MetaTech
TRADING LIMITED

Formerly MetaTech Health Limited

Annual Report 2023

CONTENT

Vision Statement

We are committed to thrive towards profitable customer-driven and socially responsible organization. We aim to become the leaders of our industry and set benchmark for others.

Mission Statement

We strive to be the best marketer/trader and want to serve as an industry standard. We empower our employees for continuous growth and enable them to ensure success for our stakeholders.

We will fairly compete in quality, technology, operational expertise, while ensuring sound financial and sustainable growth of the Company for the sake of its stakeholders and reputation.

Company Information

Board of Directors

1.	Dr. Zahid Mahmood	Chairman
2.	Mr. Mansoor Ahmed Soomro	Chief Executive Officer
3.	Ms. Maaria Ahmad	Non-Executive Director
4.	Hafiz Muddassir Alam	Non-Executive Director
5.	Ms. Farzin Khan	Independent Director
6.	Mr. Muhammad Iqbal	Independent Director
7.	Mr. Usman Ali Shah	Independent Director

Audit Committee

1.	Ms. Farzin Khan	Chairman
2.	Mr. Mansoor Ahmed Soomro	Member
3.	Ms. Maaria Ahmad	Member
4.	Mr. Muhammad Usman	Secretary

Human Resource and Remuneration Committee

1.	Mr. Muhammad Iqbal	Chairman
2.	Hafiz Muddasir Alm	Member
3.	Mr. Usman Ali Shah	Member
4.	Mr. Muhammad Usman	Secretary

Company Secretary & CFO	Mr. Muhammad Usman
Auditors	Kreston Hyder Bhimji & Co. Chartered Accountant
Legal Advisor	Azzizuddin & Shahid Law Associates
Registrar	Digital Custodian Company Limited 508, LSE Plaza, Kashmir Egerton Road, Lahore
Registered Office	Office # 505, 5TH Floor, LSE Building, Aiwan-e-Iqbal, Lahore.

Code of Corporate Governance

The requirements of the Code of Corporate Governance, as introduced by the Securities and Exchange Commission of Pakistan (and set out by the Pakistan Stock Exchange Limited in its Listing Rules), have been duly complied with. A statement to this effect is annexed with the report.

Compliance with Code of Corporate Governance

In compliance with the Code, the Board of Directors of your Company states that:

- The financial statements, prepared by the management of your company, fairly present its state of affairs, the result of its operations, cash flows and changes in equity.
- Proper books of account have been maintained by your company.
- Appropriate accounting policies are consistently applied by your Company in the preparation of financial statements, and accounting estimates are based on reasonable and prudent judgment.
- International Accounting Standards, as applicable in Pakistan, have been followed in the preparation of these financial statements and any departure there from, if any, has been adequately disclosed.
- The system of Internal Control, being implemented in your Company is sound and has been effectively persisted throughout the year.
- Keeping in view the financial position of your Company, we do not have any significant doubt upon its continuance as a going concern.
- There also has not been any material departure from the best practices of corporate governance, as detailed in the listing regulations, during the year under review.

Audit Committee

The Board of Directors of the Company has established an Audit Committee comprising of three members, in compliance with the Revised Code of Corporate Governance 2017 (CCG). Whom three are Non-Executive Directors including Chairman of the Committee. During the year June 30, 2023, the Committee met **four** times. The Meetings of the Audit Committee were held at least once every quarter prior approval of the interim and final results of the Company as required by CCG. The attendance of the Board Members was as follows:

Audit Committee	**30-Aug-22**	**5-Oct-22**	**22-Feb-23**	**26-Apr-23**	**Attendance**
Farzin Khan	P	P	P	P	4/4
Mansoor Ahmed Soomro	P	P	P	P	4/4
Maaria Ahmad	P	P	P	P	4/4
Total	2/4	2/4	2/4	2/4	
P = Present					
A = Absent					

Leave of absence was granted to M/s Farzin Khan due to her preoccupations. Chief Financial Officer, Secretary of Audit Committee (Head of Internal Audit) were also attended all meetings during the year under review. The Committee also met the External Auditors separately in the absence of Chief Financial Officer and Head of Internal Audit to get their feedback on the overall control and Governance structure within the Company.

Terms of reference of Audit Committee

The Committee reviews the periodic financial statements and examines the adequacy of financial policies and practices to ensure that an efficient and strong system of internal control is in place. The Committee also reviews the audit reports issued by the Internal Audit Department and compliance status of audit observations.

The Audit Committee is also responsible for recommending to the Board of Directors the appointment of external auditors by the Company's shareholders and considers any question of resignation or removal of external auditors, audit fees and provision of any service to the Company by its external auditors in addition to the audit of its financial statements.

The Terms of Reference of the Audit Committee are consistent with those stated in the Code of Corporate Governance and broadly include the following:

1. Review of the interim and annual financial statements of the Company prior to approval by the Board of Directors.
2. Discussions with the external auditors of major observations arising from interim and final audits; review of management letter issued by the external auditors and management's response thereto.
3. Review of scope and extent of internal audit ensuring that the internal audit function has adequate resources and is appropriately placed within the Company.
4. Ascertain adequacy and effectiveness of the internal control system including financial and operational controls, accounting system and reporting structure.
5. Determination of compliance with relevant statutory requirements and monitoring compliance with the best practices of corporate governance.
6. Institute special projects, value for money studies or other investigations on any matters specified by the Board of Directors.
7. Review of management letter issued by the External Auditors and Management response thereto:

Report of the Audit Committee

The Committee performs its functions in accordance with the terms of reference as approved by the Board and reviewed the following key items during the current financial year.

Financial Reporting

The Committee reviewed, discussed and recommended for Board approval, the draft Interim and Annual Results of the Company. The Committee discussed with the CFO, HIA and External Auditors of the Company on significant accounting policies, estimates and judgments applied in preparing the financial information.

Review of Compliance with the Code of Corporate Governance (CCG)

The committee places great importance on ensuring compliance with the best practices of the Code of Corporate Governance. In this respect, the Committee annually reviews the Company's Compliance with the CCG.

Appointment of External Auditors

As per the requirements of the CCG and term of reference of the Audit Committee, the Committee recommended the appointment and remuneration of External Auditors to the Board for their approval.

Review of Management Letter issued by the External Auditors

The Committee also reviews the Management Letter issued by the External Auditors' wherein control weaknesses are highlighted. Compliance status of previously highlighted observations by the External Auditors' is reviewed and corrective measures are discussed to improve the overall control environment.

Internal Audit

In compliance with the Code, the Board of Directors of your Company has also established an Internal Audit Function to monitor and review the adequacy and implementation of Internal Control at each level of your Company.

Transfer Pricing

It is the company's policy to ensure that all transactions entered with related parties must be at arm's length. In exceptional circumstances, however, company may enter into transactions, other than arm's length transaction, but company should, subject to approval of Board of Directors and Audit Committee, justify (and duly jot down & present in the financial statements) its rationale and financial impact of the departure from the arm's length transaction.

Risk Management Policy

The Board plays a key role in risk management principally through the Risk Management Committee. Programs have been established to consider and manage operational, strategic, technological, scientific, reputation, environmental health and safety and other risks to the Company's businesses.

These are reviewed with the committees on a regular basis.
All operational units incorporate Risk Management into their planning process:

- To minimize risk within the Company
- To ensure Risk Management is incorporated into the corporate governance systems and management structure of the Company
- To ensure that significant Risks within the Company are identified and appropriate strategies are in place to manage them
- To develop effective and efficient Risk Management procedures

Strategic Planning

It is company's mainstay policy to position itself strategically in order to achieve its vision of being recognized as a world-class manufacturer of top-quality products and to deliver value to its consumer; and

1. To ensure that decisions about strategic positioning are made within the context of a comprehensive and shared understanding of the External/Internal environment.
2. To identify and consider opportunities for the Company to consolidate and strengthen its position.
3. To establish productive and mutually-beneficial partnerships to develop a sustainable competitive advantage.
4. To ensure that the Company has strong and effectively aligned planning and budget processes, incorporating review and continuous improvement mechanisms.

Human Resources

The company is committed to equal opportunity employment. It accepts the obligation as a member of the community-at large and as an employer to exercise an active and positive program of non-discrimination in all areas of employment.

Employment decisions are made by providing equal opportunity and access on the basis of qualification and merits. Moreover, the company shall ensure that fair, consistent, effective and efficient recruitment and selection practices exist in hiring the most suitable candidates.

Your Company has recomposed the HR & Remuneration Committee (Compensation Committee).

Terms of Reference of the Human Resource & Remuneration Committee:

The Committee shall be responsible for making recommendations to the Board for maintaining:

1. A sound plan of organization for the company.
2. An effective employees' development programme.
3. Sound compensation and benefits plans, policies and practices designed to attract and retain the caliber of personnel needed to manage the business effectively.
4. Evaluate and recommend for approval of changes in the organization, functions and relationships affecting management positions equivalent in importance to those on the management position schedule.
5. Determine appropriate limits of authority and approval procedures for personnel matters requiring decisions at different levels of management.
6. Review the employees' development system to ensure that it:
   a. Foresees the company's senior management requirements.
   b. Provides for early identification and development of key personnel.
   c. Brings forward specific succession plans for senior management positions.
   d. Training and development plans.
7. Compensation and Benefits:
   a. recommending human resource management policies to the board;
   b. recommending to the board the selection, evaluation, compensation (including retirement benefits) and succession planning of the CEO;

c. recommending to the Board the selection, evaluation, compensation (including retirement benefits) of COO, CFO, Company Secretary and Head of Internal Audit; and senior management reporting to CEO.

Meetings of the Board of Directors

During the year, the Board of Directors of your company has met Four times and the attendance at each of these meetings is as follows:

	22-Jul-22	**31-Aug-22**	**6-Oct-22**	**31-Oct-22**	**23-Feb-23**	**27-Apr-23**	**14-Jun-23**	**23-Jun-23**	**Attendance**
Aftab Ahmad	P	P	P						3/3
Dr. Zahid Mahmood				P	P	P	A	A	3/4
Mansoor Ahmed Soomro	P	P	P	P	P	P	P	P	7/7
Rashid Matin Khan	P	P	P						3/3
Sohail Habib				P	P	P	P	A	4/4
Maaria Ahmad	P	P	P	P	P	P	P	P	7/7
Muhammad Iqbal	P	P	P	P	P	P	P	P	7/7
Farzin Khan	A	A	P	P	A	A	A	A	2/7
Usman Ali Shah	P	P	P	P	P	P	P	P	7/7
Total	6/7	6/7	7/7	7/7	6/7	6/7	5/7	4/7	

Pattern of Shareholding

The pattern of shareholding of your Company as on June 30, 2022 is annexed with this report. This statement is in accordance with the amendments made through the Code

MetaTech Trading Limited
Categories of Share Holders
As on June 30, 2023

Sr. No.	Categories of shareholders	No of Shareholders	Share held	Percentage
1	Directors, Chief Executive Officer, and their spouse and minor children.	6	120	0.00%
2	Executive Employees	0	-	0.00%
3	Associated Companies, undertakings and related parties.	0	-	0.00%
4	NIT and ICP	0	-	0.00%
5	Banks Development Financial Institutions, Non-Banking Financial Institutions.	4	4,398	0.06%
6	Insurance Companies	3	35,143	0.47%
7	Modarabas and Mutual Funds	0	-	0.00%
8	Joint Stock Companies	6	303,424	4.08%
9	Mutual Fund	1	277,486	3.73%
10	Others	1	695,000	9.35%
11	General Public	966	6,116,854	82.30%
	Grand Total:	**987**	**7,432,425**	**100%**

All trades in the shares of the Company, carried out by its directors, CEO, CFO, Company Secretary, their spouses and minor children is also disclosed in Form 34, if any, annexed with this report. For the purpose of this clause 5.19.11(xii) and clause 5.19.15 of the Code of Corporate Governance of PSX Regulations, the expression “executive” means the CEO, COO, CFO, Head of Internal Audit and Company Secretary and employees of the Company for whom the Board of Directors has determined [in their meeting held on October 02, 2023] the minimum threshold of gross salary (excluding retirement funds) of Rs. 5.00 million per annum for the financial year 2023-2024.

MetaTech Trading Limited
Pattern of Share Holding
As on June 30, 2023

	NO. OF SHARES FROM	TO	CDC	Physical	No of Shareholders	No of Shares held
1	1	100	111	97	208	6,461
2	101	500	110	170	280	87,082
3	501	1000	88	35	123	109,330
4	1001	5000	182	57	239	661,874
5	5001	10000	50	6	56	440,679
6	10001	15000	17	1	18	235,856
7	15001	20000	10	0	10	183,500
8	20001	25000	8	1	9	211,387
9	25001	30000	1	0	1	30,000
10	30001	35000	2	0	2	67,000
11	35001	40000	3	0	3	114,220
12	40001	45000	6	0	6	248,050
13	45001	50000	7	0	7	346,000
14	55001	60000	1	0	1	56,000
15	60001	65000	2	0	2	126,000
16	65001	70000	3	0	3	207,500
17	70001	75000	1	0	1	75,000
18	80001	85000	1	0	1	83,000
19	85001	90000	1	0	1	88,500
20	95001	100000	5	0	5	496,000
21	100001	105000	1	0	1	102,500
22	150001	155000	1	0	1	150,500
23	195001	200000	2	0	2	399,000
24	220001	225000	1	0	1	225,000
25	260001	265000	1	0	1	261,500
26	275001	280000	1	0	1	277,486
27	345001	350000	1	0	1	349,500
28	395001	400000	1	0	1	399,000
29	690001	695000	1	0	1	695,000
30	695001	700000	1	0	1	699,500
			620	**367**	**987**	**7,432,425**

Chairman's Review Report

Dear Shareholders,

Certain decisions were taken by the Board of Directors in their meeting held on February 28, 2023 which subsequently approved by the shareholders in their meeting held on March 24, 2023.

The key decisions taken by the Board of Directors and subsequently by the shareholders are as under.

1. Transfer of business/investment of healthcare (Ensmile) back to Modaraba Al-Mali (having been started with its invested capital of PKR 300Mn) due to non-approval /delay/ cancellation of the issuance of Sukuk by way of right & trading of Twin Custody Receipt concept.

2. Change of name of the Company from MetaTech Health Limited to MetaTech Trading Limited.

3. Change in the principal business of the Company under Object Clause of the Memorandum of Association of the Company to accommodate the intended/planned trading activities and to act as the trader, supplier, importer, exporter, and producer of general and technology products & services.

Subsequently, on June 14, 2023 (and June 23, 2023), Board of Directors has decided/concluded as under:

1. To merge the Company (MetaTech Trading Limited as a transferor) with/into Big Bird Foods Limited (as a transferee);
2. To appoint merger consultant to prepare the Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/Merger (in terms of provisions of Sections 279 To 283 and all other enabling provisions of The Companies Act, 2017) and to determine the SWAP ratio under the Scheme and to file a petition at the Honorable Lahore High Court, Lahore for sanctioning the Scheme of Merger after completion of all related corporate and legal formalities (Effective date of the Scheme was decided as March 31, 2023 or such other date as may be approved by the honorable Court on the request of the parties to this Scheme);
3. Upon the completion of merger / amalgamation through the intended Scheme, MetaTech Trading Limited will be dissolved under the Order of the Honorable Lahore High Court, Lahore without winding up, and the shares of Big Bird Foods Limited* shall be issued to the registered members/shareholders of MetaTech Trading Limited.
4. Till the time of sanction date (i.e. approval from the honorable Court), the Company shall operate as going concern and continue its trading business activities under principal line of business.

In compliance with the order dated June 26, 2023 passed by the Honorable Lahore High Court, Lahore in Civil Original No. 43907/2023, the Extra-ordinary General Meeting (EOGM) was convened on Monday July 31, 2023 and approval of shareholders was taken for the proposed merger.

We would like to thank our customers for their trust and also like to thank all our colleagues, management and staffs that are strongly committed to their work as the success of your Company is built around their efforts. We also thank our shareholders for their confidence in the Company and assure them that we are committed to do our best to ensure best rewards for their investment in the Company.

Dr. Zahid Mahmood
Chairman

چیئرمین کی جائزہ رپورٹ

معزز شیئر ہولڈرز!

بورڈ آف ڈائریکٹرز نے اپنے اجلاس منعقدہ 28 فروری، 2023ء کوئی فیصلے کیۓ جنہیں بعدازاں 24 مارچ 2023ء کو منعقد ہونے والے اجلاس میں شیئر ہولڈرز نے منظور کیا۔

بورڈ آف ڈائریکٹرز اور بعدازاں شیئر ہولڈرز کی جانب سے لئے گئے اہم فیصلے حسب ذیل ہیں۔

1. رائٹ اور دہرے قبضہ حصول کے تصور کے ذریعے سکوک کے اجرا کی عدم منظوری/تاخیر/منسوخی کے باعث اینسمائل ہیلتھ کیئر کے کاروبار/سرمایہ کی مضاربہ المالی (جس کا آغاز 300 ملین روپے کے سرمایہ سے کیا گیا) کو منتقلی۔
2. کمپنی کے نام کی میٹا ٹیک ہیلتھ لمیٹڈ سے میٹا ٹیک ٹریڈنگ لمیٹڈ میں تبدیلی
3. کمپنی کے میمورنڈم آف ایسوسی ایشن کی آبجیکٹ کلاز کے تحت کمپنی کے بنیادی کاروبار میں تبدیلی تاکہ مجوزہ/طے شدہ تجارتی سرگرمیوں کو سہولت دی جا سکے اور بطور ٹریڈر، سپلائر، درآمد و برآمد کنندہ اور جنرل وٹیکنالوجی پروڈکٹس اینڈ سروسز کے پروڈیوسر کے طور پر کام کیا جا سکے۔

نتیجتاً، 14 جون اور 23 جون 2023ء کو بورڈ آف ڈائریکٹرز نے حسب ذیل فیصلہ دیا:

1. میٹا ٹیک ٹریڈنگ لمیٹڈ بطور انتقال دہندہ کو بگ برڈ فوڈ لمیٹڈ (انتقال الیہ) میں ضم کیا جائے۔
2. کمپنیز ایکٹ 2017ء سیکشن 279 تا 283 کے قواعد اور تمام دیگر لاگو قواعد کے تحت سمجھوتہ کی سکیم تیار کرنے، انضمام کے انتظام اور تشکیل نو کے لئے انضمام کا مشیر مقرر کیا جائے اور سکیم کے تحت انضمام کے تناسب کا تعین کیا جائے اور تمام کاروباری وقانونی تقاضوں کو پورا کرتے ہوئے فاضل ہائی کورٹ لاہور میں انضمام کی سکیم کی منظوری کے لئے درخواست دائر کی جائے (سکیم کی تاریخ اطلاق 31 مارچ 2023ء طے پائی تھی یا اس میں اسکیم کے فریقین کی درخواست پر فاضل عدالت کی صوابدید پر ترمیم کی جا سکتی ہے)؛
3. مجوزہ سکیم کے ذریعے انضمام کی تکمیل پر میٹا ٹیک ٹریڈنگ لمیٹڈ خاتمہ کے بغیر فاضل لاہور ہائی کورٹ کے حکم پر تحلیل ہو جائے گی اور بگ برڈ فوڈز لمیٹڈ کے حصص میٹا ٹیک ٹریڈنگ لمیٹڈ کے رجسٹرڈ اراکین/شیئر ہولڈرز کو جاری کر دیئے جائیں گے۔
4. منظوری کی تاریخ (یعنی فاضل عدالت کی منظوری) سے کمپنی جاری کاروبار کی حیثیت سے آپریٹ کرے گی اور بنیادی کاروباری امور کے تحت ٹریڈنگ کی کاروباری سرگرمیاں سرانجام دے گی۔

سول اپیل نمبر 43907/2023 میں فاضل لاہور ہائی کورٹ لاہور کے 26 جون 2023ء کے حکم کی تعمیل میں 31 جولائی 2023.ء کو غیر معمولی اجلاس عام طلب کیا گیا اور مجوزہ انضمام کے لئے شیئر ہولڈرز کی منظوری حاصل کی گئی۔

ہم اپنے صارفین کواُن کے اعتماد اور تمام ساتھی عملے، انتظامیہ اور سٹاف کا شکریہ ادا کرنا چاہتے ہیں جو آپ کی کمپنی کی کامیابی کے لئے انتھک محنت کا اعادہ کرتے ہیں۔ ہم کمپنی اعتماد کے لئے اپنے تمام شیئر ہولڈرز کا بھی شکریہ ادا کرنا چاہتے ہیں اور انہیں یقین دلانا چاہتے ہیں کہ ہم کمپنی میں ان کی سرمایہ کاری کا بہترین نعمل البدل دینے کے لئے پرعزم ہیں۔

Zahid Mahmood

ڈاکٹر زاہد محمود

چیئرمین

Directors' Report

The Directors are pleased to present the audited Financial Statements of the Company for the year ending on June 30, 2023.

	June 30, 2023	June 30, 2022
	Rupees	**Rupees**
Sales	10,611,422	-
Gross Profit	(5,489,880)	-
Net Profit after tax	**(74,742,677)**	**(742,895)**

During the Financial Year 2021-2022, the Board of Directors, while approving the revival business plan, had decided to change the principal business of the Company to operate in the technology-enabled healthcare business & services. Upon the unanimous approval of the revival business plan by the Shareholders, the Company has resumed its commercial / business activities/operations in the new / revised line of business. Furthermore, the Company's name has also been changed to M/s MetaTech Health Limited after approval from the Securities & Exchange Commission of Pakistan as on August 02, 2022. However, due to adverse market and economic conditions, Board of Directors have decided to sold "Ensmile Studio Business" to Modaraba Al-Mali with the approval of shareholders in their extraordinary general meeting to be held on March 24, 2023 and principal business of the Company is proposed to be changed to carry on the business of services legally permissible, sale, purchase, import, export and to act as general traders, general order suppliers of products commodities, material legally permissible and name of the Company is proposed to be changed to MetaTech Trading Limited.

Subsequently, on June 14, 2023 (and June 23, 2023), Board of Directors has decided/concluded as under:

1. To merge the Company (MetaTech Trading Limited as a transferor) with/into Big Bird Foods Limited (as a transferee);
2. To appoint merger consultant to prepare the Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/Merger (in terms of provisions of Sections 279 To 283 and all other enabling provisions of The Companies Act, 2017) and to determine the SWAP ratio under the Scheme and to file a petition at the Honorable Lahore High Court, Lahore for sanctioning the Scheme of Merger after completion of all related corporate and legal formalities (Effective date of the Scheme was decided as March 31, 2023 or such other date as may be approved by the honorable Court on the request of the parties to this Scheme);
3. Upon the completion of merger / amalgamation through the intended Scheme, MetaTech Trading Limited will be dissolved under the Order of the Honorable Lahore High Court, Lahore without winding up, and the shares of Big Bird Foods Limited* shall be issued to the registered members/shareholders of MetaTech Trading Limited.

4. Till the time of sanction date (i.e. approval from the honorable Court), the Company shall operate as going concern and continue its trading business activities under principal line of business.

In compliance with the order dated June 26, 2023 passed by the Honorable Lahore High Court, Lahore in Civil Original No. 43907/2023, the Extra-ordinary General Meeting (EOGM) was convened on Monday July 31, 2023 and approval of shareholders was taken for the proposed merger.

1. Approved the Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/Merger of MetaTech Trading Limited (as a transferor) with and into Big Bird Foods Limited (as a transferee) in terms of provisions of Sections 279 to 283 and all other enabling provisions of the Companies Act, 2017 (Copy of the Scheme is enclosed).
2. SWAP Ratio of 0.24 shares of Big Bird Foods Limited (BBFL) against every One share of MetaTech Trading Limited (META) i.e., 243.90 shares of BBFL against 1,000 shares of META is approved and recommended by the Board of Directors.

Dividend

Due to future financial plans of the Company, Board of Directors of the Company has decided not to declare dividend for this financial year.

Financial Highlights

		2023	2022	2021	2020	2019
			Restated			
Total Assets	Rs.	817,620	179,096,348	122,245,528	126,211,772	103,103,820
Non-Current Assets	Rs.	-	-	7,690	13,254,484	89,993,976
Current Assets	Rs.	817,620	179,096,348	122,237,838	112,957,288	13,109,844
Non-Current Liabilities	Rs.	-	-	-	-	77,219,438
Current Liabilities	Rs.	2,763,867	106,299,917	48,706,201	26,783,478	61,995,051
Shareholders' Equity	Rs.	(1,946,247)	72,796,431	73,539,327	99,428,294	(36,110,669)
Net Profit	Rs.	(74,742,677)	(742,895)	(25,888,967)	135,538,963	(4,521,937)
EPS	Rs./Share	(10.06)	(0.45)	(15.85)	82.97	(2.77)
Book Value	Rs./Share	(0.26)	44.56	45.02	60.87	(22.11)
Shares Outstanding	Nos.	7,432,425	1,633,500	1,633,500	1,633,500	1,633,500

External Auditors

The present auditors, M/s. Kristen Hyder Bhimji, Chartered Accountant due to retire and they are offering themselves for the reappointment. Board of Directors of the Company has decided to appoint Kreston Hyder Bhimji & Co., Chartered Accountants for the Financial Year 2023-24.

ACKNOWLEDGEMENTS

We place on record our gratitude to our stakeholders for their confidence reposed in us and assure them that we are committed to do our best to harness the development path of our Company.

Mansoor Ahmed Soomro
Chief Executive Officer

October 02, 2023
Lahore

ڈائریکٹرزرپورٹ

30جون2023ءکواختتام پذیر سال کے لئے ڈائریکٹرز پڑتال شدہ مالیاتی اسٹیٹمنس ازراہِ مسرت پیش کرتے ہیں۔

	30جون2023ء	30جون2022ء
	روپے	روپے
سیلز	10,611,422	-
کل منافع	(5,489,880)	-
خالص منافع علاوہ ٹیکس	(74,742,677)	(742,895)

مالیاتی سال 2021-2022ءکے دوران بورڈآف ڈائریکٹرز نے کاروبار بحالی منصوبے کی منظوری کے بعد کمپنی کی بنیادی کاروباری سرگرمی کو ٹیکنالوجی پر مبنی ہیلتھ کیئر بزنس اور خدمات میں تبدیل کرنے کا فیصلہ کیا۔ شیئر ہولڈرز کی جانب سے تجدیدی کاروباری منصوبے کی متفقہ منظوری پر کمپنی نے اپنی کمرشل/کاروباری سرگرمیوں/آپریشنز کا آغاز نئے/ترمیمی کاروباری لائن کے مطابق کیا۔ مزید برآں، کمپنی کا نام بھی 02اگست، 2022ءکو سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی منظوری کے بعد میسرز میٹاٹیک ہیلتھ لمیٹڈ رکھ دیا گیا۔ البتہ منڈی و معیشت کی ابتر صورت حال کے باعث بورڈآف ڈائریکٹرز نے 24مارچ 2023ءکو منعقدہ غیر معمولی اجلاس میں شیئر ہولڈرز کی منظوری سے "ڈینسمائل سٹوڈیو بزنس" کو مضاربہ المالی کو فروخت کرنے کا فیصلہ کیا۔ اور کمپنی کی بنیادی کاروباری سرگرمیوں کو خریدوفروخت، درآمدوبرآمد اور جنرل ٹریڈرز، جنرل آرڈر سپلائرز کی بجائے خدمات میں تبدیل کرنے کی تجویز دی گئی۔ اس طرح سے کمپنی کا نام بدل کر میٹاٹیک ٹریڈنگ لمیٹڈ رکھنے کی بھی تجویز دی گئی۔

نتیجتاً، 14جون اور 23جون 2023ءکو بورڈآف ڈائریکٹرز نے حسب ذیل فیصلہ دیا:

1. میٹاٹیک ٹریڈنگ لمیٹڈ بطور انتقال دہندہ کو بگ برڈ فوڈ لمیٹڈ (انتقال الیہ) میں ضم کیا جائے۔

2. کمپنیز ایکٹ 2017ء سیکشن 279تا283 کے قواعد اور تمام دیگر لاگو قواعد کے تحت سمجھوتہ کی سکیم تیار کرنے، انضمام کے انتظام اور تشکیل نو کے لئے انضمام کا مشیر مقرر کیا جائے اور سکیم کے تحت انضمام کے تناسب کا تعین کیا جائے اور تمام کاروباری و قانونی تقاضوں کو پورا کرتے ہوئے فاضل ہائی کورٹ لاہور میں انضمام کی سکیم کی منظوری کے لئے درخواست دائر کی جائے (سکیم کی تاریخ اطلاق 31مارچ 2023ء طے پائی تھی یا اس میں اسکیم کے فریقین کی درخواست پر فاضل عدالت کی صوابدید پر ترمیم کی جاسکتی ہے)؛

3. مجوزہ سکیم کے ذریعے انضمام کی تکمیل پر میٹاٹیک ٹریڈنگ لمیٹڈ خاتمہ کے بغیر فاضل لاہور ہائی کورٹ کے حکم پر تحلیل ہو جائے گی اور بگ برڈ فوڈز لمیٹڈ کے حصص میٹاٹیک ٹریڈنگ لمیٹڈ کے رجسٹرڈ اراکین/شیئر ہولڈرز کو جاری کر دیئے جائیں گے۔

4. منظوری کی تاریخ (یعنی فاضل عدالت کی منظوری) سے کمپنی جاری کاروبار کی حیثیت سے آپریٹ کرے گی اور بنیادی کاروباری امور کے تحت ٹریڈنگ کی کاروباری سرگرمیاں سرانجام دے گی۔

سول اپیل نمبر 2023/43907 میں فاضل لاہور ہائی کورٹ لاہور کے 26جون 2023ءکے حکم کی تعمیل میں 31جولائی 2023.ءکو غیر معمولی اجلاس عام طلب کیا گیا اور مجوزہ انضمام کے لئے شیئر ہولڈرز کی منظوری حاصل کی گئی۔

1. کمپنیز ایکٹ 2017ء سیکشن 279تا283 کے قواعد اور تمام دیگر لاگو قواعد کے تحت سمجھوتہ کی سکیم، میٹاٹیک ٹریڈنگ لمیٹڈ (انتقال دہندہ) کے بگ برڈ فوڈز لمیٹڈ (BBFL)(انتقال الیہ) میں انضمام کے لئے انتظامات اور تشکیل نو کی منظوری دی گئی۔

2. بورڈآف ڈائریکٹرز نے انضمام کے تناسب میٹاٹیک ٹریڈنگ لمیٹڈ(META) کے ہرایک حصص کے مقابلے میں بگ برڈفوڈزلمیٹڈ(BBFL) کے 0.24 حصص یعنی META کے 1000 حصص کے مقابلے میں BBFL کے 243.90 حصص کی تجویزیامنظوری دی۔

منافع منقسمہ

کمپنی کے مستقبل کے کاروباری منصوبے کے باعث کمپنی کے بورڈآف ڈائریکٹرز نے رواں مالیاتی سال کے لئے کسی قسم کے منافع منقسمہ کااعلان نہ کیا ہے۔

مالیاتی خلاصہ

		2023ء	2022ء	2021ء	2020ء	2019ء
		Restated				
کل اثاثہ جات	روپے	817,620	179,096,348	122,245,528	126,211,772	103,103,820
غیر حالیہ اثاثہ جات	روپے	-	-	7,690	13,254,484	89,993,976
حالیہ اثاثہ جات	روپے	817,620	179,096,348	122,237,838	112,957,288	13,109,844
غیر حالیہ واجبات	روپے	-	-	-	-	77,219,438
حالیہ واجبات	روپے	2,763,867	106,299,917	48,706,201	26,783,478	61,995,051
شیئر ہولڈرز کی ایکویٹی	روپے	(1,946,247)	72,796,431	75,539,327	99,428,294	(36,110,669)
خالص منافع	روپے	(74,742,677)	(742,677)	(25,888,967)	135,538,963	(4,521,937)
فی حصص آمدنی	روپے	(10.06)	(0.45)	(15.85)	82.97	(2.77)
Book ویلیو	روپے	(0.26)	44.56	45.02	60.87	(22.11)
موجودہ حصص	روپے	7,432,425	1,633,500	1,633,500	1,633,500	1,633,500

بیرونی آڈیٹرز

حالیہ آڈیٹرز میسرز کرسٹن حیدر بھیم جی، چارٹرڈاکاؤنٹنٹس ریٹائر ہونے والے ہیں اور وہ اپنی دوبارہ تقرری کی پیشکش کرتے ہیں۔ کمپنی کے بورڈآف ڈائریکٹرز نے مالیاتی سال 2023-24 کے لئے کرسٹن حیدر بھیم جی، چارٹرڈاکاؤنٹنٹس کی دوبارہ تقرری کافیصلہ کیا۔

اظہار تشکر

ہم پر اعتماد کا اظہار کرنے پر ہم اپنے تمام اسٹیک ہولڈرز کا شکریہ ادا کرنا چاہتے ہیں اور ہم ان کو یقین دلاتے ہیں کہ ہم اپنی کمپنی کے ترقی کے سفر کو جاری رکھنے کے لئے اپنی ہر ممکن کوشش کو جاری رکھنے کا عزم کرتے ہیں۔

منصوراحمد سومرو | **02اکتوبر، 2023ء**

چیف ایگزیکٹو آفیسر | **لاہور**

Notice of 62th Annual General Meeting

NOTICE is hereby given that the Annual General Meeting (AGM) of the Members of MetaTech Trading Limited ("the Company") will be held on **Saturday, October 28th, 2023, at 3:00 p.m.**, at the Registered Office of the Company at LSE Plaza, 19-Khayaban-e-Aiwan-e-Iqbal, Lahore, and virtually through a video-link facility to transact the following business: -

ORDINARY BUSINESS:

1. To consider and approve the minutes of the previous meeting.

2. To receive, consider and adopt the Audited Financial Statements, together with the Directors' Report, the Auditors' Report, thereon for the financial year ended June 30th, 2023.

   [As required under Section 223 of the Companies Act 2017 and in terms of S.R.O No. 389(I)/2023 dated March 21, 2023, the Annual Report including Financial Statements of the Company has been transmitted to the Shareholders and uploaded on the website of the Company which can be viewed using the web-link and QR enable code provided with this notice.]

3. To appoint the Auditors of the Company for the financial year ending June 30th, 2024 and to fix their remuneration.

4. Any other matter with the permission of the Chair.

SPECIAL BUSINESS:

5. To approve, as and by way of an Ordinary Resolution, the transmission of the annual balance sheet, profit & loss account, auditors report, directors report (the "Annual Audited Financial Statements") and the notice of general meetings etc. to the Company's shareholders through QR enabled code and weblink as allowed by the Securities and Exchange Commission of Pakistan via S.R.O No. 389(I)/2023 dated March 21st, 2023:

   "**RESOLVED THAT** as notified by the Securities and Exchange Commission of Pakistan, via S.R.O No. 389(I)/2023, dated March 21, 2023, transmission of Annual Audited Financial Statements of the Company to the members through QR enabled code and weblink instead of transmitting the Audited Annual Financial Statements through CD/DVD/USB, be and is hereby ratified and approved for future."

6. To approve, as and by way of an Ordinary Resolution, the placement of Quarterly Accounts of the Company at its website, instead of sending the same by post to the members, as allowed by the Securities and Exchange Commission of Pakistan, via Circular No. 19 of 2004:

"**RESOLVED THAT** as had been allowed by the Securities and Exchange Commission of Pakistan, via Circular No. 19 of 2004, the placement of Quarterly Accounts of the Company at its website, instead of circulating the same by post to the members, be and is hereby approved for future."

By Order of the Board of Directors:

____
Muhammad Usman
Company Secretary

Lahore: Dated October 3, 2023.

Notes:

1. **CLOSURE OF SHARE TRANSFER BOOKS**
   The Register of Members and the Share Transfer Books will be closed from October 22nd, 2023 to October 28th, 2023 (both days inclusive). Transfers received in order at the office of the Company's Registrar namely, Digital Custodian Company Limited, B-1, LSE Plaza, Kashmir Egerton Road, Lahore, by the close of business on October 21st, 2023, will be considered in time for the purpose of determining the [entitlement for final cash dividend and to establish] the right to attend and vote at the Annual General Meeting.

2. **ATTENDING AGM AND APPOINTMENT OF PROXY**
   A Member entitled to attend, speak and vote at the AGM is entitled to appoint another member as his/her proxy to attend, speak and vote on his/her behalf. An instrument appointing proxy must be deposited at the registered office of the Company, at least 48 hours before the time of the meeting. Form of Proxy is attached. CDC Account Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan.

3. **PARTICIPATION IN THE AGM VIA THE VIDEO CONFERENCING FACILITY:**
   Shareholders interested in attending the meeting through video conferencing are requested to email the following information with the subject "Registration for AGM 2023" along with a valid copy of both sides of their Computerized National Identity Card (CNIC) to info@lse.com.pk. Video link and login credentials will be shared with only those members whose emails, containing all the required particulars, are received at least 48 hours before the time of AGM.

1. Folio No. / CDC Investors A/c No./ Sub-A/c No.: ______________________________
2. Name of Shareholder : ____
3. Cell Phone Number:____

4.		Email		Address: ____
5.	No.	of	Shares	held: ____

4. **ELECTRONIC VOTING**

The members are hereby notified that pursuant to Section 143-145 of the Companies Act, 2017 and Companies (Postal Ballot) Regulations, 2018. Members will be allowed to exercise their right to vote through the electronic voting facility or voting by post for the **special business** in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations. For the convenience of the Members, the ballot paper is annexed to this notice and the same is also available on the Company's website at www.meta-tech.com.pk for download.

- **Procedure for E–Voting:**
  (a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company on the book closure date.
  (b) The web address, and login details, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal M/s. Digital Custodian Company Limited (being the e-voting service provider).
  (c) Identity of the Members intending to cast a vote through e-Voting shall be authenticated through electronic signature or authentication for login.
  (d) E-Voting lines will start on October 25, 2023, at 9:00 a.m. and shall close on October 27, 2023, at 5:00 p.m. Members can cast their votes at any time during this period. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

- **Procedure for Voting Through Postal Ballot:**
  (a) The members shall ensure that duly filled and signed ballot paper along with a copy of the Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, LSE Plaza, Kashmir Egerton Road, Lahore or email at usman.abbas@meta-tech.com.pk, one (1) day before the Annual General Meeting. The signature on the ballot paper shall match the signature on CNIC.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON OCTOBER 28, 2023.

Agenda Item # 4

The Securities and Exchange Commission of Pakistan has allowed listed companies, through its S.R.O. No.389(I)/2023, dated March 21st, 2023, to circulate the annual balance sheet and profit and loss account, auditors' report and directors' report etc. ("Annual Audited Financial Statements") to their Members through QR-enabled code and weblink instead of transmitting the same through CD/DVD/USB, subject to approval of the shareholders in the general meeting. Considering the optimum use of advancements in technology and in order to avail cost effective measure, approval of members is sought as per requirement of the above SRO, for circulation/transmission of the Annual Audited Financial Statements to the members through QR-enabled code and weblink.

Agenda Item # 5

The Securities and Exchange Commission of Pakistan through Circular No. 19 of 2004 had allowed the listed companies to place the Quarterly Accounts on their website instead of transmitting the same to the shareholders by post. In order to best use of technology and save the printing and distribution cost, approval of members is sought as per requirement of the above circular, for placement of Quarterly Accounts of the Company at its website, instead of circulation/transmission of the hard copies by post.

Note: None of the Directors of the Company have any direct or indirect interest in this special business except to the extent of their respective shareholding in the Company.

Ballot paper for voting through post at the Annual General Meeting to be held on Saturday, October 28, 2023, at 3:00 p.m., at the Registered Office of the Company, at LSE Plaza, Kashmir Egerton Road, Lahore.

Contact Details of the Chairman, at which the duly filled in ballot paper may be sent:

Business Address:	The Chairman, MetaTech Trading Limited, LSE Plaza, Kashmir Egerton Road, Lahore.
Designated email address:	info@meta-tech.com.pk

Name of shareholder/joint Shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	

Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (√) mark in the appropriate box below (delete as appropriate);

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	Circulation/transmission of Annual Audited Financial Statements through QR enabled Code and web-link.			
2	Placement of Quarterly Accounts of the Company at its website, instead of circulating the same by post to the members.			

____

Signature of shareholder(s)   Place: Date:

NOTES:

1. *Dully filled postal ballot should be sent to Chairman at above mentioned postal or email address.*
2. *Copy of CNIC should be enclosed with the postal ballot form.*
3. *Postal ballot forms should reach chairman of the meeting on or before October 27, 2023. Any postal ballot received after this date, will not be considered for voting.*
4. *Signature on postal ballot should match with signature on CNIC.*
5. *Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.*
6. *Company shall draft ballot paper whereby explicit information, terms and conditions and choice of selection is provided and ensure that no confusion arise for voters that may defeat the objective of voting.*

Statement of Compliance

The Company has complied with the requirements of the Regulations in the following manner:

1. The total number of directors are Seven (7) as per the following:

	Nos.		Nos.
Executive Directors	01	Male Directors	05
Non-Executive Directors	03	Female Director(s)	02
Independent Directors	03		

2. The composition of board is as follows:

• Dr. Zahid Mahmood	Chairman/ Non-Executive Director
• Mr. Mansoor Ahmed Soomro	Chief Executive Officer
• Ms. Maaria Ahmad	Non-Executive Director
• Hafiz Muddassir Alam	Non-Executive Director
• Ms. Farzin Khan	Independent Director
• Mr. Muhammad Iqbal	Independent Director
• Mr. Usman Ali Shah	Independent Director

3. The directors have confirmed that none of them is serving as a director on more than seven listed companies, including this, Company. Further under the 2017 code, the maximum number of directorships in listed companies a person can hold has been reduced to 5. As per the proviso to regulation 3 of the 2017 code, grace period of one year has been prescribed to comply with this requirement.

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 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 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 a director elected by the board for this purpose. The board has complied with the requirements of Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of 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. During the year under review no training program was arranged by the Company due to the financial position of the Company. However, compliance will be made once Company is revived under "Revival Business Plan".

10. The board has approved appointment of CFO, 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. CFO and CEO duly endorsed the financial statements before approval of the board.

12. The board has formed committees comprising of members given below:

Audit Committee		**Human Resource and Remuneration Committee**	
Ms. Farzin Khan	Chairman	Mr. Muhammad Iqbal	Chairman
Mr. Mansoor Ahmed Soomro	Member	Hafiz Muddassir Alam	Member
Ms. Maaria Ahmad	Member	Ms. Maaria Ahmad	Member
Mr. Muhammad Usman	Secretary	Mr. Muhammad Usman	Secretary

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 (quarterly/half yearly/ yearly) of the committee were as per following:

Audit Committee	**30-Aug-22**	**5-Oct-22**	**22-Feb-23**	**26-Apr-23**	**Attendance**
Ms. Farzin Khan	P	P	P	P	4/4
Mr. Mansoor Ahmed Soomro	P	P	P	P	4/4
Ms. Maaria Ahmad	P	P	P	P	4/4
Total	2/4	2/4	2/4	2/4	
P = Present					
A = Absent					

Human Resource and Remuneration Committee was convened and conducted once in a Financial Year 2021-2022.

- Mr. Muhammad Iqbal — Chairman
- Hafiz Muddassir Alam — Member
- Ms. Maaria Ahmad — Member

15. The board has set up an effective internal audit function which is considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Company.

16. The statutory auditors of the Company have confirmed that they have been given a satisfactory rating under the quality control review program of 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 certificates 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 regard.

18. We confirm that all other requirements of the Regulations have been complied with.

Mansoor Ahmed Soomro
Chief Executive Officer

METATECH TRADING LIMITED (FORMERLY METATECH HEALTH LIMITED)

FINANCIAL STAEMENTS

FOR THE YEAR ENDED JUNE 30, 2023

Amin Building,
65-The Mall, Lahore.
Phone: 042-37352661-37321043
Email: krestonhb@gmail.com

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Metatech Trading Limited (Formerly Metatech Health Limited)

Review Report on the Statement of Compliance contained in Listed Companies (Code of Corporate Governance) Regulations, 2019

We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) prepared by the Board of Directors of **Metatech Trading Limited (Formerly Metatech Health Limited)** for the year ended June 30, 2023 in accordance with the requirements of regulation 36 of the Regulations.

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

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

The Regulations require the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval, its related party transactions. 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.

The following instances of non-compliance with the requirements of the Regulations was observed which is not appropriately stated in the Statement of Compliance:

a) No code of conduct and system of internal controls has been established by the Board nor there is any system of ensuring the effectiveness of internal control system.

b) The Audit Committee includes Chief Executive Officer of the company as its member whereas as per the Code of Corporate Governance all the members of the Committee should be non-executive except Chairman who shall be the independent director. The Board of Directors has not defined the terms of reference of the Audit Committee and accordingly Audit Committee is not functional as to its role in attending the meetings with the external auditors and other proceedings as mentioned in the Code of Corporate Governance.

c) There is no internal control department in existence in the company.

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CHARTERED ACCOUNTANTS

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d) The Chief Financial Officer and company secretary of the company are the same person.

e) During the year, the company has not arranged the Directors' training program for all its newly appointed directors to acquaint them with the regulations and other applicable laws.

f) The quarterly, half yearly and annual financial statements of the company are not endorsed by the Chief Executive officer and Chief Financial Officer of the Company to the Audit Committee prior to circulating the same for consideration and approval of the Board.

g) The human resource and remuneration committee is not in function in the company to execute its responsibilities as necessitated by the regulation 28. In addition to this, there is no nomination committee and risk management committee in the company though these are not mandatorily required by the regulations.

Based on our review, except for the above instances of non-compliance, 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 Regulations as applicable to the Company for the year ended June 30, 2023.

Kreston Hyder Bhimji

Lahore: October 10, 2023
UDIN: CR202310269PFnmOzXkl

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF METATECH TRADING LIMITED (FORMERLY METATECH HEALTH LIMITED)

Report on the Audit of the Financial Statements

Opinion

We have audited the annexed financial statements of **Messrs. Metatech Trading Limited (Formerly Metatech Health Limited) ("the Company")**, which comprises statement of financial position as at June 30, 2023, 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 purpose of the audit.

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, statement of profit or loss, the statement of comprehensive income, statement of changes in equity and 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 June 30, 2023 and of the loss, the other comprehensive income, 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 - Basis of Accounting

We draw attention to Note 1.3 to the annexed financial statements, which describes the basis of accounting along with purpose of preparing these financial statements. As a result, these financial statements may not be suitable for another purpose. Our opinion is not modified in respect of this 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.

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Following are the Key Audit Matter(s):

Sr. No.	Key Audit Matter(s)	How the Matter was addressed in audit
1.	**Revenue recognition:**	
	As per ISA 240, there is a presumed risk of material misstatement due to inappropriate revenue recognition. This may either result from an overstatement of revenues through premature revenue recognition or recording fictitious revenues or understatement of revenues through improperly shifting revenues to a later period. The revenue may also be manipulated through the use of inappropriate rates for the overstatement / understatement of revenue to achieve desired financial results. In view of significant value of transactions and presumed risk of material misstatement involved, we have considered this as a key audit matter. The disclosures related to recognition of revenue by the company are provided in note 3.12 to the annexed financial statements.	In this regard, our audit procedures included: • Understanding the policies and procedures applied to revenue recognition, as well as compliance therewith, including an analysis of the effectiveness of controls related to revenue recognition processes employed by the company. • Performing cut-off procedures for a sample of revenue transactions at year end in order to conclude on whether they were recognized at the moment the related goods or services actually took place. • Analyzing other adjustments and credit notes issued after the reporting date. • Performing analytical procedures on entries in the daily ledger related to revenue made by the Company. These procedures were carried out by paying special attention to accounting entries recorded close to the yearend or subsequently, as well as those deemed unusual due, among other reasons, to their nature, amount, date of occurrence. • Reviewing disclosures included in the notes to the annexed financial statements.

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 auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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Responsibilities of Management and the Board of Directors for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting and reporting standards as applicable in Pakistan, the requirements of the 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. The Board of directors is 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs as applicable in Pakistan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

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

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

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

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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 to 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).

Other Matter

The financial statements for the year ended June 30, 2022 were audited by the predecessor auditor namely; Clarkson Hyde Saud Ansari, Chartered Accountants, who expressed unmodified opinion on those financial statements on August 31, 2022.

The engagement partner on the audit resulting in this independent auditor's report is Muhammad Usman Shah, ACA.

Kreston Hyder Bhimji

LAHORE: October 06, 2023
UDIN# AR202310269zM0XOKVD4

KRESTON HYDER BHIMJI& CO.
CHARTERED ACCOUNTANTS

METATECH TRADING LIMITED
[FORMERLY METATECH HEALTH LIMITED]
STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2023

	Note	2023 Rupees	Restated 2022 Rupees
NON-CURRENT ASSETS			
Property and equipment	4	-	-
Long term Investment	5	-	-
Deferred taxation	6	-	-
		-	-
CURRENT ASSETS			
Trade debts	7	-	-
Advances, deposits, prepayments and other receivables	8	**469,688**	34,346,314
Tax refunds due from the Government - income tax		**297,932**	145,569
Cash and bank balances	9	**50,000**	144,604,465
		817,620	179,096,348
TOTAL ASSETS		**817,620**	179,096,348
EQUITY AND LIABILITIES			
SHARE CAPITAL AND RESERVES			
Authorized capital	10	**600,000,000**	50,000,000
Issued, subscribed and paid-up-capital	10	**74,324,250**	16,335,000
(Accumulated loss) / unappropriated profit		**(76,270,497)**	56,461,431
		(1,946,247)	72,796,431
Sukuk proceeds in advance	11	-	-
		(1,946,247)	72,796,431
CURRENT LIABILITIES			
Short term loan - unsecured	12	-	82,495,876
Trade and other payables	13	**763,624**	22,719,164
Accrued markup on short term loan		**2,000,242**	1,084,877
		2,763,867	106,299,917
Contingencies and commitments	14	-	-
TOTAL EQUITY AND LIABILITIES		**817,620**	179,096,348

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

KUTBO

CHIEF EXECUTIVE CHIEF FINANCIAL OFFICER DIRECTOR

METATECH TRADING LIMITED
[FORMERLY METATECH HEALTH LIMITED]
STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED JUNE 30, 2023

	Note	2023 Rupees	Restated 2022 Rupees
Continuing operations			
Net Revenue	15	509,500	-
Less: Cost of revenue	16	(459,500)	-
Gross profit		50,000	-
Operating expenses			
Administrative and selling expenses	17	(84,382,468)	(3,124,131)
Operating loss		(84,332,468)	(3,124,131)
Finance cost on short term loan		(915,365)	(1,084,877)
Other income	18	24,864,901	4,129,059
Net loss before taxation		(60,382,932)	(79,949)
Provision for taxation	19	(6,369)	-
Net loss from continuing operations after taxation		(60,389,301)	(79,949)
Discontinued operations	20.1		
Loss from discontinued operations before taxation		(12,277,102)	(662,946)
Provision for taxation		(2,076,274)	-
Loss from discontinued operations after taxation		(14,353,376)	(662,946)
Loss for the year		(74,742,677)	(742,895)
Loss per share - Basic & diluted	21	(10.06)	(0.10)
Loss per share - basic & diluted (from continuing operations)		(8.13)	(0.01)

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

CHIEF EXECUTIVE CHIEF FINANCIAL OFFICER DIRECTOR

METATECH TRADING LIMITED
[FORMERLY METATECH HEALTH LIMITED]
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2023

	2023 Rupees	Restated 2022 Rupees
Net loss after taxation	**(74,742,677)**	(742,895)
Other comprehensive income	**-**	-
Total comprehensive loss for the year	**(74,742,677)**	(742,895)

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

CHIEF EXECUTIVE CHIEF FINANCIAL OFFICER DIRECTOR

METATECH TRADING LIMITED

[FORMERLY METATECH HEALTH LIMITED]

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED JUNE 30, 2023

	Issued, subscribed and paid-up capital	Unappropriated profit / (accumulated loss)	Total
	Rupees		
Balance as at June 30, 2021	16,335,000	57,204,326	73,539,326
Total comprehensive loss for the year as restated			
Loss for the year after taxation	-	(742,895)	(742,895)
Other comprehensive income	-	-	-
	-	(742,895)	(742,895)
Balance as at June 30, 2022 as restated	16,335,000	56,461,431	72,796,431
Balance as at June 30, 2022 as previously reported	16,335,000	57,546,308	73,881,308
Effects for the facts as disclosed in Note 3.18	-	(1,084,877)	(1,084,877)
Balance as at June 30, 2022 as restated	**16,335,000**	**56,461,431**	**72,796,431**
Transactions with owners			
Bonus shares issued during the year	57,989,250	(57,989,250)	-
Total comprehensive loss for the year			
Loss for the year after taxation	-	(74,742,677)	(74,742,677)
Other comprehensive income	-	-	-
	-	(74,742,677)	(74,742,677)
Balance as at June 30, 2023	**74,324,250**	**(76,270,497)**	**(1,946,247)**

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

CHIEF EXECUTIVE

CHIEF FINANCIAL OFFICER

DIRECTOR

METATECH TRADING LIMITED
[FORMERLY METATECH HEALTH LIMITED]
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2023

	Note	2023 Rupees	Restated 2022 Rupees
CASH FROM OPERATING ACTIVTIES			
Net loss before taxation	22	**(72,660,035)**	(742,895)
Adjustments for non cash and other items:			
Depreciation	4	**528,328**	7,690
Profit on investment / deposits	20.1	**(2,145,737)**	(970,459)
Gain on adjustment of investment against sukuk proceeds	5.1	**(10,623,863)**	-
Share of profit from associated company	5.1	**(2,376,137)**	-
Finance cost on short term loan		**915,365**	1,084,877
Old liabilities written back	18	**(22,719,164)**	(3,158,600)
Operating loss before working capital changes		**(109,081,242)**	(3,779,387)
(Increase) / decrease in current assets:			
Advances, deposits, prepayments and other receivables		**33,406,937**	(34,346,316)
Increase / (decrease) in current liabilities:			
Trade and other receivables		**763,624**	22,719,164
		34,170,562	(11,627,152)
Cash used in operations		**(74,910,681)**	(15,406,539)
Income tax paid		**(2,235,005)**	(145,569)
Net cash used in operating activities		**(77,145,686)**	(15,552,108)
CASH FROM INVESTING ACTIVITIES			
Property and equipment purchased during the year		**(14,555,963)**	-
Encashment of short term investment		**-**	80,000,000
Proceeds from transfer of property and equipment		**14,027,635**	-
Proceeds from the discontinued operations / disposal group		**469,688**	-
Profit on investment / deposits		**2,145,737**	970,459
Dividend income received from associated company		**13,000,000**	-
Net cash generated from investing activities		**15,087,097**	80,970,459
CASH FROM FINANCING ACTIVITES			
Changes in short term loan - related party		**(82,495,876)**	36,948,276
Net cash (used in) / generated from financing activities		**(82,495,876)**	36,948,276
Net (decrease) / increase in cash and cash equivalents		**(144,554,465)**	102,366,627
Cash and cash equivalents at beginning of the year		**144,604,465**	42,237,838
Cash and cash equivalents at end of the year	9	**50,000**	144,604,465

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

KHB

CHIEF EXECUTIVE | CHIEF FINANCIAL OFFICER | DIRECTOR

METATECH TRADING LIMITED
[FORMERLY METATECH HEALTH LIMITED]
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2023

1 NATURE AND STATUS OF BUSINESS

1.1 The Company was incorporated in Pakistan in 1953 as a public Limited Company and its shares were listed on the Karachi (now Pakistan) Stock Exchange. As previously stated, the Company had long become a dormant Company due to closure of its plant and disposal of manufacturing facilities in 2010. In order to revive the company, the Board of Directors had approved a revival plan and decided the principal business of the Company to operate in the technology-enabled healthcare business & services and also changed its registered office. The Company's registered office is now situated at 508, 5th Floor, LSE Building, Aiwan-e-Iqbal, Lahore.

On May 30, 2022, the management of Modaraba Al Mali being specializes in the business of restructuring and reviving of the dormant and listed shell companies through the utilization of its entrepreneurial and financial resources having sufficient regulatory experience, had entered into a share purchase agreement with Ex-CEO of the company for its revival. As per the arrangement, the Modaraba had acquired 29.99% of the share capital of the company from its ex-sponsors comprising 489,900 ordinary shares @ Rs. 51 per share having a total value of Rs. 25 million and became an associated undertaking of the company. In pursuance of revival of company's business, the management of Modaraba had taken over all the assets of the company free from all encumbrances and incurred all the regulatory and corporate expenses that were necessary for the revival of the company for its smooth operations in addition to making payments against legal costs previously borne by the ex-sponsors of the company in connection with revival activities.

Upon the unanimous approval of the aforementioned revival business plan by the shareholders, the Company had resumed its commercial / business activities/operations in the new areas. Furthermore, the Company's name had also been changed to MetaTech Health Limited after approval from the Securities & Exchange Commission of Pakistan as on August 02, 2022.

Towards the endeavor of revival of the Company, the Company under the management of Modaraba Al Mali (a PSX listed Islamic Fund focusing on the corporate restructurings and revival activities) has signed a Term Sheet with Messrs. Ensmile Limited for an investment of Rs. 300 million and has also taken-over the Operations and Management of Ensmile's Digital Dental Aligners Studios in Pakistan. Besides this, the directors of the Company has also decided for raising about Rs. 408.783 million from Modaraba Al Mali through the issuance of Perpetual, Non-participatory and convertible Sukuks i.e. 5.5 sukuks are to be issued for every one existing share, comprising 40,878,338 sukuks of Rs. 10 each. These sukuks are convertible into ordinary shares in 1:1 ratio. The Company has also started earning revenue from its operations from the Islamabad based Dental Aligners Studio of Ensmile Limited. However, due to current economic market situation, these Sukuks are on hold by the SECP and the management of the company has decided to cancel the proposed sukuks and these had been settled by transferring the investment in Ensmile Limited to Modaraba Al Mali after the allotment of shares in its name under a duly executed transfer deed entered into between the company and the Modaraba Al Mali on March 24, 2023.

1.2 During the year, the company has incurred a huge loss before taxation amounting to Rs. 72.660 million from its operations mainly due to exorbitantly increased costs in connection with revival of business and administrative costs incidental thereto for the commencement of business coupled with unfavourable and adverse economic conditions in the market and destabilized government policies. This increased accumulated losses amounting to Rs. 76.270 million at the reporting date which eroded shareholders' equity by Rs. 1.946 million and its current liabilities exceeded its current assets by Rs. 1.946 million as at that date. These events and conditions casted a significant doubt on the entity's ability to continue as a going concern for the foreseeable future and the entity is not able to realize its assets and discharge its obligations in the ordinary course of business.

In view of the above stated facts, the Board of Directors of the company have decided to sold and transfer the business operations of Ensmile Studio Business being managed by the company to Modaraba Al Mali with the approval of members of the Company in their Extraordinary General Meeting held on March 24, 2023 for a purchase consideration of Rs. 0.470 million and all its assets and liabilities related to the Ensmile studio portfolio have been transferred and taken over by the Modaraba Al Mali at their carrying values as are appearing at that date. Accordingly, all the existing operating net assets of the company have been disposed of / transferred and its existing operations are discontinued after the approval of members in their EOGM in accordance with IFRS-5,"Non-current assets held for sale and Discontinued Operations". Further, the members of the company have also approved the change in principal business line of the company whereby the company will no longer manage the dental studios of Ensmile Limited for sales and marketing rather carry on the business of services legally permissible, sale, purchase, import, export and to act as general traders, general order suppliers of different consumer products e.g. computers and allied products. This will enable the company to reposition itself into trading business that may create value for the shareholders while broadening the scope of company's business to general trading of consumer products instead of focusing to only health related products. In pursuance of company's revised policies / objectives from health care business to trading in consumer products, the company has also changed its name from MetaTech Health Limited to MetaTech Trading Limited w.e.f. May 18, 2023. Since, the members of the company have approved the formal plan during the year and entered into a duly executed transfer deed with Modaraba Al Mali and consequently have transferred all the assets and liabilities to Modaraba Al Mali, therefore, this arrangement as to transfer of operations and disposal of assets & liabilities have been accounted for in these financial statements.

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Disposal groups comprising assets and liabilities, are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Disposal groups, are generally measured at the lower of their carrying amount and fair values less cost to sell. Any impairment loss on a disposal group is allocated first to goodwill and then to the remaining assets and liabilities on a pro rata basis, except that no loss is allocated to inventories and financial assets, which continue to be measured in accordance with the Company's other accounting policies. Impairment losses on initial classification as held for sale or held for distribution and subsequent gain and losses on remeasurement are recognized in the statement of profit or loss. The carrying amounts of assets and liabilities transferred to Modaraba Al Mali as approved by the members of the company in their EOGM held on March 24, 2023 are as follows:

Assets	**Rupees**
Property and equipment	14,027,635
Long term investment - equity method	289,396,637
Other receivables	2,625,930
Cash and bank balances	2,113,647
	308,163,849
Equity and Liabilities	
Short term loan	(4,979,500)
Sukuk proceeds received in advance	(300,020,500)
Trade and other payables	(2,694,161)
	(307,694,161)
Consideration payable by Modaraba Al Mali	469,688

1.3 Subsequent to the abovementioned transfer of business, the Board of Directors of the Company in their meeting held on June 14, 2023 had also decided a plan for the merger of the company with/into Big Bird Foods Limited subject to the approval of plan by the members of the company in their EOGM held on July 31, 2023. Accordingly, the proposed plan for the merger scheme of the company was approved by the members of the company in the above said EOGM.

Towards the endeavour of merger of the company, a petition for the Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/Merger (in terms of provisions of Sections 279 To 283 and all other enabling provisions of The Companies Act, 2017) has been duly filed with Honorable Lahore High Court on June 26, 2023 for its approval and to determine the SWAP ratio under the Scheme after the completion of all related corporate and legal formalities in this regard. The effective date of the Scheme is March 31, 2023 or as approved by the Honorable Lahore High Court.

Upon the completion of merger / amalgamation of the company with/into Big Bird Foods Limited through the intended Scheme, the company will be dissolved under the Order of the Honorable Lahore High Court, Lahore without winding up, and the shares of Big Bird Foods Limited shall be issued to the registered members / shareholders of the company. However, till the date of sanctioned order of the Honorable Lahore High Court, the company will continue its business of trading activities. In the month of June 2023, the company has started its trading business and has earned a revenue of Rs. 0.510 million succeeding to its formal change of objects.

Since the company is going to be merged with/into Big Bird Foods Limited after the sanctioned order of the Honorable Lahore High Court, therefore, the company is not a going concern in the foreseeable future and accordingly these financial statements have been prepared on alternate basis of accounting i.e. net realizable basis. Under this approach, all the assets and liabilities are classified as current and all the assets are carried at their net realizable value whereas all the liabilities are recorded at their settled amounts.

2 BASIS OF PREPARATION

2.1 Statement of compliance

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

- International Financial Reporting Standards (IFRS Standards) issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017;
- Provisions of and directives issued under the Companies Act, 2017

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

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2.2 BASIS OF MEASUREMENT

These financial statements have been prepared under the net realizable value basis without taking into account any adjustments for the effects of inflation and the following material items in the statement of financial position are measured at values other than historical cost. These are as under:

- Investment in associate is carried at equity method in accordance with IAS 28;
- Advances and trade receivables which are carried at value determined after the provision of impairment under expected credit loss approach;
- Certain financial instruments which are carried at their fair value in accordance with IFRS 9;
- Deferred tax liabilities recognized at amounts in accordance with IAS 12;
- Provisions are recognized at amounts reflecting the best estimate and contingencies are disclosed in accordance with IAS 37.

In these financial statements, except for the statement of cash flows, all the transactions have been accounted for on accrual basis of accounting.

2.3 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements in conformity with approved accounting standards requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions and judgments are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized in the period in which the estimate is revised if the revision effects only that period, or in the period of revision and future periods if the revision affects both current and future periods. In the process of applying the Company's accounting policies, management has made the following estimates and judgments, which are significant to the financial statements:

i) Determination and measurement of useful life and residual value of property and equipments.
ii) Income tax
iii) Impairment of non-financial assets
iv) Expected allowance for trade and other receivables

2.4 FUNCTIONAL AND PRESENTATION CURRENCY

Items included in these financial statements are measured using the currency of the primary economic environment in which the company operates. Accordingly, these financial statements are presented in Pakistani Rupees, which is the company's functional currency. All financial information presented in Pakistani Rupees has been rounded off to the nearest rupee, unless otherwise stated.

2.5 STANDARDS, INTERPRETATIONS AND AMENDMENTS TO THE APPROVED ACCOUNTING STANDARDS

2.5.1 There are certain amendments and interpretations to the accounting and reporting standards which are mandatory for the Company's annual accounting period which began on July 1, 2022. However, these do not have any significant impact on the Company's financial statements.

2.5.2 The following Standards, interpretations and amendments to published approved accounting standards that are effective for accounting periods, beginning on or after the date mentioned against each to them :

		Effective for the period beginning on or after
IAS-1	Presentation of Financial Statements & Accounting Policies -Amendments regarding the classification of liabilities.	**January 1, 2023**
IAS-1	The amendments to IAS 1 require companies to disclose their material accounting policy information rather than their significant accounting policies	**January 1, 2023**
IAS-8	Accounting Policies, changes in Accounting Estimates and Errors (Amendment regarding the definition of accounting estimates).	**January 1, 2023**

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IAS-12	Income Taxes (The amendments to narrow the scope of the initial recognition exemption).	**January 1, 2023**
IAS-7	Statement of Cash Flows (Amendments)	**January 1, 2023**
IFRS 4	Insurance Contracts - Amendments regarding the expiry date of the deferral approach.	**January 1, 2023**
IFRS 7	Financial Instruments	**January 1, 2023**
IFRS 16	Leases (Amendments)	**January 1, 2024**
IFRS-10 / IAS-28	Consolidated Financial Statements and IAS 28 - Investment in Associates and Joint Ventures (Amendment regarding sale or contribution of assets between an investor and its associate or Joint Venture).	**Deferred indefinitely**

The above standards, amendments to approved accounting standards and interpretations are not likely to have any material impact on the Company's financial statements.

2.5.3 **Other than the aforesaid standards, interpretations and amendments, International Accounting Standards Board (IASB) has also issued the following standards and interpretation, which have not been notified locally or declared exempt by the Securities and Exchange Commission of Pakistan (SECP) as at June 30, 2023;**

IFRS 1	First Time Adoption of International Financial Reporting Standards
IFRS 17	Insurance Contracts
IFRIC 12	Service Concession Arrangements

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the presentation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 Property and equipment

Owned

These are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Cost in relation to property and equipment comprises acquisition and other directly attributable costs. The cost of self constructed assets includes the cost of materials, direct labor and any other costs directly attributable to bringing the assets to a working condition for their use as intended by the management.

All items of operating fixed assets are initially recognized at cost. Subsequent costs are added to cost of fixed assets or recognized as separate assets, as appropriate, only when it is probable that future economic benefits associated with it will flow to the enterprise and its cost can be measured reliably. All other normal repair and maintenance costs and on-going operational expenditure are charged to income during the period in which these are incurred.

Depreciation is charged to the statement of profit or loss by using reducing balance method to write off the cost of an asset over its estimated useful life in accordance with the rates specified in note 5.1 to these financial statements. Depreciation on additions is charged from the day in which the asset is put to use while no depreciation is charged for the day in which the assets are disposed of.

The assets' residual values and estimated useful lives are reviewed at least annually to adjust the resultant significant impact on depreciation, if any.

Residual values are determined by the management as the amount it expects it would receive currently for an item of property and equipment if it was already of the age and in the condition expected at the end of its useful life based on the prevailing market prices of similar assets already at the end of their useful lives.

Useful lives are determined by the management based on the expected usage of assets, physical wear and tear, technical and commercial obsolescence, legal and similar limits on the use of the assets and other similar factors.

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An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing disposal proceeds with carrying amount of the relevant assets and recognized in the statement of profit or loss during the period in which the asset is disposed of.

Since the company is preparing its financial statements on net realizable basis, therefore, the property and equipment is being also being carried at net realizable value which is equivalent to carrying amounts of property and equipment at the date of transfer. However, the company has transferred all the related operating assets during the period, therefore, there is no impact on the carrying values of property and equipment at the reporting date had these values been reported at fair values / forced sale value as the company has no assets as at that date.

3.2 Investments in equity instruments of associated companies

Investments in associated companies where significant influence can be established are accounted for using the equity method. Under this method the investments are stated at cost plus the Company's equity in undistributed earnings and losses after acquisition, less any impairment in the value of individual investment. Income on investments in associated companies is recognized using the equity method. Under this method, the Company's share of post-acquisition profit or loss of the associated companies is included in profit or loss, its share of post-acquisition other comprehensive income or loss is included in other comprehensive income and its share of post-acquisition movements in reserves is recognized in reserves. Dividend distribution by the associated companies is adjusted against the carrying amount of the investment. Unrealized gains on transactions between the Company and its associate are eliminated to the extent of the Company's interest in the associate.

3.3 Taxation

Income tax comprises of current tax and deferred tax. Income tax expense is recognized in the statement of profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity (if any), and in which case the tax amounts are recognized directly in in other comprehensive income or equity.

a) Current

Provision of current tax is based on the taxable income for the year determined in accordance with the prevailing law for taxation of income. The charge for current tax is calculated using the prevailing tax rates to the profit for the period after taking into account tax credits, rebates and exemptions, if any. Payable tax is higher of normal tax at corporate tax rate applied to taxable income; or minimum taxation at the rate of 1.25% of the turnover or Alternative Corporate Tax at the rate of 17% of accounting profit adjustable as per income tax laws. For the income covered under Final Taxation Regime (FTR), taxation is based on the applicable tax rates under such Regime.

b) Deferred

Deferred tax is recognized using the financial position liability method on all temporary differences between the carrying amounts of assets and liabilities for the financial reporting purposes and the amounts used for taxation purposes.

Deferred tax liability is recognized for all the taxable temporary differences. Deferred tax asset is recognized for all the deductible temporary differences only to the extent that it is probable that future taxable profits will be available against which the asset may be utilized. Deferred tax asset is reduced to the extent that it is no longer probable that the related tax benefit will be realized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

The carrying amount of deferred tax assets is reviewed at each financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rates that have been enacted or substantially enacted by the financial position date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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Deferred tax is charged or credited in the income statement, except in the case of items directly credited or charged to comprehensive income or equity, in which case it is included in other comprehensive income or equity. Impact of future income subject to final taxation is also considered in accordance with the requirements of Accounting Technical Release – 27 of the Institute of Chartered Accountants of Pakistan, if considered material. Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

Off-setting

Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off current tax assets against current tax liabilities, and they relate to income taxes levied by the same tax authority.

3.4 Trade debts

These are classified at amortized cost and are initially recognized when they are originated and measured at fair value of consideration receivable. These assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Company. Actual credit loss experience over past years is used to base the calculation of expected credit loss.

3.5 Cash and cash equivalents

Cash and cash equivalents are carried at cost in the statement of financial position. For the purposes of cash flow statement, cash and cash equivalents comprise of cash in hand and cash at bank.

3.6 Trade and other payables

Liabilities for trade and other amounts payable are carried at cost in the statement of financial position which is the fair value of the consideration to be paid in future for goods and services received / hired, whether or not billed to the company. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of business, if longer), if not, they are classified as non-current liabilities.

3.7 Financial instruments

The Company classifies its financial assets at amortized cost, fair value through other comprehensive income or fair value through profit or loss on the basis of the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Financial assets at amortized cost

Financial assets at amortized cost are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets, impairment losses, foreign exchange gains and losses, and gain or loss arising on derecognition are recognized directly in profit or loss.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are those financial assets which are either designated in this category or not classified in any of the other categories. A gain or loss on debt investment that is subsequently measured at fair value through profit or loss is recognized in profit or loss in the period in which it arises.

Equity instrument financial assets are measured at fair value at and subsequent to initial recognition. Changes in fair value of these financial assets are normally recognized in profit or loss. Dividends from such investments continue to be recognized in profit or loss when the Company's right to receive payment is established. Where an election is made to present fair value gains and losses on equity instruments in other comprehensive income there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

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Derecognition

Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Assets or liabilities that are not contractual in nature and that are created as a result of statutory requirements imposed by the Government are not the financial instruments of the Company.

The Company assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortized cost and fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach, which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Company recognizes in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in statement of profit or loss.

Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit or loss. Any gain or loss on derecognition is also recognized in statement of profit or loss.

Financial liabilities comprise contractual trade and other payables, short term loan and accrued markup.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange and modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in respective carrying amounts is recognized in the profit or loss.

Offsetting of financial assets and liabilities

Financial assets and financial liabilities are set off and the net amount is reported in the financial statements when there is a legally enforceable right to set off and the company intends either to settle on a net basis, or to realize the assets and to settle the liabilities simultaneously.

3.8 Impairment of financial assets

The Company recognizes loss allowances for Expected Credit Losses (ECLs) in respect of financial assets measured at amortized cost.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

(a) Debt securities that are determined to have low credit risk at the reporting date;

(b) Other debt securities and bank balance for which credit risk (the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

(c) Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than past due for a reasonable period of time. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12 months ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

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The Company recognizes in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date. Loss allowances for financial assets measured at amortized cost are deducted from the Gross carrying amount of the assets. The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expect no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

3.9 Impairment of non-financial assets other than inventories

The carrying amount of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash generating unit is the greater of its value in use and its fair value less cost to sell. In assessing value in use, the estimated future cash flows are discounted to their present values using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit.

An impairment loss is recognized if the carrying amount of the assets or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of cash generating units are allocated to reduce the carrying amounts of the assets in a unit on a pro rata basis. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to that extent that the asset's carrying amount after the reversal does not exceed the carrying amount that would have been determined, net of depreciation and amortization, if no impairment loss had been recognized.

3.10 Related party transactions

All transactions arising in the normal course of business and are conducted at arm's length at normal commercial rate on the same terms and conditions as third party transactions using valuation modes as admissible, except in rarely extreme circumstances where, subject to approval of the Board of Directors, it is in the interest of the Company to do so. Parties are said to be related if they are able to influence the operating and financial decisions of the Company and vice versa.

3.11 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of economic resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources embodying economic benefits will be required to settle the obligation, the provisions are reversed.

3.12 Revenue recognition

Sale of goods

Revenue from the sale of goods is recognized at the point in time when the performance obligations arising from the contract with a customer is satisfied and the amount of revenue that it expects to be entitled to can be determined. This usually occurs when control of the asset is transferred to the customer, which is when goods are delivered to the customers. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. Revenue is disclosed net of taxes, returns, rebates, discounts and other allowances.

Interest income

Profit on bank deposits are recognized on time proportionate basis using the effective rate of interest.

Other income

Miscellaneous income is recognized on accrual basis and dividend income is recognized when the right to receive is established.

3.13 Contingencies and commitments

These are not accounted for in the financial statements unless these are actual liabilities and are only disclosed when:

a) there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company; or

b) there is present obligation that arises from past events but it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

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'The assessment of the contingencies inherently involves the exercise of significant judgment as the outcome of the future events cannot be predicted with certainty. The company, based on the availability of the latest information, estimates the value of contingent assets and liabilities which may differ on the occurrence / non-occurrence of the uncertain future events not wholly within the control of the Company. However, based on the best judgment of the Company and its legal advisors, the likely outcome of these litigations and claims is remote and there is no need to recognize any liability at the reporting date.

3.14 Earning per share (EPS)

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by adjusting basic EPS by the weighted average number of ordinary shares that would be issued on conversion of all dilutive potential ordinary shares into ordinary shares and post-tax effect of changes in profit or loss attributable to ordinary shareholders of the Company that would result from conversion of all dilutive potential ordinary shares into ordinary shares.

3.15 Segment information

Segments are reported in a manner consistent with the internal reporting used by the chief operating decision-maker. The Chief Executive Officer has been identified as the chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments.

The Chief Executive Officer is responsible for the Company's entire product portfolio and considers the business to have a multiple operating segments. The Company's asset allocation decisions are based on an integrated investment strategy and the Company's performance is evaluated on an overall basis.

3.16 Equity and reserves

Ordinary shares issued represent the equity and are recorded at face value. Any transaction costs associated with the issuing of shares are deducted from share capital, net of any related income tax benefits, if any. Unappropriated profit - retained earnings include all current and prior period retained profits.

3.17 Comprehensive income

Comprehensive income is the change in equity resulting from transactions and other events, other than changes resulting from transactions with shareholders in their capacity as shareholders. Total comprehensive income comprises all components of profit or loss and other comprehensive income. Other comprehensive income comprises items of income and expense, including reclassification adjustments, that are not recognized in profit or loss as required or permitted by approved accounting standards.

3.18 Correction of error

The company had not previously recognized markup on the balance of loan payable to its associated undertaking; Modaraba Al Mali that was outstanding since May 30, 2022 in accordance with the provisions of Companies Act, 2017. Since, this adjustment relates to prior period and has accordingly been incorporated with retrospective effect in accordance with the requirements of IAS-8 "Accounting policies, Changes in Accounting Estimates and errors". The effect of restatement is as follows:

	2022 Rupees
Impact on the statement of financial position	
Decrease in unappropriated profit	(1,084,877)
Increase in current liabilities	1,084,877
Impact on the statement of profit or loss	
Increase in loss before tax	(1,084,877)
Increase in loss after tax	(1,084,877)
Impact on the statement of changes in equity	
Decrease in unappropriated profit	(1,084,877)
Decrease in shareholders' equity	(1,084,877)

** The above correction of error has no related tax consequences that may require any adjustment in the comparative figures.*

The correction of error has also impacted earnings per share of the Company for the year ended June 30, 2020. The impact is as follows:

	Rupees
Earnings per share as previously reported	0.05
Effects for the correction of error	(0.15)
Loss per share as restated	(0.10)

Since the error relates to the comparative period only and has no impact on the beginning of the earliest period presented i.e. July 01, 2021, therefore, the statement of financial position for that period in accordance with para 40(a) of IAS 1, "Presentation of financial statements" has not been shown being not applicable in the instant case.

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4 PROPERTY AND EQUIPMENT

Particulars	Cost / Revaluation				Rate %	Depreciation				Written down value as at June 30, 2023
	As at July 01, 2022	Addition	Transfer adjustment (Note 1)	As at June 30, 2023		As at July 01, 2022	For the year	Adjustment	As at June 30, 2023	
OWNED										
Computer and accessories	-	1,234,864	(1,234,864)	-	30%	-	142,617	(142,617)	-	-
Dental and surgical equipment	-	586,360	(586,360)	-	20%	-	35,983	(35,983)	-	-
Electrical equipment	-	1,111,247	(1,111,247)	-	20%	-	22,932	(22,932)	-	-
Furniture and fixtures	-	5,277,349	(5,277,349)	-	10%	-	88,586	(88,586)	-	-
Office equipment	-	2,089,713	(2,089,713)	-	10%	-	1,742	(1,742)	-	-
Vehicles	2,974,412	4,256,430	(7,230,842)	-	20%	2,974,412	236,468	(3,210,880)	-	-
JUNE 30, 2023	**2,974,412**	**14,555,963**	**(17,530,375)**	**-**		**2,974,412**	**528,328**	**(3,502,740)**	**-**	**-**

Particulars	Cost / Revaluation				Rate %	Depreciation				Written down value as at June 30, 2022
	As at Jul 01, 2021	Addition	Impairment	As at June 30, 2022		As at Jul 01, 2021	For the year	Adjustment	As at June 30, 2022	
OWNED										
Building (Note 4.1)	12,500,000	-	-	12,500,000		12,500,000	-	-	12,500,000	-
Vehicles	2,974,412	-	-	2,974,412	20%	2,966,722	7,690	-	2,974,412	-
JUNE 30, 2022	15,474,412	-	-	15,474,412		15,466,722	7,690		15,474,412	-

	Note	2023 Rupees	2022 Rupees
4.1 Building at Lahore			
Cost		-	12,500,000
Less: provision for impairment		-	(12,500,000)
		-	-

Due to the uncertainty of litigation relating to the building at Lahore, the Company had made a 100% provision against this property in the past. During the year, the management of the company had written off the building against the provision for impairment as the chances of claim of its right over the asset are bleak.

4.2 Depreciation charge during the year has been allocated to:

	Note	2023	2022
Cost of sales	16	**149,243**	-
Administrative and general expenses	17	**379,085**	7,690
		528,328	7,690

4.3 The company has been provided rented office premises by the Modaraba Al Mali, an associated undertaking that are owned by the said party in its name for the purpose of carrying out business activities of the company.

4.4 In pursuance of the management's decision as to the transfer of the business and related assets of the company to Modaraba Al Mali, the company has also transferred vehicles owned by it to the said party. However, the registration of vehicles in the name of Modaraba Al Mali is in process until the terminal date and would be formalized in due course of time.

		Note	2023 Rupees	2022 Rupees
5	**LONG TERM INVESTMENT in:**			
	Associated company			
	Ensmile Limited - Carrying Value (equity method)	5.1	289,396,637	-
	Less: Transferred to Modaraba Al Mali		(289,396,637)	-
			-	-

		Note	2023 Rupees	2022 Rupees
5.1	**Movement during the period in investment in associate**			
	Balance as at July 01,		-	-
	Add: Investment in associate during the year	5.1.1	300,020,500	-
	Add: Share of profit after tax from associated company	5.1.2	2,376,137	-
	Less: Dividend Income received during the year	5.1.3	(13,000,000)	-
		20.1	(10,623,863)	-
	Balance as at June 30,		289,396,637	-
	Number of shares of Rs. 10 each		5,050,000	-
	Percentage of holding in Ensmile Limited		33.33%	-

5.1.1 During the year, the Company had acquired 33.33% of the share capital of the above named associated company representing 5,050,000 shares of Rs. 59.41 each which is calculated under the Sale growth method. The investment is made in line with the new business strategy of the company where it is supposed to develop the dental studios of the said associated company.

Ensmile was established in December, 2019 and manufactures Clear Aligners, a dental product, which are transparent plastic braces worn over the teeth as an alternative to the conventional metal braces and one of the leading teeth straightening manufacturers. These aligners are manufactured with 3D printers in Pakistan as per computer generated customized designs for individual patients taken at any part of the world.

This management of the company had transferred this investment in the name of Modaraba Al Mali as per the mutually agreed and duly executed transfer deed entered into between the parties on March 24, 2023 based on the approval of members of the company for the transfer of investment in the name of Modaraba Al Mali in their EOGM held on March 24, 2023 and accordingly the shares of the above named associate have been allotted in the name of Modaraba Al Mali as at that date. This investment had been adjusted against the Sukuk proceeds received from Modaraba Al Mali.

5.1.2 The company has recognized its share of profit after tax from above named associate on the basis of its unaudited financial statements for the period ended March 31, 2023, which is the date until which the company held investment in the said associated company.

5.1.3 This represents dividend income earned on investment made under conventional arrangements.

5.1.4 The summarized unaudited financial information of Ensmile Limited is set out below which represents the amount shown in the associate's financial statements for the period ended March 31, 2023:

	March 31, 2023 Rupees Un-audited	June 30, 2022 Rupees Audited
STATEMENT OF FINANCIAL POSITION		
Current assets	333,959,357	84,467,532
Non-current assets	141,195,449	71,630,794
Current liabilities	40,506,071	11,479,128
Non-current liabilities	-	5,536,951
STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME		
Revenue	63,165,539	254,091,283
Profit after taxation for the year	7,128,410	86,186,070
Total comprehensive income for the year	7,128,410	86,186,070
Dividend received from the associate during the year	13,000,000	-

Reconciliation of the above summarized financial information to the carrying amount of the interest in the Ensmile Limited recognized in the financial statements:

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	Note	2023 Rupees	2022 Rupees
Net assets of the associate		**434,648,735**	139,082,246
Proportion of the Group's ownership		**33.33%**	-
Share of net assets of the associate held by the Group		**144,868,423**	-
Carrying amount of the Group's interest		**289,780,312**	-
Other adjustments		**(383,675)**	-
Net interest in the associate assets		**289,396,637**	-

6 DEFERRED TAXATION

Deferred tax assets arising due to deductible temporary differences

	Note	2023 Rupees	2022 Rupees
Long term investment		**-**	
Unused tax losses		**(25,210,614)**	-
Deferred tax asset as at June 30,		**(25,210,614)**	-
Less: Deferred tax asset not recognized	6.1	**25,210,614**	-
Deferred tax asset recognized in the statement of financial position		**-**	-

6.1 Deferred tax assets in respect of deductible temporary differences on account of unused losses have not been recognized in these financial statements as it is not probable that future taxable profits will be available in the foreseeable future against which the taxable losses will be reversed coupled with facts that the company is not a going concern as disclosed in Note 1 of these financial statements. These unrecognized deferred tax assets have been computed by applying the applicable tax rates to the deductible temporary differences in respect of unused tax losses that arose from the discontinued operations of the assets and liabilities of the disposal group.

7 TRADE DEBTS - unsecured

	Note	2023 Rupees	2022 Rupees
Considered good		**-**	-
Considered doubtful	7.1	**-**	5,444,688
		-	5,444,688
Less: Provision for doubtful debts		**-**	(5,444,688)
		-	-

7.1 The company had written off this balance against the provision for doubtful debts since the balance is irrecoverable and there is no track record of the parties concerned, hence written off .

8 ADVANCES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

Advances - unsecured

	Note	2023 Rupees	2022 Rupees
Considered good			
Prepaid expenses	8.1	**-**	34,346,314
Other receivables - related parties			
Ensmile Limited	8.2	**2,625,930**	-
Modaraba Al Mali	8.3	**469,688**	-
		3,095,618	34,346,314
Considered doubtful	8.4		
Advance to suppliers		**-**	7,237,755
Less: Provision for balances doubtful of recovery		**-**	(7,237,755)
		-	-
		3,095,618	34,346,314
Less: Transferred to Modaraba Al Mali		**(2,625,930)**	-
		469,688	34,346,314

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8.1 This represented expenses incurred and paid to Ex-CEO of the company by Modaraba Al Mali, an associated undertaking, on behalf of the company in connection with its revival of business which had been adjusted / written off during the year (Refer to Note 17).

8.2 This represents amounts receivable from the above named related party as current account. The year end balance having being the highest aggregate balance due from the said party at the end of any month during the year. This balance is within the age bracket of one year. Moreover, the said party has a historical proven track of profitability with sound financial footing as evident from its latest available unaudited financial statements for the period ended March 31, 2023, therefore, no provision under the expected credit loss is required in respect of the balance receivable from it till the date of transfer. However, this balance had been transferred to Modaraba Al Mali on non recoursable basis under the authority of special resolution passed by the members of the company in their EOGM held on March 24, 2023.

8.3 This represents an amount receivable from Modaraba Al Mali as purchase consideration payable by it to the company after the transfer of all the related assets and liabilities of the company as decided and approved by the members of the company in their EOGM held on March 24, 2023 as disclosed in Note 1 of these financial statements. This balance will be recoverable in the ordinary course of business, is past due but nor impaired and is having the age bracket of three months.

8.4 This represented an amount of Rs. 7,237,755 paid to Messrs. Swiss Embroidery (Private) Limited for supply of tin plate and other material, but the supplier had failed to supply material. A suit for recovery had been filed with the High Court of Sindh and the matter is pending for adjudication. Due to the uncertainty of litigation, the Company had made 100% provision against this balance in the past. During the year, the Company had written off this balance against the provision for doubtful balance.

9 CASH AND BANK BALANCES	2023 Rupees	2022 Rupees
Cash in hand	**50,000**	101,917
Pay order in hand	**-**	23,217,355
Cash at bank in current account	**2,113,647**	121,285,193
	2,163,647	144,604,465
Less: Transferred to Modaraba Al Mali	**(2,113,647)**	-
	50,000	144,604,465

9.1 As decided by the Board of Directors of the company and as approved by its members in their EOGM held on March 24, 2023, the bank accounts of the company being maintained / operated in its name had been transferred to Modaraba Al Mali with immediate effect after the date of transfer of its business portfolio to the Modaraba. Accordingly, all the transactions in these bank accounts after the date of assignment are now vested to Modaraba.

10 SHARE CAPITAL

Authorized capital

	2023	2022
60,000,000 (2022: 5,000,000) Ordinary shares of Rs. 10 each	**600,000,000**	50,000,000

10.1 During the year, the Board of Directors of the company have decided to increase the authorized capital of the company and which had been so increased from Rs. 50 million to Rs. 600 million followed by a special resolution passed by the members of the company in their meeting held on July 22, 2022.

10.2 Issued, subscribed and paid up capital

The reconciliation of shares at the beginning and end of the year is as follows:

(Number of shares)

2023	2022		2023	2022
1,633,500	1,633,500	Balance as at July 01,	**16,335,000**	16,335,000
5,798,925	-	Bonus shares issued during the year	**57,989,250**	-
7,432,425	1,633,500	Balance as at June 30,	**74,324,250**	16,335,000

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10.3 The breakup of the issued, subscribed and paid-up share capital is as follows:

(Number of shares) 2023	2022		2023 Rupees	2022 Rupees
1,034,500	1,034,500	Ordinary shares of Rs. 10 each issued for cash	**10,345,000**	10,345,000
170,000	170,000	Ordinary shares of Rs. 10 each issued for consideration other than cash	**1,700,000**	1,700,000
6,227,925	429,000	Ordinary shares of Rs. 10 each issued as fully paid-up bonus shares	**62,279,250**	4,290,000
7,432,425	1,633,500		**74,324,250**	16,335,000

10.4 During the year, the Board of Directors of the company in their meeting held on August 31, 2022 have announced the issuance of 355% of bonus shares i.e. 3.55 bonus shares of Rs. 10 each for every one share held in the company.

10.5 Modaraba Al Mali had held 29.99% of the share capital of the Company comprising 2,228,984 ordinary shares of Rs. 10 each. During the year, the Modaraba has disposed off its entire investment in the company.

11 SUKUK PROCEEDS IN ADVANCE

	Note	2023 Rupees	2022 Rupees
Sukuk proceeds in advance	11.1	**300,020,500**	-
Less: Transferred to Modaraba Al Mali		**(300,020,500)**	-
		-	-

11.1 During the year, the Board of Directors had decided to raise the funds to the tune of Rs. 408.783 million through the issuance of Perpetual, Non-participatory and convertible Sukuks comprising 40,878,338 sukuks of Rs. 10 each representing 550% of the share capital. These sukuks were convertible into ordinary shares in 1:1 ratio and the same voting rights as of existing ordinary shares. The sukuks were secured against pari passu floating charge on present and future current assets of the company. Succeeding this proposal by the Board, an amount of Rs. 300 million had been received from Modaraba Al Mali as advance proceeds for sukuks, the timing for issuance of which was to be decided by the Board of Directors of the company. Keeping in view all the features of the proposed Sukuks as per the term sheet, these were treated and classified as equity instrument and shown under the equity box in the statement of financial position.

However, due to uncertain / unfavourable economic indicators, the company had not been granted permission from the SECP for the issuance of Sukuks and accordingly the management had cancelled the proposed issuance of Sukuks. The company had previously obtained the Sukuk proceeds from Modaraba Al Mali for its investment requirements in Ensmile Limited in pursuance of its business activities. In this way, the Sukuk proceeds for issuance of proposed Sukuks had been adjusted against the investment in associated company by transferring all the shares of Ensmile Limited in the name of Modaraba Al Mali and accordingly the company assumes no obligation to the Modaraba Al Mali after the allotment of shares of Ensmile Limited in the name of Modaraba on March 24, 2023.

12 SHORT TERM LOAN - UNSECURED

	Note	2023 Rupees	2022 Rupees
Related parties - associated concerns			
Modaraba Al Mali	12.1	-	82,495,876
LSE Financial Services Limited	12.2	-	-
		-	82,495,876

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	Note	2023 Rupees	2022 Rupees

12.1 This represented an unsecured loan assigned to Modaraba Al-Mali by the Ex-CEO of the company which had been paid off in full during the year. It carried markup at the effective rate of interest i.e. 15% per annum.

12.1.1 The composition of loan to Modaraba Al Mali is as follows:

	Note	2023 Rupees	2022 Rupees
Assignment of loan to Modaraba Al Mali by the Zaheer A Malik (Ex-CEO)			
outstanding balance of loan as appearing in financial statements of previous years		-	45,547,601
Amount paid by Modaraba Al Mali to Ex-CEO	8.1		
on account of revival of business of the company		-	34,346,314
Miscellaneous expenses paid by Modaraba Al Mali on company's behalf		-	2,601,961
		-	82,495,876

12.2 The reconciliation in this head of account is as follows:

	Note	2023 Rupees	2022 Rupees
Balance as at July 01,		-	-
Add: Loan obtained from the related party		**64,979,500**	-
Less: Repayments made during the year		**(60,000,000)**	-
Balance as at June 30,		**4,979,500**	-
Less: Transferred to Modaraba Al Mali	12.2.2	**(4,979,500)**	-
		-	-

12.2.2 The company has transferred its loan to Modaraba Al Mali that was payable to LSE Financial Services Limited as was decided by the members of the company in their EOGM held on March 24, 2023 after obtaining necessary NOC from LSE Financial Services Limited.

13 TRADE AND OTHER PAYABLES

	Note	2023 Rupees	2022 Rupees
Trade creditors		**1,839,262**	-
Accrued liabilities		**1,088,606**	225,000
Income tax deducted at source payable		**318,417**	-
Deposits from employees against vehicle		**211,500**	-
Liabilities against settlements and contingencies	13.1	-	22,494,164
		3,457,785	22,719,164
Less: Transferred to Modaraba Al Mali		**(2,694,161)**	-
		763,624	22,719,164

13.1 These represented the liabilities recognized previously in connection with the compensation payable to ex employees of the company who had claimed benefits from the company's old management through filing a petition in the Honorable Sindh Labour Court. However, these liabilities had been written back during the year based on the judgment of the Honorable Sindh Labour Court dated September 27, 2022 that the ex employees are not entitled of the benefits claimed by them and accordingly the matter has been decided in favour of the company. Accordingly, the relevant provisions created in this regard have been written back being no more payable. (Note 18.2).

14 CONTINGENCIES AND COMMITMENTS

There were no contingent liabilities and commitments at the reporting date. (2022: Nil).

15 REVENUE - NET

	Note	2023 Rupees	2022 Rupees
Revenue from trading activities		**509,500**	-

16 COST OF REVENUE

	Note	2023 Rupees	2022 Rupees
Purchase of consumer products for trading		**459,500**	-

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	Note	2023 Rupees	2022 Rupees
17 ADMINISTRATIVE AND SELLING EXPENSES			
Fees and subscription		**3,396,161**	231,000
Legal and professional charges	17.1	**33,067,870**	2,593,131
Auditors' remuneration	17.2	**450,000**	300,000
Prepaid expenses written off	8.1	**34,346,314**	-
Other debit balances written off		**13,122,123**	-
		84,382,468	3,124,131

17.1 These include an amount of Rs. 27.504 million paid to Modaraba Al Mali on account of expenses incurred by it on behalf of the company for its revival and mainly includes fee to lawyers, valuation exercise, corporate and regulatory charges of SECP, fees paid to PSX and CDC as well as charges for the financial advisory and underwriting services.

		2023	2022
17.2 Auditors' remuneration			
Audit services			
Statutory audit fee		**200,000**	175,000
Review report on statement of compliance with the Code of Corporate Governance		**50,000**	50,000
Special audit fee		**100,000**	-
Half yearly review fee		**50,000**	-
Non-audit services			
Certification fee		**50,000**	75,000
		450,000	300,000
18 OTHER INCOME			
Income from financial assets			
Profit on investment / deposits	18.1	**2,145,737**	970,459
Income from non-financial assets / others			
Old liabilities written back	18.2	**22,719,164**	3,158,600
		24,864,901	4,129,059

18.1 This represents income earned from shariah compliant arrangements.

18.2 This amount represents liabilities against settlements and contingencies which have been written back during the year due to the reasons as disclosed in note - 13.1.

		2023	2022
19 TAXATION			
Continuing operations			
Current tax			
- minimum tax		**6,369**	-
Discontinued operations			
Current tax			
- minimum tax		**126,274**	-
- Presumptive tax on dividend		**1,950,000**	-
		2,076,274	-

19.1 Since the company has suffered a loss before taxation and had carried forward taxable losses amounting to Rs. 86.933 million (2022: Rs. 1.801 million), therefore no provision for taxation under normal tax regime and Alternative corporate tax regime is applicable in the instant case. Accordingly, provision for taxation is computed under the minimum tax regime for local sales. The company has also recognized provision for taxation under presumptive tax on dividend income earned during the year at applicable tax rates.

As the company has recognized provision for taxation under minimum tax regime during the year therefore, reconciliation of tax expenses and product of accounting profit multiplied by the applicable tax rate is not applicable in the instant case.

The income tax returns of the Company have been filed up to the financial year ended June 30, 2022 which are deemed assessed under the Income Tax Ordinance 2001, unless selected for audit by taxation authorities.

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20 ANALYSIS OF PROFIT FOR THE YEAR FROM DISCONTINUED OPERATION

The results of the discontinued operation (i.e. Operations and Management of Ensmile's Digital Dental Aligners Studios in Pakistan) included in the statement of profit or loss for the year are set out below. The comparative statement of profit or loss and cash flows have been re-presented to include this operation classified as discontinued in the current year.

Discontinued operation is a component of the Company's business, the operations and cash flows of which can be clearly distinguished from the rest of the entity and which:

- represents a separate major line of business or geographic area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographic area of operations.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

When an operation is classified as a discontinued operation, the comparative statement of profit or loss and other comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative year.

20.1	**Results of discontinued operation**	**Note**	**2023 Rupees**	2022 Rupees
	Income			
	Net revenue	20.2	**10,101,922**	-
	Cost of sales	20.3	**(15,641,802)**	-
	Gross loss		**(5,539,880)**	-
	Share of profit after tax from associated company	5.1	**2,376,137**	-
	Gain on adjustment of investment against sukuk proceeds	5.1	**10,623,863**	-
	Total income		**7,460,120**	-
	Expenses			
	Salaries and wages		**5,089,808**	-
	Travelling and Conveyance		**737,028**	405,330
	Utilities		**49,850**	-
	Postage and courier		**27,562**	-
	Printing and stationary		**52,070**	3,500
	Insurance		**19,473**	-
	Rent, rates and taxes	20.4	**4,520,965**	100,000
	Advertisement		**7,740,213**	-
	Repair and maintenance		**120,955**	-
	Vehicle running expenses		**200,000**	-
	Other expenses		**800,213**	146,426
	Depreciation on property and equipment	4.2	**379,085**	7,690
	Total expenses		**(19,737,222)**	(662,946)
	Results from operating activities		**(12,277,102)**	(662,946)
	Taxation	19	**(2,076,274)**	-
	Results from operating activities - net of tax		**(14,353,376)**	(662,946)
	Gain on sale of discontinued operation		-	-
	Loss from discontinued operation - net of tax		**(14,353,376)**	(662,946)
	Loss per certificate - basic & diluted		**(1.93)**	(0.09)

20.2	Revenue from dental aligners	20.2.1	10,101,922	-
	Less: Sales tax	20.2.2	-	-
			10,101,922	-

20.2.1 This represents revenue earned from the fixing of dental aligners to patients and provision of related medical consultation and treatment for the well-being of their teeth.

20.2.2 The services of medical consultation and treatment are exempt from the levy of sales tax under Second Schedule of the Punjab Sales Tax on Services Act, 2012.

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		2023 Rupees	2022 Rupees
20.3	**COST OF SALES**		
	Purchases - Dental aligners	**5,975,750**	-
	Surgical / dental items and consumables	**1,575,770**	-
	Director's remuneration	**4,817,600**	-
	Salaries and wages	**2,942,956**	-
	Utilities	**77,390**	-
	Other expenses	**103,093**	-
	Depreciation	**149,243**	-
		15,641,802	-

20.4 This includes Rs. 2,450,000 charged by the associated undertaking Modaraba Al-Mali against the use of rented office premises owned by the Modaraba.

		2023	2022
20.5	**Cashflows from discontinued operation**		
	Net cash used in operating activities	**(52,221,397)**	(15,552,108)
	Net cash generated from investing activities	**15,087,097**	80,970,459
	Net cash (used in) / generated from financing activities	**(82,495,876)**	36,948,276

		2023 Rupees
20.6	**Effect of disposal on the financial position of the Company**	
	Property and equipment	**14,027,635**
	Long term investment - equity method	**289,396,637**
	Other receivables	**2,625,930**
	Cash and bank balances	**2,113,647**
		308,163,849
	Equity and Liabilities	
	Short term loan	**(4,979,500)**
	Sukuk proceeds received in advance	**(300,020,500)**
	Trade and other payables	**(2,694,161)**
		(307,694,161)
	Net assets	**469,688**
	Consideration receivable from Modaraba Al Mali	**469,688**

		Note	2023 Rupees	2022 Rupees *Restated*
21	**LOSS PER SHARE - BASIC AND DILUTED**			
	Basic loss per share is worked out as under:			
	Continuing operations			
	Basic loss per share is worked out as under:			
	Loss for the year after taxation (Rs.)		**(60,389,301)**	(79,949)
	Weighted average number of ordinary shares outstanding during the year	21.1	**7,432,425**	7,432,425
	Loss per share - basic & diluted (Rs.)	21.2	**(8.13)**	(0.01)
	Discontinued operations			
	Loss for the year after taxation (Rs.)		**(14,353,376)**	(662,946)
	Weighted average number of ordinary shares outstanding during the year	21.1	**7,432,425**	7,432,425
	Loss per share - basic & diluted (Rs.)	21.2	**(1.93)**	(0.09)

		2023	2022
21.1	**Weighted-average number of ordinary shares (basic & diluted)**		
	Issued ordinary shares as at July 01,	**1,633,500**	1,633,500
	Effect of bonus issue	**5,798,925**	5,798,925
	Weighted average number of ordinary shares as at June 30,	**7,432,425**	7,432,425

21.2 The loss per share for the corresponding period has been restated due to the adjustment of bonus fraction for the bonus shares issued during the year. Diluted earnings per share has not been presented as the Company did not have any convertible instruments in issue as at June 30, 2023 and 2022 which would have any effect on the loss per share if the option to convert is exercised.

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22 RECONCILIATION OF LOSS BEFORE TAXATION AS PER STATEMENT OF PROFIT OR LOSS WITH STATEMENT OF CASH FLOWS

	2023 Rupees	2022 Rupees
Loss before taxation as appearing in statement of profit or loss		
Loss from continuing operations before taxation	(60,382,932)	(79,949)
Loss from discontinued operations before taxation	(12,277,102)	(662,946)
Loss before taxation as appearing in statement of cash flows	(72,660,035)	(742,895)

23 RECONCILIATION OF MOVEMENT OF LIABILITIES TO CASH FLOWS ARISING FROM FINANCING ACTIVITIES

	Liabilities		
	Short term borrowing		
	Modaraba Al Mali	LSE Financial Services Limited	Total
	----Rupees----		
As at July 1, 2022	82,495,876	-	82,495,876
Changes from financing cash flows			
Repayment of loan from Modaraba Al Mali	(82,495,876)	-	(82,495,876)
Loan obtained from LSE Financial Services Limited	-	64,979,500	64,979,500
Repayment of loan from LSE Financial Services Limited	-	(60,000,000)	(60,000,000)
Total changes from financing cash flows	(82,495,876)	4,979,500	(77,516,376)
Other changes			
Loan from LSE Financial Services Limited taken over by Modaraba Al Mali	-	(4,979,500)	(4,979,500)
Closing as at June 30, 2023	-	-	-

	Liabilities		
	Short term borrowing		
	Modaraba Al Mali	Directors loan	Total
	----Rupees----		
As at July 1, 2021	-	45,547,600	45,547,600
Changes from financing cash flows			
Loan acquired from Modaraba Al Mali	82,495,876	-	82,495,876
Repayment of directors loan	-	(45,547,600)	(45,547,600)
Total changes from financing cash flows	82,495,876	(45,547,600)	36,948,276
Other changes	-	-	-
Closing as at June 30, 2022	82,495,876	-	82,495,876

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24 OPERATING SEGMENTS

Management has determined the operating segments based on the information presented to the Chief Executive Officer of the Company for allocation of resources and assessment of performance. Reporting structure of the Company is based on this internal management reporting structure. The Company has the following two strategic divisions, which are its reportable segments. These divisions have different operations and are managed separately because they require different strategies. However, the company has recently commenced its trading activity business short before the reporting date and had conducted a limited business, yet the trading activity has been classified as a reporting segment since this will be the only prime operation of the company in future:

Reportable segments	Operations
Sale of medical aligners and medical treatment	Revenue earned from the fixing of 3D digital dental aligners to patients and provision of related medical consultation and treatment
Trading activity	Sale and purchase of consumer products

24.1 Information about reportable segments

Information related to each reportable segment is set out below. Segment profit before tax is used to measure performance because management believes that this information is the most relevant in evaluating the results of the respective segments relative to other entities that operate in the same industries.

Segment results and assets include items directly attributable to a segment as well as those that can be allocated on a reasonable basis:

	2023		
	Dental aligners (Discontinued operation)	**Trading activity**	**Total**
	--------------------------Rupees--------------------------		
Segment income	7,460,120	509,500	**7,969,620**
Segment profit before tax	(12,277,102)	50,000	**(12,227,102)**
Segment expenses	(19,737,222)	(459,500)	**(20,196,722)**
Segment assets			
Advances and other receivables	469,688	-	**469,688**
Segment liabilities	313,624	-	**313,624**

	2022		
	Dental aligners (Discontinued	Trading activity	Total
	--------------------------Rupees--------------------------		
Segment income	-	-	-
Segment profit before tax	(662,946)	-	(662,946)
Segment expenses	(662,946)	-	(662,946)
Segment assets	-	-	-
Segment liabilities	-	-	-

24.2 Reconciliations of information on reportable segments to the amounts reported in the financial statements

	2023 Rupees	2022 Rupees
Income		
Total income for reportable segments	7,969,620	-
Elimination of discontinued operation	(7,460,120)	-
Combined income	509,500	-
Loss before tax		
Segment results before tax	(12,227,102)	(662,946)
Elimination of discontinued operation	12,277,102	662,946
Unallocated amounts:		
- administrative expense	(84,382,468)	(3,124,131)
- finance cost	(915,365)	(1,084,877)
- other income	24,864,901	4,129,059
Loss before tax from continuing operations	(60,382,932)	(79,949)
Assets		
Total assets for reportable segments	469,688	-
Other unallocated amounts	347,932	179,096,348
Combined total assets	817,620	179,096,348
Liabilities		
Total liabilities for reportable segments	313,624	-
Other unallocated amounts	2,450,242	106,299,917
Combined total liabilities	2,763,867	106,299,917

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25 RELATED PARTY TRANSACTIONS

Parties are said to be related if they are able to influence the operating and financial decisions of the company. Related parties include associated companies, directors, key management personnel and employee benefits. Transactions with related parties are carried out at arms' length basis. Outstanding balances and transactions with related parties i.e. remuneration to Chief executive, directors & executives, investment in Ensmile Limited, sukuk proceeds received from Modaraba Al Mali, balance receivable from Modaraba Al Mali and accrued markup on loan from Modaraba Al Mali have already been disclosed in the relevant notes to these financial statements. Other significant transactions carried out with related parties are as follows:

Name of related party	Relationship	Basis of relationship	Nature of transactions	2023 Rupees	2022 Rupees
Ensmile Limited	Associated Company	33.33% shareholding	Purchase of dental aligners	5,975,750	-
			Dividend income received	13,000,000	-
			Share of profit from associate	2,376,137	-
Zahir A. Malik - Ex-CEO	Ex-CFO	Common Directorship	Loan received from the party	-	34,346,313
			Loan assigned to Modaraba Al Mali	-	(79,893,914)
Modaraba Al Mali	Associated Company	29.99 % shareholding	Assignment of Loan by Ex-CEO	-	79,893,915
			Expenses borne on behalf of the Company	-	2,601,961
			Expenses borne on behalf of the Company in connection with its revival of business	27,504,124	-
			Markup on loan payable to the party	915,365	1,084,877
Digital Custodian Company Limited	Associated Company	Associated Company of Modaraba Al Mali	Share registrar services	99,241	-
LSE Financial Services Limited	Associated Company	Associated Company of Modaraba Al Mali	Loan received from the party	64,979,500	-
			Repayment of loan	60,000,000	-
Mr. Sohail Habib	Director	Director	Salary paid to the director	4,817,600	-

26 NUMBER OF EMPLOYEES

	2023 Rupees	2022 Rupees
Number of employees as at June 30,		
- Permanent	-	-
- Contractual	-	2
	-	2
Average number of employees during the year		
- Permanent	10	-
- Contractual	-	2
	10	2

27 REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

Aggregated amounts charged in these financial statements for the year for remuneration, including all benefits to Chief Executive, directors and executives of the company are as follows:

	Chief Executive		Directors		Executives		Total	
	June 30, 2023	June 30, 2022	June 30, 2023	June 30, 2022	June 30, 2023	June 30, 2022	June 30, 2023	June 30, 2022
Remuneration	-	-	4,817,600	-	1,467,200	-	6,284,800	-
Number of persons	1	1	1	-	1	-	3	1

No remuneration was paid to Chief executive whereas remuneration to only one Director of the company was paid during the year (2022: Nil). No meeting fee was paid to the directors of the company and no compensation is being paid to Non-Executive directors of the company.

In addition to this, a director of the company has also been provided company's maintained car and reimbursement of fuel expenses on actual basis for official purposes.

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28 FINANCIAL RISK MANAGEMENT

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;

- Liquidity risk;

- Market risk; and

- Operational risk.

The Board of Directors of the Company has overall responsibility for the establishment and oversight of the Company's risk management framework. The accounts department of the Company assist the Board in developing and monitoring the Company's risk management policies. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The risk management policies of the Company are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits, and focuses on actively securing the Company's short to medium-term cash flows by minimizing the exposure to financial markets. The Company's management oversees and monitors compliance with the Company's risk management policies, procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Directors are assisted in oversight role by the management. Management undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board of Directors.

28.1 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations on a specified future date. To manage credit risk, the Company maintains procedures covering the application for credit approvals, granting and renewal of counterparty limits and monitoring of exposures against these limits. As part of these processes the financial viability of all counterparties is regularly monitored and assessed by the competent authorities of the sales and recovery departments with the approval of the BOD. The Company is exposed to credit risk from its operating activities primarily for advances, deposits, other receivables, balances with banks and other financial assets. Concentration of credit risk arises when a number of counter parties are engaged in similar business activities or have similar economic features that would cause their abilities to meet contractual obligation to be similarly effected by the changes in economic, political or other conditions. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and / or regions.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk as at the end of the reporting period was as follows:

	2023	2022
	Rupees	Rupees
Carrying amount		
Advances, deposits and other receivables	**469,688**	-
Bank Balances	-	144,502,548
	469,688	144,502,548

Bank balances

The credit quality of the Company's cash and cash equivalents, held with various commercial banks and financial institutions is assessed with reference to external credit rating thereof, ranging from AA+ to A1+ assigned by the reputable credit rating agencies.

Trade debts

Customer is counterparty to local trade debts against sale of surgical equipments and dental aligners. Sales limits are established for each customer based on internal rating criteria and reviewed regularly. Any sales exceeding these limits require special approval of the BOD. Outstanding customer receivables are regularly monitored by the sales and recovery department. The company however deals with customers on advance basis and sells its products on cash, accordingly there is no credit risk in respect of trade receivables.

Concentration to credit risks

However, the company has no risk on account of trade and other receivables and bank balances as the company had transferred all the balances maintained in current and deposit accounts and balance receivables from other parties to the Modaraba Al Mali as on March 24, 2023 as decided by the members of the company in their EOGM. Accordingly, the company has no credit risk.

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28.2 Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets, or that such obligations will have to be settled in a manner unfavourable to the Company. Management closely monitors the Company's liquidity and cash flow position. This includes maintenance of statement of financial position liquidity ratios, debtors and creditors concentration both in terms of the overall funding mix and avoidance of undue reliance on large individual customers.

The Company manages liquidity risk by maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The Board of Directors has built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast & actual cash flows and matching the maturity profiles of financial assets and liabilities. The management believes the liquidity risk to be low since there is no obligation on part of the company as at the reporting date. Following are the contractual maturities of financial liabilities. The amount disclosed in the table are undiscounted cash flows:

	2023			
	Contractual Cash Flows			
Financial liabilities	**Carrying amount**	**Total**	**Up to one year**	**More than one year**
	Rupees			
Short term loan	-	-	-	-
Trade and other payables	**763,624**	**763,624**	763,624	-
Accrued markup on short term loan	**2,000,242**	**2,000,242**	**2,000,242**	-
	2,763,867	**2,763,867**	**2,763,867**	-

	2022			
	Contractual Cash Flows			
Financial liabilities	Carrying amount	Total	Up to one year	More than one year
	Rupees			
Short term loan	82,495,876	82,495,876	82,495,876	-
Trade and other payables	22,719,164	22,719,164	22,719,164	-
Accrued markup on short term loan	1,084,877	1,084,877	1,084,877	
	106,299,917	106,299,917	106,299,917	-

28.3 Market risk

Market risk is the risk that the value of the financial instruments fluctuate as a result of changes in market interest rates or the market price due to change in credit rating of the issuer of the instrument, change in market sentiments, speculative activates, supply and demands of securities and liquidity in the market. The objective of the Company's market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on risk. There are three types of market risks i.e. markup rate risk, currency risk and price equity risk. These are:

28.3.1 Interest rate risk

Interest rate risk is the risk that fair values or future cash flows of a financial instrument will fluctuate because of changes in interest rates. Sensitivity to interest rate risk arises from mismatch of financial assets and financial liabilities that mature or re-price in a given period. The Company manages these mismatches through risk management strategies where significant changes in gap position can be adjusted. The short term loan payable by the Company has variable rate pricing that is mostly dependent on Karachi Inter Bank Offer Rate ("KIBOR") as indicated in respective notes. The Company's exposure to the interest rate risk arises from the loan it has obtained from Modaraba Al Mali at variable rates. The interest rate risk is mitigated through managing barrowing at optimal levels that are essential to run the business. The company has however paid off the entire balance of loan payable to Modaraba Al Mali during the year. Accordingly, the company is not exposed to interest rate risk at the reporting date.

28.3.2 Other price risk

Other price risk is the risk that fair value of the future cash flows of the financial instruments will fluctuate because of the changes in market price (other than arising from the interest and currency risk) whether this changes caused by the factor specific to the financial instruments or its issuer or factors effecting similar financial instruments traded in financial markets. The Company is not exposed to other price risk as the company has no investment in equity instruments listed on the Pakistan Stock Exchange (PSX) or any other instrument whose value is subject to fluctuations in the market at the reporting date.

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28.3.3 **Currency risk**

Currency risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in foreign exchange rates. Currency risk arises mainly from future commercial transactions or receivables and payables that exist due to transactions in foreign currencies. The company is not exposed to such risk since the company has no receivables / payables denominated in foreign currency. Accordingly, the currency risk is minimal.

28.4 **Financial instruments by category**

	2023 Rupees	2022 Rupees
Financial assets as per the statement of financial position		
At amortized cost		
Advances, deposits and other receivables	**469,688**	-
Cash and Bank Balances	**50,000**	144,604,465
	50,000	144,604,465
Financial liabilities as per the statement of financial position		
At amortized cost		
Short term loan	-	82,495,876
Trade and other payables	**763,624**	22,719,164
Accrued markup on short term loan	**2,000,242**	1,084,877
	2,763,867	106,299,917

28.5 **Fair value of financial assets and liabilities**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The carrying value of all financial assets and liabilities reflected in the financial statements approximate their fair values.

Underlying the definition of fair value is the presumption that the company is a going concern and there is no intention or requirement to curtail materially the scale of its operations or to undertake a transaction on adverse terms.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Fair value hierarchy

IFRS 13 'Fair Value Measurement' requires the company to classify fair value measurements and fair value hierarchy that reflects the significance of the inputs used in making the measurements of fair value hierarchy has the following levels:

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

Transfer between levels of the fair value hierarchy are recognized at the end of the reporting period during which the changes have occurred.

During the year, there were no transfers between level 1 and level 2 fair value measurements, and no transfers into and out of level 3 fair value measurement.

The Company has not disclosed the fair values of the financial and non-financial assets and liabilities because their carrying amounts are reasonable approximation of fair values at the reporting date. As at 2023 and 2022, the Company did not hold any financial and non-financial instruments carried at fair value. Accordingly, disclosure requirements as regards to fair value levels is not applicable to the company in the instant case.

28.6 **Operational risk**

Operational risk is the risk of direct or indirect losses arising from a wide variety of causes associated with the processes, technologies and infrastructure supporting the Company's operation either internally with in the Company or externally to the Company's service providers, and from external factors other than credit, market and liquidity risk such as those arising from legal regulatory requirements and generally accepted standards of investments and management behavior. Operation risk arises from all of the Company's activities.

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The Company's objective is to manage operational risk so as to balance limiting financial losses and damage to its reputation and generating returns from stake holders.

The primary responsibility for the development and implementation of the controls over operational risk rest with the Board of Directors. This responsibility encompasses the controls in the following areas:

- requirements for the segregation of duties between various functions, roles and responsibilities;
- requirements for the reconciliation and monitoring of the transactions;
- compliance with the regulatory and other legal requirements;
- documentations of controls and procedures;
- requirements for the periodic assessment of operational risk faced, and adequacy of controls and procedures to address the risk identified;
- ethical and business standards; and
- risk mitigation, including insurance where effective.

Senior management will ensures that the Company's staff have adequate training and experience and foster effective communication related to the operational risk management.

28.7 Capital risk management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence, sustain future development of the business, safeguard the Company's ability to continue as a going concern in order to provide the shareholders and benefits for other stakeholders and to maintain optimal capital structure to reduce the cost of capital. The Board of Directors monitors the return on the capital, which the Company defines as net profit after taxation divided by total shareholders equity. The Board of Directors also monitors the level of dividend for ordinary shareholders.

The Company manages the capital structure in the context of economic conditions and risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may, for example, adjust the amount of dividends paid to shareholders and issue new shares. For working capital requirement and capital expenditure, the Company relies substantially on cash generated from operations. The Company is not subject to externally imposed capital requirements.

In order to ensure investor's return on their investment in the company, the BOD measures performance of the company by dividing the operating profit with the capital employed.

	2023 **Rupees**	2022 Rupees
(Loss) / profit before interest and tax	**(71,744,669)**	341,982
Capital employed	**(1,946,247)**	72,796,431
Return on capital employed	**3686%**	0.47%

29 DATE OF AUTHORISATION FOR ISSUE

These financial statements were authorized for issue by the Board of Directors of the Company on -------------------------.

30 GENERAL

30.1 The company is not offering any retirement benefits to employees as it does not qualify the minimum criteria for the provision of any retirement benefits to employees as the total number of employees remained below the minimum threshold as laid in "The Industrial and Commercial Establishments (Standing Orders) Ordinance, 1968. Moreover, keeping in view the future prospects of the company as disclosed in Note 1 of these financial statements, all the employees were taken over by Messrs. Ensmile Limited immediately after March 24, 2023. Accordingly no provision for the retirement benefits is being made in these financial statements being not applicable in the instant case..

30.2 Since the company is suffering losses, no provision for Workers Profit Participation Fund and charge in respect of Workers' Welfare Fund in line with the requirements of Punjab Workers' Welfare Fund Act, 2019 has been recognized in these financial statements being not applicable in the instant case.

30.3 Corresponding figures have been rearranged and reclassified, wherever necessary, for the purpose of better presentation and comparison. However, no major reclassification has been made during the year in the corresponding figures, except as disclosed in note 3.18 of these financial statements.

CHIEF EXECUTIVE　　　CHIEF FINANCIAL OFFICER　　　DIRECTOR