



Pakistan

Excellence in  
Agriculture  
SINCE 1981

## Spirit of Growth



### United Distributors Pakistan Limited

Plot No. 105, Sector 7-A, Mehran Town,  
Korangi Industrial Area, Karachi.

Telephone: +92-21-35116823

Corporate: +92-331-111-0835

web: [www.udpl.com.pk](http://www.udpl.com.pk)

e-mail: [info@udpl.com.pk](mailto:info@udpl.com.pk)

## Annual Report 2022

UNITED DISTRIBUTORS PAKISTAN LIMITED

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## Vision

Deliver high quality solutions from the world's best sources to support our farmers' community and the agriculture sector.

## Mission

UDL Pakistan is a dynamic company investing in the agriculture sector for the betterment of farmers through its unique services and high-quality products so they can get the best crop yields and high-quality food for human beings.

## Core Value

### PARTNERSHIP

Collaborate selflessly, behave respectfully, seek to create value for the company, its partners and society

### INTEGRITY

Create transparency, act fairly and honestly

### PASSION

Source of energy in the workplace, demonstrate entrepreneurial drive, show grit

### EXCELLENCE

Takes ownership of current role and beyond delivers quality work strives for continuous improvement

# Company Information

## Board of Directors

Mr. Ayaz Abdulla  
Chairman

Mr. Asad Abdulla  
Director

Ms. Samia Zuberi  
Director

Mr. Abdul Samie Cashmiri  
Director

Mr. Saqib Abbas  
Director

Mr. Tahir Saeed \*  
Director

Mr. M. Salman Hussain Chawala  
Director

Mr. Najmul Hassan  
Director

## Audit Committee

Mr. Salman Hussain Chawala  
Chairman

Mr. Najmul Hassan  
Member

Mr. Ayaz Abdulla  
Member

## Legal Advisor

Sarmad Aziz  
Advocates/Advisors

## CEO

Mr. Mirza Asmer Beg  
Chief Executive Officer

## CFO

Mr. Sohail Hasnain Ahmed  
Chief Financial Officer

## Company Secretary

Mr. M. Imran  
Company Secretary

## Auditors

BDO Ebrahim & Co.  
Chartered Accountants  
2nd Floor, Block C, Lakson Square,  
Building No. 1, Sarwar Shaheed Road  
Karachi - 74200 Pakistan.

## Registrar

Central Depository Company of  
Pakistan Ltd.  
CDC House # 99-B, Block 'B'  
S.M.C.H.S, Main Shahrah-e-Faisal,  
Karachi

## H.R & Remuneration Committee

Ms. Samia Zuberi  
Chairperson

Mr. Abdul Samie Cashmiri  
Member

Mr. Ayaz Abdulla  
Member

Mr. Saqib Abbas  
Member

## Bankers

Standard Chartered Bank Pakistan  
Habib Metropolitan Bank Limited  
Habib Bank Limited  
Bank Al Habib  
Silk Bank Limited  
MCB Bank Limited  
AL-Baraka Bank (Pakistan) Limited  
Meezan Bank Limited

## Registered Office

United Distributors Pakistan Limited  
Plot # 105, Sector 7-A, Mehran Town  
Korangi Industrial Area, Karachi  
Web: [www.udpl.com.pk](http://www.udpl.com.pk)  
email: [info@udpl.com.pk](mailto:info@udpl.com.pk)

# Corporate Governance

# Notice of Annual General Meeting

Notice is hereby given that the 40th Annual General Meeting of UNITED DISTRIBUTORS PAKISTAN LIMITED will be held on Friday October 28, 2022 at 14:30 p.m. at Dunkin Donuts, Khayaban-e-Rahat, D.H.A Phase 6 Rahat Commercial Area, Karachi, to transact the following business:

## ORDINARY BUSINESS:

- To confirm the minutes of the last Annual General Meeting held on November 26, 2021.
- To receive, consider and approve the audited financial statements of the Company for the year ended June 30, 2022 together with the Directors' and Auditors' reports thereon.
- To appoint Auditors and fix their remuneration for the year 2022-2023. The present Auditors BDO Ebrahim & Co., Chartered Accountants retire and being eligible, offer themselves for the re-appointment as auditors of the Company.

## SPECIAL BUSINESS

- To ratify and approve transactions conducted with related parties for the year ended June 30, 2022, by passing the following special resolution with or without modification:

"RESOLVED that the transactions carried out by the Company as disclosed in the note 36 of the financial statements for the year ended June 30, 2022 and specified in the Statement of Material Information under section 134(3) be and are hereby ratified, approved and confirmed.

FURTHER RESOLVED that the Chief Executive Officer of the Company be and is hereby authorized to approve all the transactions carried out and to be carried out in the normal course of business with the related parties till the next annual general meeting of the Company and in this connection the Chief Executive Officer of the Company be and is hereby authorized to take any or all necessary actions and sign/execute any and all such documents/indentures as may be required in this regard on behalf of the Company."

## OTHER BUSINESS

- To transact any other business with the permission of the Chair.

By Order of the Board



M. IMRAN  
Company Secretary

Karachi: 07 October 2022

## Statement of material facts under section 134(3) of the Companies Act, 2017 regarding the Special Business.

### ITEM 4 OF THE AGENDA

All transactions of the Company with the related parties were reviewed by the audit committee quarterly and now submitted for approval and adoption for full year.

Name of related parties	Nature of transactions	(Rs in '000')
i. Genesis Holding Company	Payments made to on behalf of Holding Company	25,836
	Corporate service charges	7,200
	Receipts from holding Co.	3,147
	Loan paid on behalf of the company	15,504
	Markup on short term borrowing	2,764
	Loan received from holding company	117,093
ii. Trax Online	IT maintenance fee	272
	Repairs and maintenance	1,380
	Rent charged	388
	Utilities	652
iii. Employees' Provident Fund	Contribution paid	8,978
iv. Key Management Personnel	Salaries and other employee benefits	28,067
v. Directors	Directors' fee	34

### 1. CLOSURE OF SHARE TRANSFER BOOKS:

The Share transfer books of the Company will remain closed from October 22, 2022 to October 28 (both days inclusive). Transfer (if any) should be received at the office of our Registrar M/ s Central Depository Company of Pakistan Limited, CDC House 99 B, Block B, S.M.C.H.S, Main Shahrah-e-Faisal Karachi, latest by the close of business on October 21, 2022.

### 2. PARTICIPATION IN THE AGM THROUGH VIDEO LINK FACILITY:

In line with the direction issued to listed companies by the Securities and Exchange Commission of Pakistan, vide its Circular No. 4 dated 15 February 2021 and Circular No. 6 dated 03 March 2021, the members / proxies who wish to attend the AGM

via video link facility, are get to registered themselves. Only those persons whose names appear in the Register of Members of the Company as at October 21, 2022 are entitled to attend and vote at the Annual General Meeting. A member entitled to attend and vote at this meeting is also entitled to appoint another member, as a proxy to attend and vote on his/her behalf. In order the proxy to be valid, the instrument of proxy and the power of attorney or any other authority, under which it is signed, must be shared through e-mail on m.imran@udpl.com.pk not less than 48 hours before the time of AGM.

### 3. PROCEDURE FOR ATTENDING THE AGM THROUGH VIDEO LINK FACILITY:

Shareholders interested to participate in the meeting through video link are requested to email their Name, Folio Number, Cell Number and Number of Shares held in their name with subject "Registration for UDPL AGM-2022" along with valid copy of both sides of Computerized National Identity Card (CNIC) at m.imran@udpl.com.pk . The video link and login credentials will be shared with only those members/designated proxies whose emails, containing all the required particulars, are received at least 48 hours before the time of AGM. Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address m.imran@udpl.com.pk .

### 4. GUIDELINES FOR CENTRAL DEPOSITORY COMPANY OF PAKISTAN LIMITED ('CDC') ACCOUNT HOLDERS:

CDC Account Holders 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 (SECP).

#### A. FOR ATTENDING THE AGM:

- In case of individuals, the account holders or sub-account holders whose securities and their registration details are uploaded as per the regulations, shall authenticate his / her identity by sharing a copy of his / her Computerized National Identity Card (CNIC) or Passport through e-mail (as mentioned in the notes) at least 48 hours before the time of the AGM.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be shared through e-mail (as mentioned in the notes) (unless it has been provided earlier) at least 48 hours before the time of the AGM.

#### B. FOR APPOINTING PROXIES:

- In case of individuals, the account holder or sub account holder whose registration details are uploaded

as per CDC regulations, shall submit the proxy form as per the above requirement.

- (ii). The proxy form shall be witnessed by two persons whose names, address and CNIC number 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 share a copy of his / her Computerized National Identity Card (CNIC) or Passport through e-mail (as mentioned in the notes) at least 48 hours before the time of the AGM.
- (v). In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature along with proxy form shall be shared through e-mail (as mentioned in the notes) (unless it has not been provided earlier) at least 48 hours before the time of the AGM.

#### 5. SUBMISSION OF VALID CNIC:

Pursuant to the SECP directives the dividend of shareholders whose valid CNICs are not available with the Share Registrar could be withheld. All shareholders having physical shareholding are therefore advised to submit a photocopy of their valid CNIC immediately, if already not provided, to the Company's Share Registrar without any further delay.

#### 6. UNCLAIMED DIVIDEND:

Shareholders, who by any reason, could not claim their dividend, if any, are advised to contact our Share Registrar, M/ s Central Depository Company of Pakistan Limited, CDC House 99 B, Block B, S.M.C.H.S, Main Shahrah-e-Faisal Karachi, to collect / enquire about their unclaimed dividend.

#### 7. TRANSFER OF PHYSICAL SHARES TO CDC ACCOUNT

Pursuant to the section 72 of the Companies Act, 2017 listed companies are required to replace its physical shares with book-entry form within the stipulated period notified by the SECP.

The Shareholders who hold physical shares are encouraged to open CDC sub- account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form.

#### 8. ELECTRONIC VOTING:

Members can exercise their right to demand a poll subject to meeting requirements of Section 143-145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.

#### 9. CONSENT FOR VIDEO CONFERENCING FACILITY:

Pursuant to Section 132(2) of the Companies Act, 2017, if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 7 days prior to the date of Annual General Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility, please submit such request to the Company Secretary.

#### 10. ELECTRONIC TRANSMISSION OF FINANCIAL STATEMENTS AND NOTICES:

Pursuant to notification vide SRO 787(1)/2014 dated 08 September 2014, the SECP has directed all companies to circulate annual financial statements and notices of annual/extraordinary general meetings through Email/CD/DVD or any other media to their shareholders at their registered addresses. Shareholders, who wish to receive the hardcopy of the annual financial statements, shall email at [m.imran@udpl.com.pk](mailto:m.imran@udpl.com.pk). The same shall be provided to the shareholders free of cost within seven days of receipt of such request.

#### 11. PLACEMENT OF FINANCIAL STATEMENTS ON COMPANY'S WEBSITE:

The financial statements of the Company for the year ended June 30, 2022 have been placed on the website of the Company [www.udpl.com.pk](http://www.udpl.com.pk).

## Chairman's Review

# Review report by the Chairman

The United Distributors Pakistan Ltd. complies with all the requirements set out in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 with respect to the composition, procedures and meetings of the Board of Directors and its committees. As required under the Code of Corporate Governance, an annual evaluation of the Board of Directors of (the "Board") of the Company is in place. The purpose of this evaluation is to ensure that the Board's overall performance and effectiveness is measured and benchmarked against expectations in the context of objectives set for the Company. Areas where improvements are required are duly considered and action plans are framed and implemented accordingly.

The overall performance of the Board measured on the basis of approved criteria for the year ended June 30, 2022 was satisfactory. The overall assessment as satisfactory is based on an evaluation of the following integral components, which have a direct bearing on the Board's role in achievement of Company's objectives:

- Vision, mission and values:** The Board members are familiar with the current vision, mission and values and support them. The Board revisits the mission and vision statement from time to time.
- Engagement in strategic planning:** The Board has a clear understanding of the stakeholders (shareholders, customers, employees, vendors, society at large) whom the Company serves. The Board has a strategic vision that how the Organization should evolve over the next three to five years. Further, the Board sets annual goals and targets for the management in all major performance areas.
- Diligence:** The Board members diligently performed their duties and thoroughly reviewed, discussed and approved business strategies, corporate objectives, plans, budgets, financial statements and other reports. It received clear and succinct agendas and supporting written material in sufficient time prior to Board and committee meetings. The Board met frequently enough to adequately discharge its responsibilities.
- Monitoring of Organization's business activities:** The Board remained updated with respect to achievement of Company's objectives, goals, strategies and financial performance through regular presentations by the management, internal and external auditors and other independent consultants. The Board provided appropriate direction and oversight on a timely basis.
- Diversity and mix:** The Board members effectively bring the diversity to the Board and constitute a mix of independent and non-executive directors. The nonexecutive and independent directors were equally involved in important board decisions.
- Governance and Control Environment:** The Board has effectively set the tone at the top, by putting in place a transparent and robust system of governance. This is reflected by setting up an effective control environment, compliance with best practices of Corporate Governance and by promoting ethical and fair behavior across the Company.

For and on behalf of the Board

  
AYAZ ABDULLA  
Chairman

Karachi: October 05, 2022

# چیرمین کی جانب سے جائزہ رپورٹ

یونائیٹڈ سٹریٹیجی بیورٹرز پاکستان لمیٹڈ کمپنیز ایکٹ ۲۰۱۷ء اور مرتب کردہ کمپنی کے ضوابط (ادارتی انتظامی نظم و ضبط)، ۲۰۱۹ء کے تمام درکار ضروریات کی پیروی کرتا ہے جو ساخت، طریقہ کار اور مجلس منتظمین کے اجلاس اور اس کی کمیٹیوں کے سلسلے میں ہے۔ کمپنی کی مجلس منتظمین ("بورڈ") کا ایک سالانہ تجزیہ موجود ہے جیسا کہ ادارتی انتظامی نظم و ضبط کے تحت درکار ہے۔ اس تجزیے کا مقصد یہ یقینی بنانا ہے کہ بورڈ کی مجموعی کارکردگی اور اثرات کی جانچ کی جاتی ہے اور کمپنی کے طے کردہ اہداف کے ضمن میں اس کا موازنہ کیا جاتا ہے۔

بورڈ کی مجموعی کارکردگی کی جانچ منظور کردہ معیار اصول برائے اختتام سال ۲۰۲۱ء کی بنیاد پر کی گئی جو تسلی بخش تھی۔ یہ تسلی بخش مجموعی تجزیہ درج ذیل لازمی عناصر کے تجزیے کی بنیاد پر ہے جو درج ذیل ہیں:

۱۔ **نقطہ نظر، عزم اور اقدار:** بورڈ کے ارکان حالیہ نقطہ نظر، عزم اور اقدار سے آگاہ ہیں اور ان کی حمایت کرتے ہیں۔ بورڈ اس عزم اور نقطہ نظر کی تفصیلات پر وقتاً فوقتاً نظر ثانی کرتا ہے۔

۲۔ **حکمت عملی منصوبہ سے وابستگی:** بورڈ اپنے اسٹیک ہولڈرز (حصص یافتگان، صارفین، ملازمین، مالکان، خصوصاً معاشرہ) کی واضح سمجھ رکھتا ہے جن کیلئے کمپنی کام کرتی ہے۔ یہ بورڈ ایک حکمت عملی کا نقطہ نظر رکھتا ہے کہ اگلے تین یا پانچ

سالوں میں کمپنی کا ارتقاء کیسے ہونا چاہئے۔ مزید یہ کہ، بورڈ تمام اہم کارکردگی مقامات کے انتظام کیلئے سالانہ مقاصد اور اہداف طے کرتا ہے۔


۳۔ **جانفشانی:** بورڈ کے ارکان نے اپنے فرائض جانفشانی سے انجام دیئے اور مکمل طور پر جائزہ لیا، تبادلہ خیال کیا اور کاروباری حکمت عملی، ادارتی اہداف، منصوبے، بجٹ، مالیات تفصیلات اور دیگر رپورٹ کو منظور کیا۔ اس نے واضح اور جامع منصوبوں اور تحریری مواد کو مناسب وقت پر بورڈ اور کمیٹی کے اجلاس سے قبل حاصل کیا۔ بورڈ نے اپنے فرائض کی مناسب انجام دہی کیلئے اکثر اوقات ملاقات کی۔

۴۔ **ادارے کی کاروباری سرگرمیوں کی نگرانی:** بورڈ کمپنی کے مقاصد، اہداف، حکمت عملی اور مالیاتی کارکردگی کے حصول کے لئے انتظامیہ سے باقاعدہ احوال، اندرونی اور بیرونی محاسب کاروں اور دیگر آزاد مشیروں کے ذریعے باخبر رہا۔ بورڈ نے بروقت بنیاد پر موزوں ہدایات اور فرہنگزاشت مہیا کیں۔

۵۔ **یکسانیت اور ہم آہنگی:** بورڈ کے ارکان مؤثر طریقے سے بورڈ میں یکسانیت لاتے ہیں اور آزاد اور غیر عملی منتظمین میں ہم آہنگی تشکیل دیتے ہیں۔ غیر عملی عہدیدار اور آزاد منتظمین بورڈ کے اہم فیصلوں میں برابر کے شامل رہے۔

۶۔ **انتظامی اور ماحولیاتی نگرانی:** بورڈ نے شفاف اور مضبوط انتظامی نظام قائم کرتے ہوئے ایک مؤثر فراخ اندام ماحول طے کیا۔ یہ ایک مؤثر ماحولیاتی نگرانی، ادارتی انتظام کے کاموں پر بہتر تعمیل اور پوری کمپنی میں اخلاقیات اور شفاف طریق عمل کو فروغ دینے کا نتیجہ ہے۔

برائے اور بورڈ کی جانب سے

  
ایاز عبداللہ  
چیرمین

کراچی: ۰۵ اکتوبر ۲۰۲۲ء

# Directors' Report

The Directors of United Distributors Pakistan Limited (UDPL) takes pleasure in presenting this report together with the Audited Financial Statements of the Company for the year ended June 30, 2022.

This report is to be submitted to the members at the 40th Annual General Meeting of the Company to be held on October 28, 2022.

## THE COMPANY HAS COMPLIED WITH THE REQUIREMENTS OF THE REGULATIONS IN THE FOLLOWING MANNER:

S.No.	Directors:	Total Number of Directors
a).	Male	06
b).	Female	01

## THE NAMES AND COMPOSITION OF BOARD OF DIRECTORS AS AT JUNE 30, 2021 ARE AS FOLLOWS:

S.No.	Composition:	Name of Directors
i).	Independent Directors	Mr. Tahir Saeed * Mr. Salman Hussain Chawala Ms. Samia Zuberi
ii).	Other non-executive directors	Mr. Ayaz Abdulla Mr. Saqib Abbas Mr. A. Samie Cashmiri
iii).	Executive Directors	Mr. Asad Abdulla Mr. Mirza Asmer Beg (CEO)

\* اُردو کے لئے آخری صفحات ملاحظہ فرمائیے۔

Mirza Asmer Beg being Chief Executive of the Company is a "deemed director" under section 188(3) of the Companies Act 2017.

\* Mr. Tahir Saeed resigned as Director of the Company as on June 14, 2022. The casual vacancy created and filled subsequently.

## BOARD MEETINGS

During the year, six meetings of the Board of Directors were held. Attendance by each Director was as under:

S.No.	Name Of Directors	Number of Meetings Attended
01.	Mr. Ayaz Abdulla	6
02.	Mr. Asad Abdulla	6
03.	Ms. Samia Zuberi	5
04.	Mr. Tahir Saeed*	6
05.	Mr. M. Samie Cashmiri	6
06.	Mr. Saqib Abbas	4
07.	Mr. Salman Hussain Chawala	6

Further, leave of absence was granted to the Directors who could not attend some of the Board Meetings.

## COMMITTEES OF THE BOARD

The Board formed two sub committees namely Audit Committee and Human Resource & Remuneration Committee. The Committee comprises of three members all of them are non- executive Directors and Chairman of the Committees is an Independent Director.

### A. AUDIT COMMITTEE

- Mr. Tahir Saeed \*
- Mr. Ayaz Abdulla
- Mr. Salman Hussain Chawala

### B. HR & REMUNERATION COMMITTEE

- Mr. Samia Zuberi
- Mr. Ayaz Abdulla
- Mr. Salman Hussain Chawala
- Mr. M. Samie Cashmiri

During the year four audit committee and two HR & RC meetings were held and attendance of each director is as follows:

S.No.	Name Of Directors	BAC Meetings	HR & RC Meetings
01.	Mr. Tahir Saeed	4	-
02.	Mr. Ayaz Abdulla	4	2
03.	Mr. Salman Hussain Chawala	4	2
04.	Mr. M. Samie Cashmiri	-	2
05.	Ms. Samia Zuberi	-	2

## PRINCIPAL ACTIVITIES OF THE COMPANY

United Distributors Pakistan Ltd. (The Company) was incorporated in Pakistan as a public limited company and is listed on Pakistan Stock Exchange. Company's principal activities are manufacturing, trading and distribution of pesticides, fertilizers and other allied products.

## BUSINESS PERFORMANCE

The business environment remained challenging during the year due to macroeconomic factors, weakening of PKR vs US dollar, volatility in products prices and weather. Availability of key fertilizers, delayed shipments also remained a challenge in business growth. However, your Company was able to manage these challenges by focusing on business opportunities and continuing the operational efficiencies.

A brief financial performance of the Company for the year ended June 30, 2022 is presented as under:

Particulars	FY June-2022	FY June-2021	Variance
----- (Rupees in '000') -----			
Net sales	659,410	646,626	2.0%
Gross profit	290,691	249,458	16.5%
Operating profit	81,924	64,484	27.0%
Loss before taxation	(399,277)	(89,499)	346.1%
Loss for the period	(352,405)	(78,477)	349.1%
Loss per share	[Rs. 9.99]	[Rs. 2.22]	

The Company sustained its revenue and recorded a net sale of Rs.659 million.

Gross profit of the Company grew by 16.5% and GP margin also improved from 39% to 44% compared with the same period last year.

The increase in gross margins achieved through better sales mix of brands that have a decent margin. The operating profit also increased by 27% over the corresponding period of last year. The growth in operating profit was mainly driven by good sales contribution of fertilizer products and better product sales mix.

The operating expenses increased by 14% over the corresponding period of last year which is attributed to general inflation in expenses.

Despite the Company improved their operating performance, finance cost during the year increased by 96% which is mainly due to devaluation of PKR and higher interest rate.

## SHARE OF LOSS FROM ASSOCIATES' COMPANY

During the year 2022, the associate company- FMC United (Pvt.) Ltd. posted a significant loss due to exchange loss, finance cost and reduction of gross margins. Hence, UDPL recognizes share of loss from associate in accordance with the International Accounting Standard 28 - 'Investment in Associates and Joint Ventures' in its books.

UDPL holds 40% equity stake in FMC United (Private) Ltd.

## LOSS PER SHARE

Basic loss per share after taxation is Rs. (9.99) (2021: Rs. (2.22)), negative EPS posted due to substantial share of loss from associate incorporated.

There is no dilution effect on the basic earnings per share of the Company, as the Company doesn't have any convertible instruments in issue as at June 30, 2022 and 2021.

## PRINCIPAL RISKS AND UNCERTAINTIES

Despite the fact that Company's financial performance continued its pace of improvement from the past few years and it successfully overcame the challenges to achieve success.

The Company is exposed to certain inherent risks and uncertainties. However, we consider the market competition, adverse movement of foreign exchange rate, global supply chain and unfavorable weather and excessive rains for crops will be the vital factors that may have an impact on future financial performance of the Company. The Company closely works to mitigate or reduce these risks at acceptable level.

## HOLDING COMPANY

Genesis Holdings (Private) Limited is the Holding Company of United Distributors Pakistan Ltd which holds 85.14% shareholding in the Company as at June 30, 2022.

## DIVIDEND

The year under review was tough for liquidity generation from market. In order to conserve cash flows, the Board of Directors in its meeting held on October 5, 2022 has recommended Nil dividend for the year ended June 30, 2022.



## CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company realizes its responsibility towards the society and strives to contribute by improving the economic conditions of the people. Accordingly, during the year the Company made donations for health, education and other social activities.

As COVID-19 has been a big health and safety issue during the year, the management took various measures to mitigate the risk. These included regular awareness sessions, provision of hand sanitizers, temperature monitoring, regular disinfection of the premises and requirement of masks and social distancing.

## HUMAN RESOURCES

Developing our people is important to us. Human capital is an asset and plays an important role in our success. Our Core Values, Code of Conduct and HR policies provide an outline which serves as a guiding force for the whole organization. The Company gives key consideration to Human Resource Management. The training, education and development of our people is a topic of critical importance to us. We have a long-standing ambition to be an employer of choice. We work towards this goal on a continuous basis, with formal training, development and growth opportunities, effective and timely performance appraisal and feedback systems, and by creating an open culture that encourages feedback and discussion. Our Core Values (Partnership, Integrity, Passion, Excellence) are embedded in our recruitment process, performance appraisals and recognition initiatives.

## SUBSEQUENT EVENT

No material changes or commitments affecting the financial position of the Company have taken place between the end of the financial year and the date of the Report.

## CODE OF CONDUCT

The Board of Directors of the Company has adopted a code of conduct. All employees are informed and aware of this and are required to observe these rules of conduct in relation to business and regulations.

## FINANCIAL DATA

Highlights of the operating/financial data are presented in the financial highlight section.

## CORPORATE GOVERNANCE MATTERS

All matters pertaining to the Policy, Board and Governance are addressed in the Corporate Governance section and considered to be part of the Directors' Report

## CHAIRMAN'S REVIEW

The Directors of the Company endorse the contents of the Chairman's review. Which is deemed to be a part of the Directors' report.

## DIRECTORS' TRAINING PROGRAM

The directors either has already attended the directors' training as required or meet the exemption criteria as contained in the Listed Companies (Code of Corporate Governance) Regulations, 2019.

## EMPLOYEE'S RETIREMENT BENEFIT SCHEME

The Company provides terminal benefits to its employees in the form of provident fund. This funded benefit is maintained duly approved Trusts. These Trusts are managed by the trustees who get the Funds audited.

## DIRECTORS REMUNERATION

The significant features and key elements of directors' remuneration are as follows:

- Non-executive directors are only entitled to receive fees in lieu of remuneration in respect of the board and committee meetings attended by them.
- The board is authorized to determine the remuneration of its directors' for attending meetings of the board and committee.

## ADEQUACY OF INTERNAL FINANCIAL CONTROLS

In order to ensure that adequate internal controls are deployed by the Company for safeguarding of Company's assets, compliance with relevant laws and regulations and reliable financial reporting. The Board of Directors has outsourced the internal audit function to Baker Tilly, Chartered Accountants who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedure of the Company.

## STATUTORY AUDITORS

The present auditor, BDO Ebrahim & Co., Chartered Accountants, retires and being eligible, offer themselves for re-appointment. The Board of Directors endorses recommendation of the Audit Committee for their re-appointment as statutory auditors of the Company for the financial year ending June 30, 2023 at a fee to be mutually agreed.

## PATTERN OF SHAREHOLDING

The pattern of Shareholding of the Company as at June 30th, 2022, along with the necessary information is annexed to this report.

## FUTURE OUTLOOK

We aim to continue our journey for the betterment of farmers through best-in-class services and high-quality solutions to enable them in getting optimal crop yield and healthy food for growing population. Despite economic challenges like unfavorable weather, inflation, hike in interest rate, weakening currency, bullish trend of product prices and global supply chain issues will continue to pose threats to business revenue & profitability in the upcoming period, company remains confident and focused on minimizing these negative impacts by leveraging its diversified product portfolio along with proactively cultivating growth to deliver top-quartile results in line with its core value of delivering enduring stakeholder returns.

## ACKNOWLEDGMENTS

The Directors would like to express their gratitude to the Customer, Bankers and other Stakeholders for their continued support and encouragement and also place on record the appreciation of the valuable services rendered by the employees of the Company.

For and on behalf of the Board



MIRZA ASMER BEG  
Chief Executive officer



ASAD ABDULLA  
Director

Karachi: October 05, 2022

## Financial Highlights

## Six Year at Glance

### Summary of Key Operating and Financial Data

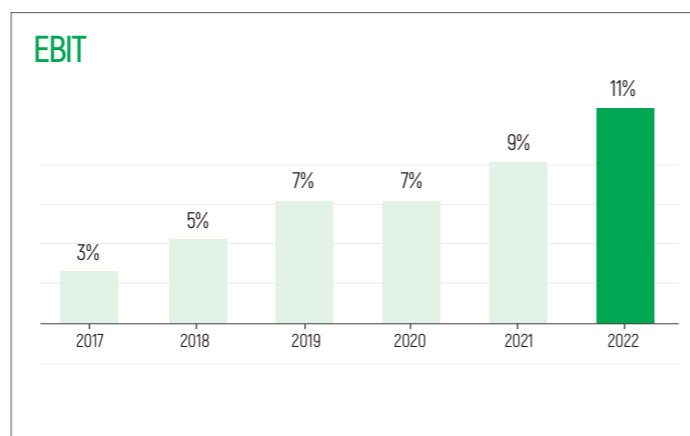
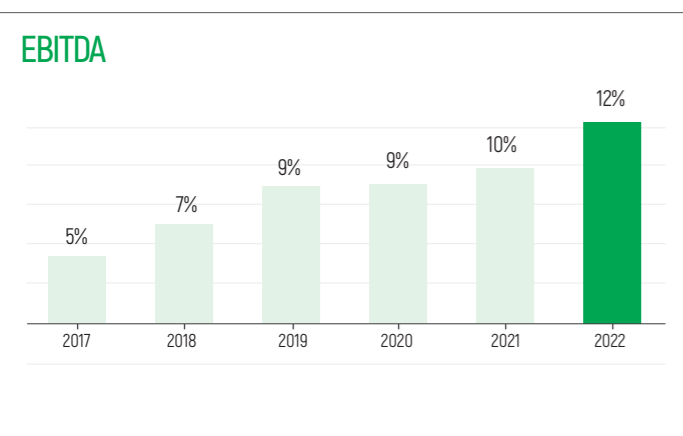
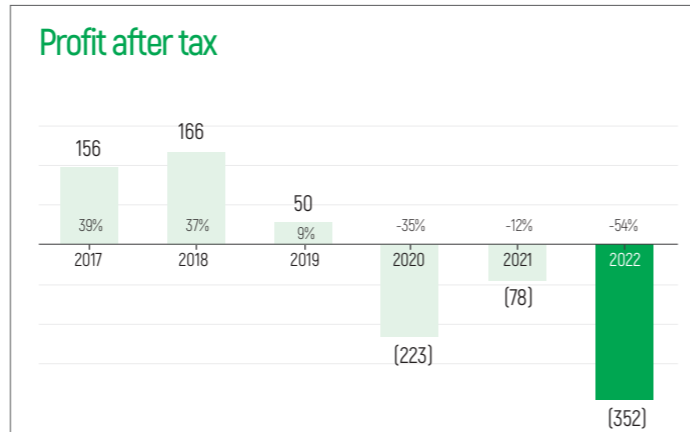
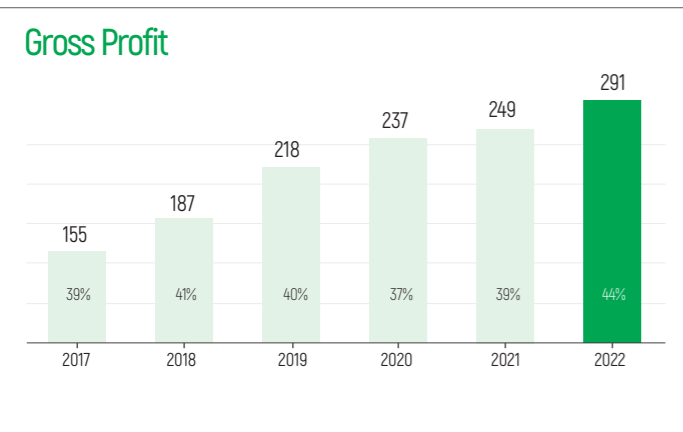
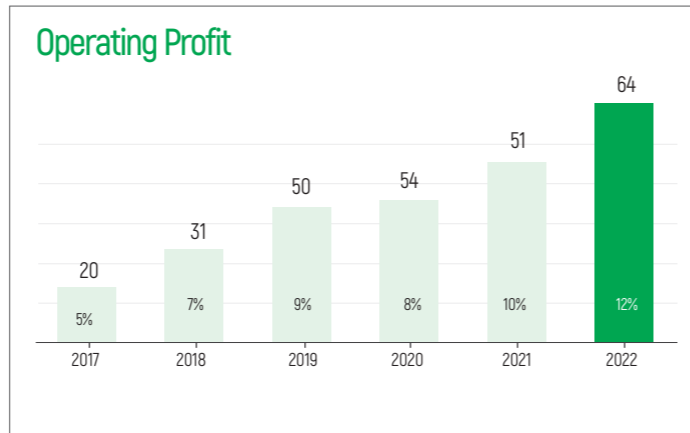
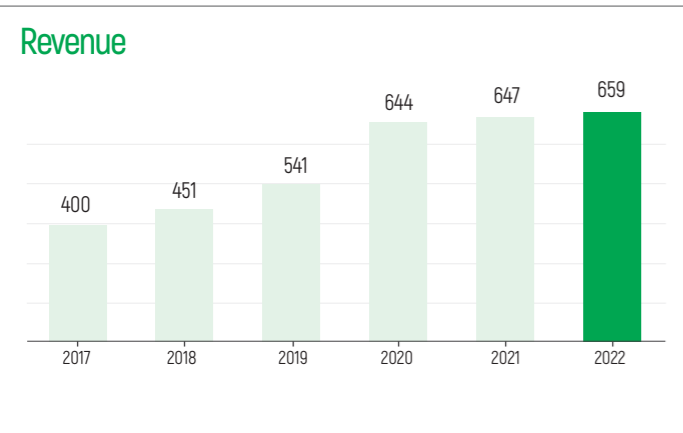
Below is a summary of key operating and financial results for six years and includes the financial results for the year under review:

	2022	2021	2020	2019	2018	2017
----- (Rupees in '000') -----						
<b>ASSETS EMPLOYED</b>						
Property, plant and equipment	50,267	27,777	37,080	28,580	19,537	27,402
Intangible assets	413	2,870	4,637	6,971	5,915	5,317
Investment in associate	130,246	609,351	768,530	1,131,793	1,076,459	934,822
Long-term investments	997,102	1,489,400	1,376,229	1,203,056	181,153	218,720
Deferred taxation	15,625	-	-	-	-	-
Long-term deposits	3,122	3,122	3,122	3,436	4,424	3,942
Net current assets	218,627	178,130	127,995	93,302	112,801	79,306
<b>Total assets employed</b>	<b>1,415,402</b>	<b>2,310,650</b>	<b>2,317,593</b>	<b>2,467,138</b>	<b>1,400,289</b>	<b>1,269,509</b>
<b>FINANCED BY</b>						
Issued, subscribed and paid up capital	352,713	352,713	352,713	306,707	266,702	242,456
Reserve and unappropriated profit	1,038,687	1,893,642	1,873,073	2,016,101	998,056	929,180
Shareholder's equity	1,391,400	2,246,355	2,225,786	2,322,808	1,264,758	1,171,636
Long term and deferred liabilities	24,002	64,295	91,807	144,330	135,531	97,873
<b>Total capital employed</b>	<b>1,415,402</b>	<b>2,310,650</b>	<b>2,317,593</b>	<b>2,467,138</b>	<b>1,400,289</b>	<b>1,269,509</b>
Turnover	659,410	646,626	644,318	540,600	451,049	399,687
Gross profit	290,691	249,458	235,986	218,287	186,817	154,749
EBITDA % to turnover	12%	10%	9%	9%	7%	5%
(Loss) / profit before tax	(399,277)	(89,499)	(276,819)	72,860	223,972	185,526
(Loss) / profit after tax	(352,405)	(78,477)	(223,039)	50,371	166,439	156,249
Loss per share	(9.99)	(2.22)	(6.32)	1.43	5.43	5.09
(Loss) / profit % of turnover	-53.54%	-12.14%	-34.62%	9.32%	36.90%	39.09%
Profit % of capital employed	-24.90%	-3.40%	-9.62%	2.04%	11.89%	12.31%
Current ratio	1.53	1.71	1.39	1.29	1.67	1.45
Cash (%)	0%	0%	0%	2.5%	2.5%	0%
Stock (%)	0%	0%	0%	15%	15%	10%
Bouns stock amount	-	-	-	46,006	40,005	24,246



# Graphical Data

(Rs. in million)



# Statement of Compliance with Listed Companies

for the year ended June 30, 2022

## (Code of Corporate Governance) Regulations, 2019

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

- The total number of Directors are seven (7), however, due to resignation of one director, Tahir Saeed, casual vacancy occurred on June 14, 2022 which was duly filled within 90 days;

Directors	Total No. of Directors
a) Male	06 (Six)
b) Female	01 (One)

- The composition of Board is as follows:

Category	Name of Director
Independent Directors*	Mr. Tahir Saeed (Resigned on June 14, 2022) Mr. Salman Hussain Chawala Ms. Samia Zuberi
Non-Executive Directors	Mr. Ayaz Abdulla Mr. Saqib Abbas Mr. A. Samie Cashmiri
Executive Directors	Mr. Asad Abdulla Mr. Mirza Asmer Beg (CEO)
Female Directors	Ms. Samia Zuberi (Also mentioned above in the list of independent Directors)

The number of elected directors on the Board are seven (7) whereas Mr. Mirza Asmer Beg being Chief Executive of the Company is a "deemed director" under section 188(3) of the Companies Act 2017.

- 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 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 has developed a vision/mission statement, overall corporate strategy, and significant policies of the Company. The Board has ensured that complete record of particulars of the significant policies along with their date of approval or updating is maintained by the Company;
- 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 Companies Act 2017 ("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 Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board;
- The Board have a formal policy and transparent procedures for remuneration of Directors in accordance with the Act and the Regulations;
- During the year, Mr. Saqib Abbas and Ms. Samia Zuberi has been appointed as Directors.
- The Board has appointed, amongst its current employees, Company Secretary and Head of Internal Audit on the same remuneration and terms and conditions as their current employment contract and complied with relevant requirements of the Regulations. However, no new appointment of Chief Financial Officer was made during the year;
- The Board has appointed Mr. Mirza Asmer Beg as Chief Executive Officer of the company in the Board of directors meeting on November 17, 2021.
- Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the board;
- The Board has formed following committees comprising members given below:

#### Audit Committee

Name	Category
Mr. Tahir Saeed	Chairman
Mr. Ayaz Abdulla	Member
Mr. M. Salman Hussain Chawala	Member

#### Human Resources and Remuneration Committee

Name	Category
Ms. Samia Zuberi	Chairman
Mr. Ayaz Abdulla	Member
Mr. Abdul Samie Cashmiri	Member
Mr. M. Salman Hussain Chawala	

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

14. The frequency of meetings of the committee were as per following:
- Audit Committee: Four quarterly meetings during the financial year ended June 30, 2022
  - HR and Remuneration Committee: Two meetings were held during the year ended June 30, 2022

- The Board has outsourced the internal audit function to Baker Tilly & Co. Chartered Accountants who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Company;
- The Statutory Auditors of the Company have confirmed that they have been given a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan (ICAP) and registered with Audit Oversight Board of Pakistan, that they and all their partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP and that they and the partners of the Firm involved in the audit are not a close relative (spouse, parent, dependent and non-dependent children) of the Chief Executive Officer, Chief Financial Officer, Head of Internal Audit, Company Secretary or Director of the Company;
- 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;
- We confirm that all requirements of the regulations 3,6,7,8,27,32,33 and 36 of the Regulations have been complied with.
- Explanation for non-compliance with requirements (non-mandatory requirements), other than regulations 3,6,7,8,27,32,33 and 36 are below:

S/No.	Requirement	Explanation	Reg. No
1.	The Board shall ensure that complete record of particulars of the significant policies along with their dates of approval or updating is maintained by the company	Noted for the future compliance	10(4)
2.	The minority members as a class shall be facilitated by the Board to contest election of directors by proxy solicitation.	No member representing minority shareholders filed papers to contest elections.	5

For and on behalf of the Board



MIRZA ASMER BEG  
Chief Executive officer



AYAZ ABDULLA  
Chairman

Karachi: October 05, 2022

# Review report to the Members



Independent Auditor's Review report to the members of United Distributors Pakistan 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 United Distributors Pakistan Limited for the year ended June 30, 2022 in accordance with the requirements of regulation 36 of the Regulations.

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

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

The Regulations require the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval, its related party transactions and also ensure compliance with the requirements of section 208 of the Companies Act, 2017. We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee. We have not carried out procedures to assess and determine the Company's process for identification of related parties and that whether the related party transactions were undertaken at arm's length price or not

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended June 30, 2022.



Chartered Accountants  
Karachi  
UDIN: CR2022101611KXhGdJu  
Date: October 6, 2022

# Review report to the Members

Report on the Audit of the Financial Statements



We have audited the annexed financial statements of UNITED DISTRIBUTORS PAKISTAN LIMITED (the Company), which comprise the statement of financial position as at June 30, 2022, statement of profit or loss, statement of comprehensive income, the statement of cash flows, the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit.

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, statement of profit or loss, statement of comprehensive income, the statement of cash flows and the statement of changes in equity together with the notes forming part thereof conform with the accounting and reporting standards as applicable in Pakistan and give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at June 30, 2022 and of the loss and other comprehensive loss, its cash flows and the changes in equity 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 matter 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 IS THE KEY AUDIT MATTER:

S/No.	Key Audit Matter	How the matter was addressed in our audit
1.	Valuation of Investment under IFRS 9 (Financial Instruments)	<p>Our audit procedures in respect of valuation of investment under IFRS 9, amongst others, included the following:</p> <ul style="list-style-type: none"> <li>– Obtained understanding of management's controls relating to measurement of the unlisted equity investment;</li> <li>– Assessed the appropriateness of the valuation model used by management comprising of discounted projected cash flows for unlisted companies and market rates for listed equity securities held by International Brands Limited;</li> <li>– Evaluated projected cash flows used for valuation of unlisted companies are consistent with the industry trend;</li> <li>– Assessed the reasonableness of discount rates used in discounted projected cash flows for unlisted companies and assessed the reasonableness of earnings growth factors;</li> <li>– We have used for projected terminal cash flows of unlisted companies performed sensitivity analysis around key assumptions to ascertain the extent of change individually in the value of the investment; and;</li> <li>– Involved our specialist for review of assumptions and discount rates used by management for valuation; and;</li> </ul> <p>The adequacy of the disclosures presented in the financial statements regarding fair value of investment through OCI was also assessed, based on the applicable accounting standards and requirements of Companies Act, 2017.</p>

IFRS 9 'Financial Instruments' addresses the classification, measurement and derecognition of financial assets and financial liabilities. The classification and measurement approach reflects the business model in which the financial assets are managed and the underlying cash flow characteristics. Accordingly, in respect of the investments in equity instruments other than subsidiaries, the Company has made an irrevocable option to present subsequent changes in fair value in Other Comprehensive Income.

The Company holds an investment of 4.71% shareholding in International Brands Limited (IBL) which it carries at a fair value of Rs 997173 million at June 30, 2022. It has recognized a fair value loss of Rs 492.298 million during the year in Other comprehensive Income on the re-measurement of fair value at June 30, 2022. Due to IBL being a non-listed Company, its shares do not have a quoted price in an active market. Therefore, fair value of the shares is determined through appropriate valuation methodology as disclosed in note 9.3. This involves a number of estimation techniques and management's judgement to obtain reasonable expected future cash flows and related discount rate.

We considered this as key audit matter due to the significant management-determined judgments and complexities of the calculation of fair value of investment.

## 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, Statement of profit or loss, statement of comprehensive income, the statement of cash flows and the statement of changes in equity together with the notes thereon have been drawn up in conformity with the Companies Act, 2017 (XIX of 2017) and are in agreement with the books of account and returns;
- c) investments made, expenditure incurred and guarantees extended during the year were for the purpose of the Company's business; and
- d) zakat deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980), was deducted by the Company and deposited in the Central Zakat Fund established under section 7 of that Ordinance.

## OTHER MATTER

The financial statements of the Company for the year ended June 30, 2021 were audited by another firm of chartered accountants who expressed an unmodified opinion on those statements vide their report dated November 04, 2021.

The engagement partner on the audit resulting in this independent auditor's report is Tariq Feroz Khan.



BDO EBRAHIM & CO.

Chartered Accountants

Karachi

UDIN: AR202210166iMosPTYIb

Date: October 6, 2022

# Financial Statements

# Statement of Financial Position

As at June 30, 2022

## ASSETS

### NON - CURRENT ASSETS

Property, plant and equipment	6	50,267	27,777
Intangible assets	7	413	2,870
Investment in associate	8	130,246	609,351
Long-term investments	9	997,102	1,489,400
Deferred taxation	21	15,625	-
Long-term deposits	10	3,122	3,122

### CURRENT ASSETS

Inventories	11	294,853	148,912
Trade and other receivables	12	299,601	248,553
Loans, advances and prepayments	13	4,563	2,988
Taxation - net		19,399	19,831
Cash and bank balances	14	8,889	9,205

### TOTAL ASSETS

### EQUITY AND LIABILITIES

#### SHARE CAPITAL AND RESERVES

##### AUTHORIZED SHARE CAPITAL

50,000,000 (2021: 50,000,000) shares of Rs. 10 each	15	500,000	500,000
Issued, subscribed and paid-up capital		352,713	352,713

##### REVENUE RESERVE

Un-appropriated profits		104,582	467,239
General reserve		28,548	28,548

Revaluation reserve on investment at fair value through other comprehensive income	16	905,557	1,397,855
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### NON - CURRENT LIABILITIES

Long-term portion of liability under diminishing musharakah financing	17	19,830	3,963
Long-term lease liability	18	3,725	5,986
Salary refinancing	19	-	6,995
Deferred income - Government grant	20	447	1,772
Deferred tax liability	21	-	45,579

### CURRENT LIABILITIES

Trade and other payables	22	246,692	140,493
Current portion of liability under diminishing musharakah financing		6,342	4,078
Current portion of long-term lease liability	18	7,620	5,120
Short-term borrowings	23	147,191	100,835
Unclaimed dividend		833	833

### TOTAL EQUITY AND LIABILITIES

### CONTINGENCIES AND COMMITMENTS

The annexed notes from 1 to 43 form an integral part of these financial statements

MIRZA ASMER BEG  
Chief Executive Officer

ASAD ABDULLA  
Director

SOHAIL HASNAIN AHMED  
Chief Financial Officer

# Statement of Profit or Loss

for the year ended June 30, 2022

Revenue from contracts with customers

Cost of sales

### Gross profit

Marketing and distribution expenses

Administrative and general expenses

Other operating expenses

Other income

### Operating profit

Finance cost

Share of loss from associate

Loss before income tax

Income tax

Loss after income tax

Loss per share - basic and diluted

The annexed notes from 1 to 43 form an integral part of these financial statements

MIRZA ASMER BEG  
Chief Executive Officer

ASAD ABDULLA  
Director

SOHAIL HASNAIN AHMED  
Chief Financial Officer



# Statement of Comprehensive Loss

for the year ended June 30, 2022

	2022	2021
----- (Rupees in '000) -----		
Loss for the year	(352,405)	(78,477)
Other comprehensive loss		
Items that will not be reclassified subsequently to statement of profit or loss:		
Share of remeasurements of post employment benefit obligations of associate	(12,061)	(16,618)
Deferred tax relating to component of other comprehensive loss	1,809	2,493
	(10,252)	(14,125)
Change in fair value of investments carried at fair value through OCI	(492,298)	113,171
	(502,550)	99,046
<b>Total comprehensive (loss) / gain for the year</b>	<b>(854,955)</b>	<b>20,569</b>

The annexed notes from 1 to 43 form an integral part of these financial statements

# Statement of Changes in Equity

for the year ended June 30, 2022

	SHARE CAPITAL	REVENUE RESERVE			Total
	Issued, subscribed and paid up capital	General reserve	Unappropriated Profit	Revaluation reserve on investments held at fair value through OCI	
----- (Rupees in '000) -----					
Balance as at July 1, 2020	352,713	28,548	559,841	1,284,684	2,225,786
Loss for the year ended June 30, 2021	-	-	(78,477)	-	(78,477)
Other comprehensive (loss) / income	-	-	(14,125)	113,171	99,046
Total comprehensive income / (loss)	-	-	(92,602)	113,171	20,569
<b>Balance at June 30, 2021</b>	<b>352,713</b>	<b>28,548</b>	<b>467,239</b>	<b>1,397,855</b>	<b>2,246,355</b>
Balance as at July 1, 2021	352,713	28,548	467,239	1,397,855	2,246,355
Loss for the year ended June 30, 2022	-	-	(352,405)	-	(352,405)
Other comprehensive loss	-	-	(10,252)	(492,298)	(502,550)
Total comprehensive loss	-	-	(362,657)	(492,298)	(854,955)
<b>Balance at June 30, 2022</b>	<b>352,713</b>	<b>28,548</b>	<b>104,582</b>	<b>905,557</b>	<b>1,391,400</b>

The annexed notes from 1 to 43 form an integral part of these financial statements



MIRZA ASMER BEG  
Chief Executive Officer



ASAD ABDULLA  
Director



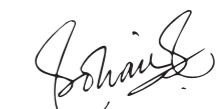
SOHAIL HASNAIN AHMED  
Chief Financial Officer



MIRZA ASMER BEG  
Chief Executive Officer



ASAD ABDULLA  
Director



SOHAIL HASNAIN AHMED  
Chief Financial Officer

# Statement of Cash Flow

for the year ended June 30, 2022

## CASH FLOWS FROM OPERATING ACTIVITIES

Cash used in from operations  
Finance cost paid  
Income tax (paid) / refund  
Net cash (used in) from operating activities

## CASH FLOWS FROM INVESTING ACTIVITIES

Payments for acquisition of property, plant and equipment  
Payments for acquisition of intangible asset  
Dividend received  
Proceeds from disposal of property and equipment  
Net cash generated from investing activities

## CASH FLOWS FROM FINANCING ACTIVITIES

Lease rentals paid  
Short term loan obtained / (paid)  
Loan (paid) / Obtained under salary refinancing arrangement  
Decrease of liabilities against assets subject to diminishing musharakah financing arrangement  
Net cash generated / (used in) from financing activities

Net increase / (decrease) in cash and cash equivalents  
Cash and cash equivalents at the beginning of the period

Cash and cash equivalents at the end of the period

The annexed notes from 1 to 43 form an integral part of these financial statements

	2022	2021
Note	----- (Rupees in '000') -----	
34	(2,590)	(8,396)
	(14,177)	(7,828)
	(12,094)	10,805
	<b>(28,861)</b>	(5,419)
	(5,020)	(2,768)
	-	(600)
	9,381	2,368
	7,942	1,156
	<b>12,303</b>	156
	(7,937)	(9,728)
	109,894	(1,559)
	(20,836)	17,546
	(15,182)	(8,579)
	<b>65,939</b>	(2,320)
	<b>49,381</b>	(7,583)
	(40,492)	(32,909)
35	<b>8,889</b>	(40,492)

MIRZA ASMER BEG  
Chief Executive Officer

ASAD ABDULLA  
Director

SOHAIL HASNAIN AHMED  
Chief Financial Officer

# Notice to and the Financial Statements

for the year ended June 30, 2022

## 1. STATUS AND NATURE OF BUSINESS

United Distributors Pakistan Limited (UDPL) "the Company" was incorporated in Pakistan as a public company limited by shares and is listed on the Pakistan Stock Exchange. The registered office of the Company is situated at Plot No. 105, Sector 7-A, Mehran Town, Korangi Industrial Area, Karachi. Its principal business activities are manufacturing, trading and distribution of pesticides, fertilizers and other allied products. The company is subsidiary of Genesis Holding (Private) Limited.

## 2. GEOGRAPHICAL LOCATION AND ADDRESSES OF BUSINESS UNITS

The Company has a factory located at plot # 231, Sector 7/A, Korangi Industrial Area, Karachi.

The Company also has following branch offices:

- Hyderabad: Plot # D 3/4, Hali Road, Site Area, Hyderabad
- Quetta: House # 237, near Aisha Masjid Block # 4, Satellite Town, Quetta
- Multan: Plot # 548, Jahangirabad, NLC Chowk 6-KM Khanewal Road, Multan
- Peshawar: Suite No. A-2/1, Tazkar Plaza, Main Dala Zak Road, Peshawar

## 3. BASIS OF PREPARATION

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

### 3.1 Statement of compliance

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

- International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), Islamic Financial Accounting Standards (IFAS) issued by the Institute of Chartered Accountants of Pakistan (ICAP), as notified under the Companies Act, 2017 (the Act); and
- Provisions of and directives issued under the Act.

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

### 3.2 Basis of measurement

The preparation of these financial statements in conformity with approved accounting standards requires the management to make estimates, assumptions and use judgments that affect the application of policies and reported amounts of assets and liabilities and income and expenses. Estimates, assumptions and judgments are continually evaluated and are based on historic experience and other factors including reasonable expectations of future events. Revisions to accounting estimates are recognised prospectively commencing from the period of revision.

### 3.3 Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (the functional currency). The financial statements are presented in Pak Rupees, which is the Company's functional and presentation currency.

The figures have been rounded off to the nearest thousand of Rupees.

#### 4. APPLICATION OF NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS TO PUBLISHED APPROVED ACCOUNTING AND REPORTING STANDARDS

##### 4.1 New accounting standards, amendments and IFRS interpretations that are effective for the year ended June 30, 2022

The following standards, amendments and interpretations are effective for the year ended June 30, 2022. These standards, amendments and interpretations are either not relevant to the Company's operations or are not expected to have significant impact on the financial statements other than certain additional disclosures.

The Company has adopted all the new standards and amendments to standards, including any consequential amendments to other standards which are applicable for the financial year beginning on July 1, 2021. The adoption of these new and amended standards did not have material impact on the Company's unconsolidated condensed interim financial information.

	Effective date (annual periods beginning on or after)
– Interest Rate Benchmark Reform - Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)	January 01, 2021
– Amendments to IFRS 16 'Leases' - Extended practical relief regarding Covid - 19 related rent concessions	April 01, 2021

##### 4.2 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 significant impact on the Company's financial statements other than certain additional disclosures.

	Effective date (annual periods beginning on or after)
– Amendments to IFRS 3 'Business Combinations' - Reference to the conceptual framework	January 01, 2022
– Amendments to IAS 1 'Presentation of Financial Statements' - Classification of liabilities as current or non-current	January 01, 2024
– Amendments to IAS 1 'Presentation of Financial Statements' - Disclosure of Accounting Policies	January 01, 2023
– Amendments to IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' - Definition of Accounting Estimates	January 01, 2023
– Amendments to IAS 12 'Income Taxes' - Deferred Tax related to Assets and Liabilities arising from a single transaction	January 01, 2023
– Amendments to IAS 16 'Property, Plant and Equipment' - Proceeds before intended use	January 01, 2022
– Amendments to IAS 37 'Provisions, Contingent Liabilities and Contingent Assets' - Onerous Contracts - Cost of fulfilling a contract	January 01, 2022

Certain annual improvements have also been made to a number of IFRSs.

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

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

#### 5. SIGNIFICANT ACCOUNTING POLICIES

The preparation of financial statements in conformity with approved accounting standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

The matters involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are income tax and valuation of long term investment held at fair value through OCI.

- valuation of long term investments held at fair value through OCI.
- deferred taxation.
- useful lives of property plant and equipment.
- Right of use assets.
- Allowance for expected credit loss.
- Provision of obsolescence.
- Deferred government grant
- Lease liability

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

##### 5.1 Property, Plant And Equipment

###### a. OWNED ASSETS

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

Depreciation on property, plant and equipment is charged to statement of profit or loss applying the straight-line method over the estimated useful lives of related assets. The useful lives of the assets as estimated by the management are as follows:

– Leasehold improvements	10 years
– Plant and machinery	4 to 10 years
– Office and other equipments	3 to 10 years
– Furniture and fixtures	7 years
– Motor vehicles	5 to 10 years

Depreciation on additions to property, plant and equipment is charged from the month in which property, plant and equipment is put to use. For disposal during the year depreciation is charged up to the end of month preceding the month in which property, plant and equipment is disposed off.

Subsequent costs are included in the assets' carrying amount when it is probable that future economic benefits associated with the item will increase as a result of that expenditure, will flow to the Company and the cost can be measured reliably.

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

Gains and losses on disposal of fixed assets are included in statement of profit or loss.

###### b. Lease Liability And Right-of-use Asset

At inception of a contract the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any incentives received.

The right-of-use asset is depreciated on a straight-line method over the lease term as this method most closely reflects the expected pattern of consumption of the future economic benefits. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently measured at amortised cost using the effective interest rate method. It is remeasured when there is a change in future lease payments or an index or rate, in the Company's estimate of the amount expected to be payable under a residual value guarantee, or in 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 profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected to apply the practical expedient as not to recognise right-of-use assets and liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The lease payments associated with these leases is recognised as an expense on a straight-line basis over the lease term.

## 5.2 Intangible assets

These are stated at cost less accumulated amortisation and impairment, if any. Generally, costs associated with maintaining computer software programs are recognised as an expense as incurred. However, costs that are directly associated with identifiable software and have probable economic benefit exceeding one year are recognised as intangible assets. Direct costs include the purchase cost of software and related overhead cost.

Intangible assets are amortised from the point at which the asset is ready for use. Amortisation charge is based on the straight-line method whereby the cost of an intangible asset is written off over its estimated useful life of 4 years.

## 5.3 Investments in associates

Associates are all entities over which the Company has significant influence but not control. Investment in associates are accounted for using the equity method.

Under the equity method of accounting, investments are initially recognised at cost and adjusted thereafter to recognise the Company's share of post-acquisition profits or losses of the investee in the statement of profit or loss, and the Company's share of movements in statement of comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

When the Company's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

The carrying amount of equity-accounted investment is tested for impairment in accordance with the policy described in note below.

## 5.4 Financial Instruments - Initial recognition and subsequent measurement

### a. Initial Recognition

All financial assets and liabilities are initially measured at cost which is the fair value of the consideration given or received. These are subsequently measured at fair value, amortised cost or cost as the case may be.

### b. Classification of financial assets

Classification of financial assets

- at fair value through profit or loss ("FVTPL"),
- at fair value through other comprehensive income ("FVTOCI"), or
- at amortised cost.

The Company determines the classification of financial assets at initial recognition. The classification of instruments (other than equity instruments) is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial asset in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial asset; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are subsequently measured at FVTPL.

## c. Classification of financial liabilities

The Company classifies its financial liabilities in the following categories:

- at fair value through profit or loss ("FVTPL"), or
- at amortised cost.

Financial liabilities are measured at amortised cost, unless these are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

## d. Subsequent measurement

### i) Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognised at fair value plus transaction costs. Subsequently, these are measured at fair value, with gains or losses arising from changes in fair value recognised in other comprehensive income.

### ii) Financial assets and liabilities at amortised cost

Financial assets and liabilities at amortised cost are initially recognised at fair value, and subsequently carried at amortised cost, and in the case of financial assets, less any impairment.

### iii) Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of profit or loss and other comprehensive income. Realised and unrealised gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of profit or loss and other comprehensive income in the period in which they arise.

Where management has opted to recognise a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognised in other comprehensive income. Currently, there are no financial liabilities designated at FVTPL.

#### e. Impairment of financial asset

The Company recognises loss allowance for Expected Credit Losses (ECL) on financial assets measured at amortised cost and FVTOCI at an amount equal to life time ECLs except for the financial assets in which there is no significant increase in credit risk since initial recognition or financial assets which are determined to have low credit risk at the reporting date, in which case 12 months ECL is recorded. The following were either determined to have low or there was no increase in credit risk since last reporting date:

- bank balances
- employee receivables
- other short term receivables

Loss allowance for trade receivables are always measured at an amount equal to life time ECLs.

Life time ECLs are the ECLs that results from all possible default events over the expected life of financial instrument. 12 month ECLs are portions of ECL that result from default events that are possible within 12 months after the reporting date.

ECLs are a probability weighted estimate of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between cash flows due to the entity in accordance with the contract and cash flows that the Company expects to receive).

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectation of recovering a financial asset in its entirety or a portion thereof.

#### f. Derecognition

##### i) Financial assets

The Company derecognises financial assets only when the contractual rights to cash flows from the financial assets expire or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying value and the sum of the consideration received and receivable is recognised in profit or loss.

In addition, on derecognition of an investment in a debt instrument classified as FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Company has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to statement of changes in equity.

##### ii) Financial liabilities

The Company derecognises financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in the statement of profit or loss and other comprehensive income.

#### g. Off-setting of financial assets and liabilities

Financial assets and liabilities are off-set and the net amount is reported in the statement of financial position if the Company has a legal right to set off the transaction and also intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### 5.5 Trade and other receivables

Trade and other receivables are recognised at fair value of consideration receivable. Debts considered irrecoverable are written off and provision is made against those considered doubtful of recovery.

#### 5.6 Loans, deposits and other debts

These are initially measured at cost which is the fair value of the consideration given and are subsequently measured at amortised cost.

#### 5.7 Inventories

Inventories are valued at lower of cost, determined on first-in first-out basis, and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Cost of work in process and finished goods comprise direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure.

Stock-in-transit is valued at cost accumulated to the reporting date. Provision is made for slow moving and obsolete items based on management's judgement.

#### 5.8 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at amortised cost. For the purposes of statement of cash flows, cash and cash equivalents comprise cash-in-hand, cheques, demand drafts in hand, running finance under mark up arrangements and balances with banks on current and deposit accounts with maturity of less than 90 days.

#### 5.9 Impairment of non-financial assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

An impairment loss is reversed if there is a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the assets' carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

#### 5.10 Taxation

##### i). Current

The charge for current tax is based on the taxable income for the year, determined in accordance with the prevailing law for taxation on income, using prevailing tax rates after taking into account tax credits and rebates available, if any.

##### ii). Deferred

Deferred tax is accounted for using the statement of financial position liability method on all temporary differences arising between tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax liability is generally recognised for all taxable temporary differences and deferred tax asset is recognised to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, unused tax losses and tax credits can be utilised.

Deferred tax is determined using tax rates and prevailing laws for taxation on income that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

### 5.11 Staff retirement benefits

The Company operates an approved contributory provident fund scheme for all eligible employees who have completed the minimum qualifying period of service. Equal monthly contributions are made, both by the Company and the employees, to the fund at the rate of 10% of basic salary.

### 5.12 Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost.

### 5.13 Provisions

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

### 5.14 Foreign currencies

Transactions in foreign currencies are recorded in Pak Rupee at the rates of exchange approximating those prevailing at the date of transaction. Monetary assets and liabilities in foreign currencies are translated into Pak Rupee using the exchange rates approximating those prevailing at the reporting date. Exchange differences are included in statement of profit or loss.

The financial statements are presented in Pak Rupee, which is the Company's functional and presentation currency and figures are rounded off to the nearest thousand of Pak Rupee.

### 5.15 Revenue recognition

Revenue is recognised when control of goods is transferred, being when the goods are delivered to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the goods.

Revenue is recognised on dispatch of goods to customers i.e. when the significant risks and rewards of ownership have been transferred to the customer.

No element of financing is present as the sales are made with a credit term of upto 365 days, which is consistent with the market practice.

### 5.16 Borrowing costs

Borrowing costs are recognised as an expense in the period in which these are incurred except to the extent of borrowing costs that are directly attributable to the acquisition, construction or production of the qualifying asset, if any, are capitalised as part of the cost of that asset.

### 5.17 Deferred grant

Government grants relating to costs are deferred and recognised in the statement of profit or loss over the period necessary to match these with the costs that they are intended to compensate.

### 5.18 Dividend income

Dividend income from investment is recognised when the Company's right to receive payment has been established.

### 5.19 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as liability in the financial statements in the period in which the dividend is approved.

### 5.20 Method of preparing cash flows

The statement of cash flows is prepared using the indirect method.

## 6 PROPERTY AND EQUIPMENT

	Owned operating assets					Right-of-use assets		Total
	Leasehold land (6.2)	Plant and machinery	Office and other equipments	Motor Vehicles	Furniture and fixtures	Rental Property	Leased Motor Vehicles	
	----- [Rupees in '000] -----							
<b>Net carrying value basis year ended June 30, 2022</b>								
Opening book value	2	4,374	795	2,269	293	9,064	10,980	27,777
Additions (at cost)	-	3,994	1,026	-	-	6,520	26,794	38,334
Disposal (NBV)	-	(4)	(14)	-	(2)	-	-	(20)
Transfers	-	-	-	365	-	-	(365)	-
Depreciation charged	(2)	(1,495)	(458)	(2,325)	(58)	(6,167)	(5,319)	(15,824)
Closing net book value	<u>-</u>	<u>6,869</u>	<u>1,349</u>	<u>309</u>	<u>233</u>	<u>9,417</u>	<u>32,090</u>	<u>50,267</u>
<b>Gross carrying value basis year ended June 30, 2022</b>								
Cost	762	19,704	7,096	45,685	796	31,947	45,925	151,915
Accumulated depreciation	(762)	(12,835)	(5,747)	(45,376)	(563)	(22,530)	(13,835)	(101,648)
Closing net book value	<u>-</u>	<u>6,869</u>	<u>1,349</u>	<u>309</u>	<u>233</u>	<u>9,417</u>	<u>32,090</u>	<u>50,267</u>
<b>Net carrying value basis year ended June 30, 2021</b>								
Opening book value	33	3,616	684	1,285	94	15,421	15,947	37,080
Additions (at cost)	-	2,063	474	-	231	1,571	3,520	7,859
Disposal (NBV)	-	(13)	(58)	-	-	-	-	(71)
Transfers	-	-	-	2,782	-	-	(2,782)	-
Depreciation charged	(31)	(1,292)	(305)	(1,798)	(32)	(7,928)	(5,705)	(17,091)
Closing net book value	<u>2</u>	<u>4,374</u>	<u>795</u>	<u>2,269</u>	<u>293</u>	<u>9,064</u>	<u>10,980</u>	<u>27,777</u>
<b>Gross carrying value basis year ended June 30, 2021</b>								
Cost	762	15,848	6,839	54,617	1,174	25,427	20,818	125,485
Accumulated depreciation	(760)	(11,474)	(6,044)	(52,348)	(881)	(16,363)	(9,838)	(97,708)
Closing net book value	<u>2</u>	<u>4,374</u>	<u>795</u>	<u>2,269</u>	<u>293</u>	<u>9,064</u>	<u>10,980</u>	<u>27,777</u>
Depreciation rate (% per annum)	10%	10% to 25%	10% to 33%	10% to 20%	15%	25% to 33%	10% to 20%	

6.1 Depreciation for the year has been allocated as follows:

		2022	2021
	Note	----- (Rupees in '000) -----	
Cost of sales	26	5,367	5,165
Marketing and distribution expenses	27	10,213	11,844
Administrative expenses	28	244	82
		<b>15,824</b>	<b>17,091</b>

6.2 This leasehold land of 17,050 square feet is located at sector 7/A, Korangi Industrial Area, Karachi.

## 7. INTANGIBLE ASSETS

Computer softwares	7.1 & 7.2	413	2,870
--------------------	-----------	-----	-------

### 7.1 Movement in intangible assets

	Computer
	-- (Rupees in '000) --
Year ended 30 June 2022	
Opening net book value	2,870
Additions during the year	-
Amortisation for the year	(2,457)
Closing net book value	<b>413</b>
At 30 June 2022	
Cost	11,322
Accumulated amortisation	(10,909)
Net book value	<b>413</b>
Year ended 30 June 2021	
Opening net book value	4,637
Additions during the year	600
Amortisation for the year	(2,367)
Closing net book value	<b>2,870</b>
At 30 June 2021	
Cost	11,322
Accumulated amortisation	(8,452)
Net book value	<b>2,870</b>
Useful life in years	4

7.2 Amortisation for the year has been allocated as follows:

	2022	2021
	----- (Rupees in '000) -----	
Marketing and distribution expenses	1,167	1,167
Administrative and general expenses	1,291	1,200
	<b>2,458</b>	<b>2,367</b>

## 8. INVESTMENT IN ASSOCIATE

	Unaudited	Audited
Balance at beginning of the year	609,351	768,530
Share of loss for the year	(458,847)	(142,561)
Share of other comprehensive loss for the year	(12,061)	(16,618)
Less: Dividend income for the year	(8,197)	-
Balance at end of the year	<b>130,246</b>	<b>609,351</b>

8.1 This represents shareholding of 40% (2021: 40%) comprising of 1,639,418 shares (2021: 1,639,418 shares) of FMC United (Private) Limited, original cost of the shares was Rs. 16.39 million.

### 8.2 Financial details / position of associate

	March 31, 2022	June 30, 2021
	----- (Rupees in '000) -----	
Total assets	17,975,509	18,652,295
Total liabilities	17,424,789	17,128,921
Revenue for the year / period	13,945,101	2,538,954
Profit / (loss) for the year / period	<b>(1,147,202)</b>	525,771

The financial year end of FMC United (Private) Limited is December 31. Total assets and liabilities disclosed above are based on unaudited financial information for the three months ended March 31, 2022 (Unaudited) (2021: March 31, 2021 (Audited)), whereas revenues and (loss) / profit for the year disclosed above have been worked out on the basis of audited financial statements for the years ended December 31, 2021 and unaudited financial information for three months ended March, 2022 (2021: three months ended at March 31, 2021).

FMC United (Private) Limited is principally engaged in the manufacturing, repackaging and marketing of pesticides, fertilizers and seeds. Its registered office is situated at 99-E-1, Ghalib Road, Gulberg III, Lahore and the plant is situated at 18-km Multan Road, Lahore. It has warehouses located in Lahore, Multan, Bahawalpur, Faisalabad, Sahiwal, Dera Ghazi Khan, Hyderabad, Rahim Yar Khan, Sukkur, Vehari, Khyber Pakhtunkhwa and Quetta.

## 9. LONG-TERM INVESTMENTS

		2022	2021
Investments held at fair value through OCI	Note	----- (Rupees in '000') -----	
— IBL HealthCare Limited - Listed	9.1	75,484	135,038
1,451,893 (2021: 1,215,135) fully paid ordinary shares of Rs. 10 each Percentage holding 2.19% (2021: 2.19%) Cost: Rs. 7,882,580 (2021: Rs. 7,882,580)			
— International Brands Limited - Unlisted	9.1, 9.2 & 9.3	921,618	1,354,362
11,079,852 (2021: 11,079,852) fully paid ordinary shares of Rs. 10 each Percentage holding 4.71% (2021: 4.71%) Cost: Rs. 83,663,056 (2021: Rs. 83,663,056)			
		<b>997,102</b>	<b>1,489,400</b>

9.1 Shares held as at June 30, 2022 include 31,343 shares (2021: 31,343 shares) of IBL HealthCare Limited and 184,665 shares (2021: 184,665) of International Brands Limited withheld by respective companies at the time of bonus declaration. The Company has included these shares in its portfolio pending decision of the Honourable High Court of Sindh on petitions filed by the Company in respect of tax on bonus shares.

9.2 The Company holds shares of International Brands Limited which have been carried at fair value through OCI.

9.3 Valuation technique used to value investment in International Brands Limited includes the use of quoted market prices for listed equity securities and the discounted future cash flows for unlisted equity securities held by International Brands Limited. The main level 3 inputs used are;

- discount rates for financial assets and financial liabilities determined using a capital asset pricing model to calculate a post-tax rate that reflects current market assessment of the time value of money and the risk specific to the asset.
- earning growth factors based on market information.

### Sensitivity analysis

Sensitivity analysis of the significant assumptions used in the valuation technique are as follows:

- If the discount rate increases by 1% with all other variables held constant, the impact on fair value as at June 30, 2022 would be Rs. 5.621 million (2021: Rs. 5.99 million) lower.
- If the long term growth rate decreases by 1% with all other variables held constant, the impact on fair value as at June 30, 2022 would be Rs. 14.489 million (2021: Rs. 4.08 million) lower.

## 10. LONG -TERM DEPOSITS

		2022	2021
Rent deposit	Note	----- (Rupees in '000') -----	
Others	10.1	2,275	2,275
		847	847
		<b>3,122</b>	<b>3,122</b>

10.1 This includes deposits that do not carry any interest or mark-up and are not recoverable within one year. IFRS 9 requires long-term non interest bearing financial assets to be discounted at average borrowing rate of the Company. Majority of the long-term deposits are not financial instrument as per IFRS 9 and other relates to deposits given to government utility departments with undetermined life period for the impact of discounting hence these are not remeasured.

## 11. INVENTORIES

		2022	2021
Raw materials	Note 11.1	116,662	14,110
Packing materials	11.1	16,047	11,203
Finished goods		164,273	127,698
		296,982	153,010
Less: Provision for slow moving and	11.2	(2,129)	(4,098)
		<b>294,853</b>	<b>148,912</b>

11.1 These include packing materials amounting to Rs. 1.7 million (2021: Rs. 3.2 million) and raw materials amounting to Rs. 24 million (2021: 13.74) held with third party.

		2022	2021
Movement of provision for slow moving and obsolete inventories		----- (Rupees in '000') -----	
Opening balance		4,098	5,157
Reversal during the year		(1,969)	(1,059)
Closing balance		<b>2,129</b>	<b>4,098</b>

## 12. TRADE AND OTHER RECEIVABLES

		2022	2021
Trade receivables	Note 12.1 & 12.2	300,875	244,333
Other receivables	12.3	901	4,220
		301,776	248,553
Allowance for expected credit losses	12.6	(2,175)	-
		<b>299,601</b>	<b>248,553</b>
Secured	12.1.1	8,525	2,998
Unsecured		292,350	241,335
		<b>300,875</b>	<b>244,333</b>

12.1.1 These debt are secured against bank gurantee provided by debtors.

12.2 The age analysis of trade receivables is as follows:

1 to 3 months	149,615	122,440
3 to 6 months	52,218	67,446
More than 6 months	99,042	54,447
	<b>300,875</b>	<b>244,333</b>

### 12.3 Other receivables

Receivable from related parties	12.4 & 12.5	-	1,270
Sales tax refundable		-	1,920
Others		901	1,030
		<b>901</b>	<b>4,220</b>



12.4 This represents receivable from Genesis Holdings (Private) Limited. (Holding Company)

12.5 The maximum aggregate amount due from the related parties at the end of any month during the year was Rs. 1.27 million (2021: Rs. 1.01 million).

12.6 This credit losses have been provided in accordance with the ECL model under IFRS 9. The movement in allowance during the year is as follows:

	2022	2021
	----- (Rupees in '000') -----	
Opening balance	-	-
Charge during the year	(2,175)	-
Closing balance	(2,175)	-

### 13. LOANS, ADVANCES AND PREPAYMENTS

	2022	2021
	----- (Rupees in '000') -----	
Advance to suppliers	1,814	556
Advances to employees against expenses	1,084	2,294
Prepayments	1,665	138
	<b>4,563</b>	<b>2,988</b>

13.1 These loans and advances do not carry mark-up. And advances are secured against employees' retirement fund balances.

### 14. CASH AND BANK BALANCES

	2022	2021
	----- (Rupees in '000') -----	
Cash at bank - current accounts	8,794	9,007
Cash in hand	95	198
	<b>8,889</b>	<b>9,205</b>

14.1 These include current accounts having balances of Rs. 2.08 million (2021: Rs. 0.02 million) maintained with Islamic Banks.

### 15. SHARE CAPITAL

Ordinary shares of Rs 10 each			2022	2021
2022	2021		2022	2021
----- (Number of shares in '000') -----			----- (Rupees in '000') -----	
5,000	5,000	Shares issued for consideration paid in cash.	50,000	50,000
21,087	21,087	Shares issued as bonus shares	210,873	210,873
9,184	9,184	Shares issued as right shares	91,840	91,840
<b>35,271</b>	<b>35,271</b>		<b>352,713</b>	<b>352,713</b>

15.1 This includes 30.031 million shares (2021: 29.941 million shares) held by Genesis Holding (Pvt.) Limited (Holding Company).

15.2 Percentage of shares held by Directors, Chief Executive Officer and their spouses as at June 30, 2022 is 0.1% (2021: 0.1%).

15.3 The Shareholders' rights and privileges are governed through Company's Memorandum and Articles of Association and there is no specific shareholder's agreement executed for voting rights, board selection, right of first refusal and block voting.

### 16. REVALUATION RESERVE ON INVESTMENTS HELD AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2022	2021
	----- (Rupees in '000') -----	
Balance at July 1, 2021	1,397,855	1,284,684
(Loss)/Gain arising on revaluation of investment	(492,298)	113,171
Balance at June 30, 2022	<b>905,557</b>	<b>1,397,855</b>

### 17. LIABILITIES UNDER DIMINISHING MUSHARAKAH FINANCING

	2022	2021
Current portion	6,342	4,078
Non-current portion	19,830	3,963
Liabilities under diminishing musharakah	<b>26,172</b>	<b>8,041</b>

	2022			2021		
	Minimum lease payments	Financial charges for future periods	Principal outstanding	Minimum lease payments	Financial charges for future periods	Principal outstanding
	----- (Rupees in '000') -----					
Not later than one year	10,023	3,681	6,342	4,891	813	4,078
Later than one year but not later than five years	25,858	6,028	19,830	4,334	371	3,963
	<b>35,881</b>	<b>9,709</b>	<b>26,172</b>	<b>9,225</b>	<b>1,184</b>	<b>8,041</b>

### 18. LEASE LIABILITIES

	2022	2021
	----- (Rupees in '000') -----	
Current portion	7,620	5,120
Non-current portion	3,725	5,986
Lease liabilities	<b>11,345</b>	<b>11,106</b>

18.1 Finance cost on lease liabilities for the year ended June 30, 2022 was Rs. 1.65 million (2021: Rs. 2.02 million). Total cash outflow for leases was Rs. 7.93 million (2021: Rs. 9.73 million).

18.2 Following is the movement of lease liabilities during the year:

	2022	2021
Note	----- (Rupees in '000') -----	
Balance at the beginning of the year	11,106	17,240
Re-assessment / termination of leases	6,520	1,570
Interest expense	1,654	2,024
Payments	(7,935)	(9,728)
<b>Balance at the end of the year</b>	<b>11,345</b>	<b>11,106</b>

## 19. LONG TERM SALARY REFINANCING

	2022	2021
	----- (Rupees in '000') -----	
Balance at the beginning of the year	27,831	12,787
Amount received during the year	-	27,964
Amount paid during the year	(20,836)	(10,418)
Less: Deferred income	-	(2,502)
	6,995	27,831
	(6,995)	(20,836)
Less: Current portion	-	6,995

19.1 This represents salary refinancing obtained under SBP payroll refinance facility as a part of measures for countering economic hardships faced by the businesses during COVID-19 pandemic. The Company is required to pay a quarterly mark up at a discounted rate of 3% per annum, with eight equal quarterly installments commenced from January 2021.

19.2 Expected maturity analysis of salary refinancing is as follows:

	2022			2021		
	Minimum payments	Financial charges for future periods	Principal outstanding	Minimum payments	Financial charges for future periods	Principal outstanding
	----- (Rupees in '000') -----					
Not later than one year	7,021	26	6,995	20,999	163	20,836
Later than one year but not later than five years	-	-	-	6,986	9	6,995
	<b>7,021</b>	<b>26</b>	<b>6,995</b>	<b>27,985</b>	<b>172</b>	<b>27,831</b>

## 20. DEFERRED INCOME - GOVERNMENT GRANT

	2022	2021
	----- (Rupees in '000') -----	
Balance at the beginning of the year	1,772	922
Deferred grant recorded	-	2,502
Less: Government grant recognised in income	(1,325)	(1,652)
	<b>447</b>	<b>1,772</b>

20.1 This represents deferred grant recognised by the Company in accordance with IAS 20- 'Accounting for Government Grants and Disclosure of Government Assistance' in respect of SBP's Refinance Scheme for Payment of Wages and Salaries.

## 21. DEFERRED TAXATION

	2022	2021
	----- (Rupees in '000') -----	
<b>Credit balances arising in respect of:</b>		
- Investments In associate	1,612	75,287
- Assets held under diminishing musharakah financing	6,291	2,273
- Right of use asset	1,846	1,877
<b>Debit balances arising in respect of:</b>		
- Liability under diminishing musharakah financing	(5,131)	(1,665)
- Lease liability	(2,224)	(2,300)
- Carried forward tax losses	(1,853)	-
- Minimum tax	(10,729)	(26,511)
- Property, plant and equipment	(4,389)	(2,533)
- Provision for slow moving and obsolete inventory	(417)	(849)
- Provision for expected credit losses	(631)	-
	<b>(15,625)</b>	<b>45,579</b>

### 21.1 Analysis of change in deferred tax

	Accelerated tax depreciation	Assets under diminishing musharakah financing arrangement	Right of use asset	Liability under diminishing musharakah financing arrangement	Lease Liability	Investment in associate	Retirement benefit obligation in associate	Unused tax losses and minimum tax	Provision for expected credit losses	Provision for slow moving and obsolete inventory	Total
	----- (Rupees in '000') -----										
Balance as at June 30, 2020	(4,660)	4,624	4,472	(3,344)	(4,999)	112,820	(11,163)	(30,277)	-	(1,496)	65,977
(Charge) / credit to profit or loss for the year	2,127	(2,351)	(2,595)	1,679	2,699	(23,877)	-	3,766	-	647	(17,905)
Charge to other comprehensive income for the year	-	-	-	-	-	-	(2,493)	-	-	-	(2,493)
<b>Balance at June 30, 2021</b>	<b>(2,533)</b>	<b>2,273</b>	<b>1,877</b>	<b>(1,665)</b>	<b>(2,300)</b>	<b>88,943</b>	<b>(13,656)</b>	<b>(26,511)</b>	<b>-</b>	<b>(849)</b>	<b>45,579</b>
(Charge) / credit to profit or loss for the year	(1,856)	4,018	(31)	(3,466)	76	(71,866)	-	13,929	(631)	432	(59,395)
Charge to other comprehensive income for the year	-	-	-	-	-	-	(1,809)	-	-	-	(1,809)
<b>Balance at June 30, 2022</b>	<b>(4,389)</b>	<b>6,291</b>	<b>1,846</b>	<b>(5,131)</b>	<b>(2,224)</b>	<b>17,077</b>	<b>(15,465)</b>	<b>(12,582)</b>	<b>(631)</b>	<b>(417)</b>	<b>(15,625)</b>

## 22. TRADE AND OTHER PAYABLES

	2022	2021
Note	----- (Rupees in '000') -----	
Creditors	157,993	77,465
Accrued liabilities	64,636	44,966
Accrued mark-up	4,352	6,459
Advances from customers	9,294	5,786
Workers' Welfare Fund	3,837	3,061
Taxes deducted at source	5,663	2,138
Payable to Provident Fund	917	618
	<b>246,692</b>	<b>140,493</b>

22.1 These include payable to Trax Online (Private) Limited, a related party, amounting to Rs. 0.256 million (2021: Rs. 1.27) against rent and other maintenance charges.

22.2 Advances received from customers are recognised as revenue when the performance obligation in accordance with the policy as described in note 5.15 is satisfied. During the year, the amount Rs. 5.786 million (2021: 3.060 million) is recognized as revenue pertaining to prior year.

22.3 The investments out of 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.

## 23. SHORT-TERM BORROWINGS

	2022	2021
Note	----- (Rupees in '000') -----	
<b>Secured</b>		
Running finance under mark-up arrangement	-	49,697
Short-term loan (Tijarah)	19,807	11,502
	<b>19,807</b>	<b>61,199</b>
<b>Unsecured</b>		
Current portion of long term salary refinancing	6,995	20,836
Short-term loan	120,389	18,800
	<b>127,384</b>	<b>39,636</b>
	<b>147,191</b>	<b>100,835</b>

23.1 The Company obtained running finance facility from Habib Metropolitan Bank Limited at KIBOR + 2% per annum (June 30, 2021: KIBOR + 2% per annum). This facility is secured by way of hypothecation of current assets of the Company.

23.2 The Company obtained short-term loan (Tijarah) Financing facility from Al Baraka Bank (Pakistan) Limited at KIBOR + 2.5% per annum (June 30, 2021: KIBOR + 2.5% per annum). This facility is secured by way of hypothecation of current assets of the Company.

23.3 The Company obtained short-term loan including Musharka financing facility of 45 million from Genesis Holding (Pvt) Limited (Holding company) at 3 month KIBOR + 1.5% per annum (June 30, 2021: Nil).

## 24. COMMITMENTS

The facilities for opening letters of credit and guarantees as at June 30, 2022 amounted to Rs. 200 million (2021: Rs. 272 million) of which unutilised balance at year end amounted to Rs. 154.5 million (2021: Rs. 153.61 million).

## 25. REVENUE FROM CONTRACTS WITH CUSTOMERS

	2022	2021
	----- (Rupees in '000') -----	
Gross revenue from sale of goods	927,925	718,973
Less: Discounts	(158,260)	(7,469)
Sales returns	(105,644)	(61,493)
Sales tax	(7,315)	(5,878)
Net revenue from sale of goods	656,706	644,133
Revenue from toll manufacturing	2,704	2,493
	<b>659,410</b>	<b>646,626</b>

## 26. COST OF SALES

	2022	2021
Note	----- (Rupees in '000') -----	
Raw materials consumed	277,323	242,675
Manufacturing charges to third party	2,532	3,694
Salaries, wages and benefits	7,268	7,675
Freight expense	8,974	6,439
Depreciation	5,367	5,165
Repairs and maintenance	795	878
Utilities and communication	966	891
Rent, rates and taxes	115	318
Entertainment expenses	276	279
Sampling	364	142
Charge for defined contribution plan	116	110
Insurance expense	85	101
Travelling and conveyance	53	77
Printing and stationery	56	27
Safety and security	59	-
Reversal / provision for slow moving and obsolete Inventories	(1,969)	(1,059)
Cost of goods manufactured	302,380	267,412
Add: Opening inventory of finished goods	127,698	216,222
Add: Purchases	102,914	41,232
Less: Closing inventory of finished goods	(164,273)	(127,698)
	<b>66,339</b>	<b>129,756</b>
	<b>368,719</b>	<b>397,168</b>

## 26.1 Raw material consumed

	2022	2021
	----- (Rupees in '000') -----	
Opening stock	14,110	40,796
Purchase including related expense	379,875	215,989
	393,985	256,785
Closing Stock	(116,662)	(14,110)
	<b>277,323</b>	<b>242,675</b>

## 27. MARKETING AND DISTRIBUTION EXPENSES

	2022	2021
	----- (Rupees in '000') -----	
Salaries, wages and benefits	76,870	76,429
Vehicle running expense	36,181	27,139
Commission & Incentives	13,198	13,842
Depreciation and amortisation	11,380	13,011
Sales promotion and advertisement	6,021	10,876
Distribution freight	11,513	8,099
Travelling and transportation	2,766	1,991
Charge for defined contribution plan	2,074	1,972
Entertainment expenses	1,197	969
Utilities and communication	1,959	1,667
Research and development	1,122	1,447
Repairs and maintenance	2,178	1,313
Rent, rates and taxes	2,589	1,172
Safety and security	878	1,073
Insurance expense	1,429	1,353
Printing and stationery	192	272
Legal and professional charges	20	-
Fee, subscription and periodicals	8	348
	<b>171,575</b>	<b>162,974</b>

## 28. ADMINISTRATIVE AND GENERAL EXPENSES

	2022	2021
	----- (Rupees in '000') -----	
Salaries, wages and benefits	24,909	13,025
Corporate expenses	7,200	6,000
Auditors' remuneration	840	1,942
Travelling and conveyance	1,841	1,530
Fee, subscription and periodicals	1,874	1,415
Depreciation and amortisation	1,535	1,282
Legal and professional charges	1,162	1,029
Vehicle running	2,008	928
Commission and incentives	1,612	-
Repairs and maintenance	1,009	710
Charge for defined contribution plan	1,064	654
Donation	2,400	636
Utilities and communication	795	628
Rent, rates and taxes	388	388
Printing and stationery	317	329
Sales promotion and advertisement	99	183
Entertainment expenses	193	116
Insurance expense	12	11
	<b>49,258</b>	<b>30,806</b>

### 28.1 Auditors' remuneration

	2022	2021
	----- (Rupees in '000') -----	
Audit fee	690	690
Fee for review of half yearly financial statements, special certifications and others	150	622
Taxation services	-	350
Out of pocket expenses	-	280
	<b>840</b>	<b>1,942</b>

28.2 None of the directors or their spouses had any interest in any of the donee during the year.

## 29. OTHER OPERATING EXPENSES

	2022	2021
	----- (Rupees in '000') -----	
Sindh Workers' Welfare Fund	775	1,100
Provision for expected credit losses	2,175	-
	<b>2,950</b>	<b>1,100</b>

### 30. OTHER INCOME

	2022	2021
Note ----- [Rupees in '000'] -----		
Income from financial assets		
Exchange gain-net	-	3,558
Dividend income on investments	1,184	2,368
Grant recognised as income	1,325	1,652
	<b>2,509</b>	7,578
Income from non-financial assets		
Gain on disposal of property, plant and equipment	7,922	1,085
Scrap sales	594	610
Rental income	600	600
Others	3,391	33
	12,507	2,328
	<b>15,016</b>	9,906

30.1 This represents dividend income from IBL HealthCare Limited.

### 31. FINANCE COST

	2022	2021
Note ----- [Rupees in '000'] -----		
Exchange loss	10,719	-
Mark-up on running finance	3,127	3,580
Mark-up on salary refinancing	1,819	2,666
Interest on lease liability	1,654	2,024
Mark-up on diminishing musharakah financing	2,895	1,180
Interest on short-term loan	101	947
Mark-up on short-term loan (Tijarah)	1,621	743
Bank charges and commission	418	282
	<b>22,354</b>	11,422

### 32. INCOME TAX

	2022	2021
----- [Rupees in '000'] -----		
Current	12,200	10,017
Prior	324	(3,134)
Deferred	(59,396)	(17,905)
	<b>(46,872)</b>	(11,022)

Relationship between tax expense and accounting profit:

	2022	2021
----- [Rupees in '000'] -----		
Accounting loss as at June 30,	<b>(399,277)</b>	(89,499)

Tax at applicable rate of 29%  
Effect of share of loss from associate  
Effect of minimum / final tax regime  
Effect of business losses carry forward  
Effect of tax other than temporary differences  
Effect of Provision for expected credit losses  
Effect of provision for slow moving and obsolete inventory

### 33. LOSS PER SHARE

Basic

Loss for the year attributable to ordinary shareholders

Weighted average number of shares in issue during the year (in thousand)

Loss per share (in Rupees)

Diluted

A diluted loss per share has not been presented as the Company does not have any convertible instruments in issue as at June 30, 2022 and 2021 which would have any effect on the loss per share if the option to convert is exercised.

### 34. CASH (USED IN) / GENERATED FROM OPERATIONS

Loss before income tax  
Adjustments for non-cash incomes and expenses:  
Depreciation and amortisation  
Finance cost  
Government grant recognised in income  
Gain on disposal of property, plant and equipment  
Dividend income  
Share of loss from associate  
Provision for credit losses - ECL Model (IFRS-9)  
(Reversal) / provision for slow moving and obsolete inventories

Changes in Working Capital:

(Increase) / decrease in current assets

Inventories  
Trade and other receivables  
Loans, advances and prepayments

(Decrease) / increase in current liabilities

Trade and other payables  
Unclaimed dividend

	2022	2021
----- [Rupees in '000'] -----		
	115,790	25,955
	(70,057)	(23,877)
	(89,294)	(26,276)
	(1,852)	10,970
	(1,259)	1,559
	(631)	-
	431	647
	<b>(46,872)</b>	(11,022)

	2022	2021
----- [Rupees in '000'] -----		
	<b>(352,405)</b>	(78,477)
	<b>35,271</b>	35,271
	<b>(Rs. 9.99)</b>	(Rs 2.22)

	2022	2021
----- [Rupees in '000'] -----		
	(399,277)	(89,499)
	18,282	19,458
	22,354	11,422
	(1,325)	(1,652)
	(7,922)	(1,085)
	(1,184)	(2,368)
	458,847	142,561
	2,175	-
	(1,969)	(1,059)
	<b>89,981</b>	77,778
	(143,972)	118,072
	(53,223)	(98,430)
	(1,575)	(304)
	(198,770)	19,338
	106,199	(105,444)
	-	(68)
	106,199	(105,512)
	<b>(2,590)</b>	(8,396)

### 35. CASH AND CASH EQUIVALENTS

	2022	2021
	----- (Rupees in '000') -----	
Cash and bank balances	8,999	9,205
Running finance under mark-up arrangement	-	(49,697)
	<b>8,999</b>	<b>(40,492)</b>

### 36. RELATED PARTY TRANSACTIONS

The Company entered into transactions and has arrangements / agreements in place with the following related parties:

S.No.	Company	Basis of Association	Aggregate % of Shareholding
1.	Genesis Holdings (Private) Limited	Holding Company	85.14%
2.	Trax Online (Private) Limited	Common Directorship	-
3.	FMC United (Private) Limited	Associate	-

The following transactions were carried out with related parties during the year:

	Nature of relationship	Nature of transactions	2022	2021
			----- (Rupees in '000') -----	
i.	Holding Company	Payments made to on behalf of Holding Company	25,836	18,132
		Corporate service charges	7,200	6,000
		Receipts from holding company	3,147	15,999
		Loan paid on behalf of the Company	15,504	18,800
		Marup on short term borrowing	2,764	-
		Loan received from holding company	117,093	18,800
ii.	Associated Companies	IT maintenance fee	272	120
		Repairs and maintenance	1,380	761
		Rent charged	388	214
		Utilities	652	142
iii.	Employees' Provident Fund	Contribution paid	8,978	7,537
iv.	Key Management Personnel	Salaries and other employee benefits	28,067	25,277
		Advance recovered	-	745
		Advance provided	-	1,500
v.	Directors	Directors' fee	34	22

The status of outstanding balances with related parties as at June 30, 2022 is included in the respective notes to the financial statements. These are settled in the ordinary course of business.

### 37. REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

The aggregate amounts charged in the financial statements for remuneration, including all benefits, to the Chief Executive, Directors and Executives of the Company are as follows:

	Chief Executive		Directors		Executives	
	2022	2021	2022	2021	2022	2021
	----- (Rupees in '000') -----					
Managerial remuneration	5,903	-	-	-	7,280	9,726
Bonus	-	-	-	-	1,021	1,488
Company's contribution to provident fund	337	-	-	-	910	1,002
House rent allowance	2,952	-	-	-	4,080	5,522
Car rental	-	-	-	-	837	1,680
Leave encashment	759	-	-	-	897	261
EOBI	-	-	-	-	23	23
Commission and incentives	1,012	-	-	-	3,150	5,575
	<b>10,963</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>18,198</b>	<b>25,277</b>
Number of Persons	<b>1</b>	<b>1</b>	<b>7</b>	<b>7</b>	<b>3</b>	<b>3</b>

The Directors were not paid any remuneration as the same was borne by the holding company.

Meeting fee paid to directors for attending Board of Directors meetings during the year amounted to Rs. 33,500 (2021: Rs. 22,000).

### 38. FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

Financial assets and liabilities by category and their respective maturities

	Interest / Mark-up bearing			Non interest bearing			Total
	Maturity up to one year	Maturity after one year	Sub-total	Maturity up to one year	Maturity after one year	Sub-total	
	----- (Rupees in '000') -----						
<b>FINANCIAL ASSETS</b>							
Loans and receivables							
Trade and other receivables	-	-	-	301,776	-	301,776	301,776
Loans, advances, prepayments and deposits	-	-	-	-	3,122	3,122	3,122
Cash and bank balances	-	-	-	8,889	-	8,889	8,889
Long-term investments	-	-	-	-	997,102	997,102	997,102
	<b>2022</b>	<b>-</b>	<b>-</b>	<b>310,665</b>	<b>1,000,224</b>	<b>1,310,889</b>	<b>1,310,889</b>
	<b>2021</b>	<b>-</b>	<b>-</b>	<b>255,838</b>	<b>1,492,522</b>	<b>1,748,360</b>	<b>1,748,360</b>
<b>FINANCIAL LIABILITIES</b>							
Trade and other payables	-	-	-	226,981	-	226,981	226,981
Short term borrowings	147,191	-	147,191	-	-	-	147,191
Lease liability	7,620	3,725	11,345	-	-	-	11,345
Unclaimed Dividend	-	-	-	833	-	833	833
	<b>2022</b>	<b>154,811</b>	<b>3,725</b>	<b>158,536</b>	<b>227,814</b>	<b>227,814</b>	<b>386,350</b>
	<b>2021</b>	<b>105,955</b>	<b>5,986</b>	<b>111,941</b>	<b>129,723</b>	<b>129,723</b>	<b>241,664</b>
<b>Off balance sheet items</b>							
Letters of credit and guarantee	<b>2022</b>						<b>45,500</b>
	<b>2021</b>						<b>118,393</b>

### CREDIT RISK

Credit risk represents the accounting loss that would be recognised at the reporting date if counterparties failed to perform as contracted.

The Company attempts to control credit risk associated with the carrying amount of its receivables by monitoring credit sales limits and securing credits through bank and personal guarantees.

The cash and bank balances represent low credit risk as major balances are placed with banks having credit ratings of A or above as assigned by credit rating agencies.

Loans to employees are not exposed to any material credit risk as these are secured against the employees retirement benefits.

The management does not expect any losses from non-performance by these counterparts.

### LIQUIDITY RISK

Liquidity risk reflects the Company's inability in raising funds to meet commitments. The Company manages liquidity risk by maintaining sufficient cash and bank balances and the availability of financing through banking arrangements. Management monitors rolling forecast of the Company's liquidity reserve which comprises of undrawn borrowing facility and cash and cash equivalents on the basis of expected cash flow.

### MARKET RISK

#### a) Foreign exchange risk

Foreign currency risk arises mainly where payables and receivables exist due to transactions in foreign currencies. The Company's exposure to exchange risk comprises mainly due to accounts payable in foreign currency. At June 30, 2022, trade and other payables of Rs. 93.60 million (2021: Rs. 39.34 million) are exposed to foreign currency risk.

As at June 30, 2022, if the Pak Rupee had weakened / strengthened by 10% (2021: 10%) against US Dollar with all other variables held constant, loss before income tax for the year would have been higher / lower by Rs. 9.36 million (2021: Rs. 3.93 million), mainly as a result of foreign exchange losses / gains on translation of US Dollar denominated trade and other payables.

#### b) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in the market interest rates. As at June 30, 2022, the Company is not materially exposed to interest rate risk.

#### c) Other price risk

Other price risk is 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 by factors affecting all similar financial instruments traded in the market.

The Company's exposure to equity securities price risk arises from investment held by the Company in IBL Healthcare Limited and International Brands Limited and classified in the statement of financial position as fair value through OCI. The maximum exposure to price risk as at June 30, 2022 amounts to Rs. 99.71 million and 997102 million (2021: Rs. 135.04 million and 1354.36 million) respectively.

As at June 30, 2022, if the market prices of the equity securities had increased / decreased by 1% with all other variables held constant, other comprehensive income for the year would have been higher / lower by Rs. 9.97 million (2021: Rs. 22.33 million).

### FAIR VALUES OF THE FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

As at June 30, 2022, all financial assets and financial liabilities are carried at amortised cost except for investments in IBL HealthCare Limited and International Brands Limited which are being carried at fair value.

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the transfer has occurred.

The Company's policy for determining when transfers between levels in the hierarchy have occurred includes monitoring of the following factors:

- changes in market and trading activity (eg. significant increases / decreases in activity); and
- changes in inputs used in valuation techniques (eg. inputs becoming / ceasing to be observable in the market).

There were no transfers between level 1, 2 or 3 of the fair value hierarchy during the year.

The valuation technique used is as follows:

#### Level 1: Quoted prices (unadjusted) in active markets

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

#### Level 2: Inputs that are observable either directly or indirectly

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates.

#### Level 3: Unobservable inputs

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

The following table analyses within the fair value hierarchy of the Company's financial assets (by class) measured at fair value at June 30, 2022:

	2022			
	Level 1	Level 2	Level 3	Total
(Rupees in '000)				
FINANCIAL ASSETS				
Recurring FV measurement of FVOCI investments	75,484	-	921,618	997,102
2021				
	Level 1	Level 2	Level 3	Total
(Rupees in '000)				
FINANCIAL ASSETS				
Recurring FV measurement of FVOCI investments	135,038	-	1,354,362	1,489,400

### CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard Company's ability to continue as a going concern in order to provide adequate returns for shareholders and benefit for other stakeholders. The Company finances its operations through equity. The Company has long-term borrowing, short-term borrowings and running finance arrangement issued to meet its working capital and capital expenditure requirement.

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

The debt to capital ratios at June 30, 2022 and at June 30, 2021 were as follows:

	2022	2021
	----- (Rupees in '000) -----	
Total borrowings	173,363	115,870
Cash and bank	(8,889)	(9,205)
Net debt	164,474	106,665
Equity	1,391,400	2,246,355
<b>Total capital employed</b>	<b>1,555,874</b>	<b>2,353,020</b>
Debt to capital employed ratio	11%	5%

### 39. DISCLOSURE BY COMPANIES LISTED IN ISLAMIC INDEX

Loans / advances obtained as per Islamic mode:

	2022	2021
Loans	19,807	11,502
Advances	-	-
	19,807	11,502
Shariah complaint bank deposits / bank balances	19,807	11,502
Profit earned from shariah complaint bank deposits / bank balances	-	-
Revenue earned from a shariah complaint business	-	-
Gain / (loss) or dividend earned from shariah complaint investments Dividend income	-	-
Gain on sale of investments	-	-
(Loss) / gain on remeasurement of islamic investments at fair value through profit or loss	-	-
Exchange gain earned	-	3,558
Mark up paid on Islamic mode of financing	(4,091)	(1,973)
Profits earned or interest (paid) on any conventional loan or advance	-	-
Interest paid on loans	(10,086)	(5,855)

### 40. PLANT CAPACITY AND PRODUCTION

#### Packaging

Powder Products  
Granular Products

2022		2021	
Annual Production	Annual Capacity	Annual Production	Annual Capacity
----- (Kilograms) -----			
792,328	900,000	469,705	197,127
898,821	1,351,728	898,821	1,351,728
----- (Litres) -----			
144,593	1,633,338	144,593	1,633,338

Liquid Products

### 41. NUMBER OF EMPLOYEES

As at the reporting date

Average number of employees during the year

	2022	2021
As at the reporting date	94	90
Average number of employees during the year	91	92

### 42. DATE OF AUTHORISATION FOR ISSUE

These financial statements were authorized for issue on **October 5, 2022** by the Board of Directors of the Company.

### 43. GENERAL

43.1 Amounts have been rounded off to the nearest thousands of rupees.

43.2 Corresponding figures have been rearranged and reclassified, wherever necessary for the purpose of comparison and better presentation.



MIRZA ASMER BEG  
Chief Executive Officer



ASAD ABDULLA  
Director



SOHAIL HASNAIN AHMED  
Chief Financial Officer



## Stakeholders Information

# Pattern of Shareholding

As at June 30, 2022

Categories of Shareholders	Shareholders	Shares Held	% age
DIRECTORS AND THEIR SPOUSE(S) AND MINOR CHILDREN			
Muhammad Abdul Samie Cashmiri	1	25	0.00
Saqib Abbas	1	25	0.00
Samia Zuberi	1	25	0.00
Asad Abdulla	2	31,998	0.09
Ayaz Abdulla	1	2,382	0.01
Muhammad Salman Hussain Chawala	1	200	0.00
ASSOCIATED COMPANIES, UNDERTAKINGS AND RELATED PARTIES			
NIT and ICP	2	376	0.00
BANKS DEVELOPMENT FINANCIAL INSTITUTIONS, NON-BANKING FINANCIAL INSTITUTIONS			
INSURANCE COMPANIES	1	5,913	0.02
MUTUAL FUNDS	4	2,150,369	6.10
GENERAL PUBLIC			
a. Local	1139	2,378,319	6.74
b. Foreign	1	500	0.00
FOREIGN COMPANIES			
	2	8,222	0.02
OTHERS			
	23	660,405	1.87
Totals	<b>1,184</b>	<b>35,271,133</b>	<b>100.00</b>

Share holders holding 10% or more	Shares Held	Percentage
GENESIS HOLDINGS (PRIVATE) LIMITED	30,030,865	85.14

DIRECTORS, CHIEF EXECUTIVE OFFICER AND THEIR SPOUSE(S) AND MINOR CHILDREN

S.No.	Folio No.	Name of Shareholder	Number of Shares	% age
1	3094	Muhammad Abdul Samie Cashmiri	25	0.00
2	02113-2571	Asad Abdulla	500	0.00
3	03277-20909	Asad Abdulla	31,498	0.09
4	03277-21385	Ayaz Abdulla	2,382	0.01
5	3099	Saqib Abbas	25	0.00
6	3100	Samia Zuberi	25	0.00
7	10629-32378	Muhammad Salman Hussain Chawala	200	0.00
			<b>6</b>	<b>34,655</b>
				<b>0.10</b>

ASSOCIATED COMPANIES, UNDERTAKINGS AND RELATED PARTIES

01.	03277-115871	Genesis Holdings (Private) Limited	29,913,533	84.81
	3095	Genesis Holdings (Private) Limited	117,332	0.33
			<b>2</b>	<b>30,030,865</b>
				<b>85.14</b>

NIT and ICP

01.	1799	Industrial Development Bank of Pakistan ( ICP Unit )	374	0.00
02.	00083-36	Idbl (ICP Unit)	2	0.00
			<b>2</b>	<b>376</b>
				<b>0.00</b>

BANKS DEVELOPMENT FINANCIAL INSTITUTIONS, NON-BANKING FINANCIAL INSTITUTIONS

01.	33	National Bank Of Pakistan Trustee Wing	374	0.00
02.	2640	Crescent Investment Bank Ltd.	650	0.00
03.	03889-28	National Bank of Pakistan	485	0.00
			<b>3</b>	<b>1,509</b>
				<b>0.00</b>

INSURANCE COMPANIES

S.No.	Folio No.	Name Of Shareholder	Number Of Shares	% age
01.	02139-29	Premier Insurance Limited	5,913	0.02
			<b>1</b>	<b>5,913</b>
				<b>0.02</b>

MODARABAS AND MUTUAL FUNDS

01.	2520	B.R.R. Guardian Modaraba	22,070	0.06
02.	2666	First Ibl Modaraba	39,999	0.11
03.	03277-1651	First Udl Modaraba	396,419	1.12
04.	14902-21	Cdc - Trustee National Investment (Unit) Trust	1,691,881	4.80
			<b>4</b>	<b>2,150,369</b>
				<b>6.10</b>

GENERAL PUBLIC FOREIGN

01.	03277-110638	Rizwan Ul Islam	500	0.00
			<b>1</b>	<b>500</b>
				<b>0.00</b>

FOREIGN COMPANIES

01.	2351	Boston Safe Deposit & Trust Co	522	0.00
02.	00695-14603	Efg Hermes Oman Llc	7,700	0.02
			<b>2</b>	<b>8,222</b>
				<b>0.02</b>

OTHERS

01.	3015	Mr. The Company Secretary (B-2015)	802	0.00
02.	3026	M/s. Temporary Folio-withhold Bonus Shares Of Court Cases(B-2015)	124,434	0.35
03.	3027	M/s. Fbr-nominee Shareholding.against Tax On Bonus Shares(B-2015)	9,686	0.03
04.	3031	Mr. The Company Secretary (B-2016)	794	0.00
05.	3036	Temporary Folio-withhold Bonus Shares Of Court Cases(B-2016)	230,047	0.65
06.	3037	Fbr-nominee Shareholding Against Tax On Bonus Shares(B-2016)	12,507	0.04
07.	3065	Mr. The Company Secretary (B-2017)	585	0.00
08.	3066	Temporary Folio-withhold Bonus Shares Of Court Cases B-2017	125,983	0.36
09.	3071	Mr. Adnan Ahmed Feroze (B-2018)	503	0.00
10.	3079	Mr. Adnan Ahmed Feroze (B-2019)	561	0.00
11.	01917-33	Prudential Securities Limited	19	0.00
12.	02113-3850	Capital Financial Services (Pvt.) Limited	2,461	0.01
13.	03277-78335	Trustee National Bank Of Pakistan Employees Pension Fund	78,037	0.22
14.	03277-82127	Trustee National Bank Of Pakistan Emp Benevolent Fund Trust	2,734	0.01
15.	03277-89483	Trustees Of First Udl Modaraba Staff Provident Fund	166	0.00
16.	03277-103742	Khoja (Pirhai) Shia Isna Ashari Jamat	1,200	0.00
17.	03277-105440	Ibl Operations (Private) Limited	36,320	0.10
18.	03293-38	S.H. Bukhari Securities (Pvt) Limited	417	0.00
19.	03525-87235	Maple Leaf Capital Limited	1	0.00
20.	04705-87224	Federal Board Of Revenue	27,135	0.08
21.	05587-48203	Stock Master Securities (Pvt.) Ltd	92	0.00
22.	05868-28	Cliktrade Limited	185	0.00
23.	14241-22	Fikrees (Private) Limited	5,736	0.02
			<b>23</b>	<b>660,405</b>
				<b>1.87</b>

GENERAL PUBLIC LOCAL

			<b>1139</b>	<b>2,378,319</b>
				<b>6.74</b>

TOTAL

			<b>1184</b>	<b>35,271,133</b>
				<b>100.00</b>

No. of Shareholders	Shareholdings/Slab			Total Shares Held
544	1	to	100	6,838
248	101	to	500	68,176
123	501	to	1000	91,029
172	1001	to	5000	409,212
42	5001	to	10000	286,120
15	10001	to	15000	190,777
7	15001	to	20000	122,940
5	20001	to	25000	113,374
2	25001	to	30000	53,608
2	30001	to	35000	63,777
6	35001	to	40000	225,979
2	40001	to	45000	82,389
2	50001	to	55000	106,365
2	55001	to	60000	114,666
1	75001	to	80000	78,037
2	115001	to	120000	233,612
1	120001	to	125000	124,434
1	125001	to	130000	125,983
1	145001	to	150000	145,657
1	195001	to	200000	195,314
1	200001	to	205000	200,966
1	230001	to	235000	230,047
1	395001	to	400000	396,419
1	1690001	to	1695000	1,691,881
1	29910001	to	29915000	29,913,533
<b>1,184</b>				<b>35,271,133</b>



Pakistan

AFFIX  
CORRECT  
POSTAGE

The Company Secretary  
**United Distributors Pakistan Limited**  
Plot # 105, Sector 7-A, Mehran Town,  
Korangi Industrial Area, Karachi.



Pakistan

AFFIX  
CORRECT  
POSTAGE

دی کپنی سیکریٹری  
یونائیٹڈ ڈسٹری بیوٹرز پاکستان لمیٹڈ  
پلاٹ نمبر 105، سیکٹر 7-ا، مہران ٹاؤن،  
کورنگی انڈسٹریل ایریا، کراچی۔

## مستقبل کا نظریہ:

ہمارا مقصد کسانوں کی بہتری کے لئے بہترین درجے کی خدمات اور اعلیٰ معیار کے حل کے ذریعے اپنا سفر جاری رکھنا ہے تاکہ وہ بڑھتی ہوئی آبادی کے لئے فصل کی بہترین پیداوار اور صحت بخش خوراک حاصل کر سکیں۔ ناموافق موسم، مہلگائی، شرح سود میں اضافہ، کمزور ہوتی کرنسی، مصنوعات کی قیمتوں میں تیزی کارحجان اور عالمی سپلائی چین کے مسائل جیسے معاشی چیلنجوں کے باوجود آنے والے عرصے میں کاروبار کی آمدنی اور منافع کو خطرات لاحق رہیں گے، کمپنی پر اعتماد ہے اور ان کو کم سے کم کرنے پر مجبور ہے۔ اس کے متنوع مصنوعات کے پورٹ فولیو سے فائدہ اٹھانے کے ساتھ ساتھ اسٹیک ہولڈر کو پائیدار منافع کی فراہمی کی بنیادی قدر کے مطابق اعلیٰ چوتھائی نتائج فراہم کرنے کے لئے مسلسل ترقی کو فروغ دینے سے منفی اثرات۔

## توثیق

منتظمین اپنے صارفین، بینکرز اور دیگر حصص یافتگان کا ان کی مسلسل حمایت اور حوصلہ افزائی پر شکر یہ کا اظہار کرتے ہیں اور کمپنی کے ملازمین کی جانب سے ان کی گرانقدر خدمات کو سراہتے ہیں۔

برائے اور بورڈ کی جانب سے



اسد عبداللہ  
ڈائریکٹر



مرزا اسمیر بیگ  
چیف ایگزیکٹو آفیسر

کراچی: ۵ اکتوبر ۲۰۲۲ء

## پراکسی فارم

دی کمپنی سیکریٹری  
یونائیٹڈ سٹری بیوٹرز پاکستان لمیٹڈ  
پلاٹ نمبر 105، سیکٹر A-7، مہراں ٹاؤن،  
کورنگی انڈسٹریل ایریا، کراچی۔

میں / ہم

پسر ادختر ازوجہ / خاوند

شیر ہولڈر

بابت یونائیٹڈ سٹری بیوٹرز پاکستان لمیٹڈ حامل

عمومی شیرزید ریجیڈا \_\_\_\_\_ کا تقرر کرتا ہوں / کرتے ہیں  
جو میرا میری \_\_\_\_\_ (رشتے کی نوعیت بیان کریں) (اگر کوئی ہو) مع پراکسی حکومتی ضوابط کے  
مطابق ضروری) اور پسر ادختر ازوجہ / خاوند \_\_\_\_\_ حامل \_\_\_\_\_ کمپنی کے عمومی شیرز  
فولیو نمبر \_\_\_\_\_ کے تحت) حکومت کی جانب سے درکار [ بلور میرا ہمارا پراکسی کمپنی کے مورخہ ۲۸ اکتوبر ۲۰۲۲ء کو منعقد ہونے والے  
سالانہ اجلاس عام اور اس کے کسی ملتوی شدہ اجلاس میں میرے / ہمارے لئے اور میری / ہماری جانب سے شرکت اور ووٹ ڈالنے / گے اور ایسا کسی دوسری کاروائی میں حصہ لے گا / گی۔

دستخط آج بروز \_\_\_\_\_ بتاریخ \_\_\_\_\_ ۲۰۲۲ء

گواہ (اے):

دستخط: \_\_\_\_\_

نام: \_\_\_\_\_

پتہ: \_\_\_\_\_

سی این آئی سی / پاسپورٹ نمبر: \_\_\_\_\_

گواہ (بی):

دستخط: \_\_\_\_\_

نام: \_\_\_\_\_

پتہ: \_\_\_\_\_

سی این آئی سی / پاسپورٹ نمبر: \_\_\_\_\_

اہم نکات:

۱۔ ممبران سے درخواست ہے کہ:

i. جس مذکورہ بالا جگہ پر نشانہ ہی کی گئی ہے وہاں -/۵ روپے کار یونیوا سٹیپ چسپاں کریں۔

ii. ریونیوا سٹیپ پراسی طرح دستخط کریں جس طرز میں کمپنی کے پاس رجسٹرڈ ہو۔

iii. اس کا فولیو نمبر درج کریں۔

۲۔ منوثر بنانے کے لئے یہ پراکسی لازماً کمپنی کے رجسٹرڈ آفس میں ہر طرح سے مکمل صورت میں اجلاس کے لئے طے شدہ وقت سے کم از کم ۳۸ گھنٹے قبل موصول ہو جائے۔

۳۔ سی ڈی سی شیر ہولڈرز یا ان کے پراکسیز اپنی شناخت میں سہولت کے لئے اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ بشمول پارٹیشنٹ کا آئی ڈی نمبر اور ان کے اکاؤنٹ نمبر لازماً ساتھ لائیں۔

مفصل طریقہ کار غیر معمولی اجلاس عام کی اطلاع کے نوٹس میں دیا گیا ہے۔

۵ روپے کار یونیوا سٹیپ

دستخط ممبر (ممبران)

شیر ہولڈر (ہولڈرز) فولیو نمبر \_\_\_\_\_ اور / یا

سی ڈی سی پارٹیشنٹ آئی ڈی نمبر \_\_\_\_\_ اور

ذیلی اکاؤنٹ نمبر \_\_\_\_\_

نمبر شمارہ	نام منظم	(بی اےسی) اجلاس	شرکت کردہ اجلاس
01.	جناب طاہر سعید	4	-
02.	جناب ایاز عبداللہ	4	2
03.	جناب محمد سلمان حسین چاؤلہ	4	2
04.	جناب عبدالسبح کاٹھیری	-	2
05.	محترمہ سامعہ زہری	-	2

## کمپنی کی اہم سرگرمیاں:

یونائیٹڈ ڈسٹری بیوٹرز پاکستان لمیٹڈ (کمپنی) پاکستان میں پبلک لمیٹڈ کمپنی کے طور پر قائم ہوئی تھی اور پاکستان اسٹاک ایکسچینج میں اندراج شدہ ہے۔ کمپنی کی بنیادی سرگرمیاں کپڑے مارڈو، کھاد اور دیگر متعلقہ مصنوعات کی تیاری، تجارت اور ڈسٹری بیوٹن ہے۔

## کاروباری کارکردگی:

روپے بمقابلہ امریکی ڈالر کی کمزوری ،مصنوعات کی قیمتوں میں اتار چڑھاؤ اور موسم کی وجہ سے سال کے دوران کاروباری ماحول چیلنجنگ رہا۔ اہم کھادوں کی دستیابی، تاخیر سے ترسیل بھی کاروباری ترقی میں ایک چیلنج بنی ہوئی ہے تاہم، آپ کی کمپنی معاشی عوامل ، کاروباری مواقع پر توجہ مرکوز کر کے اور آپریشنل افادیت کو جاری رکھ کر ان چیلنجوں کا انتظام کرنے میں کامیاب رہی۔

۳۰جون ۲۰۲۲ کو تخم ہونے والے سال کے لئے کمپنی کی مختصر مالی کارکردگی ذیل میں پیش کی جاتی ہے۔

تفصیلات	سال ۲۰۲۰جون		تبدیلی
	2022	2021	
			----- (روپے، ہزاروں میں) -----
مجموعی فروخت	659,410	646,626	2.0%
ہملہ منافع	290,691	249,458	16.5%
فعال منافع	81,924	64,484	27.0%
نقصان قبل از ادائیگی ٹیکس	(399,277)	(89,499)	346.1%
نقصان بعد از ادائیگی ٹیکس	(352,405)	(78,477)	349.1%
نقصان فی حصص روپے میں	(9.99)	[2.22]	

- کمپنی نے اپنی آمدنی کو برقرار رکھا اور ۶۵۹ ملین روپے کی خالص فروخت ریکارڈ کی۔
- مارجن بھی پچھلے سال کی اسی مدت کے مقابلے میں ۳۹ فیصد سے بڑھ کر ۴۴ فیصد ہو گیا۔
- GP کمپنی کے مجموعی منافع میں ۱۶.۵ فیصد اضافہ ہوا
- مجموئی مارجن میں اضافہ نئے برانڈز کے بہتر بیلنس کے ذریعے حاصل کیا گیا ہے جن کا معقول مارجن ہے۔ آپریٹنگ منافع میں بھی پچھلے سال کی اسی مدت کے مقابلے میں ۲۷ فیصد اضافہ ہوا۔

- آپریٹنگ اخراجات میں پچھلے سال کی اسی مدت کے مقابلے میں ۱۴ فیصد اضافہ ہوا ہے جس کی وجہ اخراجات میں عمومی افراط زر ہے، PKR کی قدر میں کمی اور شرح سود میں اضافہ ہے۔ کمپنی کی آپریٹنگ کارکردگی میں بہتری کے باوجود، سال کے دوران فنائس لاگت میں ۹۶ فیصد اضافہ ہوا جس کی بنیاد وجہ روپے کی قدر میں کمی اور شرح سود میں نمایا اضافہ ہے۔

### فی شیئر خسارہ:

بعد از ٹیکس بنیادی خسارہ فی شیئر (۹.۹۹) روپے (۲۰۲۱ : ۲۰۲۲ روپے) ہوا۔ منفی EPS پوسٹ کیا گیا جس کی وجہ شریک کمپنیوں سے ریکارڈ شدہ سسٹینشل شیئر کا خسارہ ہے۔

کمپنی کے شیئر کی بنیادی آمدنی پر عمل دخل کا کوئی اثر نہیں پڑتا کیوں کہ ۳۰ جون ۲۰۲۲ء اور ۲۰۲۱ء تک کمپنی کے پاس متبادل وجہ موجود نہیں تھی۔

## اہم خطرات اور غیر یقینی صورتحال

اس حقیقت کے باوجود کہ کمپنی کی مالیاتی کارکردگی گزشتہ چند سالوں سے بہتری کی جانب گامزن ہے کمپنی نے اپنے کامیابی کے سفر کو جاری رکھنے کیلئے اپنے راستے کی تمام رکاوٹوں کو کامیابی سے عبور کیا ہے۔

کمپنی کو معینہ خطرات اور غیر یقینی صورتحال کا سامنا ہے، تاہم، ہم سمجھتے ہیں کہ کاروباری مسابقت، شرح زرمبادلہ کی برکس حرکت اور فصلوں کے لئے غیر سازگار ماحول نہایت اہم عناصر ہوں گے جو کمپنی کی مستقل کی مالیاتی کارکردگی سے متصادم ہو سکتے ہیں۔ کمپنی ان خطرات کو قابل قبول حد تک یا تخفیف کرنے پر مشترکہ کام کرتی ہے۔

#### حامل کمپنی

حیئینس ہولڈنگز(پرائیویٹ) کمپنی جو یونائیٹڈ ڈسٹری بیوٹرز پاکستان لمیٹیڈ کی حامل کمپنی ہے جس کے پاس اس کمپنی میں ۸۵.۱۴ فیصد حصص برطابق ۳۰ جون ۲۰۲۲ء ہیں۔

### ڈیویڈنڈ

مارکیٹ سے لیکوئیڈٹی کی پیداوار کیلئے زیر جائزہ سال کافی مشکل سال تھا۔ بورڈ آف ڈائریکٹرز نے کیش فلکونٹریول فراہم کرنے کیلئے ۱۵ اکتوبر ۲۰۲۲ء کو منعقدہ اپنے اجلاس میں ۳۰ جون ۲۰۲۲ء کے اختتامی سال کیلئے کیش ڈویڈنڈ کی سفارش نہیں کی ہے۔

#### ادارتی سماجی ذمہ داری (سی ایس آر)

کمپنی کو معاشرے کے حصے کے طور پر اپنی ذمہ داری کا احساس ہے اور کمپنی لوگوں کے معاشی حالات کو بہتر بنا کر شراکت کرنے کی کوشش کرتی ہے۔ سال کے دوران کمپنی نے صحت، تعلیم اور دیگر سماجی سرگرمیوں کے لئے عطیات دیے۔

چونکہ کوویڈ ۱9 سال کے دوران صحت اور حفاظت کا ایک بڑا مسئلہ رہا ہے۔ انتظامیہ نے خطرے کو کم کرنے کے لئے مختلف اقدامات کیے ہیں جس میں باقاعدگی سے اگاہی کے سیشن، ہینڈ سینٹائزرز کی فراہمی، درجہ حرارت کی نگرانی، احاطے کی باقاعدگی سے صفائی، ماسک کی ضرورت اور سماجی دوری شامل ہیں۔

## ہیومن ریسورس:

اپنے لوگوں کی ترقی ہمارے لیے اہم ہے۔ انسانی سرمایہ ایک اثاثہ ہے اور ہماری کامیابی میں اہم کردار ادا کرتا ہے۔ ہماری بنیادی اقدار، ضابطہ اخلاق اور HR پالیسیاں ایک خاکہ فراہم کرتی ہیں جو پوری تنظیم کے لئے ایک رہنما وقت کا کام کرتی ہے۔ کمپنی انسانی وسائل کے انتظام پر تقلیدی غور کرتی ہے۔ ہمارے لوگوں کی تربیت، تعلیم اور ترقی ہمارے لئے سب سے اہم ہے۔ لوگ ہماری کمپنی میں کام کرنے کی دیرینہ خواہش رکھتے ہیں۔ ہم زہی تربیت، ترقی اور ترقی کے مواقع، موثر اور بروقت کارکردگی کی تشخیص اور تاثرات کے نظام کے ساتھ اور ایک کھلا کچھر بنا کر جو آراء اور بحث کی حوصلہ افزائی کرتا ہے اور ہم مسلسل اس مقصد کے لئے کام کرتے ہیں ہماری بنیادی اقدار (شراکت داری، دیانتداری، جذبہ، عمدگی) ہماری بھرتی کے عمل اور کارکردگی کے جائزوں میں شامل ہیں۔

## اختتامی تقریب

کوئی ٹھوس تبدیلی یا معاہدات واقع نہیں ہوئے جو کمپنی کی مالیاتی حیثیت پر اثر انداز ہوں، دوران اختتام مالیاتی سال اور اس رپورٹ کی تاریخ تک۔

### ضابطہٴ اخلاق

کمپنی کے مجلس منتظمین نے ایک ضابطہٴ اخلاق اپنایا ہے۔ تمام ملازمین کو اس سے باخبر اور آگاہ رکھا جاتا ہے اور کاروبار اور ضابطوں کے ضمن میں ان ضابطہٴ اخلاق کی پابندی درکار ہوتی ہے۔

## مالیاتی ڈیٹا:

آپریٹنگ/مالیاتی ڈیٹا کی جھلکیاں فنانشل ہائی لائٹ سیکشن میں پیش کی جاتی ہیں۔

## کارپوریٹ گورننس کے معاملات:

پالیسی، بورڈ اور گورننس سے متعلق تمام کارپوریٹ گورننس سیکشن میں کیے جاتے ہیں اور ڈائریکٹرز کی رپورٹ کا حصہ سمجھے جاتے ہیں۔

## چیئرمین کے جائزے:

کمپنی کے ڈائریکٹرز چیئرمین کے جائزے کے مندرجات کی توثیق کرتے ہیں۔ جسے ڈائریکٹرز کی رپورٹ کا حصہ سمجھا جاتا ہے۔

## منتظمین کا تربیتی پروگرام

منتظمین جو پہلے سے منتظمین کی تربیت میں شرکت کر چکے ہوں یا درج شدہ مینیجر (ادارتی انتظامی ضابطہ) قواعد 2019 میں درکار اہلیت سے مستثنیٰ قرار دیئے جاتے ہیں۔

## ملازمین کے اختتام ملازمت پرفوائد کا منصوبہ

کمپنی اپنے ملازمین کو اختتامی فوائد پروویڈنٹ فنڈ کی شکل میں فراہم کرتی ہے۔ ان امدادی فوائد کو باقاعدہ ٹرسٹ کی منظوری سے ترتیب دیا جاتا ہے۔ یہ ٹرسٹ تشکیل دیئے جاتے ہیں ٹرسٹیجز کی جانب سے جو ان فنڈز کی جانچ پڑتال کراتے ہیں۔

## منتظمین کے معاوضہ جات

منتظمین کے معاوضہ جات کی نمایاں کیفیت اور کلیدی عناصر درج ذیل ہیں:

- غیر اعلیٰ منتظمین صرف فیس بطور معاوضہ وصول کرنے کے حقدار ہیں جو ان کی جانب سے بورڈ اور کمیٹی میں شرکت کردہ اجلاس کی مد میں ہے۔
- بورڈ اپنے منتظمین کیلئے بورڈ اور کمیٹی میں شرکت کا معاوضہ طے کرنے کا مجاز ہے۔

### داخلی مالیاتی انضباط کی موزونیت

کمپنی کے اثاثہ جات کے تحفظ کو یقینی بنانے کیلئے موزوں داخلی انضباطی نظام فعال کیا گیا ہے، جو متعلقہ قوانین و ضابطوں کی تعمیل اور قابل اعتماد مالیاتی تفصیلات کے مطابق ہے۔ مجلس منتظمین نے داخلی جانچ پڑتال کیلئے بیرونی محاسبہ کار سے بیگنٹلی اینڈ کمپنی، چارٹرڈ اکاؤنٹینٹس کی خدمات حاصل کی ہیں جنہیں اس غرض سے موزوں طور پر قابل اور تجربہ کار سمجھا جاتا ہے اور کمپنی کے لائحہ عمل اور طریقہ کار سے واقف ہیں۔

## قانونی محاسبہ کار

موجودہ محاسبہ کار، بی ڈی او اینڈ کمپنی، چارٹرڈ اکاؤنٹینٹس، ریٹائرڈ اور بحیثیت اہل ہونے کے، خود کو دوبارہ تفرری کے لئے پیش کرتے ہیں۔ مجلس منتظمین ان کی دوبارہ تقرری بطور کمپنی کے قانونی محاسبہ کار، محاسبہ کمپنی کی تجویز کی توثیق کرتی ہے برائے مالیاتی اختتام سال ۳۰ جون ۲۰۲۳ء باہمی طے شدہ فیس پر۔

## حصص میں شراکتی داری کا نمونہ

کمپنی میں حصص کاری کا نمونہ بطور ۳۰ جون ۲۰۲۲ء، بشمول ضروری معلومات ہمراہ رپورٹ لہذا منسلک ہے۔

# ڈائریکٹرز رپورٹ

## مجلس منتظمین کے اجلاس

دوران سال، مجلس منتظمین کے چھ اجلاس منعقد کئے گئے۔ ہر ایک منتظم کی شرکت درج ذیل تھی:

نمبر شمارہ	نام منتظم	شرکت کردہ اجلاس
01.	جناب ایاز عبداللہ	6
02.	جناب اسد عبداللہ	6
03.	محترمہ سامعہ زبیری	5
04.	جناب طاہر سعید*	6
05.	جناب عبدالسیح کاشمیری	6
06.	جناب ثاقب عباس	4
07.	جناب محمد سلمان حسین چاؤلہ	6

مزید یہ کہ، غیر حاضری کی چھٹی ان منتظمین کو جاری کی گئی جو بورڈ کے کچھ اجلاس میں شرکت نہیں کر سکے۔

## بورڈ کی کمیٹیاں:

بورڈ نے دو ذیلی کمیٹیاں آڈٹ کمیٹی اور ہیومن ریسورس اینڈ ریویو نیشن (معاوضہ) کمیٹی تشکیل دیں۔ آڈٹ کمیٹی تین ممبران ہیومن ریسورس اینڈ ریویو نیشن (معاوضہ) کمیٹی چار ممبران پر مشتمل ہے۔ تمام غیر ایگزیکٹو ڈائریکٹرز ہیں اور کمیٹیوں کا چیئرمین ایک آزاد ڈائریکٹر ہے۔

## آڈٹ کمیٹی:

- جناب طاہر سعید\*
- جناب ایاز عبداللہ
- جناب محمد سلمان حسین چاؤلہ

## ہیومن ریسورس اینڈ ریویو نیشن (معاوضہ) کمیٹی:

- محترمہ سامعہ زبیری
- جناب ایاز عبداللہ
- جناب محمد سلمان حسین چاؤلہ
- جناب عبدالسیح کاشمیری

دوران سال آڈٹ کمیٹی کی چار اور ہیومن ریسورس اینڈ ریویو نیشن کی دو میٹنگز منعقد ہوئیں جس میں ہر ڈائریکٹر کی شرکت درج ذیل ہے:

یونائیٹڈ ڈسٹری بیوٹرز پاکستان لمیٹڈ (یو ڈی پی ایل) کی مجلس منتظمین کو رپورٹ ہذا پیش کرتے ہوئے خوشی ہے، بشمول کمپنی کی محاسب کردہ مالیاتی تفصیلات برائے اختتام سال ۳۰ جون ۲۰۲۲ء۔

رپورٹ ہذا کو کمپنی کی سالانہ عمومی مجلس منعقد مورخہ ۲۸ اکتوبر ۲۰۲۲ء میں ارکان کو پیش کی جانی ہے۔

کمپنی نے درج ذیل طریقے سے درکار قواعد کی تعمیل کی ہے۔

نمبر شمارہ	ڈائریکٹرز	منتظمین کی کل تعداد
(الف)	مرد	06
(ب)	خاتون	01

مجلس منتظمین کے نام اور تشکیل برطابق ۳۰ جون ۲۰۲۲ء درج ذیل ہیں۔

نمبر شمارہ	تشکیل	منتظمین کی کل تعداد
۱-	آزاد منتظمین	جناب طاہر سعید* جناب محمد سلمان حسین چاؤلہ محترمہ سامعہ زبیری
۲-	دیگر غیر اعلیٰ منتظمین	جناب ثاقب عباس جناب ایاز عبداللہ جناب عبدالسیح کاشمیری
۳-	اعلیٰ منتظمین	جناب اسد عبداللہ جناب مرزا اسریگ چاہنچک

\* جناب طاہر سعید نے 14 جون 2022 کو کمپنی کے ڈائریکٹر کے عہدے سے استعفیٰ دے دیا اور خالی جگہ بعد میں پُر کی گئی۔



## Key features:

- Licensed Entities Verification
- Scam meter\*
- Jamapunji games\*
- Tax credit calculator\*
- Company Verification
- Insurance & Investment Checklist
- FAQs Answered

- Stock trading simulator (based on live feed from KSE)
- Knowledge center
- Risk profiler\*
- Financial calculator
- Subscription to Alerts (event notifications, corporate and regulatory actions)
- Jamapunji application for mobile device
- Online Quizzes



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\*Mobile apps are also available for download for android and ios devices