حصص کی تعداد	
CNIC / پاسپورٹ نمبر (غیر ملکی ہونے کی صورت میں) (کاپی منسلک کی جائے گی)	
اضافی معلومات اور منسلک دستاویزات (کارپوریٹ باڈی، کارپوریشن اور وفاقی حکومت کے نمائندے کی صورت میں)	
مجاز دستخط کنندہ کا نام	
مجاز دستخط کنندہ کا CNIC / پاسپورٹ نمبر (غیر ملکی ہونے کی صورت میں) (کاپی منسلک کی جائے گی)	

### قرارداد برائے ایجنڈا آئٹم نمبر 3

قرارداد پر خصوصی قرارداد کے مطابق بذریعہ کمپنی کے آرٹیکلز آف ایسوسی ایشن میں ترمیم کرتے ہوئے موجودہ آرٹیکل 129 کو درج ذیل نئے ہیرا سے تبدیل کیا جا رہا ہے:

### کمپنیاں کو اختیار کرنے کا اختیار:

129 کمپنی، ڈائریکٹرز کی سفارش اور منظوری کے بعد، یہ فیصلہ کر سکتی ہے کہ فی الحال کمپنی کے کسی بھی ریزرو اکاؤنٹ میں موجود کریڈٹ یا منافع بخش اکاؤنٹ میں موجود کریڈٹ یا اس کے علاوہ قسٹم کے لیے دستیاب رقم کے کسی بھی حصے کو کچھلا کر کیا جاسکتا ہے، اور لہذا یہ رقم منافع قسٹم کی صورت میں اور اسی تناسب سے ایسے ممبران کے درمیان تقسیم کی جائے گی جو اس کے حق دار ہوں گے بشرطیکہ یہ ادا کی گئی نقد کی صورت میں نہ ہو بلکہ یا تو ایسے ممبران کے پاس موجود کسی حصص پر فی الوقت غیر ادا رقم کی کسی ادائیگی میں یا اس ضمن میں دی جائے گی یا کمپنی کے غیر جاری شدہ حصص یا تمسک کی مکمل ادائیگی کی صورت میں دی جائے گی جو مذکورہ بالا تناسب میں، یا ترمیم ایک طرح اور جزوی رقم دوسری طرح ایسے ممبران کے لیے مختص اور ان کے درمیان مکمل ادا شدہ کریڈٹ کے طور پر تقسیم کی جائے، اور ڈائریکٹرز ایسی قرارداد کو نافذ کریں گے۔

مزید قرار پایا کہ بذریعہ کمپنی کے کمپنی بک بکری کو اختیار دیا جاتا ہے کہ وہ مذکورہ بالا قرارداد کی حقیقی غرض و غایت پر عمل درآمد کے لیے مناسب ضروری اقدامات اور دستاویزات بندی کریں۔

### قرارداد برائے ایجنڈا آئٹم نمبر 4

قرارداد پر بذریعہ کمپنی کے ممبران اپنی رضامندی اور منظوری دیتے ہیں کہ سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی جانب سے جاری کردہ (S.R.O. 389/1) 2023/2023 تاریخ 21 مارچ 2023ء کے مطابق کمپنی اپنے ممبران کو سالانہ بیننس شیٹ اور فیغ و نقصان کا حساب، آڈیٹر رپورٹ اور ڈائریکٹرز رپورٹ، وغیرہ ("سالانہ آڈٹ شدہ مالیاتی گوشوارے") QR کو ڈاؤن لوڈ کر لینے کے ذریعے فراہم کر سکتی ہے۔

### پول کیلئے ہدایات

1- برائے ممبرانی متعلقہ باکس پر (V) کا نشان لگا کر اپنے ووٹ کی نشاندہی کریں۔

2- اگر دونوں خانوں پر (V) کا نشان لگا یا گیا تو آپ کے پول کو "مسترد" سمجھا جائے گا۔

میں/ہم بذریعہ ہدایت مند رجسٹرڈ قرارداد کے سلسلے میں ہیلیٹ کے ذریعے اپنا ووٹ استعمال کرتا ہوں/کرتے ہیں اور ذیل میں مناسب باکس میں تک (V) کا نشان لگا کر قرارداد پر میری/ہماری رضامندی یا اختلاف ظاہر کرتا ہوں/کرتے ہیں؛

قرارداد	عام حصص کی تعداد جن کے لیے ووٹ ڈالے گئے	میں/ہم قرارداد کے حق میں ہوں/ہیں (حق میں)	میں/ہم قرارداد سے اختلاف کرتا ہوں/کرتے ہیں (مخالفت میں)
ایجنڈا آئٹم 3: کمپنی کے آرٹیکلز آف ایسوسی ایشن میں مذکورہ بالا ترمیم کرنا			
ایجنڈا آئٹم 4: کمپنی کے ممبران کو سالانہ آڈٹ شدہ مالیاتی گوشواروں کی QR کو ڈاؤن لوڈ کر لینے کی منظوری			

### نوٹس:

1- باضابطہ پر شدہ ہیلیٹ پیپر جیتز میں پاکستان آکسیجن لمیٹڈ کو ویسٹ وہارف، ڈاکٹریٹ روڈ، کراچی پر بھیجا جائے گا یا chairman.agm@pakoxygen.com پر ای میل کیا جائے گا۔

2- CNIC / پاسپورٹ کی کاپی (غیر ملکی ہونے کی صورت میں) پوسٹل ہیلیٹ فارم کے ساتھ منسلک ہونی چاہیے۔

3- ہیلیٹ پیپر بروز بدھ 24 اپریل 2024ء تک کاروباری اوقات کے درمیان جیتز میں تک پہنچنا چاہیے۔ اس تاریخ کے بعد موصول ہونے والے کسی بھی پوسٹل ہیلیٹ کو ووٹنگ کے لیے زیر غور نہیں لیا جائے گا۔

4- ہیلیٹ پیپر پر دستخط CNIC / پاسپورٹ پر دستخط سے مماثل ہونا چاہئے (غیر ملکی ہونے کی صورت میں)۔

5- نامکمل، غیر دستخط شدہ، غلط، مستحضر، مچھلا ہوا، ترمیم شدہ، اضافی تحریر والے پول پیپر مسترد کر دیا جائے گا۔

6- باڈی کارپوریٹ، کارپوریشن یا وفاقی حکومت کے نمائندے کی صورت میں، کمپنیز ایکٹ، 2017 (سکشن 138) یا 139 کے مطابق جیسا لاگو ہو، کسی مجاز شخص کے CNIC، بورڈ کی قرارداد/پاور آف اتارنی/اختیار نامیہ وغیرہ کی تصدیق شدہ کاپی، ہیلیٹ پیپر فارم کے ساتھ ہونا ضروری ہے۔ غیر ملکی باڈی کارپوریٹ وغیرہ کے معاملے میں، تمام دستاویزات کا ممبر پر دائرہ اختیار رکھنے والے کنسل جنرل آف پاکستان سے تصدیق شدہ ہونا ضروری ہے۔

7- ہیلیٹ پیپر فارم کمپنی کی ویب سائٹ www.pakoxygen.com پر بھی موجود ہے۔ ممبران ویب سائٹ سے ہیلیٹ پیپر ڈاؤن لوڈ کر سکتے ہیں یا اخبارات میں شائع ہونے والی اصل فوٹو کاپی استعمال کر سکتے ہیں۔



# FORM OF PROXY

ANNUAL GENERAL MEETING

I/We \_\_\_\_\_ of \_\_\_\_\_ in the district  
of \_\_\_\_\_ being a member of Pakistan Oxygen Limited, hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_

as my/our proxy, and failing him/her \_\_\_\_\_

of \_\_\_\_\_ another Member of the Company to vote for me/us and on my/  
our behalf at the Annual General Meeting of the Company to be held via video link facility and in person on the 25<sup>th</sup> day of April 2024 and  
at adjournment thereof.

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2024 in the presence of:

Name \_\_\_\_\_

Address \_\_\_\_\_

CNIC or Passport No. \_\_\_\_\_

Folio / CDC Account No.

Name \_\_\_\_\_

Address \_\_\_\_\_

CNIC or Passport No. \_\_\_\_\_

Signature on  
Revenue Stamp of Rs. 10/-

This signature should agree with the  
specimen registered with the company

## Important

- The Proxy Form, duly completed and signed, must be received at the Registered Office of the Company, West Wharf, Dockyard Road, Karachi not less than 48 hours before the time of holding the meeting.
- No person shall act as proxy unless he himself/herself is a member of the Company, except that a corporation may appoint a person who is not a member.
- If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.

## For Cdc Account Holders/corporate Entities:

In addition to the above the following requirements have be met:

- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

# پراکسی کا فارم

## سالانہ اجلاس عام

میں/ہم \_\_\_\_\_ سکنہ \_\_\_\_\_ ضلع \_\_\_\_\_ بحیثیت ممبر  
پاکستان آکسیجن لمیٹڈ، بذریعہ بڈا کمپنی کے ممبر \_\_\_\_\_ سکنہ \_\_\_\_\_ کو اپنا پراکسی مقرر کرتا  
ہوں/کرتی ہوں/کرتے ہیں اور اس کی عدم موجودگی میں کمپنی کے دوسرے ممبر \_\_\_\_\_ کو اپنی جگہ کمپنی کے سالانہ اجلاس عام میں جو  
25 اپریل 2024ء کو ویڈیو لنک کے ذریعے اور ذاتی حیثیت میں منعقد ہوگا، میں شرکت کرنے اور میری/ہماری جگہ ووٹ دینے کا حق دار مقرر کرتا ہوں/کرتی ہوں/کرتے ہیں۔  
میں/ہم نے آج مورخہ \_\_\_\_\_ 2024ء کو درج ذیل کی موجودگی میں دستخط کیے۔

1. دستخط \_\_\_\_\_ نام \_\_\_\_\_  
2. دستخط \_\_\_\_\_ نام \_\_\_\_\_  
پتہ \_\_\_\_\_ پتہ \_\_\_\_\_  
سی این آئی سی یا پاسپورٹ نمبر \_\_\_\_\_ سی این آئی سی یا پاسپورٹ نمبر \_\_\_\_\_

فولیو ای سی ڈی سی اکاؤنٹ نمبر

دس روپے کے ریونیو سٹیپ پر دستخط

دستخط، کمپنی کے پاس رجسٹرڈ نمونے کے دستخط کے مطابق ہونے چاہئیں۔

### اہم نوٹ:

- یہ پراکسی فارم مکمل پر شدہ اور دستخط شدہ، کمپنی کے رجسٹرڈ دفتر واقع ویسٹ وہارف، ڈاکٹریا روڈ، کراچی میں اجلاس کے انعقاد کے وقت سے کم از کم 48 گھنٹے قبل  
لازمًا وصول ہو جانا چاہئے۔
- کوئی شخص جو خود کمپنی کا ممبر نہ ہو، پراکسی مقرر نہیں کیا جاسکتا سوائے کارپوریشن کے جو کسی ایسے شخص کو پراکسی مقرر کر سکتی ہے جو کمپنی کا ممبر نہ ہو۔
- اگر کوئی شخص ایک سے زیادہ پراکسی مقرر کرتا ہے اور کمپنی کے پاس ایک سے زیادہ پراکسی فارم جمع کراتا ہے تو پراکسی کی ایسی تمام دستاویزات غیر موثر قرار دی جائیں گی۔

سی ڈی سی اکاؤنٹ ہولڈرز/کارپوریٹ اداروں کیلئے:

درج بالا کے علاوہ درج ذیل شرائط بھی پوری کرنا لازمی ہے:

- پراکسی فارم پر دو گواہان کے دستخط ہونے چاہئیں جن کے نام، پتے اور سی این آئی سی نمبر فارم پر درج ہوں۔
- بمبئی فیصل اور پراکسی کے سی این آئی سی یا پاسپورٹ کی تصدیق شدہ کاپیاں پراکسی فارم کے ساتھ فراہم کی جائیں۔
- پراکسی کو اجلاس میں شرکت کے وقت اپنا اصل سی این آئی سی یا پاسپورٹ پیش کرنا ہوگا۔
- کارپوریٹ ادارہ ہونے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف اٹارنی اور نمونے کے دستخط (اگر پہلے سے جمع نہ کرائے گئے ہوں) کمپنی کو فراہم کرنا لازمی ہے۔



**Pakistan Oxygen Limited**

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UAN: +21 111-262-725

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[www.pakoxygen.com](http://www.pakoxygen.com)