# Nine Month Accounts March, 2014





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Chairman

Chairman

Member

Member

Member

Chairman

Member

Member

Member / CEO

**Chief Executive** 

#### **COMPANY'S PROFILE**

BOARD OF DIRECTORS Mr. RAZA KULI KHAN KHATTAK

MRS. SHAHNAZ SAJJAD AHMAD LT. GEN. (RETD) ALI KULI KHAN KHATTAK MR. AHMAD KULI KHAN KHATTAK MR. MUSHTAQ AHMAD KHAN, FCA

MRS. ZEB GOHAR AYUB DR. SHAHEEN KULI KHAN SYED ZUBAIR AHMED SHAH (NIT)

MR. AHMAD ZEB KHAN

AUDIT COMMITTEE LT. GEN. (RETD) ALI KULI KHAN KHATTAK

MR. AHMAD KULI KHAN KHATTAK MR. MUSHTAQ AHMAD KHAN, FCA MR. AHMAD ZEB KHAN

HUMAN RESOURCE & LT. GEN. (RETD) ALI KULI KHAN KHATTAK

REMUNERATION COMMITTEE MRS. SHAHNAZ SAJJAD AHMAD

MR. AHMAD KULI KHAN KHATTAK MR. MUSHTAQ AHMAD KHAN, FCA

COMPANY SECRETARY MR. AMIN-UR-RASHEED

B.COM (HONS) FICS

Sr. General Manager Corporate Affairs

CHIEF FINANCIAL OFFICER Mr. A.R. Tahir

Chief Operating Officer (COO)

HEAD OF INTERNAL AUDIT MR. SALMAN KHAN

AUDITORS M/S. HAMEED CHAUDHRI & CO

**Chartered Accountants** 

BANKERS NATIONAL BANK OF PAKISTAN

BANK ALFALAH LTD

LEGAL ADVISER M/S HASSAN & HASSAN, Advocates

PAAF Building, 1-D, Kashmir/ Egerton Road, Lahore

TAX CONSULTANT M. NAWAZ KHAN & CO

1-Ground Floor, Farrah Centre, 2 Mozang Road, Lahore

REGISTRARS & SHARES MANAGEMENT & REGISTRATION SERVICES (PVT) LIMITED.

REGISTRATION OFFICE BUSINESS EXECUTIVE CENTRE, F/17/3, BLOCK 8,

CLIFTON, KARACHI

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E-Mail registrationservices@live.co.uk

REGISTERED OFFICE BANNU WOOLLEN MILLS LTD

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E-Mail bannuwoollen@yahoo.com Web Site " www.bwm.com.pk "

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#### **DIRECTORS' REPORT TO THE SHAREHOLDERS**

It is my pleasure to present the un-audited condensed interim financial information of the Company for the nine months ended March 31, 2014.

#### **FINANCIAL PERFORMANCE**

We are pleased to report that your Company has earned net profit of Rs. 120.780 million after addition of share of profit of Associated Companies and incorporation of taxation. The actual profit before these adjustments for the period amounts to Rs. 94.188 million as compared to profit of Rs. 94.895 million of the corresponding period.

The net sales grew by 3.94% during the period under review and the gross profit has been increased to 30.05% from 29.58% by effective use of Company's resources.

#### **FINANCIAL RESULTS**

These are summarised below:		Nine Month	ns Ended	
		Mar. 31, 2014	Mar. 31, 2013	
		(Rupees in thousand)		
Sales - net	<u>_</u>	698,698	672,234	
Gross profit	_	209,974	198,874	
Profit before taxation	_	148,401	120,830	
Profit after taxation	_	120,780	87,512	
Earning per share	Rupees	12.71	9.21	

EPS of corresponding period has been restated as the Company has issued 1,901,250 shares as fully paid bonus shares to its shareholders.

#### **FUTURE OUTLOOK**

Date: 29 April, 2014

The Company is determined to overcome the challenges by improving its operating results and focusing on expanding the production capacity to meet our market demand. This is intended to help our margins and our profitability.

#### THANKS AND APPRECIATION

I would like to thank our valued customers for the confidence they continue to place in us, the management team for their sincere efforts, the Board of Directors for its guidance and all stakeholders, banks, Suppliers, Associates and shareholders for helping to build Bannu Woollen Mills Ltd. into a unique Company.

For & on behalf of the Board of Directors,

RAZA KULI KHAN KHATTAK

Chairman

### BANNU WOOLLEN MILLS LIMITED

#### CONDENSED INTERIM BALANCE SHEET AS AT MARCH 31, 2014

		Mar. 31,	June 30,
		2014	2013
		Un-audited	Audited and
ASSETS	Note		Re-stated
Non-current Assets	_	-	thousand
Property, plant and equipment	6	863,876	814,678
Investments in Associated Companies	7	352,995	304,037
Security deposits		3,309	2,809
		1,220,180	1,121,524
Current Assets			00.404
Stores and spares		38,268	32,121
Stock-in-trade		315,259	346,097
Trade debts		209,878	243,549
Current portion of loan to an executive		0	375
Advances to employees - unsecured, considered good		2,776 741	1,891 432
Advance payments  Trade deposits and prepayments		1,862	140
Other receivables		204	607
Sales tax refundable		10,903	11,662
Income tax refundable, advance tax		10,303	11,002
and tax deducted at source		13,987	35,932
Cash and bank balances		30,622	1,349
Cush and bank balances		624,500	674,155
TOTAL ASSETS		1,844,680	1,795,679
EQUITY AND LIABILITIES		1,044,000	1,733,073
Equity			
Authorised capital		100,000	100,000
Issued, subscribed and paid-up capital	8	95,063	76,050
Reserves	J	705,500	562,000
Unappropriated profit		86,709	128,105
Shareholders' Equity		887,272	766,155
Surplus on Revaluation of			,
Property, Plant and Equipment		564,064	569,656
LIABILITIES			
Non-current Liabilities			
Staff retirement benefits - gratuity	4	134,871	120,830
Deferred taxation		78,584	84,284
		213,455	205,114
Current Liabilities		_	
Trade and other payables		118,266	70,351
Accrued mark-up		826	2,079
Short term finances		25,199	146,997
Taxation	9	35,598	35,327
	Į	179,889	254,754
Total Liabilities		393,344	459,868
Contingencies and Commitments	10		
TOTAL EQUITY AND LIABILITIES		1,844,680	1,795,679

The annexed notes form an integral part of this condensed interim financial information.

Mushtaq Ahmad Khan, FCA Director

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## CONDENSED INTERIM PROFIT AND LOSS ACCOUNT (UN-AUDITED) FOR THE QUARTER AND PERIOD ENDED MARCH 31, 2014

	Quarter	ended	Nine mont	hs ended
	March	•	Marcl	า 31,
	2014	2013	2014	2013
Note		- Rupees in	thousand	
Sales - net	126,594	111,858	698,698	672,234
Cost of Sales	99,482	94,992	488,724	473,360
Gross Profit	27,112	16,866	209,974	198,874
Distribution Cost	6,472	4,975	29,735	29,874
Administrative Expenses	20,137	18,017	68,266	58,657
Other Operating Expenses	195	(357)	9,995	8,816
Other Operating Income	(669)	(1,366)	(1,641)	(2,228)
	26,135	21,269	106,355	95,119
Profit / (loss) from Operations	977	(4,403)	103,619	103,755
Finance Cost	557	394	9,431	8,860
	420	(4,797)	94,188	94,895
Share of Profit of				
Associated Companies 7	0	0	54,213	25,935
Profit / (loss) before Taxation	420	(4,797)	148,401	120,830
Taxation				
- current	1,381	(261)	34,869	34,559
- prior year	0	0	(1,548)	0
- deferred	(4,094)	(1,423)	(5,700)	(1,241)
	(2,713)	(1,684)	27,621	33,318
Profit / (loss) after Taxation	3,133	(3,113)	120,780	87,512
Other Comprehensive Income	0	0	0	0
Total Comprehensive income /				
(loss) for the Period	3,133	(3,113)	120,780	87,512
		Rupe	es	
Earnings / (loss) per Share	0.33	(0.33)	12.71	9.21
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The annexed notes form an integral part of this condensed interim financial information.

Shahnaz Sajjad Ahmad Chief Executive

Mushtaq Ahmad Khan, FCA Director

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## CONDENSED INTERIM CASH FLOW STATEMENT (UN-AUDITED) FOR THE PERIOD ENDED MARCH 31, 2014

	Nine months ended	
	March 31,	
	<b>2014</b> 2013	
	Rupees in	thousand
Cash flow from operating activities		
Profit for the period - before taxation and	04.400	04.005
share of profit of Associated Companies	94,188	94,895
Adjustments for non-cash charges and other items:	25,184	12.052
Depreciation Staff retirement benefits - gratuity (net)	14,041	13,052 13,464
Mark-up on bank deposits, dealers'	14,041	13,404
and Associated Companies balances	(892)	(541)
Finance cost	9,431	8,860
		· · · · · · · · · · · · · · · · · · ·
Profit before working capital changes	141,952	129,730
Effect on cash flow due to working capital changes		
(Increase) / decrease in current assets	(6 1 47)	(10.650)
Stores and spares Stock-in-trade	(6,147) 30,838	(12,652) 34,542
Trade debts	33,671	(68,351)
Advances to employees	(510)	(00,331)
Advance payments	(309)	608
Trade deposits and prepayments	(1,722)	(1,316)
Other receivable	403	(1,510)
Due from Associated Companies	0	889
Sales tax refundable	759	(951)
Increase in trade and other payables	47,929	6,605
The second of th	104,912	(40,649)
Cash generated from operations	246,864	89,081
Taxes paid	(11,105)	(4,297)
Security deposits	(500)	0
Net cash generated from operating activities	235,259	84,784
Cash flow from investing activities		
Fixed capital expenditure	(74,382)	(31,059)
Mark-up received on bank deposits, dealers'		
and Associated Companies' balances	892	1,412
Net cash used in investing activities	(73,490)	(29,647)
Cash flow from financing activities	(404 700)	(44.050)
Short term finances - net	(121,798)	(11,052)
Dividend paid	(14)	(22,372)
Finance cost paid	(10,684)	(11,554)
Net cash used in financing activities  Net increase in cash and cash equivalents	(132,496) 29,273	(44,978) 10,159
Cash and cash equivalents - at beginning of the period	29,273 1,349	1,453
Cash and cash equivalents - at end of the period	30,622	11,612

The annexed notes form an integral part of this condensed interim financial information.

Shahnaz Sajjad Ahmad Chief Executive

Mushtaq Ahmad Khan, FCA Director

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#### BANNU WOOLLEN MILLS LIMITED

#### CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY (UN-AUDITED) FOR THE NINE MONTHS ENDED MARCH 31, 2014

		Reserves					
	Share capital	Capital Share	Revenue	For issue of bonus	Sub-total	Unapprop- riated profit	Total
		premium	General	shares		•	
			(Rupe	es in thous	and)		
Balance as at June 30, 2012 (audited)	76,050	19,445	419,055	0	438,500	146,787	661,337
Effect of change in accounting policy (note 4)	0	0	0	0	0	(23,366)	(23,366)
Balance as at June 30, 2012 (audited and re-stated)	76,050	19,445	419,055	0	438,500	123,421	637,971
Transfer	0	0	123,500	0	123,500	(123,500)	0
Transactions with owners: Final cash dividend for the year ended June 30, 2012 at the rate of Rs.3 per share	0	0	0	0	0	(22,815)	(22,815)
Total comprehensive income for the nine moths ended March 31, 2013	0	0	0	0	0	87,512	87,512
Transfer from surplus on revaluation of property, plant and equipment on account of incremental depreciation for the nine months - net of deferred taxation	0	0	0	0	0	3,070	3,070
Effect of items directly credited in	·	·	·	·	·	0,010	0,010
equity by the Associated Companies	0	0	0	0	0	4,063	4,063
Balance as at March 31, 2013 (un-audited and re-stated)	76,050	19,445	542,555	0	562,000	71,751	709,801
Total comprehensive income for the quarter ended June 30, 2013	0	0	0	0	0	56,945	56,945
Transfer from surplus on revaluation of property, plant and equipment on account of incremental depreciation for the quarter - net of deferred taxation	0	0	0	0	0	5,118	5,118
Effect of items directly credited in equity by the Associated Companies	0	0	0	0	0	5,953	5,953
Effect of change in accounting policy (note 4)	0	0	0	0	0	(11,662)	(11,662)
Balance as at June 30, 2013 (audited and re-stated)	76,050	19,445	542,555	0	562,000	128,105	766,155
Transfer	0	0	143,500	19,013	162,513	(162,513)	0
Transaction with owners: Nominal value of bonus shares issued	19,013	0	0	(19,013)	(19,013)	0	0
Total comprehensive income for the nine months ended March 31, 2014	0	0	0	0	0	120,780	120,780
Transfer from surplus on revaluation of property, plant and equipment on account of incremental depreciation for the nine months - net of deferred taxation	0	0	0	0	0	5,592	5,592
Effect of items directly credited in equity by the Associated Companies	0	0	0	0	0	(5,255)	(5,255)
Balance as at March 31, 2014	95.063	19.445	686.055	0	705,500	86,709	887,272
50101100 03 01 maron 31, 2017	33,003	. 3, 4-13	223,000		. 55,556	55,100	

The annexed notes form an integral part of this condensed interim financial information.

Shahnaz Sajjad Ahmad Chief Executive

Mushtaq Ahmad Khan, FCA Director

## NOTES TO THE CONDENSED INTERIM FINANCIAL INFORMATION (UN-AUDITED) FOR THE PERIOD ENDED MARCH 31, 2014

#### 1. Corporate information

Bannu Woollen Mills Limited (the Company) was incorporated in Pakistan as a Public Company in the year 1960 and its shares are quoted on Karachi and Islamabad Stock Exchanges. It is principally engaged in manufacture and sale of woollen yarn, cloth and blankets. The Company's registered office is located at Habibabad, Kohat and its Mills are located at D.I.Khan Road, Bannu.

#### 2. Basis of preparation

This condensed interim financial information is un-audited and is being submitted to the members in accordance with section 245 of the Companies Ordinance, 1984 (the Ordinance). It has been prepared in accordance with the requirements of International Accounting Standard (IAS) 34 - 'Interim Financial Reporting' and provisions of and directives issued under the Ordinance. In case where requirements differ, the provisions of or directives issued under the Ordinance have been followed. This condensed interim financial information does not include all the information required for annual financial statements and, therefore, should be read in conjunction with the annual financial statements of the Company for the year ended June 30, 2013.

#### 3. Significant accounting policies

The accounting policies adopted for the preparation of this condensed interim financial information are the same as those applied in the preparation of preceding annual financial statements of the Company for the year ended June 30, 2013 except for the adoption of a new accounting policy as referred to in note 4.

#### 4. Amendments to Published Standards Effective in the Current Period

Certain standards, amendments and interpretations to approved accounting standards are effective for accounting periods beginning on July 01, 2013 but are considered not to be relevant or to have any significant effect on the Company's operations and are, therefore, not detailed in this condensed interim financial information except for IAS 19 (Amendment), 'Employee Benefits'. The impact of this amendment on the condensed interim financial information is as follows:

IAS 19 (revised) has eliminated the corridor approach and requires to calculate finance cost on net funding bases. The Company has applied this change in accounting policy retrospectively in accordance with the requirements of IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' and recorded unrecognised actuarial losses associated with retirement benefits - gratuity by adjusting the opening balance of unappropriated profit and retirement benefits for the prior period presented. No actuarial assessment has been carried-out for the preparation of this condensed interim financial information.

Effects of change in accounting policy are as follows:

	Staff retirement benefits - gratuity	Equity
	(Rupees in th	ousand)
Balance as at June 30, 2012 - as previously reported	65,909	661,337
Recognition of unrecognised actuarial loss	23,366	(23,366)
Balance as at June 30, 2012 - as restated	89,275	637,971
Balance as at June 30, 2013 - as previously reported	85,802	801,183
Recognition of unrecognised actuarial loss		
- for the year ended June 30, 2012	23,366	(23,366)
- for the year ended June 30, 2013	11,662	(11,662)
	35,028	(35,028)
	120,830	766,155

#### 5. Accounting estimates and judgments

The preparation of interim financial information requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. In preparing this condensed interim financial information, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied to the financial statements for the year ended June 30, 2013.

6. Property, plant and equipment	Note	Un-audited Mar. 31, 2014 Rupees in t	Audited June 30, 2013 housand
Operating fixed assets	6.1	792,288	812,988
Capital work-in-progress	6.2	71,588	1,690
		863,876	814,678
6.1 Operating fixed assets			
Book value as at June 30, 2013		812,988	
Additions during the period:			
- electric fittings		133	
- computers & security equipments		2,466	
- vehicle		1,885	
		4,484	
Depreciation charge for the period		(25,184)	
Book value as at March 31, 2014		792,288	
6.2 Capital work-in-progress			
Factory buildings on freehold land		7,185	
Plant and machinery		64,155	
Computers & security equipments		248	
		71,588	

7.	Investments in Associated Companies - Quoted  Babri Cotton Mills Ltd. (BCM)		Un-audited Mar. 31, 2014 Rupees in	Audited June 30, 2013 thousand
	144,421 (June 30, 2013: 144,421) ordinary shares of Rs.10 each - <b>cost</b> Equity held 3.95% (June 30, 2013: 3.95%)	7.1	1,632	1,632
	Post acquisition profit brought forward including effect of items directly credited in equity by BCM		21,474	13,305
	Profit for the period / year - net of taxation		3,016	8,517
	Janana De Malucho Textile Mills Ltd. (JDM)		26,122	23,454
	1,559,230 (June 30, 2013: 1,559,230) ordinary shares of Rs.10 each - <b>cost</b> Equity held 32.59% (June 30, 2013: 32.59%)	7.1	27,762	27,762
	Post acquisition profit brought forward including effect of items directly credited in equity by JDM		247,914	176,378
	Profit for the period / year - net of taxation		51,197	76,443
			326,873	280,583
			352,995	304,037

7.1 Market values of the Company's investments in BCM and JDM as at March 31, 2014 were Rs.12.651 million (June 30, 2013: Rs.9.083 million) and Rs.168.397 million (June 30, 2013: Rs.101.350 million) respectively.

#### 8. Issued, Subscribed and Paid-up Capital

The Company, during the period, has issued 1,901,250 fully paid ordinary shares as stock dividend to its existing shareholders.

#### 9. Taxation

- 9.1 There has been no significant change in the status of tax cases as detailed in the notes 24.3 to 24.6 to the preceding financial statements of the Company for the year ended June 30, 2013.
- 9.2 Due to location of the mills in the most affected area, the income of the Company was exempt from tax under clause 126F of the second schedule to the Income Tax Ordinance, 2001 (the Ordinance) starting from the tax year 2010. As per the management's contention, exemption available under clause 126F was a specific exemption granted by the Federal Board of Revenue to the specific areas of Khyber Pakhtunkhwa. The Company had filed a writ petition before the Islamabad High Court, Islamabad praying exemption from levy of minimum tax under section 113 of the Ordinance. The Peshawar High Court, Peshawar, in an identical writ petition concerning exemption of minimum tax filed by a Group Company, had granted exemption from levy of minimum tax. The management is confident that Islamabad High Court will also grant exemption from levy of minimum tax; accordingly, no provision for minimum tax for the financial year ended June 30, 2012 was made in the books of account as well as provisions for minimum tax made during the financial years ended June 30, 2010 and June 30, 2011 aggregating Rs.7.777 million were written-back in the books of account. An adverse judgment by the Islamabad High Court will create tax liability under section 113 of the Ordinance aggregating Rs.14.417 million.

#### 10. Contingencies and commitments

- **10.1** Commitments for irrevocable letters of credit outstanding as at March 31, 2014 aggregated Rs.31.633 thousand (June 30, 2013: Rs.9,643 thousand).
- 10.2 Refer contents of taxation note 9.

#### 11. Transactions with Related Parties

11.1 Aggregate transactions made during the period with the Associated Companies were as follows:

	Nine months ended March 31,		
	2014	2013	
	(Rupees in thousand)		
- mark-up: earned expensed	0 214	46 0	
- purchase of goods and services	0	233	
- insurance premium paid	238	218	
- dividend paid	0	7,766	
- rent paid	1,002	0	
Period / year-end balances	Un-audited March 31, 2014	Audited June 30, 2013	
Due (to) / from Associated Companies on account of:	(Rupees in t	inousana)	
- normal business transactions	(806)	5,288	
- mark-up	(317)	(103)	

- 11.2 The Company, during the period, has issued 647,688 bonus shares to its Associates.
- **11.3** No other transactions, other than remuneration and benefits paid to key management personnel aggregating Rs.42,116 thousand (March 31, 2013: Rs.39,022 thousand) under the terms of their employment, were executed with other related parties during the period.

#### 12. Financial risk management

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. This condensed interim financial information does not include all the financial risk management information and disclosures required in the annual financial statements and should, therefore, be read in conjunction with the Company's financial statements for the year ended June 30, 2013. There have been no significant changes in the risk management policies since the year-end.

#### 13. Date of authorisation for issue

This condensed interim financial information was authorised for issue on 29th April, 2014 by the Board of Directors of the Company.

#### BANNU WOOLLEN MILLS LIMITED

#### 14. Corresponding figures

In order to comply with the requirements of IAS 34 'Interim Financial Reporting', the condensed interim balance sheet and condensed interim statement of changes in equity have been compared with the balances of annual audited financial statements of the preceding financial year, whereas, the condensed interim profit and loss account and condensed interim cash flow statement have been compared with the balances of comparable period of the immediately preceding financial year.

Corresponding figures have been re-arranged and re-classified, wherever necessary, for the purposes of comparison. However, no significant re-classifications have been made except for re-statement made in accordance with IAS 19 (revised) as reflected in note 4 to this condensed interim financial information and earnings per share due to issuance of bonus shares during the current period.

Shahnaz Sajjad Ahmad Chief Executive

Mushtaq Ahmad Khan, FCA Director

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