



Accounts for the
Half Year Ended
December 31, 2023

GLOBE TEXTILE MILLS LIMITED

GLOBE TEXTILE MILLS LTD.

BOARD OF DIRECTORS

ARSHAD ARIF - Chief Executive Officer
HUMAIRA ARSHAD - Executive Director
FARZANA ARIF - Non Executive Director
MAHEEN ARIF - Non Executive Director
MISBAH TAHA KANCHWALA - Non Executive Director
SAMAN FAHIM MEMON - Non Executive Director
LAIBA ARSHAD - Non Executive Director

AUDIT COMMITTEE

ARSHAD ARIF - CHAIRMAN
MISBAH TAHA KANCHWALA
SAMAN FAHIM MEMON

HR COMMITTEE

ARSHAD ARIF - CHAIRMAN
FARZANA ARIF
MISBAH TAHA KANCHWALA

COMPANY SECRETARY

HUMAIRA ARSHAD

CHIEF FINANCIAL OFFICER

SALIM MAYARI

BANKERS

MCB BANK LIMITED

LEGAL ADVISER

SADIA KHATOON (Advocate)

AUDITORS

CLARKSON HYDE SAUD ANSARI
Chartered Accountants.

REGISTERED OFFICE

Suit No.102, 1st Floor, Plot No.18-C
Al Murtaza Commercial, Lane-1
Phase VIII, DHA,
KARACHI.

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DIRECTORS' REPORT

For the Year Ended December 31, 2023

Globe Textile Mills Limited

The Board of Directors of Globe Textile Mills Limited is pleased to present the Annual Report together with the **condensed financial statements** for the year ended December 31, 2023.

1. Business Review and Current Position

During the year under review, the Company remained engaged in addressing significant legal and contractual matters, primarily stemming from the buyer's non-fulfilment of obligations under the Share Purchase Agreement (SPA). As detailed in Note 9.2 to the **condensed financial statements**, this includes a prolonged dispute involving multiple legal notices, correspondence, and court actions initiated since 2017. The full financial and operational impact, as well as the timeline for resolution, remains uncertain.

Due to these circumstances, the management referred to the audited **condensed financial statements** of the prior year for the opening balances, and it was not considered practicable to determine whether any adjustments may be required. Accordingly, the external auditors issued a disclaimer of opinion on the **condensed financial statements** for the year.

2. Future Outlook

The Board had previously reviewed options for the revival of the Company, with a focus on resuming spinning operations.

During the period, the textile sector continued to face persistent volatility in cotton prices, energy shortages, and high utility tariffs, all of which adversely impacted the prospects of revival. Additionally, prevailing macroeconomic challenges such as inflation, elevated interest rates, and business uncertainty further constrained industrial operations.

Although the Directors remain confident in the viability of the revival plan, the significant accumulated losses, depressed cash flows, and ongoing legal uncertainty have necessitated the preparation of these **condensed financial statements** on a non-going concern basis. Given these conditions, the Board believes the revival plan must remain on hold until a more stable and enabling environment is available.

3. Principal Activities

The Company was originally engaged in the manufacturing and sale of yarn. However, production operations have remained suspended since April 2006, and the Company is now functioning on a minimal scale to manage legal and statutory compliance matters.

4. Financial Highlights

Key financial results for the year ended December 31, 2023, are summarized as follows:

Particulars	December 31, 2023	June 30, 2023
	(Rs. in '000)	(Rs. in '000)
Revenue	Nil	Nil
Administrative and Other Expenses	(2,985)	(3,263)
Net Loss	(2,985)	(3,263)
Loss per Share (Basic & Diluted)	(0.18)	(0.20)

No dividend has been declared in view of the continuing losses.

5. Risk and Uncertainties

The key risks faced by the Company include the outcome of ongoing legal proceedings, as well as uncertainties related to potential liabilities disclosed in Note 9. The Company continues to monitor these developments in consultation with legal advisors.

6. Explanation on Auditor's Report

The auditors have issued a disclaimer of opinion, primarily due to the ongoing legal uncertainties and management's reliance on prior year figures without sufficient audit evidence to verify opening balances or assess potential adjustments in the condensed financial statements.

7. Pattern of Shareholding

The pattern of shareholding as of December 31, 2023, is annexed with this report, as required under the Companies Act, 2017.

8. Holding Company

The Company does not have a foreign or local holding company.

9. Defaults in Debt Payments

No new defaults occurred during the year in relation to any financial liabilities, other than matters under dispute disclosed in Note 9.

10. Internal Financial Controls

In light of the Company's limited operational activity, internal controls over financial reporting are considered appropriate and commensurate with the scope of ongoing functions.

11. Material Changes

There have been no material changes or commitments affecting the Company's financial position between the end of the financial year and the date of this report.

12. Reasons for Loss and Future Outlook

The loss for the year is attributable to ongoing legal matters, administrative expenses, and the Company's non-operational status. Management remains committed to pursuing legal remedies, recovering dues, and exploring future business opportunities if feasible.

13. Environment and CSR

Given the non-operational status of the Company, there has been no environmental impact or corporate social responsibility activity during the year.

14. Employees

The Company had no employees during the year ended December 31, 2023, in line with its non-operational status.

15. Directors

The following individuals served as Directors of the Company during the year:

- Farzana Arif
- Arshad Arif
- Humaira Arshad
- Misbah Taha Kanchwala
- Saman Muhammad Fahim
- Maheen Arif
- Laiba Arshad

16. Remuneration of Directors and CEO

No remuneration, benefits, bonuses, stock options, or incentives were paid to the Chief Executive Officer or Directors during the year. The Company had no executives during the period.

17. Statement of Compliance

The Board confirms that the Company has complied with all applicable provisions of the Companies Act, 2017, to the extent practicable under the circumstances.

On behalf of the Board of Directors

Arshad Arif

Chief Executive Officer

Date: June 16, 2024

Place: Karachi

AUDITORS' REPORT TO THE MEMBERS ON REVIEW OF CONDENSED INTERIM FINANCIAL INFORMATION

Introduction

We have reviewed the accompanying condensed interim financial statements of Globe Textile Mills Limited as at December 31, 2023, which comprise the condensed interim statement of financial position, condensed interim statement of profit or loss and other comprehensive income, condensed interim statement of changes in equity, condensed interim statement of cash flows, and notes to the financial statements. Management is responsible for the preparation and presentation of this interim financial information in accordance with the approved accounting and reporting standards as applicable in Pakistan for interim financial reporting. Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Basis for Disclaimer of Opinion

As the Company was engaged in ongoing legal proceedings related to the buyer's non-fulfilment of obligations under the Share Purchase Agreement, along with associated matters detailed in Note 9.2 including extensive correspondence and legal follow-ups initiated since 2017. The full impact and resolution timeline remain uncertain. In view of these circumstances, management referred to the prior year's audited financial statements for the opening balances, and at that stage, it was not considered practicable to assess whether any adjustments may be required.

Because of the significance of the above matter, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for a review conclusion, and we do not express a conclusion on these financial statements.

Other Matter

The financial statements of the Company for the year ended June 30, 2023, were audited by another firm of Chartered Accountants who expressed an unmodified opinion on those statements on January 14, 2025.

The engagement partner on the audit resulting in this independent auditor's report is **Saud Ansari**.

Clarkson Hyde Saud Ansari

Chartered Accountants

Date: **June 20, 2025**

UDIN: RR202310149nmWoGtj35

Globe Textile Mills Limited
Condensed Interim Statement of Financial Position
As at December 31, 2023

		December 31, 2023	June 30, 2023 (Restated)
	Note	----- Rupees in '000' -----	
Assets			
Non-current assets			
Plant and equipment	4	-	1,434
Current assets			
Due from related parties	5	50,345	50,345
Cash and bank balance	6	40	41
		<u>50,385</u>	<u>50,386</u>
Total assets		<u><u>50,385</u></u>	<u><u>51,820</u></u>
Equity and liabilities			
Share capital & reserve			
Authorised share capital			
20,000,000 (2023: 20,000,000) ordinary shares of Rs. 10/- each		<u>200,000</u>	<u>200,000</u>
Capital reserves			
Issued, subscribed and paid-up capital	7	163,664	163,664
Revenue reserve - accumulated loss		(125,865)	(122,880)
Total equity		37,799	40,784
Current liabilities			
Accrued liabilities and other payables	8	12,586	11,036
Contingencies and commitments			
	9	-	-
Total equity and liabilities		<u><u>50,385</u></u>	<u><u>51,820</u></u>

The annexed notes from 1 to 21 form an integral part of these financial statements.

Chief Executive Officer

Chief Financial Officer

Director

Globe Textile Mills Limited
Condensed Interim Statement of Profit or Loss and Other Comprehensive Income
For the year ended December 31, 2023

		December 31, 2023	June 30, 2023 (Restated)
	Note	----- Rupees in '000' -----	
Revenue		-	-
Cost of sales		-	-
Administrative expenses	10	(1,552)	(2,905)
Other expenses	11	(1,433)	(358)
Operating loss		(2,985)	(3,263)
Loss before taxation, minimum and final taxation		(2,985)	(3,263)
Minimum tax differential		-	-
Loss before tax		(2,985)	(3,263)
Taxation	12	-	-
Net loss after taxation		(2,985)	(3,263)
Other comprehensive income		-	-
Total comprehensive loss for the year		(2,985)	(3,263)
Loss per share - basic & diluted (Rupees)	13	(0.18)	(0.20)

The annexed notes from 1 to 21 form an integral part of these financial statements.

Chief Executive Officer

Chief Financial Officer

Director

Globe Textile Mills Limited
Condensed Interim Statement of Cash Flows
For the year ended December 31, 2023

		December 31, 2023	June 30, 2023 (Restated)
	Note	----- Rupees in '000' -----	
Cash flows from operating activities			
Loss before taxation		(2,985)	(3,263)
Adjustments for non-cash charge:			
Impairment - idle plant and equipment	4	1,433	-
Depreciation - idle plant and equipment		-	358
Profit before working capital changes		<u>(1,552)</u>	<u>(2,905)</u>
(Decrease) / increase in current assets:			
Due from related parties		-	219
(Decrease) / increase in current liabilities:			
Accrued liabilities and other payables		<u>1,550</u>	<u>2,689</u>
Net cash inflow after working capital changes		<u>(2)</u>	<u>3</u>
Net cash generated from operating activities		<u>(2)</u>	<u>3</u>
Net increase in cash and cash equivalents		<u>(2)</u>	<u>3</u>
Cash and cash equivalents at the beginning of the year		<u>41</u>	<u>38</u>
Cash and cash equivalents at the end of the year	6	<u><u>40</u></u>	<u><u>41</u></u>

The annexed notes from 1 to 21 form an integral part of these financial statements.

Chief Executive Officer

Chief Financial Officer

Director

Globe Textile Mills Limited
Statement of Changes in Equity
For the year ended December 31, 2023

	Issued, subscribed and paid-up capital	Revenue reserve accumulated loss	Total
	----- Rupees in '000' -----		
Balance as at June 30, 2022	163,664	(112,466)	51,198
Correction of error	-	(7,151)	(7,151)
Balance as at June 30, 2022	163,664	(119,617)	44,047
Net loss for the year	-	(3,263)	(3,263)
Other comprehensive income	-	-	-
Total comprehensive loss for the year	-	(3,263)	(3,263)
Balance as at June 30, 2023	163,664	(122,880)	40,784
Net loss for the year	-	(2,985)	(2,985)
Other comprehensive income	-	-	-
Total comprehensive loss for the year	-	(2,985)	(2,985)
Balance as at December 31, 2024	163,664	(125,865)	37,799

The annexed notes from 1 to 21 form an integral part of these financial statements.

Chief Executive Officer

Chief Financial Officer

Director

Globe Textile Mills Limited
Notes to the Financial Statements
For the year ended December 31, 2023

1. STATUS AND NATURE OF BUSINESS

Globe Textile Mills Limited (the Company) was incorporated on November 17, 1967 as a public limited company in Pakistan and registered under the Companies Act, 1913 [Repealed with the enactment of Companies Act 2017]. Its shares are quoted on Pakistan Stock Exchange. The principal activity of the Company is manufacturing and selling of yarn. The Company has ceased its concerned operations since April 2006.

The registered office of the Company is situated at Suit No.102, 1st Floor, Plot no. 18-C, AI-Murtaza Commercial Lane - 1, Phase-VIII, DHA, Karachi.

- 1.1 The Securities and Exchange Commission of Pakistan (SECP) issued a winding up order dated December 08, 2015 based on the facts that the Company is in non-productive state since April 2006 and has not come up with any revival plan for recommencement of business. Consequently, winding-up petition against the Company has

The Company has ceased its operations and sold its entire land, building, and significant portion of plant & machinery in order to pay off its loans/liabilities to the banks and other creditors. Further, as at reporting date, the Company has accumulated losses of Rs. 113.324 million equivalent to 69.24% of its paid-up capital. Therefore, the financial statements of the Company have been prepared on a non-going concern basis of accounting whereby the assets are stated at realisable values and the liabilities are stated at their approximate settlement amounts.

2. BASIS OF PREPARATION

2.1 Basis of measurement

Since the Company is not considered to be a going concern entity (refer note 1.1), these financial statements have been prepared on a basis other than going concern. All assets and liabilities are stated at their net realisable values / settlement amounts.

Further, 'Guideline on the basis of preparation of financial statements for companies that are not considered going concern' issued by the Institute of Chartered Accountants of Pakistan (ICAP) is followed in this respect.

2.2 Statement of compliance

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

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

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

2.3 Accounting convention

These financial statements have been prepared using the non-going concern basis of accounting on the basis of estimated realizable / settlement values of the assets and liabilities respectively.

2.4 Significant accounting estimates and judgments

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

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

- realizable / settlement values of assets and liabilities respectively.
- disclosure and assessment of contingencies.

2.5 Changes in accounting standards and interpretations

Changes in accounting standards, interpretations and amendments to published approved accounting standards that are effective in current year and in the future does not have any impact on these financial statements.

2.6 Overall valuation policy

In view of the matter stated in note 1.1, these financial statements have been prepared on a basis other than going concern, whereby all assets are stated at the lower of carrying amount and their realisable values and all liabilities are stated at settlement values. Realizable / settlement values of assets and liabilities respectively as disclosed in these financial statements are based on the management's estimate.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

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

3.1 Plant and equipment

These are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost comprises purchase price, import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, and includes other costs directly attributable to the acquisition or construction, erection and installation. Revaluation is carried out sufficiently to ensure that the carrying amounts of assets do not differ materially from the fair value.

Subsequent costs, if reliably measurable, are included in the asset's carrying amount, or recognised as a separate asset as appropriate, only when it is probable that future economic benefits associated with the cost will flow to the Company. The carrying amount of any replaced parts as well as other repair and maintenance costs, are charged to profit or loss account during the period in which they are incurred.

Depreciation is charged by applying the reducing balance method after taking into account residual value, if any, whereby the depreciable amount of the assets is written-off over its estimated useful life at the rates mentioned in the note 4 to these financial statements. Depreciation is charged from the year the asset is available for use and up to the year, preceding the disposal.

Impairment loss, if any, or its reversal, is also charged to the statement of comprehensive income for the year. Where an impairment loss is recognised, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value, over its estimated useful life.

The useful life of plant and equipment is reviewed, and adjusted if appropriate, at each financial year end. The effect of any adjustment to useful life is recognised prospectively as a change of accounting estimate in the statement of comprehensive income.

Disposal of assets is recognised when significant risks and rewards incidental to the ownership have been transferred to buyer. Gains and losses on disposal are determined by comparing the proceeds with the carrying amounts and are recognised in the statement of comprehensive income.

General repairs and maintenance are charged to statement of comprehensive income as and when incurred. Gain

3.2 Trade debts and other receivables

Trade and other receivables are stated at their realisable values.

Taxation

3.3

Current

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

Deferred

Deferred tax is provided using the balance sheet liability method for temporary differences at the reporting date between tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax asset is recognized for all deductible temporary differences and carry forward of unused tax losses and tax credits, if any, to the extent that it is probable that taxable profits will be available against which such temporary differences and tax losses and credits can be utilized. Deferred tax liabilities are recognized for all major taxable temporary differences.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date.

These financial statements have been prepared on a basis other than going concern, therefore deferred tax asset is not recognised in these financial statements.

3.4 Levy

Minimum tax, final tax, and super-tax not based on taxable profits are recognized as a levy in the statement of profit or loss and other comprehensive income. Any excess of expected income tax paid or payable for the year under the Ordinance over the amount designated as a levy is then recognized as current income tax expense in the statement of profit or loss and other comprehensive income.

3.5 Financial instruments

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

3.5.1 Initial measurement of financial assets

The financial assets are initially measured at fair value through other comprehensive income (FVTOCI), at fair value through other profit or loss (FVTPL) and at amortised cost. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. Financial assets are classified and measured at fair value through other comprehensive income (FVTOCI) or amortised cost, if both of the following conditions are met:

- a) 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; (Business Model test);
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are Solely Payments of Principle and Interest thereon. (SPPI test).

3.5.2 Subsequent measurement

Financial assets are subsequently measured at amortised cost if Business Model test and SPPI test is passed. These assets are subsequently measured at amortised cost using Effective Interest Rate (EIR) method and are subject to impairment as at each reporting date. Gains / losses are recognised in the statement of profit or loss when the asset is derecognised / retired / modified.

Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of comprehensive income.

The Company, upon initial recognition, may make an irrevocable election to classify its equity investments at FVTOCI that are not held for trading purpose. Subsequent changes in the fair value of an equity investment are presented in other comprehensive income which are never reclassified to the statement of profit or loss. These are not subject to impairment assessment.

3.5.3 Financial liability

Financial liabilities are initially recognised as financial liability at fair value through profit or loss or at amortised cost using Effective Interest Rate (EIR) method as appropriate. Financial liabilities are initially recognised at fair value net of directly attributable transaction cost in case of loans, borrowings and payables. Financial liabilities at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the statement of comprehensive income. Financial liabilities, other than those carried at fair value through profit or loss (FVTPL), are subsequently measured at amortised cost using the EIR method.

3.5.4 Derecognition of financial assets and financial liabilities

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. Derecognition of financial liabilities occurs from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired.

3.6 Offsetting of financial assets and liabilities

Financial asset and financial liability are offset and the net amount is reported in the statement of financial position, if the Company has a legally enforceable right to set-off the recognised amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

3.7 Impairment

Financial assets

The Company assesses on a forward-looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk from the date of initial recognition of a financial asset. For trade receivables, the Company applies 'simplified approach' as permitted by IFRS 9. Loss allowances are recognised in the statement of comprehensive income as at reporting date.

Non-financial assets

The carrying amounts of non-financial assets are assessed at each reporting date or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If such indication exists, and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount. An asset's recoverable amount is the higher of its fair value less cost to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. Non-financial assets that suffered an impairment, are reviewed for possible reversal of the impairment as at each reporting date. Reversal of impairment loss are restricted to the extent that asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised. An impairment loss, or the reversal of an impairment loss, are both recognised in the statement of comprehensive income.

3.8 Functional currency and foreign currency transactions

These financial statements are presented in Pak Rupees which is also the functional currency of the Company.

Transactions in foreign currencies are translated to Pak Rupees at the rates of exchange prevailing on the date of the respective transactions. Monetary assets and liabilities, denominated in foreign currencies are translated to Pak Rupees at rates which approximate to those prevailing at the reporting date. Exchange differences arising from the settlement of such transactions, and from the translation of monetary items at the end of the year exchange rates, are charged to the statement of profit or loss.

3.9 Revenue recognition

The Company recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

3.10 Trade and other payables

Liabilities for trade and other amounts payable are carried at cost which is the fair value of the consideration to be paid in future for goods and services.

3.11 Cash and cash equivalents

Cash and cash equivalent are carried in the statement of financial position at cost. For the purposes of statement of cash flow statement, cash and cash equivalent comprises of cash in hand and balance with bank on current account.

3.12 Provisions

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

3.13 Earning per share

The Company presents basic and diluted earnings per share (EPS). Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, if any.

3.14 Contingencies

The assessment of the contingencies inherently involves the exercise of significant judgment as the outcome of the future events cannot be predicted with certainty. The Company, based on the availability of the latest information, estimates at the value of contingent assets and liabilities which may differ on the occurrence/non occurrence of the uncertain future events.

3.15 Related party transactions

Related parties comprises of entities having directors in common with the Company, major shareholders of the Company, directors and other key management personnel. Transactions with related parties are entered into at rates negotiated with them (agreed terms).

3.16 Change in accounting policy

Previously, sum of current tax expense calculated as per applicable tax laws, prior year tax expense and deferred tax was recorded as income tax expense.

During the year the Institute of Chartered Accountants of Pakistan has issued the guidance for accounting of minimum and final taxes through circular No. 7/2024 dated May 15, 2024, and defined following two approaches:

Approach 1:

Designate the amount calculated as tax on gross amount of revenue or other basis as a levy within the scope of IFRIC 21/IAS 37 and recognize it as an operating expense. Any excess over the amount designated as a levy is then recognized as current income tax expense falling under the scope of IAS 12.

Approach 2:

Designate the amount of tax calculated on taxable income using the notified tax rate as an income tax within the scope of IAS 12 'Income Taxes' and recognize it as current income tax expense. Any excess over the amount designated as income tax is then recognized as a levy falling under the scope of IFRIC 21/IAS 37.

During the year end 30 June 2024, the company has revised its accounting policy and adopted approach 1.

The Company has not restated its financial statements as per IAS 8, so the impact is not material.

4. PLANT AND EQUIPMENT

Particulars	Cost			Accumulated depreciation		Net book value as at December 31, 2023	%
	As at July 1, 2023	As at June 30, 2024	As at July 1, 2023	Charge for the year*	As at December 31, 2023		
Plant & equipment	658,534	-	611,038	-	611,038	47,496	20%
	<u>658,534</u>	<u>-</u>	<u>611,038</u>	<u>-</u>	<u>611,038</u>	<u>47,496</u>	

The statement of property, plant and equipment for the last year is as follows:

Particulars	Cost			Accumulated depreciation		Net book value as at June 30, 2023	%
	As at July 1, 2022	As at June 30, 2023	As at July 1, 2022	Charge for the year*	As at June 30, 2023		
Plant & equipment	658,534	-	610,680	358	611,038	46,062	20%
	<u>658,534</u>	<u>-</u>	<u>610,680</u>	<u>358</u>	<u>611,038</u>	<u>46,062</u>	

* The entire depreciation and impairment loss has been allocated to 'other expenses' due to the non-productive status of plant & equipment.

4.1 The plant and equipment of the Company is stored in Kotri at the premise of Companys' related party, Globe Textile Mills (OE) Limited, due to non-availability of storage space with the Company.

	Note	December 31, 2023	June 30, 2023
---Rupees in '000'---			
5. DUE FROM RELATED PARTY			
Mr. Arif Habib (Late Ex-CEO)	5.1	<u>50,345</u>	<u>50,345</u>
		<u>50,345</u>	<u>50,345</u>

5.1 This represents amount receivable from Mr. Arif Habib (Late Ex- CEO) in compliance with the interim order of Enforcement Department of Securities and Exchange Commission of Pakistan (SECP). SECP while disposing off the proceedings initiated against the Company, its CEO and directors in violation of provisions of Companies Ordinance, 1984 (Repealed with the enactment of the Companies Act, 2017) had directed the Company to record a receivable from the CEO amounting to Rs. 53.736 million, which was admitted by him, to retrieve certain financial transaction of the Company in the preceding years which were not approved by SECP and were directed to be reintroduced in the books of account of the Company. No mark-up to be charged on the outstanding amount.

5.2 The maximum amount outstanding calculated with reference to month end balances is Rs. 50.345 (June 30, 2023: 50.345) million.

5.3 Mr. Arif Habib, CEO of the Company passed away on January 29, 2024. His liability to the Company is being taking up by his legal heirs as succession formalities are under process.

5.4 This represent a payment on behalf of the related party during the year.

	December 31, 2023	June 30, 2023
---Rupees in '000'---		
6. CASH AND BANK BALANCE		
Cash in hand	3	4
Cash at bank		
-Current account	<u>37</u>	<u>37</u>
	<u>40</u>	<u>41</u>

7. SHARE CAPITAL AND RESERVE

Authorized share capital

December 31, 2023	June 30, 2023		December 31, 2023	June 30, 2023
Number of shares			---Rupees in '000'---	
<u>20,000,000</u>	<u>20,000,000</u>	Ordinary shares of Rs.10/- each	<u>200,000</u>	<u>200,000</u>

Issued, subscribed and paid-up share capital

December 31, 2023	June 30, 2023		December 31, 2023	June 30, 2023
Number of shares				
<u>16,366,351</u>	<u>16,366,351</u>	Ordinary shares of Rs.10/- each allocated for consideration paid in cash	<u>163,664</u>	<u>163,664</u>

- 7.1 As at reporting date, chief executive officer, directors and their spouses held 81.98 % (2023: 81.98%) and the balance of 18.02% (2023: 18.02%) are held by individuals and others.
- 7.2 All ordinary shares rank equally with regard to residual assets of the Company. The ordinary shareholders are entitled to receive all distributions including dividends and other entitlements in the form of bonus and right shares as and when declared by the Company. Voting rights, board selection, right of first refusal and block voting are in proportion to shareholding.

8. ACCRUED LIABILITIES AND OTHER PAYABLES	December 31, 2023	June 30, 2023 (Restated)
	---Rupees in '000'---	
Accrued liabilities	553	471
Payable to Globe Textile Mills (OE) Ltd	6,232	5,672
Payable to AHT International (Pvt) Limited	4,540	3,808
Payable to Central Depository Company	302	302
Payable to Pakistan Stock Exchange	959	783
Others	-	-
	12,586	11,036

9. CONTINGENCIES AND COMMITMENTS

- 9.1 During the year ended June 30, 2012, the Company received an assessment order under section 122(5A) of the of the Income Tax Ordinance, 2001 for the tax year 2009 and accordingly demand of Rs. 10.672 million was raised in respect of WWF payable. The Company filed an appeal before Commissioner Inland Revenue (Appeals-I), Karachi challenging the above order on the ground that since the appellant is not an industrial establishment within the meaning of Workers Welfare Ordinance, 1971, the levy was not attracted to the Company. Commissioner Inland Revenue (Appeals-I) directed to delete the demand raised in respect of Workers Welfare Fund after which the Tax Department filed an appeal before Appellate Tribunal Inland Revenue. The appeal filed by the Tax Department before Appellate Tribunal Inland Revenue failed. In 2014 tax department filed an appeal before the High Court of Sindh which is still pending adjudication. The management in consultation with their tax lawyer is confident that the eventual outcome of the matter will be decided in favor of the Company. Accordingly, no provision has been made to the above pending a final decision in this matter.
- 9.2 The Company is involved in multiple legal, contractual, and regulatory matters that may give rise to liabilities contingent upon the outcome of future events. Based on the requirements of IAS 37 Provisions, Contingent Liabilities and Contingent Assets, the Company has evaluated the status and likelihood of these matters resulting in probable outflows of resources embodying economic benefits. The key events relevant to these assessments are summarized below:

1. SECP Wind-up Petition and Related Court Proceedings

On August 28, 2017, the Securities and Exchange Commission of Pakistan (SECP) filed a wind-up petition against the Company in the Sindh High Court. The matter progressed with partial settlements, including refunding part of the petition fees and withdrawal activities initiated in April 2019. The Company continues to address residual legal and administrative matters with SECP, with related legal fees recorded as incurred.

Assessment: No provision has been recognized as the case has been partially resolved and no probable outflows are expected.

Disclosure: The matter is disclosed as a contingent liability due to residual legal formalities and pending correspondence.

2. Share Purchase and Escrow Agreement (SPA) Dispute

Between July 2018 and December 2024, the Company entered into a SPA and escrow arrangements with OBS and SMMS. Subsequent non-performance, including failure to complete payments and delivery of commitments, led to issuance of legal notices and initiation of civil litigation in May 2025.

Key Developments:

Letters exchanged regarding payment delays (Nov 2023 to Jan 2024).

Termination attempts and forfeiture notifications (May 2024).

Legal notices served to OBS, SMMS, and Shabbir Kasbati in Feb–Mar 2025.

Civil litigation initiated on May 15, 2025, for breach of agreement.

Assessment: The case is currently under judicial proceedings. Based on legal counsel, the likelihood of a liability crystallizing is considered possible but not probable, and the financial impact is not reliably estimable.

Disclosure: The matter is disclosed as a contingent liability.

3. Commission and Mandate Disputes – Shabbir Kasbati

Involving the payment of a 1% commission and benami share arrangements (Feb 2018, Aug 2018), disputes escalated following the termination of mandate on March 11, 2025. Legal notices have been served, with no formal response received.

Assessment: As the matter may result in counterclaims, and legal outcomes remain uncertain, this is treated as a contingent liability. No provision is recognized due to uncertainty over outcome and quantum.

4. Pending Regulatory Approvals and Public Announcements

The Company has been involved in multiple announcements and regulatory disclosures through PSX and the press (2018–2019), including a withdrawn public offer by AKD and name change notifications by OBS. No known liabilities arise from these disclosures.

Assessment: No provision or contingent liability recognized.

5. Escrow Release Dispute with SMMS

The Company and its directors have communicated their intent to prevent the release of documents held in escrow following cancellation notices and responses between Dec 2024 – Feb 2025. SMMS has indicated a requirement for court orders to release the documents.

Assessment: While a court decision may be required, no immediate obligation or outflow is deemed probable. Legal proceedings may affect future periods.

Disclosure: Contingent liability disclosed.

9.3 There were no commitments as at reporting date (2023: nil).

		December 31, 2023	June 30, 2023 (Restated)
10. ADMINISTRATIVE EXPENSES	Note	---Rupees in '000'---	
Management Fees		474	881
Subscription, fees and taxes		162	145
Security Expenses		14	12
Office rent		560	1,042
Utilities Expenses		258	481
Professional charges		-	40
Printing, stationery and others		1	14
Advertisement		-	9
Auditors' remuneration	10.1	83	281
		<u>1,552</u>	<u>2,905</u>
10.1 Auditor's remuneration			
Annual audit fee		-	200
Fee for half yearly review & code of corporate governance certification.		75	71
Out of pocket expenses		8	10
		<u>83</u>	<u>281</u>
11. OTHER EXPENSES			
Depreciation - idle plant and equipment		-	358
Impairment - idle plant and equipment	4	1,433	-
		<u>1,433</u>	<u>358</u>
12 TAXATION			
12.1	The income tax assessments of the Company have been finalised up to and including the tax year 2023.		

	December 31, 2023	June 30, 2023
13. LOSS PER SHARE - BASIC & DILUTED		
Loss after taxation	<u>(2,985,000)</u>	<u>(3,263,000)</u>
Weighted average number of shares	<u>16,366,351</u>	<u>16,366,351</u>
Basic & diluted - loss per share (Rupees)	<u>(0.18)</u>	<u>(0.20)</u>

14. REMUNERATION OF CHIEF EXECUTIVE OFFICER, DIRECTORS AND EXECUTIVES

No remuneration or benefit has been paid to chief executive officer and directors of the Company during the year (2023: nil). There were no executives of the Company during the year.

15. RELATED PARTY TRANSACTIONS

The related parties of the Company include entities having directors in common with the Company, major shareholders of the Company, directors and other key management personnel as disclosed in note 3.14.

Related Party	Nature of relationship	Nature of transaction / balance	December 31,	June 30,
			2023	2023
			---Rupees in '000'---	
Chief Executive Officer	Director	Payment received from Chief Executive Officer of the Company.	-	219
M/s. Globe Textile Mills (OE) Limited	Common Directorship	Payable	560	5,672

16. FINANCIAL INSTRUMENTS BY CATEGORY

	Amortised cost	FVTOCI	FVTPL	TOTAL
June 30, 2023				
Financial assets				
Due from related party	50,345	-	-	50,345
Cash and bank balance	40	-	-	40
	<u>50,385</u>	<u>-</u>	<u>-</u>	<u>50,602</u>
Financial liabilities				
Accrued liabilities and other payables	12,586	-	-	12,586
June 30, 2023				
Financial assets				
Due from related party	50,345	-	-	50,345
Cash and bank balance	41	-	-	41
	<u>50,386</u>	<u>-</u>	<u>-</u>	<u>50,602</u>
Financial liabilities				
Accrued liabilities and other payables	11,036	-	-	11,036

17 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Due to limited activities and non-operational status the Company as refer to in note 1.1 to the financial statements, the Company is exposed to limited financial risks i.e. market risk, credit risk and liquidity risk. The Board of Directors supervises the overall risk management approach within the Company which is managed through monitoring and controlling activities primarily set-up to be performed based on limits established by the management.

17.1 Credit risk

Credit risk is the risk that counterparty will cause a financial loss to the Company by failing to discharge its obligations. As at reporting date, the Company is mainly exposed to such credit risk arising from balance receivable from CEO amounting to Rs.50.420 million (2023: Rs.50.420 million). No significant liquid funds are placed with Banks, therefore, no material credit risk arises with these deposits as at reporting date.

17.2 Liquidity risk

Liquidity risk represents the risk that the Company will encounter difficulties in meeting obligations associated with its financial liabilities. Due to non-operational status of the Company, the Company is required to make payments in respect of certain general nature of services received during the year. The Company arranges funds as and when these liabilities become due in normal course of business and discharge them accordingly. The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

	Non-interest / Non-mark up bearing			Total
	Less than 3 months	3 months to 12 months	1 to 5 years	
Accrued liabilities and other payables	12,586	-	-	12,586
As at June 30, 2024	12,586	-	-	12,586
Accrued liabilities and other payables	11,036	-	-	11,036
As at June 30, 2023	11,036	-	-	11,036

17.3 Market risk

Market risk is the risk that fair value of future cash flows will fluctuate because of changes in market variables such as interest rates, foreign exchange rates and equity prices. Due to the non-operational status and limited number of activities, the Company is not exposed to such risks as at reporting date.

17.4 Fair value of financial instruments

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

The carrying amounts reflected in the financial statements represent net realisable values in respect of assets and settlement amounts in respect of current liabilities as refer in note 1.1 to the financial statements.

18. NUMBER OF EMPLOYEES	December 31, 2023	June 30, 2023
Number of employees at the year end	None	None
Average number of employees during the year	None	None

19. AUTHORIZATION FOR ISSUE

These financial statements were authorized on _____ by the Board of Directors of the Company.

20. CORRESPONDING FIGURES

Corresponding figures have been re-classified / re-arranged, wherever necessary for the purpose of comparison, however, there was no material reclassification during the year.

21. GENERAL

Figures have been rounded off to the nearest thousand of rupees.

Chief Executive Officer

Chief Financial Officer

Director

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