



COMPANY PROFILE

BOARD OF DIRECTORS: 1- MR. MUHAMMAD IBRAHIM — CHAIRMAN
2- MR. FAROOQ IBRAHIM—CHIEF EXECUTIVE.
3- MR. MUHAMMAD ARIF.
4- MR. ABDUL QADIR.
5- MR. MUHAMMAD ARSHAD.
6- MR. MUHAMMAD ANEES.
7- MR. MUHAMMAD IRSHAD

AUDIT COMMITTEE: 1- MR. MUHAMMAD ARSHAD — CHAIRMAN
2- MR. MUHAMMAD ARIF. — MEMBER
3- MR. MUHAMMAD ANEES. ---- MEMBER

BANKERS: HABIB METROPOLITAN BANK LIMITED

AUDITORS: M/S. RAHMAN SARFARAZ RAHIM IQBAL RAFIQ.

COMPANY SECRETARY: MR. FARHAN SIDDIQUI

RIGISTERED OFFICE: 901, 09TH FLOOR, BUSINESS CENTRE,
MUMTAZ HASSAN ROAD,
KARACHI.

MILLS: DHABEJI (DISTRICT THATTA)

NOTICE OF THE MEETING

Notice is hereby given that the Forty First Annual General Meeting of the Company will be held on Saturday 30th October 2010, at 3:00 PM at 901, 09th Floor, Business Centre, Mumtaz Hassan Road, Karachi, to transact the following business: -

- 1- To confirm the Minutes of the Fortieth Annual General Meeting of the Company held on 31st October 2009.
- 2- To receive, consider and adopt the Audited Accounts for the year ended 30th June 2010 together with Directors and Auditor's reports thereon.
- 3- To appoint auditor's for the year 2010-2011 and fix their remuneration.
- 4- To transact any other business that may be brought forward with the permission of the Chairman.

**BY ORDER OF THE BOARD
(FAROOQ IBRAHIM)
Chief Executive**

Karachi, Date 09th October 2010.

=====

NOTES:

- 1 The Share Transfer Books of the company will remain closed from 20th October 2010 to 30th October 2010. (Both days inclusive)
- 2 A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Form of proxies in order to be valid must be received at the Registered Office of the Company 48 hours before the time of the Meeting. A proxy must be a member of the Company.
- 3 Share holders are requested to notify any change in address immediately.

DIRECTOR'S REPORT
IN THE NAME OF ALLAH MOST GRACIOUS
THE MOST MERCIFUL.

Dear Members.

By the grace of Almighty Allah, your Director present herewith Fortienth Report along with the Audited Accounts and Auditor's Reoport for the year ended 30th June 2010.

Loss after taxation after charging depreciation	Rs.(2,234,504)
Add: Accumulated loss brough forward from previous year (Registered)	Rs.(30,561,743)
(Loss) carried over the balance sheet	Rs.(32,796,247).
Earning Per Share	Rs.(1.28)

The Mill remain closed during this years because of textile crises.

Production and Sales:

During the year Nil lbs of yarn was produced and sales to the extent of Rs. Nil have been made during the year under review.

AUDITORS:

The present Auditors M/s. Rahman Sarfaraz Rahim Iqbal Rafiq Chartered Accountants retire & offer themselves for re-appointment.

AUDIT REPORT:

The apprehension of Auditors regarding continuity of Company as going concern is doubtful, it is to be Noted that the mill is temporarily closed due to high cost of production and will be re-started after the Crises are over Insh-Allah the company has received a notice U/S 305 for winding up of the company due to non operation of the company for last many years, which we are contesting, regarding amount payable to sundry creditors, suppliers payable, trade debts and receivable as pointed out buy the auditors the managements is confident its recovery hence no provision has been made in this respect. Similarly Fixed assets installed in the mill are new so there is no amount of impairment loss on the same as Reported by the auditors.

CODE OF CORPORATE GOVERNANCE.

The Company has adopted the Code of Corporate Governance promulgated by the Securities and Exchange Commission of Pakistan. We implemented the major mandatory provisions and welcome the government step to more fully disclose and monitor the corporate sector. We hope it will go a long with in confidence building of small investors and will boost corporate investment.

STATEMENT OF CORPORATE AND FINANCIAL REPORTING FRAME WORK.

- a. The financial statements prepared by the management of the Company, present fairly its state of affairs, the result of its operation, cash flow and changes in equity.
- b. Proper book of accounts of the Company have been maintained.
- c. Appropriate accounting policies have been consistently applied in preparation of financial statements and accounting estimates are based on reasonable and prudent judgment.
- d. international Accounting Standards, as applicable in Pakistan have been followed in preparation of the financial statements and any departure there from has been adequately disclosed.
- e. The system of internal control has not been adopted due to the closure of mill since last six years.
- f. The Company's ability to continue as a going concern is being watched carefully, all detailed in the listing regulation.
- g. There has been no material departure from the best practices of corporate governance, as detailed in the listing regulation.
- h. Key operating and financial data for last six (6) years in summarized form is annexed to these financial statements.
- i. Information about taxes and levies is given in the notes to the accounts.
- j. During the year 4 (Four) meetings of the Board of Directors were held, Attendance by the directors is as follows:

NUMBER OF BOARD MEETINGS

Name of Directors	Number of Meeting Attended	Status
1 Mr. Mohammad Ibrahim	3	Elected on 31-01-2008
2 Mr. Farooq Ibrahim	4	Elected on 31-01-2008
3 Mr. Mohammad Arshad	4	Elected on 31-01-2008
4 Mr. Mohammad Arif	4	Elected on 31-01-2008
5 Mr. Abdul Qadir	4	Elected on 31-01-2008
6 Mr. Mohammad Irshad	4	Elected on 31-01-2008
7 Mr. Mohammad Anees	3	Elected on 31-01-2008

- k. The pattern of shareholding is annexed.
- l. Due to the closure of mill since last many years and keeping view the huge accumulated loss of the Company, the directors are not in position to recommend any dividend.
- m. There are no permanent employee in the Company for the whole year under review, therefore no provident fund or gratuity scheme, is applicable.

FUTURE PROSPECTS:

As soon as the textile crises are over we will InshAllah restart the Mill in due course of time. However, we pray for better prospect for the next Year 2010 - 2011

CONCLUSION:

In the end, let us pray to Almighty Allah to guide us in all our pursuits of national development and the betterment of your Company, Ameen.

For and on behalf of the Board

Karachi.
October 09th, 2010

FAROOQ IBRAHIM
Chief Executive.

**PATTERN OF HOLDING OF SHARES
HELD BY THE SHAREHOLDERS
AS AT JUNE 30, 2010**

NUMBER OF SHARE HOLDING	TYPE OF SHARE HOLDINGS			TOTAL SHARES HELD
219	1	TO	100	4,550
343	101	TO	500	60,799
031	501	TO	1000	22,060
033	1001	TO	5000	78,449
005	5001	TO	10000	37,162
010	10001	TO	15000	123,592
006	15001	TO	20000	85,520
005	20001	TO	25000	223,316
006	25001	TO	30000	1,597,981
005	30001	TO	35000	166,223
001	35001	TO	40000	37,752
001	40001	TO	45000	44,140
005	45001	TO	50000	230,416
002	50001	TO	55000	103,324
001	60001	TO	65000	60,010
002	65001	TO	70000	125,631
001	85001	TO	90000	87,846
001	9000	TO	95000	91,812
677				1,742,400

CATEGORIES OF SHARES HOLDERS	NUMBER OF SHARE HOLDERS	TOTAL SHARES HELD	PERCENTAGE
Individuals	666	1,418,645	81.42
Joint Stock	004	106,452	6.11
Financial Institutions	002	3,632	0.21
Insurance Company	001	25,490	1.46
Other (Specify)			
Charitable Institutions	003	180,776	10.38
Local Authority			
Abandoned Properties	001	7,405	0.42
Total	677	1,742,400	100.00

CATEGORIES OF SHARE HOLDING

AS AT JUNE 30, 2010

Sr. #	Categories of Share Holders	Share Holding	Percentage of Holding
01	<u>INDIVIDUALS</u>	1,386,145	79.55
02	<u>JOINT STOCK COMPANIES</u>		
	Ebrahim Trading Co.	27,878	1.60
	Sind Management (Pvt.) Ltd.	44,307	2.54
	Sufiyan Trading Co. (Pvt.) Ltd.	34,122	1.96
	Fateh Textile Mills.	145	0.01
03	<u>FINANCIAL INSTITUTIONS:</u>		
	National Investment Trust	180	0.01
	Investment Corporation of Pakistan	3,452	0.20
04	<u>CHARITABLE INSTITUTIONS:</u>		
	A. A. Bawani Foundation	91,812	5.27
	Bawani Madina Foundation	32,640	1.87
	Ebrahim Bawani Foundation	56,324	3.23
05	<u>INSURANCE COMPANIES:</u>		
	Adamjee Insurance Co.	22,990	1.32
06	<u>GOVERNMENTAL AUTHORITY:</u>		
	Abandon Properties	7,450	0.42
07	<u>DIRECTOR & SPOUSE & MINOR CHILDREN:</u>		
	Mr. Mohammad Ibrahim	5,000	0.29
	Mr. Farooq Ibrahim	5,000	0.29
	Mr. Mohammad Arif	5,000	0.29
	Mr. Abdul Qadir	5,000	0.29
	Mr. Mohammad Arshad	5,000	0.29
	Mr. Mohammad Anees	5,000	0.29
	Mr. Mohammad Irshad	5,000	0.29
		1,742,400	100.00%

STATEMENT OF ETHICS & BUSINESS PRACTICES

The Company's policy is to conduct business with honesty and integrity and be ethical in all its dealings, showing respect for the interest of those with whom it has a relationship.

The Company complies with all laws and regulations. The Company believes in fair competition and supports appropriate competition laws.

The Company does not support any political party, not contributes to the funds of group whose activities promote party interests. Company will promote its legitimate business interest through trade associations. The Company is committed to provide products, which consistently offer value in terms of price and quality and are safe for their intended use, to satisfy customer needs and expectations. The Company is committed to run its business in an environmentally sound and sustainable manner. The Company recognizes its social responsibility and will contribute to community activities as a good corporate citizen.

The Company believes in and fully adheres to the reliability of financial reporting and transparent transactions.

The Company recruits and promotes employees on merit, and is committed to provide safe and healthy working conditions for all its employees. It also believes in maintaining good communication with employees.

The Company is committed to preservation of the environment.

It is the responsibility of the Board to ensure that the above principals are complied with and the internal audit committee constituted by the Board will support them in the compliance.

SIX YEAR'S REVIEW AT GLANCE

KEY OPERATING AND FINANCIAL DATA	Rupees in Thousand						
	YEAR	2010	2009	2008	2007	2006	2005
Paid up Capital		8,712	8,712	8,712	8,712	8,712	8,712
Equity		(24,084)	(21,849)	(19,356)	(22,498)	(19,696)	(8,920)
Operating Income (Loss)		(2,234)	(2,493)	(2,346)	(2,802)	(10,692)	(1,015)
Net Profit (Loss) after Tax		(2,234)	(2,493)	(2,346)	(2,802)	(10,774)	(1,153)
Cash Dividend		Nil	Nil	Nil	Nil	Nil	Nil
Earning Per Share (Rs.)		(1.28)	(1.43)	(1.35)	(1.61)	(6.18)	(0.66)

**STATEMENT OF COMPLIANCE WITH THE BEST
PRACTICES OF CORPORATE GOVERNANCE**
(See clause XIV)

This statement is being presented to comply with the Code of Corporate Governance contained in Regulation No. 37 and Chapter Xlii of listing regulations of Karachi Stock Exchange (Guarantee) Limited and Lahore Stock Exchange (Guarantee) Limited respectively for the purpose of establishing a framework of good governance, whereby a listed company is managed in compliance with the best practices of corporate governance.

The Company has applied the principles contained in the Code in the following manner:

- 1) The Company encourages representation of independent non-executive directors and directors representing minority interests on its Board of Directors.
- 2) The directors have confirmed that none of them is serving as a director in more than ten listed companies, including this Company.
- 3) All the resident directors of the Company are registered as taxpayers and none of them has defaulted in payment of any loan to a banking company, a DFI or an NBFIs or, being a member of a stock exchange, has been declared as a defaulter by that stock exchange.
- 4) No casual vacancy occurred in the Board during the period under review.
- 5) The Company has prepared a 'Statement of Ethics and Business Practice', which has been signed by all the directors of the Company.
- 6) All the powers of the Board have been duly exercised and the Board has taken decisions on material transaction, including appointment and determination of remuneration and terms and conditions of employment of the CEO and the Board has taken other executive directors.
- 7) The meetings of the Board were presided over by the Chief Executive and, in his absence, by a director elected by the Board for this purpose and the Board met at least once in every quarter. Written notices of the Board meetings, along with agenda and working papers, were circulated at least seven days before the meetings. The minutes of the meeting were appropriately recorded and circulated.
- 8) Due to discontinued business operations the Board has yet to appoint CFO and Head of internal Audit, including their remuneration and conditions of employment, which shall be determined by CEO.
- 9) The directors' report for this year has been prepared in compliance with the requirements of the Code and fully describes the salient matters required to be disclosed.
- 10) CEO duly endorsed the financial statements of the Company only before approval of the Board.
- 11) The directors, CEO and executives do not hold any interest in the shares of the Company other than that disclosed in the pattern of shareholding.

- 12) The Company has complied with all the corporate and financial reporting requirements of the Code.
- 13) The Board has formed an audit committee. It comprises of 3 (three) members, all of them are non-executive directors including the Chairman of the Committee. Presently the Chairman of the Audit Committee is also discharging the functions of Secretary of the Audit Committee.
- 14) The meetings of the audit committee was held prior to approval of final results of the company and as required by the Code, the terms of reference of the committee have been formed and advised to the committee for compliance.
- 15) The Board wills set-up effective internal audit function upon recommencement of business.
- 16) The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the listing regulations and the auditors have confirmed that they have observed IFAC guidelines in this regard.
- 17) We confirm that all other material principles contained in the Code have been complied with; except for the following implementation of the same has been deferred as the future recommencement of the business is yet to be decided:
 - i) Vision I Mission Statement and overall corporate strategy and significant policies of the company.
 - ii) Orientation Course for Directors.
 - iii) Appointment and finalizing term of CFO, Company Secretary and Head of internal Auditor.
 - iv) Non-endorsement of financial Statement by CEO.
 - v) Set up of effective internal audit function.
- 18) The related party transaction have been placed before the audit Committee and approved by the Board of Directors to comply with the requirement of listing regulation number 37 of the Karachi Stock Exchange (Guarantee) Limited.

FAROOQ IBRAHIM
Chief Executive

REVIEW REPORT TO THE MEMBERS ON STATEMENT OF COMPLIANCE WITH BEST PRACTICES OF CODE OF CORPORATE GOVERNANCE

We have reviewed the Statement of Compliance with the best practices contained in the Code of Corporate Governance prepared by the Board of Directors of **Annoor Textile Mills Limited** ("the Company"), to comply with the Listing Regulations of Stock Exchanges, where the Company is listed.

The responsibility for compliance with the Code of Corporate Governance is that of the Board of Directors of the Company. Our responsibility is to review, to the extent where such compliance can be objectively verified, whether the Statement of Compliance reflects the status of the Company's compliance with the provisions of the Code of Corporate Governance and report if it does not. A review is limited primarily to inquiries of the Company personnel and review of various documents prepared by the Company to comply with the Code.

As part of the audit of financial statements we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We have not carried out any special review of the internal control system to enable us to express an opinion as to whether the Board's statement on internal control covers all controls and the effectiveness of such internal controls.

Further, Sub-Regulation (xiii) of Listing Regulations 37 notified by the Karachi Stock Exchange (Guarantee) Limited vide circular KSE/N-269 dated 19 January 2009 requires the company to place before the Board of Directors for their consideration and approval related party transactions distinguishing between transactions carried out on terms equivalent to those that prevail in the arm's length transactions and transactions which are not executed at arm's length price recording proper justification for using such alternate pricing mechanism. Further, all such transactions are also required to be separately placed before the audit committee. We are only required and have ensured compliance of requirement to the extent of approval of related party transactions by the board of directors and placement of such transactions before audit committee. We have not carried out any procedures to determine whether the related party transactions were undertaken at arm's length price or not.

Based on our review, except for the non compliance disclosed in paragraph 18 of Statement of Compliance with the Code of Corporate Governance, 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 best practices contained in the Code of Corporate Governance as applicable to the Company for the year ended **June 30, 2010**.

Karachi
Date: **October 09, 2010**

**Rahman Sarfaraz
Rahim Iqbal Rafiq
Chartered Accountants**

AUDITORS' REPORT TO THE MEMBERS

We have audited the annexed Balance Sheet of **Annoor Textile Mills Limited** (the Company) as at June 30, 2010, the related profit & loss Account, statement of comprehensive income, statement of changes in equity and cash flow statement together with the notes forming part thereof, for the year then ended 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 purpose of our audit.

It is the responsibility of the Company's management to establish and maintain a system of internal control, and prepare and present the above said statements in conformity with the approved accounting standards and the requirements of the Companies Ordinance, 1984. Our responsibility is to express an opinion on these statements based on our audit.

We conducted our audit in accordance with the auditing standards as applicable in Pakistan. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the above said statements are free of any material misstatement. An audit included examining, on a test basis, evidence supporting the amounts and disclosures in the above said statements. An audit also includes assessing the accounting policies and significant estimates made by management, as well as, evaluating the overall presentation of the above said statements. We believe that our audit provides a reasonable basis for our opinion and, after due verification, we report that:

- a) The Company incurred net loss for the year Rs.2.234 million (2009: 2.493 million) increasing the accumulated loss as on June 30, 2010 of Rs. 32.796 million (2009: 30.562 million) resulting net capital deficiency of Rs. 24.084 million (2009: Rs. 21.849 million). Its current liabilities exceed its current assets by Rs. 21.148 million (2009: Rs.21.167 million). As disclosed in note 7.2 together with note 1.2 to the financial statements which describes that Securities and Exchange Commission of Pakistan has initiated proceeding under section 305 of Companies Ordinance, 1984 owing to discontinuation of operations since 1995. The outcome of which is not presently determinable. These factors indicate the material uncertainty, which may cast significant doubt about the Company's ability to continue as a going concern and therefore, it may be unable to realize its assets and discharge its liabilities in normal course of business. The financial statements (and notes thereto) do not disclose this fact and have been prepared on going concern basis.
- b) There are unconfirmed balances of Rs. 20.659 million (2009: 20.659 million) and Rs. 12.713 million (2009: 12.713 million) reflected as payable to sundry creditors/ suppliers and financial statements (refer note 6).
- c) The Company has not complied with its accounting policy for assessing impairment losses on its assets in accordance with International Accounting Standard (IAS) 36 "Impairment of Assets". Consequently the amount of impairment loss if any is not presently determinable.
- d) The financial statements reflect a long overdue of Rs. 9.019 million (2009: 9.019 million) in other receivables (refer note 9) against which no provision has been made in the accounts. Had the provision been made, the loss for the year would have been higher by the amount of provision and an increase in negative equity by the said amount.
- e) There are trade debts of Rs. 7.06 million (2009: 7.06 million) that are unsecured and long overdue. The Company has not recognized any provision for doubtful debts against these

balances. Had full provision been made the loss for the period, accumulated loss and negative equity would have been higher by the said amount and the current assets reduced by the same amount.

- f) in our opinion, proper books of accounts have been kept by the company as required by the Companies Ordinance, 1984;
- g) in our opinion;
 - (i) the balance sheet and profit and loss account together with the notes thereon have been drawn up in conformity with the Companies Ordinance, 1984, and are in agreement with the books of account and are further in accordance with accounting policies consistently applied;
 - (ii) the expenditure incurred during the period was for the purpose of the company's business; and
 - (iii) the business conducted and the expenditure incurred during the period were in accordance with the objects of the company;
- h) in our opinion and to the best of our information and according to the explanations given to us, because of the effects of the matters highlighted in paragraphs (a) to (e), the balance sheet, profit and loss account, statement of comprehensive income, cash flow statement, statement of changes in equity together with the notes forming part thereof do not conform with approved accounting standards as applicable in Pakistan, and do not give the information required by the Companies Ordinance, 1984, in the manner so required and respectively do not give a true and fair view of the state of the Company's affairs as at June 30, 2010, of the loss, comprehensive loss, cash flows and changes in equity for the year then ended ; and
- i) in our opinion, no zakat was deductible at source under the Zakat and Ushr Ordinance, 1980.

Karachi
Date: **October 09, 2010**

Rahman Sarfaraz
Rahim Iqbal Rafiq
Chartered Accountants
Engagement Partner
Muhammad Waseem

ANNOOR TEXTILE BALANCE SHEET

	<u>Note</u>	<u>June 2010 Rupees</u>	<u>June 2009 Rupees</u>
SHARE CAPITAL AND RESERVE			
Authorized 2,000,000 ordinary shares of Rs.5/- each		<u>10,000,000</u>	<u>10,000,000</u>
Issued, subscribed and paid-up capital	4	8,712,000	8,712,000
Accumulated loss		(32,796,247)	(30,561,743)
		(24,084,247)	(21,849,743)
NON-CURRENT LIABILITIES			
Loan from related parties	5	19,833,000	19,383,000
CURRENT LIABILITIES			
Trade and other payables	6	37,454,469	37,454,469
Taxation		99,232	99,232
		37,553,701	37,553,701
		<u>33,302,454</u>	<u>35,086,958</u>
CONTINGENCIES & COMMITMENTS	7		

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

CHIEF EXECUTIVE

MILLS LIMITED
AS ON JUNE 30, 2010

	<u>Note</u>	<u>June 2010 Rupees</u>	<u>June 2009 Rupees</u>
NON-CURRENT ASSETS			
Property, plant and equipment	8	16,412,514	18,215,558
Long-term deposits		484,750	484,750
CURRENT ASSETS			
Trade debts - unsecured considered good		7,060,959	7,060,959
Loans and advances - considered good		47,673	47,673
Short-term deposit and prepayments		24,043	24,043
Other receivables	9	9,019,893	9,019,893
Cash and Bank balances	10	252,622	234,082
		16,405,190	16,386,650
		33,302,454	35,086,958

DIRECTOR

ANNOOR TEXTILE MILLS LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED JUNE 30, 2010

	<u>Note</u>	<u>June 2010</u> <u>Rupees</u>	<u>June 2009</u> <u>Rupees</u>
Sales		-	-
Cost of goods sold		-	-
Gross profit		-	-
Administrative expenses	11	(2,234,504)	(2,493,152)
Operating loss		(2,234,504)	(2,493,152)
Finance cost	12	-	(275)
(Loss) before taxation		(2,234,504)	(2,493,427)
Taxation	13	-	-
(Loss) after taxation		(2,234,504)	(2,493,427)
(Loss) per share - basic and diluted	14	(1.28)	(1.43)

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

CHIEF EXECUTIVE

DIRECTOR

ANNOOR TEXTILE MILLS LIMITED
CASH FLOW STATEMENT
FOR THE YEAR ENDED JUNE 30, 2010

	<u>2010</u> Rupees	<u>2009</u> Rupees
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before taxation	(2,234,504)	(2,493,427)
Adjustments for :		
Depreciation	1,803,044	2,002,869
Finance cost	-	275
	1,803,044	2,003,144
Operating (loss) before working capital changes	(431,460)	(490,283)
working capital changes		
Increase/(decrease) in current liabilities :		
Trade & other payables	-	-
	-	-
Cash (used) in and generated from operations	(431,460)	(490,283)
Finance cost paid	-	(275)
	-	(275)
Net cash (used in) operating activities	(431,460)	(490,558)
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash from investing activities	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Loan from related parties	450,000	485,000
Net cash generated from financing activities	450,000	485,000
Net (decrease)/increase in cash and cash equivalents	18,540	(5,558)
Cash and cash equivalents at the beginning of the year	234,082	239,640
Cash and cash equivalents at the end of the year	252,622	234,082

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

Chief Executive

Director

**ANNOOR TEXTILE MILLS LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2010**

	<u>Share Capital (Rupees)</u>	<u>Accumulated Loss (Rupees)</u>	<u>Total (Rupees)</u>
Balance as at June 30, 2008	8,712,000	(28,068,316)	(19,356,316)
(Loss) for the year	-	(2,493,427)	(2,493,427)
Balance as at June 30, 2009	<u>8,712,000</u>	<u>(30,561,743)</u>	<u>(21,849,743)</u>
(Loss) for the year	-	(2,234,504)	(2,234,504)
Balance as at June 30, 2010	<u><u>8,712,000</u></u>	<u><u>(32,796,247)</u></u>	<u><u>(24,084,247)</u></u>

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

Chief Executive

Director

**ANNOOR TEXTILE MILLS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2010**

1 STATUS AND NATURE OF BUSINESS

- 1.1** The Company limited by shares was incorporated in Pakistan on August 8, 1966 and is listed on Karachi and Lahore Stock Exchanges. The principal activity of the Company is to manufacture and sell various kinds of yarn. The Company's registered office is situated at Suite 901, 9th floor, Business Centre, Mumtaz Hassan Road, Karachi.
- 1.2** The Company has accumulated losses of Rs.32.796 million (2009:Rs.30.562 million), a negative equity of Rs.24.084 million (2009: Rs.21.850 million) and its current liabilities exceed its current assets by Rs.21.148 million (2009:Rs.21.167 million). The Company discontinued its operation on July 22, 1995. The Company remained practically closed since then except for short period between March 18, 1996 to October 27, 1996 during which some manufacturing activities took place. Company started production again with effect from October 01, 2004 but could not sustain due to heavy loss and shortage of working capital, consequently production again discontinued on September 30, 2005.

As referred in note 7.2 The noticed received from SECP (Karachi) u/s 305 for winding up of the company is contested and as a result further proceeding of the matter was drawn by the SECP.

2 BASIC OF PREPARATION OF FINANCIAL STATEMENTS

2.1 Statement of compliance

These financial statements have been prepared in accordance with approved accounting standards as applicable in Pakistan. Approved accounting standards comprise of such International Financial Reporting Standards (IFRS) issued by the International Accounting Standard Board as are notified under the Companies Ordinance, 1984 provision of and directives issued under the Companies Ordinance, 1984. In case requirements differ, the provision or directives of the Companies Ordinance, 1984 have been followed.

2.2 Basis of measurement

These financial statements have been prepared under the "historical cost convention".

2.3 Functional and Presentation

These Financial Statements are presented in Pakistani Rupee which is the Company's functional currency.

2.4 Used of estimates and judgments

The preparation of financial statements in conformity with approved accounting

standards, as applicable in Pakistan, requires the management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses.

The estimated and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumption are reviewed on an ongoing basis. Revisions to accounting estimates are revised if the revision and future periods if the revision affects both current and future periods.

Information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on amounts recognized in the financial statements are discussed below:

2.4.1 Useful life and residual values of property, plant and equipment

The Company reviews the useful lives of property, plant and equipment on the regular basis. Any change in estimates in future years might affect the carrying amounts of the respective items of property, plant and equipment with a corresponding effect on the depreciation charge and impairment.

2.4.2 Provision for taxation

The Company takes into account the current income tax law and the decisions taken by appellate authorities. Instances where the Company's view differs from the view taken by income tax department at the assessment stage and where the Company considers that its views on items of material nature is in accordance with law, the amounts are shown as contingent liabilities.

3 SUMMARY OF SIGNIFICANT 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 presented, unless otherwise stated.

3.1 Taxation

Current

Provision for current taxation is based on taxable income for the year determined in accordance with the prevailing law for taxation on income. The charge for current tax is calculated using prevailing tax rates. The tax charge as calculated above is compared with turnover tax under section 113 of the Income Tax Ordinance, 2001 and whichever is higher is provided in the financial statements.

Deferred

Deferred tax liability/asset, if any is accounted for using the balance sheet liability method in respect of all temporary differences arising from difference between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of the taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and tax credits can be utilized.

3.2 Property, plant & equipment

Operating fixed assets are stated at cost less accumulated depreciation and impairment losses, if any except free hold land which is stated at cost.

Depreciation is charged applying reducing balance method, at the rates specified in operating assets note. Depreciation on addition is charged from the quarter in which the assets are put to use while no depreciation is charged in the quarter in which the assets are disposed.

Maintenance and normal repairs are charged to income as and when incurred. Major renewals and improvements are capitalized and the assets so replaced, if any, are retired.

Gain or losses on disposal of assets are taken to profit and loss account.

3.3 Financial instruments

Financial assets and financial liabilities are recognized at the time when the Company becomes a party to the contractual provisions of the instrument and derecognized when the Company loses control of contractual rights that comprise the financial assets and in the case of financial liabilities when the obligation specified in the contract is discharged, cancelled or expired. Any gain or loss on derecognition of financial assets and financial liabilities is include in the profit and loss account for the year.

3.3.1 Trade and other payables

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

3.3.2 Trade and other receivables

Trade and other receivables are recognized and carried at original invoice/cost less an allowance for any uncollectible amounts. Carrying amounts of trade and other receivable are assessed on a regular basis and if there is any doubt about the realisability to these receivables, appropriate amount of provision is made.

3.4 Offsetting

Financial assets and liabilities are offset and the net amount is reported in the financial statements only when there is a legally enforceable right to set off the recognized

amount and the Company intends either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

3.5 Borrowing costs

Borrowing costs are recognized as an expense in the year in which they are incurred except those that are directly attributable to the acquisition of the fixed assets. The capitalization of borrowing costs as part of the fixed assets commences when expenditure for the assets are being incurred, borrowing cost are being incurred and activity that are necessary to prepare assets for their intended use are in progress. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the assets for their intended use are complete.

3.6 Stores and spares

Usable stores and spares are valued at moving average cost while item considered obsolete are carried at nil value. Items in transit are valued at cost comprising invoice values and other charges paid thereon.

3.7 Stock in trade

These are valued at lower of cost and net realizable value and cost. The cost is computed by using the following method:

Raw material : Moving average.

Work in process : Prime cost plus an appropriate allocation of manufacturing overheads.

Finished goods : At lower of manufacturing cost or net realizable value.

3.8 Provisions

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

3.9 Impairment

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. Whenever the carrying amount of these assets exceed their recoverable amount, an impairment loss is recognized in the profit & loss account.

3.10 Foreign currency translation

Transaction in Foreign currencies are recorded in the books at the rates of exchange prevailing on the date of transactions. Monetary assets / liabilities in foreign currencies at each period end and translated into rupee at the rates prevailing on the balance sheet date. Exchange differences are included in the profit & loss account for the year.

3.11 Cash and cash equivalents

- Cash & cash equivalent are carried in the balance sheet at cost. For the purpose of cash flow statement, cash and cash equivalents comprise cash in hand, demand deposits, other short term highly liquid investment they are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value and short term finance under mark up arrangements. In balance sheet, finance under mark up arrangements are included in current liabilities.

3.12 Revenue recognition

Revenue is measured at the fair value of consideration received or receivable. Revenue from sale of goods are recognized when significant risks and rewards of ownership are transferred to the buyer, and is recorded on dispatch of goods to the customers.

	<u>June 2010</u> Rupees	<u>June 2009</u> Rupees
4 ISSUED, SUBSCRIBED AND PAID UP CAPITAL		
<u>Numbers</u>		
1,200,000 ordinary shares of Rs. 5/- each issued for consideration in cash	6,000,000	6,000,000
542,000 ordinary shares of Rs. 5/- each issued as fully bonus shares	2,712,000	2,712,000
<u>1,742,000</u>	<u>8,712,000</u>	<u>8,712,000</u>
5 LOAN FROM RELATED PARTIES	<u>19,833,000</u>	<u>19,383,000</u>
5.1 This represent the unsecured, mark up free loan obtained from directors of the Company and repayable at the convenience of the Company.		
6 TRADE AND OTHER PAYABLES		
Sundry creditors	20,659,671	20,659,671
Suppliers credit (plant & machinery)	12,713,100	12,713,100
Advances from customers	400,000	400,000
Accrued expenses	2,964,635	2,964,635
Unclaimed dividend	217,947	217,947
Other liabilities	499,116	499,116
	<u>37,454,469</u>	<u>37,454,469</u>
7 CONTINGENCIES & COMMITMENT		
Contingencies		
7.1 Indemnity bond valid for period of two years were submitted to Collector of Custom on account of sales tax and custom duty aggregating to Rs. 4,597,625 at the time of import of machinery from abroad several years back. The bond has not been released pending issuance of installation certificate by the Collector of Customs. The Company do not expect any liability to arise as a result of procedural lapse and in view of the fact that machinery had been duly installed after importation and since it has complied with the requirement of Customs.		

7.2 In the year 2004 Securities and Exchange Commission of Pakistan has initiated proceeding under section 305 of the companies ordinance 1984 due to closure of companies operations since 1995. The Company submitted a scheme to SECP (Karachi) for the revival of the Company by the end of 2006. Considering the scheme the SECP (Karachi) has stayed the proceedings till December 2007 to allow a grace period for revival of the Company. No further developments have taken place in respect of this matter till to date.

Commitments

7.3 There are no commitments as at reporting date (June 30, 2009: Nil).

8 PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	C O S T				Rate %	D E P R E C I A T I O N			W.D.V.
	As at July 1, 2009	Addition/ (Disposals)	As at June 30, 2010			As at July 1, 2009	for the year (Adjustment)	As at June 30, 2010	As at June 30, 2010
Land-Freehold	96,626	-	96,626	-	-	-	-	96,626	
Factory Building	5,805,826	-	5,805,826	10	5,243,461	56,237	5,299,698	506,129	
Res. Building & B. Wall	1,184,280	-	1,184,280	5	1,007,292	8,849	1,016,141	168,139	
Plant and machineries	28,388,288	-	28,388,288	10	11,159,650	1,722,864	12,882,514	15,505,774	
Electric Fittings	1,365,672	-	1,365,672	10	1,229,294	13,638	1,242,932	122,740	
Factory Equipments	24,000	-	24,000	10	9,437	1,456	10,893	13,107	
2 0 1 0	36,864,692	-	36,864,692		18,649,134	1,803,044	20,452,178	16,412,514	

PARTICULARS	C O S T				Rate %	D E P R E C I A T I O N			W.D.V.
	As at July 1, 2008	Addition/ (Disposals)	As at June 30, 2009			As at July 1, 2008	for the year (Adjustment)	As at June 30, 2009	As at June 30, 2009
Land Freehold	96,626	-	96,626	-	-	-	-	96,626	
Factory Building	5,805,826	-	5,805,826	10	5,180,975	62,486	5,243,461	562,365	
Res. Building & B. Wall	1,184,280	-	1,184,280	5	997,976	9,316	1,007,292	176,988	
Plant and machineries	28,388,288	-	28,388,288	10	9,245,356	1,914,294	11,159,650	17,228,638	
Electric Fittings	1,365,672	-	1,365,672	10	1,214,140	15,154	1,229,294	136,378	
Factory Equipments	24,000	-	24,000	10	7,818	1,619	9,437	11,563	
2 0 0 9	36,864,692	-	36,864,692		16,646,265	2,002,869	18,649,134	18,215,558	

**June 2010
Rupees**

**June 2009
Rupees**

8.1 The depreciation charge has been allocated as follows:-

Administration expenses

1,803,044

2,002,869

9 OTHER RECEIVABLE (CONSIDERED GOODS)

Bawany Sugar Mills Limited

9,019,893

9,019,893

10 CASH AND BANK BALANCE		June 2010	June 2009
		Rupees	Rupees
Cash in hand		22,279	9,077
Cash at banks			
- current account		30,343	30,563
- deposit account		200,000	200,000
		230,343	230,563
		252,622	239,640
11 ADMINISTRATIVE EXPENSES			
Depreciation expenses	8.1	1,803,044	2,002,869
Auditors' remuneration	11.1	105,000	105,000
Property tax		326,460	385,283
Postage, telegram, telephone and telex		-	-
		2,234,504	2,493,152
11.1 Auditors' remuneration			
Audit fee		75,000	75,000
Fee for half yearly review		30,000	30,000
		105,000	105,000
12 FINANCE COST			
Bank charges and commission		-	275
13 TAXATION			
		-	275

Current

No provision for income tax has been made for the in view of taxable loss of and accumulated losses carried forward.

Deferred

The deductible temporary difference has not been recognised as deferred tax asset as it is not probable that future taxable profit will be available.

14 (LOSS) PER SHARE - BASIC & DILUTED		June 2010	June 2009
14.1 Basic loss per share			
Net (Loss) after taxation	(Rupees)	(2,234,504)	(2,493,427)
Number of ordinary shares	(Numbers)	1,742,400	1,742,400
Earning per share	(Rupees)	(1.28)	(1.43)
14.2 Diluted loss per share			

There is no dilutive effect on the basic earning per share for the Company as it has not issued any instruments carrying options which would have been impact on loss per share when exercised.

15 REMUNERATION OF CHIEF EXECUTIVE, DIRECTOR AND EXECUTIVE

No remuneration has been paid to any director during the year (2009: Nil)

16 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over other party in making financial and operating decisions.

The related parties comprise of major shareholders, directors of the Company, key management, associated companies and companies with common directorship.

	<u>June 2010</u> Rupees	<u>June 2009</u> Rupees
Details of balance with related parties are as follows:		
Long-term loan from director	<u>19,833,000</u>	<u>19,383,000</u>

17 FINANCIAL INSTRUMENTS

The Company's activities expose it to variety of financial risks: credit risk, liquidity risk and market risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance. Overall, risks arising from the Company's financial assets and liabilities are limited. The Company consistently manages its exposure to financial risk without any material change from previous period in the manner described in notes below.

The Board of Directors has overall responsibility for the establishment and oversight of Company's risk management framework. All treasury related transactions are carried out within the parameters of these policies.

17.1 Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Management does not expect non-performance by these counter parties on their obligations to the Company. The carrying amounts of financial assets against which the Company did not hold any collateral are represent the maximum credit exposure, as specified below:

	2010	2009
	Rupees	
Trade debts	7,060,959	7,060,959
Short-term deposit and prepayments	474,750	474,750
Other receivables	9,019,893	9,019,893
Bank balances	230,343	230,563
	<u>16,785,945</u>	<u>16,786,165</u>

17.2 Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligation as they fall due. Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding.

The maturity profile of the Company's financial liabilities based on the contractual amount is as follows:

Maturity profile as at June 30, 2010

	<u>Trade and other payables</u>	<u>Loan from related parties</u>
Carrying value	<u>37,454,469</u>	<u>19,833,000</u>
Contractual Maturity		
Up to one year	37,454,469	-
More than one year	-	<u>19,833,000</u>
June 30, 2010	(Rupees) <u>37,454,469</u>	<u>19,833,000</u>

Maturity profile as at June 30, 2009

	<u>Trade and other payables</u>	<u>Loan from related parties</u>
Carrying value	<u>37,454,469</u>	<u>19,833,000</u>
Contractual Maturity		
Up to one year	37,454,469	-
More than one year	-	<u>19,833,000</u>
June 30, 2009	(Rupees) <u>37,454,469</u>	<u>19,833,000</u>

17.3 Market risk

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

As of reporting date, the Company is not exposed to any market risk as the Company's operation remained suspended and the Company do not holds any financial instruments whose carrying value is subject to market risk.

17.4 Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure.

The Company manages its capital structure by monitoring return on net assets and makes adjustments to it in the light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend pa

17.5 Fair value of financial instruments

Fair value of all financial assets and financial liabilities is estimated to approximate their respective carrying amount.

18 DATE OF AUTHORIZATION FOR ISSUE

The financial statements were authorized for issue on October, 9th 2010 by the board of directors of the Company.

19 GENERAL

Figures have been rounded off to the nearest rupee.

CHIEF EXECUTIVE

DIRECTOR



Annor Textile Mills Limited

901, 09th Floor, Business Centre, Mumtaz Road,
Karachi.

FORM OF PROXY

I/We _____
Of _____

Being a member of Annor Textile Mills Limited and holder of _____

Ordinary Shares as per Registered Folio No. _____ Hereby Appoint of

_____ of _____ Another

member of the Company, vide Folio No. _____ whom Failing

_____ of _____ another member of the Company Vide Folio

No. _____ as my/our proxy in my/our absence to attend And vote for

me/us and on my/our behalf of the 38 Annual General Meeting of the Company

to be held on _____ the _____ and at any adjournment thereof.

As witness my/our had this the _____ day of _____ 2010.

Signed by the Said _____

In the presence of _____

Signature
Five Rupees
Revenue
Stamp

Note: -

A member entitled to attend a General Meeting is entitled to appoint a proxy to attend, speak and vote in his place at the meeting No person shall act as proxy (except for a corporation unless he is entitled to be Presented and vote in his own right.

The instrument appointing a proxy should be signed by the member or by his attorney duly authorized in writing. If the member is corporation, its common seal (if any) should be affixed to the instrument.

The Instrument appointing a Proxy, together with the power of Attorney (if any) under which it is signed or a naturally certified copy thereof, should be deposit at the Registered Office of the Company at least 48 hours before the time appointed for holding the Meeting.

Signature should agree with the specimen signature registered with the Company.

