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CONTENTS

| Vision / Mission and Corporate Strategies | 03 |
|---|----|
| Company's Information | 05 |
| Notice of Annual General Meeting | 07 |
| Chairman's Review | 16 |
| Directors' Report to the Shareholders | 25 |
| Code of Conduct | 37 |
| Review Report to the Members on Statement of Compliance with Best Practices of Code of Corporate Governance | 39 |
| Statement of Compliance with Code of Corporate Governance | 40 |
| Independant Auditors' Report | 43 |
| Statement of Financial Position | 48 |
| Statement of Profit and Loss | 49 |
| Statement of Comprehensive Income | 50 |
| Statement of Changes in Equity | 51 |
| Statement of Cash Flow | 52 |
| Notes to the Financial Accounts | 53 |
| Pattern of Shareholdings | 82 |
| Information as required under the Code of Corporate Governance | 90 |
| Form of Proxy | 91 |





Our Vision

- To recognize globally as a leading supplier of steel large bar of the highest quality standards, with market leading standards of customer service.
- Business development by adoption of emerging technologies, growth in professional competence, support to innovation. Enrichment of human resources and performance recognition.

Our Mission

- To manufacture and supply high quality steel large bar to the construction sector whilst adopting safe and environmentally friendly practices.
- To remain the preferred and consistent supply source for various steel products in the country.
- Offer products that are not only viable in terms of desirability and price but most importantly give true and lasting value to our customers.
- To fulfill social obligation and compliance of good governance.
- Ensure that the business policies and targets are in conformity with national goals.
- Deliver strong returns on investments of our stakeholders by use of specialized and high quality corporate capabilities with the combined use of modern bar mill practices, enterprise class software on a web based solution and targeted human resource support.

Corporate Strategies

- Ensure that the business policies and targets are in conformity with national goals.
- · Establish a better and safer work environment for all employees
- Contribute in National efforts towards attaining sustainable self-efficiency in steel products,
- · Customer's satisfaction by providing best value and quality products.
- · Maintain modern management system conforming to international standards needed for an efficient organization.
- · Ensure to foster open communications, listen, and understand other perspectives.
- · Acquire newer generation technologies for effective and efficient operations.





COMPANYS INFORMATION

Board of Directors

Director/Chairman Mr. Naim Anwar Mr. Jamal Iftakhar Director Mr. Zahid Iftakhar Director Mr. Amir Mahmood Director/CEO Mrs. Mona Zahid Director Mr. Mustafa Jamal Iftakhar Director Mr. Syed Adnan Ali Zaidi Director Mr. Abdul Wajid Nominated by NBP* Director Mr. Zahid Anjum Nominated by FBL* Director

Audit Committee

Mr. Syed Adnan Ali Zaidi Chairman Mr. Naim Anwar Member Mr. Mustafa Jamal Iftakhar Member

Human resource & Remuneration Committee

Mr. Syed Adnan Ali Zaidi Chairman Mr. Amir Mahmood Member Mrs. Mona Zahid Member

Chief Financial Officer

Mr. Muddessar Ramzan

Company Secretary

Mr. Taria Majeed

Bankers

Faysal Bank Limited*
National Bank of Pakistan*
Askari Commercial Bank Limited
Bank of Khybar
Pak Kuwait Investments Co. (Pvt.) Limited
Saudi Pak Industrial & Agricultural
Investment Co. Ltd
United Bank Limited
Silk Bank Limited

Auditors

Rahman Sarfaraz Rahim Iqbal Rafiq Chartered Accountants **Legal Advisor**

Mr. Ahsan Masood Advocate

Masood & Masood

Corporate & Legal Consultants 102 Upper Mall Scheme, Lahore

Ph # 042-35779628

Shares Registrar

THK Associates (Pvt.) Limited
1st Floor, 40-C, P.E.C.H.S
Karachi. P.O Box No. 8533
UAN +92 (021) 111-000-322
Fax No. +92 (021) 34168271
E-mail: secretariat@thk.com.pk

Registered Office

101, Chapal Plaza, Hasrat Mohani Road,

Karachi-74000

Ph: # 021-32412200, 32419820

Fax # 021-32412211

Head Office

4th Floor, Ibrahim Trade Centre 1-Aibak Block, Barkat Market New Garden Town Lahore-54700, Pakistan

Ph: # 042-111-375-000

Plant Address

52 Km Lahore Multan Road Phool Nagar, Distt Kasur Punjab

Web Presence

www.doststeels.com e mail: Info@dosteels.com





NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of the Shareholders of Dost Steels Limited ("the Company") will be held on Wednesday, 24th October 2018, at 9:30 a.m. at Mian A. Ghani Room of, Pakistan Society for Training and Development, Defence Housing Authority, Karachi-75500 to transact the following business:

Ordinary Business

- 1. To confirm the minutes of Extraordinary General Meeting held on 17 July 2018;
- 2. To receive, consider and adopt the audited financial statements of the Company for the year ended 30 June 2018 together with the Directors' and Auditors' reports thereon;
- 3. To appoint the Auditors of the Company for the year ending 30 June 2019 and to fix their remuneration:

Special Business:

To consider and if deemed fit, pass the following "Special Resolutions" with or without modifications:

4. INCREASE IN AUTHORISED CAPITAL

"RESOLVED THAT subject to the approval of the Pakistan Stock Exchange Limited (PSX) and Securities and Exchange Commission of Pakistan, (SECP); Authorized Share Capital of the Company be increased from PKR 3,600,000,000 divided into 360,000,000 ordinary shares of PKR 10/- each to PKR 4,000,000,000 divided into 400,000,000 ordinary shares of PKR 10/- each and the words and figures in Clause V of Memorandum of Association and Article 5 of Articles of Association of the Company be amended accordingly as under:"

CLAUSE-V OF THE MEMORANDUM OF ASSOCIATION

The Authorized Share Capital of the Company is PKR 4,000,000,000/- (Rupees Four Billion Only) divided into 400,000,000 (Four Hundred Million) ordinary shares of PKR 10/- (Rupees Ten Only) each. The Company shall have the power to increase, reduce, consolidate or re-organize the said capital and to divide the shares in the capital into several classes in accordance with the provisions of the Companies Act, 2017."

CLAUSE-5 OF THE ARTICLES OF ASSOCIATION

The Authorized Capital of the Company is PKR 4,000,000,000/- (Rupees Four Billion Only) divided into 400,000,000 (Four Hundred Million) ordinary shares of Rs 10/- (Rupees Ten Only) each. The Company shall have the powers to increase, reduce, consolidate, sub-divide or otherwise re-organize its share capital as permissible under law.

"RESOLVED FURTHER THAT any one of the Directors or the Chief Executive Officer or the Company Secretary be and are hereby authorized to complete all the corporate and other formalities in connection with the above resolution and to file necessary forms, applications and documents with the Company Registration Office, Karachi."

5. ISSUANCE OF SHARES AT DISCOUNT AND OTHERWISE THAN RIGHT

To consider and, if thought fit, to pass with or without modification(s), addition(s) or deletion(s), the



following resolutions as special resolution(s), under Section 82 and Section 83 (1) (b) of the Companies Act, 2017 ("Act"):

"RESOLVED THAT, subject to compliance with the provisions of all applicable laws and requisite regulatory approvals, permissions and sanctions, including the approval of Securities and Exchange Commission of Pakistan under Section 82 and Section 83 (1)(b) of the Companies Act, 2017, approval of the shareholders of the Company be and is hereby accorded for issuance of 59,046,511 ordinary shares of PKR 10 each by way of otherwise than right at a price of PKR 6 per share, i.e. at discount of PKR 4 per share to Crescent Star Insurance Company Limited against its outstanding advance against issuance of shares of PKR 354,279,066."

"RESOLVED FURTHER THAT the shares, when issued, shall from the date of their allotment, rank pari passu in all respects with the existing fully paid Ordinary Shares and the recipient of such shares shall enjoy similar rights and entitlements in respect of these shares as in respect of previously held shares, from the date of allotment."

"RESOLVED FURTHER THAT any one directors or the Chief Executive Officer or the Secretary of the Company (the "Authorised Persons"), be and are hereby authorized singly and /or jointly to enter into and execute such documents as may be required in relation to the further issue of shares otherwise than right shares."

RESOLVED FURTHER THAT the aforesaid special resolution(s) shall be subject to any amendment, modification, addition or deletion including the adjustment to the pricing of the shares to be issued as may be suggested, directed and advised by the shareholders, SECP and / or any other regulatory body, which suggestion, direction and advice shall be deemed to be part of these Special resolution(s) without the need of the shareholders to pass fresh Special Resolution(s)."

"RESOLVED FURTHER THAT the Authorized Persons, may singly and / or jointly, take all steps necessary, ancillary and incidental for the issuance of the shares otherwise than right shares including but not limited to obtaining all requisite regulatory approvals, engaging legal advisor(s) and consultants for the purposes of the above, filing of the requisite application(s), statutory forms and all other documents as may be required to be filed with SECP and any other authority, submitting all such documents as may be required, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the issue of further shares without right shares at discount and all other matters incidental or ancillary thereto."

"RESOLVED FURTHER THAT the Company be and is hereby authorized to take all such actions including but not limited to the filing the requisite applications (through the Authorized Persons or their appointed consultants) for seeking permission from the Securities and Exchange Commission of Pakistan and such other regulatory authorities as may be required for issuance of further capital without right offering and all matters relating thereto."

"RESOLVED FURTHER THAT all acts, deeds, and actions taken by the Authorized Persons pursuant to the above resolutions for and on behalf of and in the name of the Company shall be binding acts, deeds and things done by the Company."

6. CHANGE OF REGISTERED OFFICE

"RESOLVED THAT subject to the approval of the Pakistan Stock Exchange Limited (PSX), in Clause II of Memorandum of Association of the Company be amended accordingly as under:"



CLAUSE-II OF THE MEMORANDUM OF ASSOCIATION

The Registered Office of the Company will be situated in Province of Sindh to Province of Punjab.

"RESOLVED THAT the Registered Office of the company be shifted from 101, Chapal Plaza, Hasrat Mohani Road Karachi-74000 in the Province of Sindh to Room No. 401 4th Floor, Ibrahim Trade Centre, 1-Aibak Block Barkat Market New Garden Town, Lahore-54700 in the Province of Punjab subject to the approval of the Securities and Exchange Commission of Pakistan."

"RESOLVED FURTHER THAT any one of the Directors or the Chief Executive Officer or the Company Secretary be and are hereby authorized to complete all corporate and legal formalities in connection with the above resolution and to file the necessary forms, applications and documents with the Company Registration Office accordingly as well as to payment of differential incorporation fee to SECP.

Other Business:

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

Note: A statement of Special Business under Section 134(3) of the Companies Act, 2017 is attached

By order of the Board

Tariq MajeedCompany Secretary

Karachi: 03 October 2018

Notes:

- 1) The Members Register will remain closed from 17 October 2018 to 24 October 2018 (both days inclusive). Transfers received at THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi 75400, the Registrar and Shares Transfer Office of the Company, by the close of business on 16 October 2018 will be treated in time for the purpose of Annual General Meeting.
- 2) Financial Statements for the year ended 30 June 2018 will be available of the website of the Company www.doststeels.com twenty one day before the date of meeting.
 - Further, as per approval obtained from members in Annual General Meeting of the Company held on 30 October 2017 to circulate Annual Audited Accounts through CD/DVD/USB in accordance with SRO/470(I) 2016 dated 31 May 2016 of Securities and Exchange Commission of Pakistan ("SECP") Annual Audited Accounts of the Company for the year ended 30 June 2018 are being dispatched to the Member through CD/DVD. The Members may request a hard copy of Annual Audited Accounts free of cost. Standard request form is available of the above website of the Company.
- 3) In pursuance of SECP notification S.R.O. 787 (I) 2014 dated September 08, 2014, the companies have been allowed to circulate their Annual Balance Sheet and Profit and Loss Accounts, Auditors, Report and Director's Report (Annual Financial Statements) along with Notice of



Annual General Meeting (Notice) through E-mail to the members of the Company. Members desiring to avail this facility may provide the requisite information to the Company for which form may be downloaded from the Company's website: www.doststeels.com.

- 4 A member eligible to attend and vote at the meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting.
- 5. CDC Account Holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. FOR ATTEENDING THE MEETING:

- i. In case of individuals, the accounts holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his original CNIC or Passport of the time of attending the Meeting.
- ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. FOR APPOINTING PROXIES:

- i. In case of individuals, the account holders and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirements.
- ii. The proxy from shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his/her original CNIC or original Passport at the time of meeting.
- v. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provide earlier) along with proxy from to the Company.
- 7. Members are requested to notify/submit the following information/documents, in case of book entry securities in CDS to their respective participant/investor account services and in case of physical shares to the Registrar of the Company by quoting their folio number are name of the Company at the above mentioned address, if not earlier notified/submitted:

Members are requested to notify any change in their registered address immediately.

Valid and legible copy of CNIC/Passport (in case of individual) and NTN Certificate (in case of corporate entity). Please note that CNIC Number is mandatory for issuance of dividend warrants and in the absence of this information payment of dividend shall be withheld.

Dividend mandate information mentioning title of bank account, International Bank Account



Number (IBAN) bank name, branch name, branch code, and address towards direct transfer/credit of cash dividend in your account. Please note that all future dividends shall only be paid through online bank transfer as required under Section 242 of the Companies Act, 2017.

8. Pursuant to the provisions of the Companies Act 2017 the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the Share Registrar at the address given herein above at least 10 days prior to the date of the meeting on the Standard Form available on the company's website

| . , | • | mbers regarding venue of the video-link facility before information necessary to enable them to access the |
|-----------------------------------|----------------------------|--|
| I/we | of Ordinary Shares(s) o | being members of Dost Steels Limited holder as per Registered Folio No. CDC/Account No |
| hereby opt for video the Company. | | t Karachi in respect of 15 th Annual General Meeting of |

9. For any query / problem/information Members may contact the Company at email www.info@doststeels.com and/or the Share Registrar of the Company at above mentioned address

STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017 REGARDING SPECIAL BUSINESS

This statement sets out the material facts pertaining to the Special Business to be transacted at the Annual General Meeting of the Company to be held on 24 October 2018.

AGENDA ITEM NO.4 - INCREASE IN AUTHORIZED SHARE CAPITAL

1. The Board of Directors of the Company has considered and approved the increase in Authorized Share Capital of the Company from PKR 3,600,000,000 to PKR 4,000,000,000 along with related alteration / amendments in respective clauses of Memorandum of Association and Articles of Association of the Company in their meeting held on 28 September 2018.

Purpose for increase in Authorized Share Capital

The purpose for this increase is to accommodate issuance of shares other than right at a discount of PKR 4 per share to an associated Company in lieu of the advance against issue of shares already received by the Company.

Existing and Proposed Authorized Share Capital

Existing authorised share capital PKR 3,600,000,000 divided into 360,000,000 having face value of PKR 10 each whereas amount with which authorised share capital is proposed to be increased PKR 4,000,000,000 divided into 400,000,000 shares of PKR 10 each.

Alteration / amendments in respective clauses of Memorandum of Association and Articles of Association of the Company.

Clause-V of the Memorandum of Association



The Authorized Share Capital of the Company is PKR 4,000,000,000/- (Four Billion Only) divided into 400,000,000 (Four Hundred Million) ordinary shares of PKR 10/- (Ten Only) each. The Company shall have the power to increase, reduce, consolidate or re-organize the said capital and to divide the shares in the capital into several classes in accordance with the provisions of the Companies Act, 2017."

Clause-5 of the Articles of Association

- 1. The Authorized Capital of the Company is PKR 4,000,000,000/- (Rupees Four Billion Only) divided into 400,000,000 (Four Hundred Million) ordinary shares of Rs 10/- (Rupees Ten Only) each. The Company shall have the powers to increase, reduce, consolidate, sub-divide or otherwise reorganize its share capital as permissible under law.
- 2. The Board of Directors of the Company has recommended that the special resolution as set out in the notice of meeting may be passed at the Annual General Meeting.
- 3. The directors have no interest in increase in authorised share capital of the Company, whether directly or indirectly.

AGENDA ITEM NO.5 - ISSUANCE OF SHARES AT DISCOUNT OTHERWISE THAN RIGHT OFFERING

- 1. The Board of Directors of the Company in their meeting held on 28 September 2018 has decided to make further issue of share capital amounting to PKR 590,465,110 divided into 59,046,511 ordinary shares of PKR 10 each at a discount of PKR 4 per share (aggregate discount of PKR 236,186,044) to Crescent Star Insurance Company Limited ("the CSIL") against outstanding advance against issue of shares without right offering as proposed in special resolution subject to approval of the shareholders and permission from Securities and Exchange Commission of Pakistan in accordance with the provision of Section 82 and first proviso to Section 83 (1)(b) of the Companies Act, 2017 and subject to completion of all legal and corporate formalities and compliances.
- 2. The proposed shares shall be issued to Crescent Star Insurance Company Limited at a price of PKR 6 per share (at a discount of PKR 4 per share) against amount of subscription already received by the Company.
- 3. In this regard, the Company provides following further material information:

a) Justification for issue of shares otherwise than right shares

In 2016, the Company executed various agreements for restructuring of debts with its banking partners (including Summit Bank Limited and a banking syndicate led by Faysal Bank Limited. Accordingly, SECP authorized the Company for issue of right shares of 248,269,360 at PKR 4.50 (at discount of PKR 5.50 per share); however Summit Bank Limited, unlawfully appropriated Right Allotment Letters arising from pledged shares belonging to the CSIL. Hence, the very purpose of said issue to allocate equity to the abovementioned company as envisage prior to the right issue could not be achieved completely. Resultantly, 78,728,681 shares could not be issued to CSIL despite the fact that the Company had received advance against issue of shares in this regard. Accordingly, an aggregate amount of PKR 354,279,066 is still lying with the Company as advance against issue of shares and disclosed in note 17 to the audited financial statements of the Company for the year ended June 30, 2018.

Now, the Company intends to issue shares by way of other than right at a discount of PKR 4 per share to CSIL against amounts received earlier as Advance against issue of shares. In the result of



this transaction, there will be discount of PKR 236, 186,044 on issue of shares.

The price has been determined on the basis of average of weighted average price of last three months (June 20 2018 to September 19, 2018) as per daily quotation of PSX and breakup value of share as of June 30, 2018. As the amounts so received from CSIL cannot be refunded, therefore, it will be in the best interest of the Company as well as its shareholders to enhance the capital base and give comfort to its creditors and facilitate future business prospects without having and negative impact on the cash flows.

b) Name of the company to whom the proposed shares will be issued

| NAME | DESIGNATION | NO. OF SHARES | PAK RUPEES |
|-------------------------------------|-------------|------------------|-------------|
| Crescent Star Insurance Company Ltd | Company | 59,046,511 | 354,279,066 |

c) Price at which shares will be issued and its justification

The shares having face value of PKR 10 each shall be issued at PKR 6 per share, i.e. Discount of PKR 4 per share. The price has been determined on the basis of average price of breakup value of shares and weighted average market price for the last three months as per daily quotation of PSX. Weighted average share price for the last three months was PKR 7.95 per share whereas breakup value of shares as at June 30, 2018 was PKR 3.51 per share.

d) Latest Market price of shares

PKR 6.52 as of 28 September 2018 as per closing rate Pakistan Stock Exchange Limited.

e) Break-up value per Share

| PERIOD ENDED | BASIS OF VALUE | BREAK-UP VALUE PER SHARES |
|--------------|------------------|---------------------------------|
| | | PKR |
| 30-06-2018 | Audited Accounts | 3.51 |
| 30-06-2017 | Audited Accounts | 3.83 |
| 30-06-2016 | Audited Accounts | 2.57 |

f) Consideration for issue of Shares

The consideration for the proposed issuance of shares will be conversion of advance against issue of shares already received as stated above.

g) Purpose, Utilization and Benefits

Purpose: To improve capital base of the Company and breakup value of the Company.

Utilization: The issuance of the shares shall be against the amounts already received from CSIL as

advance against issuance of shares.

Benefits: This will enhance the capital base of the Company and shall provide leverage to the

Company and increase borrowing capacity of the company to improve its liquidity and

business and returns for the Company and value for its shareholders.



h) Existing Shareholding of the person to whom Shares are proposed to be issued:

| NAME | Existing Shareholding | % of Paid Up Capital |
|---|--------------------------|-------------------------|
| | No. of Shares | |
| Crescent Star Insurance Company Limited | 7,020 | 0.00 |

i) Total shareholding of the person after the proposed issuance of Shares:

| NAME | Post issue Shareholding | % of Paid Up Capital |
|---|----------------------------|-------------------------|
| | No. of Shares | |
| Crescent Star Insurance Company Limited | 59,053,531 | 15.76 |

j) Consent of persons to whom the proposed shares are to be issued:

The CSIL has consented, in writing, to the issuance of proposed shares at a discount of PKR 4 per share, if approved by the shareholders and the Securities and Exchange Commission of Pakistan.

k) Ranking of Shares:

The proposed shares when issued shall rank pari passu with the existing ordinary shares of the Company.

Approval:

The proposed issuance of shares shall be subject to approval of the Securities and Exchange Commission of Pakistan.

- 4. The Board of Directors of the Company has recommended that the special resolutions as set out in the notice of meeting may be passed at the Annual General Meeting.
- 5. The directors have no interest in the issue of shares, whether directly or indirectly.

AGENDA ITEM NO.6 - CHANGE OF REGISTERED OFFICE

 The Board of Directors of the Company has decided to shift the registered office from Karachi to Lahore a the Company's plant and principal place of business are located in Lahore; therefore, it will be more convenient, economic and efficient to carry on the business from Lahore by shifting of registered office in the province of Punjab. Moreover, sponsoring shareholders have already relocated to Lahore to give more time to the business and achieve the Company's targets.

i) Information on the existing registered office and new proposed registered office

Existing Registered Office of the company is situated at 101, Chapal Plaza, Hasrat Mohani Road Karachi-74000 in the Province of Sindh whereas proposed office shall be located at its principal place of business, i.e. Room No. 401 4^{th} Floor, Ibrahim Trade Centre, 1-Aibak Block Barkat Market New Garden Town, Lahore-54700 in the Province of Punjab.



ii) Reasons and effects of change in registered office

The Company's plant and principal place of business are located in Lahore; therefore, it will be more convenient, economic and efficient to carry on the business from Lahore by shifting of registered office in the province of Punjab.

iii) Geographical dispersion of the members of the company

| NAME OF GENERAL MEETING | REPRESENTING KARACH | REPRESENTING LAHORE | AGGREGATE LHR & KHI |
|---------------------------------|------------------------|------------------------|------------------------|
| EOGM 17-07-2018 | 14 | 3 | 17 |
| 14 th AGM 30-06-2017 | 17 | 5 | 22 |
| 13th AGM 30-06-2016 | 26 | - | 26 |
| 12 th AGM 30-06-2015 | 43 | - | 43 |

iv) A brief cost-benefit analysis

The Company's management including Chief Executive, Executive Directors and key management team are based in Lahore to run business more efficiently and effectively and it is more logical to shift registered office to Lahore to manage company's operation in an efficient manner.

v) Information on inquiry, inspection or investigation, which has been initiated against the company or prosecution pending against the company, if any.

No inquiry, inspection or investigation is pending against the Company.

- 1. The Board of Directors of the Company has recommended that the special resolution as set out in the notice of meeting may be passed at the Annual General Meeting.
- 2. The Directors have no interest in shifting of registered office, whether directly or indirectly.

INSPECTION OF DOCUMENTS

Copies of Memorandum and Articles of Association, Statement under section 134(3) of the Companies Act 2017, financial statements of the Company and other related documents etc., may be inspected during the business hours on any working day at the Registered Office of the Company from the date of publication of this notice till the conclusion of the Annual General Meeting.



CHAIRMAN'S REVIEW

I am pleased to present the review for the year ended 30 June 2018 highlighting the Company's performance and the role of the Board of Directors in guiding the management to carry out its responsibility for the benefit of all its stakeholders.

During the year; the Company started its commercial operations with effect from February 28, 2018. The Company is focusing to improve its liquidity to meet working capital requirements of the Company and strengthening its business. The focus of the Company's management is to ensure delivery of quality products and sound business plans for overall success of the Company. The Company is fundamentally relying on the quality of its workforce, the productions systems and effective supply chain management. I am confident that the Company will be successful in meeting the future challenges and targets.

During the year; the Board played effective role in managing the affairs of the Company in the following manner:

- The Board has ensured that there is adequate representation of non-executive and independent directors on the Board and its committees as laid down in the Code and has taken required initiatives to implement the requirements of new Code in its true letter and spirit.
- The Board has ensured that members of the Board and its respective committees possess adequate skills, experience and knowledge to manage the affairs of the Company. The Board has ensured that the directors are have been provided with the requisite training to enable them to perform their duties in an effective manner and directors on the Board have already taken certification under Directors Training Program and the remaining directors will take the certification in accordance with the Code:
- The Board remain updated with respect to achievement of Company's objectives, goals, strategies and financial performance through review of reports from management, internal auditors and other consultants as a result the Board was able to provide effective leadership to company;
- The Board has performed its duties and responsibilities diligently and has contributed effectively in guiding the Company in all its strategic affairs. The Board also played a key role in monitoring of management performance and focus on major risk areas. The Board was fully involved in strategic planning process and enhancing the vision of the Company.
- The Board recognizes that well defined corporate governance processes is vital in enhancing corporate accountability and is committed to ensure high standards of corporate governance to preserve and maintain stakeholder value.
- The Board shall complete evaluation of the Board in line with requirements of Code of Corporate Governance within time stipulated time period in the Code. The main focus shall remain on strategic growth, business opportunities risk management, Board composition and providing oversight to the management. The Board, apart from the Board Audit Committee and Board Human Resource Committee meetings, normally meets once every



quarter to consider and approve financial and operating results.

The Board has formed Audit Committees and Human Resource & Remuneration Committee and has approved their respective Terms of References and has assigned adequate resources so that the committees are able to perform their responsibilities diligently in line with the expectation of Board.

- All the significant issues were presented before the Board or its committees to strengthen and formalize the corporate decision making process and particularly all the related party transactions executed by the Company were approved by the Board on the recommendations of the Audit Committee;
- The Board has ensured the compensation of Chief Executive, Executive Directors and other Key Executives including Chief Financial Officer, Company Secretary, and Head of Internal Audit in accordance with the Companies Act, 2017 and the Code;
- The Board has ensured that sound system of internal controls are in place and appropriateness and effectiveness of same is considered by internal auditors on regular basis;

Being Chairman of the Board, I will remain firmly committed to ensure that the Company complies with all the relevant provisions of the Code and other regulations and ensuring that our management team continues to take decision that will create value for you in the short, medium and long term.

Lahore September 28, 2018 Naim Anwar

Chairman, Board of Directors



| 26 | ÷ | 26 | 13 دان مالا نداجلاس عام منعقده 30 جون 2016ء |
|----|---|----|--|
| 43 | - | 43 | 12 واب سالا نه اجلاس عام منعقده 30 جون 2015ء |

(iv

لا**گت سے استفادہ کا جامع تجزیہ** کمپنی کی انتظامیہ بشمول چیف ایگزیکٹوڈ ائر کیٹرز اورکلیدی انتظامی ٹیم لا ہور نے تعلق رکھتی ہے اور لا ہور سے ہی کار دہاری امور کومؤٹر اور بہتر انداز میں دیکھتے ہیں اس لئے کمپنی کے آپریشنز کومؤٹر انداز میں دیکھنے کے لئے کمپنی کے رجٹر ڈ آفس کولا ہور نتقل کرنا بہتر ہے۔

مینی کےخلاف انکوائری،معائنہ یا تحقیق یا تمپنی کےخلاف زیر ساعت مقدمہ کی معلومات ،اگر کو کی ہو (v

- تعمینی کےخلاف کوئی انگوائری،معائنہ یا تحقیقات زیرغورنہیں۔
- - رجسر دوفتر کی نتقل میں ڈائر کیٹرز کا ہالواسطہ یا براہ راست کوئی مفاد نہ ہے۔

۔ میبورنڈم اورآ رئیکٹر آف ایبوی ایش کی نقول کمپینزا میٹ 2017 کے کیشن (3) 134 کے تحت بیان ، کمپنی کے مالی بیانات اور دیگر دستاویزات وغیرہ اس نوٹس کی اشاعت سے سالانیہ اجلاس عام کے اختتا م تک کام کے کسی بھی دن کاروباری اوقات کار میں کمپنی کے رجٹر ڈافس میں معائند کے لئے دستیاب ہیں۔

لا جور:28 ستمبر2018ء



حصص کے مجوز ہ اجرا کے اہل فر دکی موجود ہ شیئر ہولڈنگ

| 1 | | #u | |
|---|------------------------|--------------------|---------------------------------|
| | اداشده سرمایی کا تناسب | موجوده شيئر ہولڈنگ | ا تام |
| | 0.00 | 7,020 حصص | كريسنت سنارانشورنس تميني لميشار |

خصص کے مجوز ہ اجرا کے بعد فر د کی کل شیئر ہولڈنگ

| ı | | | , |
|---|-------------------------|--------------------|------------------------------------|
| | ا داشده سرمایه کا تناسب | موجوده شيئر ہولڈنگ | انام |
| | 15.76 في صد | 59,053,531 حصص | كرىيىنىڭ سنارانشورنس ئىپنى كمەينىڈ |

ن) خصص کے مجوزہ اجراکے الی فرد کی رضامتدی حصص کے مجوزہ اجراکے الی فرد کی رضامتدی حصص داران اور سکیور ٹیز اینڈ ایجیج محمیشن آف پاکستان کی منظوری کے بعد اداکا نے تحریری طور پر 4 روپے فی حصص کی رعایت پر مجوزہ حصص کے اجرا پر رضامندی فاہر کی ہے۔

k) حصص کی درجہ بندی اجراکے بعد مجوزہ صص کمپنی کے موجودہ عمومی حصص کی حیثیت افتیار کرلیں گے۔

ا) منظوری

(h

(i

حصص کا مجوز ہ اجراسکیو رٹیز اینڈ ایجیجنج کمیشن آف یا کتان کی منظوری ہے مشروط ہے۔

4. میٹی کے بورڈ آف ڈائز کیشرز نے سفارش کی ہے کہ اجلاس کے نوٹس میں بیان کردہ خصوصی قرار دادکوسالا ندا جلاس عام میں پاس کرنے کی تو قعے ہے۔

حصص کے اجرامیں ڈائر یکٹرز کا براہ راست یا بالواسط کوئی مفاذ ہیں ہے۔

ایجندًا آئیٹم نمبر 6....رجسٹر ڈوفٹز میں تبدیلی

1. کسٹمپنی کے بورڈ آف ڈائر کیٹرز نے تھپنی کے رجٹر ڈ دفتر کوکرا چی سے لا ہور منتقل کرنے کا فیصلہ کیا ہے کیونکہ کمپنی کا پلانٹ اور کاروباری مقام لا ہور میں واقع ہیں اس لئے لا ہورصوبہ پنجاب میں منتقلی پر کاروبار جلانے میں آسانی ہوگی اور کفایت شعاری کی وجہ سے مالیات میں بھی بہتری آئے گی۔مزید برآں، تعاون کرنے والے شیئر ہولڈرز کاروبارکوزیادہ وقت دینے اور کمپنی کے اہداف حاصل کرنے کی غرض سے پہلے ہی لا ہورمنتقل ہو بچے ہیں۔

i) موجوده رجشر ڈ آفس اور شئے مجوز ہ رجشر ڈ آفس کی معلومات کینی کوموجودہ رجشر ڈ آفس صوبہ سندھ میں 101، چپل پلازہ، حسرت موبانی روڈ، کراچی ۔74000 پرواقع ہے جب کہ بحوز: دفتر کینی کے کاروباری مقام یعنی صوبہ پنجاب میں کمرہ نمبر 401، چقی منزل، ابراہیم ٹر پیسنٹر، 1۔ ایک بلاک، برکت مارکیٹ نیوگارڈن ٹاؤن، لاہور۔54700 پرواقع ہے۔

ii) رجشر ڈ آف**س میں تیدیلی کی وجو ہات اورا شرات** مینی کا پلانٹ اور بنیا دی کا روباری مقام لا ہور میں واقع ہے اس لئے صوبہ پنجاب میں رجشر ڈ دفتر کو نتقل کر کے لا ہور میں کاروباری انہایت آسان اور قابل قدر سمال

iii) کمپنی کے ارا کین کی جیوگرافیکل انتشار

| کرا چی اور لا ہورہ جموعی نمائندگ | لا ہورے نمائندگی | کراچی ہے نمائندگی | ا جلاس عام کا نام |
|----------------------------------|------------------|-------------------|---|
| 17 | 3 | 14 | غير معمو بي اجلاس عام منعقده 17 جولا كي 2018ء |
| 22 | 5 | 17 | 14 واب سالا نها جلاس عام منعقده 30 جون 17 20ء |



اجراکی اجازت دی تاہم سٹ بینک کمیٹر نے CSIL کے گروی صف سے رائٹ الائمنٹ لیٹرز کوغیر قانونی طور پر ایپرو پر کی ایٹ کر دیا۔ اس لئے ، ندکورہ بالا کمپنی کورائٹ اجرا سے قبل ایکویٹی کو پیٹیگی زر موصول ہونے کے باوجود CSIL کو اجرا سے قبل ایکویٹی کو پیٹیگی زر موصول ہونے کے باوجود CSIL کو 787,286,813 صفع جاری ندہو سکے۔ ای تناظر میں جھع کے اجراکی مدمیل 206,813رو پے کی رقم ابھی تک مینی سے واجب الوصول ہیں اور اسے 787,286,813 میڈریسال کے لئے مینی کی پر تال شدہ مالی سٹیٹمنٹس کے نوٹ 17 میں ظاہر کیا گیا ہے۔

اب، کمپنی حصص کے اجرا کے عوض پیشگی زروصول کرنے کی مدییں CSIL کورائٹ کے علاوہ 4روکپ ٹی تصنص کی رعایت پرحصص کے اجرا کا ارادہ رکھتی ہے۔اس ٹرانز یکشن کے نتیجہ میں جصص کے اجرا میں 236,186,044روپے کی رعایت دی جائے گی۔

قیت کا تعین PSX کے بومیرزخ اور 30 جون 2018 و کو مصص کی برٹیک اپ ویلیو کی شرح سے گذشتہ تبن ماہ (20 جون 2018 و تا 19 متبر 2018 ء) کی اوسط قیت کی بنیا دیر کیا گیا ہے۔ چونکہ CSIL سے موصول شدہ رقم کوری فنڈ نہیں کیا جا سکتا اس لئے سرمایہ میں اضافہ کمپنی اوراس کے ثیمتر ہولڈرز کے بہترین مفاد میں ہے جس سے قرض خواہان کو آسانی ہوگی اور کیش فلو بر منفی اثر کے بغیر مستقبل میں کاروبار کے روش امکانات ہوں گے۔

b) مندرجہ ذیل کمپنی کو مجوزہ حصص جاری کئے جا کیں گے

| پاکستانی روپے | تعداد خصص | عبده | رار |
|---------------|------------|-------|-------------------------------|
| 354,279,066 | 59,046,511 | ممينی | كريسنث شارانشورنس فميني كميثة |

c جس قیمت پر صف جاری کئے جا کیں اوراس کاجواز

10 روپے قیت والے خصص کو 6 روپے فی حصص کی شرح سے جاری کیا جائے گا یعنی 4 روپے فی حصص رعایت ۔ قیت کا تعین حصص کی اوسط بریک آپ ویلیواور PSX کے یومیپزرخ کے لحاظ سے گذشتہ نین ماہ کی مارکیٹ پرائس کی بنیاد پر کیا گیا ہے۔ گذشتہ تین ماہ میں ویٹڈ ایورن کا شیمر پرائس 55 روپے فی حصص تھی جب کہ 30 جون2018ء کوصص کی بر یک آپ ویلیو 5.15 روپے فی حصص تھی۔

> d) حصص کی تازہ ترین مار کیٹ پرائس پاکستان سٹاک ایجیج کمیلیڈ کی کلوزنگ شرح کے مطابق 28 ستمبر 2018ء کو 6.52 و ہے۔

e) بریک آپ دیلیونی خصص

| بريك أب ويليوني حصص | قیت کی بنیاد | اختبام پذریدت |
|---------------------|-------------------------|---------------|
| 3.51روپي | پژتال شده ا کاؤنٹ | 30-06-2018 |
| 3.83روپي | يبُّة تال شده ا كا وَنت | 30-06-2017 |
| 2.57روپي | پژتال شده ا کاؤنث | 30-06-2016 |

f) تقص کے اجرا کا معاوضہ

حصص کے مجوز ہ اجرا کامعا وضحصص کی مدمیں نہ کورہ بالا پیشکی زر کے متبادل حصص کا جرا ہوگا۔

g) مقصد،استعال اورفوائد

مقصد: کمپنی کے سرمایہ اوراس کی بریک اب ویلیوکو شخکم کرنا۔

استعال: حصص کے اجرا کے عوض کا CSIL سے وصول شد و پیشگی زرئے عوض حصص کا جرا کیا جائے گا۔

فوائند: سنسمپنی کے سرمابیہ میں استحکام آئے گا ادر کمپنی کوئی سمت ملے گی ادر قرضوں کی صلاحیت میں اضافہ ہوگا تا کہ کمپنی اپنی کیکوئیڈ ٹی ادر کاروبار کو بہتر کرے ادر کمپنی کو خاطرخواہ منافع اور صصص داران کی قدر ہو۔



خصوصی امور سے متعلق کمینیز ایک 2017ء کے سیکشن (3) 134 کے تحت بنیادی حقائق کابیان

24 اکتوبر2018 وکومنعقد ہونے والے کمپنی کے سالاندا جلاس عام میں خصوصی امور پر شمل بنیادی خفائق اس بیان میں مرتب کئے گئے ہیں:

ایجندًا آئٹم نمبر 4_منظور شدہ شیئر کیپٹل میں اضافیہ

''' '' '' کمپنی کے بورڈ آف ڈائر کیٹرز نے28 ستمبر2018ء کے اجلاس میں کمپنی کے میمورنڈ م آف ایسوسی ایشن اور آرٹیکلز آف ایسوسی ایشن میں تبدیلی اور ترمیم کے ہمراہ کمپنی کے منظور شدہ ثیئر کیپٹل میں3,600,000,000,000 روپے ے4,000,000,000 روپے اضافہ پرغور کیا ہے اور اسے منظور کیا ہے۔

منظورشده شيئر كيبثل مين اضافه كالمقصد

اس اضا فہ کا مقصد معاون کمپنی کومپونی کووصول شدہ پیشکی زر کے عوض رائٹ کے علاو دھھس کے اجرا کو 4رویے فی تھھس کی شرح سے تھھس کے؛ جرا کوموافق بنانا ہے۔

موجوده اورمجوزه منظور شده شيئر كيپڻل

10روپے فی حصص کی شرح ہے360,000,000 حصص میں قابل تفتیم 600,000,000,000 دروپے کا موجود ہ منظور شدہ شیئر کیپٹل جب کہ 10روپے فی حصص کی شرح ہے000,000,000 حصص میں قابل تفتیم 600,000,000,000 دروپے کا مجوز ہ منظور شدہ شیئر کیپٹل ہے۔ شرح ہے 200,000,000 حصص میں قابل تفتیم 600,000,000,000 دروپے کا مجوز ہ منظور شدہ شیئر کیپٹل ہے۔ تمپنی سے میمور نڈم آف الیموسی الیشن اور آرفیکلز آف الیموسی الیشن کی متعلقہ شقوں میں تبدیر کی گرانز امیم

ميمور ندم آف ايسوي ايش كى ش

آر مُكِلز آف ايسوى ايشن كى شق٧

سمینی کامنظورشدہ شیخ پیٹل10روپ(دیں روپے صرف) فی تصص کی شرح ہے400,000,000 (چار سوملین)عمومی تصص میں قدیل تقسیم -/4,000,000,000,000 روپ(چار بلین صرف) ہے۔اگر قانون اجازت دیق تمپنی اپنے شیئر کیپٹل میں اضافہ، کمی منجمدیا دوبارہ منظم کرنے کا کلی اختیار رکھے گی۔

ایجنڈ انمبر 5رائٹ آفرنگ کےعلاوہ رعایت پرحص کا اجرا

- 1. کمپنی کے بورڈ آف ڈائز کیٹرز نے28 ستبر 2018ء کے اپنے اجلاس میں بغیردائٹ آفرنگ کے کر پیننٹ شارانشورنس کمپنی لمیٹر (''CSIL'') ہے جھمس کے اجراپر بینٹی نے بورڈ آف ڈائز کیٹرز نے28 ستبر 2018ء کے اپنے اجلاس میں بغیردائٹ آفرنگ کے کر پیننٹ شارانشورٹ کی شرح سے 59,046,511ء کی جو کی تصفی کی شرح سے 59,046,511ء کو جھمس کی شرح سے 59,046,511ء کے بیٹن 2018ء کے میٹر میٹر ایک منظوری اورکھ نیز ایک منظوری اورکھ نیز ایک منظوری اورکھ نیز ایک منظوری اورکھ نیز ایکٹر کی مطابق سیکیو رئیز اینڈ ایکٹر کی گئے گئیشن آف پاکستان کی اجازت اور قانونی اور کاروباری تقاضوں پڑمل درآ مد سے مشروط ہے۔
- - 3. البُذاء كميني مندرجه ذيل اضافي معلومات فراجم كرتى ہے:

a) رائٹ شیئرز کے علاوہ حصص کے اجرا کی جواز

سال2016ء میں کمپنی نے اپ بنگنگ پارٹنرز (بشمول سمٹ بنگ لمیٹڈ اورفیصل بنگ لمیٹڈ کی سربراہی میں بنگنگ سنڈ کیٹ) کے ساتھ قرضو کی ری سڑ کجرنگ کے گئی معاہدے مطابعہ کے ۔اس طرح سے SECP نے کمپنی کو SECP دویے فی حصص (5.50 رویے فی حصص کی رعایت یر) کی شرح سے 248,269,360 حصص کے ۔



سالا نہ پڑتال شدہ اکاؤنٹس کی تفصیلات کی بذریعہ CD/DVD/USB فراہمی ہے متعلق اراکین کی منظوری حاصل کرنے کے بعد 30 جون 2018ء کو اختتام پذریہ سال نہ پڑتال شدہ کھاتوں کی کاغذات پڑھتال بالکل سال کے لئے تمپنی کے سالانہ پڑتال شدہ کھاتوں کو بذریعہ CD/DVD اراکین کے حوالے کیا جائے گا۔ اراکین سالانہ پڑتال شدہ کھاتوں کی کاغذات پڑھتال بالکل مفت نقل سے صول کامطالبہ کرسکتے ہیں۔ تمپنی کی ندکورہ بالا ویب سائٹ برمعیاری درخواست فارم دستیاب ہے۔

- 3) مؤرخہ 08 متمبر2014ء کےSECP کے مراسلهٔ بہلا201 (SRO 787 کی پیروی میں کمپنیوں کواپنی سالانہ بیلنس شیٹ اور پرافت اینڈلاس اکاؤنٹس، آقیٹرز اورڈائز یکٹررز کی رپورٹ (سالانہ مالی آئیٹمٹنٹس) بمعدنوٹس برائے سالانہ اجلاس عام (نوٹس) بذریعیای میل جیجنج کی اجازت ہے۔ یہ بولت حاصل کرنے کے خواہش مند اراکین کمپنی کی ویب سائےwww.doststeels.com سے فارم ڈائون لوڈ کرکے کمپنی کو ضروری معلومات فراہم کریں۔
- 4. اجلاس میں شرکت اورووٹ کرنے کا اہل رکن کسی اور رکن کوا پنا پراکسی مقرار کرے اجلاس میں شرکت اورووٹ کرنے کی اجازت وے سکتا ہے۔ پراکسیز کومؤثر کرنے کی غرض سے اجلاس کے انعقاد ہے48 کیفیے قبل کمپنی کے رجشر ڈوفتر میں کلمل پرشدہ پراکسی فارم پنٹے جانا چاہئے۔
 - 5. الارزوسيكور ثيرايندانيجيني كميثن آف ياكستان كى مندرجه ذيل بدايات يرعمل كرناموگا:
 - A. اجلاس میں شرکت کے لئے
- i. فرد واحد کی صورت میں ، اکا وُنٹ ہولڈرز اور/ یا ذیلی اکا وُنٹ ہولڈرز جن کی رجٹریشن کی تفصیلات CDC ضوابط کے مطابق اپ لوڈ کی گئی ہیں ، ان کواپٹی شناخت ثابت کرنے کے لئے اجلاس میں شرکت کے وقت اینااصلی شناختی کا رڈیا یاسپورٹ پیش کرنا ہوگا۔
- ii. کاروباری ادارہ کی صورت میں nominee کے نمونہ کے دستخط پرمشمل بورڈ آف ڈائر یکٹرز کی قرارداد/ مختارنامہ (اگریہ پہلے فراہم نہیں کیا گیا ہے)اجلاس کے انعقاد کے وقت پیش کرنا ہوگا۔
 - B. پراکسیز کے تقررے لئے

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- i. فر دواحد کی صورت میں ،اکا ؤنٹ ہولڈرز اور/یاذیلی اکا ؤنٹ ہولڈرز جن کی رجسٹریشن کی تفصیلات CDC ضوابط کے تحت اپ اوڈ کی گئی ہیں ،ان کو مذکورہ بالا معیارات کے مطابق براکسی فارم جمع کرانا ہوگا۔
 - ii. پراکسی فارم کی توثیق دوا فراد کریں گے جن کے نام، پنتا اور CNIC نمبر فارم پرموجود ہونے چاہئیں۔
 - iii. بنین فیشل مالک کے CNIC یا سپورٹ کی تصدیق شدہ نقول اور پراکسی ، پراکسی فارم کے ساتھ پیش کرنا ہول گ
 - iv اجلاس كانعقاد كووتت براكسي كوا يناحقيقي CNIC يا ياسبورث بيش كرنا مولاً ــ
- ٧ _ كاروبارى اداره كى صورت ينس، بورۋ آف ۋائر كيگرز كى قراردادارى تارنامە بمعضونە كەرىخط (اگر پىلىم مېيانە كيا گيامو) پراسى كے ہمراہ كمپنى كوجع كرانا ہوگا۔
- ارا کین سے گذارش ہے کہ وہ مندرجہ ذیل معلومات/ دستاویزات ہے متعلق مطلع کریں : اپنے متعلقہ شراکت دارا سرمایہ وارا کا وَنت سروسز کو CDS میں بک اینٹری سکیورٹیز کی صورت میں اور کمپنی کے رجٹر ار کوفز یکل خصص کی صورت میں کمپنی کے ندکورہ بالا پتا پراپنے فولیونمبر یا کمپنی کے نام ہے متعلق آگاہ کریں اگریہ پہلے جمع نہیں کرایا گیایاان مے متعلق مطلع نہ کیا گیا ہو:
 - 🗸 اراکین ہے درخواست ہے کہا پنے رجٹر ڈپتامیں تبدیلی کی صورت میں فورا آگاہ کریں۔
- جائز CNIC / پاسپورٹ نقل (فرد واحد کی صورت میں) اور NTN شوقکیٹ (کاروباری ادارہ کی صورت میں ۔ یا ور ہے کہ منافع منقسمہ کے وارنٹس کے اجرائے لئے CNIC نمبرلاز می ہے اوران معلومات کی عدم موجود گی کی صورت میں منافع منقسمہ کی ادائیگی کوروک دیا جائے گا۔
- بینک اکاؤنٹ، بین الاقوامی بینک اکاؤنٹ نمبر (IBAN)، بینک اور شاخ کانام، براٹج کوڈ اور پتا کی معلومات مز ضع منظمہ کے مینڈیٹ کے لئے لازمی ہے
 تاکہ آپ کے اکاؤنٹ بین نقد منافع منظمہ کوکریڈٹ/ براہ راست منتقل کیا جاسکے۔ یا در ہے کیمینیز ایکٹ 2017ء کے کیشن 242 کے تحت آئندہ کے تمام منافع منظمہ آن لائن بینکٹر انسفر کے ذریعے بی ادا کے جا کمیں گے۔
- 8. کمپنیزا یکن2017 کی قواعد کی پیروثی میں کل اداشد وشیئر گلیٹل کے کم از کم 10 فی صدحصہ کے مالک اور کسی اور شہر میں مقیم شیئر ہولڈرز اجلاس میں شرکت کے لئے کمپنی کو ویڈیوننگ کی سہولت فراہم کرنے کا مطالبہ کر سکتے ہیں۔ کمپنی کی ویب سائٹ پر دستیاب معیاری فارم پراجلاس کے انعقاد سے کم از کم 10 ایوم قبل ویڈیوننگ سہولت کے لئے ندکورہ بالا پتا پرشیئر رجیٹر ارکودرخواست بھنے جانی جانبے۔
- - 9. سست بھی قتم کے استفیار/مسئلہ/معلومات کے لئے اراکین ای میلinfo@doststeels.com پراور/ یا ہزکورہ بالا پتا پر کمپنی کے شیئر رجسر ارسے رابطہ کرسکتے ہیں۔



''مزید بیقرار پایا کہ مجازافراد، فردواحداور/ بیشریک کی حیثیت سے رائٹ تقسص کے علاوہ تقسص کے اجراکے لئے تمام ضروری ، قانونی اور واقعاتی اقدامات کر سکتے ہیں جس میں ریگولیٹری منظوری ، تا نونی مثیران اور کسکتنٹس سے رابطہ ،ضروری درخواست ، قانونی فارم اوردیگرتمام دستاویزات جو SECP یا دیگراتھارٹی کو مطلوب ہوں کو دائز کرنا ، تمام شیفکیٹ ، درخواستوں ، نوٹس ، رپورٹ ،خطون اوردیگردستاویزات یا انسٹر ومنٹ بشمول فد کورہ بالا میں ترامیم اور تبادلہ شامل ہے لیکن میرمحدود نہیں۔ جورائٹ صص کے علاوہ رعایت پر مزید صص کے اجراکے لئے مطلوب ہو سکتے ہیں۔''

> 6. رجشر ڈ آفس کی تبدیلی '' قرار پایا کہ پاکستان ساک بچھنچ کمیٹلہ (PSX) کی منظوری ہے مشروط کمپنی کے میموریڈم آف ایسوی ایشن کی ش ۱۱ میں حسب ذیل ترمیم کی جائے:

ميمورندم آف ايسوى ايشن كي شق 11

تمینی کارجستر ڈ آفس صوبہ سندھ سے صوبہ پنجاب میں منتقل کیا جائے گا۔

'' قرار پایا کہ سکیو رٹیزا بیڈا بھیچنج کمیشن آف پاکستان کی منظور تی سے مشروط کمپنی کارجٹر ڈ آفس صوبہ سندھ میں 101 ، چپل پلازہ ،حسرت مو ہانی روڈ ،کراچی ۔74000 سے صوبہ پنجاب میں کمر ونمبر 401، چوتھی منزل ،ابراہیمٹر پڈسنٹر، 1۔ ایک برکت مارکٹ نیوگارڈن ٹاؤن ،لاہور۔54700 میں منتقل کیا جائے'' مزید قرار پایا کہ مذکورہ بالاقر ارواد سے متعلقہ کوئی بھی ڈائز بکٹر یا چیف! میٹز بکٹو آفیسر یا کمپنی کی اوائیگی کا مجازے'' فارم، درخواست اور دستاویزات دائز کرنے اور SECP کواقبیزی ٹن کارپوریشن فیس کی اوائیگی کا مجازے''

ديگرامور

7. چیئر کی اجازت ہے دیگرامور پر بحث کرنا۔

نوٹ: كمپنيزا يكن2017ء كے كيشن(3) 134 كے تحت خصوصى امور كابيان لف بذاہے۔

جگم بورژ معرف طارق مجید ^ا کینی تیکریٹری

ڪراچي: 03اڪٽوب2018ء

مندرجات:

- 1) اراكين كارجر 17 اكتوبر 2018 سے 24 اكتوبر 2018 (بشمول دونوں ايام) بندر ہے گا۔ 16 اكتوبر 2018 وكوكار وبارى اوقات كاربند ہونے تك THK ايسوى ايش (پرائيويث) كمينئ منزل م-40 ، بياك 6 PECH كراچى ، 75400 ، كمينئ كرجتر إراور شيئر زٹرانسفر آفس كوموصول ٹرانسفرز كوسالا نداجلاس عام كے لئے بروفت تصور كيا جائے گا۔
- 2) 30 جون 2018ء کواختتا م پذیرسال کے لئے مالی بیانات اجلاس کے افعقاد ہے 21 دن قبل کمپنی کی ویب سائٹ www.doststeels.comپردستیاب ہوں گے۔ مزید ریکہ کہ سکیو رٹیز اینڈ ایکپینچ کمیشن آف یا کستان کے 31 مئر 2018ء کے مراسله نمبر(SRO/470(1) کے تحت 30 اکتوبر 2017ء کومنعقد و سالانہ اجلاس عام میں



دوست سٹیلزلمیٹٹر نوٹس برائے سالا نداجلاس عام

نوٹس ہذا ہے مطلع کیا جاتا ہے کدوست اسٹیلز لمیٹڈ ('' کمپنی'') کا پندر ہواں (15 وال) سالانہ اجلاس عام مؤرخہ 21 اکتوبر 2018 کو بوقت 30: 09 بج میں اے غنی روم آف پاکستان سوسائٹی برائے ٹریڈنگ ایٹڈ ڈیوبلپسٹ ، ڈیفنس ہاؤسٹگ اتھارٹی ، کراچی 75500 میں مندرجہ ذیل امور پر بحث کے لئے منعقد ہوگا:

عمومی امور

- 17 جولا فَ 2018 ء كومنعقده غيرمعمولي اجلاس عام كي روئديا د كي توثيل كرنا -
- - 30 جون2019ء کواختنا م یذیر سال کے لئے کمپنی کے آڈیٹرز کی تقرری کرنا اوران کامعاوضہ طے کرنا۔

خصوصى امور

.3

مندرجہ ذیل ' خصوصی قرار دادول'' کو بمعہ یا ماسوائے ترامیم زیزغور لا نااوراہل ہونے پریاس کرنا:

4. منظورشده سرمایه میں اضافه

طے پایا کہ پاکستان اسٹاک انجیجی لمیٹڈ (PSX) اور سیکیورٹیز اینڈ ایجیجی کمیشن آف پاکستان (SECP) کی منظوری سے مشروط کمپنی کا منظورشدہ شیئر کیپٹل - (SECP) کی منظوری سے مشروط کمپنی کا منظورشدہ شیئر کیپٹل - (SECP) کی منظوری کے حصص کی تاریخ مصص کی تاریخ مصص کی تاریخ مصص کی تاریخ مصص کی تاریخ میں قابل تقسیم بڑھادیا جائے لہذا کمپنی کے میموریڈم آف ایسوی ایشن کی شق کا اور آرئیکز آف ایسوی ایشن کی شق کا میں حسب ذیل ترمیم کی جائے:

ميموريتدم آف ايسوى ايشن كي شق٧

سمپنی کا منظورشدہ شیئر کیپٹل 10روپے فی حصص کی شرح ہے4,000,000 (چارسولمین) کے عمومی حصص میں قد بل تقسیم/4,000,000 (چار بلمین ملین روپے صرف) ہے۔ فدکورہ سرماریکو بڑھانے ، کم کرنے ، منجمد کرنے یا منظم کرنے اورکیپنیز ایکٹ2017ء کے قواعد کے مطابق سرہ ریکو حصص کے مختلف ورجوں میں تبدیل کرنے کا اختیار کمپنی کے پاس ہوگا۔''

آر مُكِل آف اليوى الثن كي شق 5

سمینی کا منظور شدہ شیئر کیوٹیل 10 روپے فی حصص کی شرح ہے4,000,000,000 (چار سوملین) کے عمومی حصص میں قابل تشیم/4,000,000,000 (چار ہلین ملین روپے صرف) ہے۔ قانون کے مطابق کمپنی اپنے شیئر کیوٹیل کو یڑھانے ، ہم کرنے ، منجد کرنے یا تقسیم کرنے یا منظم کرنے کا اختیار محفوظ رکھتی ہے۔

''مزید بیقرار پایا کہڈائز کیٹرزیاچیف گیزیکتوآفیسر پانمپنی سیکریٹری میں سےکوئی بھی تمام کاروباری اور ندکورہ بالاقر اردادے منسلکہ دیگرقو اعدکو پورا کرنے اور کمپنی رجسڑیٹن آفس،کراچی کو ضروری فارم، درخواستیں اوردستاویز فائل کرنے کے لئے کلی طور پر ہاافتیار ہے۔''

رعایت پاس کے برنکس رائٹ کےعلاوہ حصص کا اجرا

کمپنیزا یک 2017ء (''ایک '') کے سیکشن82او (b)(1)(82 کے تحت مندرجہ ذیل خصوصی قرار دا بمعہ پاماسوائے تبدیلی، اضافے یا قطع کے زیمِغور مانا اور مناسب خیال کرتے ہوئے اسے پاس کرنا۔

'' قرار پایا کہ تمام لاگوتوا نین کی تغیل اور ضروری ریگولیٹری منظوری اورا جازت بشمول کمپینزا کیٹ 2017ء کے سیکشن8او (b)(1)(8گئے تھے تک سیکیو رٹیزا نیڈ ایکھی تھی تھیں آف پاکستان کی منظوری اور کمپنی کے صف داران کی منظوری سے مشروط 10 روپ فی صف کی شرح اور رائٹ کے بھکس 6 روپ فی صف کی شرح سے لیعنی 4 روپ فی صف کی رعابیت پرکر بینٹ سٹارانشورنس کمپنی کمپیٹرڈ 6 7,046,278 روپ کے تصف کے اجرائے توش واجب الا داپیشگی زرکی تلافی کے لئے 11 6,046,9 عمومی صف کے اجراکے توش واجب الا داپیشگی زرکی تلافی کے لئے 9,046,51 وعمومی سے اجراکو حسب مضابطہ عمل میں لا ما گیا۔''

ں میں بیا یہ کوئی بھی ڈائر کیٹریا چیف اگیز کیٹوآ فیسریا کمپنی سکریٹری (''عجاز مخض'')حسب ضابط فر دواحداور کیا اشتراک ایسے دستاویزات برٹمل درآید کامجاز ہوگا جن کی رائٹ حصص کے بیکس مزید صص کے اجرائے لئے ضرورت ہوتی ہے۔''



DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Members Assalam-O-Alaikum

On behalf of my colleagues on the Board, I welcome you to the 15^{th} Annual General Meeting of your Company and present before you the annual report, along with the audited financial statements of your company for year ended 30 June 2018.

We are glad to report to the shareholders that their company has started its commercial operations from February 28, 2018. The progress of the stability of production and the quality of the finished product attained are both beyond expectations. Financial performance of the Company for the year was as under:

| Description | 30 June 2018 (PKR) | 30 June 2017 (PKR) |
|-------------------------------------|-----------------------|-----------------------|
| Sale | 375,625,582 | - |
| Cost of Sales | (359,332,798) | - |
| Gross Profit/ (Loss) | 16,292,784 | - |
| Administrative and Selling expenses | (83,676,717) | (87,472,329) |
| Finance costs | (21,174,919) | (167,933) |
| Other operating income | 20,931,582 | 6,149,967 |
| Loss before taxation | (67,627,270) | (81,490,295) |
| Taxation | (35,548,802) | - |
| Loss after taxation | (103,176,072) | (81,490,295) |

Business Review

The earnings per share for the year was Rupees (0.33) per share as compared to Rupees (0.36) per share during the corresponding period. The Company has recently commenced its commercial operations and the production levels are gradually increasing however the Company, so far, has not been able to achieve desired production levels due to shortage of working capital. Hence the Company has not yet been able to convert its previously incurred losses into a profits. Therefore, the Company is not in a position to declare dividend or any bonus shares to the shareholders of the Company. The Long term debt equity and current ratio of the company as at 30 June 2018 worked out to 0.74:1 and 2:1 (2017: 0.69:1 and 4.88:1) respectively. The current ratio improved mainly due to increase in current assets.

We are hopeful that the Company would be able to increase its production during the next financial year and improve its financial performance.

Operational Performance

As the Company commenced its commercial production on February 28, 2018; therefore, it has still not achieved desirable level of production to convert adequate profitability and produce favorable cash flows. The company expects to increase production and stock multiple varieties of re-bar to meet the varying needs of the market. Once this inventory of finished goods has been built up and customer's requirements are adequately fulfilled, it will be possible to achieve a desirable sales cycle in the coming year.

Risk Management

The Company has formulated the risk management structure with the aim of driving the company's



sustainable growth and stabilizing management by anticipating and mitigating risk swiftly. In order to address business related risks, the Risk Management Policy specifies a role for each department that is responsible for taking appropriate measures and promoting its own independent risk management activities.

Material Changes in commitments

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which this balance Sheet relates and the date of the report.

Future Prospects, Risks and Uncertainties:

In recent years Pakistan's Iron and Steel industry posted a high growth mainly driven by increased public spending on infrastructure projects such as roads, bridges, power plants, etc., as well as surging private construction activity. As per The State Bank of Pakistan, the demand for steel products remained strong during H1-FY18, due to an increase in public sector infrastructure projects and private investment in housing schemes.

On the supply side, adequate availability of electricity enabled the producers to utilize their capacities optimally during the period. This favorable interplay of demand and supply resulted in steel production growing by 37.1 percent in H1-FY18 after growing 15.6 percent during the corresponding period of FY17. On the other side; steel imports rose by 16.8 percent on YoY basis to US\$ 1.1billion. A more pronounced increase was witnessed in the import of iron and steel scrap, which went up by 76.0 percent to US\$ 777.3 million in H1-FY18. The imposition of regulatory and anti-dumping duties on finished products, along with growing demand from construction and transport sectors, are the prime reasons behind elevated scrap imports.

Pakistan is on the brink of an investment based growth cycle led by infrastructure investments by China. Further growth in the economy and infrastructure is anticipated at a rapid scale in the face of the China-Pakistan Economic Corridor (CPEC). The Company's strategic location coupled with state of the art technology is in an ideal position to seize the opportunity laid out by CPEC.

The company faces an uphill task to educate the consumers regarding the benefit of higher quality steel re-bar and ensure these higher standards get implemented nationwide. It is imperative to differentiate the Company from the small and fragmented producers in the industry. As an import dependent industry; steel supply chain is vulnerable, albeit limited, to fluctuations in the global steel supply. A worsening current account deficit of the country, a weakening Pakistani Rupee coupled with a higher import bill can have a negative effect on the industry, due to rising import costs. The challenge for the company is to mitigate the risks arising due to volatilities originating locally and internationally by reducing costs and improving overall efficiencies of our supply chain. Pakistan can vastly improve its local infrastructure and reduce dependency on imports whilst enhancing quality levels leading to a healthy and organic improvement in the overall steel industry.

Significant infrastructure development planned to be undertaken under CPEC, high PSDP spending and construction of mega housing schemes is expected to keep demand outlook healthy over the medium term.

Keeping in view the gap between supply and demand, there is bright chances for the Company to increase its production and sale volume without any entering into severe competition.



Corporate Social Responsibility

The Company encourages Social Action Programs under its policy of Corporate Social Responsibility (CSR) and has prepared a plan which includes the provision of basic health facilities, promotion/education of underprivileged children and students, spending for under privileged classes. These plans shall be implemented as soon as the Company achieve desired production results.

The impact of the company's business on the environment

a) Health and Safety Management

The installed facility at Dost Steels is a green field plant, wholly designed and sourced from a global leader in steel making. This particular series of rolling mills have been installed all around the world and have excellent safety track records. All safety standards and procedures have been implemented in line with the best international practices.

b) Environment Management System

DSL acknowledges that in order for a sustainable future, environmentally friendly practices need to be embedded into the manufacturing process. It is for this reason that we have included 2 components that ensure a cleaner manufacturing process.

One of these features is an extensive Water Treatment Plant, which has been designed by Italian Engineers. This plant limits the water extraction requirements of the plant and more importantly, filters out the unwanted iron oxide particles and oil-based sludge in the wastewater. Since large quantities of water are used in the processing of steel, this ensures sustainability of water resources around us for generations to come.

In order to minimize carbon emissions, our furnace is designed to ensure high insulation levels and automated systems ensure optimum burning of fuel. DSL also uses a heat recuperator, in order to recover waste heat in exhaust gasses. This energy is used to heat incoming fresh combustion air.

c) Quality Management System

All materials processed by DSL are approved after obtaining a verified material testing report (MTC). DSL products are approved by PSQCA (Pakistan Standards & Quality Control Authority). Finished product characteristics are thoroughly measured by testing against international ASTM (American Society for Testing Materials) and UK Cares BS-4449 (British Standard for Reinforced Steel Rebar Standards). Material properties of the rebar are tested in a dedicated lab containing state of the art and using ultimate tensile testing machines.

Internal Financial Controls

A system of sound internal control is established and implemented at all levels within the Company. The system of internal control is sound in design for ensuring achievement of company's objectives, operational effectiveness and efficiency, reliable financial reporting and compliance with laws, regulations and policies.

Financial Statements

The financial statements of the company have been duly audited and signed by the auditors of the



Company, Messrs. Rahman Sarfaraz Rahim Iqbal Rafiq, Chartered Accountants and their report is attached with the financial statements. The auditors of the Company M/s Rahman Safaraz Rahim Iqbal Rafiq Chartered Accountants have expressed certain reservations in their audit report for the financial year ended 30 June 2018. These reservations (as matter of emphasis) and our para wise comments on these reservations are as follows:

Auditors' reservations

- a) Note 18 to the financial statements which describes the Company's arrangement of Restructured Term Finance Facilities as Syndicated Loan. All the syndicate banks except Pak Kuwait Investment Company (Private) Limited have signed the rescheduling and restructuring agreement.
- b) Note 5.2.1 and 29.1 to the financial statements regarding unrecovered advances of Rs. 17.9 million as reported in audit report of 2017. Management have provided for these advances which have remained unrecovered / unadjusted, however directors have compensated for the loss by making one time special grant of the amount.

Our response

- a) The Company is making all its efforts to strengthen relationship with banking partners including Pak Kuwait Investment Company Limited. The Company is currently negotiating with Pak Kuwait Investment Company Limited for amicably resolution of the issue to align the conditions agreed with the other banking partner in Syndicate and it is hoped that matter shall be settled in current financial year.
- b) The Company made provision of Rupees 17.913 million against unrecoverable advances paid for purchase of plant and machinery. Subsequently, the company recovered and adjusted advances of Rupees 213.184 million from suppliers against advances paid for purchase of plant and machinery due to quality issues. However, the directors of the Company have provided special grant Rupees 17,913,835 to the Company to compensate the loss incurred by the Company for the unrecoverable advances owing to circumstances beyond the control of the management.

Related Party transactions

All related party transactions during the financial year ended on 30 June 2018 were placed before the Audit Committee and the Board for their review and subsequently approved. These transactions were reviewed by the Audit Committee and approved by the Board. All these transactions were in line with the transfer pricing methods and the policy for related parties approved by the Board.

Code of Conduct

The Company strives to enhance corporate governance as one of the most important tasks for its management, based on the Company's basic principle, in order to strengthen the trust of our shareholders, customers & society and seek sustainable growth and enhance corporate value.

Corporate and Financial Reporting Framework

The financial statements prepared by the management of the Company present fairly its state of affairs, the result of its operations, cash flow and changes in equity. The Company is committed to



good corporate governance. The financial statements together with notes have been drawn up with in conformity with the provisions of the Companies Act, 2017. International Financial Reporting Standards have been followed in preparation of these financial statements and accounting policies have been consistently applied in preparation of the financial statements.

Compliance with the Code of Corporate Governance

The new Code of Corporate Governance has marked a various changes to bring local companies governance in line with the global norms. The Company has taken initiatives to implement amendments in the new Code. The representation of independent directors has been linked with the restructuring of the Board not later than next election of Directors.

The remuneration policy for Board of Directors (for Executive, Non-Executive and Independent Directors) have been prepared. The Board lays great emphasis on adding and practicing good Corporate Governance, with a view to achieve transparency in its operations, so as to boost the confidence of important stakeholders. The objective of this policy is to ensure that the Executive & Non-executive directors' are governed by comprehensive compensation criteria that is based on merit and contributions towards the strategic guidance and success of the Company.

The Statement of compliance with the Code of Corporate Governance is annexed.

The Board of Directors

The existing term of company directors expires on 28 October 2019 and the restructuring of the Board, as per requirement of the Code shall be approved not later than the date of next election.

The Board of Directors is composed of nine members, with statutory representation of different category of directors, which includes an independent director, non-executive directors and executive directors as required by the Listed Companies (Code of Corporate Governance) Regulations, 2017. The Board is responsible for making strategic decisions with respect to important management matters, including the execution of important business activities and other matters as prescribed by law. These decisions are made after deliberating matters according to established criteria: assessing risks and giving due consideration to ground realities. The Board is also responsible for supervising and monitoring conduct guidelines.

Changes in Board and its Committees

The directors wish to report the following changes during 2018 in the composition of the Board of Directors since the previous year's Annual report:

- Mr. Amir Mahmood appointed as Chief Executive Officer in place of Mr. Jamal Iftakhar with effect from 16 July 2018;
- Mr. Abdul Wajid, Non-Executive Director, joined the board as nominee of National Bank of Pakistan in place of Lt. General (R) Syed Parwez Shahid with effect from 24 April 2018;
- Mr. Zahid Anjum, Non-Executive Director, joined the board as nominee of Faysal Bank Limited in place of Mr. Mian Nasser Hyatt Maggo with effect from 24 April 2018;
- Mrs. Mona Zahid, Non-Executive Director, joined the board in place of Mr. Saad Zahid with effect from 09 August 2018;



As result of foregoing changes on the board of directors; of the Company, various changes were made on the Board Committees. Upon reconstitution of the Audit Committee with effect from August, 09, 2018; the Board has appointed Syed Adnan Ali Zaidi, an independent director, as Chairman of the Audit Committee. The Board welcomed the new members and appreciated valuable contribution of the outgoing members while they were on the Board of Directors and its Committees.

Auditors

The present auditors, Messrs. Rahman Sarfaraz Rahim Iqbal Rafiq, Chartered Accountants retire and being eligible, offer themselves for re-appointment for the year ending 30 June 2019. The reappointment of the auditors for the year ending 30 June 2019 has been recommended by the Board on the suggestion of the Audit Committee.

Chairman's Review

The accompanied Chairman's review deals with the performance of the Company for the year ended 30 June 2018 and future outlook. The directors endorse the contents of the review.

Change of Registered Office

The Board of Directors of the Company have decided to relocate its registered office from Province of Sindh to Province of Punjab subject to regulatory approvals from Pakistan Stock Exchange Limited (PSX) and Securities and Exchange Commission of Pakistan and accordingly Clause II of Memorandum of Association shall also be amended. Shareholders' approval is being sought in forthcoming Annual General Meeting of the Company.

PATTERN OF SHAREHOLDING

The pattern of shareholding as on 30 June 2018 is attached separately.

Acknowledgement

The Board of Directors once again acknowledges the cooperation of its shareholders, project partner, bankers, supplier's, employees who are helping the Company in its efforts to consolidate and commence commercial operations.

On behalf of the Board of Directors

Amir Mahmood
Chief Executive Officer

Lahore: 28 September 2018

Jamal Iftakhar Director



🗸 🗸 100 أست 2018ء ہے مؤثر محتر م معدز اہد کی جگہ محتر مدمونا زاہد، نان اگیز کیٹوڈ ائر کیٹر نے بورڈ میں شمولیت اختیار کی۔

سمینی کے بورؤ آف ڈائر یکٹرز میں ندکور بالاتبدیلیوں کے نتیجہ میں بورڈ کمیٹیوں میں گئی تبدیبیاں گئی سین سے 109 اگست 2018ء ہے مؤثر آ ڈٹ کمیٹی کی تفکیل نوپر پورڈ نے سیدعدنان علی زیدی، آزاد ڈائر یکٹر، کوآ ڈٹ کمیٹی کا چیئر مین تغینات کیا۔ بورڈ نے اراکین کوخش آ مدید کہتا ہے اور بورڈ آف ڈائر یکٹرزاوراس کی کمیٹیوں سے رخصت ہونے والے اراکین کے گرال قدرکردارکوسراہتا ہے۔

آۋيٹرز

حالیہ ؓ ڈیٹرزمیسرزرجن،سرفراز،رجیم،اقبال،رفیق چارٹرڈاکا ونکٹس ریٹائز ہونچکے ہیں اور 30 جون 2019ءکواختتام پذیریسال کے لئے اہلیت کی بناپراپٹی دوبارہ تقرری کی پیش کش کرتے ہیں۔ آڈٹ کمیٹی کی تجویز پر پورڈ30 جون 2019ءکواختتام پذیرسال کے لئے آڈیٹرز کی دوبارہ تقرری کی سفارش کرتا ہے۔

چيئر مين کا تجزيه

ساتھ منسلک چیئر مین کا تجزیہ 30 جون 2018ء کوانعتام پذیر سال کے لئے ممپنی کی کارکرد گی اور مستقبل کے نقطہ نظر پر شتمال ہے۔ ڈائر بیٹرز نے اس تجزیہ کے اجزا کی توثیق کی ہے۔

رجىٹرۋىتامىں تىدىلى

سمپنی کے بورڈ آف ڈائر کیٹرزنے پاکتان ٹاک ایمپیچ کمیٹر (PSX) اور سیکو رئیز اینڈ ایمپیچ نمیشن آف پاکتان کی ریگولیٹری منظوری سے مشروط اپنار جسڑ ڈوفتر صوبہ سندھ سے صوبہ پنجاب میں منتقل کرنے کا فیصلہ کیا ہے اوراس کھاظ سے میموینڈم آف ایموی ایشن کی شن اا میں بھی ترمیم کی جائے گی۔ کمپنی کے آئندہ سالانہ اجلاس عام میں حصص داران کی منظوری درکار ہے۔

شيئر ہولڈنگ کی وضع

30 جون 2018ء تک کی شیئر ہولڈنگ کی وضع ساتھ منسلک ہے۔

اعتراف

بورڈ آف قائز کیئرزشیئر ہولڈرز، پراجیکٹ پارٹنر، بینکرز، سپلائرز اور ملاز مین ، جنبوں نے کمپنی کے کاردباری امور کے آغاز اور اسٹحکام میں اپنا کردارادا کیا ہے، کے تعاون کا تہدول سے شکریدادا کرتا ہے۔

منجانب بوردْ آف دْ ائرَ يَكْتُرز

عام محمود عام محمود دن مگذیکن فد

جمال افتخار

لا ہور:28 ستمبر2018ء



كار پوريٹ اور فائنشيل ر پورٽنگ فريم ورك

کمپنی کی انتظامیے کی جانب سے مرتب کردہ مالی اسٹیٹنٹ اپنے امور کی صورت حال ، آپریشن کے نتائج ،کیش فلوا درا یکویٹی میں تبدیلی کومنصفاندا نداز میں ظاہر کرتی ہیں۔ کمپنی بہتر
کارپوریٹ گوئنس کے لئے پرعزم ہے۔نوٹس کے ہمراہ مالی شیٹمٹنس کمپنیزا یکٹ 2017ء کے تواعد کے بین مطابق تیار کی گئی ہیں۔ان مالی اسٹیٹمٹنس تیاری میں بین الاقوامی مالی
رپورٹنگ معیارات کومل میں لایا گیا اور مالی اسٹیٹمٹنس کی تیار میں اکا وَمُنتُک یالیسیوں کا متواتر اطلاق کیا گیا ہے۔

كود آف كارپوريك گورننس كانتميل

نے کوڈ آ نے کارپوریٹ گورنٹس میں متعدد تبدیلیوں کی نشاند ہی گ گئی ہے تا کہ متا می کمپنیوں کی گورنٹس کوعالمی معیار کے مطابق ڈھالا جاسکے۔ نئے ضابط میں ترامیم کےاطلاق کی غرض سے سمپنی نے کنی اقدامات اٹھائے ہیں۔ آزاد ڈائر کیٹرز کی نمائند گی نئے ڈائر کیٹرز کےامتخاب کے بعد بورڈ کی تشکیل نویر مخصر ہے۔

بورڈ آف ڈائر ئیٹرز کےمعاوضہ کی پالیسی (برائے انٹیز بکٹو، نان انگیز بکٹواورآ زادڈائر بکٹرز) مرتب کی ٹئی ہے۔ بورڈ بہتر کارپوریٹ گوننس کےاطلاق پرزوردیتا ہے تا کہا ہے آپریشنز میں شفافیت حاصل کی جاسکےاورا ہم سٹیک ہولڈرز کےاعمادیٹ اضافہ کیا جاسکے۔اس پالیسی کا مقصد ریشینی بنانا ہے کہا نگیز بکٹواورنان انگیز بکٹوڈائر بکٹرز جامع علافی کے معیار کے تحت عمل درآمد کریں جومیرے اور کمپنی کی رہنمائی اور کامیابی میں ان کے کردار کی بنیاد پر ہو۔

کوؤ آف کار پیوریٹ گورننس ہے متعلق بیان ساتھ منسلک ہے۔

بوردْ آف دْائر يكثرز

سمین کے موجودہ ڈائر میشرز کی مدت 28 اکتو بر 2019ء کوختم ہو جائے گی اور ضابط کے معیار کے مطابق بورڈ کی تشکیل نوکی منظوری اگلے امتخابات تکدی جائے گی۔

بورڈ آف ڈائز یکٹرزنو اراکین پرمشتل ہے۔جس میں مختلف ڈائز یکٹرز باضابطہ نمائندگی کرتے ہیں۔جس میں اسٹگز (کوڈ آف کارپوریٹ ٹورنس) ضوابط 2017ء کے تحت آزاد ڈائز یکٹر، نان انٹیز یکٹوڈائز یکٹرزاورا ٹیز یکٹوڈائز یکٹرزشامل ہیں۔بورڈ اہم انتظامی امور پر تھکت عملی وضع کرنے کا ذمہ دار ہے۔جس میں :ہم کاروباری سرگرمیوں اور قانون کے مطابق دیگر امور پڑمل در آرشامل ہیں۔ یہ فیصلے قائم شدہ معیار کے مطابق ان امور پر بحث کے بعد کئے جاتے ہیں: خدشات کانعین اور بنیادی جھائی کوزیٹورلانا۔بورڈ اخلاقی ہوایات کی گرانی کابھی ذمہ دار ہے۔

بورة اوراس كي كميثيون مين تبديليان

گذشتہ سال کی سالا تدرپورے سے سال 2018ء کے دوران بورؤ آف ڈائر کیٹرز کیٹر کیب میں مندرجہ ذیل تبدیلیوں کورپورٹ کرنے کے خواہش مند ہیں:

- 🗸 16 جولا ئي 2018ء ہے مؤثر محترم جمال افتخار کے جگه پرمحترم عامر محمود کو چیف ایگزیکٹو آفیسرمقرر کیا گیا۔
- اپریل 2018ء ہے مؤثر لیفٹنٹ جزل (ریٹائزڈ) سید پرویز شاہد کی جگہ پرمحتر معبدالواجد، نان ایگزیکٹو ڈائر بیٹر نے پیشنل بینک آف پاکستان
 معبدالواجد، نان ایگزیکٹو ڈائر بیٹر نے پیشنل بینک آف پاکستان
 معبدالواجد، نان ایگزیکٹو ڈائر بیٹر نے پیشنل بینک آف پاکستان
- ✓ 201 پریل 2018ء ہے مو ترمحتر م میاں ناصر حیات مگو کی جگہ محتر م زاہد انجم، نان ایکز کیٹوڈ ائر کیٹر نے فیصل بینک کمیٹیڈ کے nomine کے طور پر بورڈ میں شمولیت اختیار کی۔



ا ندرونی مالی کنشرولز

اندرونی تنفرول کامتحکم نظام تشکیل ویا گیا ہے اوراس کا کمپنی میں تمام سطحوں پراطلاق کیاجا تا ہے۔ کمپنی کے مقاصد، فعالی کارکردگی، قابل بھروسہ مالی رپورٹنگ اور قوانین وضوائط اور پالیسوں ریمل کوئیٹنی بنانے کے لئے اندرونی سنٹرول کا نظام ترتیب دیا گیا ہے۔

مالى الميثمنشر

سمپنی کے ٹویٹرزمیسرز،رطن سرفرازرجیما قبال رفیق، چارٹرا کا ویکنٹس نے کمپنی کی مالی اسٹیٹنٹس کا باضابطیۃ وَت کیا ہے اوران کی رپورٹ، ٹی اعینٹنٹس کے ساتھ نسلک ہے۔ کمپنی کے آؤیٹرزمیسرز،رطن سرفرازرجیم اقبال رفیق، چارٹرا کا وینٹنس نے اپنی آؤٹ رپورٹ میں 30 جون 2018ء کواعتنام پذیر مالی سال کے لئے کئی تحفظات کا اظہار کیا ہے۔ خوش ہے) اوران تحفظات پر بیرا کی طرز میں جاری رائے حسب ویل ہے:

آ ڈیٹرز کے تحفظات

- a) مانی اسیئٹٹ کے نوٹ 18 میں ری سٹر پچرؤٹرم فا کنانس فیسلٹی کوسٹٹر کیسٹ لون کے طور پر کمپنی کے انتظامات کو ظاہر کیا گیا ہے۔ پاک کویت انویسٹمنٹ کمپنی (پرائیویٹ) لمیٹیڈ کے علاوہ تمام سٹٹر کیسٹ بینک نے ری شیڈ وانگ اور ری سٹر پچرٹٹ معاہدے سائن کئے ہیں۔
- b) 2017ء کی آؤٹ دیورٹ میں رپورٹ کئے گئے 17.0 ملین روپے کے غیر موصول شدہ پیشکی زرکو مال بیا نہ سے کنوٹ 5.2.1 اور 29. بیان کیا گیا ہے۔ انتظامیہ نے اس پیشکی زرکوچیش کیا ہے جونا قابل وصول/ان ایڈ جسٹا ہم ڈائز کیٹرزاس قم کی لیک وقتی خصوصی گرانٹ کے ذریعے اس نقصان کا زالہ کیا ہے۔

جاراجواب

- a) پاک کویت انویسٹمنٹ کمپنی کمیٹر کے ہمراہ تمام بدیک پارٹرزئے ساتھ کمپنی مستخدم تعلقات استوار کرنے کے لئے کوشاں ہے۔ کمپنی مستلہ کے دوستانہ حل کے لئے آج کل پاک کویت انویسٹمنٹ کمپنی کمیٹر کے ساتھ بات چیت کررہی ہے تا کہ سنڈ کیسٹ میں دیگر بنٹنگ پارٹنرز کے ساتھ شرائط کو حتی شکل دی جائے اور بیامبدی جاتی ہے کہ حالیہ مالی سال میں بیرمسئلہ حل ہوجائے گا۔
 - b) پانٹ درمشینری کی خریداری کے لئے اوا کے گے واجب الوصول بینیگی زرکی مدیمی کمپنی نے 17.913 ملین روپے کی رقم کا بند دبست کیا ہے۔ نیجیاً، ناقص معیار کی وجہ کیا نے باترہ کی مدیمی کمپنی نے سپائرز ے213.184 ملین روپے کا پیٹیگی زروصول اورا ٹیرجسٹ کیا ہے۔ تاہم ، انتظامیہ کے کا مدیمی کمپنی نے سپائرز نے کمپنی کی 17,913,835 رک وجہ سے غیر موصول شد و پیٹیگی زرک تلائی کے لئے ڈائز کیئرز نے کمپنی کی 17,913,835 روپے کی حصوصی گرانٹ فراہم کی ہے۔

متعلقه يارثى لين دين

30 جون2018ء کواختنام پذیریالی سال کے دوران متعدقہ فریقین کے تمام لین دین کو جائزہ کی غرض ہے آؤٹ کمیٹی اور بورڈ کے سامنے رکھا گیااور نیتجنّا سے منظور کرایا گیا۔اس لین وین کا آؤٹ کمیٹی نے جائز دلیااور بورڈ نے انہیں منظور کیا۔ بیتمام لین وین (ٹرانز یکشنز)ٹرانسفر برائسنگ طریقہ کاراور بورڈ کی جانب سے متعلقہ یارٹیوں کی پالیسی کے تحت ہوئیں۔

ضابطهاخلاق

سمبنی! پے بنیادی اصولوں کے تحت اپنی انتظامیہ کے لئے اہم ترین کام کے طور پر کار پوریٹ گورنٹس کو بڑھانے کے سئے کوشال ہے۔ تا کے قصص داران ،صارفین اورسوسائٹ کے احتاد میں اضافہ ہواور پائیدارتر تی اور کاروباری اقدار حاصل کی جاسکین۔



CPEC کے تحت بنیا دی ڈھانچیہ کے نمایاں منصوبوں پر کام جاری ہے۔ترقیا تی فٹڈز کازیادہ استعال اور بڑی ہاؤسٹک سیموں کی تعمیر سے درمیانی مدت میں طلب کا گراف بڑھنے کی توقع ہے۔

طلب اوررسد میں فاصلہ کو مذنظر رکھتے ہوئے بھی ہڑی مقابلہ سازی کے بغیر کمپنی کے لئے اپنی پیداواراور فروخت کا حجم بڑھانے کے روشن امکانات ہیں۔

كاروبارى ساجى فرائض

سمپنی اپنی کار پوریٹ سوشل ذ مدداری (CSR) پالیسی کے تحت سوشل ایکشن پروگرام پڑمل پیراہے اورا یک منصوبہ ترتیب دیا ہے جس میں صحت کی بنیاد کی سبولیات ہستی بچوں اورطلبا کی غلاح/تعلیم ، اورمستی طبقات کے لئے فنڈ زشامل ہیں۔جونہی سمپنی اینے مطلوبہ پیداواری اہداف حاصل کرلے گی توان منصوبہ جات پڑمل شروع کردیا جائے گا۔

سمینی کاروبار کے ماحول پراثرات

a) صحت اور تحفظ کاانتظام

دوسٹ اسٹیلن کی تنصیبات گرین فیلڈ بلانٹ ہیں جس کو کمل طور پراسٹیل تیار کرنے والی عالمی اوارے کے تحت مرتب اور حاصل کیا گیا ہے۔روانگ ملز کی میخصوص سیریز دنیا بھر میں نصب کی گئی ہیں اور ان کا بہترین بیفٹی ٹریک ریکارڈ ہے۔ تمام بیفٹی معیارات اور طریقہ ہائے کاربہترین بین الاقوامی معیارات کے عین مطابق نافذ کئے گئے ہیں۔

b) ماحولياتى انتظامات كانظام

DSL اقرار کرتا ہے کہ پائنداً ستقبل کے لئے تیاری کے مل میں ماحول دوست افعال کوشامل کیا گیا ہے۔ یہی وجہ ہے کہ ہم نے شفاف مینونین کچرنگ عمل کویقینی بنانے کے لئے دو پہلوشامل کے میں:

ان میں سے ایک خاصیت وسنتے واٹرٹریٹنٹ بلانٹ ہے، جے اٹلی کے انجیئئر زنے تیار کیا ہے۔ یہ بلانٹ پانی نکالنے کے معیارات کومحدود کرتا ہے اورخصوصاً ضائع پانی میں تیل پرمشتل گھنے پن اورغیرضروری آئرن آ کسائیڈ اجز اکوفلٹر کرتا ہے۔ چونکہ آسٹیل کی تیاری میں زیادہ مقدار میں پانی استعال ہوتا ہے اس لئے جارے اردگروآ محدونسلوں کے لئے بانی کے ذکائر کوموافق بناتا ہے۔

کار بن اخراج کوکم کرنے کی غرض ہے، ہماری فرنیس اعلی انسولیشن سطح کویقنی بنانے کے لئے تیار کی گئی اور آ ٹومیٹڈسٹم ایندھن کی کم کھیت کویقینی بنا تا ہے۔خارج کیسوں سے ضائع حرارت کوحاصل کرنے کے لئے DSL ہیٹ ریکیو پیریٹراستعال کرتا ہے۔ یہ توانائی تازہ بھاپ کوحرارت دینے کے لئے استعال ہوتی ہے۔

c) كوالثي مينجمنث سستم

تصدیق شدہ میٹریل ٹمیٹ رپورٹ (MTC) حاصل کرنے کے بعد DSL کی جانب سے استعمال کیا گیا تمام میٹریل منظور کیا جا تا ہے۔DSL مصنوعات کی تصدیق اسکا کی سے ساتھاں کی کھر بیٹن الاقوائی ASTM (امریکن سوسائی برائے ٹیسٹنگ PSQCA (پاکستان اسٹینڈرڈ زائیڈ کوالٹی کنٹرول اتھارٹی) کرتی ہے۔ تیار مصنوعات کی خصوصیات کو تصوصیات کو کیسٹنگ میٹریلز) اور یو کے کیٹرز -BS-4499 (برطانوی معیار برائے ری انفورسڈ اسٹیل ری بارمعیارات) کے تحت ما پاجا تا ہے۔ ری بارمیٹریل کی خصوصیات مخصوص لیب میں عالمی معیار کی میٹسائل ٹیسٹنگ مشین کے ذریعے ٹیسٹ کی جاتی ہیں۔



پوری ہوجا ئیں گی تو آئندہ سال میں موافق سیز سائکل کو حاصل کر ناممکن ہوجائے گا۔

خطرات يرقابويانا

موافق ترقی کودرست ست دینے اور خطرات کی بروقت آگاہی اور تدارک کے ذریعے انظامات کومتوازان کرنے کے لئے کمپنی نے خطرات برقابو پانے کے لئے ایک ڈھانچ تھکیل دیا ہے۔کاروباری امور سے متعلقہ خطرات سے نیٹنے کے لئے رسک پنجمنٹ پالیسی ہر شعبہ کوایک ہدف مقرر کرتی ہے جومناسب اقدامت اٹھانے اور خطرات پر قابو پانے کے لئے اپنی خود مقار سرگرمیوں پڑمل درآمد کی ذمہ داری ہے۔

وابتنكى مين ناگز برتبديليان

بیکنس شیٹ سے متعلقہ مالی سال کے اختتا م اوراس رپورٹ کی مقررہ تاریخ کے دوران کمپنی کی مانی حالت پراٹر انداز ہونے والی کوئی بھی ناگز برتبر بلیوں اور وابستگیوں میں کوئی فرق واقع نہیں ہوا ہے۔

مستقبل کے امکانات ،خدشات اورشبہات

حالیہ برسوں میں عوامی فلاح کے سڑکوں، بلوں، پاور پلائٹس وغیرہ جیسے بنیادی ڈھانچہ اور تھی تھیراتی سرگرمیوں کے احیائے منصوبوں میں کثیررتوم کی وجہ سے پاکستان کی لوہ اور اسٹیل انڈسٹری میں نمایاں ترقی سامنے آئی ہے۔ سٹیٹ بینک آف پاکستان کے مطابق اسٹیل مصنوعات کی طلب ولی سال 2018ء میں انتہائی مستحکم رہی جس کی بنیاوی وجہ سے تجی شعبہ کے بنیاوی ڈھانچے منصوبوں اور ہاؤسٹگ سکیموں میں تجی سروایہ واری ہے۔

رسد کے معاملہ میں ، بکلی کی موزوں دستیا بی نے صنعت کا روں کوغیر معمولی حد تک اپنی صلاحیت بڑھ نے کے قائن بنایا ہے۔ مالی سال طلب ورسد کا با بھی موافق عمل کی وجہ سے مالی سال 2017ء کے پہلے نصف حصہ میں 15.6 فی صداخنا فیہ ہوا۔ دوسری جانب ، اسٹیل کی درآ مد میں اسٹیل کی پیداوار میں 7.1 فی صداخنا فیہ ہوا۔ دوسری جانب ، اسٹیل کی درآ مد میں سالہا سال 2018ء کے پہلے نصف حصہ میں 76.0 فی صد کی درآ مد میں سالہا سال کی بنیاد پر 1.1 بلین ڈالر کا اضافے ہوا۔ لو ہے اور اسٹیل سکریپ کی درآ مد میں بھی نمریا ہی اور ٹرانسپورٹ سے شعبہ سے بڑھتی ہوئی طلب سکریپ کی درآ مد کی ایک بڑھی وجہ شرح ہے 777 ملین ڈالر رہی۔ تیار مصنوعات پر ریگولیئر کی اور اینٹی ڈمیٹ کی اطلاق اور تغییراتی اورٹرانسپورٹ سے شعبہ سے بڑھتی ہوئی طلب سکریپ کی درآ مد کی ایک بڑھی وجہ

پاکستان سرمایدداری سے لیس پیداواری سائنگل کے دھانے پر ہے جس کی بنیاد چین کی جانب سے بنیاد کی ڈھانچہ میں سرماید داری ہے۔معیشت اور بنیاد کی ڈھانچہ میں ترقی کا آغاز پاک چین اقتصادی راہداری (CPEC) کی بڑے پیانے پروسعت سے ہوا ہے۔ کمپنی کا موافق محل وقوع اور عالمی معیار کی ٹیکنالو بی CPEC کے زیرا ہتمام مواقعوں سے مستنفید ہونے کے لئے درست حالت میں ہے۔

کمپنی کواعلی معیار کی اسٹیل ری بارے متعلقہ فوا کد سے صارفین کوآگاہی پہنچانے اوران اعلی معیار کوملک مجریس نافذکرنے کے مشکل عمل کا سامنا ہے۔ اس انڈسٹری میں کمپنی کوچھوٹے اور منتظر صنعت کا روں سے منفر دمقام دلانا بھی انتبائی اہمیت کا حال ہے۔ درآ مد سے مغلوب انڈسٹری کی حثیبت سے اسٹیل کی سپلائی چین غیر شخک ہے البتہ یہ عالمی اسٹیل کی رسد میں اتا ر چڑھاؤ پر محصر ہے۔ ملک کا کرنٹ اکا وَنٹ خسارہ ، پاکستانی روپے کی کم قدری اوراضافی امپورٹ بل صنعت پر شنی اثرات مرتب کرسکتا ہے۔ عدم استحکام کے نتیج میں خدشات کو کم کرنا اور بین سپلائی چین کی مجموعی صلاحیت کو بہتر کرنا کہ بی الاقوامی سطح پر لاگت کو کم کرنا اور اپنی سپلائی چین کی مجموعی صلاحیت کو بہتر کرنا کہ بی معیار کے ذریعے بڑھا سکتہ ہے۔

اور در آمدات پر انحصار کو کم کر کے مجموعی اسٹیل انڈسٹری میں حوصلہ افزائر تی کواعلی معیار کے ذریعے بڑھا سکتہ ہے۔



شيئر ہولڈرز کوڈ ائر یکٹر کی رپورٹ

معززاراكين

السَّلا معليكم!

بورڈ کے ساتھیوں کی جانب سے میں آپ کو کپنی کے پندرہویں (15 ویں) سالانہ اجلاس عام میں خوش آمدید کہتا ہوں۔اور 30 جون2018 وکو اختتام پذیر سال کے لئے کپنی کی سالانہ رپورٹ مجمعہ بڑتال شدہ مالی الشیمنٹس آپ کے سامنے پیش کرتا ہوں۔

ہم خصص داران کوآگاہ کرنے میں خوثی محسوں کرتے ہیں کہان کی کمپنی نے 28 فروری 2018ء کواپے تنجارتی امورکا آغاز کردیا ہے۔ پیدادار کےاستحکام میں بہتری اور نیار مصنوعات کا معیار تو قعات ہے کہیں زیادہ ہے۔ کمپنی کی ، لی کارکرد گی حسب ذیل رہی:

| 30 جون 2017ء (پاکستانی رو پوں پیس) | 30 يون2018ء (پاڪتاني روپوں ميں) | تقصلات |
|---------------------------------------|------------------------------------|---------------------------|
| - | 375,625,582 | سيل |
| - | (359,332,798) | فروخت پرلاگت |
| - | 16,292,784 | مجموی نفع/ (نقصان) |
| (87,472,329) | (83,676,717) | فروخت اورا نظا می اخراجات |
| (167,933) | (21,174,919) | قرضول برلاگت |
| 6,149,967 | 20,931,582 | ويگرآ پريئنگ آمدني |
| (81,490,295) | (67,627,270) | خساره بمعة نيكس |
| - | (35,548,802) | فيكسيشن |
| (81,490,295) | (103,176,072) | خياره علاوه تيكس |

كاروباري جائزه

گذشتہ سال کی اس مدت میں (0.36) روپ فی حصص آمدنی کے مقابلہ میں رواں سال فی حصص آمدنی (0.33) روپ دہی کہنی نے حال ہی میں اپ تجارتی امور کا آغاز کیا ہے اور پیداواری عمل تیزی سے بڑھ رہا ہے تاہم کمپنی کاروباری سرمایہ میں کی وجہ سے فی الحال اپنے مطلوبہ اہداف حاصل نہیں کر پائی۔ اس لئے ، کمپنی اپنے ماضی سے خسارہ کو نفع میں تبدیل نہیں کر پائی۔ اس لئے ، کمپنی اپنے مصلی کا مطال کے دیا اور 30 جون 2018ء تک کمپنی کی حالیہ شرح کر پائی۔ اہذا کہنی اپنے حصص داران کے لئے کسی منافع منقسمہ یا بولس حصص کا اعلان کرنے سے قاصر ہے۔ طویل مدتی قرض ایکو بٹی اور 30 جون 2018ء تک کمپنی کی حالیہ شرح میں بہتری آئی ہے۔ ہم پڑا مید ہیں کہ آئندہ مالی سال کے دوران اپنی پیداوار میں اضافہ اور مالی کارکردگی میں بہتری لانے کے قابل ہوجائے گی۔

فعالی کار کردگی

چونکہ کمپنی نے28 فروری2018ء کواپی تجارتی پیداوار کا آغاز کیا ہے لبذا موافق پیداواری سطح عبور نہ کرنے کی وجہ سے مناسب منافع اور قابل قبول کیش فلوکا حصول ممکن نہ ہوسکا۔منڈی کی متغیر طلب کو پورا کرنے کے لئے ری بار کی کثیر اقسام اور پیداوار ہیں اضافہ کے لئے کمپنی پرعزم ہے۔جونہی تیاراشیا کی بیانوینٹری کمل اور صارفین کی ضروریات موزوں انداز ہیں



CODE OF CONDUCT

PREAMBLE

Every Company employee receives a personal copy of our Code of Conduct at the time of employment. This is the code to which the company is committed. The maintaining the highest standards of conduct and ethical behavior is morally right and legally required and requires the personal commitment of every Director and Employee.

This Code of Conduct is a guide to the ethical conduct for directors and Employees of the Company. The Code also aims at informing the public of the principles to which the Company's employees subscribe. The code further signifies that Director and employees shall abide by proper and legal business practices, and perform under a standard of professional behavior that adheres to high principles of ethical conduct on behalf of the public, clients, employees etc.

POLICY STATEMENT

It is the policy of the Company to follow the highest business ethics and standards of conduct. It is the obligation of every employee to be a responsible employee: that is to be honest trustworthy conscientious, and dedicated to the highest standards of ethical business practices

RESPONSIBILITIES TO THE SHAREHOLDERS OF THE COMPANY

A primary obligation of directors and Employees is to serve the shareholders' interest. While the definition of the shareholders' interest changes through ongoing debate, an employee owes faithfulness to a responsibly derived concept of the Shareholders' interest.

THE DIRECTOR' RESPONSIBILITIES TO EMPLOYEES

As an employer, the Board of Directors' has certain responsibilities to its employees, and shall strive to.

- 1) Company with all applicable employment/labor laws and regulations.
- 2) Provide a safe work environment in compliance with all-applicable laws and regulations
- 3) Appropriately acknowledge work performed by employees.
- 4) Provide opportunities for the professional growth and development of employees.
- 5) Develop clear lines of communication between employer and employee, and provide employees with a clear understanding of their responsibilities: and
- 6) Consistently maintain fair, equitable, and professional conduct toward its employees.

RESPONSIBILITIES OF EMPLOYEES TO THE COMPANY

- 1. Employees shall conduct their employment activities with the highest principles of honesty, integrity, truthfulness and honor. To this end, employees are to avoid not only impropriety, but also the appearance of impropriety
- 2. Employees have a legal, moral and ethical responsibility to report to the Company, or the appropriate authorities, known or suspected violations of law, regulations, or corporate policy, including the Company's Standards of Conduct.
- 3. Employees shall not make, recommend, or cause to be taken any action known or believed to be in violation of any law, regulation or corporate policy.
- 4. Employees shall not make, recommend, or cause to be made any expenditure of funds



known or believed to be in violation of any law, regulation or corporate policy.

- 5. Employees shall not use their position in employment to force, induce, coerce, harass, intimidate, or in any manner influence any person, including subordinates, to provide any favor gift or benefit whether financial or otherwise, to themselves of others.
- 6. In business dealings with government entities, whether Pakistan or foreign, employees shall not provide or offer to provide, any gratuity, favor or other benefit to government employees, or engage in any other activity which could improperly influencing, their decisions or activities. All such activities with the governmental agencies shall be conducted strictly on an arm's length, basis.
- 7. Employees representing the Company to third parties shall not allow themselves to be placed in a position in which actual or apparent conflicts of interest exists. Such conflicts of interest may arise appear to arise or appear to arise, by reason of the employees' acceptance of gratuities, favors or other valuable benefits which could improperly influence or reasonably be interpreted as improperly influencing sound business decisions. All such activities shall be conducted strictly on an arm's length, business basis.
- 8. Employees will exercise great care in situations in which a pre existing personal relationship exists between an employee and an industry representative or Government employee or official of an agency with whom the Company has an existing or potential business relationship. In such a situation the employee shall immediately report the relationship to management and pending further direction by the Company, the employee shall take no further action associated with the business in which the personal relationship exists. Where there is any doubt as to the propriety of the relationship, the employee shall report the relationship to management so as to avoid even the appearance of impropriety.
- 9. Employees shall not engage in outside business activities, either directly or indirectly, with a client vendor, supplier or agent of the Company, or engage in business activities, which are inconsistent with or contrary to the business activities of the Company.
- 10. The employees should observe the time of arrival and leaving of office as determined by Human Resource Department of the Company: and
- 11. Employees shall not use or disclose the Company's business secrets, proprietary or confidential information, or any other confidential information gained in the performance of Company duties as a means of making private profit, gain or benefit.

SUMMARY

The Company's reputation and its actions as a legal entity depend on the conduct of its Directors and employees. Each Director and employee must commit to act according to the highest ethical standards and to know and abide by applicable laws. We all must assure that our personal conduct is in line with above reproach and complies with the highest standards of conduct and business ethics

We also have no obligation to issuer that the conduct of those who work for and around us comply with the above standards

The Company's Code of Conduct and Standards of Conduct will be enforced at all levels fairly and without prejudice.



54-P, Gulberg II. Lahore-54660, Pakistan. Tel: +92-42-35875965-67 Fax: +92-42-35758621 E-Mail: rsrir.po.lhr@gmail.com rsrirlhr@brain.net.pk Other Offices: Islamabad-Karachi

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Dost Steels Limited Review Report on the Statement of Compliance contained in Listed Companies (Code of Corporate Governance) Regulations, 2017

We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2017 (the Regulations) prepared by the Board of Directors of Dost Steels Limited for the year ended 30 June 2018 in accordance with the requirements of regulation 40 of the Regulations.

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

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

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

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended 30 June 2018.

Further, we highlight below instances of non-compliance with the requirements of the Regulations as reflected in the paragraph reference where these are stated in the Statement of Compliance:

Paragraph

Reference

Paragraph 9 i. ii.

Paragraph 12

Description

Directors' Training Program Composition of Committees

Rahman Sarfaraz Rahim Iabal Rafia,

CHARTERED ACCOUNTANTS

Engagement Partner: Rashid Rahman Mir

Lahore: 28 September 2018



STATEMENT OF COMPLIANCE WITH LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2017

DOST STEEL LIMITED ("THE COMPANY") FOR THE YEAR ENDED JUNE 30, 2018

Dost Steels Limited ("the Company") has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2017 ("the Regulations") in the following manner:

- 1. The total number of directors are nine as per the following:
- a. Male: Nine b. Female*: Nil

*Subsequent to reporting date; the Company has appointed a female non-executive director in place of an Executive Director with effect from 09 August 2018 in order to comply with the requirements of the Regulations.

2. The composition of the Board of Directors ("the Board") is as follows:

| Category | Names | | | |
|-------------------------|---|--|--|--|
| Independent Director* | Mr. Syed Adnan Ali Zaidi | | | |
| Non-Executive Directors | Mr. Naim Anwar (Chairman) | | | |
| | Mr. Amir Mahmood | | | |
| | Mr. Mustafa Jamal Iftakhar | | | |
| | Mr. Abdul Wajid ** (Nominee of National Bank of | | | |
| | Pakistan) | | | |
| | Mr. Zahid Anjum ** (Nominee of Faysal Bank | | | |
| | Limited) | | | |
| Executive Director | Mr. Jamal Iftakhar (CEO) | | | |
| | Mr. Zahid Iftakhar | | | |
| | Mr. Saad Zahid | | | |

^{*}Number of Independent Directors as prescribed by the Regulations, shall be implemented in accordance with the timeline given in proviso of Regulation 6 of the Regulations, i.e. not later than expiry of its current term pursuance to provisions of the Regulations.

- 3. The directors have confirmed that none of them is serving as a director on more than five listed companies, including this Company (excluding the listed subsidiaries of listed holding companies where applicable).
- 4. The Company has prepared a Code of Conduct and has ensured that appropriate steps have been taken to disseminate it throughout the Company along with its supporting policies and procedures.
- 5. The Board has developed a vision/mission statement, overall corporate strategy and

^{**}Mian Naseer Hyatt Maggo and Lt. General (R) Syed Parwez Shahid Directors of the Company resigned with effect from 16 April 2018. Mr. Abdul Wajid, Nominee Director of National Bank of Pakistan, Mr. Zahid Anjum, Nominee Director of Faysal Bank Limited were appointed as Directors of the Company to fill the casual vacancies in the office of directors with effect from April 24, 2018.



significant policies of the Company. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.

- 6. All the powers of the board have been duly exercised and decisions on relevant matters have been taken by the board /shareholders as empowered by the relevant provisions of the Act and these regulations.
- 7. The meetings of the Board were presided over by the Chairman and, in his absence, by the Board for this purpose. The Board has complied with the requirements of the Act and the Regulations with respect to frequency, recordings and circulating minutes of meeting of the board.
- 8. The Board of Directors have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.
- 9. The Board has arranged Directors Training Program during the year for the following:
 - a. Mr. Jamal Iftakhar
 - b. Mr. Amir Mahmood

Presently 5 directors have completed DTP and remaining directors would complete DTP within the prescribed time line given in these regulations.

- 10. The Board has approved appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations.
- 11. Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board.
- 12. The Board has formed committees comprising of members given below:

Audit Committee

Mr. Amir Mahmood (Chairman)

Mr. Syed Adnan Ali Zaidi

Mr. Zahid Iftakhar

Chairman audit committee is a non executive director

HR AND REMUNERATION COMMITTEE

Mr. Syed Adnan Ali Zaidi (Chairman) Mr. Jamal Iftakhar Mrs. Saad Zahid

The Board, in order to align these committees with these regulations, has reconstituted Audit committee and Human Resource & Remuneration committee in board meeting held on 9th August 2018 where Mr. Jamal Iftakhar and Mr. Saad Zahid have tendered resignations as member committees of the Board and Mr. Amir Mahmood and Mrs. Mona Zahid have been



appointed as members of .Human Resource & Remuneration committee Moreover, Mr. Amir Mahmood and Mr. Zahid Iftakhar have submitted their resignations as member of Audit committee and Mr. Naim Anwar and Mr. Mustafa Jamal Iftakhar have been appointed as members of Audit committee.

- 13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committee for compliance.
- 14. The frequency of meetings of the aforesaid committees were as per following:
 - a) Audit Committee: (4) quarterly meetings during the year.
 - b) HR and Remuneration Committee: Once during the year.
- 15. The Board has set up an effective internal audit function who are considered suitably qualified and experienced for the purpose and are conversant with policies and procedures of the Company.
- 16. The statutory auditors of the Company confirmed that they have been given a satisfactory rating under the quality control review program of the Institute of Chartered Accountants of Pakistan ("the ICAP") and registered with Audit Oversight Board of Pakistan, that they or any of the partners of the firm, their spouses and minor children do not hold shares of the Company and that the firm and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP.
- 17. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, these Regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regards.
- 18. We confirm that all other requirements of the Regulations have been complied with.

For and on behalf of the Board

Dost Steels Limited

Amir Mahmood

Chief Executive Officer

Jamal Iftakhar Director

Naim Anwar Chairman



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INDEPENDANT AUDITOR'S REPORT

To the Members of Dost Steels Limited Report on the Audit of the Financial Statements

Opinion

We have audited the annexed financial statements of **DOST STEELS LIMITED (the Company)**, which comprise the statement of financial position as at 30 June 2018, and the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit.

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes forming part thereof conform with the accounting and reporting standards as applicable in Pakistan and give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at 30 June 2018 and of the loss and other comprehensive loss, the changes in equity and its cash flows for the year then ended.

Basis for Opinion

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

Emphasis of Matter

Without qualifying our opinion on these points, we draw attention to:

- a) Note 18 to the financial statements which describes the Company's arrangement of Restructured Term Finance Facilities as Syndicated Loan. All the syndicate banks except Pak Kuwait Investment Company (Private) Limited have signed the rescheduling and restructuring agreement.
- b) Note 5.2.1 & 29.1 to the financial statements regarding unrecovered advances of Rs. 17.9 million as reported in audit report of 2017. Management have provided for these advances



which have remained unrecovered/unadjusted, however directors have compensated for the loss by making one time special grant of the amount to resolve the matter.

Key Audit Matters

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

Following are the Key audit matters:

| Sr. | Key audit matters | How the matter was |
|-----|--|--|
| No. | | addressed in our audit |
| 1 | First time application of third and fourth schedules to the Companies Act, 2017 | Our audit procedures included the following: |
| | In view of promulgation of the Companies Act 2017, the third and fourth schedules to the Companies Act, 2017 became applicable for the first time for the preparation of the Company's annual financial statements for the year ended June 30, 2018. | Obtained understanding of the requirements regarding preparation, disclosure and filing of financial statements applicable to the Company and assessed the design and operation of its key controls over preparation and filing of financial statements. |
| | The Companies Act, 2017 (including third and fourth schedules) forms an integral part of the statutory financial reporting framework as applicable to the Company and amongst others, prescribes the nature and content of disclosures in relation to various elements of the financial statements, particularly change in accounting policy regarding surplus on revaluation of property. | Reviewed minutes of meetings of Board of Directors, Audit Committee and internal audit reports for any recorded instances of potential noncompliance and maintained a high level of vigilance when carrying out other audit procedures for indication of non - compliance. |
| | The changes are considered as a key audit matter in view of the significant changes in disclosures in the financial statements and failure in compliance may have financial & reputational impact. Refer note 3.5 to the financial statements. | Reviewed financial statements to ensure completeness and accuracy of disclosures in the financial statements to ensure compliance with reporting and disclosure requirements of Companies Act, 2017. |



| Sr. | Key audit matters | How the matter was | |
|-----|--|--|--|
| No. | | addressed in our audit | |
| 2 | Carrying Value of Property, Plant & Equipment | Our audit procedures to assess the carrying value of property, plant & equipment (PPE) includes the following: | |
| | The Company has commenced production in the current year as a result of which it has recognized/transferred significant capital work-in-progress to property, plant & equipment (PPE) which includes machineries, civil works, land development costs. The carrying value of PPE as at 30 June 2018 is Rs. 2.623 billion. | Evaluating the design, implementation and effectiveness of controls over the completeness, existence and accuracy of PPE including the degree of oversight exercised by those charged with governance on such controls. | |
| | There are number of areas where management judgment impacts the carrying value of PPE and the related depreciation profiles. These include but not limited to: Determination of costs which meets the cost of capitalization; | Assessing on sample basis, costs capitalized during the year by comparing the costs capitalized with relevant underlying documentation and assessing whether the costs capitalized met the relevant criteria for capitalization. | |
| | Determination of date on which the capital work in progress is transferred to property, plant and equipment and depreciation commences; Estimation of useful economic lives and residual values assigned to property, plant and equipment. We consider the carrying value of property, plant and equipment as Key Audit Matter | Evaluating the reasonableness of transfer of Capital Work in Progress to PPE by examining relevant completion certificates and physically verifying on test basis assets on site. Evaluating management's estimations and assumptions regarding useful economic lives and residual values by considering practices adopted in the wider | |
| | because of materiality of amounts and degree of management judgement involved. Refer note 5 to the financial statements. | steel manufacturing industry. | |

Information Other than the Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the financial statements, our responsibility is to read the other



information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Financial Statements

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

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

Board of directors are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs as applicable in Pakistan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs as applicable in Pakistan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our



conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the board of directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

- a) proper books of account have been kept by the Company as required by the Companies Act, 2017 (XIX of 2017);
- b) the statement of financial position, the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes thereon have been drawn up in conformity with the Companies Act, 2017 (XIX of 2017) and are in agreement with the books of account and returns:
- c) investments made, expenditure incurred and guarantees extended during the year were for the purpose of the Company's business; and
- d) no zakat was deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980).

The engagement partner on the audit resulting in this independent auditors' report is Rashid Rahman Mir.

Rahman Sarfaraz Rahim Iqbal Rafiq CHARTERED ACCOUNTANTS

LAHORE: 28 September 2018



STATEMENT OF FINANCIAL POSITION AS AT JUNE 30, 2018

| | Note | 2018 <u>Rupees</u> | 201 <i>7</i> <u>Rupees</u> |
|---|----------|--------------------------------|--------------------------------|
| <u>ASSETS</u> | | <u></u> | <u></u> |
| Non-Current Assets | | | |
| Property, plant and equipment | 5 | 2,623,317,967 | 2,363,043,780 |
| Long term security deposits | 6 | 40,881,345 | 13,910,345 |
| Deferred tax assets | 7 | - | - |
| Current Assets | | 2,664,199,312 | 2,376,954,125 |
| Current Assets | 5.0 | 0.050.107 | |
| Stores and spares Stock in trade | 5.2 | 8,852,127 | - |
| | 8 9 | 256,501,970 | - |
| Trade debtors | | 112,743,907 | 1 170 000 |
| Current portion of Long term security deposits | 6 | 1,170,000 | 1,170,000 |
| Advances | 10 | 52,542,030 | 3,386,543 |
| Short term prepayments | 11 | 764,019 | 17.40/ |
| Interest accrued | 12 | 8,703 | 17,406 |
| Other receivable | 13 | 5 071 500 | 1 505 022 |
| Taxes refundable/adjustable Cash and bank balances | 1.4 | 5,971,520 | 1,595,033 |
| Cash and bank balances | 14 | 31,491,873 | 781,199,806 |
| | | 470,046,149 | 787,368,788 |
| TOTAL ASSETS | | 3,134,245,461 | 3,164,322,913 |
| EQUITY | | | |
| Share Capital and Reserves | | | |
| Authorized Share Capital | | | |
| 320,000,000 (June 30, 2017 : 320,000,000) | | 3,200,000,000 | 3,200,000,000 |
| Issued, subscribed and paid up capital | 15 | 3,157,338,600 | 3,157,338,600 |
| Discount on issue of right shares | 16 | (1,365,481,480) | (1,365,481,480) |
| Accumulated losses | 10 | 1 | ` 1 |
| Total Equity | | (685,107,074) 1,106,750,046 | (582,011,667) 1,209,845,453 |
| • • | | 1,100,730,046 | 1,207,043,433 |
| LIABILITIES | | | |
| Non-Current Liabilities | | | |
| Advance for issuance of shares-unsecured | 17 | 358,100,019 | 358,100,019 |
| Long term financing - secured | 18 | 783,125,777 | 815,728,583 |
| Markup accrued on secured loans | 19 | 614,940,264 | 614,940,264 |
| Deferred Liabilities | 20 | 37,263,201 | 4,243,275 |
| Current Liabilities | | 1,793,429,261 | 1,793,012,141 |
| Trade & other payables | 21 | 85,226,679 | 23,233,120 |
| Accrued Markup | 22 | 8,318,854 | 4,215,915 |
| · | | | |
| Short term borrowings - unsecured Current and overdue portion of long term borrowings | 23 18 | 94,481,181 41,344,120 | 112,395,016 21,621,268 |
| Provision for Taxation | 10 | | 21,021,200 |
| TOVISION TO TOXUNON | | 4,695,320 234,066,154 | 161,465,319 |
| Contingencies and Commitments | 24 | ∠3 4 ,∪00,134 | 101,403,319 |
| Total Liabilities | | 2,027,495,415 | 1,954,477,460 |
| TOTAL EQUITY AND LIABILITIES | | | 3,164,322,913 |
| IOIAL LOUIT AND LIABILITIES | | 3,134,245,461 | 3,104,322,713 |

The annexed notes 01 to 42 form an integral part of these financial statements.

ief Executive Officer Chief Financial Officer



STATEMENT OF PROFIT OR LOSS FOR THE YEAR ENDED JUNE 30, 2018

| | Note | 2018 <u>Rupees</u> | 2017 <u>Rupees</u> |
|-------------------------------------|------|-----------------------|-----------------------|
| Sales | 25 | 375,625,582 | - |
| Cost of sales | 26 | (359,332,798) | - |
| Gross profit | | 16,292,784 | - |
| Administrative and selling expenses | 27 | (83,676,717) | (87,472,329) |
| Finance cost | 28 | (21,174,919) | (167,933) |
| Other operating income | 29 | 20,931,582 | 6,149,967 |
| Loss before taxation | | (67,627,270) | (81,490,295) |
| Taxation | 30 | (35,548,802) | - |
| Loss after taxation | | (103,176,072) | (81,490,295) |
| Loss per share - basic & diluted | 31 | (0.33) | (0.36) |

The annexed notes 01 to 42 form an integral part of these financial statements.

Chief Executive Officer

Chief Financial Officer



STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED JUNE 30, 2018

| | 2018 <u>Rupees</u> | 2017 <u>Rupees</u> |
|---|-----------------------|-----------------------|
| Loss after tax for the period | (103,176,072) | (81,490,295) |
| Other comprehensive income | | |
| Items that will not be reclassified to profit or loss | | |
| Remeasurement of staff gratuity Deferred Tax impact of Remeasurement | 113,612 (32,947) | 472,596 - |
| Items that may be reclassified to profit or loss | - | - |
| Total comprehensive loss for the year | (103,095,407) | (81,017,699) |

The annexed notes 01 to 42 form an integral part of these financial statements.

Chief Executive Officer

Chief Financial Officer



STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED JUNE 30, 2018

| | lssued, subscribed and paid up capital | Discount on issue of right shares | Accumulated losses | Total |
|---------------------------------------|---|-----------------------------------|--------------------|-----------------|
| | | Ru | pees | |
| Balance as at July 01, 2016 | 674,645,000 | - | (500,993,968) | 173,651,032 |
| Right shares issued during the period | 2,482,693,600 | - | - | 2,482,693,600 |
| Discount on right shares issued | - | (1,365,481,480) | - | (1,365,481,480) |
| Total comprehensive loss for the year | - | - | (81,017,699) | (81,017,699) |
| Balance as at JUNE 30, 2017 | 3,157,338,600 | (1,365,481,480) | (582,011,667) | 1,209,845,453 |
| Total comprehensive loss for the year | - | - | (103,095,407) | (103,095,407) |
| Balance as at JUNE 30, 2018 | 3,157,338,600 | (1,365,481,480) | (685,107,074) | 1,106,750,046 |

The annexed notes 01 to 42 form an integral part of these financial statements.

Chief Executive Officer

Chief Financial Officer



STATEMENT OF CASH FLOWS FOR THE YEAR ENDED JUNE 30, 2018

| | | 2018 | 2017 |
|--|------|---------------|---------------|
| 1 | Note | Rupees | Rupees |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Loss before taxation | | (67,627,270) | (81,490,295) |
| Adjustments for non cash items: | | | |
| Depreciation | | 11,498,130 | 1,278,612 |
| Finance cost | | 21,174,919 | 167,933 |
| Provision for gratuity | | 3,229,694 | 2,842,310 |
| Bad debts provision | | 17,913,835 | 1,200,000 |
| Creditors written back | | - | (5,543,350) |
| One time special grant from Directors | | (17,913,835) | - |
| Interest income | | (2,091,117) | (606,617) |
| | | 33,811,626 | (661,112) |
| Operating cash flow before working capital changes | | (33,815,644) | (82,151,407) |
| Working capital changes: | | | |
| (Increase) / Decrease in current assets: | | | |
| Stores and spares | | (8,852,127) | - |
| Stock in trade | | (256,501,970) | - |
| Trade debtors | | (112,743,907) | - |
| Advances | | (49,155,487) | (1,691,128) |
| Short term prepayments | | (764,019) | 3,446,500 |
| Tax refund due from government | | (4,376,487) | (679,110) |
| Increase / (Decrease) in current liabilities: | | | |
| Trade and other payables | | 61,993,559 | (1,209,523) |
| Cash (outflow) from working capital | | (370,400,438) | (133,261) |
| Cash (used in) operations | | (404,216,082) | (82,284,668) |
| Gratuity Paid | | (874,025) | - |
| Finance cost paid | | (52,263,552) | (56,347,547) |
| Taxation Paid | | (108,560) | |
| Net cash (used in) operating activities | | (457,462,219) | (138,632,215) |
| CASH FLOW FROM INVESTING ACTIVITIES | | | |
| Fixed capital expenditure | | (254,494,580) | 105,620,615 |
| Long term security deposits | | (26,971,000) | 410,000 |
| Interest received | | 2,099,820 | 1,110,831 |
| Net cash (used in) / generated from investing activities | | (279,365,760) | 107,141,446 |
| CASH FLOW FROM FINANCING ACTIVITIES | | | (000 500 170) |
| Advance received against issuance of shares | | - | (328,503,173) |
| Receipts against Issuance of Right Shares | | - | 1,117,212,120 |
| Repayment of long term financing - secured | | (12,879,954) | (49,226,604) |
| (Repayment) / Receipt of short term borrowings- unsecured | | | 66,702,783 |
| Net cash (used in) / generated from financing activities | | (12,879,954) | 806,185,126 |
| Net (decrease)/increase in cash and cash equivalents during the year | | (749,707,933) | 774,694,357 |
| Cash and cash equivalents at beginning of the year | | 781,199,806 | 6,505,449 |
| Cash and cash equivalents at the end of the year | 14 | 31,491,873 | 781,199,806 |

The annexed notes 01 to 42 form an integral part of these financial statements.

Chief Executive Officer

Chief Financial Officer