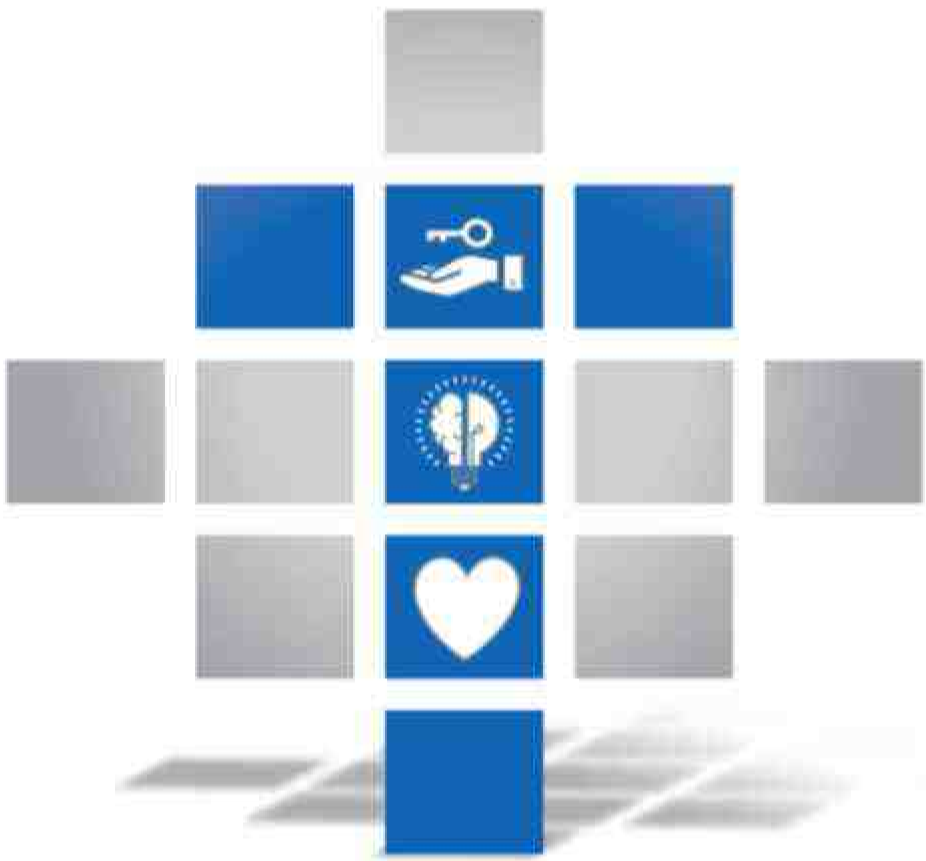
TPLCorp



Annual Report
2021-22

Take Ownership

Pledge To Learn

Lead with Compassion

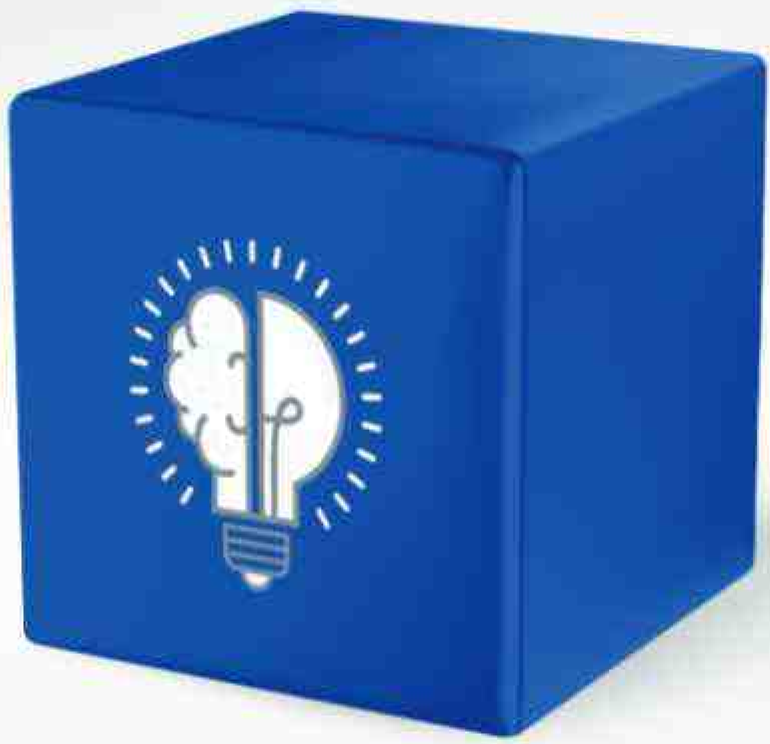
CONCEPT

The values of an organization are, in a way, the building blocks on which it stands. They give us a common goal to work towards, fight for, and to improve upon. And as we evolve, so should our values. This year's annual report is about the evolved values upon which TPL Corp stands.

TABLE OF CONTENTS

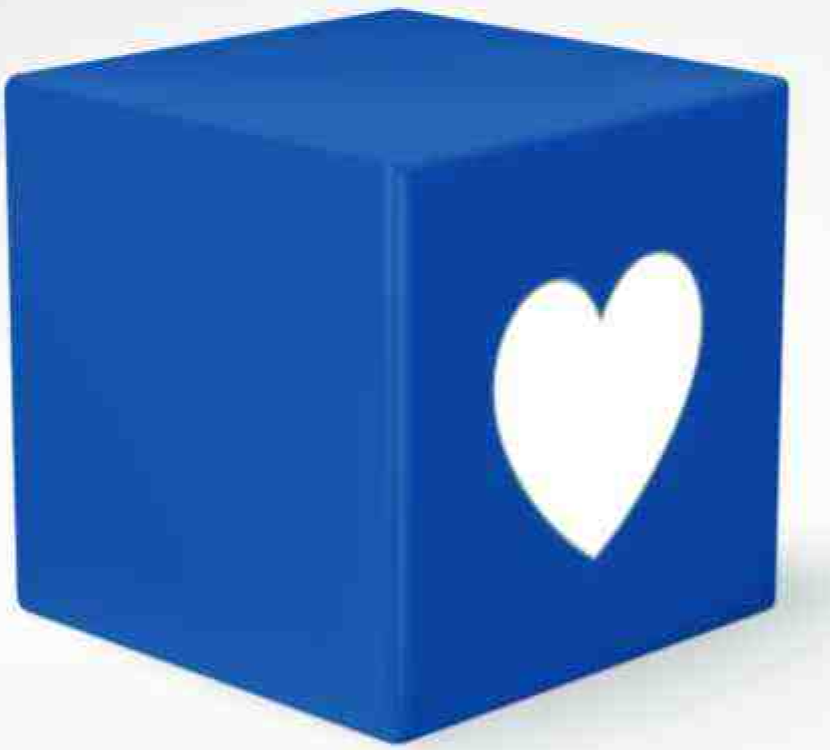
TAKE OWNERSHIP

We strive to build a culture where everyone is encouraged to make decisions around resources that deliver the most impact to our businesses.



PLEDGE TO LEARN

We encourage our people to have the passion to learn, explore new ideas, learn from mistakes and constantly aim to exceed expectations.



LEAD WITH COMPASSION

Building a network of diverse relationships can inspire creativity and drive innovation. We respect our people, share their aspirations and try to act with empathy and humility in all our operations.

GROUP PROFILE

TPL CORP

TPL is one of the leading companies in Pakistan that is committed to providing solutions based on advanced technology, innovation and high quality. TPL has come a long way since its inception. Established in 2000, it has successfully diversified its portfolio, with TPL Corp as the parent company. Starting from asset management and tracking to real estate, security services, venture capital and general insurance.

TPL PROPERTIES

TPL Properties was established in 2007 and became a PSX-listed company in 2016. Centrepoint, the first project and flagship office development was completed in 2013 and subsequently acquired in 2021 by a leading bank as their head office. The company is focused on sustainable development and is using the US Green Building Council's LEED certification to measure this across its portfolio. It has partnered with leading international and Pakistan-based design and engineering firms to deliver developments of the highest quality, setting new benchmarks in Pakistan's real estate sector.

TPL DEVELOPMENTS

TPL Developments (Pvt.) Limited is a wholly-owned subsidiary of TPL Properties Limited. The principal line of business of the company is the development and marketing of all types of real estate including developed or undeveloped land, housing or commercial projects such as multi-storied buildings (for commercial, residential, and industrial purposes), shopping centres, restaurants, hotels, recreational facilities, etc.

TPL RMC

TPL REIT Management Company Limited ("TPL RMC" or the "Manager") was established in 2019 and is regulated by the SECP. TPL RMC is a 100% owned subsidiary of TPL Properties Limited ("TPLP"), established to capitalize on the Real Estate development and management expertise of its parent company through launching sustainable development impact REIT Funds across diverse real estate asset classes in Pakistan. It currently manages TPL REIT Fund I, Pakistan's first Shariah compliant sustainable development impact REIT Fund with a target fund size of USD 500 mn, which invests in sustainable environment friendly developmental and yielding assets in Pakistan across residential, commercial, retail and hospitality sectors.

TPL INVESTMENT MANAGEMENT

TPL Investment Management Limited is the fund management arm of the group, specializing in emerging and frontier markets. It manages the feeder fund structure for the master fund, to allow them to deploy capital in a tax efficient manner. TPL IM is incorporated in the Abu Dhabi Global Market (ADGM), under a 3-C fund manager licence, and regulated by the FSRA.

TPL TRAKKER

TPL Trakker Limited is Pakistan's leading telematics company providing IoT, tracking, mapping and location-based solutions. For two decades, TPLT has been a pioneer in the GPS tracking industry, helping customers extract data about vehicles and turning their utilization into intelligence. The Company provides reliable end-to-end solutions for individuals, commercial fleets, businesses, automotive industry suppliers, and startups. It is the only vehicle tracking company with a long-term financial status rating of A- by the Pakistan Credit Rating Agency Limited (PACRA) and is currently the only service provider of container tracking services for bonded cargo in Pakistan.

TPL INSURANCE

A leading InsurTech company, TPL Insurance (TPLI) pioneers in developing tech-driven products, innovative solutions, and digitally integrated systems to deliver seamless customer experiences with Pakistan's first lifestyle insurance app which provides an end-to-end insurance solution round-the-clock. Listed on Pakistan Stock Exchange since 2011, TPLI is licensed by SECP to underwrite the non-life insurance business. With an Insurer Financial Strength rating of "AA" by PACRA, the company is currently ranked 6th on overall net premium and 2nd on window takaful business in Pakistan. It offers all lines of non-life insurance in conventional and takaful segments with significant underwriting capacities and reinsurance treaties maintained with leading international reinsurer- Hannover Re.

TPL LIFE

TPL Life is Pakistan's leading InsurTech that strives to provide innovative insurance solutions to enhance the quality of life and economic well-being of people and society. Continuous investment in cutting edge technology and market intelligence has allowed TPL Life to be first-to-market with multiple unique insurance solutions. With digitization and innovation at the core, TPL Life commits to deliver seamless, unmatched customer experiences.

TPL SECURITY SERVICES

Established in 2000, TPL Security Services is a leading security company providing cutting-edge security equipment and services to clients. It takes pride in its local presence and has managed to create an extensive network of offices and institutions that are availing the company's services. It offers security equipment and services of the highest calibre which can manage and mitigate even the delicate of situations.

TPL E-VENTURES

Incorporated in November 2017, TPL e-Ventures is a subsidiary of Pakistan's tech-driven conglomerate; TPL Corp. TPL e-Ventures (Private) Limited is a venture capital investor focused on Pakistani tech or tech-enabled companies. It aims to invest in multiple start-ups across industries at a pre-seed and seed level, thus building a world-class platform known to catalyze high potential and high-impact entrepreneurs.

TPL LOGISTICS

TPL Logistics was launched in 2018 and is Pakistan's first digital end-to-end logistics provider. The Company is committed to its vision of using technology to remove bottlenecks throughout the supply chain. Rider, the first initiative in the product offering, is the last-mile delivery service that uses route optimization, GPS data, and live tracking to deliver products with speed and accuracy.

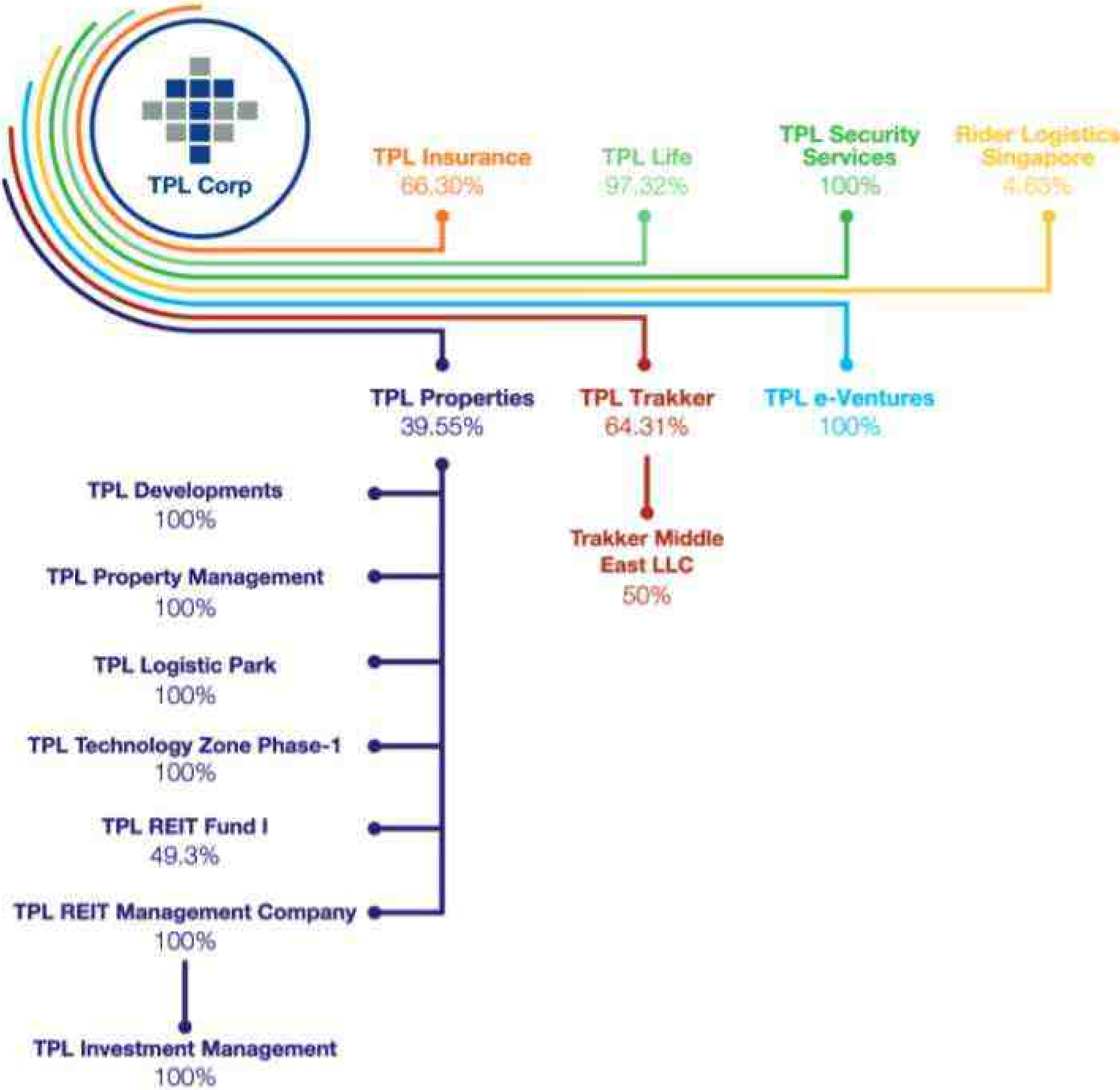
OUR VISION

To discover, redefine and lead in the markets we operate in.

OUR MISSION

Tomorrow delivered today.

OUR ARCHITECTURE

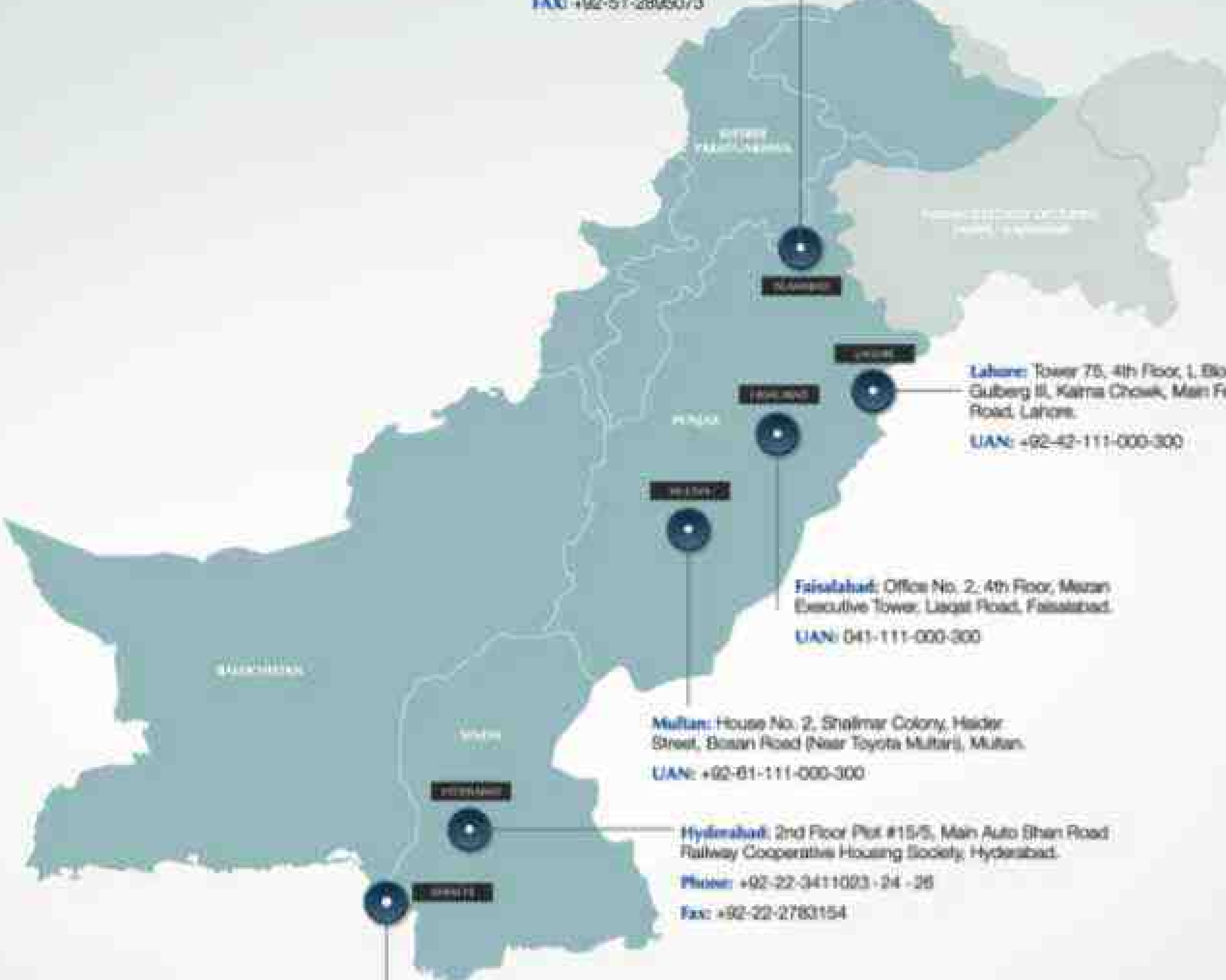


GEOGRAPHICAL PRESENCE

Islamabad: 10th Floor (South), ISE Towers, 55-B, Jinnah Avenue, Blue Area, Islamabad.

UAN: +92-51-111-000-300

FAX: +92-51-2895073



Lahore: Tower 75, 4th Floor, L Block, Gulberg III, Kalma Chowk, Main Ferozpur Road, Lahore.

UAN: +92-42-111-000-300

Faisalabad: Office No. 2, 4th Floor, Mezan Executive Tower, Liaqat Road, Faisalabad.

UAN: 041-111-000-300

Multan: House No. 2, Shalimar Colony, Haider Street, Bosan Road (Near Toyota Multan), Multan.

UAN: +92-61-111-000-300

Hyderabad: 2nd Floor Plot #15/5, Main Auto Bhan Road Railway Cooperative Housing Society, Hyderabad.

Phone: +92-22-3411023 - 24 - 26

Fax: +92-22-2783154

Karachi Corporate Office: 20th Floor, Sky Tower, East Wing, Dolmen City, HC-3, Abdul Sattar Edhi Avenue, Block No. 4, Clifton, Karachi.

Phone: +92-21-37130227

Fax: +92-21-35184064

Korangi Office: Plot No. 1, Sector #24, Near Shan Chowrangi, Korangi Industrial Area, Karachi-74900

Phone: +92-21-37130227

Fax: +92-21-35184064

Shahrah-e-Faisal Office: 19-B, S.M.C.H.S, Near Roomi Masjid, Shahrah-e-Faisal, Karachi.

Phone: +92-21-37130227

Fax: +92-21-35184064

COMPANY INFORMATION

BOARD OF DIRECTOR

Mr. Jameel Yusuf S.St.
Non-Executive Director/Chairman

Mr. Ali Jameel
Executive Director/CEO

Ms. Sabiha Sultan Ahmad
Executive Director

Vice Admiral (R) Muhammad Shafi HI(M)
Non-Executive Director

Major General (R) Syed Zafar-ul-Hasan Naqvi
Non-Executive Director

Mr. Bilal Alibhai
Non-Executive Director

Mr. Mark Dean Rousseau
Independent Director

Mr. Nadeem Arshad Elahi
Independent Director

CHIEF EXECUTIVE OFFICER

Mr. Ali Jameel

CHIEF FINANCIAL OFFICER

Mr. Amjad Waqar

COMPANY SECRETARY

Mr. Danish Qazi

AUDITORS

M/s BDO Ebrahim & Co., Chartered Accountants

LEGAL ADVISOR

Mohsin Tayebali & Co

HUMAN RESOURCE & REMUNERATION COMMITTEE

Mr. Nadeem Arshad Elahi
Chairman

Maj Gen (R) Zafar-ul-Hasan Naqvi
Member

Mr. Ali Jameel
Member

Mr. Nader Nawaz
Secretary

REGISTERED OFFICE

20th Floor, Sky Tower East Wing, Dolmen City, HC-3, Abdul Sattar Edhi Avenue, Block No. 4,Clifton, Karachi.

WEB PRESENCE

www.tplcorp.com

AUDIT COMMITTEE

Mr. Nadeem Arshad Elahi
Chairman

Maj Gen (R) Zafar-ul-Hasan Naqvi
Member

Mr. Mark Dean Rousseau
Member

Mr. Hashim Sadiq Ali
Secretary

BANKERS

Summit Bank Limited
JS Bank Limited
Askari Bank Limited
Bank AL Habib Limited
Silkbank Limited
Bank Islami Pakistan Limited
The Bank of Punjab
Habib Metropolitan Bank Ltd
Al Baraka Bank (Pakistan) Limited
National Bank of Pakistan
Soneri Bank Ltd
Bank Alfalah Ltd

SHARE REGISTRAR

THK Associates Plot No. 32C,
2nd Jami Commercial Street,
Phase VII, D.H.A. Karachi 75500
Tel: 009221 35310191-6
Fax: 009221 35310190
Email: sfc@thk.com.pk.

CHAIRMAN'S REVIEW

Jameel Yusuf S. St.
Chairman
As of June 30, 2022

I am honored and pleased to apprise our shareholders about the appreciable performance of the Board of Directors of TPL Corp Limited (the Company). The Board remained committed to efficiently discharging its duties toward the effective performance of the Company and enhancement of its stakeholders' concerns. The performance is particularly noteworthy in light of the challenging trading environment in which the Company's various regional businesses operate.

The Board comprises an array of independent, non-executive, and executive directors who collectively provide an equilibrium of diverse skills and experience, helping the Company to thrive in its businesses spread across various industries. The Management of the Company has benefited immensely from the extensive and illimitable knowledge, diversity, guidance, and continued commitment of the Board. The expertise of the Board has enabled the Company to effectively partake in the varied businesses in complex and fast-changing markets.

The Company and its various subsidiaries have flourished and thrived in their respective industries. Notably, the Finnish Fund for Industrial Cooperation Limited (the Finnfund) has acquired a 17.59% stake in TPL Insurance Limited, a subsidiary of the Company. TPL Trakker Limited, an associated company, was awarded tenders in various public sector projects across Pakistan for tracking and monitoring and has partnered with Telenor Pakistan to provide state-of-the-art IIoT solutions. An associated company, Rider Logistics Singapore Pte Limited is in its seed round which includes investments from YCombinator, Fatima Gobi Ventures, and TPL e-Ventures (Private) Limited taking its valuation to USD 40 million.

The Board is ably assisted by its Committees, which play a pivotal role in ensuring adherence to all regulatory requirements by the Management of the Company. The Audit Committee provides an independent review and supervision of financial reporting and monitoring while ensuring that the audit function represents the financial position of the Company in a true and transparent manner. The Human Resource and Remuneration Committee ensured that the right talent is hired and retained in key executive positions. The Board, the Management, and the Committees have worked efficiently and tirelessly to ensure good governance and compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019.

Looking ahead, the Board is determined to continue its efforts with the same zeal and resilience as it has in the previous years and aims at garnering profitable ventures in the years to come. I hope and pray that the Company continues to flourish under the bright leadership of our worthy Directors.

Jameel Yusuf S. St.
Chairman
As of June 30, 2022

CEO'S MESSAGE

Ali Jameel
CEO, TPL Corp

The year gone by has been a remarkable one for TPL Corp. We celebrated 22 successful years of business and I am proud that we have evolved, progressed, and certainly come a long way.

In the Real Estate segment, we have further diversified our portfolio by successfully building on our platform and establishing new companies under the umbrella of TPL Properties. TPL RMC (REIT Management Company) successfully completed the first fundraising round of PKR 18.35 Billion for TPL REIT Fund I. These funds will be used to manage a portfolio of sustainable developments which include, commercial, residential, and mixed-use real estate assets. In UAE, we launched an Abu Dhabi Global Market (ADGM) regulated, 3-C licenced asset management company, TPL Investment Management. The company will enable us to raise several hundred million dollars through the international markets, which will facilitate foreign direct investment in Pakistan. Further, we established TPL Developments, which will drive the execution of the projects and oversee the development process.

Our accomplishments were widespread across the group. In April 2021, DEG (Deutsche Investitins-und Entwicklungsgesellschaft mbH), a wholly owned subsidiary of KfW Group, Germany, acquired a 19.9% stake in TPL Insurance. Subsequently, in July 2022, Finnfund, a major development financier and impact investor acquired a 17.59% equity stake. This reflects the confidence placed by two large European development financial institutes in TPL. Meanwhile, TPL Life continued to be Pakistan's leading InsurTech through its existing and newly inducted retail distribution partners including, leading financial institutions, telco operators, and the company's own digital mediums.

Furthermore, TPL Trakker continued to win the Brand of the Year award consecutively for the 7th year, and it went a step ahead this year by winning two awards for its Vehicle Tracking & Security and Fleet Management Solutions. Our Maps business is growing and has significant potential, resulting in the plan to carve it out as an independent company enabling it to unlock greater value.

Our subsidiary TPL e-Ventures' invested in a number of startups which have delivered phenomenal growth in value over the year. These include Rider achieving a $40 million valuation and Abhi closing its Series A round at a $90 million valuation. Based on these last rounds, our investment in these two startups would be valued at approximately $6 million (13x the invested capital).

Based on all these group achievements, our results in the financial year 2022 continued to be profitable owing to the unwavering resilience, trust, and commitment of our stakeholders, who have greatly contributed to the success of TPL Corp. Certainly, this year has allowed us to emerge steady and resilient while enabling us to embed sustainability at the heart of everything we do. Our three core values; "Take Ownership, Pledge to Learn, and Lead with Compassion" translate the identity of TPL.

Best,

Ali Jameel

BOARD OF DIRECTORS

Mr. Jameel Yusuf S. St.
Non-Executive Director / Chairman

Mr. Ali Jameel
Executive Director / CEO

Ms. Sabiha Sultan Ahmad
Executive Director

Major General (R) Syed Zafar-ul-Hasan Naqvi
Non-Executive Director

Mr. Bilal Alibhai
Non-Executive Director

Mr. Mark Dean Rousseau
Independent Director

Vice Admiral (R) Muhammad Shafi HI(M)
Non-Executive Director

Mr. Nadeem Arshad Elahi
Independent Director

SUSTAINABILITY

At TPL, we proactively integrate sustainability into our routine decision-making processes. Dedicated to driving positive change, we are aligned with the goals of the United Nation's 2030 Agenda for Sustainable Development. TPL Corp has used the UNSDGs as a guiding document to develop its CSR strategy and framework, and this approach is followed through all our social impact interventions. With this, we look forward to a journey filled with continuous learning and aspire to play an even greater role with respect to climate action.

TPL Cares

TPLCares the group's CSR platform, engages with the community via support for healthcare, education, gender equality, and sports related initiatives.

ANNUAL GIVING

Our yearly donations have historically contributed to the healthcare and education sectors of Pakistan. This year we also created awareness for previously supported institutions by conducting formal visits to better understand their needs and how the private sector can assist in making a greater impact. We believe healthcare and education are fundamental rights and should be provided to every soul with dignity and compassion and without discrimination of caste, creed, colour, or religion. Some of the institutions and initiatives we supported are featured below:

LONDON SCHOOL OF ECONOMICS & POLITICAL SCIENCE

TPL Corp has made a contribution of USD 500,000 to the LSE South Asia Centre to support its academic activities which include encouraging and supporting the most recent academic research on Pakistan for a new generation of researchers at LSE.

USD 500,000

to the LSE South Asia Centre

SIUT

The Sindh Institute of Urology and Transplantation (SIUT) is known to be one of the leading healthcare institutes in the world. It offers free-of-cost treatment of urological & nephrological ailments, oncological treatments, and organ transplantation facilities to the general public in Pakistan. Our donation has resulted in providing 610 dialysis sessions to their patients.

Our donation has resulted in

610 dialysis sessions

JDC FOUNDATION

Jaffriya Disaster Management Cell Welfare Organization (JDC) is a Welfare and Non-Governmental Organization (NGO) commonly known as JDC Foundation Pakistan. It was established in 2009 and focuses on providing rehabilitation activities and medical emergency services in Sindh.

Our collaboration with JDC provided

Iftari & sehri to 10,000 people observing fasts during the holy month of Ramadan.

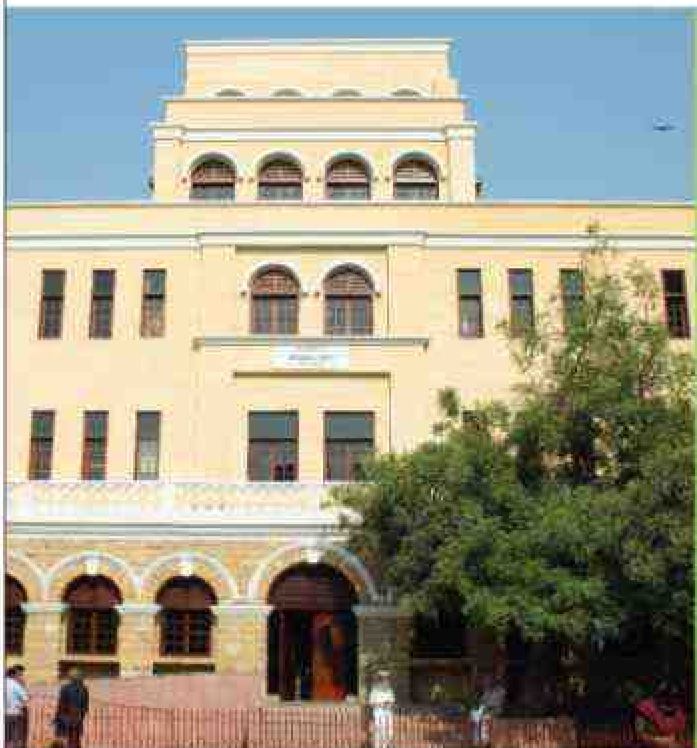
CHILDLIFE FOUNDATION

ChildLife is providing the full spectrum of medical care, from emergency rooms to primary clinics, down to preventive practices. The Foundation has 11 state-of-the-art model emergency rooms in Pakistan. ChildLife Foundation also runs 30 primary care clinics in Karachi's slum area and runs a Preventive Healthcare Program that has reached over 190,000 families so far.

Our contribution to the Emergency Room (ER) has positively impacted the well-being of approximately

ER

1,500 children

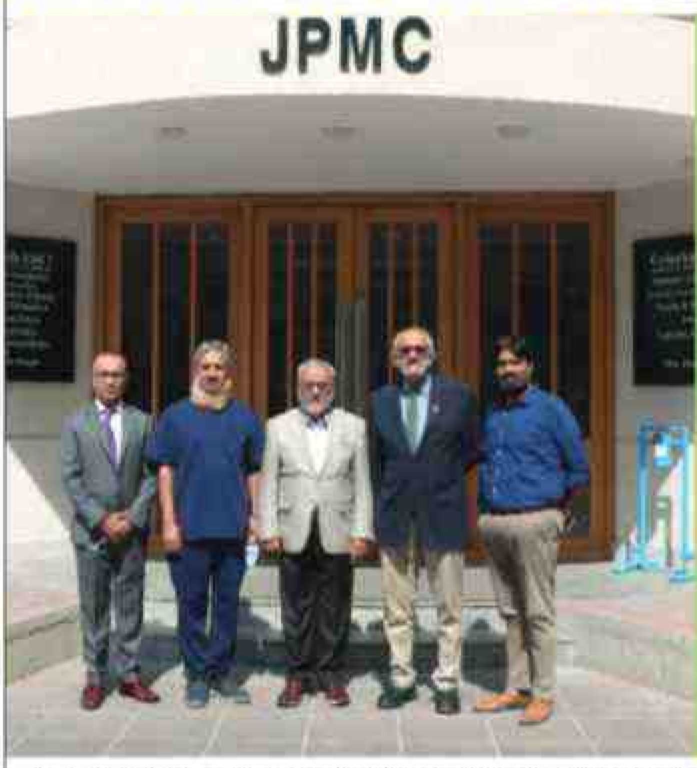


TPL VISITS LADY DUFFERIN HOSPITAL

Good Health & Well-being (UNSDG – 3) has been a key focus for TPL Corp's CSR strategy. In line with this vision, TPL Corp partnered with Lady Dufferin Hospital and contributed to their efforts in providing quality maternal healthcare in Karachi.

TPL Corp's support towards the hospital's clinical room will serve approximately

3,000 patients annually



Left to right: Sitvat Jamal, Dr. Tariq Mahmood, Jameel Yusuf, Mushtaq Chhapra, and Sohail Hussain.

TPL AT JPMC WITH PATIENTS AID FOUNDATION

Mr. Jameel Yusuf, Chairman, TPL Corp visited Jinnah Postgraduate Medical Centre (JPMC). He was accompanied by Mr. Mushtaq Chhapra (Vice-Chairperson PAF) and Dr. Tariq Mahmood (Head of Radiology & Oncology JPMC) who gave him a tour of the facility along with an update on the work being done. The Patients Aid Foundation (PAF) was established to alleviate the burden on Jinnah Postgraduate Medical Centre (JPMC) and provide free-of-cost high-quality healthcare to the less fortunate.

3RD COMMISSIONER KARACHI CITY MARATHON

TPL Corp partnered with Commissioner Karachi to support a marathon that saw over 10,000 visitors along with numerous runners (male & female) of all ages. Through this sponsorship, TPL contributed to diversity and gender inclusivity along with supporting sports in Pakistan.

Ali Jameel, CEO, TPL Corp presenting an award to Hajra Khan.

INDEPENDENCE DAY CAMPAIGN

Based on the belief that an organization must give back to its nation, TPL Corp paid tribute to the nation's most illustrious athletes from diverse sporting backgrounds and rewarded them with TPL Life Insurance. These individuals included Mahoor Shahzad, the Women's Singles Champion at the 2017 Pakistan International tournament; Shehroze Kashif, the youngest climber in the world to summit K2 and Mount Everest, Hajra Khan, Captain of Pakistan Women's National Football Team and Talha Talib, Pakistan's first Bronze medal winner at the World Weightlifting Championship. This initiative aimed to open up more opportunities for Pakistani athletes to train and confidently compete on an international level without the fear of serious injuries.

VOLUNTEER PROGRAM

At TPL, we believe volunteering reflects our sense of responsibility for the planet and the community we live in. This year, our employees engaged in the following activities:

BLOOD DRIVE

We successfully collected 31 blood bags for Indus Hospital with 41 donors (Male-35 and Female-6).

95
lives saved

BEACH CLEANUP

In line with UNSDG 15 - Life on Land, we collaborated for an Environment Day Drive on 7th June at Sea View Beach, Clifton, and recorded 40 hours of voluntary service. We were successful in collecting approx.140 kgs of waste.

107kgs
of waste recycled

BOOK DRIVE

We donated to the Kiran Foundation's Kitab Ghar Project and Library, where the books are being used by street children and the students of the DCTO, Lyari campus; a government school adopted by the Foundation.

400
books donated

TCF

In line with our CSR efforts towards UNSDG 4 - Quality Education. Our employees committed their time to TCF's Rahbar Program.

10
volunteers from TPL

EARTH DAY

To celebrate Earth Day and make a positive impact with respect to energy conservation, we turned off the lights in all our offices.

20kW
units of electricity saved

EMPLOYEE WELFARE & SUPPORT

LAUNCH OF EMPLOYEE-FRIENDLY POLICIES

Gender Equity Social Inclusion

Grievance Procedure

Work from Home

Flexible Hours

Child Education Policy

ECO TIPS

A weekly email series for TPL Group has been launched which provides tips that can be used in everyday life to create a sustainable environment for our future generations.

Reaches over

1,000 employees

CPR

Cardiopulmonary Resuscitation (CPR) & Basic Life Support Training Sessions were conducted at our offices where employees were taught life-saving techniques to assist in medical emergency situations.

50 members

of our staff both male and females participated and were given the necessary skills to save a life.

L&D TRAININGS

For the continuous growth of our employees in their professional endeavours, we regularly conduct trainings (soft and technical), along with awareness sessions.

Awareness Sessions
390
employees

Soft Training
254
employees

Technical Training
81
employees

Some of the most well-received awareness sessions were as follows:

Prostate Cancer Awareness
65 participants

Mental Health Awareness
79 participants

World Literacy Day
50
participants

COMMUNITY DEVELOPMENT

TPLI WOMEN DAIRY FARMERS AWARENESS CAMPAIGN

As part of TPL Insurance's (TPLI) CSR efforts toward gender equality, TPL Insurance and Research and Development Foundation (RDF) signed an MOU to launch a Women Farmers Poverty Alleviation Programme in Sindh. This initiative aims to build livestock management capacity for women farmers across Sindh through tailor-made training sessions covering the importance of vaccinations, tips for the physical care of livestock, and best practices to improve yields. Phase 2 of the programme will deliver a digital platform that aims to connect these rural farmers to urban consumers thus giving them access to a larger market.

DIVERSITY AND INCLUSION

We strive to operate with integrity, promoting diversity and inclusion in the workplace. As an equal opportunity employer, our management teams ensure that people from diverse backgrounds are recruited at TPL. We partnered with NOWPDP last year to offer a 3-month internship to the differently-abled where 13 interns were inducted of which 2 interns transitioned to full-time employment.

AWARDS

GDEIB AWARD

TPL was awarded the prestigious GDEIB Awards 2021 in recognition of its visible initiatives and employee-friendly policies, including a supervised daycare centre, flexible working hours to maintain work-life balance, educational workshops for personal growth, and internship programs to foster learning among the youth. This award brings TPL a step closer to its vision of being recognized as the employer of choice and continues to embed diversity, equality, and inclusion as a part of its corporate culture.

INTERNATIONAL CSR AWARD 2021

The CSR Awards are organized by The Professionals Network (TPN); a leading corporate entity based out of Karachi. Established in 2011, the network recognizes corporations and NGOs for their efforts towards bringing positive socio-economic change in Pakistan. At the 11th International Corporate Social Responsibility Awards 2021, TPL Insurance won three awards in the categories Engagement & Communications, Diversity & Inclusivity, and Plastics Innovation.

Sitvat Jamal, Group Head CSR receiving an award from M. Iqbal Memon, Commissioner Karachi.

GOING GREEN

As a group focused on sustainability, we adhere to the triple bottom line approach, i.e., profits, people, and the planet. Being green is no longer a cost of doing business but a catalyst for innovation and business growth in new markets. We believe positive environmental practices reduce expenses and boost employee morale and engagement. Our sustainable interventions going forward in 2022-23 will also look at the following areas:

Carbon Emissions Management

Green Office Program, i.e internal energy conservation and paper reduction project

Waste Management, i.e. reduce, reuse and recycle

Air Quality

SCALING FOR IMPACT

Over the years, TPL has supported more than 50 non-profit organizations, educational institutes, and charitable trusts across Pakistan, ranging from local charities to international NGOs and universities. At TPL, we believe a collective change begins with understanding the challenges faced by our communities.

MANAGEMENT TEAM

Ali Jameel
Chief Executive Officer

Danish Qazi
Group Legal Counsel & Company Secretary

Hashim Sadiq
Chief Internal Auditor

Muhammad Talal Ibrahim
Chief Information Officer

Amjad Waqar
Chief Financial Officer

Anoshia Majeed
Head of Marketing & Communication

Sitvat Jamal
Head of CSR

Nader Nawaz
Group Head HR & Administration

HORIZONTAL ANALYSIS BALANCE SHEET

	2022		2021		2020		Restated 2019		Restated 2018		2017	
			Rupees	Variance %	Rupees	Variance %	Rupees	Variance %	Rupees	Variance %	Rupees	Variance %
Fixed Assets	1,547,102,195	2%	1,512,180,913	-10%	1,390,115,661	-50%	2,760,068,518	25%	2,214,071,597	23%	1,799,520,625	38%
Intangible Assets	3,043,667,352	-2%	3,096,595,391	9%	2,844,723,124	0%	2,844,548,546	7%	2,650,349,055	52%	1,749,481,140	15%
Right of use asset	601,166,417	457%	107,974,185	49%	72,265,178	100%	-	-	-	-	-	-
Investment Property	-	-100%	1,476,752,861	5095%	28,958,153	-100%	5,909,158,595	11%	5,322,674,273	22%	4,366,453,273	6%
Development property	-	-100%	1,833,175,473	28%	1,437,387,784	14%	1,265,142,978	16%	1,090,147,420	23%	888,739,740	100%
Long-term investments	9,281,822,908	410%	1,820,616,779	169%	677,647,347	579%	99,847,459	100%	-	-100%	530,285,330	6%
Long term loans	42,777,956	72%	24,903,459	877%	2,547,713	300%	827,436	46%	436,577	-47%	826,538	92%
Long term deposits	58,714,989	35%	43,381,787	18%	36,760,882	-33%	54,887,944	-21%	69,517,932	54%	45,128,147	20%
Deferred tax	155,178,528	130%	67,585,157	-38%	108,404,043	-27%	148,297,825	18%	125,769,341	51%	83,453,067	17%
Interest Accrued	286,569,427	57%	182,242,298	52%	119,774,215	360%	26,064,618	110%	23,000,785	0%	-	0%
Stock-in-trade	402,224,551	-10%	445,640,520	80%	247,165,472	-8%	267,418,563	-18%	326,691,767	-9%	357,216,827	21%
Trade debts	966,252,181	-28%	1,340,965,728	15%	1,164,282,075	-17%	1,397,979,627	2%	1,374,343,522	7%	1,285,546,976	19%
Short-term investments	1,146,825,311	-36%	1,781,744,812	100%	891,593,540	-13%	979,694,307	-38%	1,579,551,066	403%	314,120,415	117%
Loan and advances	174,958,436	-34%	264,486,655	33%	199,825,995	-48%	385,175,061	123%	172,837,318	496%	28,989,687	-12%
Trade deposits and prepayments	474,851,736	35%	351,209,673	27%	276,580,512	-48%	528,155,490	20%	439,726,280	202%	145,391,626	260%
Accrued mark-up	-	0%	-	0%	-	0%	-	0%	-	-100%	7,659,694	-3%
Other receivables	1,514,895,959	0%	1,519,594,824	31%	1,175,329,556	79%	655,069,681	2%	640,495,986	3224%	19,448,607	138%
Due from related parties	1,275,628,983	70%	751,371,740	31%	574,764,579	617%	80,117,260	585%	11,706,548	28%	9,132,004	-67%
Premium due but unpaid	-	0%	-	0%	-	0%	-	0%	-	-100%	81,284,561	100%
Deferred commission expense	200,200,611	29%	155,764,662	28%	121,156,415	20%	100,248,562	36%	124,060,598	100%	-	0%
Taxation- net	21,512,279	49%	14,465,709	-76%	59,941,728	68%	178,807,637	11%	162,290,055	-11%	181,497,171	65%
Cash and bank balances	3,642,226,689	-24%	4,801,325,647	226%	1,470,767,684	52%	965,791,935	-5%	1,014,158,309	107%	490,104,431	-47%
Non-current asset held for sale	2,615,293,476	100%	-	100%	4,691,995,074	100%	-	0%	-	0%	-	-5%
TOTAL ASSETS	27,770,822,114		21,616,866,191		19,836,041,818		18,722,283,437		17,355,141,160		12,347,706,953	
Issued, subscribed and paid-up capital	2,672,977,630	0%	2,672,977,630	0%	2,672,977,630	0%	2,672,977,630	13%	2,372,977,630	9%	2,172,489,630	0%
Capital Reserve	60,855,762	-48%	118,155,762	94%	60,855,762	0%	60,855,762	0%	60,855,762	100%	-	0%
Revenue reserves	976,129,648	535%	153,714,090	-136%	(429,137,761)	-295%	219,731,701	-59%	533,299,515	-3%	548,561,049	3%
Other components of equity	66,936,584	-67%	204,832,408	-37%	327,728,085	-42%	566,882,175	161%	216,577,056	-5%	228,700,595	100%
Non-Controlling Interest	7,249,496,564	62%	4,471,600,961	-6%	4,766,185,687	3%	4,618,489,560	9%	4,229,516,153	6%	3,978,089,025	58%
Participants' Takaful Fund (PTF)	(88,110,838)	-760%	13,175,297	-81%	69,048,865	-159%	(117,588,716)	-45%	(214,800,810)	100%	-	0%
Long term loan	-	-100%	149,166,150	-37%	235,314,488	81%	144,888,866	-52%	308,133,400	6%	290,277,910	471%
Long term financing	6,128,661,693	39%	4,408,114,768	48%	3,020,423,459	23%	2,472,910,035	-25%	3,287,127,290	30%	2,523,542,518	-8%
Deferred liabilities	36,711,635	70%	21,611,358	126%	9,570,575	46%	6,570,626	6%	6,206,490	-47%	11,729,338	9%
Gas Infrastructure Development Cess (GIDC) liability	-	-100%	13,570,594	100%	-	0%	-	0%	-	0%	-	0%
Liabilities against assets subject to finance lease	522,306,169	538%	81,889,232	160%	31,530,021	0%	32,145,575	10244%	504,516	-95%	10,975,935	-64%
Trade and other payables	3,400,130,252	32%	2,578,037,850	30%	1,982,563,038	31%	1,518,411,068	5%	1,452,848,178	92%	757,016,387	22%
Accrued mark-up	186,046,283	1%	183,515,325	-58%	438,546,881	86%	236,536,750	81%	131,603,069	20%	109,953,811	-40%
Running finance under mark-up arrangements	767,102,058	-28%	1,062,507,117	-4%	1,105,194,287	12%	988,025,014	5%	939,871,844	7%	876,759,677	108%
Short-term financing	485,897,209	-52%	1,018,939,067	-48%	1,944,169,171	106%	946,017,222	126%	419,181,394	574%	62,238,737	73%
Due to related parties	165,455,139	-34%	252,252,923	-74%	976,883,204	-17%	1,173,751,928	132%	504,988,182	474%	87,946,756	-28%
Liabilities against insurance contracts	1,230,064,678	-10%	1,367,253,801	56%	877,009,162	-30%	1,249,626,317	7%	1,163,727,401	4564%	24,990,923	100%
Underwriting provisions	1,926,448,620	37%	1,408,969,526	18%	1,197,304,219	85%	643,855,456	-5%	682,109,704	100%	-	0%
Unclaimed dividend	1,729,583	0%	1,729,583	0%	1,729,583	-48%	3,307,471	89%	1,747,962	62%	1,078,801	100%
Unpaid dividend	3,000,000	0%	3,000,000	0%	3,000,000	0%	3,000,000	0%	3,000,000	0%	3,000,000	100%
Current portion of non-current liabilities	792,285,362	-42%	1,370,371,150	195%	465,146,706	-62%	1,209,038,372	-3%	1,326,350,997	149%	492,147,691	9%
Advance monitoring fees	86,967,248	146%	35,811,133	-3%	37,140,162	-20%	46,651,698	23%	37,814,105	-77%	167,561,448	53%
Liabilities classified as held for sale	1,097,335,576	100%	-									
TOTAL EQUITY AND LIABILITIES	27,770,822,113		21,616,866,191		19,836,041,818		18,722,283,438		17,355,141,160		12,347,706,953	

HORIZONTAL ANALYSIS PROFIT AND LOSS ACCOUNT

	2022 Rupees	2022 Variance %	2021 Rupees	2021 Variance %	2020 Rupees	2020 Variance %	Restated 2019 Rupees	Restated 2019 Variance %	2018 Rupees	2018 Variance %	2017 Rupees	2017 Variance %
Turnover - net	11,621,775,061	117%	5,362,331,992	8%	4,968,420,905	-1%	5,013,470,487	44%	3,471,416,104	60%	2,168,433,363	6%
Cost of sales	(4,032,674,427)	-6%	(4,270,189,082)	12%	(3,799,931,790)	23%	(3,092,894,458)	58%	(1,960,688,714)	68%	(1,168,704,303)	26%
Gross profit	**7,589,100,634**	**595%**	**1,092,142,910**	**-7%**	**1,168,489,115**	**-39%**	**1,920,576,029**	**27%**	**1,510,727,390**	**51%**	**999,729,060**	**-10%**
Distribution expenses	(208,610,543)	43%	(145,421,872)	-22%	(186,659,716)	-47%	(351,365,123)	24%	(282,607,965)	32%	(214,240,828)	-4%
Administrative expenses	(2,685,522,016)	37%	(1,960,902,705)	56%	(1,254,271,443)	-9%	(1,375,327,150)	33%	(1,031,398,509)	106%	(501,505,198)	27%
Other operating expenses	(55,568,716)	-33%	(82,830,758)	11%	(74,326,889)	141%	(30,822,802)	-68%	(97,311,519)	7057%	(1,359,659)	-98%
Operating profit	**4,639,399,359**	**-523%**	**(1,097,012,425)**	**216%**	**(346,768,933)**	**-313%**	**163,050,954**	**64%**	**99,409,397**	**-65%**	**282,617,375**	**-33%**
Finance costs	(1,072,695,824)	22%	(880,132,987)	-30%	(1,262,338,471)	70%	(741,382,269)	46%	(507,568,052)	52%	(334,819,965)	9%
Other income	379,405,576	-79%	1,813,847,321	144%	742,327,304	-13%	856,083,202	-25%	1,145,123,613	229%	348,374,235	48%
Net loss/(profit) attributable to PTF	101,279,221	81%	55,873,168	-130%	(189,236,313)	118%	(86,855,158)	0%	-	0%	-	0%
Share of (loss) / profit from investment in associates - net	(36,516,734)	291%	(9,349,375)	-64%	(25,643,189)	123%	(11,491,773)	-15%	(13,147,234)	-178%	16,962,359	94%
Profit before taxation from continued operations	**4,010,871,598**	**-3535%**	**(116,774,298)**	**-89%**	**(1,081,623,602)**	**-697%**	**181,114,956**	**-75%**	**723,817,944**	**131%**	**313,134,004**	**5%**
Taxation	5,172,839.95	-107%	(76,105,604)	-45%	(138,636,366)	40%	(98,730,149)	66%	(59,569,819)	33%	(44,853,506)	31%
Profit / (loss) after taxation from continued operations	**4,016,044,438**	**-2182%**	**(192,879,902)**	**-84%**	**(1,220,259,968)**	**-1581%**	**82,384,807**	**-88%**	**664,248,125**	**148%**	**268,280,498**	**16%**
Profit from discontinued operations	378,198,484	-	-	-	-	-	-	-	-	-	-	-
Profit / (loss) for the year	**4,394,242,922**	**-2378%**	**(192,879,902)**	**-84%**	**(1,220,259,968)**	**-1581%**	**82,384,807**	**-88%**	**664,248,125**	**148%**	**268,280,498**	**16%**

VERTICAL ANALYSIS OF BALANCE SHEET

	2022		2021		2020		Restated 2019		Restated 2018		2017	
	Rupees	Variance %	Rupees	Variance %	Rupees	Variance %	Rupees	Variance %	Rupees	Variance %	Rupees	Variance %
Fixed Assets	1,547,102,195	5.57%	1,522,180,915	7.04%	1,390,115,661	7.01%	2,760,068,510	14.74%	2,214,071,587	12.76%	1,799,520,629	14.57%
Intangible Assets	3,043,667,352	10.96%	3,095,595,393	14.32%	2,844,723,120	14.34%	2,846,548,548	15.20%	2,656,249,953	15.31%	1,749,481,140	14.17%
Right of use asset	601,166,417	2.16%	107,974,195	0.50%	72,266,178	0.36%	-	0.00%	-	0.00%	-	0.00%
Investment Property	-	0.00%	1,470,752,861	6.80%	28,308,153	0.14%	5,909,258,595	31.56%	5,322,678,273	30.67%	4,348,453,273	35.22%
Development property	-	0.00%	1,833,175,473	8.48%	1,437,387,284	7.25%	1,265,142,970	6.76%	1,090,147,420	6.28%	888,738,740	7.20%
Long-term investments	9,281,622,960	33.42%	1,820,016,779	8.42%	677,847,347	3.42%	99,847,458	0.53%	-	0.00%	536,285,330	4.34%
Long term loans	42,777,956	0.15%	24,903,459	0.12%	2,547,750	0.01%	637,436	0.00%	436,577	0.00%	826,538	0.01%
Long term deposits	58,714,980	0.21%	43,381,787	0.20%	36,740,882	0.19%	54,857,344	0.29%	69,917,932	0.40%	45,518,147	0.37%
Deferred tax	155,178,929	0.56%	67,585,157	0.31%	108,404,040	0.55%	148,297,825	0.79%	125,769,341	0.72%	83,451,967	0.68%
Interest Accrued	286,569,422	1.03%	182,242,296	0.84%	119,774,215	0.60%	28,064,633	0.14%	23,985,785	0.14%	-	0.00%
Stock-in-trade	402,224,531	1.45%	445,645,520	2.06%	247,185,472	1.25%	267,410,369	1.43%	326,691,767	1.88%	357,716,927	2.89%
Trade debts	966,252,161	3.48%	1,342,985,720	6.21%	1,164,282,077	5.87%	1,397,979,627	7.47%	1,374,343,522	7.92%	1,280,586,976	10.37%
Short-term investments	1,146,025,911	4.13%	1,781,744,812	8.24%	851,593,543	4.29%	979,694,307	5.23%	1,570,553,006	9.10%	314,120,415	2.54%
Loan and advances	174,998,436	0.63%	264,486,659	1.22%	199,026,895	1.00%	385,175,061	2.06%	172,837,318	1.00%	28,988,687	0.23%
Trade deposits and prepayments	474,851,736	1.71%	351,209,873	1.62%	276,380,312	1.39%	528,155,490	2.82%	439,726,280	2.53%	145,391,626	1.18%
Accrued mark-up	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	7,658,694	0.06%
Other receivables	1,534,605,859	5.53%	1,539,564,924	7.12%	1,175,229,556	5.92%	658,064,883	3.52%	648,485,988	3.73%	19,448,697	0.16%
Due from related parties	1,275,628,983	4.59%	753,551,740	3.48%	574,764,579	2.90%	80,717,260	0.43%	11,706,548	0.07%	9,132,004	0.07%
Premium due but unpaid	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	61,284,561	0.50%
Deferred commission expense	200,200,631	0.72%	155,753,662	0.72%	121,156,815	0.61%	169,248,562	0.90%	124,090,599	0.72%	-	0.00%
Taxation- net	21,512,270	0.08%	14,465,299	0.07%	56,641,726	0.29%	179,807,682	0.96%	162,290,995	0.94%	181,497,171	1.47%
Cash and bank balances	3,642,228,889	13.12%	4,801,025,667	22.21%	1,470,767,684	7.41%	965,791,935	5.16%	1,014,158,309	5.84%	490,104,433	3.97%
Non-current asset hold for sale	2,915,292,476	10.50%	-	0.00%	6,981,095,074	35.19%	-	0.00%	-	0.00%	-	0.00%
Total Assets	27,770,822,114	100.00%	21,616,886,191	100.00%	19,836,041,418	100.00%	18,723,283,437	100.00%	17,355,141,160	100.00%	12,347,706,953	100.00%
Issued, subscribed and paid-up capital	2,672,977,630	9.63%	2,672,977,630.00	12.37%	2,672,977,630	13.48%	2,672,977,630	14.28%	2,372,977,630	13.67%	2,172,489,630	17.59%
Capital Reserve	60,855,762	0.22%	118,155,762.00	0.55%	60,855,762	0.31%	60,855,762	0.33%	60,855,762	0.35%	-	0.00%
Revenue Reserve - unappropriated profit	976,129,648	3.51%	153,724,086.00	0.71%	(429,237,761)	-2.16%	219,731,701	1.17%	533,299,515	3.07%	548,303,049	4.44%
Non-Controlling Interest	66,536,584	0.24%	4,471,600,481.00	20.69%	4,766,385,987	24.03%	4,618,489,560	24.67%	4,220,516,151	24.32%	3,978,088,025	32.22%
Participants' Takaful Fund (PTF)	7,249,496,564	26.10%	13,125,297.00	0.06%	69,048,465	0.35%	(117,588,716)	-0.63%	(214,849,810)	-1.24%	-	0.00%
Other components of equity	(88,103,930)	-0.32%	204,832,409.00	0.95%	327,728,081	1.65%	566,082,175	3.02%	216,527,056	1.25%	228,790,596	1.85%
Long term loan	-	0.00%	169,165,150.00	0.78%	269,014,488	1.36%	148,888,890	0.80%	308,133,420	1.78%	290,277,330	2.35%
Long term financing	6,128,661,693	22.07%	4,408,114,768.00	20.39%	3,029,423,456	15.27%	2,472,910,025	13.21%	3,287,127,280	18.94%	2,523,541,510	20.44%
Deferred liabilities	36,731,635	0.13%	21,639,358.00	0.10%	9,570,575	0.05%	6,570,620	0.04%	6,206,490	0.04%	11,720,338	0.09%
Gas Infrastructure Development Cess (GIDC) liab	-	0.00%	19,579,584.00	0.09%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Lease liabilities	522,308,349	1.88%	81,889,257.00	0.38%	31,530,021	0.16%	52,345,571	0.28%	504,016	0.00%	10,975,935	0.09%
Trade and other payables	3,400,136,252	12.24%	2,579,037,850.00	11.93%	1,982,561,038	9.99%	1,518,411,668	8.11%	1,452,849,178	8.37%	757,916,747	6.14%
Accrued mark-up	186,046,283	0.67%	183,315,725.00	0.85%	438,546,881	2.21%	238,534,790	1.27%	131,603,069	0.76%	109,953,811	0.89%
Running finance under mark-up arrangements	767,102,058	2.76%	1,062,507,117.00	4.92%	1,105,194,287	5.57%	988,025,014	5.28%	939,871,844	5.42%	876,719,637	7.10%
Short-term financing	485,897,200	1.75%	1,018,938,067.00	4.71%	1,944,169,173	9.80%	946,017,222	5.05%	419,181,204	2.42%	62,238,722	0.50%
Due to related parties	165,955,139	0.60%	252,252,923.00	1.17%	976,883,204	4.92%	1,173,751,929	6.27%	504,986,182	2.91%	87,949,756	0.71%
Liabilities against insurance contracts	1,230,064,878	4.43%	1,367,253,961.00	6.32%	877,069,161	4.42%	1,249,626,397	6.67%	1,163,727,403	6.71%	24,950,923	0.20%
Underwriting provisions	1,926,648,600	6.94%	1,408,969,326.00	6.52%	1,197,304,214	6.04%	645,835,456	3.45%	682,690,704	3.93%	-	0.00%
Unclaimed dividend	1,729,583	0.01%	1,729,583.00	0.01%	1,729,583	0.01%	3,307,473	0.02%	1,747,962	0.01%	1,078,801	0.01%
Unpaid dividend	3,000,000	0.01%	3,000,000.00	0.01%	3,000,000	0.02%	3,000,000	0.02%	3,000,000	0.02%	3,000,000	0.02%
Current portion of non-current liabilities	792,285,362	2.85%	1,370,155,150.00	6.34%	465,149,706	2.34%	1,209,038,572	6.46%	1,226,350,997	7.07%	492,142,893	3.99%
Advance monitoring fees	88,367,244	0.32%	35,853,103.00	0.17%	37,140,182	0.19%	46,651,099	0.25%	37,824,105	0.22%	167,561,448	1.36%
Liabilities classified as held for sale	1,097,395,576	3.95%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
TOTAL EQUITY AND LIABILITIES	27,770,822,114	100.00%	21,616,886,191	100.00%	19,836,041,818	100.00%	18,723,283,438	100.00%	17,355,141,160	100.00%	12,347,706,953	100.00%

VERTICAL ANALYSIS OF PROFIT AND LOSS ACCOUNT

	2022		2021		2020		Restated 2019		2018		2017	
	Rupees	Variance %	Rupees	Variance %	Rupees	Variance %	Rupees	Variance %	Rupees	Variance %	Rupees	Variance %
Turnover - net	11,621,775,061	100%	5,362,331,992	100%	4,968,420,905	100%	5,013,470,487	100%	3,471,416,104	100%	2,168,433,363	100%
Cost of sales	(4,032,674,427)	-35%	(4,270,189,082)	-80%	(3,799,931,790)	-76%	(3,092,894,458)	-62%	(1,960,688,714)	-56%	(1,168,704,303)	-54%
Gross profit	7,589,100,634	65%	1,092,142,910	20%	1,168,489,115	24%	1,920,576,029	38%	1,510,727,390	44%	999,729,060	46%
Distribution expenses	(208,610,543)	-2%	(145,421,872)	-3%	(186,659,716)	-4%	(351,365,123)	-7%	(282,607,965)	-8%	(214,246,828)	-10%
Administrative expenses	(2,685,522,016)	-23%	(1,960,902,705)	-37%	(1,254,271,443)	-25%	(1,375,337,150)	-27%	(1,031,398,509)	-30%	(501,505,198)	-23%
Other operating expenses	(55,568,716)	0%	(82,830,758)	-2%	(74,326,889)	-1%	(30,822,802)	-1%	(97,311,519)	-3%	(1,359,659)	0%
Operating profit	4,639,399,359	40%	(1,097,012,425)	-20%	(346,768,933)	-7%	163,050,954	3%	99,409,397	3%	282,617,375	13%
Finance costs	(1,072,695,824)	-9%	(880,132,987)	-16%	(1,262,318,471)	-25%	(741,592,269)	-15%	(507,568,032)	-15%	(334,819,985)	-15%
Other Income	379,405,576	3%	1,813,847,321	34%	742,327,304	15%	858,003,202	17%	1,145,123,813	33%	348,374,235	16%
Net (profit)/Loss attributable to PTF	101,279,221	1%	55,873,168	1%	(189,216,313)	-4%	(86,855,158)	-2%	-	0%	-	0%
Share of (loss) / profit from investment in associates - net	(36,516,734)	0%	(8,348,375)	0%	(25,849,189)	-1%	(11,491,773)	0%	(13,147,234)	0%	16,962,359	1%
Profit / (loss) before taxation from continued operations	4,010,871,598	35%	(116,774,298)	-2%	(1,081,623,602)	-22%	181,114,956	4%	723,817,944	21%	313,134,004	14%
Taxation	5,172,839.95	0%	(76,105,604)	-1%	(138,636,366)	-3%	(98,730,149)	-2%	(59,569,819)	-2%	(44,853,506)	-2%
Profit / (loss) after taxation from continued operations	4,016,044,438	35%	(192,879,902)	-4%	(1,220,259,968)	-25%	82,384,807	2%	664,248,125	19%	268,280,498	12%
Profit from discontinued operations	378,198,483	3%	-	0%	-	0%	-	0%	-	0%	-	0%
Profit / (loss) for the year	4,394,242,921	38%	(192,879,902)	-4%	(1,220,259,968)	-25%	82,384,807	2%	664,248,125	19%	268,280,498	12%

CASH FLOW ANALYSIS

	2022	2021	2020	2019	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES						
Net profit/(loss) before taxation	4,010,871,601.00	(316,774,298)	(1,081,623,603)	165,214,956	723,817,944	313,134,008
Adjustment for non cash charges and other items:						
Depreciation	370,698,507.65	312,536,675	314,629,558	317,836,993	197,437,309	175,540,529
Depreciation ROUA	165,545,750.64	66,958,503	79,814,409	-	-	-
Bad debts written off	-	-	-	-	-	-
Amortisation of intangible assets	70,352,431.08	76,045,704	89,799,918	102,735,340	74,649,674	54,076,217
Share based reserve	(76,340,000.00)	237,347,500		-	-	-
Finance cost	1,072,695,825.00	880,132,087	1,262,316,471	741,592,269	507,568,032	334,819,565
Gain on sale of property, plant and equipment	(21,726,491.00)					
Gain on disposal of property, plant and equipment	-	(15,725,429)	(540,283)	(4,572,085)	(16,454,240)	(3,694,013)
Gain on investment property	-	(684,723,458)	(286,315,967)	(592,882,635)	(944,648,887)	(202,928,224)
Exchange loss / (gain) - net	15,422,317.00	82,830,758	74,126,089	29,953,602	17,280,153	580,438
Provision for SWWF	2,806,264.00					
Unrealised gain on investments	(8,878,588.00)					
Share of (profit)/ loss from investment in associates - net	36,516,734.00	9,349,375	25,648,189	11,491,773	13,147,234	(29,868,123)
Net Profit attributable to PTF	(101,279,224.00)	(55,879,168)	189,218,313	88,855,158	-	-
Impairment loss on investment in associate	-	11,941,207	-	-	-	-
Provision for bad debts	-	-	-	-	14,679,058	19,252,497
Loss on acquisition of TPL Insurance Limited	-	-	-	-	79,494,134	-
Reversal of provision for gratuity	19,014,265.00	2,595,806	278,860	364,130	(3,078,404)	-
Assets written off				-	-	-
Fair value gain on investment in TMB	-	(33,327,406)	-	-	-	-
Fair value gain on investment property	-	(645,949,089)	-	-	-	-
Gain on Bargain Purchase	-	(89,486,545)	-	-	-	(96,282,392)
Reversal of provision for GIDC	-	(29,822,466)	-	-	-	-
Remeasurement gain on GIDC	-	(4,675,267)	-	-	-	-
Investment property written off	-	93,675,653	-	-	-	-
Amortisation of government grant	(8,863,524.00)	(16,210,981)	(3,697,836)	-	(2,444,444)	4,378,514
Allowance for Expected Credit Losses	79,126,748.00	18,853,351	(30,076,385)	25,678,986	-	-
Gain on investment in mutual fund	-	(44,730,791)	(11,414,736)	51,207,948	-	-
Unwinding of PTF		-	(3,786,309)	(4,604,005)	(3,643,717)	-
	1,615,131,023	112,680,728	1,300,205,891	765,347,564	(65,710,103)	263,887,195
Operating profit before working capital changes	5,626,002,624.36	(4,093,570)	618,582,289	946,562,520	658,107,841	577,021,203
(Increase) / decrease in current assets						
Stock in trade	43,424,889	(214,274,956)	20,224,891	(141,246,066)	30,525,910	(63,091,560)
Trade debts	376,713,540	(178,661,649)	263,773,740	(69,315,091)	(146,579,551)	(187,260,924)
Deferred commission expense	(44,436,969)	(34,606,647)	48,091,747	(45,157,061)	(18,513,652)	-
Loans and advances	89,488,223	(65,459,764)	186,148,166	(212,337,743)	146,500,801	4,130,302
Trade deposits and prepayments	(123,641,864)	(74,829,560)	251,775,178	(88,419,210)	(13,925,741)	(104,960,634)
Other receivables	4,989,065	(364,365,368)	(516,159,673)	(12,563,895)	(125,558,960)	(37,820,996)
Interest accrued	(104,327,120)	(62,468,081)	(83,709,582)	(3,078,848)	(15,501,811)	163,484
Short Term Investments	-	-	-	-	-	12,905,770
Premium due but unpaid	-	-	-	-	61,284,560	(61,284,560)
Due from related parties	(524,077,243)	(175,787,160)	(494,547,119)	(68,510,713)	(2,578,584)	19,563,457
	(281,867,385.18)	(1,172,475,326)	(334,402,852)	(615,658,528)	(84,473,528)	(418,649,661)
Increase / (decrease) in current liabilities						
Trade and other payables	822,098,402.00	595,478,812	464,149,369	65,562,490	407,273,023	168,438,338
Due to a related party	(86,297,783.00)	(724,600,281)	(196,368,725)	668,763,747	417,038,426	(25,842,082)
Liabilities against insurance contracts	(137,189,089.00)	400,164,799	(372,557,235)	65,859,994	181,409,223	-
Underwriting provisions	117,679,274.00	211,665,112	551,448,758	(38,844,248)	(24,612,210)	-
Advance monitoring fees	52,514,145.00	(1,287,059)	(9,511,537)	8,627,534	(129,737,343)	(2,278,778)
Cash generated from operations	6,512,940,194	(804,159,518)	720,840,067	1,119,211,569	1,425,005,417	351,247,508
Receipts / (payments) for :						
Finance cost	(1,032,387,581)	(1,139,364,543)	(1,124,519,551)	(634,660,548)	(485,918,779)	(408,820,857)
Gratuity paid	(2,593,710)	(2,563,850)	-	-	-	-
Income taxes	(88,756,418)	(77,666,396)	30,894,377	(147,044,208)	(91,407,145)	(141,410,609)
	(1,123,737,709)	(1,215,594,789)	(1,093,625,174)	(781,704,756)	(577,326,958)	(550,237,466)
Net cash generated from operating activities	5,389,202,485	(1,419,754,302)	(372,585,107)	337,506,813	847,678,519	(138,989,008)

CASH FLOW ANALYSIS

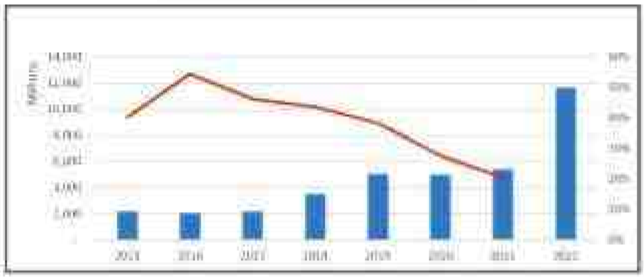
	2022	2021	2020	2019	2018	2017
CASH FLOWS FROM INVESTING ACTIVITIES						
Purchase of - property and equipment	**(906,533,469)**	(257,024,699)	(54,385,225)	(185,960,989)	(318,283,111)	(409,263,102)
- capital work-in-progress	**(27,066,619)**	(84,066,500)	-	(50,888,577)	(761,814,678)	(23,271,294)
- intangible	**(18,464,389)**	(27,322,976)	(9,488,479)	(14,913,930)	(29,765,778)	(29,027,283)
- intangible assets under development	**(25,205,354)**	(12,240,333)	(78,420,014)	(278,110,023)	(231,496,244)	(257,695,713)
- investment properties	**193,854,751**	(751,398,903)	(87,838,349)	(3,590,551)	(52,951,900)	-
- development properties	**1,833,175,473**	(395,787,683)	(172,244,834)	(174,995,550)	(201,408,680)	-
Sale proceeds from disposal of property, plant and equipment	**164,107,888**	-	-	-	-	-
Sale proceed from fixed assets	-	33,195,360	340,670,265	5,579,814	58,880,144	-
Long term deposits	**(15,333,593)**	27,864,878	18,146,462	15,030,588	(15,377,278)	(8,310,242)
Long term loans	**(48,000,653)**	(99,845,338)	(3,456,625)	(200,859)	389,961	(396,072)
Investments - mutual funds and listed securities	-	-	-	-	-	(182,453,947)
Acquisition of a subsidiary, net of cash acquired	-	3,335,756	-	-	-	-
Proceeds from disposal of investment properties	-	7,502,500,000	-	-	-	-
Purchase of shares of TPL Life, TPLI and TPLP	**(851,995,128)**	(613,731,767)	-	-	-	-
Proceeds from shares issued by TPLI	-	466,500,000	-	-	-	-
Proceeds from disposal of investment in TPLI	**99,807,687**	-	462,588,400	-	-	-
Long-term investments	**(7,452,327,593)**	(1,207,568,486)	(600,000,000)	-	-	29,868,113
Dividend received				-	-	-
Sale proceeds from / (cost of investment) - net	**695,718,900**	(930,151,268)	128,100,764	454,357,668	(1,235,935,477)	-
Rental income	-	-	-	-	-	-
Net cash (used in) / generated from investing activities	**(6,418,261,702.65)**	3,479,298,016	(60,099,604)	(235,702,388)	(2,256,963,014)	(877,547,534)
CASH FLOWS FROM FINANCING ACTIVITIES						
Lease liabilities - net	**(191,351,062)**	(70,295,689)	(73,094,737)	(18,754,320)	(18,428,140)	(45,762,478)
Proceeds from share issue by TPL Properties Limited - net issuance of share	-	-	-	-	-	300,000,006
Dividend paid	-	(203,795,468)	(3,577,890)	(38,379)	(53,643,080)	-
Deferred liabilities	**6,759,922**					
Long term loans - net	**(199,115,418)**	(84,382,293)	148,725,735	(152,252,990)	127,165,545	320,920,256
Long term Financing - net	**1,092,859,050**	2,259,878,505	(53,264,402)	(856,134,888)	1,396,335,840	(220,063,852)
Short-term financing	**(533,040,867)**	(925,231,106)	998,151,951	526,836,017	356,942,482	(175,960,752)
Proceeds from issuance of ordinary shares of TPLT	-	801,840,000	-	-	-	-
Share issuance costs of TPLT	-	(64,484,030)	-	-	-	-
Proceeds from issuance of ordinary right shares	-	-	-	300,000,000	-	-
Net cash generated (used in) / from financing activities	**175,911,624**	1,713,728,019	820,491,187	(200,323,760)	1,808,470,645	183,113,383
Net (decrease) / increase in cash and cash equivalents	**(893,147,593.85)**	5,373,268,759	387,806,476	(96,519,544)	399,193,350	(893,424,251)
Cash and cash equivalents at the beginning of the year	**3,738,518,550**	365,571,397	(22,233,079)	74,286,465	(386,615,206)	506,809,044
Net foreign exchange differences	**(10,244,134.61)**	(324,600)	-	-	-	-
Cash and cash equivalents at the end of the year	**2,875,126,831**	3,738,518,550	365,573,397	(22,233,079)	12,577,944	(386,615,207)

RATIO ANALYSIS PROFIT AND LOSS ACCOUNT

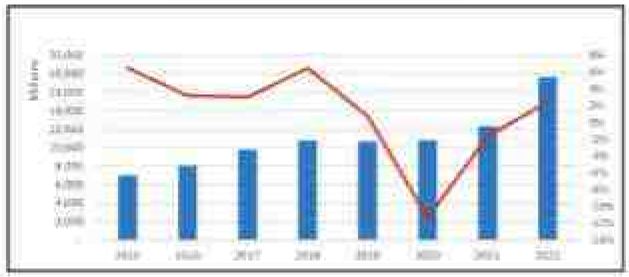
		2022	2021	2020	2019	2018	2017
Profitability Ratios							
Gross Profit to Sales	percent	**65%**	20%	24%	38%	44%	46%
Net Profit to Sales	percent	**38%**	-4%	-25%	2%	19%	12%
EBITDA Margin to sales	percent	**49%**	21%	14%	27%	43%	40%
Return on Equity	percent	**47%**	-3%	-16%	1.08%	9%	4%
Return on Capital Employed	percent	**29%**	-2%	-11%	1%	6%	3%
Liquidity Ratios							
Current Ratio	Ratio	**1.00**	1.25	0.69	0.70	0.90	1.12
Quick / Acid test ratio	Ratio	**0.96**	1.21	0.67	0.67	0.85	0.98
Cash to Current Liabilities	Ratio	**0.28**	0.40	0.04	0.00	0.011	-0.15
Cashflow from Operations to sales	Ratio	**0.46**	-0.34	-0.07	0.067	0.24	-0.09
Activity/ Turnover Ratios							
Inventory turnover	Number of times	**10**	12	15	10	6	4
No of days in inventory (Days)	Number of days	**38**	30	25	35	64	102
Debtor turnover	Number of times	**10**	4	4	4	3	2
No of days in Receivables (Days)	Number of days	**36**	85	94	101	140	199
Credit turnover	Number of times	**1.35**	1.9	3	3	3	2
No of days in Payables	Number of days	**271**	195	143	130	128	231
Operating cycle	Number of days	**-196**	-80	-24	6	75	70
Total asset turnover	percent	**47%**	26%	26%	28%	23%	19%
Fixed assets turnover	percent	**757%**	368%	239%	202%	173%	140%
Investment Valuation Ratios							
Earning per Share	Ratio	**4.07**	-0.50	-4.57	-1.20	0.07	0.09
Capital structure Ratios							
Financial leverage Ratio	Ratio	**0.00**	1.06	0.92	0.73	0.86	0.61
Debt Equity Ratio	Ratio	**0.61**	0.61	0.45	0.33	0.50	0.41
Interest cover Ratio	Ratio	**4.74**	0.87	0.14	1.24	2.43	1.94

STATEMENT OF VALUE ADDITION AND ITS DISTRIBUTION

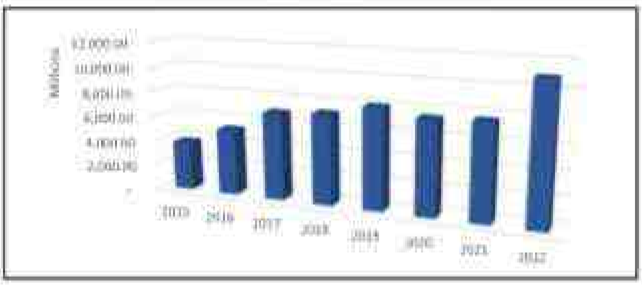
Revenue vs Gross Profit



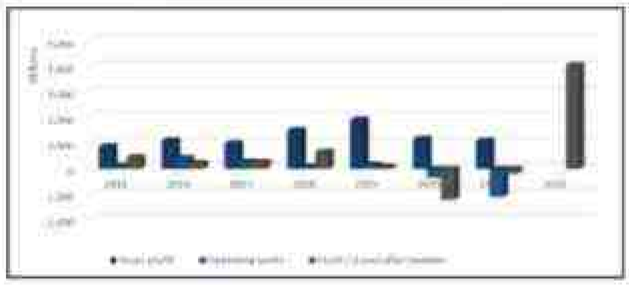
Capital Employed vs Return



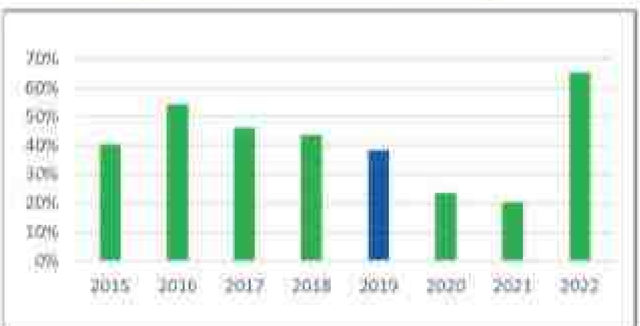
Total Equity



Profitability Comparative

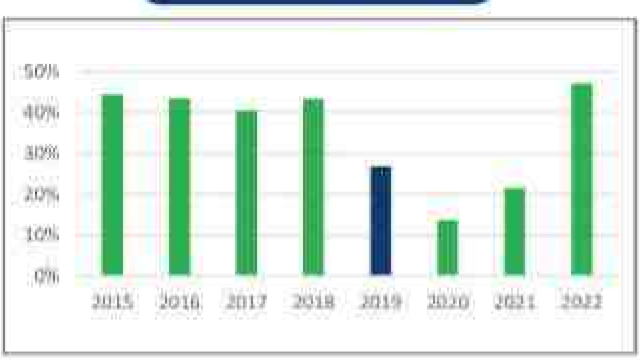


Gross Profit



Net Profit

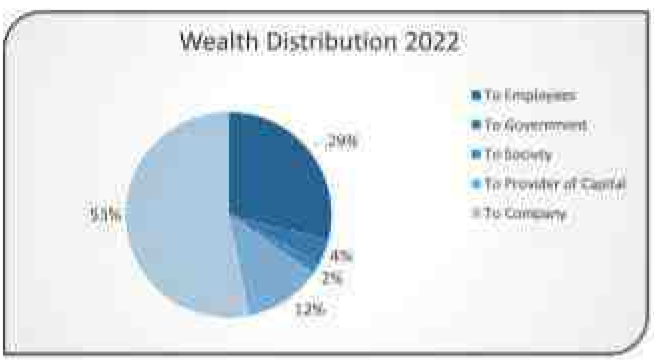
EBITDA Margin

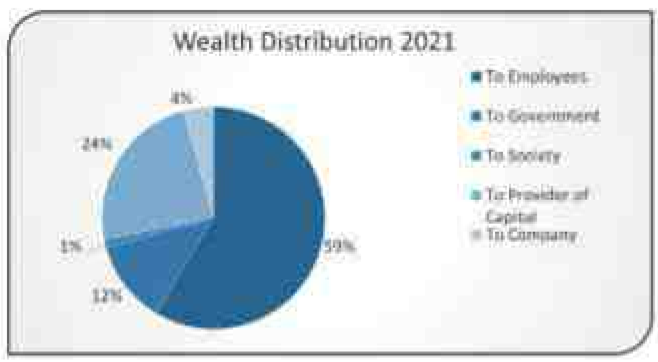


Return on Total Assets

STATEMENT OF VALUE ADDITION AND ITS DISTRIBUTION

WEALTH GENERATED	2022 Amount in Rs	%	2021 Amount in Rs
Total revenue inclusive of sales tax other income	12,339,149,674		7,514,148,350
Cost of Sales and services	(3,766,153,061)		(4,085,200,191)
	8,572,996,614	100%	3,428,948,159
WEALTH DISTRIBUTION			
To Employees			
Salaries, benefits and other costs	2,491,355,888	29%	2,008,483,371
To Government			
Income tax, sales tax, excise duty and others	332,796,197	4%	414,074,641
To Society			
Donation towards education, health and environment	138,621,562	2%	41,149,889
To Provider of Capital			
Markup / Interest expenses on borrowed funds	1,052,304,318	12%	817,017,566
To Company			
Depreciation, amortization & retained profit	4,557,918,648	53%	148,222,692
	8,572,996,614	100%	3,428,948,159





On behalf of the Board of Directors of TPL Corp Limited, we are pleased to present the Annual Financial Statements with the performance review of the Company for the year ended June 30th, 2022.

1. ECONOMIC OUTLOOK

The second half of the financial year 2021-22 (FY22) was a challenging one for Pakistan's economy, due to both political uncertainty and the impact of a global commodity super cycle and economic slowdown having a domino effect on Pakistan's current account with higher imports (oil price driven and global inflationary impact) and mediocre exports. These factors, along with the expanding fiscal deficit and significant international loan repayments coming due, resulted in the substantial depreciation of the PKR to USD and high inflation of 21.3% during FY22. SBP has started to implement monetary tightening in the country, with the most recent rate increase bringing the SBP Policy Rate to 15.0%, a level not seen since 2009. Despite the economic challenges faced by Pakistan, the country's economy managed to deliver a real GDP growth of c. 6% in FY22.

Following on from the last quarter of FY22, it is expected that FY23 will continue to be a difficult period for Pakistan's economy. Further, the impact of the devastating floods across the country is yet to be fully ascertained. Despite this state of affairs, the economy is expected to get some relief from potential declining commodity prices, the multiple initiatives being taken by the Government and foreign financial support from international allies.

2. FINANCIAL HIGHLIGHTS

The Group has achieved consolidated revenue of Rs. 11.62 billion for FY 2022, reflecting a growth of 117% compared to the corresponding period last year. The increase is attributable to topline growth of TPL Properties Limited by Rs. 6.12 billion, TPL Insurance Limited by Rs. 506 million and TPL Trakker Limited by Rs. 268 million after elimination of intercompany transactions, whereas, this increase is partly offset by Rs. 647 million due to closure of TPL Life's health business segment. The revenue growth coupled with decline in cost of sales of TPL Life has resulted in Gross Profit of Rs. 7.59 billion as compared to Rs. 1.09 billion in the corresponding period. The group has reported a profit before tax of Rs. 4.04 billion as compared to loss before tax of Rs. 117 million in the corresponding period primarily on account of gains recognized on the transfer of TPL Properties' project SPVs to TPL REIT Fund-I. The Group reported earnings per share of Rs. 3.97 as compared to loss per share of Rs. 0.50 in the corresponding period last year.

3. GROUP PERFORMANCE

A brief review of the Group's businesses is as follows:

a. TPL Trakker Limited

TPL Trakker achieved consolidated revenues of Rs. 2.34 billion representing a growth of 11% compared with the prior year. The Company also witnessed an improvement in its operating profit by 39% relative to the last year on consolidated basis.The Connected Car segment contributed 51% to the topline revenue of the Company, with a growth of 7% compared to the prior year, whereas the Digital Mapping & Location services exceeded expectations by achieving 21% over last year. The company reported profit after tax of PKR 197.12 million and PKR 22.86 million on unconsolidated and consolidated basis respectively as compared to the last year resulting in the bottom line improvement by 264% and 121% respectively.

Future Outlook – Connected Car & Industrial Internet of Things (IoT)

Pakistan started facing major political and economic instability during last quarter of FY22 whereby production of vehicles came to standstill due to unavailability and inaccessibility of imported input materials. Recently, production has restarted albeit at a very slow pace. Consumer buying power remains impacted by high interest rates affecting car financing besides general high inflation. However, consumers are increasingly installing trackers in used cars to safeguard the appreciating asset.

TPL Trakker will continue its focus on capturing the IOT market by offering new and competitive solutions. An innovative IOT Platform will be launched during FY23, which will make tracking and IOT services device agnostic, thus enabling the company to capture a larger share of the market.

With rising fuel costs, Genset monitoring is also gaining traction due to the need to manage and optimize fuel consumption. Sales of Video surveillance systems have also substantially picked up.

Overall the market is challenging, however there is the opportunity to grow in certain niches, such as the used car market and fuel monitoring solutions.

Future Outlook – Digital Mapping & Location Services

This past year saw some notable achievements for TPL Maps, such as delivering a custom scope to Rayn Group (funded by the Bill and Melinda Gates Foundation) for the Pakistan Polio Eradication Program, being awarded the development of the GIS system for service quality monitoring and 5G roll-out for the Pakistan Telecommunication Authority, and being awarded the tender to provide Location Based Services to the National Emergency Helpline. With these successes, TPL Maps is positioned increasingly as a key GIS player and, further with a recent collaboration to be a reseller of premium Satellite Imagery, new avenues of revenue will open up.

Pakistan is facing a natural calamity that has seen over 30 million people being displaced due to floods. Organizations are coming to together to serve the nation in their various capacities. TPL Maps is collaborating to provide GIS and Location Services to National Disaster Management Authority and National Flood Coordination Center.

TPL Maps will also capture the upcoming National Elections by focusing on developing solutions for major media companies, political parties, Election Commission Pakistan and public figures to integrate maps in their newsrooms, campaigns and strategies. We expect to provide live updates of the elections with real-time results counter on the map along with comparable past election. This will further improve transparency efforts of the democratic process.

Due to the specialized nature of the business and need to raise third party venture capital, TPL Maps is being carved out from TPL Trakker as a separate entity. With additional investment, focus will be on product innovations, product development, and direct business growth, both in B2B and B2G, resulting in exponential growth. This coming year will also see the anticipated release of the TPL Maps consumer app.

b. TPL Insurance Limited

During the year, the Company reported Gross Written Premium (GWP) of Rs. 3.72 billion vs. Rs. 2.91 billion in the preceding year (including Window Takaful Operations), registering 28% growth compared to the prior year. The motor insurance portfolio reported GWP of Rs. 2.72 billion compared to last year of Rs. 2.34 billion, an increase of 16%. Non-motor segments grew faster with GWP from Property business increasing by 21% to Rs. 66 million, while Miscellaneous and Health classes increased to Rs. 32 million (55% growth) and Rs. 335 million (256% growth) respectively. The Company reported loss before tax of Rs. 124 million (2021: Profit before tax of Rs. 62 million), including results of Window Takaful operations. This loss is mainly attributed to cost of employee stock options, and loss on investments due to decline in the stock market.

During the period, the Company entered into Share Subscription Agreement with FinnFund, a major developmental financial institution and impact investor. Subsequent to the year end, the Company has received the capital injection of Rs. 625 million.

Further, the Company's reinsurance treaty limits for property business increased from Rs. 1.05 billion to Rs. 1.26 billion, and Pakistan Credit Rating Agency has maintained Issuer Financial Strength Rating of AA.

Future Outlook

TPL Insurance will continue to innovate and surpass customer expectations with economical and tech driven solutions. The company is in advanced stages to introduce Pakistan's First Buy Now, Pay Later Auto Insurance. Furthermore, MY TPLI section on the company website will enable customers to renew policy, lodge claims, download policy document and settle premium payments digitally.

c. TPL Properties Limited

During the financial year, the Company has reported standalone profit after tax (PAT) of Rs. 4.88 billion upon disposal of two SPVs to TPL REIT Fund I. Furthermore, the consolidated PAT of Rs. 5.29 billion depicting YoY gain of 76 times with the additional contribution from Performance and management fees of TPL RMC.

Future Outlook

TPL Properties successfully achieved the launch and financial close of TPL REIT Fund-I with Rs. 18.35 billion. The first two projects which are part of TPL REIT Fund I include the high-end vertical residential development, One Hoshang and the 40 Acres master-planned mixed-use development, The Mangrove. The IT park development, TPL Technology Zone will also be moved into the REIT by the second quarter.

TPL Properties Limited's new structure, with investments to be mainly held via REIT funds, which in turn will be managed by TPL REIT Management Company Limited (RMC) where in projects will be developed by TPL Developments (Private) Limited. Both of these companies being wholly owned subsidiaries of TPL Properties. Furthermore, with the capability for TPL REIT and TPL Developments, the company will be partnering on a number of other projects whereby these subsidiaries will gain additional earnings.

With regards to the progress of the first projects in TPL REIT Fund I, One Hoshang, preparatory works inclduing façade retention and protection, have been completed. The project also received the Best Residential High-Rise Architecture at the Asia-Pacific Property Awards 2022, and has achieved pre-certification for LEED Gold, a leading sustainability benchmark for buildings. TPL Technology Zone has completed all the requirements to be licensed as a Special Technology Zone. Upon approval and subsequent completion, it is expected to play an important role in Pakistan's technology ecosystem in the years to come. The Mangrove is being designed in line with global sustainability benchmarks and will introduce new living standards in a prime area of Karachi. The layout plan approval process is progressing well.

In the coming year, the growth of the REIT portfolio will be supported with international investment being raised via TPL RMC's wholly owned UAE based subsidiary, TPL Investment Management. This is the first Pakistani investment firm owned internationally under a 3-C license, regulated by Abu Dhabi Global Markets.

Growth across the TPL Properties investment portfolio will be delivered by TPL REIT Fund I and the dividends from the operating subsidiaries. TPL Properties (and its subsidiaries) will continue to lead real estate focus in Pakistan on sustainability, quality and innovation.

d. TPL Life Insurance Limited

The Gross Premium for FY22 was Rs. 351 million, 67% lower than corresponding period last year. The reduction is mainly ascribed to the health business whereby the Corporate Health business was discontinued and strategized to follow Life Insurance and Health Insurance (Retail only) as its core businesses.

The Company has been able to exercise prudence and control over its expenditure despite high inflation prevailed in Q4 FY22. The total administrative expenses were less than 8% as compared to the corresponding period last year.

The fall in the equity market in the reporting period has impacted investment income and the Company has suffered loss on redemption of equity investments which has eventually reduced investment income by 71%.

The company paid total health and life claims of Rs. 475 million during the period with health claims to the tune of Rs. 350 million and life insurance claims of Rs. 125 million.

The Company has a reinsurance arrangement with Hannover Re and AXA having awarded "AA-" rating by Standard & Poor's. The Company has maintained Insurer Financial Strength rating of A (Single A) by PACRA.

The loss after tax for FY22 was Rs. 195 million (2021: loss of Rs. 351 million). Major contributors are the claim and acquisition expenses which have shown decline due to change in business strategy. Company is constantly reviewing its major cost centers and sources of losses and realigning business / operational strategies to reign in major cost heads.

Future Outlook

The Life Insurance industry is facing various challenges, the most serious of which is the imposition of provincial sales taxes on the business of life and health insurance as well as on the commission of insurance agents. In a country like Pakistan which has one of the lowest insurance penetrations in the world, the support from the Government for the development of the insurance sector will play a key role in increasing penetration and resolving the current issues being faced. The Company, along with other life insurance companies, has filed a constitutional petition and writ petition respectively in the High Court of Sind and the Lahore High Court challenging the levy of sales tax on life and health premium.

The Company is actively working and well positioned to be the front runner in Insurtech solutions within the Pakistani Insurance market. The Company has recently closed its first two Bancassurance & BancaTakaful Distribution Partnerships with Commercial Banks and is targeting to scale up this model going forward. Furthermore, TPL Life will be launching its Virtual Agent Platform imminently.

TPL Life is rebalancing its corporate portfolio by reviewing claims experience and retaining profitable relationships.

e. TPL e-Ventures

TPL e-Ventures (TPLV) proactively assessed various startup opportunities across a number of industries such as PropTech, EdTech, e-Commerce, Mobility, FinTech and Health-tech. TPLV also continued to reinforce its strategic alliances within the startup ecosystem, including participating in judging multiple demo days run by National Incubation Center Karachi (NICK), Philip Morris Innovation Lab and other pitch events.

The Company added Abhi to its existing portfolio with an equity investment of USD 200,000 (PKR equivalent) via a SAFE (Simple Agreement for Future Equity) instrument that was subsequently converted upon completion of Abhi's USD 17 Million Series A round. With the last valuation at USD 90 Million, TPLV's stake is nearly 2x in USD terms, and formally captured an unrealised gain (adjusted for illiquidity discount). Having been established in early 2021, Abhi has been one of the best performing Fintechs in Pakistan with more than 200 activate clients and employee base exceeding 80,000 employees for its key product, Earned Wage Access.

TPLV made follow-on investment in its existing portfolio company, Rider of Rs. 9.8 million. Rider grew delivery volumes by 2.4x increasing to 2,309,791 in FY22 from 988,852 in FY21. Rider completed its pre-Series A round via SAFE structure at a valuation cap of USD 40 Million, resulting in an unrealized gain (adjusted for illiquidity discount) of approximately 12x on invested capital.

Similarly, TPLV made a follow-on investment in TelloTalk of USD 50,000 equivalent. Tellotalk has shifted focus to the B2B space where it is addressing a growing market for customer conversation management. The B2B business is profitable and the venture serviced over 12 million users, across more than 70 clients.

TPLV further facilitated investments in Find My Doctor and Trellis Housing Finance through other group companies. TPLV also signed a MoU with a regional digital bank to jointly attain a digital banking license from the State Bank of Pakistan through the ongoing competitive process.

f. TPL Security Services (Private) Limited

During year under review, the Company grew revenue to Rs. 178 million, a growth of 12% compared to prior year.

Future Outlook

With the economic and political challenges faced by the country, further exacerbated by the flood devastation, it is expected that high inflation, joblessness and other socio-economic problems will result in greater security needs. To capture the upcoming opportunities and grow market share, the Company is focused on enhancing guarding portfolio as well as technology based security services.

4. INTERNAL CONTROL SYSTEM

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Charter. To maintain its objectivity, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit Department monitors and evaluates the efficiency and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of the internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

5. CREDIT RATING

The Pakistan Credit Rating Agency Limited (PACRA) has assigned a long-term entity rating of "A" (Single A) and short-term entity rating of A1 (A one) to TPL Corp Limited. These ratings indicate a stable outlook and high credit quality.

KEY FINANCIAL DATA FOR THE LAST SIX YEARS

	2022	2021	2020	Restated 2019	Restated 2018	2017
Balance Sheet	**Rs.'000**	**Rs.'000**	**Rs.'000**	**Rs.'000**	**Rs.'000**	**Rs.'000**
Paid-up capital	2,672,978	2,672,978	2,672,978	2,672,978	2,372,978	2,172,490
Capital Reserve	60,856	118,156	60,856	60,856	60,856	-
Revenue Reserve	976,130	153,724	(429,238)	219,732	533,300	548,301
Other components of equity	66,937	204,832	327,728	566,082	216,527	228,791
Non-Controlling Interest	7,249,497	4,471,600	4,766,384	4,618,490	4,220,516	3,978,088
Total Shareholders' equity	11,026,396	7,621,290	7,398,707	8,138,137	7,404,176	6,927,669
Participants' Takaful Fund (PTF)	**(88,104)**	**13,175**	**69,048**	**(117,589)**	**(214,850)**	**-**
Total equity	**10,938,292**	**7,634,466**	**7,467,756**	**8,020,548**	**7,189,326**	**6,927,669**
Long term Loan and short term	8,696,255	8,110,770	6,844,481	5,817,025	6,181,169	4,255,897
Due to related parties	165,955	252,253	976,883	1,173,752	504,988	87,950
Liabilities classified as held for sale	1,097,596	-	-	-	-	-
Other Liabilities	6,872,724	5,619,378	4,546,922	3,711,958	3,479,658	1,076,191
Total Liabilities	**16,832,530**	**13,982,401**	**12,368,286**	**10,702,735**	**10,165,815**	**5,420,038**
Total Equity & Liabilities	**27,770,822**	**21,616,866**	**19,836,042**	**18,723,283**	**17,355,141**	**12,347,707**
Total Assets						
Investment	10,427,849	6,906,290	2,994,937	8,253,923	7,992,379	6,087,598
Fixed Assets	1,547,102	1,522,181	1,390,116	2,760,069	2,214,072	1,799,521
Other non-current assets	3,901,506	3,339,440	3,064,685	3,050,371	2,852,374	1,879,278
Trade debts	966,252	1,342,966	1,164,282	1,397,980	1,374,344	1,280,587
Stock-in-trade	402,225	445,650	247,185	267,410	326,692	357,217
Other current assets	3,968,367	3,259,314	2,522,974	2,027,739	1,581,123	453,402
Cash and bank balances	3,642,229	4,801,026	1,470,768	965,792	1,014,158	490,104
Non-current asset held for sale	2,915,292	-	6,981,095	-	-	-
Total Assets	**27,770,822**	**21,616,866**	**19,836,042**	**18,723,283**	**17,355,141**	**12,347,707**

	2022 Rs.'000	2021 Rs.'000	2020 Rs.'000	Restated 2019 Rs.'000	2018 Rs.'000	2017 Rs.'000
Turnover – net	11,621,775	5,362,332	4,968,421	5,013,470	3,471,416	2,168,433
Cost of sales	(4,032,674)	(4,270,189)	(3,799,932)	(3,092,894)	(1,960,689)	(1,168,704)
Gross profit	7,589,101	1,092,143	1,168,489	1,920,576	1,510,727	999,729
Distribution expenses	(208,611)	(145,422)	(186,660)	(351,365)	(282,608)	(214,247)
Administrative expenses	(2,685,522)	(1,960,903)	(1,254,271)	(1,375,337)	(1,031,399)	(501,505)
Other operating expenses	(55,569)	(82,831)	(74,327)	(30,823)	(97,312)	(1,360)
Operating profit / (loss)	4,639,399	(1,097,012)	(346,769)	163,051	99,409	282,617
Finance costs	(1,072,696)	(880,133)	(1,262,316)	(741,592)	(507,568)	(334,820)
Other Income	379,406	1,813,847	742,327	858,003	1,145,124	348,374
Net deficit / (surplus) attributable to PTF	101,279	55,873	(189,216)	(86,855)	-	-
Share of (loss) / profit from investment in associates - net	(36,517)	(9,349)	(25,649)	(11,492)	(13,147)	16,962
Profit / (loss) before taxation	4,010,872	(116,774)	(1,081,624)	181,115	723,818	313,134
Taxation	5,173	(76,106)	(138,636)	(98,730)	(59,570)	(44,854)
Profit / (Loss) after taxation from continued operations	4,016,044	(192,880)	(1,220,260)	82,385	664,248	268,280
Profit from discontinued operations	378,198	-	-	-	-	-
Profit / (Loss) after taxation	4,394,243	(192,880)	(1,220,260)	82,385	664,248	268,280
Other comprehensive income / (loss)	149,826	(48,543)	19,951	351,576	(12,326)	229,088
Total comprehensive income / (loss)	4,544,069	(241,422)	(1,200,309)	433,961	651,922	497,369
EPS / (LPS)	3.97	(0.50)	(4.57)	(1.20)	0.07	0.09

6. AUDITORS

M/s BDO Ebrahim & Co., Chartered Accountants have retired and have offered themselves for reappointment. The Board of Directors have recommended their appointment as Auditors for the year ending June 30, 2023 at a fee to be mutually agreed.

7. DIRECTORS' TRAINING

As required under Regulation 19 of the Listed Companies Code of Corporate Governance, 2019, the majority of the Board members have completed their certification in DTP while one director was granted exemption by SECP based on prescribed qualification and experience. The directors, who do not hold the certification, are well conversant with their duties and responsibilities as directors of a listed company. The Company, however, aims to encourage the remaining directors, as the case may be, to complete their certification.

DIRECTORS' REPORT

STATEMENT ON CORPORATE AND FINANCIAL REPORTING FRAMEWORK

The Board is fully aware of its corporate responsibilities as envisaged under the Code of Corporate Governance, prescribed by the Securities and Exchange Commission of Pakistan and is pleased to certify that:

- The financial statements prepared by the Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- The Company has maintained proper books of accounts as required under the Companies Act 2017.
- The Company has followed consistently appropriate accounting policies in the preparation of Financial Statements and accounting estimates are based on reasonable and prudent judgment.
- International Financial Reporting Standard as applicable in Pakistan has been followed in the preparation of the financial statements and any departure therefrom has been adequately disclosed.
- The system of internal control is sound in design and has been effectively implemented monitored.
- Fundamentals of the Company are strong and there are no doubts about Company's ability to continue as a going concern.
- The Company has followed the best practices of the Corporate Governance as laid down under the Listed Companies Code of Corporate Governance, 2019 and there has been no material departure there from.
- Key operating and financial data for the last six years in summarized form, is included in this annual report.

COMPOSITION OF THE BOARD AND THE BOARD COMMITTEES

The total number of Directors are eight (08) as per the following:

Male	Female
7	1

The composition of the Board is as follows:

Category	Names
Independent Director	Mr. Nadeem Arshad Elahi Mr. Mark Rousseau
Executive Directors	Mr. Mohammad Ali Jameel
Non-Executive Directors	Mr. Jameel Yusuf S.St Mr. Bilal Alibhai Mr. Zafar-ul-Hassan Naqvi Mr. Mohammad Shafi
Female Director	Mrs. Sabiha Sultan Ahmed (Executive Director)

The Board has formed committees comprising of members given below:

Audit Committee	Mr. Nadeem Arshad Elahi – Chairman Mr. Zafar-ul-Hassan Naqvi – Member Mr. Mark Rousseau – Member

	Mr. Hashim Sadiq Ali – Secretary
HR and Remuneration Committee	Mr. Nadeem Arshad Elahi – Chairman Mr. Zafar-ul-Hassan Naqvi – Member Mr. Mohammad Ali Jameel – Member Mr. Nader Nawaz – Secretary

DIRECTORS' REMUNERATION

A formal Directors' Remuneration Policy, approved by the Board of Directors, is in place. The policy includes a transparent procedure for remuneration of Directors in accordance with the Companies Act, 2017 and the Listed Companies Code of Corporate Governance 2019. Appropriate disclosure for remuneration/bonuses/incentives/stock options paid during the year to Directors and the Chief Executive has been provided in Note 31 to the unconsolidated financial statements.

8. PATTERN OF SHAREHOLDING

A statement of pattern of shareholding of the Company as at June 30, 2022 is as follows:

Shareholder's Category	Number of shares	Percentage of shareholding
Associated Companies	140,777,248	52.6668
Directors, CEO & Children	1,501	0.0006
Mutual Funds	3,227,500	1.2075
General Public (Local)	75,599,279	28.2828
General Public (Foreign)	5,726,727	2.1425
Others	41,965,508	15.6999
Total	**267,297,763**	**100**

Pattern of holding of shares held by the shareholders of the Company as at June 30, 2022:

NO. OF SHAREHOLDERS	From	To	SHARES HELD	PERCENTAGE
313	1	100	4,555	0.0017
889	101	500	433,631	0.1622
908	501	1,000	898,452	0.3361
1,667	1,001	5,000	4,878,094	1.825
613	5,001	10,000	4,939,861	1.8481
228	10,001	15,000	2,965,377	1.1094
170	15,001	20,000	3,162,791	1.1832
99	20,001	25,000	2,362,000	0.8837
61	25,001	30,000	1,768,000	0.6614
38	30,001	35,000	1,272,000	0.4759
41	35,001	40,000	1,570,001	0.5874
26	40,001	45,000	1,124,500	0.4207
49	45,001	50,000	2,432,500	0.91
13	50,001	55,000	687,000	0.257
22	55,001	60,000	1,296,500	0.485
8	60,001	65,000	506,000	0.1893
13	65,001	70,000	900,000	0.3367

NO. OF SHAREHOLDERS	From	To	SHARES HELD	PERCENTAGE
8	70,001	75,000	595,500	0.2228
9	75,001	80,000	709,500	0.2654
9	80,001	85,000	757,500	0.2834
4	85,001	90,000	359,000	0.1343
5	90,001	95,000	460,000	0.1721
28	95,001	100,000	2,795,000	1.0456
4	100,001	105,000	410,500	0.1536
2	105,001	110,000	220,000	0.0823
5	110,001	115,000	568,000	0.2125
2	115,001	120,000	236,000	0.0883
8	120,001	125,000	991,000	0.3707
2	135,001	140,000	280,000	0.1048
2	140,001	145,000	286,000	0.107
7	145,001	150,000	1,048,000	0.3921
2	150,001	155,000	305,500	0.1143
1	155,001	160,000	160,000	0.0599
2	160,001	165,000	325,500	0.1218
1	165,001	170,000	165,500	0.0619
2	170,001	175,000	346,000	0.1294
1	175,001	180,000	180,000	0.0673
1	185,001	190,000	189,000	0.0707
9	195,001	200,000	1,800,000	0.6734
2	205,001	210,000	415,000	0.1553
2	220,001	225,000	446,500	0.167
1	225,001	230,000	230,000	0.086
1	230,001	235,000	234,000	0.0875
1	235,001	240,000	235,500	0.0881
1	240,001	245,000	244,000	0.0913
6	245,001	250,000	1,500,000	0.5612
1	250,001	255,000	255,000	0.0954
1	255,001	260,000	256,000	0.0958
1	275,001	280,000	280,000	0.1048
1	295,001	300,000	300,000	0.1122
1	300,001	305,000	305,000	0.1141
1	320,001	325,000	321,000	0.1201
1	335,001	340,000	340,000	0.1272
2	345,001	350,000	698,000	0.2611
1	390,001	395,000	393,500	0.1472
1	395,001	400,000	397,500	0.1487
2	435,001	440,000	880,000	0.3292
1	445,001	450,000	450,000	0.1684
1	480,001	485,000	482,500	0.1805
1	510,001	515,000	515,000	0.1927
1	520,001	525,000	521,500	0.1951
4	595,001	600,000	2,397,500	0.8969
1	600,001	605,000	602,500	0.2254
1	620,001	625,000	621,500	0.2325
1	625,001	630,000	626,500	0.2344

NO. OF SHAREHOLDERS	From	To	SHARES HELD	PERCENTAGE
1	645,001	650,000	650,000	0.2432
1	695,001	700,000	700,000	0.2619
1	710,001	715,000	710,500	0.2658
1	845,001	850,000	850,000	0.318
1	1,010,001	1,015,000	1,013,500	0.3792
2	1,015,001	1,020,000	2,038,000	0.7624
1	1,095,001	1,100,000	1,100,000	0.4115
1	1,495,001	1,500,000	1,500,000	0.5612
1	1,505,001	1,510,000	1,508,924	0.5645
1	1,675,001	1,680,000	1,677,000	0.6274
1	2,195,001	2,200,000	2,200,000	0.8231
1	2,550,001	2,555,000	2,550,500	0.9542
1	2,585,001	2,590,000	2,589,500	0.9688
1	2,725,001	2,730,000	2,729,500	1.0211
1	2,795,001	2,800,000	2,796,000	1.046
1	4,195,001	4,200,000	4,200,000	1.5713
1	7,335,001	7,340,000	7,336,000	2.7445
1	7,495,001	7,500,000	7,500,000	2.8059
1	11,150,001	11,155,000	11,153,500	4.1727
1	11,795,001	11,800,000	11,800,000	4.4146
1	14,495,001	14,500,000	14,500,000	5.4247
1	14,895,001	14,900,000	14,900,000	5.5743
1	23,705,001	23,710,000	23,708,000	8.8695
1	89,250,001	89,255,000	89,250,077	33.3898
5,335	**Company Total**		**267,297,763**	**100.0000**

9. ADDITIONAL INFORMATION

Details of Shareholder/ Director	No of shares held (June 30, 2022)
Associated Companies, Undertaking and Related Parties (name wise details)	
TPL Holdings (Private) Limited *	140,776,901
Trustee TPL Direct Insurance Ltd -Employees Provident Fund	347
Mutual Funds (name wise details)	
CDC - Trustee Faysal Stock Fund	223,500
Trustee-First Dawood Inv. Bank Ltd. & Other Employees P. Fund	19,000
Pearl Securities Limited – MF	15,000
JS Global Capital Limited - MF	710,500
CDC - Trustee First Capital Mutual Fund	70,000
Multiline Securities Limited – MF	200,000
BIPL Securities Limited - MF	8,500
Intermarket Securities Limited – MF	10,000

Details of Shareholder/ Director	No of shares held
MRA Securities Limited – MF	234,000
Mohammad Munir Mohammad Ahmed Khanani Securities Ltd. – MF	1,677,000
Trust Securities & Brokerage Limited – MF	60,000
Directors, CEO and their Spouse and Minor Children (name wise details)	
Mr. Syed Nadir Shah	1,000
Following directors are nominee director of TPL Holdings (Private) Limited and do not have any shares of the Company as of June 30, 2022.	
Mr. Jameel Yusuf	
Mr. Bilal Alibhai	
Following directors are the independent director of the Company and do not have any shares of the Company as of June 30, 2022.	
Mr. Nadeem Arshad Elahi	
Mr. Mark Rousseau	
Following directors are the executive directors of the Company and do not have any shares of the Company as of June 30, 2022.	
Mr. Muhammad Ali Jameel	
Ms. Sabiha Sultan	
Following non-executive directors of the Company have shares of the Company as of June 30, 2022 as follows:	
Mr. Zafar-Ul-Hassan Naqvi	500
Mr. Muhammad Shafi	1
Details of trading in the shares by the directors, CEO, CFO, Company Secretary, and their spouses and minor Children	
None Of Directors, CEO, Company Secretary, And Their Spouses And Minor Children Has Traded In The Shares Of The Company During The Year.	

** These exclude shares offered by TPL Holdings under REPO arrangement*

10. BOARD MEETINGS

The Board of Directors held 5 meetings during the financial year. Attendance of Directors is indicated below:

Name of Director	Meetings Attended
Mr. Jameel Yusuf Ahmed (S.St)	5
Mr. Muhammad Ali Jameel (CEO)	5
Vice Admiral (R) Muhammad Shafi, HI(M)	5
Mr. Mark Dean Rousseau	3
Ms. Sabiha Sultan	5
Mr. Nadeem Arshad Elahi	3
Major General (R) Zafar ul Hasan Naqvi	5
Mr. Bilal Alibhai	4

11. ACKNOWLEDGEMENT

We would like to thank all the stakeholders of the Company in particular the shareholders for their confidence and faith in us, the regulators specifically the Securities and Exchange Commission of Pakistan, the Federal Board of Revenue and the Pakistan Stock Exchange for their valued guidance and support; also, we would like to offer our sincere gratitude to our people, strategic partners, vendors, suppliers and customers for their continued trust in us.

On behalf of the Board of Directors:

ALI JAMEEL CHIEF EXECUTIVE OFFICER	JAMEEL YUSUF (S.ST.) DIRECTOR

ٹی پی ایل کارپ لمیٹڈ کے بورڈ آف ڈائریکٹرز کی جانب سے ہم سالانہ مالیاتی گوشواروں کے ساتھ کمپنی کی کارکردگی برائے سال مختتمہ 30 جون 2022 پیش کرتے ہوئے اظہار مسرت کرتے ہیں۔

1. معاشی منظرنامہ

غیر یقینی سیاسی صورتحال اور عالمی سطح پر اشیائے صرف کی قیمتوں میں طویل عرصہ تک اضافہ کی وجہ سے مالیاتی سال 22-2021 کی دوسری ششماہی پاکستانی معیشت کے لئے دشوار گزار رہی جس سے پاکستان کے رواں کھاتے پر بلند درآمدات (آئل کی قیمت میں اضافہ اور عالمی افراط زر کے اثرات) اثرات پڑے اور برآمدات متوسط رہیں۔ ان عوامل کے ساتھ بڑھتے ہوئے مالیاتی خسارے اور آنے والے عالمی قرضوں کی قابل ذکر رقم کی واپسی کے نتیجے میں PKR کے مقابلے USD میں قابل ذکر فرسودگی ہوئی اور FY22 کے دوران افراط زر 21.3 فیصد کے ساتھ بلند رہا۔ SBP نے ملک میں مالیاتی سختی نافذ کرنا شروع کردی جس کے تحت SBP کا پالیسی نرخ 15.0 فیصد تک بڑھ گیا جس کی نظیر 2009 کے بعد سے اب تک نہیں ملتی۔ پاکستان میں معاشی دشواریوں کے باوجود FY2022 میں ملکی معیشت میں 6 فیصد حقیقی نمو ہوئی۔

FY22 کی آخری سہ ماہی کے بعد توقع ہے کہ FY23 پاکستانی معیشت کے لئے مسلسل دشوار گزار رہے گا۔ مزید برآں ملک بھر میں تباہ کن سیلابوں کے اثرات کی مکمل تشخیص کرنا باقی ہے۔ ان حالات کے باوجود توقع ہے کہ اشیائے صرف کی قیمتوں میں امکانی کمی، حکومت کے مختلف اقدامات اور عالمی حلیفوں سے غیر ملکی مالیاتی امداد سے کچھ ریلیف ملے گا۔

2. مالیاتی جھلکیاں

FY2022 میں گروپ کے مجموعی محاصل 11.62 بلین روپے رہے جس سے گزشتہ سال کی بہ نسبت 117 فیصد اضافہ کی عکاسی ہوتی ہے۔ اس اضافہ کی وجہ فروخت میں اضافہ یعنی ٹی پی ایل پراپرٹیز لمیٹڈ کی فروخت 6.12 بلین، ٹی پی ایل انشورنس لمیٹڈ کی فروخت 506 ملین روپے اور ٹی پی ایل ٹریکر کی فروخت 268 ملین روپے رہیں جو کہ مابین کمپنی کے سودوں کو نکالنے کے بعد ہیں جبکہ اس اضافہ کو کسی حد ٹی پی ایل لائف کی فروخت 647 ملین روپے نے زائل کیا جس کا لائف ہیلتھ شعبے کی بند ہو گیا تھا۔ آمدن میں اضافہ کے ساتھ ٹی پی ایل لائف کی لاگت فروخت میں کمی کے نتیجے میں خام منافع 7.59 بلین روپے رہا جو کہ گزشتہ سال 1.09 ملین روپے تھا۔ گروپ کا منافع قبل از ٹیکس 4.04 بلین روپے رہا جبکہ گزشتہ سال اسی مدت میں 117 ملین روپے خسارہ تھا جس کی بنیادی وجہ ٹی پی ایل پراپرٹیز کے پروجیکٹس کی SPVs سے TPL REIT فنڈ 1 میں منتقلی تھی۔ گروپ کی آمدن فی حصص 3.97 روپے رہی جبکہ گزشتہ سال اسی مدت میں 0.50 روپے خسارہ فی حصص تھی۔

3. گروپ کی کارکردگی

گروپ کے کاروباروں کا مختصر جائزہ درج ذیل ہے:

a. ٹی پی ایل ٹریکر لمیٹڈ

ٹی پی ایل ٹریکر لمیٹڈ کی مجموعی فروخت 2.34 بلین روپے رہی جس سے گزشتہ سال کی بہ نسبت 11 فیصد اضافہ کی عکاسی ہوتی ہے۔ کمپنی کے کاروباری منافع میں گزشتہ سال کی بہ نسبت 39 فیصد بہتری دیکھی گئی۔ کنکٹڈ کار کے شعبہ نے کمپنی کی فروخت میں 51 فیصد معاونت کی جو کہ گزشتہ سال کی بہ نسبت 7 فیصد زیادہ ہے جبکہ ڈیجیٹل میپنگ اور لوکیشن سروسز نے گزشتہ سال کی بہ نسبت توقع سے بڑھ کر 21 فیصد معاونت کی۔

مستقبل کا منظر نامہ۔ کنکٹڈ کار اور IoT

پاکستان کو FY2022 کی آخری سہ ماہی کے آغاز میں بڑے سیاسی اور معاشی عدم استحکام کا سامنا کرنا پڑا جس کے نتیجے میں گاڑیوں کی پیداوار درآمدی خام مال کی عدم دستیابی اور عدم رسائی کی وجہ سے رک گئی۔ حال ہی میں پیداوار انتہائی سست روی سے شروع ہوئی ہے۔ کار فنانسنگ پر بلند شرح سود کے ساتھ عمومی بلند افراط زر کی وجہ سے صارفین کی قوت خرید پر اثرات پڑے۔ تاہم صارفین اپنے قیمتی اثاثہ کے تحفظ کے لئے تیزی سے ٹریکرز اپنی زیر استعمال کاروں میں لگوا رہے ہیں۔

ٹی پی ایل ٹریکر تسلسل کے ساتھ IOT مارکیٹ میں نئے اور مسابقتی حل پیش کرنے پر توجہ مرکوز رکھے گی۔ ایک متنوع IOT پلیٹ فارم FY23 کے دوران متعارف کروایا جائے گا جس سے ٹریکنگ اور IOT سروسز کے آلات بہتر ہو جائیں گے جس سے کمپنی کو مارکیٹ کے بڑے حصے میں قدم جمانے میں مدد ملے گی۔

بڑھتی ہوئی لاگتوں کی وجہ سے بھی فیول کے انتظام اور خرچ میں بچت کے لئے جیب سیٹ کی نگرانی کی ضرورت بڑھ رہی ہے۔ وڈیو سرویلنس سسٹم کی فروخت میں بھی قابل ذکر اضافہ ہوا ہے۔

مجموعی طور پر مارکیٹ دشوار گزار رہے گی تاہم کچھ مخصوص شعبوں میں مواقع موجود ہیں جیسے کہ پرانی کاروں کی مارکیٹ اور فیول مانیٹرنگ کے حل وغیرہ میں۔

مستقبل کا منظر نامہ۔ ڈیجیٹل میپنگ اور لوکیشن سروسز

گزشتہ سال ٹی پی ایل میپس میں چند قابل ذکر کامیابیاں حاصل کیں جیسے کہ ریئن گروپ (جس کی فنڈنگ بل اور میلنڈا گیٹس فاؤنڈیشن نے کی) کی طرف سے پاکستان میں پولیو کے خاتمے کے پروگرام کے لئے ایک ترجیحات کے مطابق مخصوص کام کے دائرہ کار کے تحت خدمت کے معیار کی نگرانی کے لئے GIS سسٹم کی ترویج کا کام سونپا جا رہا ہے اور پاکستان ٹیلی کمیونیکیشن 5G متعارف کروانے کے لئے کام کر رہا ہے اور اس کام کے لئے لوکیشن کی بنیاد پر خدمات نیشنل ایمرجنسی ہیلپ لائن کو فراہم کرنے کا ٹینڈر دیا گیا ہے۔ ان کامیابیوں سے ٹی پی ایل میپس تیزی سے GIS کے ایک اہم کھلاڑی کا مقام حاصل کر رہا ہے، مزید یہ کہ سیٹلائٹ امیجری ری سیلر بننے سے آمدنی کے نئے مواقع کھلیں گے۔

پاکستان کو ایک قدرتی آفت کا سامنا ہے جس میں سیلاب کی وجہ سے 30 ملین افراد بے گھر ہو گئے ہیں۔ ادارے اپنی مختلف صلاحیتوں کے ساتھ مل کر قوم کی خدمت کر رہے ہیں۔ ٹی پی ایل میپس نیشنل ڈیزاسٹر مینجمنٹ اتھارٹی اور نیشنل فوڈ کوآرڈینیشن سینٹر کو GIS اور لوکیشن کی خدمات فراہم کر رہی ہے۔

ٹی پی ایل میپس آنے والے عام انتخابات میں بڑی میڈیا کمپنیوں، سیاسی پارٹیوں، الیکشن کمیشن آف پاکستان اور عوامی اداروں کے نیوز روم، انتخابی مہم اور حکمت عملیوں کے لئے حل ترویج کرنے پر توجہ مرکوز کئے ہوئے ہے۔ ہم توقع کرتے ہیں کہ انتخابات کے حالیہ نتائج حقیقی معنوں میں میپ کے ذریعے گزشتہ انتخابات سے موازنہ پیش کریں گے۔ اس سے جمہوری عمل میں مزید شفافیت کی کوششوں میں بہتری آئے گی۔

کاروبار کی خصوصی نوعیت کی وجہ سے اور تیسرے فریق کے سرمائے میں اضافہ کی ضرورت کے تحت ٹی پی ایل میپس کو ایک علیحدہ ادارے کی شکل میں ڈھالا جا رہا ہے۔ اضافی سرمائے کی ضروریات کے لئے مصنوعات میں اختراع، مصنوعات کی ترویج اور براہِ راست دونوں یعنی B2B اور B2G سطح غیر معمولی کاروباری نمو ہوگی۔ آنے والے سال میں، ہم مزید ٹی پی ایل میپس کی جاری کردہ صارفین کی ایپ دیکھیں گے۔

b. ٹی پی ایل انشورنس لمیٹڈ

سال کے دوران کمپنی کا خام تحریری پریمیم (GWP) 3.72 بلین روپے رہا جو کہ گزشتہ سال 2.91 بلین (بشمول ونڈو تکافل آپریشنز) روپے تھا، جس سے گزشتہ سال کی بہ نسبت 28 فیصد اضافہ کی عکاسی ہوتی ہے۔ موٹر انشورنس پورٹ فولیو نے 2.72 بلین روپے کی GWP رپورٹ کئے جو گزشتہ سال 2.34 بلین روپے تھے، یعنی اس میں 16 فیصد اضافہ ہوا۔ موٹر کے علاوہ دوسرے شعبوں جیسے جائیداد کے کاروبار میں GWP تیزی سے بڑھی جو کہ 21 فیصد اضافہ کے ساتھ 66 ملین روپے رہیں جبکہ متفرق اور صحت کے شعبے میں بالترتیب 32 ملین (55 فیصد نمو) اور 335 ملین (256 فیصد) نمو ہوئی۔ بشمول ونڈو تکافل آپریشنز کمپنی کا خسارہ قبل از ٹیکس 124 ملین روپے رہا (2021: منافع بعد از ٹیکس 62 ملین روپے) رہا۔ اس خسارہ کو ملازمین کے اسٹاک آپشنز کی لاگت اور اسٹاک مارکیٹ میں سرمایہ کاریوں پر خسارہ سے منسوب کیا جا سکتا ہے۔

مدت کے دوران کمپنی نے فن فنڈ کے ساتھ ایک معاہدہ کیا ہے جو کہ ایک بڑا تزویراتی مالیاتی ادارہ اور قومی سرمایہ کار ہے۔ سال کے اختتام کے بعد کمپنی کو 625 ملین روپے کا سرمایہ موصول ہوا ہے۔

مزید برآں، کمپنی کی جائیداد کے کاروبار میں ری انشورنس کے معاہدہ کی حدود 1.05 بلین سے بڑھ کر 1.26 بلین روپے ہوگئی ہے اور پاکستان کریڈٹ ریٹنگ ایجنسی نے اجراء کنندہ کے مالی استحکام کی ریٹنگ AA برقرار رکھی ہے۔

مستقبل کا منظر نامہ

ٹی پی ایل انشورنس تسلسل کے ساتھ اختراع اور گاہکوں کی توقعات سے بڑھ کر سستے اور جدید ٹیکنالوجی کے حل فراہم کرنے پر مرکوز رہے گی۔ کمپنی پاکستان کے پہلی "ابھی خریدو بعد میں ادا کرو" جیسی آٹو انشورنس متعارف کروانے کے آخری مراحل میں ہے۔ مزید برآں، کمپنی کی ویب سائٹ کا MY TPLI سیکشن گاہکوں کو پالیسی کی تجدید کروانے، دعوے دائر کرنے، پالیسی کی دستاویزات ڈاؤن لوڈ کرنے اور پریمیم کی ادائیگیوں کا شائستگی سے تصفیہ کرنے میں مددگار ہوگا۔

c. ٹی پی ایل پراپرٹیز لمیٹڈ

مالیاتی سال کے دوران کمپنی کا انفرادی منافع بعد از ٹیکس (PAT) SPVs کو TPL REIT Fund 1 میں منتقل کرنے کے بعد 4.88 بلین روپے رہا۔ مزید برآں مجموعی PAT 5.29 بلین روپے رہا جو گزشتہ سال کی بہ نسبت 76 گنا زیادہ منافع ہے جس میں مزید معاونت TPL RMC کی کارکردگی اور انتظامی فیس نے کی۔

مستقبل کا منظر نامہ

ٹی پی ایل پراپرٹیز لمیٹڈ نے کامیابی سے TPL REIT Fund 1 سے 18.35 بلین روپے کے پروجیکٹس متعارف کروائے اور ان کی مالیاتی منظوری دی۔ پہلے دو پروجیکٹس جو کہ TPL REIT Fund 1 کا حصہ ہیں ان میں بلند و بالا عمودی رہائشی منصوبے ہیں جن میں ون ہوشا نگ اور 40 ایکڑ کا ماسٹر پلان برائے مختلف النوع استعمال بنام ''دی مینگروو'' پر ترقیاتی کام شامل ہیں۔ IT پارک کی ترقی جن میں TPL TECHNOLOGY ZONE, REIT میں دوسری ششماہی میں منتقل ہو جائیں گے۔

ٹی پی ایل پراپرٹیز لمیٹڈ کا نیا ڈھانچہ جس میں بنیادی سرمایہ کاریاں REIT FUNDS سے کی گئی ہیں جن کا انتظام TPL REIT مینجمنٹ کمپنی لمیٹڈ (RMC) کرے گی اور جن میں ٹی پی ایل ڈویلپمنٹس (پرائیویٹ) لمیٹڈ پروجیکٹس میں ترقیاتی کام کرے گی۔ دونوں ذیلی کمپنیاں مکمل طور پر کمپنی کی ملکیت ہیں۔ مزید برآں REIT کی ثابت شدہ صلاحیت اور ترقیاتی کاموں کے معیار پر کمپنی کئی ایک دیگر پروجیکٹس میں شراکت دار ہے جن سے ذیلی کمپنیاں مزید اضافی آمدن کما رہی ہیں۔

جہاں تک TPL REIT Fund 1 کے پہلے پروجیکٹوں کی پیش رفت کا تعلق ہے کہ ون ہوشا نگ تیاری کا کام اور عمارتی ڈھانچہ اور حفاظتی کام مکمل ہو چکا ہے۔ اس پروجیکٹ کو ایشیا پیسفک پراپرٹی ایوارڈز 2022 کا بہترین رہائشی بلند عمارتی فن تعمیر حاصل ہوا ہے اور اسے LEED گولڈ سے تصدیق نامہ ملا ہے جو کہ بلڈنگز کی پائیداری کا ایک بڑا بینچ مارک ہے TPL TECHNOLOGY ZONE نے اسپیشل ٹیکنالوجی زون کے لائسنس کے تمام تقاضوں پر پورا کرلیا ہے۔ منظوری اور بعدازاں تکمیل کے بعد توقع ہے کہ پاکستان کے ٹیکنالوجی ایکو سسٹم میں آنے والے سالوں میں اہم کردار ادا کرے گا۔ مینگروز کو عالمی پائیداری بینچ مارک کے طرز پر ڈیزائن کیا گیا ہے اور کراچی کی پرکشش جگہ پر اس میں جدید طرز زندگی کے معیارات کو متعارف کرایا جائے گا۔ لے آؤٹ پلان کی منظوری پر پیشرفت بہتر طریقے سے جاری ہے۔

آنے والے سال میں REIT کے پورٹ فولیو کو عالمی سرمایہ کاری کی تائید حاصل ہوگی جسے TPL RMC's کی مکمل ملکیت میں UAE میں قائم ذیلی کمپنی ٹی پی ایل انویسٹمنٹ مینجمنٹ کے ذریعے سرمایہ کاری کی جائے گی۔ یہ پہلی پاکستانی ملکیت میں سرمایہ کار عالمی کمپنی ہوگی جس کے پاس C-3 لائسنس ہے جسے ابوظہبی گلوبل مارکیٹس نے جاری کیا ہے۔
سرمایہ کاری پورٹ فولیو میں TPL REIT Fund 1 کے پروجیکٹس کے ذریعے نمو ہوگی اور فعال ذیلی کمپنیاں منافع منقسمہ حاصل ہوگا۔ ٹی پی ایل پراپرٹیز (اور اس کی ذیلی کمپنیاں) تسلسل کے ساتھ جائیداد کے کاروبار میں پاکستان میں پائیداری، معیار اور جدت کے ساتھ قائدانہ کردار ادا کرے گی۔

d. ٹی پی ایل لائف انشورنس لمیٹڈ

FY22 میں خام پریمیم 351 ملین روپے رہا جو کہ گزشتہ سال اسی مدت کی بہ نسبت 67 فیصد کم ہے۔ کمی کی بنیادی وجہ صحت کے کاروبار سے منسوب ہے جس میں اداراتی ہیلتھ کاروبار ختم ہو گیا اور لائف انشورنس اور ہیلتھ انشورنس (ریٹیل سطح) پر بطور بنیادی کاروباری حکمت عملی پر عمل کیا گیا۔

FY22 کی چوتھی ششماہی میں بلند افراط زر کے باوجود کمپنی نے احتیاط کو اختیار کیا اور اخراجات کو قابو میں رکھا۔ کل انتظامی اخراجات گزشتہ سال اسی مدت کے مقابلے میں 8 فیصد سے کم رہے۔

زیر جائزہ مدت میں بازار حصص میں زوال کی وجہ سے سرمایہ کاری آمدن کو متاثر کیا اور کمپنی کو سرمایہ کاری کی خلاصی پر خسارہ ہوا جس کے نتیجے میں آخر کار سرمایہ کاری آمدن میں کمی ہوئی۔

کمپنی نے صحت اور لائف کے دعووں پر 475 ملین روپے مدت کے دوران ادا کئے جس میں صحت کے دعوے 350 ملین روپے رہے اور لائف انشورنس کے دعوے 125 ملین روپے رہے۔

ہینوور اور AXA کے ساتھ کمپنی کی ری انشورنس کا اہتمام ہے جنھیں اسٹینڈرڈ اور پورز نے "-AA" کی ریٹنگ سے نوازا ہے۔ پاکرا نے کمپنی کے انشورر کے مالیاتی استحکام کی ریٹنگ A (سنگل A) برقرار رکھی ہے۔

FY22 میں خسارہ بعد از ٹیکس 195 ملین روپے رہا (2021 : 351 ملین روپے خسارہ)۔ بڑے عوامل دعوے اور الحاق کے اخراجات ہیں جن میں کاروباری حکمت عملی میں تبدیلی کی وجہ سے کمی ہوئی۔ کمپنی تسلسل کے ساتھ اپنی بڑی لاگتوں کے مراکز اور خسارہ کے ذرائع کا جائزہ لے رہی ہے اور بڑی لاگتی مدوں کو قابو کرنے کے لئے اپنی کاروباری/کاروباری حکمت عملی کو از سر نو ترتیب دے رہی ہے۔

مستقبل کی پیش بینی

لائف انشورنس کی صنعت کو کئی مختلف چیلنجز کا سامنا ہے، سب سے زیادہ شدید چیلنج لائف اور ہیلتھ انشورنس کے کاروبار کے ساتھ ساتھ انشورنس ایجنٹوں کے کمیشن پر صوبائی سیلز ٹیکس عائد کرنا ہے۔ پاکستان جیسے ملک جو کہ دنیا بھر میں انتہائی کم انشورنس مارکیٹ رکھتا ہے، وہاں حکومت کی طرف سے انشورنس کے شعبہ کو ترقی دینے میں مدد سے مارکیٹ میں بہتری آئے گی اور موجودہ مسائل حل ہونگے۔ کمپنی نے دیگر لائف انشورنس کمپنیوں کے ساتھ مل کر ایک آئینی عرضی اور رٹ پٹیشن بالترتیب ہائی کورٹ آف سندھ اور لاہور ہائی کورٹ میں دائر کردی ہے جن میں لائف اور ہیلتھ پریمیم پر سیلز ٹیکس عائد کرنے کو چیلنج کیا گیا ہے۔

کمپنی متحرکانہ طور پر کام کررہی ہے اور پاکستان کی انشورنس کی مارکیٹ میں اگلے محاذ پر انشورٹیک حل فراہم کررہی ہے۔ کمپنی نے حال ہی میں اپنے پہلے دو بینک ایشورنس اور بنکا تکافل ڈسٹری بیوشن کی تجارتی بینکوں کے ساتھ شراکت داری قائم کردی ہے اور مستقبل میں اس ماڈل کو بڑھانے کا ہدف رکھے ہوئے ہے۔ مزید برآں ٹی پی ایل لائف جلد ہی اپنا ورچوئل ایجنٹ پلیٹ فارم متعارف کروائے گی۔

ٹی پی ایل لائف دعووں سے متعلق تجربات کو مدنظر رکھتے ہوئے اپنے ادارتی پورٹ فولیو کو دوبارہ متوازن کررہی ہے اور منافع بخش کاروبار کو برقرار رکھ رہی ہے۔

e. ٹی پی ایل ای - وینچرز

ٹی پی ایل ای نے متحرکانہ طور پر کئی ایک صنعتوں میں مختلف اسٹارٹ اپ مواقعوں کی تشخیص کی جیسے کہ پروپ ٹیک، ایڈ ٹیک، ای کامرس، موبیلٹی، فن ٹیک اور ہیلتھ ٹیک۔ TPLV تسلسل کے ساتھ اپنے کلیدی حلقوں میں اسٹارٹ اپ ایکوسسٹم، بشمول نیشنل انکوبیشن سینٹر کراچی (NICK) کے مختلف ڈیمو میں

شرکت، فلپ موریس انوویشن لیب اور دیگر پیچ ایونٹس میں شرکت کر رہی ہے۔

کمپنی نے "ابھی" کو اپنے موجودہ پورٹ فولیو میں شامل کیا ہے جس میں حصصی سرمایہ کاری 200,000 یو ایس ڈالر (PKR کے مساوی) بذریعہ SAFE (سمپل اگریمنٹ فار فیوچر ایکویٹی) کا معاہدہ کے ذریعہ ہے جس سے بعد ازاں ابھی کے 17 ملین یو ایس ڈالر کا سیریز A راؤنڈ مکمل ہوا۔ 90 ملین یو ایس ڈالر کی آخری مالیت میں TPLV کا حصہ بلحاظ یو ایس ڈالر تقریباً 2 گنا ہے اور بعد ازاں غیر تسلیم شدہ منافع (جسے غیر روائیت رعایت ایڈجسٹ ہوئی) حاصل ہوا۔ 2021 کی ابتداء میں قائم ہونے کے بعد "ابھی" پاکستان میں بہترین کارکردگی کا حامل فن ٹیک ہے جس کے 200 سے زیادہ متحرک کلائنٹس ہیں اور اس کی ایک اہم مصنوعات ارنڈ ویج ایکسس کے ملازمین کی تعداد 80,000 سے زیادہ ہے۔

ٹی پی ایل نے اپنی کمپنی کے موجودہ پورٹ فولیو رائڈر میں 9.8 ملین روپے کی سرمایہ کاری کی ہے۔ رائڈر کی ترسیل کا حجم 2.4 گنا بڑھ گیا ہے یعنی FY21 میں 988,852 سے بڑھ کر FY22 میں 2,309,791 ہو گیا۔ رائیڈ نے مالیت 40 ملین یو ایس ڈالر سے SAFE اسٹرکچر کے ذریعے اپنی پری سیریز A راؤنڈ مکمل کر لیا ہے، جس کے نتیجے میں غیر تسلیم شدہ منافع (جسے غیر روائیت رعایت کے عوض ایڈجسٹ کیا گیا ہے) جو کہ سرمایہ شدہ سرمائے کا تقریباً 12 گنا ہے۔

اسی طرح TPLV نے ٹیلوناک میں 50,000 یو ایس ڈالر کے برابر سرمایہ کاری کی ہے۔ ٹیلوناک نے اپنی توجہ B2B پر منتقل کر لی ہے جہاں پر یہ کسٹمر کے ساتھ مراسلت کے انتظام کی بڑھتی ہوئی مارکیٹ کے لئے کام کر رہی ہے۔ B2B ایک منافع بخش کاروبار ہے اور اس کے 70 سے زیادہ کلائنٹس کے 12 ملین صارفین ہیں۔

ٹی پی ایل نے مائی ڈاکٹرز اور ٹریس ہاؤسنگ فنانس میں دیگر گروپ کمپنیوں کے ذریعے سرمایہ کاری کر کے مزید سہولیات فراہم کی ہیں۔ TPLV نے ایک علاقائی ڈیجیٹل بینک کے ساتھ MOU پر دستخط کئے ہیں جس میں مشترکہ طور پر ڈیجیٹل بینک لائسنس جاری مسابقتی عمل کے ذریعے اسٹیٹ بینک آف پاکستان سے حاصل کیا جائے گا۔

f. ٹی پی ایل سیکیورٹی سروسز (پرائیویٹ) لمیٹڈ

زیر جائزہ سال کے دوران کمپنی کے ریونیو میں 178 ملین روپے کا اضافہ ہوا یعنی گزشتہ سال کی بہ نسبت 12 فیصد نمو ہوئی۔

مستقبل کا منظر نامہ

ملک کو لاحق معاشی اور سیاسی چیلنجز کے ساتھ سیلاب کی تباہ کاریوں نے صورتحال مزید ابتر کر دی جس سے اندازہ ہے کہ بلند افراط زر، بیروزگاری اور دیگر سماجی۔ معاشی مسائل مزید کے نتیجے میں مزید حفاظتی ضروریات بڑھیں گی۔ آنے والے مواقعوں سے استفادہ اور مارکیٹ میں حصے بڑھانے کے لئے کمپنی اپنے پورٹ فولیو کے تحفظ کو بڑھانے کے ساتھ ساتھ ٹیکنالوجی کی بنیاد پر سیکیورٹی کی خدمات فراہم کرے گی۔

4. اندرونی گرفت کا نظام

کمپنی کے پاس اندرونی گرفت کا نظام ہے جو کہ آپریشنز کے حجم، پیمائش اور پیچیدگیوں سے مطابقت رکھتا ہے۔ اندرونی آڈٹ کے شعبہ کا دائرۂ کار اور

اختیارات انٹرنل آڈٹ کے چارٹر میں وضح کئے گئے ہیں۔ اپنی مقصدیت کو برقرار رکھنے کے لئے اندرونی آڈٹ کا شعبہ بورڈ کی آڈٹ کمیٹی کے چیئرمین کو رپورٹ کرتا ہے۔ انٹرنل آڈٹ ڈپارٹمنٹ کمپنی کے اندرونی گرفت کے نظاموں کی کارکردگی اور موزونیت، اس کی آپریٹنگ سسٹم سے پاسداری، اکاؤنٹنگ کے طریقہ کار اور پالیسیوں کی کمپنی اور اس کی ذیلی کمپنیوں میں ہر سطح پر نفاذ کی نگرانی اور تجزیہ کرتا ہے۔ انٹرنل آڈٹ شعبہ کی رپورٹ کی بنیاد پر طریقہ عمل کے مالکان اپنے متعلقہ شعبوں میں اصلاحی کارروائی کرتے ہیں اور اس طرح گرفتوں کو مضبوط کرتے ہیں۔ اس سلسلے میں قابل ذکر آڈٹ مشاہدات اور اصلاحی اقدامات بورڈ کی آڈٹ کمیٹی کو پیش کئے جاتے ہیں۔

5. کریڈٹ ریٹنگ

پاکستان کریڈٹ ریٹنگ ایجنسی لمیٹڈ (PACRA) نے ٹی پی ایل کارپ لمیٹڈ کی طویل مدتی ریٹنگ "A" (سنگل A) اور قلیل مدتی ادارتی ریٹنگ A1 (اے ون) برقرار رکھی ہے۔ اس ریٹنگ سے مستحکم منظرنامہ اور بلند قرضہ جاتی معیار کی نشاندہی ہوتی ہے۔

گزشتہ چھ سالوں کے اہم مالیاتی اعدادوشمار

	2022 '000 روپے	2021 '000 روپے	2020 '000 روپے	از سر نو تحریر شدہ 2019 '000 روپے	از سر نو تخمینہ شدہ 2018 '000 روپے	2017 '000 روپے
میزانیہ						
حاصل شدہ سرمایہ	2,672,978	2,672,978	2,672,978	2,672,978	2,372,978	2,172,490
ذخائر سرمایہ	60'856	118'156	60'856	60'856	60'856	-
ذخائر حاصل	976'130	153'724	(429'238)	219'732	533'300	548'301
ایکویٹی کے دیگر اجزاء	66,937	204,832	327,728	566,082	216,527	228,791
ناقابل گرفت مفاد	7,249,497	4,471,600	4,766,384	4,618,490	4,220,516	3,978,088
حصص یافتگان کی کل ایکویٹی	11,026,396	7,621,290	7,398,707	8,138,137	7,404,176	6,927,669
ناقابل تقسیم کے قرض کے لیے کاروبار (PTF)	(88,104)	13,175	69,048	(117,589)	(214,850)	-
کل ایکویٹی	10,938,292	7,634,466	7,467,756	8,020,548	7,189,326	6,927,669
طویل مدتی اور قلیل مدتی	8,696,255	8,110,770	6,844,481	5,817,025	6,181,169	4,255,897
ملتوی قرض یعنی کو واجب ادا	165,955	252,253	976,883	1,173,752	504,988	87,950
فروخت کے ذریعے واجبات	1,097,596	-	-	-	-	-
دیگر واجبات	6,872,724	5,619,378	4,546,922	3,711,958	3,479,658	1,076,191
کل واجبات	16,832,530	13,982,401	12,368,286	10,702,735	10,165,815	5,420,038
کل ایکویٹی اور واجبات	27,770,822	21,616,866	19,836,042	18,723,283	17,355,141	12,347,707
کل اثاثے						
سرمایہ کاری	10,427,849	6,906,290	2,994,937	8,253,923	7,992,379	6,087,598
جامد اثاثے	1,547,102	1,522,181	1,390,116	2,760,069	2,214,072	1,799,521
دیگر جامد اثاثے	3,901,506	3,339,440	3,064,685	3,050,371	2,852,374	1,879,278
تجارتی قرضے	966'252	1'342'966	1'164'282	1'397'980	1'374'344	1'280'587
تجارتی سامان	402'225	445'650	247'185	267'410	326'692	357'217
دیگر رواں اثاثے	3'968'367	3'259'314	2'522'974	2'027'739	1'581'123	453'402
نقدی اور بینک میں رقم	3,642,229	4,801,026	1,470,768	965,792	1,014,158	490,104
جامد اثاثے برائے فروخت	2,915,292	-	6,981,095	-	-	-
کل اثاثے	27,770,822	21,616,866	19,836,042	18,723,283	17,355,141	12,347,707

	2022 '000 روپے	2021 '000 روپے	2020 '000 روپے	از سر نو تخمینہ شدہ 2019 '000 روپے	2018 '000 روپے	2017 '000 روپے
خالص فروخت	11,621,775	5,362,332	4,968,421	5,013,470	3,471,416	2,168,433
لاگت فروخت	(4,032,674)	(4,270,189)	(3,799,932)	(3,092,894)	(1,960,689)	(1,168,704)
خام منافع	7,589,101	1,092,143	1,168,489	1,920,576	1,510,727	999,729
تقسیمی اخراجات	(208,611)	(145,422)	(186,660)	(351,365)	(282,608)	(214,247)
انتظامی اخراجات	(2,685,522)	(1,960,903)	(1,254,271)	(1,375,337)	(1,031,399)	(501,505)
دیگر کاروباری اخراجات	(55,569)	(82,831)	(74,327)	(30,823)	(97,312)	(1,360)
کاروباری منافع / (خسارہ)		(1,097,012)	(346,769)	163,051	99,409	282,617
مالیاتی لاگتیں	(1,072,696)	(880,133)	(1,262,316)	(741,592)	(507,568)	(334,820)
دیگر آمدن	379,406	1,813,847	742,327	858,003	1,145,124	348,374
PTF سے منسوب خالص خسارہ / (منافع)	101,279	55,873	(189,216)	(86,855)	-	-
ملحقہ کمپنیوں میں سرمایہ کاری سے (خسارہ) / منافع میں حصہ	(36,517)	(9,349)	(25,649)	(11,492)	(13,147)	16,962
منافع / (خسارہ) قبل از ٹیکس	4,010,872	(116,774)	(1,081,624)	181,115	723,818	313,134
ٹیکس	5,173	(76,106)	(138,636)	(98,730)	(59,570)	(44,854)
جاری آپریشنز سے منافع / (خسارہ) بعد از ٹیکس	4,016,044	(192,880)	(1,220,260)	82,385	664,248	268,280
منقطع آپریشنز سے منافع	378,198	-	-	-	-	-
منافع / (خسارہ) بعد از ٹیکس	4,394,243	(192,880)	(1,220,260)	82,385	664,248	268,280
دیگر جامع آمدن / (خسارہ)	149,826	(48,543)	19,951	351,576	(12,326)	229,088
کل جامع آمدن / (خسارہ)	4,544,069	(241,422)	(1,200,309)	433,961	651,922	497,369
EPS / (LPS)	3.97	(0.50)	(4.57)	(1.20)	0.07	0.09

6. آڈیٹرز

آڈیٹرز میسرز BDO ابراہیم اینڈ کو چارٹرڈ اکاؤنٹنٹس سبکدوش ہو چکے ہیں اور اہلیت کے باعث انہوں نے دوبارہ تقرری کی پیشکش کی ہے۔ بورڈ آف ڈائریکٹرز نے سال 30 جون 2023 کے لئے بطور آڈیٹران کی تقرری کی سفارش کی ہے۔

7. ڈائریکٹران کی تربیت

لسٹڈ کمپنیز کوڈ آف کارپوریٹ گورننس 2019 کے ضابطہ 19 کے تقاضے کے تحت بورڈ کے زیادہ تر ممبران نے DTP میں تصدیق مکمل کر لی ہے جبکہ ایک ڈائریکٹر کو SECP کی طے شدہ قابلیت اور تجربہ کی بنیاد پر استثناء حاصل ہے۔ ڈائریکٹران جنھوں نے تصدیق مکمل نہیں کی وہ ایک لسٹڈ کمپنی کے ڈائریکٹر کی حیثیت سے اپنے فرائض اور ذمہ داریوں سے بخوبی آگاہ ہیں۔ تاہم کمپنی بقایا ڈائریکٹران کی حوصلہ افزائی کرتی ہے کہ وہ بھی تصدیق مکمل کر لیں۔

ادارتی اور مالیاتی رپورٹنگ کے نظام پر بیان

بورڈ سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے وضع کردہ کوڈ آف کارپوریٹ گورننس میں بتائی گئی ادارتی ذمہ داریوں سے مکمل آگاہ ہے اور مسرت کے ساتھ تصدیق کرتا ہے کہ:

- ☆ کمپنی کی انتظامیہ کے تیار کردہ مالیاتی گوشوارے، کمپنی کے معاملات، اس کے کاروباری نتائج، نقدی کے بہاؤ اور ایکویٹی میں تبدیلیوں کو شفافیت کے ساتھ پیش کرتے ہیں۔
- ☆ کمپنی میں حسابات کی کتابیں مناسب انداز میں مرتب کی گئی ہیں۔
- ☆ درست حساباتی پالیسیوں کو تسلسل کے ساتھ مالیاتی گوشواروں کی تیاری کے دوران کوملحوظ خاطر رکھا گیا ہے اور حساباتی تخمینوں کی بنیاد معقول اور محتاط فیصلوں پر ہے۔
- ☆ مالیاتی گوشواروں کی تیاری کے دوران عالمی مالیاتی رپورٹنگ معیارات، جو پاکستان میں لاگو ہیں، کوملحوظ خاطر رکھا گیا ہے اور کسی بھی انحراف کو مناسب منکشف کیا گیا ہے اور وضاحت کی گئی ہے۔
- ☆ اندرونی گرفت کے نظام کی شکل مضبوط ہے اور موثر انداز میں نافذ العمل ہے اور اس کی نگرانی کی جاتی ہے۔
- ☆ کمپنی کی بنیادیں مضبوط ہیں اور کمپنی کی کاروباری صلاحیت کے تسلسل میں کوئی قابل ذکر شک وشبہ نہیں ہے۔
- ☆ کمپنی لسٹڈ کمپنیز کوڈ آف کارپوریٹ گورننس 2019 میں دیئے گئے ادارتی نظم وضبط کے ضابطے کے بہترین طور طریقوں پر عمل پیرا ہے اور کسی قسم کا بڑا انحراف نہیں کیا گیا ہے۔
- ☆ کمپنی کے گزشتہ پانچ سالوں کے اہم کاروباری اور مالیاتی اعداد وشمار کا خلاصہ اس سالانہ رپورٹ میں شامل کیا گیا ہے۔

بورڈ اور بورڈ کی کمیٹیوں کی تشکیل بندی

ڈائریکٹران کی کل تعداد آٹھ (08) ہے جو کہ درج ذیل ہیں:

خواتین	مرد
1	7

بورڈ کی تشکیل بندی درج ذیل ہے:

قسم	نام
آزاد ڈائریکٹر	مسٹر ندیم ارشد الٰہی مسٹر مارک روبیسو
ایگزیکٹو ڈائریکٹران	مسٹر محمد علی جمیل
نان ایگزیکٹو ڈائریکٹران	مسٹر جمیل یوسف S.St. مسٹر بلال علی بھائی مسٹر ظفر الحسن نقوی مسٹر محمد شفیع
خاتون ڈائریکٹر	مسز صبیحہ سلطان احمد (ایگزیکٹو ڈائریکٹر)

بورڈ نے کمیٹیاں تشکیل دی ہیں جو کہ درج ذیل ممبران پر مشتمل ہیں:

قسم	نام
آڈٹ کمیٹی	مسٹر ندیم الٰہی - چیئرمین مسٹر ظفر الحسن نقوی - ممبر مسٹر مارک روبیسو - ممبر مسٹر ہاشم صادق علی - سیکریٹری
انسانی وسائل اور معاوضہ کمیٹی	مسٹر ندیم ارشد الٰہی - چیئرمین مسٹر ظفر الحسن نقوی - ممبر مسٹر محمد علی جمیل - ممبر مسٹر نادر نواز - سیکریٹری

ڈائریکٹران کا معاوضہ

ڈائریکٹران کے معاوضہ کے لئے بورڈ کی منظور شدہ باضابطہ پالیسی موجود ہے۔ پالیسی میں کمپنیز ایکٹ 2017 اور لسٹڈ کمپنیز کوڈ آف کارپوریٹ گورننس 2019 کے تحت ڈائریکٹران کے معاوضہ کے لئے شفاف طریقہ کار شامل ہے۔ سال کے دوران ڈائریکٹران اور چیف ایگزیکٹو کو ادا کئے گئے معاوضے/بونس/ترغیبات/اسٹاک پر مناسب انکشاف انفرادی مالیاتی گوشواروں کے نوٹ 31 میں فراہم کیا گیا ہے۔

8. حصص داری کی ساخت

30 جون 2022 کو کمپنی کی حصص داری کی ساخت درج ذیل ہے:

حصص یافتگان کی قسم	حصص کی تعداد	حصص داری کی ساخت
ملحقہ کمپنیاں	140,777,248	52.6668
ڈائریکٹران، CEO اور ان کے بچے	1,501	0.0006
میوچل فنڈز	3,227,500	1.2075
عام عوام (مقامی)	75,599,279	28.2828
عام عوام (غیر ملکی)	5,726,727	2.1425
دیگر	41,965,508	15.6999
کل	267,297,763	100

کمپنی کے حصص یافتگان کی حصص داری کی ساخت درج ذیل ہے:

حصص یافتگان کی تعداد	یہاں سے	یہاں تک	ملکیت میں حصص	شرح فیصد
313	1	100	4,555	0.0017
889	101	500	433,631	0.1622
908	501	1,000	898,452	0.3361
1,667	1,001	5,000	4,878,094	1.825
613	5،001	10،000	4،939،861	1.8481
228	10,001	15,000	2,965,377	1.1094
170	15,001	20،000	3،162،791	1.1832
99	20,001	25,000	2,362,000	0.8837
61	25,001	30,000	1,768,000	0.6614
38	30,001	35,000	1,272,000	0.4759
41	35,001	40,000	1,570,001	0.5874
26	40,001	45,000	1,124,500	0.4207

شرح فیصد	ملکیت میں حصص	یہاں تک	یہاں سے	حصص یافتگان کی تعداد
0.91	2,432,500	50,000	45,001	49
0.257	687,000	55,000	50,001	13
0.485	1,296,500	60,000	55,001	22
0.1893	506,000	65,000	60,001	8
0.3367	900,000	70,000	65,001	13
0.2228	595,500	75,000	70,001	8
0.2654	709٬500	80٬000	75٬001	9
0.2834	757,500	85,000	80,001	9
0.1343	359,000	90,000	85,001	4
0.1721	460,000	95,000	90,001	5
1.0456	2,795,000	100,000	95,001	28
0.1536	410,500	105,000	100,001	4
0.0823	220,000	110,000	105,001	2
0.2125	568,000	115,000	110,001	5
0.0883	236,000	120,000	115,001	2
0.3707	991,000	125,000	120,001	8
0.1048	280,000	140,000	135,001	2
0.107	286,000	145,000	140,001	2
0.3921	1,048,000	150,000	145,001	7
0.1143	305,500	155,000	150,001	2
0.0599	160,000	160,000	155,001	1
0.1218	325,500	165,000	160,001	2
0.0619	165,500	170,000	165,001	1
0.1294	346,000	175,000	170,001	2
0.0673	180,000	180,000	175,001	1
0.0707	189,000	190,000	185,001	1
0.6734	1,800,000	200,000	195,001	9
0.1553	415,000	210,000	205,001	2
0.167	446,500	225,000	220,001	2
0.086	230,000	230,000	225,001	1
0.0875	234,000	235,000	230,001	1
0.0881	235,500	240,000	235,001	1

شرح فیصد	ملکیت میں حصص	یہاں تک	یہاں سے	حصص یافتگان کی تعداد
0.0913	244,000	245,000	240,001	1
0.5612	1,500,000	250,000	245,001	6
0.0954	255,000	255,000	250,001	1
0.0958	256,000	260,000	255,001	1
0.1048	280,000	280,000	275,001	1
0.1122	300,000	300,000	295,001	1
0.1141	305,000	305,000	300,001	1
0.1201	321,000	325,000	320,001	1
0.1272	340,000	340,000	335,001	1
0.2611	698,000	350,000	345,001	2
0.1472	393,500	395,000	390,001	1
0.1487	397,500	400,000	395,001	1
0.3292	880,000	440,000	435,001	2
0.1684	450,000	450,000	445,001	1
0.1805	482,500	485,000	480,001	1
0.1927	515,000	515,000	510,001	1
0.1951	521,500	525,000	520,001	1
0.8969	2,397,500	600,000	595,001	4
0.2254	602,500	605,000	600,001	1
0.2325	621,500	625,000	620,001	1
0.2344	626,500	630,000	625,001	1
0.2432	650,000	650,000	645,001	1
0.2619	700,000	700,000	695,001	1
0.2658	710,500	715,000	710,001	1
0.318	850,000	850,000	845,001	1
0.3792	1,013,500	1,015,000	1,010,001	1
0.7624	2,038,000	1,020,000	1,015,001	2
0.4115	1,100,000	1,100,000	1,095,001	1
0.5612	1,500,000	1,500,000	1,495,001	1
0.5645	1,508,924	1,510,000	1,505,001	1
0.6274	1,677,000	1,680,000	1,675,001	1
0.8231	2,200,000	2,200,000	2,195,001	1

حصص یافتگان کی تعداد	یہاں سے	یہاں تک	ملکیت میں حصص	شرح فیصد
1	2,550,001	2,555,000	2,550,500	0.9542
1	2,585,001	2,590,000	2,589,500	0.9688
1	2,725,001	2,730,000	2,729,500	1.0211
1	2,795,001	2,800,000	2,796,000	1.046
1	4,195,001	4,200,000	4,200,000	1.5713
1	7,335,001	7,340,000	7,336,000	2.7445
1	7,495,001	7,500,000	7,500,000	2.8059
1	11,150,001	11,155,000	11,153,500	4.1727
1	11,795,001	11,800,000	11,800,000	4.4146
1	14,495,001	14,500,000	14,500,000	5.4247
1	14,895,001	14,900,000	14,900,000	5.5743
1	23,705,001	23,710,000	23,708,000	8.8695
1	89,250,001	89,255,000	89,250,077	33.3898
5,335	کمپنی کے کل حصص یافتگان		267,297,763	100.0000

9. اضافی معلومات

حصص یافتہ/ڈائریکٹرز کی تفصیلات	حصص کی تعداد (30 جون 2022)
ملحقہ کمپنیاں، ادارے اور ملحقہ فریقین (ترتیب وار نام کے ساتھ تفصیلات)	
ٹی پی ایل ہولڈنگز (پرائیویٹ) لمیٹڈ*	140,776,901
ٹرسٹی ٹی پی ایل ڈائریکٹ انشورنس لمیٹڈ - ایمپلائز پروویڈنٹ فنڈ	347
میوچل فنڈز (ترتیب وار نام کے ساتھ تفصیلات)	
سی ڈی سی - ٹرسٹی فیصل اسٹاک فنڈ	223,500
ٹرسٹی - فرسٹ داؤد انویسٹمنٹ بینک لمیٹڈ و دیگر ایمپلائز پروویڈنٹ فنڈ	19,000
پرل سیکیورٹیز لمیٹڈ - ایم ایف	15,000
جے ایس گلوبل کیپٹل لمیٹڈ - ایم ایف	710,500
سی ڈی سی - ٹرسٹی فرسٹ کیپٹل میوچل فنڈ	70,000
ملٹی لائن سیکیورٹیز لمیٹڈ - ایم ایف	200,000
بی آئی پی ایل سیکیورٹیز لمیٹڈ - ایم ایف	8,500
انٹر مارکیٹ سیکیورٹیز لمیٹڈ - ایم ایف	10,000
ایم آر اے سیکیورٹیز لمیٹڈ - ایم ایف	234,000

حصص یافتہ/ڈائریکٹر کی تفصیلات	حصص کی تعداد (30 جون 2022)
محمد منیر محمد احمد کھانانی سیکیورٹیز لمیٹڈ - ایم ایف	1,677,000
ٹرسٹ سیکیورٹیز اینڈ بروکریج لمیٹڈ - ایم ایف	60,000
ڈائریکٹران، سی ای او اور ان کے شریک حیات اور چھوٹے بچے (نام وار تفصیلات)	
مسٹر سید نادر شاہ	1,000
مندرجہ ذیل ڈائریکٹران ٹی پی ایل ہولڈنگز (پرائیویٹ) لمیٹڈ کے نامزد ڈائریکٹران ہیں اور 30 جون 2022 کو کمپنی کے کوئی حصص ان کی ملکیت میں نہیں تھے:	
مسٹر جمیل یوسف	
مسٹر بلال علی بھائی	
مندرجہ ذیل ڈائریکٹران کمپنی کے آزاد ڈائریکٹران ہیں اور 30 جون 2022 کو کمپنی کے کوئی حصص ان کی ملکیت میں نہیں تھے:	
مسٹر ندیم ارشد الٰہی	
مسٹر مارک رویسو	
مندرجہ ذیل ڈائریکٹران کمپنی کے نان ایگزیکٹو ڈائریکٹران ہیں اور 30 جون 2022 کو کمپنی کے کوئی حصص ان کی ملکیت میں نہیں تھے:	
مسٹر ظفر الاسلام نقوی	
مسٹر محمد شفیع	
ڈائریکٹران سی ای او، سی ایف او، کمپنی سیکریٹری اور ان کے شریک حیات اور چھوٹے بچوں کی حصص میں خرید و فروخت کی تفصیلات:	
کسی بھی ڈائریکٹران، سی ای او، کمپنی سیکریٹری اور ان کے شریک حیات اور چھوٹے بچوں نے کمپنی کے حصص سال کے دوران کوئی خرید و فروخت نہیں کی۔	
*اس میں REPO اہتمام کے تحت ٹی پی ایل ہولڈنگز کے پیشکش کردہ حصص شامل نہیں ہیں۔	

10. بورڈ کے اجلاس

مالیاتی سال کے دوران بورڈ آف ڈائریکٹرز کے 5 اجلاس ہوئے۔ ہر ڈائریکٹر کی حاضری کی تفصیل درج ذیل ہے:

ڈائریکٹر کا نام	حاضر اجلاسوں کی تعداد
مسٹر جمیل یوسف احمد (S.St.)	5
مسٹر محمد علی جمیل (سی ای او)	5
وائس ایڈمرل (ریٹائرڈ) محمد شفیع، HI(M)	5
مسٹر مارک ڈین رویسو	3
مس صبیحہ سلطان	5
مسٹر ندیم ارشد الٰہی	3
میجر جنرل (ریٹائرڈ) ظفر الحسن نقوی	5
مسٹر بلال علی بھائی	4

11. اعتراف

ہم کمپنی کے تمام متعلقین خاص طور حصص یافتگان کے ہم پر اعتماد اور بھروسے پر اور نگران اداروں خاص طور پر سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان، فیڈرل بورڈ آف ریوینیو اور پاکستان اسٹاک ایکسچینج کی قابل قدر رہنمائی اور تعاون پر ان کے مشکور ہیں، ہم اپنی مخلصانہ تہنیت اپنے لوگوں، کلیدی شراکت داروں، وینڈرز، سپلائرز اور صارفین کے ہم پر مسلسل اعتماد پر انہیں پیش کرتے ہیں۔

منجانب بورڈ آف ڈائریکٹرز

علی جمیل	جمیل یوسف احمد .S.St
چیف ایگزیکٹو آفیسر	چیئرمین

Tel: +92 21 3568 3030
Fax: +92 21 3568 4239
www.bdo.com.pk

2nd Floor, Block-C
Lakson Square, Building No.1
Sarwar Shaheed Road
Karachi-74200
Pakistan

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF TPL CORP LIMITED 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 TPL Corp Limited (the Company) for the year ended June 30, 2022 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 ensure 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.

Based on our review, nothing has come to our attention, which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended June 30, 2022.

KARACHI

DATED: SEPTEMBER 30, 2022

UDIN: CR20221006748AzdiHmh

CHARTERED ACCOUNTANTS
Engagement Partner: Zulfikar Ali Causer

STATEMENT OF COMPLIANCE WITH LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019

Name of company: TPL Corp Limited
Year ended: June 30, 2022

The Company has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) in the following manner:

1. The total number of Directors are eight (08) as per the following:

Male	Female
7	1

2. The composition of the Board is as follows:

Category	Names
Independent Directors	Mr. Nadeem Arshad Elahi Mr. Mark Rousseau
Executive Directors	Mr. Mohammad Ali Jameel
Non-Executive Directors	Mr. Jameel Yusuf S.St Mr. Bilal Alibhai Major General (Retd) Syed Zafar-ul-Hassan Naqvi Vice Admiral (Retd) Mohammad Shafi HI (M)
Female Director	Ms. Sabiha Sultan Ahmed (Executive Director)

NOTE: With regard to compliance with Regulation 6 of the CCG, it may be noted that for the purposes of the rounding up of fraction, the Company has not rounded up the fraction, as one, since the Company considers that the Board has adequate Independent Directors i.e. Six (06) Non-Executive Directors as compared to two (02) Executive Directors.

3. The Directors have confirmed that none of them is serving as a Director on more than seven listed companies, including this Company.

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. The Board has ensured that complete record of particulars of significant policies along with their date of approval or updation has been maintained by the Company.

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 Companies Act, 2017 ("**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 the Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of Board.

8. The Board have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and the Regulations.

STATEMENT OF COMPLIANCE WITH LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019

9. As required under Regulation 19 of the Listed Companies Code of Corporate Governance, 2019, majority of the Board members have completed their certification while one director was granted exemption by SECP based on prescribed qualification and experience. The directors, who do not hold the certification, are well conversant with their duties and responsibilities as directors of a listed company. The Company, however, aims to encourage the remaining directors, to complete their certification.

10. The Board has approved appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations. Mr. Amjad Waqar was appointed as the Chief Financial Officer in place of Mr. Adnan Quaid Johor Khandwala.

11. The Chief Financial Officer and Chief Execution Officer duly endorsed the financial statements before approval of the Board.

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

Audit Committee	Mr. Nadeem Arshad Elahi – Chairman Mr. Zafar-Ul-Hassan Naqvi – Member Mr. Mark Rousseau – Member Mr. Hashim Sadiq Ali – Secretary
HR and Remuneration Committee	Mr. Nadeem Arshad Elahi – Chairman Mr. Zafar-Ul-Hassan Naqvi – Member Mr. Mohammad Ali Jameel – Member Mr. Nader Nawaz – Secretary

13. The terms of reference of the aforesaid Committees have been formed, documented and advised to the Committees for compliance.

14. The frequency of meetings of the Committees was as follows:

Name of Committee	Frequency of Meeting
Audit Committee	4 meetings were held during the year. The meetings of the Audit Committee are held on a quarterly basis.
HR and Remuneration Committee	2 meeting was held during the year. The meeting of the HR and Remuneration Committee is held on a half-yearly basis.

15. The Board has set up an effective internal audit function which is considered suitably qualified and experienced for the purpose and is 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 Institute of Chartered Accountants of Pakistan (ICAP) and registered with Audit Oversight Board of Pakistan, that they and all their partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the Institute of Chartered Accountants of Pakistan and that they and the partners of the firm involved in the audit are not close relative (spouse, parent, dependent and non-dependent children) of the Chief Executive Officer, Chief Financial Officer, Head of Internal Audit, Company Secretary or Director of the Company.

STATEMENT OF COMPLIANCE WITH LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019

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 3,6,7,8,27,32,33 and 36 of the Regulations have been complied with.

JAMEEL YUSUF S.ST
Chairman

Tel: +92 21 3568 3030
Fax: +92 21 3568 4239
www.bdo.com.pk

2nd Floor, Block-C
Lakson Square, Building No.1
Sarwar Shaheed Road
Karachi-74200
Pakistan

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TPL CORP LIMITED

Report on the Audit of the Unconsolidated Financial

StatementsOpinion

We have audited the annexed unconsolidated financial statements of **TPL CORP LIMITED** (the Company), which comprise the unconsolidated statement of financial position as at June 30, 2022, unconsolidated statement of profit or loss and other comprehensive income, the unconsolidated statement of cash flows, the unconsolidated statement of changes in equity for the year then ended, and notes to the unconsolidated financial statements, including a summary of significant accounting policies and other explanatory information, and we state that we have obtained all the informationand explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit.

In our opinion and to the best of our information and according to the explanations given to us, the unconsolidated statement of financial position, unconsolidated statement of profit or loss, unconsolidated statement of comprehensive income, the unconsolidated statement of cash flows and the unconsolidated statement of changes in equity 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, 2022 and of the loss and other comprehensive income, its cash flows and the changes in equity for the year then ended.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicablein Pakistan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Unconsolidated 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.

Key Audit Matters

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

Following are the Key audit matters:

S. No	Key audit matters	How the matter was addressed in our audit
1.	**(Refers 8 and 30.4 to the accompanying Unconsolidated financial statements)**	
	The Company's investment in subsidiaries represent the significant portion of its assets. These investments are measured at fair value on the basis makes it of observable market prices, where suchprices are available, and by applying valuation techniques, where quoted prices are not available. We considered the valuation of subsidiaries as a key audit matter due to volatility in the quoted equity prices and the judgment involved in estimating future cash flows in relation to the subsidiaries for the purpose of applying valuation techniques.	Our audit procedures amongst others, comprised of understanding the management's process for valuation of investments, considering whether the application of methodologies are consistent with generally accepted valuation methodologies and prior periods, and that assumptions and inputs used are consistent, in all material respects, with the business' past performance and management business strategy. We checked the market prices for quoted investments in subsidiaries to be used by the management to determine the fair value of the investment in quoted securities. We involved our specialists to assess the appropriateness of the methodology and assumptions used by the management to determine the fair value of the investment in unquoted subsidiaries. As part of these audit procedures, our specialists: - assessed whether, for a selection of models, the model valuation methodology is appropriate; and

S. No	Key audit matters	How the matter was addressed in our audit
		- Checked the accuracy of key inputs usedin the valuation such as the expected cash flows, discount, and inflation rates used by benchmarking them with external data. We checked the allocation of investments to the correct level (1, 2, and 3) within the fair value hierarchy in line with the established policy, and that the policy classifications were appropriate. We also assessed the adequacy of the related disclosures in the **unconsolidated** financial statements in accordance with the financial reporting standards.

Information Other than the Unconsolidated 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 unconsolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the unconsolidated financial statements, our responsibility is to readthe other information and, in doing so, consider whether the other information is materially inconsistent with the unconsolidated 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 concludethat there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Unconsolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the unconsolidated 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 inthe aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these unconsolidated 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 unconsolidated 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 unconsolidated 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 unconsolidated financial statements, including the disclosures, and whether the unconsolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with the board of directors, we determine those matters that wereof most significance in the audit of the unconsolidated 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 unconsolidated statement of financial position, the unconsolidated statement of profit or loss, the unconsolidated statement of comprehensive income, the unconsolidated statement of cash flows and the unconsolidated statement of changes in equity 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) zakat deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980), was deducted by the Company and deposited in the Central Zakat Fund established under section 7 of that Ordinance.

Other Matter

The unconsolidated financial statements of the Company for the year ended June 30, 2021, were audited by another audit firm of Chartered Accountants who have expressed an unmodified opinion thereon vide their report dated October 01, 2021.

The engagement partner on the audit resulting in this independent auditor's report is Zulfikar Ali Causer.

KARACHI

DATED: SEPTEMBER 30, 2022

BDO EBRAHIM & CO.
CHARTERED
ACCOUNTANTS

UDIN: AR202210067Dk74hToSR

UNCONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at June 30, 2022

	Note	2022 (Rupees)	2021 (Rupees)
ASSETS			
NON-CURRENT ASSETS			
Property and equipment	6	272,838,024	17,524,392
Intangible assets	7	-	12,218
Long-term investments	8	11,074,856,409	10,221,111,852
Long term deposit		14,400,000	14,400,000
		11,362,094,433	10,253,048,462
CURRENT ASSETS			
Advances	9	5,252,367	10,937,064
Trade deposits and prepayments	10	400,000	400,000
Interest accrued	11	18,137,414	10,753,193
Due from related parties	12	377,235,761	124,806,863
Taxation – net	13	8,328,157	8,152,479
Cash and bank balances	14	301,357,432	11,969,261
		710,711,131	167,018,860
TOTAL ASSETS		12,072,805,564	10,420,067,322
EQUITY AND LIABILITIES			
CAPITAL AND RESERVES			
Authorized capital			
330,000,000 (2021: 330,000,000) shares of Rs. 10 each		3,300,000,000	3,300,000,000
Issued, subscribed and paid-up capital	15	2,672,977,630	2,672,977,630
Capital reserve		60,855,762	118,155,762
Revenue reserve		(1,175,020,162)	(572,057,159)
Other component of equity		4,759,690,537	4,819,466,656
		6,318,503,767	7,038,542,889
NON-CURRENT LIABILITIES			
Long term financings	16	4,558,517,089	1,034,444,644
Lease liabilities	17	211,751,722	-
Government grant	18	-	531,171
		4,770,268,811	1,034,975,815
CURRENT LIABILITIES			
Trade and other payables	19	337,494,113	415,159,188
Accrued mark up	20	176,088,554	148,824,562
Short term financings	21	247,254,646	782,984,331
Current portion of non-current liabilities	22	77,250,292	55,597,312
Due to related parties	23	141,215,798	939,253,642
Unclaimed dividend		1,729,583	1,729,583
Dividend payable		3,000,000	3,000,000
		984,032,986	2,346,548,618
TOTAL EQUITY AND LIABILITIES		12,072,805,564	10,420,067,322
CONTINGENCIES AND COMMITMENTS	24		

The annexed notes from 1 to 35 onwards form an integral part of these unconsolidated financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER

UNCONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the Year Ended June 30, 2022

	Note	2022 (Rupees)	2021 (Rupees)
Dividend income		-	113,961,788
Administrative expenses	25	(166,478,570)	(193,867,599)
Operating loss		(166,478,570)	(79,905,811)
Finance cost	26	(462,752,821)	(206,686,938)
Other income	27	28,639,373	31,971,901
Loss before taxation		(600,592,018)	(254,620,848)
Taxation	28	(7,704,319)	(17,094,268)
Loss for the year		(608,296,337)	(271,715,116)
Other comprehensive income			
Other comprehensive income that will not be reclassified to profit or loss in subsequent years (net of tax)		-	-
Fair value (loss)/gain on equity instruments designated at fair value through other comprehensive income (FVOCI)		(54,442,785)	4,422,386,300
Total comprehensive (loss)/income for the year		(662,739,122)	4,150,671,184
Loss per share - basic	29	(2.28)	(1.02)
- diluted	29	(2.49)	(1.02)

The annexed notes from 1 to 35 onwards form an integral part of these unconsolidated financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER

UNCONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Year Ended June 30, 2022

		Capital reserves		Revenue reserve	Other component of equity		
	Issued subscribed and paid-up capital	Created under Scheme Arrangement (note 16.2)	Other Capital reserve (note 16.4)	Accumulated loss	Fair value reserve of financial assets designated at FVOCI	Total reserves	Total equity
	(Rupees)						
Balance as at July 01, 2020	2,672,977,630	60,855,762	-	(300,342,043)	397,080,356	157,594,075	2,830,571,705
Transfer of fair value reserve of equity instrument designated at FVTOCI	-	-	-	-	-	-	-
Loss for the year	-	-	-	(271,715,116)	-	(271,715,116)	(271,715,116)
Other comprehensive income - net of tax	-	-	-	-	4,422,386,300	4,422,386,300	4,422,386,300
Total comprehensive income for the year	-	-	-	(271,715,116)	4,422,386,300	4,150,671,184	4,150,671,184
Share base payment reserve	-	-	57,300,000	-	-	57,300,000	57,300,000
Balance as at June 30, 2021	2,672,977,630	60,855,762	57,300,000	(572,057,159)	4,819,466,656	4,365,565,259	7,038,542,889
Balance as at July 01, 2021	2,672,977,630	60,855,762	57,300,000	(572,057,159)	4,819,466,656	4,365,565,259	7,038,542,889
Loss for the year	-	-	-	(608,296,337)	-	(608,296,337)	(608,296,337)
Transfer to revenue reserve on disposal	-	-	-	5,333,334	(5,333,334)	-	-
Other comprehensive income	-	-	-	-	(54,442,785)	(54,442,785)	(54,442,785)
Total comprehensive income for the year	-	-	-	(602,963,003)	(59,776,119)	(662,739,122)	(662,739,122)
Share based payment reserve	-	-	(57,300,000)	-	-	(57,300,000)	(57,300,000)
Balance as at June 30, 2022	2,672,977,630	60,855,762	-	(1,175,020,162)	4,759,690,537	3,645,526,137	6,318,503,767

The annexed notes from 1 to 35 onwards form an integral part of these unconsolidated financial statements

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER

UNCONSOLIDATED STATEMENT OF CASH FLOWS

For the Year Ended June 30, 2022

	Notes	2022 (Rupees)	2021 (Rupees)
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before taxation for the year		(600,592,018)	(254,620,848)
Adjustments for non-cash items			
Depreciation		67,994,430	2,912,003
Amortization		12,218	348,338
Finance costs		462,752,821	206,686,938
Share based payment		(57,300,000)	57,300,000
Deferred income		(2,912,925)	(4,738,315)
		470,546,544	262,508,964
Operating (loss) / profit before working capital changes		(130,045,474)	7,888,116
(Increase) / decrease in current assets			
Advances		884,697	(8,483,944)
Trade deposits and prepayments		-	(300,000)
Interest accrued		(7,384,221)	(4,295,611)
Due from related parties		(252,428,898)	(20,161,447)
		(258,928,422)	(33,241,002)
(Decrease) / increase in current liabilities			
Trade and other payables		(81,243,495)	42,122,486
Due to related parties		(798,037,844)	(580,786,948)
		(879,281,339)	(538,664,462)
Cash flows used in operations		(1,268,255,235)	(564,017,348)
Payments for:			
Finance costs		(361,601,761)	(331,937,908)
Income taxes – net		(4,301,577)	(18,515,600)
Long-term deposits		-	(14,400,000)
		(365,903,338)	(364,853,508)
Net cash flows used in operating activities		(1,634,158,573)	(928,870,856)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property and equipment		(34,271,558)	(9,174,308)
Sale proceeds on disposal of property and equipment		1,510,419	-
Proceeds from disposal of investment in TPL Insurance Limited		99,807,687	-
Advances given for future issuance of ordinary shares			
- TPL E-Ventures (Private) Limited		(36,000,000)	(27,000,000)
Purchase of investment in:			
- TPL Properties Limited		(707,792,775)	(204,576,300)
- TPL Insurance Limited		(100,192,253)	(279,055,467)
- TPL Life Insurance Limited		(164,010,000)	(230,100,000)
Net cash flows used in investing activities		(940,948,481)	(749,906,075)
CASH FLOWS FROM FINANCING ACTIVITIES			
Long term financings – net		3,500,771,928	1,052,454,623
Repayment of lease liabilities		(56,640,001)	-
Short term financings – net		(579,636,702)	632,984,331
Net cash generated from financing activities		2,864,495,225	1,685,438,954
Net increase in cash and cash equivalents		289,388,171	6,662,023
Cash and cash equivalents at the beginning of the year		11,969,261	5,307,238
Cash and cash equivalents at the end of the year		301,357,432	11,969,261

The annexed notes from 1 to 35 onwards form an integral part of these unconsolidated financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER

1 NATURE AND STATUS OF BUSINESS

1.1 TPL Trakker Limited (the Company) was incorporated in Pakistan on December 04, 2008 as a private limited company under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). In year 2009, the Company was converted into a public company and got listed on Pakistan Stock Exchange Limited effective from July 16, 2012. The name of the Company was changed to TPL Corp Limited effective from November 24, 2017. The registered office of the Company is situated at 20th Floor, Sky Tower-East Wing, Dolmen City, Block 4, Clifton, Karachi. The Principal activity of the company is to make investment in group and other companies.

1.2 Geographical location and address of business unit is as under:

Location	**Address**
Corporate office, Karachi	20th Floor, Sky Tower - East Wing, Dolmen City, Block 4, Clifton, Karachi.

1.3 TPL Holdings (Private) Limited is the Parent Company, which holds 166,830,401 (2021: 166,830,401) ordinary shares of the Company representing 62.41 percent (2021: 62.41 percent) shareholding as of the reporting date. Out of the above shareholding, 26,053,500 shares have been offered by TPL Holding under REPO arrangement to multiples parties as of June 30, 2022.

1.4 These unconsolidated financial statements are the separate financial statements of the Company, in which investments in the below mentioned subsidiaries and associates have been accounted for at fair value and cost less accumulated impairment losses, if any, respectively. As of reporting date, the Company has the following subsidiaries and associates:

Name of Company		% of shareholding	
Subsidiaries	Notes	2022	2021
TPL Insurance Limited	8.1	66.3	66.3
TPL Security Services (Private) Limited	8.5	99.99	99.99
TPL Life Insurance Limited	8.4	97.32	93.33
TPL E-Ventures (Private) Limited	8.6	100	100
TPL Trakker Limited	8.3	64.32	64.32
Trakker Middle East LLC		64.32**	64.32**
TPL Properties Limited	8.2	39.94	34.81
TPL Technology Zone Phase-1 (Pvt.) Limited formerly known as G-18 (Pvt.) Limited		39.94*	34.81*
TPL Property Management (Private) Limited		39.94*	34.81*
TPL REIT Management Company Limited		39.94*	34.81*
TPL Developments (Private) Limited		39.94*	-
TPL Logistic Park (Pvt.) Limited		39.94*	34.81*

	% of shareholding	
Subsidiaries	2022	2021
TPL Investment Management Limited	39.94*	-
HKC (Private) Limited (Sub-subdiary) (HKC)	-***	34.81*

*Represents direct holding in TPLP as at reporting date.
**Represents direct holding in TPLT as at reporting date.
***SPV moved to TPL REIT

Associate	2022	2021
TPL Logistics (Private) Limited	-	6.22
Rider Logistics (Singapore) Pte. Ltd	4.60	-
Comparison Pakistan (Private) Limited	-*	-*

*Associated companies by virtue of 22.35% and 37.70% holding of TPLE, respectively.

2 STATEMENT OF COMPLIANCE

These unconsolidated 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) and Islamic Financial Accounting Standards (IFAS) as notified under the Companies Act, 2017;
- Provisions of and directives issued under the Companies Act, 2017
- Islamic Financial and Accounting standards (IFAS); and
- Where provisions of and directives issued under the Act differ from IFRSs, the provisions of and directives issued under the Act have been followed.

3 BASIS OF PREPARATION

These unconsolidated financial statements have been prepared under the historical cost convention unless stated otherwise.

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

4.1 New accounting standards, amendments and IFRS interpretations that are effective for the year ended June 30, 2022

The following standards, amendments and interpretations are effective for the year ended June 30, 2022. These standards, amendments and interpretations are either not relevant to the Company's operations or are not expected to have significant impact on the financial statements other than certain additional disclosures.

	Effective date (annual periods beginning on or after)
Interest Rate Benchmarch Reform - Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS	January 01, 2021
Amendments to IFRS 16 'Leases' - Extended practical relief regarding Covid - 19 related rent consessions	April 01, 2021

4.2 Standards, amendments and improvements to the approved accounting standards that are not yet effective

The following standards, amendments and interpretations are only effective for accounting periods, beginning on or after the date mentioned against each of them. These standards, amendments and interpretations are either not relevant to the

Company's operations or are not expected to have significant impact on the Company's financial statements other than certain additional disclosures.

Amendments to IFRS 3 'Business Combinations' - Reference to the conceptual framework	January 01, 2022
Amendments to IAS 1 'Presentation of Financial Statements' - Classification of liabilities as current or non-current	January 01, 2024
Amendments to IAS 1 'Presentation of Financial Statements' - Disclosure of Accounting Policies	January 01, 2023
Amendments to IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' - Definition of Accounting Estimates	January 01, 2023
Amendments to IAS 12 'Income Taxes' - Deferred Tax related to Assets and Liabilities arising from a single transaction	January 01, 2023
Amendments to IAS 16 'Property, Plant and Equipment' - Proceeds before intended use	January 01, 2022
Amendments to IAS 37 'Provisions, Contingent Liabilities and Contingent Assets' - Onerous Contracts - Cost of fulfilling a contract	January 01, 2022
	Effective date (annual periods beginning on or after)

Certain annual improvements have also been made to a number of IFRSs.

The following new standards and interpretations have been issued by the International Accounting Standards Board (IASB), which have not been adopted locally by the Securities and Exchange Commission of Pakistan (SECP):

Standard or Interpretation	**IASB effective date (annual periods beginning on or after)**
IFRS 1 - First-time Adoption of International Financial Reporting Stan	January 1, 2004
IFRS 17 - Insurance Contracts	January 1, 2023

4.3 **Significant accounting judgments, estimates and assumptions**

The preparation of the unconsolidated financial statements in conformity with approved accounting standards requires the use of certain critical accounting estimates and assumptions. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. In the process of applying the Company's accounting policies, the management has made following accounting estimates, judgements and assumptions that is significant to these unconsolidated financial statements:

Investment in subsidiaries

The Company value its investment in subsidiaries at fair value using fair value hierarchy; Level 1 - quoted prices (unadjusted) in active markets, Level 2 - valuations based on directly or indirectly observable market input and Level 3 - valuations based on unobservable market input. The determination of fair value of unquoted subsidiaries involves inherent subjectivity, key assumptions (such as future cash flow forecasts, discount and growth rates and volatility), and estimation relation to valuation inputs and techniques. Any change in these assumptions and estimates may have significant impact on the fair value of investments with corresponding impact in other comprehensive income.

Other areas where judgements, estimates and assumptions involved are discloses in respective notes to these unconsolidated financial statements

4.4 **Property and equipment**

4.4.1 **Operating fixed assets**

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any, except for freehold land, which is stated at cost less accumulated impairment losses, if any.

Depreciation charge is based on the straight-line method whereby the cost of an asset is written off to statement of profit or loss over its estimated useful life after taking into account residual value, if material. The cost of leasehold land is depreciated in equal instalments over the lease period and charged to profit or loss. Depreciation on additions is charged from the month in which the asset is available for use and no depreciation is charged in the month of disposal. The rates of depreciation disclosed in note 6.1 to these unconsolidated financial statements. When a particular class of asset under property, plant and equipment includes an item having different useful life and is required to be replaced at different intervals, the Company depreciates it separately based on its specific useful life.

The residual value, depreciation method and the useful lives of each part of property, plant and equipment that is significant in relation to the total cost of the asset are reviewed at each reporting date and adjusted, if appropriate. The Company assesses at each reporting date whether there is any indication that assets may be impaired. If such indication exists, the carrying amounts of such assets is written down immediately to its recoverable amount if the same is greater than its estimated recoverable amount.

Maintenance and normal repairs are charged to profit or loss as and when incurred. Major renewals and improvements are capitalised when it is probable that respective future economic benefits will flow to the Company and the cost of the item can be measured reliably and assets so replaced, if any, are derecognised or retired.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Gains and losses on disposal of assets are taken to the profit or loss.

4.4.2 **Capital work-in-progress**

Capital work-in-progress is stated at cost less accumulated impairment losses, if any and consists of costs incurred in respect of operating fixed assets in the course of their construction, installation and acquisition. Transfers are made to relevant asset category as and when assets are available for intended use.

4.5 **Intangible assets**

Intangible assets other than goodwill, customers related intangible assets and marketing related intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses, if any. Goodwill, customers related intangible assets and marketing related intangible assets are stated at cost less accumulated impairment losses, if any, as their useful life is indefinite and are tested for impairment annually. For other intangibles, amortisation is charged to the profit or loss applying the straight line method, whereby, the cost of intangible asset is written off over its useful economic life. The amortisation rate of the intangible assets are stated in note 7.1 to these unconsolidated financial statements. Full month's amortisation is charged in the month of addition when the asset is available for use, whereas, amortisation on disposals is charged upto the month in which the disposal takes place. The residual value, amortisation method and the useful lives of intangibles assets are reviewed at each reporting date and adjusted, if appropriate.

4.5.1 **Intangible assets under development**

Intangible assets under development are stated at cost less accumulated impairment losses, if any. It consists of expenditure incurred in respect of intangible assets under development in the course of their acquisition, erection, development and installation. The assets are transferred to relevant category of intangible assets when they are available for use.

4.5.2 **Business combinations and goodwill**

The Company uses acquisition method of accounting for acquisition of assets or class of assets, whereby, the purchase consideration is allocated to the identifiable assets, liabilities and contingent liabilities assumed based on the fair value at the date of acquisition. Acquisition related costs are expensed, as incurred and included in administrative expenses.

Goodwill is initially measured at the acquisition date, being the excess of:

a) the aggregate of consideration transferred, the amount of any non-controlling interest in the acquiree and in a business combination achieved in stages, the acquisition date fair value of the previously held equity interest in the acquiree; and

b) the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed.

In case the fair value attributable to the Company's interest in the identifiable net assets exceeds the fair value of consideration, the Company recognises the resulting gain in the profit or loss on the acquisition date.

Goodwill acquired in a business combination is measured subsequent to initial recognition, at cost less accumulated impairment losses, if any, and is tested annually or whenever, there is an indication of impairment. Impairment loss in respect of goodwill is recognised in the profit or loss.

4.6 Surplus on revaluation

A revaluation surplus is recorded in other comprehensive income and credited to the asset revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit or loss. A revaluation deficit is recognised in the profit or loss, except to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation surplus.

An annual transfer from the asset revaluation surplus to unappropriated profit is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred to unappropriated profit.

4.7 Right-of-use assets and leases liabilities - Company as a lessee

The Company assess at contract inception whether a contract is, or contain a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company acts as a lessee and applies a single recognition and measurement approach for all the leases except for short-term leases and leases of low value assets (if any). The Company recognises lease liability to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets (ROU assets) at the commencement date of the lease (i.e., the date the underlying asset is available for use). ROU assets are measured at cost less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities, if any. The cost of ROU assets includes the amount of lease liabilities recognised, initial direct costs incurred, if any, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised ROU assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. ROU assets are subject to impairment.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option (if any) reasonably certain to be exercised by the Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy). Any change is accounted for change in estimate and applied prospectively with corresponding change in ROU assets and lease liabilities.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

4.8 Investments in subsidiaries and associates

4.8.1 Investments in subsidiaries

Investment in subsidiaries are stated at fair value through other comprehensive income.

4.8.2 Investments in associates

Investments in associates are stated at cost less accumulated impairment losses, if any, in the value of such investments. A reversal of impairment loss on associates is recognised as it arises provided the increased carrying value does not exceed cost.

4.9 Financial instruments

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

4.9.1 Financial assets

4.9.1.1 Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade debts are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

4.9.1.2 Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four

a) Financial assets at amortised cost (debt instruments)

- This category is the most relevant to the Company. The Company measures financial assets at amortised cost if both of the following conditions are met:
- The financial asset is held within a business model with the objective 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
- Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in the profit or loss when the asset is derecognised, modified or impaired.

b) Financial assets designated at fair value through OCI with recycling of cumulative gains and losses (debt instruments)

The Company measures debt instruments at fair value through OCI if both of the following conditions are met:

The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; 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.

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to the profit or loss.

The Company's debt instruments at fair value through OCI includes investments in quoted debt instruments included under other non-current financial assets.

c) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 "Financial Instruments: Presentation" and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as dividend income in the profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Company elected to classify irrevocably its non-listed equity investments under this category.

d) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the profit or loss. This category includes listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognised as dividend income in the profit or loss when the right of payment has been established.

4.9.1.3 **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Company's unconsolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

4.9.1.4 **Impairment**

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. The Company applies a simplified approach in calculating ECLs for its receivables. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. For bank balances that are held with reputational banks, the Company applies low credit risk simplifications. At each reporting date, the Company evaluates whether these assets are considered to have low credit risk using all reasonable and supportable information that is available without un-due cost or effort including their credit ratings assessed by reputable agencies and therefore assessed to have immaterial impact of allowances for ECL. For receivables, the Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the third parties and the economic environment.

The Company considers a financial asset in default when contractual payments are past due over agreed terms. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

4.9.2 Financial liabilities

4.9.2.1 Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, trade payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

4.9.2.2 Subsequent measurement

The measurement of financial liabilities depends on their classification, as described

a) Financial assets at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied.

b) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the profit or loss.

4.9.2.3 **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When 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 or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the profit or loss.

4.9.3 **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the unconsolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.10 **Impairment of non-financial assets, goodwill and investments in subsidiaries and associates**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The fair value less costs to sell calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs to sell of the asset.

In determining fair value less costs to sell, the recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other fair value indicators.

Goodwill is tested for impairment annually at year end and when the circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash generating unit (CGU) or group of CGUs to which the goodwill relates. When the recoverable amount of CGU is less than its carrying amount, an impairment loss is recognised.

Intangible assets with indefinite useful lives are tested for impairment annually at year end either individually or at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's recoverable amount.

A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the unconsolidated statement of profit or loss.

Impairment losses relating to goodwill are not reversed in future periods.

4.11 Stock-in-trade

Stock-in-trade is valued at the lower of cost, determined on a first-in-first-out basis and net realisable value. Items in transit are valued at cost comprising invoice value plus other charges incurred thereon.

Spare parts and loose tools are valued at lower of weighted average cost and net realisable value, except items in transit, which are stated at cost. Spare parts and loose tools are charged to cost of goods sold on an estimated consumption pattern.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessarily to be incurred to make the sale.

4.12 Cash and cash equivalents

Cash and cash equivalents are stated at cost and are defined as cash in hand, cash at banks and short-term highly liquid investments that are readily convertible to known amounts of cash and subject to insignificant risk of changes in value. For the purpose of unconsolidated statement of cash flow, cash and cash equivalents comprise bank balances net of bank overdraft, if any.

4.13 Government grant

Government grant is recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised in profit or loss as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

4.14 Staff retirement benefits - Defined contribution plan

The Company operates a recognised provident fund (defined contribution scheme) for its permanent employees who have completed the minimum qualifying period of service. Equal monthly contributions are made, both by the Company and the employees at the rate of 8.33 percent of the basic salary. The contribution of the Company for the year is charged to the profit or loss.

4.15 Taxation

Current

Provision for current taxation is computed on taxable income at the current rates of taxation, after taking into account tax credits and rebates available, if any, in accordance with the provision of the Income Tax Ordinance, 2001. It also includes any adjustment to tax payable in respect of prior years. However, for income covered under final tax regime, taxation is based on applicable tax rates under such regime.

Deferred

Deferred tax is recognised using the balance sheet method, on all temporary differences arising at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, while deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax losses and unused tax credits, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry forwards of unused tax losses and unused tax credits can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting 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 asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantially enacted at the reporting date. Deferred tax is charged or credited to the unconsolidated statement of profit or loss.

Deferred tax relating to items recognised directly in the other comprehensive income is recognised in the other comprehensive income and not in statement of profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if there is a legally enforceable right to offset current tax assets and liabilities and they relate to the income tax levied by the same tax authority.

4.16 Provisions

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

4.17 Revenue recognition

a) Dividend income is recognised when the right to receive the dividend is established.
b) Income on bank accounts are recognised using effective interest rate.
c) Other income, if any, is recognised on accrual basis.

4.18 Foreign currency translation

Transactions in foreign currencies are translated into Pakistani Rupee at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rate ruling at the reporting date. Exchange gains and losses are recognised in profit and loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

4.19 Borrowing costs

Borrowing and other related costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

4.20 Dividend and appropriation to reserves

Dividend and appropriation to reserves are recognised in the unconsolidated financial statements in the period, in which these are approved. However, if these are approved after the reporting period but before the unconsolidated financial statements are authorised for issue, they are disclosed in the notes to these unconsolidated financial statements.

4.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (i.e. a single segment at the Company level). Segment results, assets and liabilities include items directly attributable to a segment. Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment and intangible assets.

4.22 Earnings per share

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

4.23 Functional and presentation currency

Items included in these unconsolidated financial statements are measured using the currency of the primary economic environment in which the Company operates. The financial statements are presented in Pak Rupees, which is the Company's functional and presentation currency.

4.24 Employees share option plan

Eligible employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).The cost of share option transactions is determined using intrinsic value method. That cost is recognised in salaries and benefits expense, together with a corresponding increase in equity (other capital reserves), over the period in which the service and, where applicable, the service conditions are fulfilled (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the profit or loss for the year represents the movement in cumulative expense recognised as at the beginning and end of that year. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share, where applicable.

5 DETAILS OF RELATED PARTIES

Name of a related party	Basis of relationship	Shareholding
TPL Holdings (Private) Limited	Parent company	-
TPL Trakker Limited (TPLT)	Subsidiary	64.32%
TPL Security Services (Private) Limited	Subsidiary	99.99%
TPL Insurance Limited	Subsidiary	66.30%
TPL Life Insurance Limited	Subsidiary	97.32%
TPL E-Ventures (Pvt.) Limited (TPLE)	Subsidiary	100.00%
TPL Properties Limited (TPLP)	Subsidiary	39.94%
TPL Property Management (Pvt.) Limited	Sub-subsidiary of TPLP	39.94%
TPL Logistic Park (Pvt.) Limited	Sub-subsidiary of TPLP	39.94%
TPL Technology Zone Phase-1 (Private) Limited	Sub-subsidiary of TPLP	39.94%
TPL REIT Management Company Limited	Sub-subsidiary of TPLP	39.94%
TPL Developments (Private) Limited	Sub-subsidiary of TPLP	39.94%
Trakker Middle East LLC	Sub-subsidiary of TPLT	64.32%
Rider Logistics (Singapore) Pte. Ltd	Associated company by virtue of 22.35% of holdings of TPLE	4.63%
Compareon Pakistan (Private) Limited	Associated company by virtue of 37.7% of holdings of TPLE	-
TPL Mobile (Private) Limited	Common directorship	-
TPL Tech Pakistan (Private) Limited	Common directorship	-
TPL Direct Finance (Private) Limited	Common directorship	-
Trakker Energy (Private) Limited	Common directorship	-
Sapphire Fibers Limited	Common directorship	-
Agriauto Industries Limited	Common directorship	-
IBEX Global Solutions (Private) Limited	Common directorship	-
Virtual World (Private) Limited	Common directorship	-
Digital Globe Services (Private) Limited	Common directorship	-

Name of a related party	Basis of relationship	Shareholding
Afiniti Software Solutions (Private) Limited	Common directorship	-
Vestrue DMCC, Dubai, UAE	Common directorship	-
Vestrue Holdings Limited, Dubai, UAE	Common directorship	-
Kulsum Holdings Limited, Dubai, UAE	Common directorship	-
Brans Holdings Limited, Dubai, UAE	Common directorship	-
Rashwell Company LLC, Dubai, UAE	Common directorship	-
Slaide (Pty) Limited	Common directorship	-
Macanta (Pty) Limited	Common directorship	-
Fleetcam (Pty) Limited	Common directorship	-
Cherosco (Pty) Limited	Common directorship	-
Casi International (Pty) Limited	Common directorship	-
HKC (Private) Limited	Common directorship	-
National Management and Consultancy services (Private) Limited	Common directorship	-
TPL Direct Insurance Limited - Employees' Provident Fund	Retirement benefit fund	-
TPL Properties Limited - Employees' Provident Fund	Retirement benefit fund	-
Trakker (Private) Limited Staff Provident Fund	Retirement benefit fund	-

* Associated companies by virtue of common directorship in subsidiaries / associate

NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS
For the Year Ended June 30, 2022

6 PROPERTY AND EQUIPMENT

The following is the statement of property and equipment:

Description	Laptop	Mobile phones	Electrical equipment	Furniture and fittings	Vehicles	Leasehold Improvements	Right of use assets	Total
	Rupees							
Year ended June 30, 2022								
Net carrying value basis								
Opening net book value (NBV)	3,209,438	182,962	2,050,924	2,159,550	9,921,518	-	-	17,524,392
Additions (at cost)	4,251,523	-	4,396,072	8,456,987	-	17,166,976	290,546,923	324,818,481
Disposals / transfer (NBV)	(1,482,086)	(28,333)	-	-	-	-	-	(1,510,419)
Depreciation charge	(2,020,918)	(116,650)	(1,778,830)	(1,483,068)	(2,289,581)	(2,195,997)	(58,109,386)	(67,994,430)
Closing net book value	3,957,958	37,979	4,668,166	9,133,469	7,631,937	14,970,979	232,437,537	272,838,024
Gross carrying value basis								
Cost	9,244,884	330,300	6,853,282	10,856,487	10,875,510	17,166,976	290,546,923	345,874,362
Accumulated depreciation / impairment	(5,286,926)	(292,321)	(2,185,116)	(1,723,018)	(3,243,573)	(2,195,997)	(58,109,386)	(73,036,338)
Net book value	3,957,958	37,979	4,668,166	9,133,469	7,631,937	14,970,979	232,437,537	272,838,024
Year ended June 30, 2021								
Net carrying value basis								
Opening net book value (NBV)	1,285,857	23,333	27,187	-	-	-	-	1,336,377
Additions (at cost)	3,145,461	250,300	2,429,247	2,399,500	10,875,510	-	-	19,100,018
Depreciation charge	(1,221,880)	(90,671)	(405,510)	(239,950)	(953,992)	-	-	(2,912,003)
Closing net book value	3,209,438	182,962	2,050,924	2,159,550	9,921,518	-	-	17,524,392
Gross carrying value basis								
Cost	4,993,361	330,300	2,457,210	2,399,500	10,875,510	-	-	21,055,881
Accumulated depreciation / impairment	(1,783,923)	(147,338)	(406,286)	(239,950)	(953,992)	-	-	(3,531,489)
Net book value	3,209,438	182,962	2,050,924	2,159,549	9,921,518	-	-	17,524,392
Depreciation rate % per annum	33.33%	50%	33.33%	20%	20%	20%	20%	

6.1 Depreciation for the year has been charged to administrative expenses (note 25).

		Note	2022	2021
			(Rupees)	
7	**INTANGIBLE ASSETS**			
	Intangible assets		-	12,218
			-	12,218
7.1	**Net carrying value basis**			
	Opening net book value		12,218	360,556
	Amortization charge		(12,218)	(348,338)
	Closing net book value		-	12,218
	Gross carrying value basis			
	Cost		1,100,000	1,100,000
	Accumulated amortization		(1,100,000)	(1,087,782)
	Net book value		-	12,218
	Amortization rate % per annum		33.33%	33.33%
8	**LONG - TERM INVESTMENTS**			
	Investment designated at FVOCI			
	Subsidiaries companies:			
	Quoted securities:			
	TPL Insurance Limited [TPLI]	8.1	2,621,512,301	3,041,078,584
	TPL Properties Limited [TPLP]	8.2	4,112,657,902	3,431,389,436
	TPL Trakker Limited [TPLT]	8.3	1,041,828,386	2,108,949,716
	Unquoted securities:			
	TPL Life Insurance Limited [TPLL]	8.4	2,220,351,200	1,492,358,004
	TPL Security Services (Private) Limited [TPLSS]	8.5	108,827,005	106,191,336
	TPL E-Ventures (Private) Limited [TPLE]	8.6	831,724,173	29,583,916
			10,936,900,967	10,209,550,992
	Others:			
	Unquoted securities:			
	TPL Logistics (Private) Limited [TPL Logistics]	8.7	-	11,560,860
	Rider Logistics (Singapore) Pte. Ltd [Rider]		137,955,442	-
			137,955,442	11,560,860
			11,074,856,409	10,221,111,852

8.1 As of reporting date, the Company holds 77,697,460 (2021: 77,697,460) ordinary shares of Rs.10/- each, representing 66.30 percent (2021: 66.30 percent) of the share capital of TPLI. The market value per share of TPLI is Rs. 33.74 (2021: Rs. 39.14). Out of 77,697,460 (2021: 77,697,460) ordinary shares of TPLI held by the Company, 62,277,950 (2021: 29,185,950) ordinary shares are pledged with financial institutions against various financing facilities availed by group companies.

8.2 During the year, the Company has received 69,754,100 shares against bonus declared by TPL Properties Limited [TPLP]. Furthermore, the Company has acquired 20.285 million ordinary shares of TPLP including 2 million shares acquired on Margin Financing Arrangement that has resulted in shareholding increase from 34.81 percent to 39.94 percent.

As of reporting date, the Company holds 204,000,988 (2021: 113,961,788) ordinary shares of Rs.10/- each. The market value per share of TPLP is Rs. 20.16 (2021: Rs.30.11). Out of 204,000,888 (2021: 113,961,788) ordinary shares of TPLP held by the Company, 197,689,145 (2021: 38,299,290) ordinary shares are pledged with financial institutions against various financing facilities availed by group companies. Furthermore, the Company has recorded finance cost of Rs. 3.671 million on shares acquired under Margin Financing Arrangement.

The Company, as of reporting date, has reassessed its defacto control over TPLP and based on such assessment, the management has concluded that the Company along with other related parties has a defacto control over TPLP having the majority shareholding i.e. 52.57 percent (2021: 51.07 percent) and representation on the Board of directors of TPLP (i.e. 04 out of 08 directors) to appoint majority of the directors on Board of TPLP. Accordingly, as of June 30, 2022, the Company continues to account for TPLP as it's subsidiary in these unconsolidated financial statements.

8.3 The Company holds 120,442,588 (2021: 120,442,588) ordinary shares of Rs.10/- each, representing 64.32 percent (2021: 64.32 percent) of the share capital of TPL Trakker Limited. [TPLT] as of reporting date. The market value per share of TPLT is Rs. 8.65 (2021: 17.51). Out of 120,442,588 (2021: 120,442,588) ordinary shares of TPLT held by the Company, 73,625,000 (2021: Nil) ordinary shares are pledged with financial institutions against various financing facilities availed by group companies and 46,815,774 (2021: 120,442,588) shares are freezed under Regulation 5 of Public Offering Regulations, 2017.

8.4 During the year, the Company has received 44.5 million ordinary shares of TPL Life Insurance Limited [TPLL] against advances extended for equity on various dates. Furthermore, the Company has also acquired 4.5 million shares of TPLL. Consequently, as of reporting date, the Company holds 181,996,000 (2021: 132,996,000) ordinary shares of Rs.10/- each, representing 97.32 percent (2021: 93.33 percent) of the share capital of TPLL.

The Company has calculated the fair value of its investment based on discounted cash flow method (2021: market approach) calculations and, the discount rate applied to cash flow projections is 17.92 percent and the growth rate use to extrapolate the cash flows beyond the five-year period is 5 percent.

8.5 The Company holds 2,099,900 (2021: 2,099,900) ordinary shares of Rs.10/- each, representing 99.99 percent (2021: 99.99 percent) of the share capital of TPL Security Services (Private) Limited [TPLSS] as of the reporting date. The Company has calculated the fair value of its investment based on discounted cash flow method calculations and, the discount rate applied to cash flow projections is 19.92 percent (2021: 17.44 percent) and the growth rate used to extrapolate the cash flows beyond the five-year period is 5 percent (2021: 4.5 percent).

8.6 During the year, the Company has received 6.3 million ordinary shares of TPL E-Ventures (Private) Limited [TPLE] against advances extended for equity on various dates. Consequently, the Company holds 8,899,918 (2021: 2,599,918) ordinary shares of TPLE as of the reporting date representating 100% of the share capital of TPLE. The Company has calculated the fair value of its investment based on market approach.

8.7 During the year, TPL Logistics (Private) Limited [TPL Logistics] has established a Holding Company in Singapore namely Rider Logistics (Singapore) Pte. Ltd [Rider] and entered into swap / mirror arrangement with all the investors for swap of shares in ratio of 10.2396 shares of TPL Logistics against 1 share of Rider.

Pursuant to the general permission issued by the State Bank of Pakistan in Chapter 20 Para 13(II)B(iii) of Foreign Exchange Manual, Rider further entered into fund raising activity in which the Company did not participate, resulting in dilution of shareholding from 6.22% to 4.63% i.e. 1.59%. Consequently the Company holds 46,312 [2021: 46,312 (equivalent to 474,216 ordinary shares of TPL Logistics)] ordinary shares of Rider Logistics (Singapore) Pte. Ltd representing 4.63% holding (2021: 6.22%) as of the reporting date.

Further, the Company has calculated the fair value of its investment based on market approach.

8.8 During the year, the Company has recorded net loss of Rs. 54.44 million on its equity investments designated at FVOCI in other comprehensive income, which will not be reclassified to the profit or loss in subsequent years, break up of this is as follows:

	2022	2021
	------------ (Rupees) ------------	
Subsidiaries companies:		
Quoted securities:		
TPL Trakker Limited [TPLT]	(1,067,121,330)	663,642,680
TPL Insurance Limited [TPLI]	(419,950,850)	1,246,751,997
TPL Properties Limited [TPLP]	(26,524,309)	2,722,611,838
Unquoted securities:		
TPL Life Insurance Limited [TPLL]	563,983,196	(195,189,110)
TPL E-Ventures (Private) Limited [TPLE]	766,140,257	(23,415,264)
TPL Security Services (Private) Limited [TPLSS]	2,635,669	(127,625)
Others:		
Unquoted securities:		
TPL Logistics (Private) Limited [TPL Logistics]	-	8,111,783
Rider Logistics (Singapore) Pte. Ltd [Rider]	126,394,582	-
	(54,442,785)	4,422,386,299

		Note	2022	2021
			(Rupees)	
9	**ADVANCES**			
	-unsecured, considered good			
	Advances to related parties:			
	-TPL Logistics (Private) Limited - [TPL Logistics	9.1]	1,953,120	1,953,120
	Other advances:			
	Rent		-	4,800,000
	Employees		3,272,241	4,156,938
	Others		27,006	27,006
			3,299,247	8,983,944
			5,252,367	10,937,064

9.1 Represents expenses incurred by the Company on behalf of TPL Logistics which are adjustable by the Company as per the agreed terms.

		Note	2022	2021
			(Rupees)	
10	**TRADE DEPOSITS AND PREPAYMENTS**			
	Trade deposits			
	-unsecured, considered good			
	Security deposit		400,000	400,000
11	**INTEREST ACCRUED**			
	-unsecured, considered good			
	TPL E-Ventures (Private) Limited - a related party		18,137,414	10,753,193

	Note	2022	2021
		(Rupees)	
12 DUE FROM RELATED PARTIES -unsecured considered good			
Subsidiary companies			
TPL Life Insurance Limited [TPLL]	12.1	52,609,915	21,242,713
TPL Security Services (Private) Limited [TPLSS]	12.1	79,590,996	60,573,830
TPL Trakker Limited [TPLT]	12.2	164,322,304	-
TPL Insurance Limited [TPLI]	12.1	4,942,666	-
TPL E-Ventures (Private) Limited [TPLE]	12.3	60,272,661	42,495,034
		361,738,542	124,311,577
Others			
TPL Tech Pakistan (Private) Limited [TPL Tech]	12.1	575,491	495,286
TPL Reit (Private) Limited [TPLREIT]	12.1	14,921,728	-
		15,497,219	495,286
		377,235,761	124,806,863

12.1 Represents interest free current account balances which are repayable on demand and these are neither past due nor impaired.

12.2 Represents current account balance with a related party carrying mark-up at the variable rate of 3 months KIBOR plus 3 percent (2021: 3 months KIBOR plus 3 percent) per annum and is repayable on demand. These are neither past due nor impaired.

12.3 Represents current account balance with a related party carrying mark-up at the variable rate of 6 months KIBOR plus 3 percent (2021: 6 months KIBOR plus 3 percent) per annum and is repayable on demand. These are neither past due nor impaired.

12.4 The maximum amount outstanding at any time during the year calculated by reference to month end balances are as follows:

	2022	2021
Subsidiary companies		
TPL Life Insurance Limited	59,609,915	59,421,783
TPL Security Services (Private) Limited	79,590,996	60,573,830
TPL Trakker Limited [TPLT]	164,660,876	-
TPL Insurance Limited [TPLI]	4,942,666	-
TPL E-Ventures (Private) Limited	60,272,661	42,495,034
Others		
TPL Tech Pakistan (Private) Limited	575,491	495,286
TPL Reit (Private) Limited [TPLREIT]	14,921,728	-

		Note	2022	2021
			------------- (Rupees)	-------------
13	**TAXATION – NET**			
	Opening balance		8,152,479	6,731,147
	Provision for current tax		(7,704,319)	(17,094,268)
	Capital gain tax payable		3,578,420	-
	Income tax paid and deducted at source		4,301,577	18,515,600
	Closing balance		8,328,157	8,152,479
14	**CASH AND BANK BALANCES**			
	Cash at banks in local currency			
	Current accounts		259,892,772	11,959,084
	Saving accounts	14.1	41,464,660	10,177
			301,357,432	11,969,261

14.1 These carry mark-up at the rate 10.75% to 13.5% percent (2021: 3%) per annum.

15 ISSUED, SUBSCRIBED AND PAID-UP CAPITAL

2022	2021		Note	2022	2021
(Number of shares)				------------- (Rupees)	-------------
		Ordinary shares Rs. 10 each			
60,009,900	60,009,900	Issued for cash consideration	15.1 & 15.2	600,099,000	600,099,000
207,286,863	207,286,863	Issued for other consideration	15.2	2,072,878,630	2,072,878,630
267,297,763	267,297,763			2,672,977,630	2,672,977,630

15.1 During the year ended June 30, 2009, the shareholders of the Company, namely Ali Bhai Group (AB), Ali Jameel Group (AJ) and Digicore International (Pty) Limited (DL) entered into a Scheme of Arrangement, in respect of transfer of entire operations and exchange of assets of Trakker (Private) Limited into a new company in consideration for 187,239,063 ordinary shares of the Company.

15.2 During the year ended June 30, 2018, TPL Corp Limited (the Parent Company) had transferred net assets of Rs. 383.291 million and Rs. 607.771 million related to its Maps and Tracking businesses to the wholly owned subsidiaries namely TPL Maps (Private) Limited and TPL Trakker Limited, respectively, effective from July 01, 2017 under the Scheme of Arrangement (the Scheme) sanctioned / approved by Honourable High Court of Sindh vide its order No. J.C.M. Petition No. 48 of 2016 dated November 17, 2017, in consideration for 38,329,080 and 60,177,125 ordinary shares of these entities.

Under the said Scheme, the Company has also acquired 21.104 million ordinary shares of TPL Properties Limited (a subsidiary company) from TPL Holdings (Private) Limited (the Ultimate Parent Company) in consideration of issuance of 20.048 million ordinary shares of the Company at par in a swap ratio 0.95. Resultantly, the capital reserve of Rs. 60.856 million was created under the said Scheme.

15.3 These ordinary shares carry one vote per share and right to dividend.

15.4 During the year ended June 30 2021, the Company introduced Employee Share Option Scheme (the Scheme) to employees meeting certain criteria. The exercise price of the shares is Rs. 10/- and the share options vest after a period of 2 years from the date of grant if the concerned employee remains employee on such date.

After the vesting period, the options are exercisable in whole or in equal fifty percent parts of the entitlement within 6 months (exercise period). The share options can be exercised upto 6 months after two years vesting period (in whole or 50% equal part), and therefore the contractual form of each option is two years. There are no cash settlement alternatives. The Company accounts for the Scheme as an equity-settled plan.

Based on fair value of share price the expense reversed during the year related to equity settled share based payments amounts to Rs. 57.3 million (the expense recognised in 2021 was Rs. 57.3 million).

Weighted average remaining contractual life of options outstanding at 30 June 2022 is zero (2021: one year).

16 LONG TERM FINANCINGS	Note	2022	2021
		------------ (Rupees) ------------	
Refinance scheme for payment of wages and salaries	16.1 & 16.2	31,307,237	78,908,298
Term Finance	16.3	-	1,000,000,000
Term Loan	16.4	200,000,000	-
Term Finance Certificates	16.5	2,225,070,767	-
Sukuk	16.6	2,127,708,872	-
Diminishing musharikha	16.7	7,258,179	8,751,904
		4,591,345,055	1,087,660,202
Less: Current portion shown under current liabilities		(32,827,966)	(53,215,558)
		4,558,517,089	1,034,444,644

16.1 The Company and its subsidiary TPL Trakker Limited [TPLT] had jointly obtained financing under Refinance Scheme for Payment of Wages & Salaries by State Bank of Pakistan from a commercial bank having a limit of Rs. 150 million during the year ended June 30, 2020. As of the reporting date, the Company has availed Rs 51.699 million against the facility limit of Rs. 52.614 million for its share. This facility carries mark-up at the rate of 3 percent per annum and is repayable in 8 quarterly equal instalments commencing from January 2021 discounted at effective rate of interest of 11.29 percent per annum. The differential mark-up has been recognised as government grant (see note 18) which will be amortised to interest income over the period of facility. The facility is secured under first pari passu charge on fixed assets and on present and future receivables of TPLT and also shares of the group companies.

16.2 During the year ended June 30 2021, the Company obtained further financing under Refinance Scheme for Payment of Wages & Salaries by State Bank of Pakistan from a commercial bank. As of the reporting date, the Company has availed Rs 54.198 million against the facility limit of Rs. 54.2 million. This facility carries mark-up at the rate of 3 percent per annum and is repayable in 8 quarterly equal instalments commencing from January 2021 discounted at effective rate of interest of 10.25 percent per annum. The differential mark-up has been recognised as government grant (see note 18) which will be amortised to interest income over the period of facility. The facility is secured under ranking charge on current and fixed assets of TPLT and the shares of the group companies.

16.3 During the year ended June 30, 2021, the Company obtained term finance facility of Rs. 1,000 million from a commercial bank for a period of 4 years including grace period of 1 year. The facility carries mark-up at the rate of 6 month KIBOR plus 2.25 percent per annum. The facility will be redeemed in 6 stepped-up semi-annual installments. The facility is secured by way of first pari passu equitable mortgage over property owned by group company and pledge of shares of related party. During the year, the Company has repaid the same in full, and accordingly charge has been vacated.

16.4 During the year, the Company obtained financing from a commercial bank of Rs. 200 million out of facility amount of Rs. 250 million. These carry mark-up at the rate of 3 month KIBOR plus spread 3 percent per annum and are redeemable in 18 quarterly installments. The facility is secured against pledge over investment in various quoted securities of the Company.

16.5 During the year, the Company has issued privately placed Term Finance Certificates of Rs. 2,265 million divided into 22,650 certificates of PKR 100,000 each for a period of 5 years inclusive of grace period of 2 years under an agreement dated December 29, 2021. The said certificates are redeemable in semi-annual installments (6 installments) after the grace period of 2 years by June 2027. The markup rate is 3 months KIBOR plus 2.5 percent. These are secured by way of pledge of shares, lien and right of set off over the debt payment and an insurance guarantee. Subsequent to the year end, it was listed on september 26, 2022.

16.6 During the year, the Company has issued privately placed Sukuk of Rs. 2,190 million divided into 21,900 certificates of PKR 100,000 each for a period of 5 years inclusive of grace period of 2 years under an agreement dated December 27, 2021. The said certificates are redeemable in semi-annual installments (6 installments) after the grace period of 2 years by June 2027. The markup rate is 3 months KIBOR plus 2.25 percent. These are secured by way of pledge of shares, lien and right of set off over the debt payment and an insurance guarantee. Subsequent to the year end, the instrument has been listed on PSX under chapter 5C of Paksitan Stock Exchange Regulations on September 22, 2022.

16.7 During the year ended June 30, 2021, the Company obtained two vehicles under diminishing financing musharaka from a financial institution for a tenor of 5 years. The facility carries mark-up at the rate of 6 month KIBOR plus 3.5 percent per annum.

		Note	2022	2021
17	**LEASE LIABILITIES**		------------- (Rupees)	-------------
	Lease liabilities		256,174,048	-
	Current portion		(44,422,326)	-
			211,751,722	-
	Maturity analysis - contractual cashflows			
	Less than one year		44,422,326	-
	One to five year		211,751,722	-
	Net present value		256,174,048	-

17.1 When measuring lease liabilities, in line with the requirment of IFRS-16 the Company discounted lease payments using its incremental borrowing rate which is 9.93% per annum and recored corresponding right of use asset as disclosed in note 6 of these unconsolidated financial statements.

		Note	2022	2021
18	**GOVERNMENT GRANT**			
	Opening		2,912,925	2,370,025
	Recognised during the year		5,281,215	5,281,215
	Amortised during the year	26	(2,912,925)	(4,738,315)
			5,281,215	2,912,925
	Current		-	2,381,754
	Non-current portion shown under non-current liabilities		-	531,171
			-	2,912,925
19	**TRADE AND OTHER PAYABLES**			
	Creditors	19.1	144,382,943	13,824,450
	Accrued liabilities		103,686,273	63,047,214
	Withholding tax payable		85,208,696	10,640,710
	Sales tax payable		2,112,459	863,792
	Payable to Provident Fund		2,103,742	4,454,416
	Book overdraft		-	322,328,608
			337,494,113	415,159,190

19.1 This includes Rs. 42.8 million payable to JS Global Capital Limited against margin financing as disclosed in note 8.2 of these unconsolidated financial statements.

		Note	2022	2021
20	**ACCRUED MARK UP**		------------- (Rupees)	-------------
	Long term financings		61,183,534	26,052,174
	Short term financings		6,104,285	13,737,303
	Due to related parties		108,800,735	109,035,085
			176,088,554	148,824,562

21 SHORT TERM FINANCINGS

	Note	2022	2021
		(Rupees)	
Unsecured			
Commercial paper	21.1	-	432,984,331
Payroll financing	21.4	47,254,646	-
Secured			
Short-term loan - I	21.2	-	200,000,000
Short-term loan - II	21.3	-	150,000,000
REPO liability	21.5	200,000,000	-
		247,254,646	782,984,331

21.1 During the year, the Company has completely settled privately placed Commercial Paper (CP) of Rs. 900 million discounted at 6 months KIBOR plus 2.75 percent (10.40%) per annum.

21.2 Represents short-term loan facility of Rs. 200 million from a commercial bank for a period of 6 months. The facility carried mark-up at the rate of 6 month KIBOR plus 1.5 percent per annum and was repayable in single bullet payment upon maturity. The loan is secured by way of pledge of shares of a related party. During the year, the Company has repaid the same in full, and accordingly pledge on assets have been released.

21.3 Represents short-term loan facility having a limit of Rs. 800 million from a commercial bank for a period of 6 months. The loan carried mark-up at the rate of 1 month KIBOR plus 1% per annum and was secured against ranking charge over all present and future current assets of a subsidiary, TPLT. During the year, the Company has repaid the same in full, and accordingly charge on assets has been vacated.

21.4 This represents the payroll financing obtained by the Company from a Fintech Company, Abhi Limited. It carries mark-up at the rate of 1 months KIBOR plus 2% per annum.

21.5 During the year, the Company has entered into sale and repurchase arrangement for 20 million shares of TPL Life Insurance Limited at the sale price of Rs. 10 per share and repurchase price of Rs. 10.254 per share. Subsequent to the year end, the Company has settled the liability in full.

22 CURRENT PORTION OF NON-CURRENT LIABILITIES

	Notes	2022	2021
		(Rupees)	
Long term financings	16	32,827,966	53,215,558
Lease liabilities	17	44,422,326	-
Government grant	18	-	2,381,754
		77,250,292	55,597,312

			2022	2021
23	**DUE TO RELATED PARTIES - unsecured**		------------- (Rupees)	-------------
	Holding company			
	TPL Holdings (Private) Limited	23.1	124,870,468	249,326,911
	Subsidiary companies			
	TPL Trakker Limited [TPLT]		-	597,793,457
	TPL Properties [TPLP]		16,345,330	73,410,891
	TPL Insurance Limited [TPLI]		-	18,722,383
			16,345,330	689,926,731
			141,215,798	939,253,642

23.1 Represents current account balances with related parties carrying mark-up at a variable rate of 6 months KIBOR plus 3 percent (2021: 6 months KIBOR plus 3 percent) per annum and are repayable on demand.

24 CONTINGENCIES AND COMMITMENTS

24.1 **Contingencies**

		2022	2021
24.1.1	Corporate guarantees	60,000,000	60,000,000

24.1.2 During 2021, Deputy Commissioner Sindh Revenue Board has issued a show cause notice ref. TPL CORP/UNIT-08/AUDIT-II/LTO/2021 dated January 26, 2021 under Section 25 of the Sindh Sales Tax Act, 1990 (the Act) for tax periods from Jan 2016 to Dec 2016 with respect to tax audit initiated against the Company whereby, sales tax of Rs. 280.309 million, default surcharge of Rs. 134.548 million and penalty of Rs. 14.016 million had been demanded on account of short declared sales and various matters for tax year 2017 vide Order-in-Original (OIO) no. 06/149/2021 dated February 22, 2021. The Company had obtained stay order against recovery of the same from the Sindh High Court. Subsequently, Commissioner Appeals through Order dated February 28, 2022 decided majority of the issues in Company's favour (involving tax demand of Rs. 413 million), whereas appeal is respect of remaining issues (involving tax demand of Rs. 14 million) is pending before Appellate Tribunal Inland Revenue. The Company based on the view of its tax adviser is confident of the favourable outcome. Accordingly, no provision has been made in these unconsolidated financial statements.

24.1.3 Tax contingencies as disclosed in note 28.1 to these unconsolidated financial statements.

24.2 **Commitments**

As of the reporting date, the Company has no commitments to report.

25 ADMINISTRATIVE EXPENSES	Notes	2022	2021
		(Rupees)	
Salaries and other benefits		73,799,090	148,428,339
Legal and professional		20,907,220	13,219,689
Depreciation	6	9,885,044	2,912,003
Net impact of IFRS-16	25.4	23,736,512	-
Amortisation	7	12,218	348,338
Travelling and conveyance		852,214	1,941,051
Vehicle running and maintenance		1,560,854	1,578,048
Fees and subscription		2,086,005	4,747,500
Donations	25.3	16,740,500	5,600,000
Insurance		1,628,211	3,865,326
Training		231,162	445,759
License fee		213,291	369,907
Computer expenses		121,491	209,428
Telephone		523,366	233,938
Auditors' remuneration	25.1	6,539,039	6,085,000
Uniform		18,800	-
Entertainment		92,920	19,500
Printing and stationery		1,550,972	1,119,511
Repairs and maintenance		157,710	521,850
Directors' fee		1,600,000	1,175,000
Publicity		2,842,421	340,051
Others		1,379,530	707,361
		166,478,570	193,867,599

25.1 AUDITOR'S REMUNERATION

Audit fee – standalone	900,000	900,000
Audit fee – consolidated	1,500,000	1,500,000
Code of corporate governance	250,000	250,000
Half yearly review fee and other assurance services	3,679,039	3,225,000
Out of pocket expenses	210,000	210,000
	6,539,039	6,085,000

25.2 Recipients of donations do not include any donee in which a director or spouse had any interest.

25.3 Donation to donees equal to or exceeds Rs.1 million or 10 percent of the Company's total amount of donation, whichever is higher are as follows:

	Notes	2022	2021
		------------- (Rupees)	-------------
London School of Economics		16,740,500	-
The Indus Hospital		-	3,600,000
Lady Dufferin Hospital		-	2,000,000
		16,740,500	5,600,000

25.4 This represents depreciation, finance cost and reimbursement received against shared cost on rental premises.

	2022	2021
Depreciation on ROU	58,109,386	-
Finance cost	27,067,126	-
Reimbursement received	(61,440,000)	-
	23,736,512	-

25.5 Investments out of provident fund have been made in accordance with the provisions of Section 218 of the Companies Act, 2017 and the conditions specified thereunder.

26 FINANCE COST

	2022	2021
Mark-up on		
- Long term financings	269,630,947	34,432,819
- Short term borrowings	112,185,826	31,861,697
- Due to related parties	71,648,002	131,685,863
	453,464,775	197,980,379
Bank and other charges	9,288,046	8,706,559
	462,752,821	206,686,938

27 OTHER INCOME

	Notes	2022	2021
Income from financial assets:			
- mark-up on saving account		1,225,717	167,989
		1,225,717	167,989
Income from related parties:			
- mark-up on current account with related parties		7,384,221	4,295,613
Income from other than financial assets:			
- deferred income		2,912,925	4,738,315
- other	27.1	-	22,769,984
- liability written back		17,116,510	-
		20,029,435	27,508,299
		28,639,373	31,971,901

27.1 Represents rent compensation received from TPL Properties Limited (a Subsidiaty Company).

28 TAXATION

Current	28.1	7,704,319	17,094,268

28.1 The returns of the total income of the Company have been filed for and upto tax year 2021 which are considered as deemed assessments, except for tax years 2016 and 2017. In respect of tax year 2016, the Company had received an order from Deputy Commissioner Inland Revenue (DCIR) whereby, a demand of Rs. 1.08 million was raised on account of disallowance of certain expenses. Being aggrieved the Company filed an appeal before Commissioner Inland Revenue (Appeals) CIR(A) against which appeal effect order was issued by CIR(A) in favour of the Company. Thereafter, the Tribunal has filed an appeal against the said order which is pending adjudication.

28.2 The major income of the Company falls under final tax regime, therefore, no deferred tax asset and liabilities are recorded in these unconsolidated financial statements.

29 LOSS PER SHARE - BASIC AND DILUTED	2022	2021
	------------- (Rupees) -------------	
Loss attributable to the ordinary shareholders	(608,296,337)	(271,715,116)
	----------Number of shares---------	
Weighted average number of ordinary shares in issue	267,297,763	267,297,763
Loss per share - basic	(2.28)	(1.02)
Loss attributable to the ordinary shareholders after adjustment of Employee share option scheme.	(665,596,337)	(271,715,116)
Weighted average number of ordinary shares in issue	267,297,763	267,297,763
Loss per share - diluted	(2.49)	(1.02)

30 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company finances its operations through equity, borrowings and management of working capital with a view of maintaining and appropriate mix between various sources of finance to minimize risks. Taken as a whole, the Company is exposed to market risk (including currency, interest rate and other price risks), credit risk and liquidity risk. The Company's overall risk management policies focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance. No changes were made in the risk and capital management framework and objectives, policies or processes and assumptions during the year ended June 30, 2022. The policies for managing each of these risks are summarised below:

Risk management framework

The Board of Directors has overall responsibility for the establishment and over sight of the Company's risk management framework. The executive management team is responsible for developing and monitoring the Company's risk management policies. The team regularly meets and any changes and compliance issues are reported to the Board of Directors through the audit committee.

Risk management systems are reviewed regularly by the executive management team to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees compliance by management with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

Risk management systems are reviewed regularly by the executive management team to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees compliance by management with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

30.1 **Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, currency risk and other price risk. The sensitivity analyses in the following sections relate to the position as at June 30, 2022.

30.1.1 **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term and short-term financing arrangements at floating interest rates to meet its business operations and working capital requirements.

30.1.2 **Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, on the Company's loss before tax (through impact on floating rate borrowings). There is no direct impact on Company's equity. This analysis excludes the impact of movement in market variables on the carrying values of provisions and on non-financial assets and liabilities of the Company.

	(Increase) / decrease in basis points	Effect on loss before tax
June 30, 2022	+100	49,634,702
	-100	(49,634,702)
June 30, 2021	+100	28,098,922
	-100	(28,098,922)

30.1.3 **Currency risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As of reporting date, the Company is not exposed to currency risk, since the Company do not have any assets and liabilities in foreign company.

30.1.4 **Other price risk**

Other price risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market prices such as equity price risk. Equity price risk is the risk arising from uncertainties about future values of investments securities. As at reporting date, the Company is exposed to equity price risk to the extent of its investment in its listed subsidiaries (note 9).

30.2 **Credit risk**

30.2.1 Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharging an obligation and cause the other party to incur a financial loss without taking into account the fair value of any collateral. The financial assets excludes statutory assets and comprise of investments, deposits, interest accrued, due from related parties and other receivables, cash and bank balances. Out of the total financial assets of Rs. 11,791 million (2021: Rs. 10,394 million), the financial assets which are subject to credit risk amounted to Rs. 301.357 million (2021: Rs. 11.969 million). The Company's credit risk attributable to its bank balances are assessed as low.

30.2.2 The credit quality of Company's bank balances can be assessed with reference to external credit ratings as follows:

Bank Balances by short-term rating	Rating Agency	2022 Rupees	2021 Rupees
A-1+	PACRA	275,271,799	9,148,514
AA+	PACRA	16,813	-
A-1	PACRA	24,255,604	1,036,725
A-2	JCR-VIS	18,195	54,438
A-	JCR-VIS	65,438	
Unrated	VIS	1,729,583	1,729,583
		301,357,432	11,969,260

30.2.3 As at reporting date, there are no financial assets that would otherwise be past due or impaired whose terms have been renegotiated.

30.3 Liquidity risk

Liquidity risk represents the risk that a Company will encounter difficulties in meeting obligations with the financial liabilities. The Company's objective is to maintain a balance between continuity of funding and flexibility through the management of working capital and financing facilities.

The table below summarises the maturity profile of the Company's financial liabilities (excluding statutory liabilities) at June 30, 2022 and 2021 based on contractual undiscounted payment dates and present market interest rates:

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
			(Rupees)		
2022					
Long term financings	-	5,509,511	27,318,455	4,558,517,089	4,591,345,055
Trade and other payables	-	337,494,113	-	-	337,494,113
Accrued mark-up	-	176,088,554	-	-	176,088,554
Short term financings	-	247,254,646		-	247,254,646
Due to related parties	141,215,798	-	-	-	141,215,798
Unclaimed dividend	1,729,583	-	-	-	1,729,583
Unpaid dividend	3,000,000	-	-	-	3,000,000
	145,945,381	766,346,824	27,318,455	4,558,517,089	5,498,127,749

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
			(Rupees)		
2021					
Long term financings	-	-	53,215,558	1,034,444,644	1,087,660,202
Trade and other payables	-	403,654,688	-	-	403,654,688
Accrued mark-up	-	148,824,562	-	-	148,824,562
Short term financings	-	-	782,984,331	-	782,984,331
Due to related parties	939,253,642	-	-	-	939,253,642
Unclaimed dividend	1,729,583	-	-	-	1,729,583
Unpaid dividend	3,000,000	-	-	-	3,000,000
	943,983,225	552,479,250	836,199,889	1,034,444,644	3,367,107,008

30.4 Fair value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measure using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants at in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participants ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

30.4.1 Fair value hierarchy

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the unconsolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted market price.
Level 2: Valuation techniques (market observable)
Level 3: Valuation techniques (non-market observables)

30.4.2 The Company held the following financial instruments measured at fair value:

	Total	Level 1	Level 2	Level 3
	Rupees			
Financial assets - Designated at FVOCI				
June 30, 2022	11,074,856,409	7,775,998,589	969,679,615	2,329,178,205
June 30, 2021	10,221,111,852	8,581,417,736	1,533,502,780	106,191,336

30.4.3 Description of significant unobservable inputs to valuation

The significant unobservable inputs used in the fair value measurements categorised within Level 3 of the fair value hierarchy, as at 30 June 2022 are shown below:

	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
Non-listed equity investments - security service	Discount rate	18.92% - 20.92% (19.92%)	1% increase in the discount rate could result in decrease in fair value by Rs. 10.539 million. 1% decrease in the discount rate could result in increase in fair value by Rs. 9.134 million
	Terminal growth rate	5.00%	1% increase in the growth rate could result in increase in fair value by Rs. 6.659 million. 1% decrease in the growth rate could result in decrease in fair value by Rs. 7.616 million
Non-listed equity investments - security service	Discount rate	16.90% - 18.90% (17.90%)	1% increase in the discount rate could result in decrease in fair value by Rs. 271.103 million. 1% decrease in the discount rate could result in increase in fair value by Rs. 228.793 million
	Terminal growth rate	5.00%	1% increase in the growth rate could result in increase in fair value by Rs. 136.372 million. 1% decrease in the growth rate could result in decrease in fair value by Rs. 159.250 million

30.5 Capital management

The primary objective of the Company's capital management is to ensure that it maintains healthy capital ratios in order to support its business sustain future development of the business and maximise shareholders value. No changes were made in the objectives, policies or processes during the year ended June 30, 2022.

The Company manages its capital structure and makes adjustment to it in the light of changes in economic conditions. The Company monitors capital using a debt equity ratio, which is net debt divided by total capital plus net debt. Equity comprises of share capital and revenue reserves. The gearing ratio as at June 30, 2022 and 2021 are as follows:

	Note	2022 Rupees	2021 Rupees
Long term financings	16	4,591,345,055	1,087,660,202
Accrued mark-up	20	176,088,554	148,824,562
Short term financings	21	247,254,646	782,984,331
Due to related parties	22	141,215,798	939,253,642
Lease liabilities	17	256,174,048	-
Total debts		5,412,078,101	2,958,722,737
Less: Cash and bank balances	14	301,357,432	11,969,261
Net debt		5,110,720,669	2,946,753,476

	Note	2022 Rupees	2021 Rupees
Share capital	15	2,672,977,630	2,672,977,630
Capital reserve		60,855,762	118,155,762
Revenue reserve		(1,175,020,162)	(572,057,159)
Other component of equity		4,759,690,537	4,819,466,656
Total equity		6,318,503,767	7,038,542,889
Total capital		11,429,224,436	9,985,296,365
Gearing ratio		45%	30%

31 REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

The aggregate amounts charged in these unconsolidated financial statements for the year are as follows:

	Chief Executive		Directors		Executives	
	2022	2021 Restated	2022	2021	2022	2021 Restated
	(note 31.1)					
	Rupees					
Basic salary	38,712,276	23,227,200	-	-	34,591,499	27,083,215
Allowances and benefits:						
- house rent	17,420,400	10,452,240	-	-	15,566,120	12,187,420
- medical	3,867,324	2,320,560	-	-	3,455,785	2,705,740
- vehicle allowance	-	-	-	-	4,861,440	3,827,520
Provision for ESOP	(23,875,000)	23,875,000	-	-	(33,425,000)	33,425,000
Bonus	-	-	-	-	13,500,000	-
Staff retirement benefits	3,224,736	1,934,820	-	-	2,550,371	2,085,097
	39,349,736	61,809,820	-	-	41,100,215	81,313,992
Number of person(s)	1	1			30	28

31.1 In addition, the Chief Executive, Directors and certain executives of the Company have also been provided with Company's owned and maintained cars and other benefits in accordance with their entitlements as per Company policy.

31.2 No remuneration is paid / payable to Directors of the Company.

31.3 During the year, the Company has paid Rs. 1.60 million (2021: Rs. 1.18 million) to a non - executive Director on account of board meeting fees.

32 TRANSACTIONS WITH RELATED PARTIES

32.1 Related parties comprise ultimate holding company, subsidiaries, associates and companies where directors hold common directorship, key management personnel and their close family members and staff retirement benefit funds. Transactions and balances with related parties other than those disclosed elsewhere in these unconsolidated financial statements are as follows:

	2022 Rupees	2021 Rupees
TPL Holdings (Private) Limited – (Holding Company)		
Amount received by the Company from TPLH	1,102,811,180	583,000,000
Mark-up paid by the Company	-	296,488,898
Mark-up on current account (net)	44,488,635	57,767,672
Expenses incurred by TPLH on behalf of the Company	2,991,781	-
Expenditure incurred by the Company on behalf of TPLH	9,916,597	14,985,196
Amount paid / repaid by the Company to TPLH	1,220,342,807	1,295,571,101

TPL Security Services (Private) Limited (Subsidiary Company)		
Expenditure incurred by the Company on behalf of TPLSS	15,417,165	13,257,754
Amount paid by the Company to TPLSS	3,600,000	-
Amount received by the Company from TPLSS	-	4,000,000
TPL Insurance Limited – (Subsidiary Company)		
Expense paid / payable on behalf of TPLI	99,290,742	64,509,702
Amount received by the Company	77,814,101	67,857,579
Amount paid / repaid by the Company to TPLI	8,500,000	13,200,000
Amount paid / payable against services obtained by the company	150,519	-
Assets transferred by the Company to TPLI	494,144	-
Expenses incurred on behalf of the Company	6,655,217	5,052,551
TPL Life Insurance Limited - (Subsidiary Company)		
Advance against issue of shares paid to TPLL	120,000,000	425,000,000
Settlement of amount receivable by the Company from TPLL against: amount payable by TPLL to TPLT under signed Memorandum of Arrangement	20,284,690	59,421,783
Amount paid / repaid to the Company	5000,000	22,100,000
Amount received by the company from TPLL	412,451	-
Assets transferred by the Company to TPLL	415,387	-
Assets transferred / purchased by the Company from TPLL	298,667	-
Expenses incurred on behalf of the Company	-	7,634,370
Expenditure incurred by the Company on behalf of TPLL	49,267,498	60,131,708

	2022 Rupees	2021 Rupees
TPL Trakker Limited - (Subsidiary Company)		
Expenditure incurred by TPLT on behalf of the Company	2,866,233	11,915,394
Assets transferred by the Company to TPLT	388,803	-
Settlement of amount receivable by the Company from TPLL against: amount payable by TPLL to TPLT under signed Memorandum of Arrangement	20,284,690	
Expenditure incurred by the Company on behalf of TPLT	125,693,300	122,454,115
Amount received by the Company	414,884,799	1,373,638,535
Amount paid / repaid to the Company	1,033,500,000	1,125,520,000
Mark-up on current account - net	27,159,366	73,918,190

	2022 Rupees	2021 Rupees
TPL Properties Limited - (Subsidiary Company)		
Amount paid / payable to TPLP against services obtained by the Company	15,919,747	62,782,234
Funds received by the Company from TPLP	53,390,825	104,021,411
Expenses incurred by TPLP on behalf of the Company	351,357	2,763,527
Expenditure incurred by the Company on behalf of TPLP	80,142,551	71,302,395
Assets transferred by the Company to TPLP	103,583	-
Liablities written back	17,081,356	-
Funds Paid by the Company to TPLP	29,400,000	-
Tenant compensation	-	20,322,000
TPL Tech Pakistan (Private) Limited - (Common directorship)		
Expenditure incurred by the Company on behalf of TPL Tech	80,205	10,025
TPL REIT (Private) Limited – (Common directorship)		
Funds received from TPL REIT	4,828,950	-
Asset transferred by the company to TPL REIT	108,499	-
Expenses incurred by the Company on behalf of TPL REIT	19,642,179	-
TPL E-venture (Private) Limited – (Subsidiary Company)		
Amount paid by the Company to TPLE	23,566,827	-
Funds received by the Company from TPL E-ventures	5,800,000	-
Expenditure incurred by the Company on behalf of TPLE	10,800	250,000
Advance against issue of shares paid to TPLE	36,000,000	27,000,000
Mark-up on current account	7,384,222	4,295,612
Staff retirement benefit	**2022 Rupees**	**2021 Rupees**
Trakker (Private) Limited Staff Provident Fund - employer contribution	4,740,921	3,401,223
Key management personnel		
Salaries and other benefits	99,508,266	57,339,360
Post employment benefits	4,010,107	2,498,008

32.2 All transactions with related parties are entered into at agreed terms duly approved by the Board of Directors of the Company. The related parties status of outstanding receivables / payables as at June 30, 2022 and 2021 is disclosed in respective notes to these unconsolidated financial statements.

32.3 Certain employees of the Company also provide services to the group companies and their cost are proportionately charged to the group companies on agreed terms. In addition, certain common expenses (inclusive of salaries and related benefits) are also allocated within the group companies on agreed basis and terms.

33 SEGMENT REPORTING

For management purposes, the activities of the Company are organised into one operating segment i.e. to make investment in group and other companies. The Company operates in the said reportable operating segment based on the nature of the products, risks and returns, organisational and management structure and internal financial reporting systems. The operating interests of the Company are confined to Pakistan. Accordingly, the information and figures reported in these unconsolidated financial statements are related to the Company's only reportable segment in Pakistan.

34 DATE OF AUTHORISATION OF ISSUE

These unconsolidated financial statements were authorised for issue on 30th September 2022 by the Board of Directors of the Company.

35 GENERAL

35.1 Corresponding figures have been rearranged wherever necessary; however, there are no material reclassifications to report.

35.2 Number of employees as at June 30, 2022 was 61 (2021: 113) and average number of employees during the year was 74 (2021: 137)

35.3 All figures have been rounded off to the nearest rupees, unless otherwise stated.

CHIEF EXECUTIVE OFFICER	DIRECTOR	CHIEF FINANCIAL OFFICER

Tel: +92 21 3568 3030
Fax: +92 21 3568 4239
www.bdo.com.pk

2nd Floor, Block-C
Lakson Square, Building No.1
Sarwar Shaheed Road
Karachi-74200
Pakistan

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TPL CORP LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the annexed consolidated financial statements of **TPL CORP LIMITED** (the Holding Company) and its subsidiaries (collectively referred to as "the Group"), which comprise the consolidated statement of financial position as at June 30, 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of cash flows, the consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information, and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit.

In our opinion the accompanying consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity together with the notes forming part thereof confirm 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 Group's affairs as at June 30, 2022 and of the profit and other comprehensive income, its cash flows and the changes in equity 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 consolidated Financial Statements section of our report. We are independent of the Group 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.

Key audit matter

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.

BDO

S.No	Key audit matters	How the matter was addressed in our audit
1.	**Net assets held for sale**	
	(Refer note 24 to the accompanying consolidated financial statements) The Company has classified net assets amounting to Rs. 1,817.7 million pertaining to TPL Technology Zone Phase I (Private) Limited as net assets held for sale. Due to material nature of transaction, this has been considered as key audit matter.	Our audit procedures included the following: - We corroborated that the net assets held for sale pertaining to TPL Technology Zone (TTZ) Phase I (Private) Limited meet the IFRS 5 criteria to be recorded as held for sale and a discontinued operation. - We have obtained Board of Directors resolution for approval of plan for selling of TPL TZ. We inspected the agreement with the intended parties and verified the transaction price. - We confirmed that no impairment to the assets and liabilities was required based on the agreed sales price. - We tested the extraction of TPL TZ assets and liabilities that are disclosed as held for sale in the consolidated financial statements from the Company's ledgers.
2.	**Investments**	
	(Refer note 10 to the consolidated financial statements) The Company made investments of Rs. 7,873 million in TPL REIT Fund I by transferring HKC (Private) Limited and NMCS (Private) Limited and purchasing units of TPL REIT Fund I. Due to significant estimates and judgements involved in determination of fair value using unquoted inputs in the said transaction, this has been considered as a key audit matter.	Our audit procedures included the following: - We have performed audit procedures over the valuation and accounting of investments held by the Company. - We have tested the design and implementation and operating effectiveness of the key controls over the investment valuation process. On a sample basis we have tested their valuation at the year end. - We also performed a review of sources and systems used by the Company for valuation and compared valuations to those obtained from an independent source using various data points where there was a degree of subjectivity. - We have reviewed the classification and accounting treatment of the Company's investment portfolio in line with the accounting polices set out in notes to the consolidated financial statements. - We have checked that the Company's disclosures satisfied the requirements of IFRS 9, IFRS 7 and IFRS 13."

3.	Impairment of goodwill and intangible assets	
	(Refer note 6 to the accompanying consolidated financial Statements)	
	The intangible assets include goodwill, intangible assets with indefinite life and intangible assets under development having carrying value aggregating to Rs. 2,373.454 million as of June 30, 2022 and tested for impairment at least on an annual basis.	Our audit procedures amongst others, included a review of the Group's intangible assets impairment process and evaluating the Group's assumptions used in assessing the recoverability of intangible assets, in particular, revenue and cash flow projections, useful economic lives and discount rates.
	The determination of recoverable amount requires judgement in both identifying and then valuing the relevant Cash Generating Units (CGUs), and the impairment assessment for such assets involves significant judgments and estimates about future business performance, with key assumptions including cash flows, inflation rates, the overall long-term growth rates, discount rates used and to the extent relevant, the fair value less costs to dispose. Changes in these assumptions might lead to a significant change in the carrying values of the related assets, for such reasons we considered this as a key audit matter.	We assessed the methodologies used by the management in the impairment analysis and determination of CGUs, to which it relates We involved our specialist to: • assess the key assumptions and methodologies used in the impairment analysis, in particular growth rates, inflation rate and discount rate applied; • examined the approved business plans and assumptions used by management, including forecasted revenue base, profit from operations capital calculations and cash flows necessary for the continuing use of the CGU's assets and allocated goodwill; and • evaluated the sensitivity analysis performed by management around the key assumptions for various CGU's as well as performing break–even analysis on key assumptions and challenged the outcomes of the assessment. We also checked the relationship between the market capitalization for relevant CGU, using the Level 1 input of the fair value hierarchy i.e. quoted prices, and its book value, among other factors. We also assessed the adequacy of disclosures in the consolidated financial statements in accordance with the financial reporting framework.

4.	Liabilities in respect of insurance contracts	
	(Refer note 34 to the accompanying consolidated financial Statements) The group operates life and general insurance businesses (here-in-after referred to as insurance business). The liabilities in respect of insurance contracts issued as of June 30, 2022 amounts to Rs. 537,387 million. The method used and significant assumption applied in determining these liabilities related to insurance businesses are disclosed in Note 34 to the consolidated financial statements. Due to significant estimates and judgements involved in valuation of insurance liabilities, we considered this as a key audit matter.	Our key audit procedures included the following: • we assessed the controls over recording and settlement of claims in respect of insurance business and performed tests of such controls to check their effectiveness in relation to the year under audit; • in respect of adequacy of insurance contract liabilities (including IBNR and premium deficiency reserve) which are measured on the basis of undiscounted value of expected future payments, we involved our expert to review the methodology used by the management's expert in estimating claims liabilities in accordance with the prescribed methodology. As part of our testing we also considered the competence and objectivity of the experts used by the management for this purpose; • for insurance claims we also evaluated the management estimates regarding cost of claims settlements by considering reports of independent surveyors and the estimates regarding salvage values of insured assets; • we performed subsequent review to identify any significant claims reported post year end which pertain to the financial year under audit; and • we assessed the adequacy of disclosures made in respect of insurance contract liabilities in accordance with the approved accounting standards as applicable in Pakistan.

Information Other than the Consolidated 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 consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

Board of Directors are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 Group'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 Group'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 consolidated 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 Group to cease to continue as a going concern.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

Other Matter Paragraph

The consolidated financial statements of the Company for the year ended June 30, 2021, were audited by another audit firm of Chartered Accountants who have expressed an unmodified opinion thereon vide their report dated October 01, 2021.

The engagement partner on the audit resulting in this independent auditor's report is Zulfikar Ali Causer.

KARACHI

DATED: SEPTEMBER 30, 2022

UDIN: AR202210067y630Cx7BP

BDO EBRAHIM & CO.
CHARTERED ACCOUNTANTS

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at June 30, 2022

	Note	2022 Rupees	2021 Rupees
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	5	1,547,102,195	1,522,180,915
Intangible assets	6	3,043,667,352	3,095,595,393
Right-of-use assets	7	601,166,417	107,974,195
Investment properties	8	-	1,470,752,861
Development properties	9	-	1,833,175,473
Long-term investments	10	9,281,822,960	1,820,616,779
Long-term loans	11	42,777,959	24,903,459
Long-term deposits	12	58,714,980	43,381,787
Deferred tax asset - net	13.	155,178,928	67,585,157
		14,730,430,791	9,986,166,019
CURRENT ASSETS			
Stock-in-trade	14	402,224,531	445,649,520
Trade debts	15	966,252,181	1,342,965,721
Loans and advances	16	174,998,436	264,486,659
Trade deposits and prepayments	17	474,851,736	351,209,872
Interest accrued	18	286,569,422	182,242,296
Other receivables	19	1,534,605,859	1,539,594,924
Short-term investments	20	1,146,025,911	1,781,744,812
Due from related parties	21	1,275,628,983	751,551,740
Deferred commission expense		200,200,632	155,763,662
Taxation – net	22	21,512,270	14,465,299
Cash and bank balances	23	3,642,228,889	4,801,025,667
		10,125,098,850	11,630,700,172
Non-current asset held for sale	24	2,915,292,476	-
TOTAL ASSETS		27,770,822,117	21,616,866,191

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at June 30, 2022

	Note	2022 Rupees	2021 Rupees
EQUITY AND LIABILITIES			
SHARE CAPITAL AND RESERVES			
Share capital			
Authorised			
330,000,000 (2021: 330,000,000) ordinary shares of Rs.10/- each		3,300,000,000	3,300,000,000
Issued, subscribed and paid-up capital	25	2,672,977,630	2,672,977,630
Capital reserves		60,855,762	118,155,762
Revenue reserves		976,129,651	153,724,086
Other components of equity	26	66,693,041	204,832,408
Equity attributable to equity holders of the parent		3,776,656,084	3,149,689,886
Non-controlling interest		7,249,740,107	4,471,600,481
Total Shareholders' equity		11,026,396,191	7,621,290,367
			-
Participants' Takaful Fund (PTF)		(88,103,930)	13,175,297
Total Equity		10,938,292,261	7,634,465,664
NON-CURRENT LIABILITIES			
Long-term financing	27	6,128,661,693	4,408,114,768
Lease liabilities	28	522,308,349	81,889,252
Long-term loans	29	-	169,165,150
Deferred liabilities	30	36,731,635	21,639,358
Gas Infrastructure Development Cess (GIDC) liability	30.3	-	19,579,594
		6,687,701,677	4,700,388,122
CURRENT LIABILITIES			
Trade and other payables	31	3,400,136,252	2,578,037,850
Accrued mark-up	32	186,046,282	183,315,325
Short-term financing	33	485,897,200	1,018,938,067
Liabilities against insurance contracts	34	1,230,064,878	1,367,253,961
Underwriting provisions	35	1,926,648,600	1,408,969,326
Running finance under mark-up arrangements	36	767,102,058	1,062,507,117
Current portion of non-current liabilities	37	792,285,362	1,370,155,150
Due to related parties	38	165,955,140	252,252,923
Unclaimed dividend		1,729,583	1,729,583
Unpaid dividend		3,000,000	3,000,000
Advance monitoring fees	39	88,367,248	35,853,103
		9,047,232,603	9,282,012,405
Liabilities classified as held for sale	24	1,097,595,576	-
TOTAL EQUITY AND LIABILITIES		27,770,822,117	21,616,866,191
CONTINGENCIES AND COMMITMENTS	40		

The annexed notes from 1 to 57 form an integral part of these consolidated financial statements.

CHIEF EXECUTIVE OFFICER	DIRECTOR	CHIEF FINANCIAL OFFICER

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Year Ended June 30, 2022

	Note	2022 Rupees	2021 Rupees
Turnover - net	41	11,621,775,061	5,362,331,992
Cost of sales and services	42	(4,032,674,428)	(4,270,189,082)
Gross profit		7,589,100,633	1,092,142,910
Distribution expenses	43	(208,610,544)	(145,421,872)
Administrative expenses	44	(2,685,522,015)	(1,960,902,705)
Operating profit / (loss)		4,694,968,074	(1,014,181,667)
Other expenses	45	(55,568,716)	(82,830,758)
Finance costs	46	(1,072,695,825)	(880,132,987)
Other income	47	379,405,578	1,813,847,321
Share of loss from investment in associates - net		(36,516,734)	(9,349,375)
Net loss attributable to PTF		101,279,224	55,873,168
Profit / (loss) before taxation		4,010,871,601	(116,774,298)
Taxation	48	5,172,840	(76,105,604)
Profit / (loss) after taxation - from continued operations		4,016,044,441	(192,879,902)
Profit from discontinued operations		378,198,483	-
Profit / (loss) for the year		4,394,242,924	(192,879,902)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods (net of tax):			
Fair value gain / (loss) on equity instruments designated at FVOCI		161,517,834	(60,978,859)
Other comprehensive income to be reclassified to profit or loss in subsequent periods (net of tax):			
Exchange differences on translation of foreign operations		(11,691,960)	12,436,352
Other comprehensive income / (loss) for the year, net of tax		149,825,874	(48,542,507)
Total comprehensive income / (loss) for the year		4,544,068,798	(241,422,409)
Earnings / (loss) per share – basic and diluted	49	3.97	(0.50)
Earnings per share - basic and diluted - continued operations		3.47	-
Profit / (loss) for the year attributable to:			
Owners of the Holding Company		1,060,876,686	(133,746,482)
Non-controlling interest		3,333,366,238	(59,133,420)
		4,394,242,924	(192,879,902)
Comprehensive income / (loss) for the year attributable to:			
Owners of the Holding Company		1,226,425,211	(256,151,607)
Non-controlling interest		3,317,643,587	14,729,198
		4,544,068,798	(241,422,409)

The annexed notes from 1 to 57 form an integral part of these consolidated financial statements.

CHIEF EXECUTIVE OFFICER | DIRECTOR | CHIEF FINANCIAL OFFICER

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Year Ended June 30, 2022

	Issued, subscribed and paid-up capital	Capital reserve	Unappropriated profit	Fair value reserve of FA designated at Financial assets through OCI	Foreign exchange translation reserve	Surplus on revaluation of property, plant and equipment	Total reserves	Non-controlling interest	Total Equity
	Rupees								
Balance as at July 1, 2020	2,672,977,630	60,855,762	(429,237,761)	43,507,405	-	284,220,680	(40,653,914)	4,766,363,687	7,398,707,403
Loss for the year	-	-	(133,746,482)	-	-	-	(133,746,482)	(59,133,420)	(192,879,902)
Other comprehensive loss for the year, net of tax	-	-	-	(130,842,071)	8,436,946	-	(122,405,125)	75,862,618	(48,542,507)
Total comprehensive loss for the year	-	-	(133,746,482)	(130,842,071)	8,436,946	-	(256,151,607)	14,729,198	(241,422,409)
Shareholding change in subsidiaries due to change in non-controlling interest	-	-	716,217,777	-	-	-	716,217,777	(285,764,436)	430,453,341
Subsidiary company: Interim dividend @ Rs. 1/- per share for the year ended June 30, 2021	-	-	-	-	-	-	-	(203,795,468)	(203,795,468)
Share-based payment reserve	-	57,300,000	-	-	-	-	57,300,000	180,047,500	237,347,500
Exchange loss on translation of goodwill	-	-	-	-	-	-	-	-	-
Surplus on revaluation of property, plant and equipment realised on account of:									
disposal of property, plant and equipment	-	-	-	-	-	-	-	-	-
incremental depreciation charged on related assets - net of tax	-	-	490,552	-	-	(490,552)	-	-	-
Balance as at June 30, 2021	2,672,977,630	118,155,762	153,724,086	(87,334,666)	8,436,946	283,730,128	476,712,256	4,471,600,481	7,621,290,367
Balance as at June 30, 2021	2,672,977,630	118,155,762	153,724,086	(87,334,666)	8,436,946	283,730,128	476,712,256	4,471,600,481	7,621,290,367
Profit for the year	-	-	1,060,876,686	-	-	-	1,060,876,686	3,333,366,238	4,394,242,924
Other comprehensive income for the year, net of tax	-	-	-	165,548,524	-	-	165,548,524	(15,722,650)	149,825,874
Total comprehensive income for the year	-	-	1,060,876,686	165,548,524	-	-	1,226,425,211	3,317,643,587	4,544,068,798
Shareholding change in subsidiaries due to change in non-controlling interest	-	-	(448,926,355)	-	-	-	(448,926,355)	(303,261,085)	(752,187,441)
Subsidiary company: Interim dividend @ Rs. 1/- per share for the year ended June 30, 2021	-	-	-	-	-	-	-	-	-
Share based payment reserve	-	(57,300,000)	-	-	-	-	(57,300,000)	(19,040,000)	(76,340,000)
Exchange loss on translation of goodwill	-	-	-	-	(19,957,763)	-	(19,957,763)	(42,099,958)	(62,057,721)
Surplus on revaluation of property, plant and equipment realised on account of:									
- disposal of property, plant and equipment	-	-	-	-	-	(248,377,812)	(248,377,812)	-	(248,377,812)
- incremental depreciation charged on related	-	-	35,352,316	-	-	(35,352,316)	-	-	-
assets - net of tax	-	-	175,102,918	-	-	-	175,102,918	(175,102,918)	-
Balance as at June 30, 2022	2,672,977,630	60,855,762	976,129,651	78,213,858	(11,520,817)	-	1,103,678,454	7,249,740,107	11,026,396,191

The annexed notes from 1 to 57 form an integral part of these consolidated financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY [CONTINUED]
For the Year Ended June 30, 2022

Participants' Takaful Fund:	Participants' Takaful Fund		
	Ceded money	Accumulated deficit	Total
	Rupees		
Balance as at July 1, 2020	2,000,000	67,048,465	69,048,465
Total deficit for the year	-	(55,873,174)	(55,873,174)
Balance as at June 30, 2021	2,000,000	11,175,291	13,175,291
Balance as at July 1, 2021	2,000,000	11,175,291	13,175,291
Total deficit for the year	-	(101,279,221)	(101,279,221)
Balance as at June 30, 2022	2,000,000	(90,103,930)	(88,103,930)

The annexed notes from 1 to 57 form an integral part of these consolidated financial statements.

CHIEF EXECUTIVE OFFICER | DIRECTOR | CHIEF FINANCIAL OFFICER

CONSOLIDATED STATEMENT OF CASH FLOWS
For the Year Ended June 30, 2022

	Note	2022 Rupees	2021 Rupees
CASH FLOWS FROM OPERATING ACTIVITIES			
Net profit / (loss) before taxation		4,010,871,601	(116,774,298)
Adjustment for non-cash charges and other items:			
Depreciation		370,698,508	312,536,675
Depreciation on right-of-use-assets		165,545,759	66,938,503
Amortization of intangible assets		70,392,431	76,043,704
Allowance for expected credit losses		79,126,748	18,863,151
Charge for gratuity provision		19,014,265	2,955,806
Finance cost		1,072,695,825	880,132,987
Gain on sale of property, plant and equipment		(21,726,491)	-
Fair value gain on investment property		-	(645,949,089)
Fair value gain on investment in TME		-	(33,327,406)
Investment property written off		-	33,675,653
Gain on investments in mutual funds		-	(44,730,791)
Gain on disposal of property, plant and equipment		-	(15,725,420)
Share of (loss) / gain from investment in associates – net		36,516,734	9,349,375
Share based payment reserve		(76,340,000)	237,347,500
Gain on investment property		-	(684,723,458)
Exchange loss		15,422,317	82,830,758
Provision for SWWF		2,806,264	-
Unrealised gain on investments		(8,878,588)	-
Net loss attributable to PTF		(101,279,224)	(55,873,168)
Gain on bargain purchase option		-	(89,486,545)
Reversal of provision for GIDC		-	(29,822,466)
Remeasurement gain on GIDC		-	(4,675,267)
Impairment loss on investment on associate		-	11,531,207
Amortization of government grant		(8,863,524)	(15,210,981)
		1,615,131,023	112,680,728
Operating profit before working capital changes		5,626,002,624	(4,093,570)
(Increase) / decrease in current assets			
Stock-in-trade		43,424,989	(214,274,896)
Trade debts		376,713,540	(178,683,649)
Loans and advances		89,488,223	(65,459,764)
Trade deposits and prepayments		(123,641,864)	(74,829,560)
Interest accrued		(104,327,126)	(62,468,081)
Other receivables		4,989,065	(364,365,368)
Due from related parties		(524,077,243)	(176,787,161)
Deferred commission expense		(44,436,970)	(34,606,847)
		(281,867,386)	(1,171,475,326)
Increase / (decrease) in current liabilities			
Trade and other payables		822,098,402	595,476,812
Liabilities against reinsurance contracts		(137,189,083)	490,184,799
Underwriting provisions		517,679,274	211,665,112
Due to related parties		(86,297,783)	(724,630,281)
Advance monitoring fees		52,514,145	(1,287,059)
		1,168,804,955	571,409,383
Net cash flows from operations		6,512,940,193	(604,159,513)
Finance cost paid		(1,032,387,581)	(1,135,364,543)
Gratuity paid		(2,593,710)	(2,563,850)
Income taxes paid -net	22	(88,756,418)	(77,666,396)
		(1,123,737,709)	(1,215,594,789)
Net cash flows generated from / (used in) operating activities		5,389,202,484	(1,819,754,302)

CONSOLIDATED STATEMENT OF CASH FLOWS
For the Year Ended June 30, 2022

	Note	2022 Rupees	2021 Rupees
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of - property, plant and equipment		(906,533,469)	(257,024,699)
- capital work-in-progress		(27,066,623)	(84,066,500)
- intangible assets		(18,464,389)	(27,322,976)
- intangible assets under development		(25,205,354)	(12,240,333)
- investment properties		193,854,751	(791,396,903)
- development properties		1,833,175,473	(395,787,689)
Sale proceeds from disposal of property, plant and equipment		164,107,888	33,135,360
Sale proceeds from / (cost of) investment - net		635,718,900	(930,151,269)
Acquisition of a subsidiary, net of cash acquired		-	3,335,756
Long-term investments		(7,452,327,593)	(1,202,566,484)
Proceeds from disposal of investment properties		-	7,362,500,000
Purchase of shares of TPLL, TPLI and TPLP		(851,995,128)	(613,731,767)
Disposal of shares of TPLI		99,807,687	-
Proceeds from shares issued by TPLI		-	466,500,000
Long-term loans - net		(48,000,653)	(99,849,338)
Long-term deposits - net		(15,333,193)	27,964,876
Net cash flows (used in) generated from investing activities		(6,418,261,703)	3,479,298,036
CASH FLOWS FROM FINANCING ACTIVITIES			
Long-term loans – net		(199,115,418)	(84,382,193)
Proceeds from issuance of share of TPLT		-	801,846,000
Share issuance cost of TPLT		-	(64,484,030)
Deferred liabilities		6,759,922	-
Long-term financing - net		1,092,659,050	2,259,978,505
Dividend paid		-	(203,795,468)
Short-term financing – net		(533,040,866)	(925,231,106)
Lease liabilities - net		(191,351,062)	(70,205,689)
Net cash flows generated from financing activities		175,911,625	1,713,726,019
Net (decrease) / increase in cash and cash equivalents		(853,147,594)	3,373,269,753
Cash and cash equivalents at the beginning of the year		3,738,518,550	365,573,397
Net foreign exchange differences		(10,244,125)	(324,600)
Cash and cash equivalents at the end of the year	51	2,875,126,831	3,738,518,550

The annexed notes from 1 to 57 form an integral part of these consolidated financial statements.

CHIEF EXECUTIVE OFFICER

DIRECTOR

CHIEF FINANCIAL OFFICER

1 LEGAL STATUS AND OPERATIONS

1.1 The "Group" consists of:

The Group consists of TPL Corp Limited (the Holding Company) and its subsidiary companies i.e. TPL Insurance Limited, TPL Properties Limited and its subsidiaries [TPL Technology Zone Phase I (Pvt.) Limited, TPL REIT Management Company Limited, TPL Property Management (Private) Limited, TPL Developments (Private) Limited, TPL Logistics Park (Private) Limited), TPL Investment Management Limited, TPL Life Insurance Limited, TPL Trakker Limited and its subsidiary company [i.e. Trakker Middle East LLC], TPL E-Ventures (Private) Limited and TPL Security Services (Private) Limited that have been consolidated in these consolidated financial statement.

1.2 Holding Company

TPL Holdings (Private) Limited is the Parent Company, which holds 166,830,401 (2021: 166,830,401) ordinary shares of the Company representing 62.41 percent (2021: 62.41 percent) shareholding as of the reporting date. Out of the above shareholding, 26,053,500 shares have been offered into REPO arrangement to multiples parties as of June 30, 2022.

1.3 Following are the details of TPL's subsidiaries:

Subsidiaries	Effective ownership (%)	Nature of business
TPL Insurance Limited	66.30	1.3.1
TPL Properties Limited	41.90	1.3.2
TPL Technology Zone Phase-1 (Pvt.) Limited	41.90*	1.3.2.1
TPL Property Management (Private) Limited	41.90*	1.3.2.2
TPL REIT Management Company Limited	41.90*	1.3.2.3
TPL Developments (Private) Limited	41.90*	1.3.2.4
TPL Logistic Park (Pvt.) Limited	41.89*	1.3.2.5
TPL Investment Management Limited	41.89*	1.3.2.6

Associates	Effective ownership (%)	Nature of business
TPL Security Services (Private) Limited	99.99	1.3.3
TPL Life Insurance Limited	97.32	1.3.4
TPL E-Ventures (Private) Limited	100.00	1.3.5
TPL Trakker Limited	64.32	1.3.6
Trakker Middle East LLC	32.16**	1.3.6.1
Rider Logistics (Singapore) Pte Ltd	26.98	1.3.2.5
Compareon Pakistan (Private) Limited	-*	-

* Sub-subsidiary of TPLP as at reporting date.
** Sub-subsidiary of TPLT as at reporting date.
*** Indirect associates by virtue of TPLE

1.3.1 TPL Insurance Limited [TPLI]

TPLI was incorporated in Pakistan in 1992 as a public limited company under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). The principal activity of TPLI is to carry on general insurance business. TPLI was allowed to work as Window Takaful operator on September 04, 2014 by Securities and Exchange Commission of Pakistan (SECP) under SECP Takaful Rules, 2012 to carry on General Window Takaful operations in Pakistan. In this regard, TPLI has formed a Waqf/Participant Takaful Fund (PTF), which is managed by TPLI under the waqf deed. TPLI is listed on Pakistan Stock Exchange Limited with effect from September 22, 2011. The financial year end of TPLI is December 31.

In terms of the requirements of the Takaful Rules 2012 and General Takaful Accounting Regulations 2019, read with SECP Circular 25 of 2015 dated July 09, 2015, the PTF was not consolidated with the conventional insurance business. However, as per SECP letter number ID/MDPR/GTAR/2020/760 dated February 19, 2020, the Company had been granted relaxation from the above requirements and had been allowed line by line consolidation of financial statements of conventional and WTO (including PTF) upto the period ending December 31, 2020. In addition, SECP in its letter number ID/PRDD/GTAR/2015/2478 dated May 13, 2022 has extended the extension upto the period ending December 31, 2022. Therefore, these consolidated financial statements of the Group includes the consolidated financial position, results of operations and cashflows of the conventional business and WTO (including PTF) for the period ended June 30, 2022.

1.3.2 TPL Properties Limited [TPLP]

TPLP was incorporated in Pakistan as a private limited company on February 14, 2007 under the repealed Companies Ordinance, 1984. In 2016, the Company had changed its status from private limited company to public company and was listed on the Pakistan Stock Exchange Limited. The principal activity of the TPLP is to invest, purchase, develop and build real estate and to sell, rent out or otherwise dispose of in any manner the real estate including commercial and residential buildings, houses, shops, plots or other premises. The financial year end of TPLP is June 30.

As of reporting date, the Holding Company has reassessed its defacto control over TPLP and based on such assessment, the management has concluded that the Holding Company along with other related parties has a defacto control over TPLP having the majority shareholding of 52.57 percent (2021: 51.07 percent) and representation on the board of directors of TPLP (i.e. 04 out of 08 directors) to appoint majority of the directors on Board of TPLP. Accordingly, as of June 30, 2022, the Holding Company continues to account for TPLP as it's subsidiary in these consolidated financial statements.

1.3.2.1 **TPL Technology Zone Phase-1 (Pvt.) Limited**

TPL TZ was incorporated in Pakistan as a private limited company on April 12, 2018 under the Act for the purpose of property development. As of the reporting date, TPL TZ has commenced its operations. During the year, the Company has changed its name from G-18 (Private) Limited to TPL Technology Zone Phase-I (Private) Limited . The subsidiary has been classified as held for sale for the year ended June 30, 2022.

1.3.2.2 **TPL Property Management (Pvt.) Limited [TPL PM]**

TPL PM was incorporated in Pakistan on April 10, 2020 as a private company, limited by shares under the Act. The principal business of TPLPM is to carry on the business of providing all types of facilities management, maintenance and execution of contracts of all kinds and of structure including but not limited to residential, commercial, mixed use, hotel or any other real estate developments.

1.3.2.3 **TPL REIT Management Company Limited [TPL REIT]**

TPL REIT was incorporated in Pakistan as a public limited company on October 12, 2018 under the Act. The principal activity of the entity is to carry on all or any business permitted to be carried out by a 'REIT management company' including but not limited to providing 'REIT Management Services' in accordance with the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003. However, as of the reporting date, TPL REIT has commenced its operations.

1.3.2.4 **TPL Developments (Private) Limited**

TPL Development (Private) Limited (the Company) was incorporated in Pakistan on April 13, 2022 as a Private Company, limited by shares under the Companies Act, 2017 (the Act). The principal business of the entity is to carry on the business of providing all types of facilities management, maintenance and execution of contracts of all kinds and of structure including but not limited to residential, commercial, mixed use, hotel or any other real estate developments. The registered office of the Company is 20th Floor, Sky Tower - East Wing, Dolmen City, Block 4, Clifton, Karachi.

1.3.2.5 **TPL Logistics Park (Private) Limited [TPL LP]**

TPL LP was incorporated in Pakistan on December 11, 2019 as a private company, limited by shares under the Companies Act, 2017 (the Act). The principal business of TPL LP is to carry on the business of TPLP and to coordinate and regulate the administration, finances, activities and business of the subsidiaries, shareholding interests in other companies and to undertake and carry out all such services in connection therewith. However, as of the reporting date, TPL LP has not commenced its business operations.

1.3.2.6 **TPL Investment Management Limited**

TPL Investment Management Limited was incorporated in the Abu Dhabi Global Markets as a Private Company Limited by Shares on April 28, 2022 pursuant to the Abu Dhabi Global Market Companies (Amendment No. 1) Regulations, 2020. The principal activity of the entity is to manage collective investment funds and assets.

1.3.3 **TPL Security Services (Private) Limited [TPLSS]**

TPLSS is a private limited company incorporated on May 01, 2000 in Pakistan under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). The principal activity of TPLSS is to provide security services and other surveillance related services. The financial year end of TPLSS is June 30.

1.3.4 **TPL Life Insurance Limited [TPLL]**

TPLL was incorporated on March,19 2008 under the repealed Companies Ordinance, 1984 (now Companies Act, 2017) as a public limited company and is registered as a life insurance company with the Securities and Exchange Commission of Pakistan (SECP) under the Insurance Ordinance, 2000. TPLL obtained license to carry on life and related lines of insurance business on March 2, 2009. TPLL is engaged in life insurance business including ordinary life business, accidental and health business. On August 09, 2018, SECP has also granted Window Takaful license to TPLL to undertake Takaful Window Operation. The financial year end of TPLL is December 31.

1.3.5 **TPL E-Ventures (Private) Limited [TPLE]**

TPL E-Ventures (Private) Limited (TPLE) was incorporated in Pakistan on November 21, 2017 as a private limited company under the Companies Act, 2017. The principal activity of TPLE is to explore business and other opportunities in fintech and start-ups, facilitate start-ups in realizing business opportunities, establish and run data processing centers, computer centers, software development centers, offices and to provide consultancy and data processing software development services, both application packages and operating systems and other services, to impart training of electronic data processing, computer software and hardware to customers and others and to buy, sell, export, import and develop software, hardware, computer systems integration, network solution services and establishment of incidental infrastructural facilities, subject to permission of relevant authorities. The financial year end of TPLE is June 30.

1.3.6 **TPL Trakker Limited [TPLT]**

TPL Vehicle Tracking (Private) Limited (TPLV) was incorporated in Pakistan on December 27, 2016 as a private limited company under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). On November 30, 2017, the name of TPLV changed to TPL Trakker (Private) Limited and on January 17, 2018, the status was changed into a public company. Accordingly the name of TPLV was changed to TPL Trakker Limited (TPLT). On August 10, 2020, TPLT got listed on Pakistan Stock Exchange Limited at the strike price of Rs.12 per share The principal activity of the TPLT is installation and sale of tracking devices, vehicle tracking and fleet management and other services. The financial year end of TPLT is June 30.

1.3.6.1 **Trakker Middle East L.L.C. (TME) (sub-subsidiary)**

TME is a limited liability company registered in Abu Dhabi, United Arab Emirates. The registered office of the Company is a 18th Floor, Sidra Tower Building, Sheikh Zayed Road, TECOM, Dubai, United Arab Emirates. The principal activities of TME are selling, marketing and distribution of products and services in the field of wireless, fleet management, tracking and telemetry services.

The geographical location and addresses of business units of the Group are as under:

Location	Addresses
a) Holding Company	
Corporate office, Karachi	20th Floor, Sky Tower-East Wing, Dolmen City, HC-3-Abdul Sattar Edhi Ave, Block 4 Clifton, Karachi, Sindh 75500
b) Subsidairy companies	
Corporate / registered office at Karachi	
TPL Insurance Limited	20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Abdul Sattar Edhi Avenue, Block 4 Clifton, Karachi
TPL Properties Limited	20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Abdul Sattar Edhi Avenue, Block 4 Clifton, Karachi
TPL Property Management (Private) Limited (sub-subsidiary)	20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Abdul Sattar Edhi Avenue, Block 4 Clifton, Karachi
TPL Logistic Park (Private) Limited Limited (sub-subsidiary)	20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Abdul Sattar Edhi Avenue, Block 4 Clifton, Karachi
TPL Technology Zone Phase-1 (Private) Limited (sub-subsidiary)	20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Abdul Sattar Edhi Avenue, Block 4 Clifton, Karachi
TPL REIT Management Company Limited (sub-subsidiary)	20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Abdul Sattar Edhi Avenue, Block 4 Clifton, Karachi
TPL Life Insurance Limited	20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Abdul Sattar Edhi Avenue, Block 4 Clifton, Karachi
TPL Trakker Limited	20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Abdul Sattar Edhi Avenue, Block 4 Clifton, Karachi
Trakker Middle East L.L.C. (sub-subsidiary)	1805, Sidra Tower, Al Sufouh 1, Sheikh Zayed Road, Dubai, United Arab Emirates
TPL Security Services (Private) Limited	20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Abdul Sattar Edhi Avenue, Block 4 Clifton, Karachi
TPL E-Ventures (Private) Limited	20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Abdul Sattar Edhi Avenue, Block 4 Clifton, Karachi
TPL Investment Management	4,6,AL Sarab Tower, Abu Dhabi Global Market Sq., Al Maryah Island, Abu Dhabi, UAE.

Regional offices:

Hyderabad office	A-8 District Council Complex, Hyderabad.
Lahore office	Tower 75, 4th Floor, L Block, Gulberg III, Kalma Chow, Main Ferozpur Road, Lahore.
Islamabad office	10th floor (South) ISE Towers, 55-B, Jinnah Avenue, Blue Area, Islamabad.
Faisalabad office	Office No. 2, 4th Floor, Mezan Executive Tower, Liaqat Road, Faisalabad.
Multan office	House No. 2, Shalimar Colony, Haider Street, Bosan Road (near Toyota Multan), Multan.

2 BASIS OF CONSOLIDATION

These consolidated financial statements comprise the financial statements of the Holding Company and its subsidiaries and its associate as at and for the year ended June 30, 2022.

2.1 Subsidiaries

Subsidiaries are those entities over which the Group has the power to govern the financial and operating policies generally acting as Holding Company, a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are consolidated from the date on which the control is transferred to the Group. They are derecognised from the date control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries. The consideration transferred for the acquisition is the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of exchange. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

The excess of the consideration transferred and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in case of a bargain purchase, the difference is recognised in consolidated statement of profit or loss.

The assets and liabilities of subsidiary companies have been consolidated on a line by line basis and the carrying value of investments held by the Holding Company is eliminated against the subsidiaries' shareholders' equity in the consolidated financial statements. All material intra-group transactions and balances are eliminated in full.

The financial statements of the subsidiaries are not prepared for the same reporting year as the Holding Company. The accounting policies for subsidiary companies have been changed to ensure consistency with the policies adopted by the Holding Company, where necessary.

Non - controlling interests represent the portion of profit or loss and net assets that is not held by the Group and are presented separately in the consolidated statement of profit or loss and within equity in the consolidated statement of financial position, separately from Holding Company shareholders' equity. Transactions with non - controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity.

2.2 **Associates**

Associated companies are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting rights of another entity.

The associate of the Group is accounted for using the equity method (equity accounted investees) and is recognised initially at cost. The Group's investment includes goodwill identified on acquisition, net of any accumulated impairment loss. The consolidated financial statements include the Group's share of the income and expenses and equity movements of equity accounted investees, after adjustments to align with the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of loss exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments) is reduced to nil and the recognition of further loss is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

The carrying amount of investment in associate is reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the investment is estimated which is higher of its value in use and its fair value less costs to sell. An impairment loss is recognized if the carrying amount exceeds its recoverable amount and is charged to the consolidated statement of profit or loss. An impairment loss is reversed if there has been a change in estimates used to determine the recoverable amount but limited to the extent of carrying amount that would have been determined if no impairment loss had been recognized. A reversal of impairment loss is recognized in the consolidated statement of profit or loss.

3 BASIS OF PREPARATION

3.1 Statement of compliance

These consolidated 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 (IFRSs) issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017; and
- Provision of and directives issued under the Companies Act, 2017.

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

3.2 Basis of measurement

These consolidated financial statements have been prepared under the historical cost convention except that:

- certain items of property, plant and equipment are stated at revalued amount;
- certain financial assets are carried at fair value;
- liability on account of frequent flyer programme is recognised at fair value;
- defined benefit obligations are stated at present value; and
- provision for redelivery cost of aircrafts and engines are stated at present value;

3.3 Functional and presentation currency

Items included in the consolidated financial statements relating to each entity of the Group are measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Pakistani Rupees, which is the Holding Company functional and presentation currency.

The US Dollar/Euro amounts reported in the consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of comprehensive income and consolidated statement of cash flows are stated as additional information, solely for the convenience of the users of these consolidated financial statements.

4 NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS TO PUBLISHED APPROVED ACCOUNTING STANDARDS

4.1 New accounting standards, amendments and IFRS interpretations that are effective for the year ended June 30, 2022

The following stantdards, amendments and interpretations are effective for the year ended June 30, 2022. These standards, amendments and interpretations are either not relevant to the Company's operations or are not expected to have significant impact on the financial statements other than certain additional disclosures.

The following amendments to the approved accounting standards as applicable in Pakistan would be effective from the dates mentioned below against the respective standard:

	Effective date (annual periods beginning on or after)
Interest Rate Benchmark Reform - Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)	January 01, 2021
Amendments to IFRS 16 'Leases' - Extended practical relief regarding Covid - 19 related rent consessions	April 01, 2021

4.2 **Standards / amendments not yet effective**

The following standards, amendments and interpretations are only effective for accounting periods, beginning on or after the date mentioned against each of them. These standards, amendments and interpretations are either not relevant to the Company's operations or are not expected to have significant impact on the Company's financial statements other than certain additional disclosures.

Amendmends to IFRS 3 'Business Combinations' - Reference to the conceptual framework	January 01, 2022

	Effective date (annual periods beginning on or after)
Amendments to IAS 1'Presentation of Financial Statements' - Disclosure of Accounting Policies	January 01, 2024
Amendmends to IAS 1 'Presentation of Financial Statements' - Disclosure of Accounting Policies	January 01, 2023
Amendments to IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' - Definition of Accounting Estimates	January 01, 2023
Amendments to IAS 12 'Income Taxes' - Deferred Tax related to Assets and Liabilities arising from a single transaction	January 01, 2023
Amendmends to IAS 16 'Property, Plant and Equipment' - Proceeds before intended use	January 01, 2022
Amendmends to IAS 37 'Provisions, Contingent Liabilities and Contingent Assets' - Onerous Contracts - Cost of fulfilling a contract	January 01, 2022

Certain annual improvements have also been made to a number of IFRSs.

The following new standards and interpretations have been issued by the International Accounting Standards Board (IASB), which have not been adopted locally by the Securities and Exchange Commission of Pakistan (SECP):

IFRS 1 - First time adoption of IFRSs
IFRS 17 - Insurance Contracts

The Holding Company expects that the adoption of such amendments and interpretations of the standards which will not have any material impact and therefore will not affect the Holding Company's financial statements in the period of initial application.

4.3 **Significant accounting judgments, estimates and assumptions**

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In the process of applying the Group's accounting policies, management has made the following estimates and judgments which are significant to these consolidated financial statements:

a) Operating fixed assets and intangible assets

The Group reviews the useful lives, methods of depreciation / amortisation and residual values of operating fixed assets and intangible assets on the reporting date. Any change in the estimates in future years might affect the carrying amounts of the respective items of operating fixed assets and intangible assets with a corresponding effect on the depreciation / amortisation charge and impairment. The Group assesses at each reporting date whether there is any indication that assets may be impaired. If such indication exists, the carrying amounts of such assets are reviewed to assess whether they are recorded in excess of their recoverable amount. Where carrying value exceeds recoverable amount, assets are written down to the recoverable amounts and the resulting impairment loss is recognized as expense in the profit or loss, unless the asset is carried at revalued amount. Any impairment loss of revalued assets is treated as revaluation decrease.

b) Investment properties

The Group carries its investment properties at fair value, with changes in fair value being recognised in the profit or loss. An independent valuation specialist is engaged by the Group to assess fair value of investment property based on values with reference to market-based evidence, using comparable prices adjusted for specific market factors such as nature, location and condition of the property.

c) Classification of properties

The Group determines whether a property is classified as investment property or development property. Investment property comprises land and buildings (principally offices, commercial warehouse and retail property) that are not occupied substantially for use by, or in the operations of, the Group, nor for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation. These buildings are substantially rented to tenants and not intended to be sold in the ordinary course of business. Development property comprises property that is held/constructed for sale in the ordinary course of business and principally covers residential property that the Group is developing and intends to sell before or on completion of construction.

d) Stock-in-trade / development properties

The Group reviews the net realisable value of stock-in-trade / development properties to assess any diminution in the respective carrying values. Net realisable value is determined with reference to estimated selling price less estimated expenditure to make the sales.

e) Allowance for expected credit losses

The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information.

The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. Any change might affect the carrying value and amount of expected credit loss charge to profit or loss.

f) Recognition of tax and deferred tax

The provision for taxation is accounted for by the Group after taking into account the relevant laws and decisions taken by appellate authorities. Instances, where the Group's view differs from the view taken by the tax authorities at the assessment stage and where the Group considers that its view on items of material nature is in accordance with law, the amounts are shown as contingent liabilities / assets.

Significant management judgement is required to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies. The management consider tax consequences that would follow from the manner in which the entity expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

g) Policyholders liabilities

Policyholders' liabilities are calculated by the appointed actuary on the basis of assumptions. calculation for premium deficiency reserve and claims incurred but not reported (IBNR) is calculated by the appointed actuary on the basis of assumptions that the claim lag patterns will follow the historical trend experience. If for any policy the reserve is negative, the negative value is excluded and the reserves for the policies is set equal to zero.

(i) Mortality, morbidity and interest bases adopted

SECP vide its Circular 17/2013 dated September 13, 2013 has stipulated that SLIC(2001-05) individual life mortality table published by Pakistan Society of Actuaries be used as the minimum valuation basis prescribed under SECP's notification S.R.O 16(1)/2012. A test was previously conducted to compare the existing valuation basis i.e. EFU (1961-66) mortality table with the minimum valuation basis SLIC (2001-05) for the relevant reserves. The test revealed that the existing valuation basis was more prudent than the minimum valuation basis and therefore, it was considered to be more appropriate to continue with the existing valuation basis.

The rate of discount was taken as 3.75% in line with the requirements under SECP's notification S.R.O 16(1)/2012, for determining reserves of traditional products and supplementary coverage. Any differential between the assumed rate and the actual rate is intended to be available to the Group for meeting its administrative expenses. The general principles adopted in the actuarial valuation to estimate policyholders' liabilities includes following:

a) In respect of Unit Linked policies, the reserve for bid value of allocated units is calculated using the latest bid value of units and the total number of units belonging to policyholders' accounts as at the valuation date. The amount is held as a reserve since it represents the current value of amounts that will be payable to policyholders at the time when a maturity, death or surrender claim is filed. The latest bid value is the last "announced" bid price at the valuation date.
b) group life insurance, individual accident & health insurance and group accident & health have been valued using unearned gross premium.
c) unearned premium reserves have been maintained for all riders.
d) reinsurance premium reserves have been maintained on an unearned premium basis.
e) reserves have been maintained for Incurred But Not Reported (IBNR) claims, using the chain ladder method for IBNR reserves.
f) For unit linked polices unearned premium reserves has been calculated for mortality charges only.
g) If for any policy the reserve is negative, the negative value is excluded and the reserves for the policies is set equal to zero.

ii) Surrenders

For the purpose of conventional business, no provision has been made for lapses and surrenders. This gives prudence to the value placed on the liability by not taking any credits for the profits made on surrenders.

iii) Claims provision

a) Provisions have been made in respect of all intimated claims. Most claims require lump sum payments, and reserves have been maintained in each Statutory Fund, where applicable.

b) Adequate reserves have also been maintained for Incurred But Not Reported (IBNR) claims. The IBNR is determined based on chain ladder method that analyses the time lag between the claim occurrence date and claim reported date from the Group's own experience.

Other areas where judgments, estimates and assumptions involved are disclosed in respective notes to these consolidated financial statements.

4.4 Property, plant and equipment

4.4.1 Owned

Property, plant and equipment (except for leasehold land and buildings on leasehold land) are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Leasehold land and buildings on leasehold land are stated at revalued amounts, which are the fair value at the date of revaluation. Subsequently, these are stated at revalued amounts less subsequent accumulated depreciation and subsequent accumualted impairment losses, if any. Depreciation is charged to profit or loss applying the straight-line method. Depreciation on additions during the year is charged from the month of addition when the asset is available for use, whereas, depreciation on disposals is charged upto the month in which the disposal takes place.

Rates of depreciation which are disclosed in note 5.1 to these consolidated financial statements are designed to write-off the cost over the estimated useful lives of the assets. Major renewals and improvements for assets are capitalised and the assets so replaced, if any, are retired. Maintenance and normal repairs are charged to profit or loss, as and when incurred.

Assets residual values, useful lives and method of depreciation are reviewed and adjusted, if appropriate at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount at the reporting date. Accumulated depreciation at the date of the revaluation is eliminated against the gross carrying amount of the asset and the net amount restated to the revalued amount of the asset.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains or losses on disposal or retirement of an asset represented by the difference between the sale proceeds and the carrying amount of the asset is charged to profit or loss.

4.4.2 **Capital work-in-progress**

Capital work-in-progress is stated at cost less accumulated impairment losses, if any, and consists of expenditure incurred and advances made in respect of operating fixed assets in the course of their acquisition, erection, construction and installation. The assets are transferred to relevant

4.4.3 **Surplus on revaluation of property, plant and equipment**

A revaluation surplus is recorded in other comprehensive income and credited to the asset revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit or loss. A revaluation deficit is recognised in the profit or loss, except to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation surplus.

An annual transfer from the asset revaluation surplus to unappropriated profit is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred to unappropriated profit.

4.5 **Intangible assets**

Intangible assets other than goodwill, management rights, customers related intangible assets and marketing related intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses, if any. Goodwill, management rights, customers related intangible assets and marketing related intangible assets are stated at cost less accumulated impairment losses, if any, as their useful life is indefinite and are tested for impairment annually. For other intangibles, amortisation is charged to the profit or loss applying the straight line method, whereby, the cost of intangible asset is written off over its useful economic life. The amortisation rate of the intangible assets are stated in note 8.1 to these consolidated financial statements. Full month's amortisation is charged in the month of addition when the asset is available for use, whereas, amortisation on disposals is charged upto the month in which the disposal takes place.

4.5.1 **Intangible assets under development**

Intangible assets under development are stated at cost less accumulated impairment losses, if any, and are tested for impairment annually. It consists of expenditure incurred and advances made in respect of intangible assets under developement in the course of their acquisition, erection, development and installation. The assets are transferred to relevant category of intangible assets when they are available for use.

4.5.2 **Business combinations and Goodwill**

The Group uses acquisition method of accounting for acquisition of assets or class of assets, whereby, the purchase consideration is allocated to the identifiable assets, liabilities and contingent liabilities assumed based on the fair value at the date of acquisition. Acquisition related costs are expensed as incurred and included in administrative expenses.

Goodwill is initially measured at the acquisition date, being the excess of:

a) the aggregate of consideration transferred, the amount of any non-controlling interest in the acquiree and in a business combination achieved in stages, the acquisition date fair value of the previously held equity interest in the acquiree; and

b) the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed.

In case the fair value attributable to the Group's interest in the identifiable net assets exceeds the fair value of consideration, the Group recognises the resulting gain in the profit or loss on the acquisition date.

Goodwill acquired in a business combination is measured subsequent to initial recognition, at cost less accumulated impairment losses, if any, and is tested annually or whenever, there is an indication of impairment. Impairment loss in respect of goodwill is recognised in profit or loss.

4.6 Leases

The Group assess at contract inception whether a contract is, or contain a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

4.6.1 Group as a lessee

The Group acts as a lessee and applies a single recognition and measurement approach for all the leases except for short-term leases and leases of low value assets (if any). The Group recognises lease liability to make lease payments and right-of-use assets representing the right to use the underlying assets.

a) Right-of-use assets

The Group recognises right-of-use assets (ROU assets) at the commencement date of the lease (i.e., the date the underlying asset is available for use). ROU assets are measured at cost less any accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of lease liabilities, if any. The cost of ROU assets includes the amount of lease liabilities recognised, initial direct costs incurred, if any, and lease payments made at or before the commencement date less any lease incentives received. Unless the group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised ROU assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term, on the rates as disclosed in the note 7.1 to these consolidated financial statements. ROU assets are subject to impairment.

b) Lease liabilities

At the commencement date of the lease, the group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option (if any) reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has the option, under its lease arrangements to lease the assets for additional term under the contract. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy). Any change is accounted for change in estimate and applied prospectively with corresponding change in ROU assets and lease liabilities.

c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

4.6.2 Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

4.7 Investment properties

Investment property comprises completed property and property under construction that is held to earn rentals or for capital appreciation or both.

Investment property is measured initially at cost including transaction costs. Transaction costs include transfer taxes, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be capable of operating. The carrying amount also includes the cost of replacing part of an existing investment property at the time that cost is incurred, if the recognition criteria is met.

Subsequent to initial recognition, investment property is stated at fair value which reflects market condition at reporting date. Gains or losses arising from changes in the fair values are included in the proft or loss in the year in which they arise, including the corresponding tax effect, if any. Fair values are determined based on an annual valuation performed by an accredited independent valuer.

Investment property under construction is measured at cost less accumulated impairment losses, if any. Cost includes the cost of land acquired for the development of project and other purchase cost, related government taxes, construction cost, borrowing cost and other overheads necessary to bring the premises for capital appreciation or rental earnings.

Investment property is derecognised when it has been disposed of or permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the derecognition of investment property are recognised in the profit or loss in the year of retirement or disposal. Gain or loss on the disposal of investment property are determined as the difference between net disposal proceeds and the carrying value of the asset.

Transfers are made to or from the investment property only when there is a change in use. For a transfer from investment property to owner-occupied, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment upto the date of change in use.

Maintenance and normal repairs are charged to consolidated statement of profit or loss and other comprehensive income, as and when incurred. Major renewals and improvements, if any, are capitalized, if recognition criteria is met.

4.8 Stock-in-trade

Stock-in-trade is valued at the lower of cost, determined on a first-in-first-out basis and net realisable value. Items in transit are valued at cost comprising invoice value plus other charges incurred thereon.

Spare parts and loose tools are valued at lower of weighted average cost and net realisable value, except items in transit, which are stated at cost. Spare parts and loose tools are charged to cost of goods sold on an estimated consumption pattern.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessarily to be incurred to make the sale.

4.9 Development properties

Property acquired, constructed or in the course of construction for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is classified as development properties. The Group will sell the completed housing units and not providing any construction services as a contractor engaged by the buyer. In addition, the buyer of housing units does not have an ability to specify the major structural elements of the design or major structural changes before construction and / or construction is in progress. All project costs incurred or to be incurred till the completion of project are capitalised as development properties and is stated in lower of cost and net realisable value. Accordingly, the cost of development properties under construction includes:

a) cost of leasehold land;

b) amounts paid to contractors for construction; and

c) planning and design costs, cost of site preparation, professional fee for legal services, property transfer taxes, development charges, construction overheads and other related costs necessary to bring the premises in saleable condition.

d) contractors for developing inner perimeter, including but not limited to road development, amenities and utilities and other infrastructure.

Net realisable value is the estimated selling price in the ordinary course of business, based on market prices less costs to completion and the estimated costs of sale.

4.10 **Financial instruments**

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

4.10.1 **Financial assets**

4.10.1.1 **Initial recognition and measurement**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade debts, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade debts are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

4.10.1.2 **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified into following categories:

a) **Financial assets at amortised cost (debt instruments)**

This category is the most relevant to the Group. The Group measures financial assets at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model with the objective 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.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

b) Financial assets designated at fair value through OCI with recycling of cumulative gains and losses (debt instruments)

The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; 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.

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

c) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as dividend income in the profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group elected to classify irrevocably its listed and non-listed equity investments, if any, under this category.

d) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the profit or loss.

This category includes listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognised as dividend income in the profit or loss when the right of payment has been established.

4.10.1.3 **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

4.10.1.4 **Impairment**

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. For trade, lease and other receivables (if any), the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. For other assets including deposits, accrued interest and bank balances that are held with reputational banks and other third parties, the Group applies low credit risk simplifications. At each reporting date, the Group evaluates whether these assets are considered to have low credit risk using all reasonable and supportable information that is available without un-due cost or effort including their credit ratings assessed by reputable agencies and therefore assessed to have immaterial impact of allowances for ECL.

The Group considers a financial asset in default when contractual payments are past due over the agreed terms. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

4.10.2 **Financial liabilities**

4.10.2.1 **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

4.10.2.2 **Subsequent measurement**

The measurement of financial liablities depends on their classificaiton, as described below:

a) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied.

b) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the profit or loss.

4.10.2.3 **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When 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 or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the profit or loss.

4.10.3 **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.10.4 For life insurance business, the Group has adopted for temporary exemption to apply IFRS 9 'Financial Instruments' with IFRS 17 'Insurance Contracts'. However, for the general insurance businesses though the group, initially elected to apply temporary exemption from IFRS 9, however in previous year the Group adopted and applied IFRS 9 using the modified restrospective method of adoption. The adoption of IFRS 9 by general insurance business does not have any impact on opening retained earnings and the only change relates to classification and measurement of financial assets and financial liabilities as follows:

i) all the investments in units of mutual funds previously classified as 'available-for-sale' will be re-classified as 'at fair value through profit or loss' as such investments are managed on a fair value basis and are held for trading purposes in accordance with the objectives of the Company. Further, return on mutual funds is not considered as solely payments of principal and interest.

ii) The investment in term finance certificates previously classified as "available-for-sale" will be reclassified as 'fair value through other comprehensive income' as per the business model of TIL and characteristics of the financial instrument.

Considering the nature of the financial assets related to general insurance business, the Group has applied the simplified approach allowed under IFRS 9 and has calculated ECL based on life time ECL. For this purpose, the Group has conducted an exercise to assess the impairment of its financial assets relating to general insurance business using credit rating of the counterparties/instruments and the related probability of default factors. Based on the above approach, the impact of ECL is not considered as material to these consolidated financial statements.

4.11 **Impairment of non-financial assets, goodwill and investments in associates**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The fair value less costs to sell calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs to sell of the asset.

In determining fair value less costs to sell, the recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other fair value indicators.

Goodwill is tested for impairment annually at year end and when the circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash generating unit (CGU) or group of CGUs to which the goodwill relates. When the recoverable amount of CGU is less than its carrying amount, an impairment loss is recognised.

Intangible assets with indefinite useful lives are tested for impairment annually at year end either individually or at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's recoverable amount.

A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the profit or loss.

Impairment losses relating to goodwill are not reversed in future periods.

4.12 **Cash and cash equivalents**

Cash and cash equivalents are stated at cost and are defined as cash in hand, cash at banks and short-term highly liquid investments that are readily convertible to known amounts of cash and subject to insignificant risk of changes in value. For the purpose of cash flow statement, cash and cash equivalents comprise bank balances including short-term deposits net of bank overdraft, if any.

4.13 Non-current assets held for sale

The Group classifies non-current assets (principally investment property) as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale is expected to be completed within one year from the date of the classification.

Assets and liabilities classified as held for sale are presented separately in the statement of financial position.

4.14 Staff retirement benefits

4.14.1 Defined contribution plan

The Group operates a recognised provident fund (defined contribution scheme) for its permanent employees who have completed the minimum qualifying period of service. Equal monthly contributions are made, both by the Group and the employees at the rate of 8.33 percent of the basic salary. The contribution of the Group for the year is charged to the profit or loss.

4.14.2 Defined benefit plan

a) TSS operates an unfunded gratuity scheme covering all its employees completing the minimum qualifying period of 1 year of service under the scheme.

b) TME operates an unfunded gratuity scheme covering all its employees in United Arab Emirates on the basis prescribed in the United Arab Emirates labour law, for the accumulated period of service at the date of statement of financial postion.

4.15 Taxation

Current

Provision for current taxation is computed on taxable income at the current rates of taxation, after taking into account tax credits and rebates available, if any, in accordance with the provision of the Income Tax Ordinance, 2001. It also includes any adjustment to tax payable in respect of prior years. However, for income covered under final tax regime, taxation is based on applicable tax rates under such regime.

Deferred

Deferred tax is recognised using the balance sheet method, on all temporary differences arising at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, while deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax losses and unused tax credits, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry forwards of unused tax losses and unused tax credits can be utilised.

The carrying amount of deferred tax asset is reviewed at each reporting 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 asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantially enacted at the reporting date. Deferred tax is charged or credited to the profit or loss.

Deferred tax relating to items recognised directly in the other comprehensive income is recognised in the other comprehensive income and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if there is a legally enforceable right to offset current tax assets and liabilities and they relate to the income tax levied by the same tax authority.

4.16 Government grant

Government grant is recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant related to an expense item, it is recognised in the statement of profit or loss on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

4.17 Provisions

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

4.18 Operating leases / Ijarah agreements

Leases, where a significant portion of the risks and rewards of ownership are retained by the lessor, are classified as operating lease. Payments made under operating leases (net of any incentives received from the lessor) / ijarah agreements are charged to the profit or loss on a straight line basis over the lease / ijarah term.

4.19 Revenue recognition

4.19.1 **Revenue from Contract with Customers**

Revenue from contracts with customers is recognised when control of the goods and services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods and services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods and services before transferring them to the customer.

a) Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer i.e. when goods are installed / delivered. Revenue from rendering of monitoring services is recognised over the time i.e. as and when services are rendered. Revenue from rendering of other associated services are recognised at the point in time when services are rendered.

b) Revenue from sale of goods and rendering of maps navigation services is recognised at the point in time when control of the goods and services are transferred to the customer, generally on delivery of goods and rendering services for installation of goods.

c) Revenue from rendering e-ticketing services is recognised at point in time i.e. when services are rendered to the customers.

d) Revenue for providing security services is recognised over the time, when services are rendered to the customers.

e) Revenue from rendering of escort rental services is recognised over the time i.e. when services are rendered to the customer.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., right of returns, volume rebates). In determining the transaction price for the sale of goods and maps navigation services, the Group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Contract assets

A contract asset is the right to consideration in exchange for goods transferred to the customer. If the Group performs by transferring goods to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. (see accounting policies of financial assets as disclosed in note 4.10.1 to consolidated these financial statements).

Trade debts

Trade debts is recognised if an amount of consideration that is unconditional is due from the customer (i.e. only the passage of time is required before payment of the consideration is due) [see accounting policies of financial assets as disclosed in note 4.10.1 to these consolidated financial statements].

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e. transfers control of the related goods to the customer).

4.19.2 **Income from Investment properties**

a) Rental income

Rental income arising from operating leases on investment property is accounted for on a straight-line basis over the lease term and is included in revenue in the profit or loss due to its operating nature, except for contingent rental income which is recognised when it arises. Initial direct costs incurred in negotiating and arranging an operating lease are recognised as an expense over the lease term on the same basis as the lease income.

Lease incentives that are paid or payable to the lessee are deducted from lease payments. Accordingly, tenant lease incentives are recognised as a reduction of rental revenue on a straight-line basis over the term of the lease. The lease term is the non-cancellable period of the lease together with any further term for whichthe tenant has the option to continue the lease, where, at the inception of the lease, the Group is reasonably certain that the tenant will exercise that option.

Rent receivables

Rent receivables are recognised at their original invoiced value except where the time value of money is material, in which case rent receivables are recognised at fair value and subsequently measured at amortised cost. (see accounting policies on financial assets as dislcosed in note 4.10.1 to these consolidated financial statements).

Advance from tenants

Advance from tenants against rent is charged to profit and loss based on contractual arrangements with the tenants.

b) Revenue from contracts of services with tenants

The Group is providing building management services to tenants such services include maintenance services, electricity and conditioning service and other IT services. Revenue from contracts with customers is recognised over the period when the services to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange of services.

Revenue from the rendering of services is recognised over the time when the servicves are rendered to the customers, generally over the contract. These services are specified in a separate service arrangement with the tenants and invoiced separately.

In respect of the revenue component, these services represent a series of daily services that are individually satisfied over time because the tenants simultaneously receive and consume the benefits provided by the Group. The Group applies the time elapsed method to measure progress. The consideration charged to tenants for these services is based on an agreed rates specified in the services arrangements. The variable consideration only relates to the non-lease component and is allocated to each distinct period of service (i.e., each day) as it meets the variable consideration allocation exception criteria.

Receivable against services

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due) [see accounting policies of financial assets as disclosed in note 4.10.1 to these consolidated financial statements].

4.19.3 **Other revenues**

a) Revenue from sale of residential property is recognised when both: (i) construction is complete; and (ii) legal title to the property has been transferred.

b) The revenue recognition policies for premium and commission from reinsurer are given under the notes 4.20.1 and 4.20.2 below.

c) Gain / loss on sale / redemption of investments is taken to profit or loss in the year of sale / redemption.

d) Income from held to maturity investments is recognised on a time proportionate basis taking account the effective yield on the investments.

e) Dividend income is recognised when the right to receive the dividend is established.

f) Income on bank accounts is recorded using effective interest rate.

g) Other income, if any, is recognized on accrual basis.

4.20 **Insurance related policies**

4.20.1 **Insurance contracts**

Insurance contracts are those contracts where the Group (the insurer) has accepted significant insurance risk from another party (the policy holders) by agreeing to compensate the policyholders if a specified uncertain future event (the insured event) adversely affects the policyholders.

General Insurance

The Group underwrites non-life insurance contracts that can be categorised into fire and property damage, marine, aviation and transport, health, motor and miscellaneous contracts. Contracts may be concluded for a fixed term of one year, for less than one year and in some cases for more than one year. However, most of the contracts are for twelve months duration. Insurance contracts entered into by the Group under which the contract holder is another insurer (inwards reinsurance) of a facultative nature are included within the individual category of insurance contracts, other than those which fall under Treaty. The insurance risk involved in these contracts is similar to the contracts undertaken by the Group as insurer.

Fire and property insurance contracts mainly compensate the customers for damage suffered to their property. Customers who undertake commercial activities on their premises could also receive compensation for the loss of earnings caused by the inability to use the insured properties in their business activities (business interruption cover).

Marine, aviation and transport class of business provides coverage against loss and damage to goods in transit by any means of conveyance, physical loss or damage to aircraft, ships and liabilities to third parties and passengers arising from their use.

Motor insurance covers physical loss or damage to the vehicle and liabilities to third parties as provided under the requirements of the Motor Vehicle Ordinance, 1965.

All other insurances like cash in hand, cash in transit, personal accident, travel are included under miscellaneous insurance cover.

The Group neither issues investments contracts nor does it issue insurance contracts with discretionary participation features (DPF).

These contracts are made with group companies, corporate clients and individuals residing or located in Pakistan.

Life insurance

Insurance contracts represent contracts with policy holders and reinsurers.

Those contracts where the Group (the insurer) accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholders if a specified uncertain future event (the insured event) adversely affects the policyholders.

Those insurance contracts that are issued by one insurer (the reinsurer) to compensate another insurer (the cedant) for losses on one or more contracts issued by the cedant are reinsurance contracts.

The Group enters into insurance contracts with policyholders which are divided into following two major categories:

Group insurance contracts

The Group offers group life and group health to its clients. The risk underwritten is mainly death, hospitalization and disability. The group insurance contracts are issued typically on yearly renewable term basis.

Individual insurance contracts

Individual life unit linked policies are regular life policies, where policy value is determined as per the underlying assets' value. Various types of riders (Accidental Death, Family Income Benefit, etc.) are also sold along with the basic policies.

Individual health contracts are mainly protection policies sold to a wide cross-section of population with different income levels. The risk underwritten is medical expenses related to outpatient services and hospitalization.

4.20.2 Premium

General insurance

Premium income under a policy is recognized, evenly over the period of insurance from the date of issuance of the policy till the date of its expiry. Administrative surcharge is recognised as income at the time policies are written.

Revenue from premiums is determined after taking into account the unearned portion of premium by applying 1/24th method as prescribed by the Insurance Rules, 2017. The unearned portion of premium income is recognised as liability.

Premium due but unpaid under insurance contracts are recognised when due, at the fair value of the consideration receivable less provision for doubtful debts, if any. If there is objective evidence that the receivable is impaired, the Group reduces the carrying amount of the receivable accordingly and recognizes it as impairment loss.

Life insurance

First year individual life and individual accident & health premiums are recognized once the related policy have been issued and premiums received. Renewal premiums are recognized upon receipt of premium provided the policy is still in force.

Premiums for group life, group health business are recognized as and when due. Receivables under insurance contracts are recognized when due, at the fair value of the consideration receivable less provision for doubtful debts, if any. If there is objective evidence that the receivable is impaired, the Group reduces the carrying amount of the receivable accordingly and recognizes it as impairment loss.

4.20.3 **Reinsurance contracts**

General Insurance

Insurance contracts entered into by the Group with reinsurers for compensation of losses suffered on insurance contracts issued are reinsurance contracts. These reinsurance contracts include both facultative and treaty arrangement contracts and are classified in same categories of insurance contracts for the purpose of these consolidated financial statements. The Group recognises the entitled benefits under the contract as various reinsurance assets. Outward reinsurance premiums are accounted for in the same period as the related premiums for the direct or accepted reinsurance business being reinsured.

Reinsurance liabilities represent balances due to reinsurance companies. Amounts payable are estimated in a manner consistent with the related reinsurance contract. Reinsurance assets represent balances due from reinsurance companies. Amounts recoverable from reinsurers are estimated in a manner consistent with the provision for outstanding claims or settled claims associated with the reinsurance policies and are in accordance with the related reinsurance contract.

The deferred portion of reinsurance premium ceded is recognised as a prepayment which is calculated by using 1/24 method as prescribed by the Insurance Rules, 2017.

Reinsurance assets are not offset against related insurance liabilities. Income or expenses from reinsurance contract are not offset against expenses or income from related insurance assets.

The Group assesses its reinsurance assets for impairment on reporting date. If there is an objective evidence that the reinsurance asset is impaired, the Group reduces the carrying amount of the reinsurance asset to its recoverable amount and recognises that impairment loss in the profit or loss.

Life insurance

Reinsurance premiums are recognised at the same time when the premium income is recognised. It is measured in line with the terms and condition of the reinsurance treaties.

Reinsurance liabilities represents balances due to reinsurance companies. Reinsurance liabllities are estimated in a manner consistent with the related reinsurance contract. Reinsurance assets represent balance due from reinsurance companies which are stated on the basis of amount receivable under the respective contract after considering any impairment in the value of such assets.

Reinsurance assets are not offset against related insurance liabilities. Income or expenses from reinsurance contract are not offset against expenses or income from related insurance assets as required by Insurance Ordinance, 2000.

4.20.4 **Claims expense**

General insurance

Insurance claims include all claims incurred during the year, whether reported or not, related internal and external claims handling costs that are directly related to the processing and settlement of claims, and any adjustments to claims outstanding from previous years.

The Group recognises liability in respect of all claims incurred upto the reporting date which is measured at the undiscounted value of the expected future payments. The claims are considered to be incurred at the time of the incident giving rise to the claim except as otherwise expressly indicated in an insurance contract.

The liability for claims include amounts relating to unpaid reported claims, claims incurred but not reported (IBNR) and expected claims settlement costs. Provision for liability in respect of unpaid reported claims is made on the basis of individual case estimates.

The provision for claims incurred but not reported (IBNR) is made at the balance sheet date. In accordance with SECP circular no. 9 of 2016, the Company takes actuarial advice for the determination of IBNR claims. Provision for IBNR claims have been determined by analyzing the lag between the incurrence and reporting of motor and health business claims.

Life insurance

Claim expenses are recognized on the date the insured event is intimated except for individual life unit linked where claim expenses are recognized earlier of the date the policy cease to participate in the earnings of the fund and the date insured event is intimated. A liability for outstanding claims is recognized in respect of all claims incurred up to the reporting period, as soon as reliable estimates of the claim amount can be made. The liability for claims "Incurred But Not Reported"(IBNR) is included in policyholders' liabilities. Claims recoveries receivable from reinsurers are recognized as assets at the same time when the corresponding claims are recorded in accordance with the terms of the re-insurance contracts.

Experience refund of premium payable / receivable to / from Group policy holders is included in outstanding claims.

4.20.5 Reinsurance recoveries against outstanding claims

Claims recoveries against outstanding claims from the reinsurer and salvage are recognised as an asset at the same time as the claims which give rise to the right of recovery are recognised as a liability and are measured at the amount expected to be received.

4.20.6 Commission

Commission expense incurred in obtaining and recording policies is deferred and recognised in profit or loss as an expense in accordance with the pattern of recognition of premium revenue. Commission income from reinsurers is recognised at the time of issuance of the underlying insurance policy. These are deferred and recognised as liability and recognised in the profit or loss as revenue in accordance with the pattern of recognition of the reinsurance premiums.

4.20.7 Premium deficiency reserve

The Group is required as per Insurance Rules, 2017, SEC (Insurance) Rules, 2002 and IFRS-4, to maintain a provision in respect of premium deficiency for the class of business where the unearned premium reserve is not adequate to meet the expected future liability, after reinsurance, from claims and other expenses, including reinsurance expense, commissions and other underwriting expenses, expected to be incurred after the reporting date in respect of the unexpired policies in that class of business at the reporting date. The charge for premium deficiency reserve is recorded as an expense in the profit or loss.

4.20.8 Acquisition cost

Acquisition cost comprise of commission and other costs incurred in acquiring insurance policies and include without limitation all forms of remuneration paid to insurance agents. These are recognized as an expense in the earlier of the financial year in which they are paid and financial year in which they become due and payable, except those which are directly referable to the acquisition or renewal of specific contracts that are recognised not later than the period in which the premium to which they refer is recognized as revenue.

4.20.9 Policyholders' liabilities

Policyholders' liabilities including IBNR are stated at a value determined by the appointed actuary through an actuarial valuation / advice carried out at each reporting date, in accordance with Section 50 of the Insurance Ordinance, 2000. In determining the value both acquired policy values as well as estimated values which will be payable against risks which the Group underwrites are considered. The basis used are applied consistently from year to year. Calculation for premium deficiency reserve and claims incurred but not reported (IBNR) is calculated by the appointed actuary on the basis of assumptions that the claim pattern will follow the historical trend experience.

4.20.10 Receivables and payables related to insurance contract

Receivables and payables are recognised when due. These include amounts due to and from agents and policyholders.

4.20.11 Liability adequacy test

At each reporting date, liability adequacy tests are performed to ensure the adequacy of the contract liabilities. Any deficiency is immediately charged to profit or loss initially by writing off the deferred policy acquisition costs, if any, and by subsequently establishing a provision for losses arising from liability adequacy tests.

4.20.12 Statutory funds

The Group maintains statutory funds for accident and health businesses, conventional business and individual life unit linked. Assets, liabilities, revenues and expenses are recorded in the fund, if referable or, on the basis of actuarial advice if not referable. Other assets, liabilities, revenue and expenses are allocated to shareholders' funds. Policyholders' liabilities have been included in statutory funds on the basis of actuarial valuation carried out by the appointed actuary of the Group on the reporting date as required by Section 50 of the Insurance Ordinance, 2000. A capital transfer provided to statutory funds by the shareholders' funds is recorded as a reduction in the shareholders' equity. However, such capital transfers are eliminated at the entity level.

4.20.13 Management expenses

Underwriting expense has been allocated to various classes of business on a basis deemed equitable by the management. Expenses not attributable to the underwriting business are charged as administrative expenses.

4.20.14 Investments (Life Insurance business - see note 4.10.4 to these consolidated financial statements)

Investment at fair value through profit or loss (held for trading)

At the time of acquisition, quoted investments which are acquired principally for the purpose of generating profit from short term fluctuations in price or are part of portfolio for which there is a recent actual pattern of short term profit taking are classified as held for trading.Subsequent to initial recognition these are remeasured at fair value by reference to quoted market prices with the resulting gain or loss being included in net profit or loss for the period in which it arises.

Available-for-sale

Available-for-sale investments are those non-derivative instruments /contracts that are designated as available for sale or are not classified in any other category. At the time of acquisition, investments which are intended to be held for an undefined period of time but may be sold in response to the need for liquidity or changes in interest rates are classified as available for sale.

Quoted

Subsequent to initial measurement, these are remeasured at fair value. Surplus / (deficit) on revaluation from one reporting date to other is taken to other comprehensive income. On derecognition or impairment of available-for-sale investments, the cumulative gain or loss previously reported in other comprehensive income is transferred to profit or loss for the period.

These are reviewed for impairment at year end. The Group considers that available-for-sale equity investments and mutual funds are impaired when there has been a significant or prolonged decline in the fair value below its cost. This determination of what is significant or prolonged requires judgment. The Group considers that a decline of 30% in the market value of any scrip below its cost shall constitute as a significant decline and where market value remains below the cost for a period of one year shall constitute as a prolonged decline. Any losses arising from impairment in values are charged to the profit or loss.

Held-to-maturity

At the time of acquisition, investments with fixed maturity, where management has both the intent and the ability to hold to maturity, are classified as held-to-maturity.

Subsequently, these are measured at amortised cost less provision for impairment in value, if any. Amortised cost is calculated by taking into account any discount or premium on acquisition by using the effective yield method.

The difference between the redemption value and the purchase price of the held-to-maturity investments is amortised and taken to the profit and loss account over the term of the investment.

These are reviewed for impairment at year end and any losses arising from impairment in values are charged to the profit or loss.

4.20.15 **Financial instruments (see note 4.10.4)**

Financial assets and financial liabilities within the scope of IAS - 39 are recognised at the time when the Group becomes a party to the contractual provisions of the instrument. Financial assets are de-recognised when the contractual right to future cash flows from the asset expire or is transferred along with the risk and reward of the asset. Financial liabilities are de-recognised when obligation specified in the contract is discharged, cancelled or expired. Any gain or loss on de-recognition of the financial asset and liabilities is recognised in the profit and loss account of the current year.

4.20.16 **Offsetting of financial assets and financial liabilities (see note 4.10.4)**

A financial asset and a financial liability is offset and the net amount is reported in the statement of financial position, if the Group has a legally enforceable right to set off the transaction and also intends either to settle on a net basis or to realise the asset and settle the liability simultaneously. Income and expenses arising from such assets and liabilities are also offset accordingly.

4.20.17 **Impairment of financial assets (see note 4.10.4)**

The Group assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Any impairment losses on financial assets including financial assets carried at amortised cost are recognised in profit or loss.

Liabilities for trade and other payables are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Group.

4.21 Employees share option scheme

Eligible employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).The cost of share option transactions is determined using intrinsic value method. That cost is recognised in salaries and benefits expense, together with a corresponding increase in equity (other capital reserves) and non-controlling interest with respect to employees of Holding Company and its subsidiaries respectively, over the period in which the service and, where applicable, the service conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the profit or loss for the year represents the movement in cumulative expense recognised as at the beginning and end of that year. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share, where applicable.

4.22 Foreign currency translation

Transactions in foreign currencies are translated into Pakistani Rupee at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rate ruling at the reporting date. Exchange gains and losses are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

On consolidation, the assets and liabilities of foreign operations are translated into Pakistani Rupee at the rate of exchange prevailing at the reporting date and their statement of profit or loss and other comprehensive income are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidtion are recognised in other comprehensive income (OCI). On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Any goodwill arising on acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

4.23 Borrowing costs

Borrowing and other related costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

4.24 Dividend and appropriation to reserves

Dividend and appropriation to reserves are recognised in the consolidated financial statements in the period, in which these are approved. However, if these are approved after the reporting period but before the financial statements are authorised for issue, they are disclosed in the notes to the consolidated financial statements.

4.25 **Government grant**

Government grant is recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant related to an expense item, it is recognised in the statement of profit or loss on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

4.26 **Contingencies**

Contingencies are disclosed when the Group has possible obligation that arises from past event and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of entity, or a present obligation that arises from past event but is not recognised because it is not probable that an outflow of recourse embodying economic benefit will be required to settle the obligation or, when amount of obligation cannot be measured with sufficient reliability. Contingencies are reviewed at each reporting date and adjusted to reflect the current estimate.

4.27 **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. Segment results, assets and liabilities include items directly attributable to a segment. Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment and intangible assets. Segment results, assets and liabilities include items directly attributable to a segment as well as those allocated on a reasonable basis.

4.28 **Earnings per share**

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

4.29 **Investment in associates**

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value.

DETAILS OF RELATED PARTIES

Name of a related party

TPL Holdings (Private) Limited	Parent company	-
TPL Trakker Limited (TPLT)	Subsidiary	64.32%
TPL Security Services (Private) Limited	Subsidiary	99.99%
TPL Insurance Limited	Subsidiary	66.30%
TPL Life Insurance Limited	Subsidiary	97.32%
TPL E-Ventures (Pvt.) Limited (TPLE)	Subsidiary	100.00%
TPL Properties Limited (TPLP)	Subsidiary	41.90%
TPL Property Management (Pvt.) Limited	Sub-subsidiary of TPLP	41.90%
TPL Logistic Park (Pvt.) Limited	Sub-subsidiary of TPLP	41.90%
TPL Technology Zone Phase-1 (Private) Limited	Sub-subsidiary of TPLP	41.90%
TPL REIT Management Company Limited	Sub-subsidiary of TPLP	41.90%
TPL Developments (Private) Limited	Sub-subsidiary of TPLP	41.90%
TPL Invesmitment Management	Sub-subsidiary of TPLP	41.89%
Trakker Middle East LLC	Sub-subsidiary of TPLT	32.16%
Rider Logistic (Singapore) Pte Ltd	Associated company by virtue of 22.35% of holdings of TPLE	26.98%
Compareon Pakistan (Private) Limited	Associated company by virtue of 37.7% of holdings of TPLE	37.70%
TPL Mobile (Private) Limited	Common directorship	-
TPL Tech Pakistan (Private) Limited	Common directorship	-

Name of a related party		
TPL Direct Finance (Private) Limited	Common directorship	-
Trakker Energy (Private) Limited	Common directorship	-
Sapphire Fibers Limited	Common directorship	-
Agriauto Industries Limited	Common directorship	-
IBEX Global Solutions (Private) Limited	Common directorship	-
Virtual World (Private) Limited	Common directorship	-
Digital Globe Services (Private) Limited	Common directorship	-
Afiniti Software Solutions (Private) Limited	Common directorship	-
Vestrue DMCC, Dubai, UAE	Common directorship	-
Vestrue Holdings Limited, Dubai, UAE	Common directorship	-
Kulsum Holdings Limited, Dubai, UAE	Common directorship	-
Brans Holdings Limited, Dubai, UAE	Common directorship	-
Rashwell Company LLC, Dubai, UAE	Common directorship	-
Slaide (Pty) Limited	Common directorship	-
Macanta (Pty) Limited	Common directorship	-
Fleetcam (Pty) Limited	Common directorship	-
Cherosco (Pty) Limited	Common directorship	-
Casi International (Pty) Limited	Common directorship	-
HKC (Private) Limited	Common directorship	-
National Management and Consultancy	Common directorship	-
TPL Direct Insurance Limited - Employees' Provident Fund	Retirement benefit fund	-
TPL Properties Limited - Employees' Provident Fund	Retirement benefit fund	-
Trakker (Private) Limited Staff Provident Fund	Retirement benefit fund	-

* Associated companies by virtue of common directorship in subsidiaries / associate

		Note	2022 Rupees	2021 Rupees
5	**PROPERTY, PLANT AND EQUIPMENT**			
	Operating fixed assets	5.1	1,157,495,003	1,159,640,346
	Capital work-in-progress	5.3	389,607,192	362,540,569
			1,547,102,195	1,522,180,915

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended June 30, 2022

[illegible] Operating fixed assets

	COST / REVALUED AMOUNT					ACCUMULATED DEPRECIATION					WRITTEN DOWN VALUE	
	As at July 01, 2021	Acquired under business combination (note 1.2)	Additions / (disposals) / transfers / write off	Foreign currency translation reserve	As at June 30, 2022	As at July 01, 2021	Acquired under business combination (note 1.2)	Charge for the year / (On disposals) / transfers / write off	Foreign currency translation reserve	As at June 30, 2022	As at June 30, 2022	Depreciation rate
						(Rupees)						%
Owned												
[illegible]	[illegible]	-	[illegible]	-	-	[illegible]	-	[illegible]	-	-	-	-
[illegible]	[illegible]	-	[illegible]	-	-	[illegible]	-	[illegible]	-	-	-	[illegible]
[illegible]	[illegible]	-	-	-	[illegible]	[illegible]	-	-	-	[illegible]	-	[illegible]
[illegible]	[illegible]	-	[illegible]	[illegible]	[illegible]	[illegible]	-	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	-	[illegible]	-	[illegible]	[illegible]	-	[illegible]	-	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	-	[illegible]	[illegible]	[illegible]	[illegible]	-	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	-	[illegible]	-	[illegible]	[illegible]	-	[illegible]	-	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	-	[illegible]	[illegible]	[illegible]	[illegible]	-	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	-	[illegible]	-	-	[illegible]	-	[illegible]	-	-	-	[illegible]
[illegible]	[illegible]	-	[illegible]	-	[illegible]	[illegible]	-	[illegible]	-	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	-	-	-	[illegible]	[illegible]	-	[illegible]	-	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	-	-	-	[illegible]	[illegible]	-	-	-	[illegible]	-	[illegible]
[illegible]	[illegible]	-	[illegible]	-	[illegible]	[illegible]	-	[illegible]	-	[illegible]	[illegible]	[illegible]
2022	[illegible]	-	[illegible]	[illegible]	[illegible]	[illegible]	-	[illegible]	[illegible]	[illegible]	[illegible]	

	COST / REVALUED AMOUNT					ACCUMULATED DEPRECIATION					WRITTEN DOWN VALUE	
	As at July 01, 2021	Acquired under business combination (note 1.2)	Additions / (disposals) / transfers / write off	Foreign currency translation reserve	As at June 30, 2022	As at July 01, 2021	Acquired under business combination (note 1.2)	Charge for the year / (On disposals) / transfers / write off	Foreign currency translation reserve	As at June 30, 2022	As at June 30, 2022	Depreciation rate
						(Rupees)						%
Leased												
[illegible]	-		-		-	-		-		-	-	[illegible]
Vehicles	-		[illegible]		[illegible]	-		[illegible]		[illegible]	[illegible]	[illegible]
	-		[illegible]		[illegible]	-		[illegible]		[illegible]	[illegible]	
2021	[illegible]		[illegible]	[illegible]	[illegible]	[illegible]		[illegible]	[illegible]	[illegible]	[illegible]	

[illegible]

	COST / REVALUED AMOUNT					ACCUMULATED DEPRECIATION					WRITTEN DOWN VALUE	
	As at July 01, 2020	Acquired under business combination (note 1.6)	Addition / (disposals) / transfers / write off	Foreign currency translation reserve	As at June 30, 2021	As at July 01, 2020	Acquired under business combination (note 1.6)	Charge for the year / (On disposals) / transfers / write off	Foreign currency translation reserve	As at June 30, 2021	As at June 30, 2021	Depreciation rate
	(Rupees)											%
Owned												
Leasehold land	411,000,000	-	-	-	411,000,000	2,734,503	-	-	-	2,734,503	408,265,497	-
Building on leasehold land	62,775,136	-	-	-	62,775,136	23,854,602	-	620,339	-	24,475,941	38,299,194	8
Machinery	8,586	-	-	-	8,586	8,586	-	-	-	8,586	-	15
Computers and accessories	302,839,448	112,293,225	119,285,120 (221,000) (1,392,847) **	(8,944,318)	522,136,824	216,837,420	112,536,137	98,908,412 (246,155) (1,050,897) **	(8,434,716)	418,512,237	103,604,587	33.33.33
Generators	4,423,565	-	1,560,000	-	5,983,565	4,363,299	-	112,397	-	4,475,732	1,507,833	25
Electrical equipment and device	1,077,365,675	71,895,995	14,327,858 177,678,567 * (20,807,785) (10,601,442) ***	(582,130)	1,120,677,080	683,310,254	7,363,536	104,601,348 (22,569,780) (26,013,542) ***	(571,311)	688,169,905	432,707,134	5.33.33.33
Furniture and fittings	287,852,753	33,247,553	15,098,421 (13,840,862) (29,447) * (4,097,392) *****	(1,450,132)	225,958,584	138,898,317	15,347,556	21,750,523 (11,439,521) (26,840) **	(1,435,125)	203,055,080	23,565,793	10.07.25
Vehicles	95,300,018	13,737,000	126,230,827 (7,505,770) (41,500) ** 34,669,742 **** 10,826,510 *****	(1,744,133)	244,701,791	67,943,740	13,737,000	27,836,159 (3,064,450) (41,330) ** 5,911,873 ****	(472,791)	38,421,707	140,273,934	25
Construction of shed	6,046,277	-	-	-	6,046,277	6,046,277	-	-	-	6,046,277	-	20
Mobile phones	15,985,695	-	3,368,658 (887,235) (1,060,646) **	-	15,412,570	15,144,432	-	2,362,057 (446,478) (1,060,646) **	-	13,359,411	1,099,365	33.33.50
Weapons	6,316,003	-	261,250	-	6,577,953	3,731,116	-	635,136	-	4,368,257	2,208,084	10.20
ICOM base station	25,000	-	-	-	25,000	25,000	-	-	-	25,000	-	25
Leasehold improvements	12,393,115	-	1,427,686 (5,116,302)	-	8,700,414	6,914,506	-	4,188,537 (3,981,279)	-	7,128,300	1,574,218	10.33
2021	2,196,391,947	153,153,665	287,524,049 (98,778,539) 177,675,467 * (4,537,452) ** (20,807,785) *** 34,669,742 **** (4,097,392) ***** 10,826,510 ******	(10,590,099)	2,542,225,098	1,068,797,757	138,786,233	512,536,670 (45,369,244) (4,557,661) ** (26,013,542) *** 5,911,873 ****	(8,573,914)	1,461,237,582	1,159,663,448	

* Represents transfers from stock-in-trade and spares to owned assets
** Represents assets written off during the year
*** Represents transfer from owned assets to stock-in-trade
**** Represents assets transferred from ijarah arrangements
***** Represents assets transferred from capital work-in-progress
****** Represents assets under common ownership under diminishing musharaka arrangement

		Note	2022	2021
5.1.1	Depreciation charge for the year has been allocated as follows:			
	Cost of sales and services	42	221,636,781	214,248,523
	Distribution expenses	43	6,775,547	5,687,929
	Administrative expenses	44	142,286,180	92,600,223
			370,698,508	312,536,675

5.1.2 Computers and accessories and vehicles includes assets costing Rs. Nil (2021: Rs. 4.443 million) and Rs. Nil (2021: Rs. 1.972 million) respectively purchased on maturity of ijarah agreements.

5.1.3 During the year, the Group has transferred tracking devices from stock-in-trade at a cost of Rs. 214.904 million (2021: Rs. 117.679 million) to owned assets. As of the reporting date, assets costing Rs. 1.041 billion (2021: Rs. 951.208 million) are in possession of third parties, on rental basis. The particulars of these assets have not been disclosed due to several numbers of parties involved.

5.1.4 Included in operating fixed assets are fully depreciated assets having cost of Rs. 437.488 million (2021: Rs.749.176 million).

5.1.5 During the year, the Group has written off fully depreciated assets costing Rs. 1.795 million. (2021: Rs 4.538 million).

5.1.6 The immoveable assets of the Group are placed as security against various financing facilities obtained from commercial banks as stated in notes 28 and 34 respectively to these consolidated financial statements.

5.2 The details of operating fixed assets disposed off during the year are as follows:

Description	Original cost	Accumulated depreciation	Written down value	Sale proceeds	Gain on disposals	Mode of disposal	Particulars of buyers	Location
	(Rupees)							
Aggregate amount of assets disposed off having WDV more than Rs. 5,000,000 each								
Electrical equipment and devices	54,394,613	54,132,858	261,754	155,000	(106,754)	Various	Various	Karachi
Furniture and fittings	48,974,533	48,913,120	61,413	-	(61,414)	Various	Various	Karachi
Vehicles	7,357,000	4,795,809	2,561,191	7,084,741	4,523,550	Various	Various	Karachi
Leasehold Improvements	6,048,277	6,048,277	-	-	-	Various	Various	Karachi
	116,774,423	113,890,064	2,884,359	7,239,741	4,355,382			
Aggregate amount of assets disposed off not having WDV more than Rs. 5,000,000 each								
Computers and accessories	61,004,670	59,779,976	1,224,694	454,211	(770,483)	Various	Various	Karachi
Mobile phones	4,066,637	3,993,679	72,958	124,665	51,707	Various	Various	Karachi
	65,071,307	63,773,655	1,297,652	578,876	(718,776)			
	181,845,730	177,663,719	4,182,010	7,818,617	3,636,606			
2022	181,845,730	177,663,719	4,182,010	7,818,617	3,636,606			
2021	60,776,579	43,366,599	17,409,980	33,135,366	15,725,426			

		Note	2022 Rupees	2021 Rupees
5.3	**Capital work-in-progress**			
	Opening balance		362,540,569	282,521,461
	Additions during the year		27,066,623	84,066,500
	Less: Transfererred to operating fixed assets		-	(4,047,392)
	Closing balance	5.3.1	389,607,192	362,540,569

5.3.1 Represents expenditure in respect of leasehold improvements and renovation of office premises, procurement of computer equipment and software, office equipment, furnitures and fixtures.

6 INTANGIBLE ASSETS

	Note	2022 Rupees	2021 Rupees
Intangible assets	6.1	2,128,807,985	2,180,736,026
Intangible assets under development	6.3	914,859,367	914,859,367
		3,043,667,352	3,095,595,393

6.1 INTANGIBLE ASSETS

	COST			ACCUMULATED AMORTISATION / IMPAIRMENT			WRITTEN DOWN VALUE	
	As at July 01, 2021	Additions / (disposals)	As at June 30, 2022	As at July 01, 2021	Charge for the year / (disposals)	As at June 30, 2022	As at June 30, 2022	Amortisation rate
	(Rupees)							%
Owned								
Goodwill	874,148,027	-	874,148,027	-	-	-	874,148,027	-
Management rights	108,155,997	-	108,155,997	-	-	-	108,155,997	-
Customer related assets	740,987,917	-	740,987,917	-	-	-	740,987,917	-
Marketing related intangible assets	289,021,582	-	289,021,582	-	-	-	289,021,582	-
Customer relationships	222,585,519	-	222,585,519	155,809,864	44,517,104	200,326,968	22,258,551	20
Internally generated computer software	25,840,000	-	25,840,000	25,840,000	-	25,840,000	-	13.33
Maps database	147,858,790	-	147,858,790	90,927,995	7,425,184	98,353,179	49,505,611	5
Software	417,811,942	18,464,389	436,276,331	373,195,889	18,350,142	391,546,031	44,730,300	20-33.33
PTA license	1,000,500	-	1,000,500	1,000,500	-	1,000,500	-	6.67
Decarta maps	22,884,695	-	22,884,695	22,884,695	-	22,884,695	-	20
2022	2,850,294,969	18,464,389	2,868,759,358	669,558,943	70,292,430	739,951,373	2,128,807,985	
Owned								
Goodwill	874,148,027	-	874,148,027	-	-	-	874,148,027	-
Management rights	108,155,997	-	108,155,997	-	-	-	108,155,997	-
Customers related intangible assets	453,635,249	287,352,668	740,987,917	-	-	-	740,987,917	-
Marketing related intangible assets	289,021,582	-	289,021,582	-	-	-	289,021,582	-
Customer relationships	222,585,519	-	222,585,519	111,292,760	44,517,104	155,809,864	66,775,655	20
Internally generated computer softwares	25,840,000	-	25,840,000	25,840,000	-	25,840,000	-	13.33
Software	390,488,966	27,322,976	417,811,942	349,194,473	24,001,416	373,195,889	44,616,053	20-33.33
PTA license	1,000,500	-	1,000,500	1,000,500	-	1,000,500	-	6.67
Decarta maps	22,884,695	-	22,884,695	22,884,695	-	22,884,695	-	20
2021	2,535,619,325	314,675,644	2,850,294,969	593,515,239	76,043,704	669,558,943	2,180,736,026	

6.2 **Impairment testing of goodwill, intangibles with indefinite lives and under development**

The Group has performed its annual impairment test on the following cash generating units as at June 30, 2022.

Tracking business

Goodwill acquired through business combinations and intangibles with indefinite useful lives have been allocated and monitored at the Group level (tracking business - excluding non-operating assets). Intangible assets with indefinite useful lives include customer and marketing related intangibles assets. The Group has performed its annual impairment test as at June 30, 2022. The recoverable amount of the Group is determined based on using cash flow projections from financial budgets approved by the senior management covering a five year period. The discount rate applied to cash flow projections is 15.7 percent (2021:16.9 percent). The growth rate used to extrapolate the cash flows beyond the five-year period is 5.8 percent (2021: 5.6 percent). As a result of this assessment, the management did not identify any impairment for the cash generating unit to which these assets are allocated.

Insurance business

Goodwill acquired through business combinations have been allocated and monitored at the Group level (general insurance business). The Group performed its impairment test annually at year end (i.e. 30 June 2022). The Group calculated the recoverable amount of its cash generating unit (CGU) to which goodwill relates based on the fair value less costs to sell using observable market prices i.e. market capitalisation, using the Level 1 input of the fair value hierarchy, as prescribed under "Impairment of Assets" (IAS-36), which was higher than the carrying value. As a result of this analysis, the management did not identify any impairment for the cash generating unit to which goodwill and intangible assets with indefinite useful lives of Rs. 311,280,133/- are allocated.

Other business

Goodwill acquired through business combinations have been allocated and monitored at the Group level (other business i.e. security). The recoverable amount of security services is determined based on discounted cash flow method calculations, which was higher than the carrying value. The discount rate applied to cash flow projections is 19.92 percent (2021: 17.44 percent). The growth rate use to extrapolate the cash flows beyond the five-year period is 5 percent (2021: 4.5 percent).

Key assumptions used in value-in-use calculations

The calculation of value-in-use is most sensitive to the following assumptions:

- Discount rates
- Key business assumptions

Discount rates

The discount rate reflects current market assessment of the rate of return required for the business and is calculated using the Capital Asset Pricing Model. The discount rate reflects the target Weighted Average Cost of Capital of the Group.

Key business assumptions

These assumptions are based on industry data for growth rates, management assess how the unit's position might change over the projected period. Management expects revenues and margins to improve on the basis of multiple strategies planned including increase in vehicle tracking sales volume, greater focus on container tracking and development of new databases, applications and solutions, and expected increase in navigation business.

Sensitivity to changes in assumptions

Management believes that after considering the various scenarios no reasonably possible change in any of the above key assumptions would cause the carrying value of the unit to materially exceed its recoverable amount.

6.3	Intangible assets under development	Note	2022 Rupees	2021 Rupees
	Opening balance		914,859,367	902,619,034
	Additions during the year		25,205,354	12,240,333
	Closing balance	6.3.1 & 6.3.2	940,064,721	914,859,367

6.3.1 Represents expenditure incurred for development of map database including business intelligence and applications solutions, etc. which is expected to be completed earliest by the first quarter of the fiscal year 2023. The Group has estimated that the total cost required to complete the development of these intangible assets aggregates to Rs. 1,620 million, out of which Rs. 940.064 million has been incurred by the Group as of the reporting date.

6.3.2 The management has carried out an annual impairment assessment for intangible assets under development based on the discounted cashflow calculations. The discount rate applied to the cashflow projections is 15.7 percent (2021:16.9 percent and the growth rate used to extrapolate the cashflows beyond the five year period is 5.8 percent (2021: 5.6 percent). As a result of this assessment, the management did not identify any impairment in the carrying value of intangible assets under development as of reporting date.

Key assumptions used in value-in-use calculations

The calculation of value-in-use is most sensitive to the following assumptions:

- Discount rates
- Key business assumptions

Discount rates

The discount rate reflects current market assessment of the rate of return required for the business and is calculated using the Capital Asset Pricing Model. The discount rate reflects the target Weighted Average Cost of Capital of the Group.

Key business assumptions

These assumptions are based on industry data for growth rates, management assess how the technology might change over the projected period. Management expects revenues and margins to improve on the basis of multiple strategies planned including, greater focus on development of new databases, applications and solutions, and expected increase in navigation business.

Sensitivity to changes in assumptions

Management believes that after considering the various scenarios no reasonably possible change in any of the above key assumptions would cause the carrying value of the unit to materially exceed its recoverable amount.

6.3.3 The Group has also determined the recoverable amount based on fair value less cost to sell considering the relationship between its market capitalisation, using the Level 1 input of the fair value hierarchy - quoted prices of the Group, and its book value, among other factors. As a result of this analysis also, the management did not identify any impairment for the cash generating unit to which intangble assets under development are allocated.

		Note	2022 Rupees	2021 Rupees
6.4	Amortisation charge for the year has been allocated as follows:			
	Cost of sales and services	42	13,135,627	18,950,443
	Distribution expenses	43	-	611,305
	Administrative expenses	44	57,256,803	56,481,956
			70,392,430	76,043,704

7 RIGHT-OF-USE ASSETS

	Vehicles	Computers and accessories	Head office	Regional office	Total
			(Rupees)		
Net carrying value basis - 2022					
Opening net book value - July 01, 2021	397,690	16,819,589	-	90,756,916	107,974,195
The carrying amounts of right-of-use assets recognized and movement during the year is as follows	-	-	-		107,974,195
Additions during the year	9,478,000	5,394,616	290,546,923	353,318,442	658,737,981
Less: Depreciation charge for the year	1,661,423	16,819,589	59,008,489	88,056,258	165,545,759
Less: Derecognised during the year	-	-	-		-
Closing net book value - June 30, 2022	6,214,267	5,394,616	231,538,434	356,019,100	601,166,417
Depreciation rate (%)	20%	33.33%	20%	10%	
Opening net book value - July 01, 2020	1,590,762	42,048,972	-	28,629,444	30,220,206
Additions during the year	-	-	-	102,643,520	102,643,520
Less: Depreciation charge for the year	1,193,072	25,229,383	-	40,516,048	41,709,120
Closing net book value - June 30, 2021	397,690	16,819,589	-	90,756,916	107,974,195
Depreciation rate (%)	20%	33.33%	33.33%	10%	

		Note	2022 Rupees	2021 Rupees
7.1	**Gross carrying value basis**			
	Cost		915,782,395	320,651,303
	Less: Accumulated depreciation		314,615,978	213,631,100
	Net book value		601,166,417	107,020,203

7.2 Included herein fully depreciated electrical devices having cost of Rs. 3.117 million (2021: Rs. 3.571 million).

		Note	2022 Rupees	2021 Rupees
7.3	Depreciation charge for the year has been allocated as follows:			
	Cost of sales and services	42	58,059,650	56,235,035
	Distribution expenses	43	1,872,892	1,814,034
	Administrative expenses	44	105,613,217	8,889,434
			165,545,759	66,938,503

8 INVESTMENT PROPERTIES

	Note	2022	2021
Investment properties	8.1 & 8.2	-	1,470,752,861
		-	1,470,752,861

8.1 During the year 2021, TPLP entered into an agreement dated November 10, 2021 with Mr. Ali Khan for the purchase of land located in an open industrial plot No. 25-B, measuring 10,002 square yards, situated at Sector 30, Korangi Industrial Area, Karachi.

8.2 The movement in investment properties are as follows:

	Note	2022	2021
As at July 01		1,470,752,861	-
Add: Additions during the year		-	600,120,000
Add: Expenditure incurred		-	185,909,403
Less:Transfer to asset held for sale		(1,470,752,861)	-
		-	786,029,403
Gain from fair value adjustment	47	-	684,723,458
As at June 30		-	1,470,752,861

9 DEVELOPMENT PROPERTIES

	Note	2022	2021
Land		-	801,225,879
Design and consultancy		-	269,966,585
Project management and ancillary costs		-	330,225,183
Other project costs		-	431,757,826
	9.1	-	1,833,175,473

9.1 Represents project under construction at Plot No 22/7, Street CL-9, Civil Lines Quarter, Karachi which includes leasehold land having area 2,539.32 square yards. Design stage of the project is complete and construction is due to commence after regulatory approval.

		Note	2022 Rupees	2021 Rupees
10	**LONG-TERM INVESTMENTS**			
	Investment in associated companies – at equity method			
	TPL Logistics (Private) Limited [TPLL]	10.1	-	18,050,295
			-	18,050,295
	Financial assets at fair value through profit and loss			
	TPL REIT FUND 1	10.4 & 10.5	8,348,050,000	-
	Advance against issue of shares			
	Security Packers (Private) Limited	10.3	606,000,000	600,000,000
	National Management & Consultancy (NMC) Services Private Limited	10.5	-	1,020,000,000
			606,000,000	1,620,000,000
	Financial assets at amortised cost			
	Term deposit receipts (TDRs)	10.6	-	2,500,000
	Pakistan Investment Bonds (PIBs)		122,992,960	32,665,393
			122,992,960	35,165,393
	Held-to-maturity (see note 4.10.4)			
	Pakistan Investment Bonds (PIBs)	10.7	204,780,000	147,401,091
			9,281,822,960	1,820,616,779
10.1	**Rider Logistics (Singapore) Pte Ltd**			
	Balance at the beginning of the year		18,050,295	3,449,077
	Investment made during the year	10.1.1	18,466,439	-
	Investment of TPL Eventure and TPL Corp		-	23,950,593
	Share of loss for the year		(36,516,734)	(9,349,375)
	Balance at the end of the year		-	18,050,295

10.1.1 During the year under review, TPL Logistics (Private) Limited [TPL Logistics] has established a Holding Company in Singapore namely Rider Logistics (Singapore) Pte. Ltd [Rider] and entered into swap / mirror arrangement with all the investors for swap of shares in ratio of 10.2396 shares of TPL Logistics against 1 share of Rider.

Pursuant to the general permission issued by the State Bank of Pakistan in Chapter 20 Para 13(II)B(iii) of Foreign Exchange Manual; Rider further entered into fund raising activity in which investment was made by TPLE.

10.2 The summarised financial information of TPLL (associate) based on the audited financial statements for the year ended June 30, 2022 is as follows:

	2022	2021
Total assets	405,146,674	184,224,378
Total liabilities	286,205,258	125,660,687
Revenues	225,753,137	98,844,611
Loss after tax	258,973,380	97,449,802

10.3 Represents advance paid by TPLP against future issuance of shares under share purchase agreement with Security Packers (Private) Limited for purchase 60 million ordinary shares at face value of 10 per share.

10.4 On Sep 25, 2021 Board of Directors approved to sell projects, incuding HKC (Private) Ltd,TPL Technology Zone Phase-I (Private) Ltd and National Management and Consultancy Services (Private) Ltd to TPL REIT Fund I in consideration for units aggregating to 710 million units i.e 40% shareholding in REIT Fund.

10.5 During the year, TPLP entered into a share purchase agreement dated March 30, 2021, with the shareholders of NMC to purchase 475,000 ordinary shares having face value of Rs. 100 each at a price of Rs. 7,157.89 per share. As of reporting date, TPLP has paid 30% of the total consideration and the remaining 70%, i.e. Rs. 2,380 million is payable by November 30, 2021 against transfer of entire shareholdings and management of NMC.

10.6 These carry mark-up at the rate ranging Nil (2021: 4% to 6.75%) per annum.

10.7 The Company has deposited 3 years, 5 years and 10 years Pakistan Investment Bonds having face value of Rs. 50.0 million, 133.80 million and 10.00 million respectively (2021: 3 years, 5 years and 10 years Pakistan Investment Bonds having face value of Rs.55.5 million, 128.8 million and 10.0 million respectively) with State Bank of Pakistan under Section 29 of Insurance Ordinance, 2000.

		Note	2022 Rupees	2021 Rupees
11	**LONG-TERM LOANS – secured, considered good**			
	Executives	11.1 & 11.2	122,079	482,273
	Employees	11.3	2,738,896	1,000,554
	Promisory note	11.4	42,306,344	24,697,743
			45,167,319	26,180,570
	Less: Current portion		(2,389,360)	(1,277,111)
			42,777,959	24,903,459
11.1	**Reconciliation of the carrying amount of loans to executives**			
	Opening balance on July 01		482,273	1,601,108
	Less: Repayments / adjustments		(360,194)	(1,118,835)
	Balance as on June 30		122,079	482,273

11.2 The maximum aggregate amount of loans due from the executives & employees at the end of any month during the year were Rs. 0.421 million & Rs 3.968 respectively (2021: Rs. 1.375 million & Rs 1.664 million respectively).

11.3 The loans are provided to employees of the Group for the purchase of furniture and fixtures, renovation of house and marriage of self / children in accordance with the terms of employment and carrying mark up at the rate of 5 percent (2021: 5 percent) per annum. Further, it also includes loans provided on interest free basis amounting to Rs. 0.936 million (2021: Rs. 0.680 million). All loans are repayable over a period of two years in equal monthly instalments and are secured against salaries and provident fund balances of the employees. The management of the Group has not discounted these loans to their present value, as they consider the impact is immaterial to these Consolidated Financial Statements taken as whole.

11.4 TPL E-Ventures (Private) Limited holds a convertible promissory note issued by Tilism Technologies (Private) Limited. As per the terms of the convertible promissory note TPL E-Ventures has paid $ 207,000 (2021: 157,000) to Tilism Technologies (Private) Limited and the amount is to be received from TelloTalk with simple interest at the rate of 4% per annum in exchange for value received by the Parent Company Tilism Technologies (Private) Limited.

	Note	2022 Rupees	2021 Rupees
12 LONG-TERM DEPOSITS			
Security deposits - leased and ijarah assets		-	12,907,840
Less: Current portion		-	(10,120,921)
		-	2,786,919
Utilities		6,792,483	177,450
Rent deposits		19,627,756	18,777,756
Cash margin against guarantees	12.1	32,294,741	21,639,662
		58,714,980	43,381,787

12.1 Represents cash margin on guarantee issued by a commercial bank on behalf of the Group.

These are non-interest bearing, generally on a term of more than a year and are neither past due nor impaired.

	Note	2022 Rupees	2021 Rupees
13. DEFERRED TAX ASSET - NET			
Deferred tax asset on deductible temporary differences:			
- unused tax losses		82,786,974	32,890,540
- minimum tax		-	696,672
- surplus on revaluation of fixed assets		-	2,642,191
- lease liabilities		40,378,097	37,571,694
- trade debts		26,738,268	23,956,275
- share based payments		-	28,781,775
- unrealised loss on available-for-sale investments		-	(63,862,114)
- gratuity		3,241,239	2,067,217
		153,144,578	64,744,250

Deferred tax liabilities on taxable temporary differences:

Accelerated tax depreciation on:			
- property, plant and equipment		51,990,846	41,851,892
- right-of-use asset		(34,391,517)	(31,312,517)
- intangible assets		(15,564,979)	(7,698,468)
		2,034,350	2,840,907
		155,178,928	67,585,157

13.1 The movement in deferred tax assets is as follows:

- on account of incremental depreciation for the year	26	-	200,366
- reversal to other comprehensive income		-	(3,118,702)
- charge / (reversal) (net) to profit or loss	48	86,882,287	43,737,219
		86,882,287	40,818,883

13.2 As of reporting date, the Holding Company has not recognised deferred tax assets of Rs. Nil (2021: Rs. 79.621 million) on losses of Rs. Nil (2021: Rs. 274.556 million) in line with accounting policies of the Group as stated in note 4.15 to these Consolidated Financial Statements.

	Note	2022 Rupees	2021 Rupees
14 STOCK-IN-TRADE			
Tracking devices	14.1	302,415,718	396,672,880
Spare parts	14.2	99,808,813	48,976,640
		402,224,531	445,649,520

14.1 Includes stock of Rs. 3.361 million (2021: Rs. 15.737 million) held with third parties.

14.2 Represents bonnet locks, window motors etc. which are held for sale.

15 TRADE DEBTS - unsecured

Tracking devices	15.1	937,980,120	1,309,098,802
Security services		78,057,042	81,392,354
	15.2	1,016,037,162	1,390,491,156
Less: Allowance for expected credit losses	15.4	(49,784,981)	(47,525,435)
		966,252,181	1,342,965,721

15.1 Represent amount receivable from various customers on account of sale and installation of tracking devices and vehicle tracking services provided by the Group. These are unsecured, interest free and generally on 30 to 60 days terms.

15.2 These are unsecured, interest free and generally on 30 to 60 days terms.

15.3 The ageing analysis of trade debts as of June 30, 2022 and 2021 are as follows:

			Days past due		
	Total	Current	> 30 days upto 120 days	> 121 days upto 180 days	180 days and above
	(Rupees)				
2022					
Expected credit loss rate	4.92%	1.42%	2.68%	16.94%	21.51%
Estimated total gross carrying amount at default	1,011,837,162	353,971,879	495,017,962	77,248,288	85,599,033
Expected credit loss	49,784,981	5,028,922	13,260,247	13,083,836	18,411,976

			Days past due		
	Total	Current	> 30 days upto 120 days	> 121 days upto 180 days	180 days and above
	(Rupees)				
2021					
Expected credit loss rate	3.13%	0.63%	0.80%	10.20%	15.02%
Estimated total gross carrying amount at default	1,386,291,294	391,727,927	723,005,933	118,584,927	152,972,369
Expected credit loss	43,325,435	2,448,943	5,805,414	12,091,278	22,979,800

	Note	2022 Rupees	2021 Rupees
15.4 Allowance for expected credit losses			
Opening balance		43,325,435	32,055,222
Acquired under business combination		-	10,405,045
Add: Charge during the year		5,799,195	5,315,569
Less: Reversal during the year		(2,773,876)	(4,814,014)
Less: Write off during the year		-	1,000,688
Foreign currency translation reserve		3,434,227	(637,075)
Closing balance		49,784,981	43,325,435

16 LOANS AND ADVANCES

	Note	2022	2021
Loans – secured, considered good			
Related party			
TPL Logistics (Private) Limited [TPLL]	16.1	-	18,470,370
Others			
Current portion of long-term loans	11	2,389,360	1,277,111
Others		10,000,000	25,000,000
		12,389,360	26,277,111
		12,389,360	44,747,481
Advances – unsecured, considered good			
Advances to related parties	16.2	1,953,120	1,953,120
Suppliers		35,264,751	210,640,570
Employees		11,099,605	6,960,783
Advances against issue of shares		109,491,600	-
Others		4,800,000	184,704
		162,609,076	219,739,178
		174,998,436	264,486,659

16.1 Represents short term loan given by TPLE to TPL Logistics to meet the capital requirements. It carries mark-up at the rate of 3 months KIBOR plus 3 percent per annum.

	2022 Rupees	2021 Rupees
16.2 Advances to related parties		
TPL Logistics (Private) Limited	1,953,120	1,953,120
	1,953,120	1,953,120

17 TRADE DEPOSITS AND PREPAYMENTS

	Note	2022	2021
Trade deposits			
- security deposits		21,151,486	15,802,198
- suppliers and contractors		101,571,742	31,801,925
- hospital enlistment		8,895,222	5,290,000
- LC margin and cash margin against guarantee		377,546	3,772,346
- current portion of leased and ijarah deposits		2,286,826	17,720,921
- others		711,516	711,516
	17.1	134,994,338	75,098,906
Prepayments			
- monitoring charges		2,248,447	1,269,319
- insurance		11,846,031	12,756,336
- rent		621,675	7,246,914
- subscription		6,078,644	4,777,122
- maintenance		9,346,229	4,808,824
- reinsurance		293,812,235	236,420,530
- others		15,904,137	8,831,922
		339,857,398	276,110,967
		474,851,736	351,209,873

17.1 These are non-interest bearing and generally on an average term of 1 to 6 months.

18 INTEREST ACCRUED - unsecured, considered good

	Note	2022 Rupees	2021 Rupees
Mark-up accrued on due from related parties			
Ultimate parent company			
- TPL Holdings (Private) Limited		225,097,934	139,088,282
Associates			
TPL Tech Pakistan (Private) Limited		16,139,391	14,802,938
Trakker Direct Finance (Private) Limited		1,291,055	1,186,702
TRG Pakistan Limited		8,460,845	7,309,315
Tilism Technologies (Private) Limited		3,575,075	1,520,322
TPL Logistics (Private) Limited		1,122,946	517,401
		255,687,246	164,424,960
Other than related parties			
On investments:			
investment income		30,882,176	17,817,336
		286,569,422	182,242,296

19 OTHER RECEIVABLES – unsecured, considered good

	Note	2022 Rupees	2021 Rupees
Earnest money		23,069,505	11,444,235
Claims receivable from insurance companies		5,498,488	5,030,029
Insurance / reinsurance receivables		841,041,257	751,703,649
Reinsurance recoveries against outstanding claims		262,562,305	232,519,006
Receivable from Bank Al-Habib Limited against sale of Centrepoint building		-	387,500,000
Rent Receivable		7,035,192	-
Salvage recoveries accrued		221,540,066	120,898,435
Sales tax refundable - net		-	4,899,003
Others		173,859,046	28,634,450
		1,534,605,859	1,542,628,807
Less: Allowance for expected credit losses		-	(3,033,883)
	19.1	1,534,605,859	1,539,594,924

19.1 These are non-interest bearing receivables which are neither past due nor impaired, and generally on an average term of 1 to 6 months.

20 SHORT-TERM INVESTMENTS

	Note	2022 Rupees	2021 Rupees
Financial assets at amortised cost			
Pakistan Investment Bonds (PIBs)	20.1	362,231	64,918,737
Term deposit receipts (TDRs)	20.2	175,000,000	660,455,431
		175,362,231	725,374,168
Financial assets designated at FVTPL			
Treasury bills	20.3	-	40,307,369
Held-to-maturity (see note 4.10.4)			
Pakistan Investment Bonds (PIBs)	20.4	10,016,200	5,499,586
Treasury bills		38,107,000	-
Term deposit receipts (TDRs)		690,000,000	-
Financial assets designated at FVOCI - listed equity	20.5	40,969,129	1,145,079
Financial assets designated at FVTPL - listed equity			
Ghani Global Holdings Limited		-	118,441,040
Financial assets designated at FVTPL - mutual funds	20.6	191,571,351	890,977,570
		1,146,025,911	1,781,744,812

20.1 Includes 5 and 10 years PIBs having face value and market value of Rs. 65 million of Rs. 65.219 million at the year end June 30, 2021 respectively. These carry mark-up ranging from 7.75 percent to 12 percent per annum. These have been deposited by TPLI with the State Bank of Pakistan (SBP) as statutory deposit in accordance with the requirements of Section 29 of the Insurance Ordinance 2000 and circular No. 15 of 2008 dated July 7, 2008 issued by the Securities and Exchange Commission of Pakistan.

20.2 Represents term deposit receipts having face value of Rs. 660.455 million. It carries mark-up ranging from 4% to 7% percent per annum and will mature latest by December 28, 2021.

20.3 Represents T-Bills having face value of Rs. 41 million for the period of one year. It carries markup at the rate 7.52% percent per annum.

20.4 TPL Life has deposited 3 years, 5years and 10 years, PIBs having face value of Rs. 66 million, Rs. 133.8 million and Rs. 10 million with State Bank of Pakistan under Section 29 of Insurance Ordinance, 2000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended June 30, 2022

20.5 TPLI has the following investments in listed equities designated at FVOCI:

Financial assets designated at FVOCI 2022	Financial assets designated at FVOCI 2021		Financial assets designated at FVOCI 2022	Financial assets designated at FVOCI 2021
Number of Shares			Rupees	
16,000	16,000	Summit Bank Limited	35,840	37,280
300,000	-	Bolan casting	1,946,000	-
8,697	7,731	Bank of Punjab Limited	47,140	64,940
10,000	10,000	Hub Power Company Limited	661,700	796,700
16,751	15,195	Bank of Khyber	251,265	246,159

20.6 The Group has the following instruments in open ended mutual funds:

	Financial assets designated at FVTPL					
			Rupees			
	No. of Units		Cost		Carrying value	
	2022	2021	2022	2021	2022	2021
ABL Stock Fund	122,140	122,140	-	1,418,309	1,583,129	1,936,683
NAFA Stock Fund	198,952	198,952	-	2,391,099	2,744,859	3,191,844
Atlas Stock Market Fund	3,884	3,884	-	2,045,168	2,305,581	2,672,546
AKD Islamic Income Fund	1,248	394,381	-	20,663,360	63,157	19,893,552
AKD Islamic Stock Fund	840,828	840,933	-	33,425,514	34,031,005	41,870,550
HBL Energy Fund	124,146	124,146	-	1,242,774	1,224,537	1,487,949
MCB Pakistan Stock Market Fund	18,403	18,403	-	1,424,779	1,591,890	1,907,043
Lakson Equity Fund	7,370	7,370	-	651,713	682,306	844,161
Meezan Islamic Fund	10,204	10,204	-	477,237	573,782	646,684
Meezan Islamic Income Fund	22,560	22,560	-	1,161,087	1,162,572	1,161,248
AKD Aggressive Income	-	1,069	-	55,090		54,684
AKD Opportunity	912,802	2,179,606	-	289,800,765	92,178,825	298,015,097
Askari High Yield Scheme	-	-	-	-		-
Alfalah GHP Stock Fund	7,558	7,558	-	733,170	684,547	854,191
Faysal Money Market	-	3,924,015	-	400,000,000		400,000,000
HBL Equity Fund	358,668	358,668	-	50,000,000	27,384,514	50,193,932
NAFA Money Market Fund	-	2,345,220	-	23,377,483		23,214,395
Pak Oman Advantage Islamic Income Fund	-	473,448	-	25,000,000		25,000,000
Pak Oman Investment Limited	-	4,631	-	256,691		244,440
AKD Securities Limited	-	130,112	-	16,390,536		17,788,370
Faysal Cash Fund	-	253,146	25,000,000	-	25,360,646	
			25,000,000	870,514,755	191,571,350	890,977,570

		Note	2022 Rupees	2021 Rupees
21	**DUE FROM RELATED PARTIES – unsecured, considered good**			
	TPL Holdings (Private) Limited	21.1	699,627,685	697,831,944
	Others			
	Trakker Direct Finance (Private) Limited		850,070	850,070
	TPL Tech Pakistan (Private) Limited		43,569,484	43,489,279
	TPL REIT FUND I		522,201,298	-
	TRG Pakistan Limited		9,380,446	9,380,446
			576,001,298	53,719,796
		21.2	1,275,628,983	751,551,740

21.1 Represents current account balances carrying mark-up at the variable rate of 3 months to 6 months KIBOR plus 3 percent (2021: 3 months to 6 months KIBOR plus 3 percent) per annum and are repayable on demand.

21.2 These are neither past due nor impaired.

21.3 The maximum amount outstanding at any time during the year calculated by reference to month end balances are as follows:

	2022 Rupees	2021 Rupees
TPL Holdings (Private) Limited	699,627,685	697,831,944
Trakker Direct Finance (Private) Limited	850,070	850,070
TPL Tech Pakistan (Private) Limited	43,569,484	43,489,279
TRG Pakistan Limited	9,380,446	9,380,446
TPL REIT FUND I	522,201,298	-

		Note	2022 Rupees	2021 Rupees
22	**TAXATION - NET**			
	Opening balance		14,465,299	56,641,726
	Less: Provision for current and prior taxation	48	(81,709,447)	(119,842,823)
	Add: Income tax paid and deducted at source		-	145,646,014
	Add: Advance tax withheld		88,756,418	-
	Less: Refund received during the year		-	(67,979,618)
	Closing balance		21,512,270	14,465,299

		Note	2022 Rupees	2021 Rupees
23	**CASH AND BANK BALANCES**			
	Cash in hand		110,954	1,468,686
	Policy and revenue stamps, bond papers		103,000	-
	At banks in local currency:			
	- current accounts		2,392,219,112	3,345,039,713
	- saving accounts	23.1	1,249,795,823	1,454,517,268
			3,642,014,935	4,799,556,981
			3,642,228,889	4,799,556,981

23.1 These carry markup ranging from 4.50% to 13.5% (2021: 3.24% to 8.06%) per annum.

24 ASSETS AND LIABILITIES HELD FOR SALE

As at June 30, 2022, assets and liabilities held for sale comprised of following. These represent TPL Technology Zone which has been held for sale:

Assets		
Investment property	2,372,966,896	-
Advances	539,000,000	-
Bank balances	3,325,580	-
	2,915,292,476	-
Liabilities		
Long-term loan - BOP	1,000,000,000	-
Trade and other payables	27,159,581	-
Taxation	2,449,419	-
Accrued markup	67,986,576	-
	1,097,595,576	-
	1,817,696,900	-

25 ISSUED, SUBSCRIBED AND PAID-UP CAPITAL

2022	2021			2022	2021
Number of shares				Rupees	Rupees
		Ordinary shares of Rs.10/- each			
60,009,900	60,009,900	issued for cash	25.1 & 25.2	600,099,000	600,099,000
207,287,863	207,287,863	issued for consideration other than cash	25.2	2,072,878,630	2,072,878,630
267,297,763	267,297,763			2,672,977,630	2,672,977,630

25.1 During the year ended June 30, 2009, the shareholders of the Company, namely Ali Bhai Group (AB), Ali Jameel Group (AJ) and Digicore International (Pty) Limited (DL) entered into a Scheme of Arrangement, in respect of transfer of entire operations and exchange of assets of Trakker (Private) Limited into a new company in consideration for 187,239,063 ordinary shares of the Company.

25.2 During the year ended June 30, 2018, TPL Corp Limited (the Parent Company) had transferred net assets of Rs. 383.291 million and Rs. 607.771 million related to its Maps and Tracking businesses to the wholly owned subsidiaries namely TPL Maps (Private) Limited and TPL Trakker Limited, respectively, effective from July 01, 2017 under the Scheme of Arrangement (the Scheme) sanctioned / approved by Honourable High Court of Sindh vide its order No. J.C.M. Petition No. 48 of 2016 dated November 17, 2017, in consideration for 38,329,080 and 60,177,125 ordinary shares of these entities.

Under the said Scheme, the Company has also acquired 21.104 million ordinary shares of TPL Properties Limited (a subsidiary company) from TPL Holdings (Private) Limited (the Ultimate Parent Company) in consideration of issuance of 20.048 million ordinary shares of the Company at par in a swap ratio 0.95. Resultantly, the capital reserve of Rs. 60.856 million was created under the said Scheme.

25.3 During the year ended June 30, 2021, the Company introduced Employee Share Option Scheme (the Scheme) to employees meeting certain criteria. The exercise price of the shares is Rs. 10/- and the share options vest after a period of 2 years from the date of grant if the concerned employee remains employee on such date.

After the vesting period, the options are exercisable in whole or in equal fifty percent parts of the entitlement within 6 months (exercise period). The share options can be exercised upto 6 months after two years vesting period (in whole or 50% equal part), and therefore the contractual form of each option is two years. There are no cash settlement alternatives. The Company accounts for the Scheme as an equity-settled plan.

Based on the fair value of the share price, the expense reversed during the year related to equity settled share based payments amounts to Rs. 57.3 million (the expense recognised in 2021 was Rs. 57.3 million).

Weighted average remaining contractual life of options outstanding at June 30, 2022 is zero (2021: one year).

25.4 These are ordinary shares carry one vote per share and right to dividend.

		Note	2022 Rupees	2021 Rupees
26	**SURPLUS ON REVALUATION OF PROPERTY, PLANT AND EQUIPMENT**			
	Opening balance			
	Leasehold land		271,024,056	274,630,291
	Building on leasehold land		13,898,709	13,898,709
			284,922,765	288,529,000
	Deficit on revaluation recognised during the year:			
	Leasehold land	5.1	(271,024,056)	-
	Building on leasehold land	5.1	(13,898,709)	-
			(284,922,765)	-
	Transfer to unappropriated profit on account of incremental depreciation charge for the year		-	(690,918)
	Deferred tax:			
	on account of surplus on revaluation of building on leasehold land		-	(3,115,683)
	impact of deferred tax on incremental depreciation charged for the year		-	200,366
			-	(2,915,317)
			-	284,922,765
27	**LONG-TERM FINANCING – secured**			
	Project financing I	27.1	-	75,000,000
	Project financing II	27.2	-	200,000,000
	Term finance certificates I	27.3	2,225,070,767	-
	Term finance I	27.4	-	1,000,000,000
	Term finance II	27.5	200,000,000	-
	Term finance III	27.6	-	1,000,000,000
	Term finance VII	27.7	500,000,000	-
	Diminishing musharika I	27.8	27,912,021	43,263,634
	Diminishing musharika II	27.9	2,498,982	-
	Diminishing musharika III	27.10	10,472,867	-
	Diminishing Musharika IV	27.11	120,758,072	25,960,825
	Diminishing Musharika V	27.12	7,258,179	8,751,904
	Diminishing Musharaka VI		-	48,446,200
	Sukuk financing I		-	350,000,000
	Sukuk financing II	27.13	1,027,032,974	1,231,467,442
	Sukuk financing III	27.14	2,127,708,872	-

	Note	2022 Rupees	2021 Rupees
Demand finance I		-	1,000,000,000
Demand finance II	27.15	250,000,000	500,000,000
Loan from Director	27.16	180,084,830	103,246,489
		6,678,797,564	5,586,136,494
Less: Current portion shown under current liabilities	37	550,135,871	1,178,021,725
		6,128,661,693	4,408,114,769

27.1 TPLP has availed the facility of Rs. 75 million from a commercial bank through an agreement dated December 27, 2019. The purpose of availing the facility is to finance HKC's residential/commercial building project. The amount received is repayable in 10 equal quarterly installments for a period of 2.5 years at the rate of 3 months KIBOR plus 300 basis points. The facility has been secured against the equitable mortgage charge to the extent of Rs. 100 million over fixed asset of HKC; and Corporate guarantee of TPL Properties Limited. This has been repaid during the year.

27.2 During the year ended June 30, 2021, TPLP has availed the facility of Rs. 200 million from a commercial bank through an agreement dated June 30, 2021. The purpose of availing the facility is to finance HKC's residential / commercial building project. The amount received is repayable in 8 equal quarterly installments over a period of 2.5 years at the rate of 3 months KIBOR plus 300 basis points. The facility has been secured against an equitable mortgage charge to the extent of fixed asset of HKC. This has been repaid during the year.

27.3 During the year, the Holding Company has issued privately placed Term Finance Certificates of Rs. 2,265 million divided into 22,650 certificates of PKR 100,000 each for a period of 5 years inclusive of grace period of 2 years under an agreement dated December 29, 2021. The said certificates are redeemable in semi-annual installments (6 installments) after the grace period of 2 years by June 2027. The markup rate is 3 months KIBOR plus 2.5 percent. These are secured by way of pledge of shares, lien and right of set off over the debt payment and an insurance guarantee. Subsequent to the year end, it was listed on September 26, 2022.

27.4 During the year ended June 30, 2021, the Holding Company has obtained term finance facility of Rs. 1000 million from a commercial bank for the period of 4 years including grace period of 1 year. These facility carries mark-up at the rate of 6 month KIBOR plus 2.25 percent per annum. The facility will be redeemedin 6 stepped-up semi-annual installment. The facility is secured by way of first pari passu equitable mortgage over property owned by group company and pledge of share of related party. This has been repaid during the year ended June 30th, 2022

27.5 During the year, the Holding Company has obtained financing from a commercial bank of Rs. 200 million out of facility amount of Rs. 250 million. These carry mark-up at the rate of 3 month KIBOR plus spread 3 percent per annum and are redeemable in 18 quarterly installments. The facility is secured against pledge over investment in various quoted securities of the Company.

27.6 TPL TZ has entered into an agreement with a commercial bank dated June 25, 2021, for raising financing to the extent of Rs. 2.275 billion. TPL TZ has availed a portion of the facility to the extent of PKR 1 billion. The amount received is repayable in 8 semi-annual installments for a period of 7 years (inclusive of 3 years grace period) including mark-up at the rate of 6 months KIBOR plus 2.25%. The purpose of the loan is to facilitate real estate development projects. The facility has been secured against the following:

- create a first charge by way of hypothecation over hypothecated assets in favour intercreditor agent in the sum of Rs. 3,033 million;

- equitable mortgage by the way of deposit of title deeds over the mortgaged property in favour of intercredit agent in the sum of Rs. 3,030 million, which mortgage shall rank with pari passu, inter se, the syndicate;

-assign the rights, benefits and receivables of the customer under the project documents in favour of intercreditor agent in the sum of Rs. 3,030 billion;

-assign all the future receivables of the customer including but not limited to cashflows arising from rent/sale proceeds of offices and hotel(s) rented/sold by the customer to the allotees under the pursuant to the respective agreements, in favour of the intercredit agent in the sum of Rs. 3,033 million;

-create a lien and right of set-off over the project accounts in favour of intercredit agent in the sum of Rs. 3,033 million;

-procure issuance of the corporate guarantee from the guarantor in form and substance acceptable to the intercredit agent;

- execute such other documents and deeds as may reasonably be requested by the intercredit agent for the purpose of more fully perfecting the security created in terms of this clause 3 and '- provide such other security either by way of pledge, hypothecation, mortgage or otherwise as may be mutually agreed between the syndicate and the customer, either in addition to or in substitution of the securities mentioned above

-provide such other security either by way of pledge, hypothecation, mortgage or otherwise as may be mutually agreed between the syndicate and the customer, either in addition to or in substitution of the securities mentioned above.

This loan has been classified under liabilities held for sale as disclosed in Note 24 of these Consolidated Financial Statements.

27.7 During the year, TPLP made an agreement with Bank of Punjab to raise a term finance facility for a period of 2 years to the extent of Rs. 500,000,000 for the purposes of making payments of the soft costs incurred under the project bearing the markup repayment of semi-annually in arrears.

27.8 Represents diminishing musharaka facility availed by TPLT to finance the purchase of computer servers and related accessories aggregating to Rs 58.615 million from an Islamic bank for a period of 5 years (after deferment of 1 year) (2021: 4 years) and carries mark-up at the rate of 1 month KIBOR plus 2 percent per annum. The musharaka units are to be purchased by January 2024. The facility is secured by exclusive charge over the diminishing musharaka assets, first charge over all present and future current and fixed assets of the Company and corporate guarantee of TPL Corp Limited (the parent company).

27.9 Represents diminishing musharaka facility availed by TPLT to finance the purchase of Vehicles aggregating to Rs 3.133 million from Islamic Financial Institution for a period of 3 years and carries mark-up at the rate of 6 month KIBOR plus 3.5 percent per annum. The musharaka units are to be purchased by November 2024. The facility is secured by post-dated cheques of all instalments and corporate guarantee of TPL Corp Limited (the parent company).

27.10 Represents diminishing musharaka facility availed by TPLT to finance the purchase of Vehicle aggregating to Rs 11.484 million from Islamic Financial Institution for a period of 5 years and carries mark-up at the rate of 3 month KIBOR plus 3.5 percent per annum. The musharaka units are to be purchased by November 2026. The facility is secured by post-dated cheques of all instalments and corporate guarantee of TPL Corp Limited (the parent company).

27.11 TPLP had entered into Musharka agreement with commercial bank dated July 30, 2021 for the purpose of purchasing new imported vehicle operating lease amounting to Rs. 94 million. The amount received is repayable in equal quarterly installments over a period of 5 years at mark-up of 3 months KIBOR plus 1.90% per annum. The facility has been secured against the following:

- Title and ownership of DM assets under HPA/ Lien marking in favor of the bank with excise & taxation authority (motor / vehicles);

-Minimum 10% equity contribution made by the Holding Company towards the price of DM Asset;

-Exclusive Charge over DM vehicle in favor of ABPL to be registered with SECP; and
-Post-dated cheques to be provided for quarterly DM installments (principal + profit) to be provided.

27.12 During the year ended June 30, 2021, the Holding Company obtained two vehicles under diminishing financing musharaka from a financial institution for a tenor of 5 years. The facility carries mark-up at the rate of 6 month KIBOR plus 3.5 percent per annum.

27.13 Represents amount received by TPLT in lieu of Sukuk certificates issued of Rs. 1,250 million divided into 1,250 certificates of Rs 1 million each for a period of 5 years under an agreement dated December 22, 2020.The said certificates are redeemable in periodic instalments by March 2026 and the rate for rental payment is 3 months KIBOR plus 3% per annum. These certificates are secured against first pari passu charge of Rs. 70 million on present and future moveable fixed assets of the Company inclusive of 25% margin, first pari passu hypothecation charge of Rs. 340 million on present and future current assets of the Company inclusive of 25% margin; and first pari passu charge of upto Rs.1,500 million on present and future long-term investments of TPL Corp Limited (the parent company) inclusive of 25% margin and first charge over lien and set off against facility payment and facility service reserve accounts to the extent of Rs. 1,855 million.

27.14 During the year, the Holding Company has issued Sukuk Certificates of Rs. 2,190 million divided into 21,900 certificates of PKR 100,000 each for a period of 5 years inclusive of grace period of 2 years under an agreement dated December 27, 2021. The said certificates are redeemable in semi-annual installments (6 installments) after the grace period of 2 years by June 2027. The markup rate is 3 months KIBOR plus 2.25 percent. These are secured by way of pledge of shares, lien and right of set off over the debt payment and an insurance guarantee Subsequent tp year end it was listed on September 22, 2022.

27.15 TPLP had entered into a demand finance facility amounting to Rs. 500 million from a commercial bank through an agreement dated June 23, 2021. The purpose of availing the facility is to bridge the gap of funding till issuance of REIT to support different projects in pipeline. The amount received is repayable on or before June 30, 2022 at mark-up of 3 months KIBOR + 0.250% per annum. However, facility is further extended. The facility has been secured against the following:

Pari passu charge over current and non-current assets (i.e. receivables, short-term investments, long-term investments and long-term loans to subsidiaries only) of the Company for Rs. 666.667 million covering approved limit with 25% margin.

On June 21, 2022, Rs. 250 million has been paid off.

27.16 Represents loan obtained from director of TME by TME which is interest free and repayable on demand.

		Note	2022 Rupees	2021 Rupees
28	**LEASE LIABILITIES**			
	Current maturity of lease liabilities		128,466,264	47,668,312
	Non-current maturity of lease liabilities		522,308,349	81,889,252
		28.1	650,774,613	129,557,564
28.1	**Reconciliation of total lease liabilities:**			
	Opening balance		129,557,564	86,783,033
	Additions for the year - net		654,960,045	102,643,520
	Interest expense for the year		57,608,066	14,017,861
	Payments / adjustments made during the year		(191,351,062)	(70,205,689)
	Cancellation		-	(3,681,161)
	Closing balance		650,774,613	129,557,564

28.2 The following are the amounts recognised in profit or loss in respect of leases:

	Note	2022 Rupees	2021 Rupees
Depreciation expense of right-of-use assets	7.3	165,545,759	66,938,503
Interest expense on lease liabilities	46	57,608,066	14,017,861
Total amount recognised in profit or loss		223,153,825	80,956,364

28.3 The maturity analysis of lease liabilities is presented in note 50.4 to these consolidated financial statements.

28.4 The Group had total cash outflows for leases of Rs. 191.351 million (2021: Rs. 70.206 million) as of reporting date. The Group also had non-cash additions to right-of-use assets and lease liabilities of Rs. 654.9 million (2021: Rs. 102.643 million). The Group do not have any future cashflows relating leases other than as disclosed in these consolidated financial statements.

		Note	2022 Rupees	2021 Rupees
29	**LONG-TERM LOANS**			
	Term finance I	29.1	-	25,000,002
	Term finance II	29.2	-	28,777,780
	Payroll financing I	29.3	7,296,333	21,888,997
	Payroll financing II	29.4	55,163,502	148,324,802
	Payroll financing III	29.5	31,904,439	69,663,995
			94,364,274	293,655,576
	Less: Current portion shown under current liabilities	37	(94,364,274)	(124,490,426)
			-	169,165,150

29.1 During the year ended June 30, 2021, TPLT (a subsidiary company), has obtained a term finance facility of Rs. 100 million for a period of three years from a commercial bank through an agreement dated November 27, 2017. The loan is repayable in equal quaterly installments of Rs. 8.3 million each from the date of disbursement. The mark-up on the said facility is 3 months KIBOR plus 2.1 percent per annum. The facility is secured against first pari passu charge over stocks and book debts for Rs. 144 million duly insured in bank's favour covering all risks with 25% margin and first pari passu charge over book debts and receivables with 25% margin amounting to Rs. 183 million in bank's favour.

29.2 During the year ended June 30, 2021 , TPLT obtained term finance facility of Rs. 37 million for a period of five years from a commercial bank through an agreement dated April 29, 2020. The loan is repayable in 18 equal quarterly instalments of Rs. 2.05 million each and carries mark-up at the rate of 3 months KIBOR plus 2.50 percent per annum. The facility is secured against first parri passu equitable mortgage charge of Rs. 385 million over land and building of the TPLT and personal guarantees of directors / sponsors of the TPLT.

29.3 TPLP has availed the refinance scheme of Rs.29.803 million from a commerial bank through an agreement dated January 14, 2020. The purpose of availing the facility is to finance 3 months salaries of the workers and employees of business concerns for combating impact of COVID-19 under the SBP Refinance Scheme. The amount received is repayable in 8 equal quarterly installments for a period of 2 years and 6 months (inclusive of 6 months grace period) at the rate of SBR plus 3%. The facility has been secured against the following:

- first pari pasu charge on present and future fixed assets of TPLP;
- first pari pasu charge on present and future current assets OF TPLP;
- corporate guarantee of TPLT; and
- assignment of receivables from TPLIL

29.4 During the year ended June 30, 2020, TPLT and the Holding Company has obtained long-term financing from a commercial bank of Rs. 150 million under Refinance Scheme for payment of Wages & Salaries by State Bank of Pakistan. Out of total facility limit, Rs. 96.7 million was availed by the Company and Rs. 51.7 was availed by the Holding Company. It carries a flat mark-up at the rate of 3 percent per annum and is repayable in 8 quarterly installments commencing from January 2021 discounted at effective rate of interest of 9.72 to 11.31 percent per annum. The differential mark-up has been recognised as government grant (see note 30 to these financial statements) which will be amortised to interest income over the period of the facility. The facility is secured against existing charge over TPL Trakker Limited's current assets, fixed assets and pledge of shares of TPL Insurance Limited & TPL Properties Limited.

29.5 During the year ended June 30, 2021, the Company has obtained long-term financing from a commercial bank of Rs. 98 million under Refinance Scheme for payment of Wages & Salaries by State Bank of Pakistan. Out of total facility limit, Rs. 97.8 million was availed by the Company. It carries a flat mark-up at the rate of 3 percent per annum and is repayable in 8 quarterly installments commencing from January 2021 discounted at effective rate of interest of 10.25 to 10.26 percent per annum. The differential mark-up has been recognised as government grant (see note 32 to these financial statements) which will be amortised to interest income over the period of the facility. The facility is secured against ranking charge over current assets of the company and pledge of shares of TPL Corp Limited & TPL Properties of Rs. 163.333 million with 40 percent margin.

		Note	2022 Rupees	2021 Rupees
30	**DEFERRED LIABILITIES**			
	Government grant	30.1	-	9,660,630
	Gratuity	30.2	36,731,635	20,311,083
			36,731,635	29,971,713
	Less: Current portion shown under current liabilities	37	-	(8,332,355)
			36,731,635	21,639,358
30.1	The movement is as follows:			
	Balance as at July 01, 2020		9,660,630	6,860,074
	Recognised during the year		-	18,011,537
	Released to profit or loss		(9,660,630)	(15,210,981)
	Balance as at June 30, 2021		-	9,660,630
	Non-current portion		-	8,332,355
	Current portion shown under current liabilities		-	1,328,275
			-	6,860,074
30.2	The movement is as follows:			
	Balance as at July 01, 2020		20,311,083	6,849,480
	Acquired under business combination		-	13,869,608
	Charge for the year		15,207,514	2,955,806
	Paid during the year		(2,593,710)	(2,563,850)
	Foreign currency translation reserve		3,806,748	(799,961)
	Balance as at June 30, 2021		36,731,635	20,311,083

As of the reporting date, no actuarial valuation of gratuity has been carried out by the Group since the management believes that effect of actuarial valuation would not be materially different. Further, provision of gratuity has been made at the year end.

		Note	2022 Rupees	2021 Rupees
30.3	**Gas infrastructure development CESS (GIDC) liability**			
	GIDC liability	30.3.1	-	31,221,926
	Less: Current portion of GIDC liability	37	(19,579,594)	(11,642,332)
			-	19,579,594

30.3.1 The Honorable Supreme Court of Pakistan ("SCP") through its judgement dated August 13, 2020 ("Judgement") declared that the levy imposed under the Gas Infrastructure Development Cess ("GIDC") Act, 2015 ("the Act") is valid and in accordance with the provisions of the Constitution of Pakistan 1973. The SCP in its Judgement has issued the following directions:

- All industrial and commercial entities which consume gas for their business activities pass on the burden to their customers, therefore, GIDC that has become due upto July 31, 2020, and has not been recovered so far shall be recovered by the companies responsible under the Act to recover from their consumers;
- Gas companies responsible to collect GIDC under the Act should recover the unpaid GIDC (which has accrued but yet not collected) in 24 equal monthly installments starting from August 1, 2020, without the component of Late Payment Surcharge ("LPS"). The LPS shall only become payable for the delays that may occur in the payment of any of the 24 installments.

Pursuant to the Judgement, the TPLP recognised a provision amounting to Rs. 76.392 million as at June 30, 2020.

On November 2, 2020, the SCP in their judgment on the review petitions instructed the Government to recover the GIDC in 48 installments instead of 24. In pursuance of the aforementioned decision, Sui Southern Gas Company Limited has commenced invoicing of GIDC payable to the TPLP in 48 equal installments from August 2020. Accordingly, the management of the TPLP, derecognised the existing liability for GIDC and recognised new liability for GIDC resulting in gain amounting to Rs. 29.822 million. (note 49).

Considering the recent events and developments in GIDC case, the Institute of Chartered Accountants of Pakistan (ICAP) released financial reporting guidance on the "Accounting of GIDC" via Circular No. 1/2021 dated January 19, 2021 which discusses key accounting considerations for gas consumer companies. Keeping in view the financial reporting guidance of ICAP and giving due consideration to the latest available information and the expected timing of the settlement (i.e. monthly installment rather than lump sum amount),TPLP has remeasured its previously undiscounted liability at its present value and has accordingly, recognised remeasurement gain on liability for GIDC amounting to Rs. 4.675 million (note 49).

		Note	2022 Rupees	2021 Rupees
31	**TRADE AND OTHER PAYABLES**			
	Creditors		812,169,248	734,793,073
	Accrued liabilities		1,166,910,959	468,513,997
	Unearned income	31.1	48,346,062	16,971,153
	Retention money		609,251	609,251
	Against purchase of shares		250,000,000	-
	Margin deposit from customers		10,139,227	3,201,780
	Advance premium from insurers		-	30,097,707
	Book Overdraft		62,159,815	744,316,862
	Dividend payable		1,527,468	-
	Other liabilities			
	Sales commission		16,049,345	23,747,196
	Commision payable		119,711,249	-
	Contract liabilities- Advance from customers		28,895,362	7,326,453
	Amounts due to other insurers / reinsurers		201,216,941	152,683,887
	Federal insurance fee		4,106,781	2,886,274
	Sales tax		146,413,451	45,023,799
	Withholding tax		380,393,885	213,885,024
	Workers' Welfare Fund		2,638,267	2,638,267
	Provident fund		82,359,319	-
	Provision for GIDC		-	60,527,793
	Advance tax on premium		479,141	-
	Advance against operating rentals		6,968,829	-
	Others		59,041,652	70,815,333
			1,048,274,222	579,534,026
		31.2	3,400,136,252	2,578,037,850

31.1 Equipment rentals transferred to revenue during the year amounts to Rs. 1.462 billion (2021: Rs. 910.296 million).

31.2 These are non-interest bearing and generally on a term of 1 to 6 months except for creditors which are on a credit term of 30 days.

		Note	2022 Rupees	2021 Rupees
32	**ACCRUED MARK-UP**			
	Long-term loans / financing	29	77,729,056	90,821,940
	Short-term financing	33	33,580,345	14,897,660
	Running finance under mark-up arrange	36	27,844,523	18,648,039
	Loan to director		-	26,036,109
	Due to related parties	38	46,892,358	32,911,574
			186,046,282	183,315,322

33	SHORT-TERM FINANCINGS		2022 Rupees	2021 Rupees
	Payable against LC's	33.1	95,208,753	235,953,736
	Short-term loan I	33.2	-	200,000,000
	Short-term loan II	33.3	200,000,000	-
	Short-term loan III	33.4	-	150,000,000
	Short-term borrowing - unsecured	33.5	190,688,447	-
	Commercial paper II	33.6	-	432,984,331
			485,897,200	1,018,938,067

33.1 Represents payable against FATR (Finance against trust receipt) facility obtained by TPLT from various commercial banks having an aggregate limit of Rs. 285 million (2021: Rs. 325 million). It carries mark-up ranging from 3 months KIBOR plus 2 percent to 3.5 percent and is secured against first pari passu hypothecation charge of Rs. 826 million (2021: Rs.826 million) over all present and future stocks, book debts and fixed assets excluding land and buildings of the Group with cash margins ranging from nil to 15 percent. As of the reporting date, Rs. 189.791 million (2021: Rs. 89 million) remains unutilized.

33.2 Represents short-term loan facility of Rs. 200 million from a commercial bank for a period of 6 months. The facility carried mark-up at the rate of 6 month KIBOR plus 1.5 percent per annum and was repayable in single bullet payment upon maturity. The loan is secured by way of pledge of shares of a related party. During the year, the Company has repaid the same in full, and accordingly pledge on assets have been released.

33.3 During the year, the Company has entered into sale and repurchase arrangement for 20 million share of TPLL at the sale price of Rs. 10 per share and repurchase price of Rs. 10.254 per share. Subsequent to the year end, the company has settled the liability in full.

33.4 Represents short-term loan facility having a limit of Rs. 800 million from a commercial bank for a period of 6 months. The loan carried mark-up at the rate of 1 month KIBOR plus 1% per annum and was secured against ranking charge over all present and future current assets of a subsidiary, TPLT. During the year, the Company has repaid the same in full, and accordingly charge on assets has been vacated.

33.5 This Represent payroll financing obtain by the group from a Fintech Company, Abhi Limited. The balance is unsecured and carries markup at the rate of 1 month KIBOR plus 2% per annum.

33.6 During the year, the Company has completely settled privately placed Commercial Paper (CP) of Rs. 900 million discounted at 6 months KIBOR plus 2.75 percent (10.40%) per annum.

		Note	2022 Rupees	2021 Rupees
34	**LIABLITIES AGAINST INSURANCE CONTRACTS**			
	Provisions against outstanding claims		692,677,867	539,623,249
	Insurance liabilities		537,387,011	827,630,712
			1,230,064,878	1,367,253,961
35	**UNDERWRITING PROVISIONS**			
	Unearned premium reserves		1,773,695,986	1,355,521,040
	Unearned reinsurance commission		152,952,614	53,448,286
			1,926,648,600	1,408,969,326
36	**RUNNING FINANCE UNDER MARK-UP ARRANGEMENTS**			
	Running Finance		767,102,058	1,062,507,117

These facilities are obtained from various commercial banks having an aggregate limit of Rs. 795 million (2021: Rs. 1,097.5 million) out of which Rs. 37.375 million (2021: Rs. 59.9 million) was un-utilised as of the reporting date. The facilities carry mark-up ranging between 1 month KIBOR plus 2 percent and 3 months KIBOR plus 1.5 percent to 3 percent (2021: 1 month KIBOR plus 2 percent to 3 percent and 3 months KIBOR plus 1.5 percent to 3 percent) per annum. These are secured by way of:

- registered hypothecation over stocks and book debts aggregating to Rs. 1,186 million (2021: Rs. 1,186 million) and pledge of the shares of TPL Insurance Limited, TPL Properties Limited and TPL Corp Limited having market value of Rs. 300 million.

- personal guarantees of sponsors/directors of the Group, 100% liquid security in shape of lien over Group/related Group account/ lien over term deposit account on account of TPL Life Insurance Limited, 100% cash collateral under lien in the form of term deposit receipt or depository participants account (to be marked in group companies) / minimum 60% cash in shape of lien over term deposit receipt or depository participants account (to be marked lien in group Associate Group i.e. TPL Life Insurance Limited) and maximum 40% to be placed in investor portfolio securities account of TPL Life Insurance Limited with 10% margin.

- cash collateral in the form of lien over deposits held under islamic bank of Rs. 100 million in the name of TPL Insurance Limited [TIL], cross corporate guarantee of TPL Insurance Limited [TIL].

		Note	2022 Rupees	2021 Rupees
37	**CURRENT PORTION OF NON-CURRENT LIABILITIES**			
	Long term Financing		550,135,870	1,178,021,725
	Lease liabilities	28	128,466,264	47,668,312
	Long-term loans		94,364,274	124,490,426
	Deferred liabilities	30	-	8,332,355
	GIDC liability		19,318,954	11,642,332
			792,285,362	1,370,155,150
38	**DUE TO RELATED PARTIES - unsecured**			
	TPL Holdings (Private) Limited	38.1	124,870,468	249,326,911
	Virtual World	38.2	4,600,002	2,926,012
	Directors remuneration payable		36,484,670	-
			165,955,140	252,252,923

38.1 Represents current account balances with related parties carrying markup at a variable rate of 6 months KIBOR plus 3 percent (2021: variable rate of 6 months KIBOR plus 3 percent) per annum and are repayable on demand.

38.2 Represents balance payable by TPLI against outsourcing services.

		Note	2022 Rupees	2021 Rupees
39	**ADVANCE MONITORING FEES**			
	Opening balance		35,853,103	37,140,162
	Additions during the year		514,303,971	440,750,688
	Less: Transferred to revenue during the year	41	461,789,826	442,037,747
	Closing balance	39.1	88,367,248	35,853,103

39.1 Represents monitoring fee invoiced in advance, which is taken to income as per the appropriate monitoring period.

40 CONTINGENCIES AND COMMITMENTS

40.1 **Contingencies**

40.1.1 TPLT is defending various suits filed against it in various courts in Pakistan for sums, aggregating to Rs. 13.279 million (2021: 13.279 million), related to its business operations. The legal counsel is confident that these suits are expected to be decided in the favor of the Holding Company and, accordingly, no provision has been made for any liability against these law suits in these financial statements. Details of these legal cases are given below:

Court	Factual Description	Party	Relief Sought
High Court of Sindh	Dispute arising on the reimbursement on return of tracking device and un-utilised monitoring charges	Geofizyka Krakow Limited vs TPL Trakker Limited	Reimbursement of Rs.10.929 million being the price paid for the equipment in respect of returned units and un-utilised monitoring charges
District and Session Court (East)	Dispute arising due to the non-functionality of tracking device	Muhammad Aziz Khan vs TPL Trakker Limited	Recovery of Rs. 1.350 million being the cost of the car and Rs.1 million as damages

40.1.2 During the year 2019, Sindh Revenue Board (SRB) vide notification no. SRB 3-4/5/2019 dated May 08, 2019 extended the exemption on life insurance till June 30, 2019. Subsequent to it, life insurance was made taxable from July 01, 2019 at the rate of 3% and group life insurance at the rate of 13%. However, during the year 2020, SRB vide notification no. SRB 3-4/13/2020, extended the exemption on life insurance till June 30, 2020, after which sales tax will be applicable on the said businesses at the same rates as directed in the previous notification. Further, SRB extended exemption on health insurance till June 30, 2022 vide notification no. SRB-3-4/17/2021. With effect from November 01, 2018, the Punjab Revenue Authority (PRA) withdrew its exemption on life and health insurance and made the same subject to Punjab Sales Tax (PST).

The Company collectively through the forum of Insurance Association of Pakistan ("IAP") had filed a constitutive petition in the Lahore High Court (LHC) and in the High Court of Sindh at Karachi on September 28, 2019 and November 28, 2019 against PRA and SRB respectively, the proceedings of which are still ongoing.

According to the grounds of the petition the Insurance premium does not fall under the definition of service rather an insurance policy is a financial arrangement, which is in the nature of a contingent contract, and not a service upon which sales tax can be levied (and that an insurance company is not rendering a service).

In view of the above the Company has not started billing sales tax to its customers. The amount of sales tax involved is around Rs. 91.356 million.

Based on the legal opinion obtained, the Company considers that it has a reasonably strong case on the merits in the constitution petition and the writ petition filed in the High Courts.

On January 30, 2020, the Company received a show cause notice from SRB for sales tax demand aggregating to Rs.459,680 against reinsurance premium ceded in years 2012-2013, falling under the tariff heading 98.13. The Company was able to obtain extension against this notice up till February 2022. However, on January 18, 2022, the Company has received another show cause notice for sales tax demand aggregating to Rs.457,730 against reinsurance premium ceded in years 2014-2015, falling under the same tariff.

On February 10, 2022, SRB passed an order for deposit of SST amounting to Rs. 457,730/- against which the Company has filed an appeal with the Commissioner (Appeals).

The Company had challenged these show cause notices and had collectively filed a petition through the forum of Insurance Association of Pakistan ("IAP") in Sindh High Court (SHC) against SRB, to obtain a stay order. Pursuant to this, the SHC as per its order issued on February 14, 2022, has restrained SRB from passing any final order.

40.1.3 During 2021, Deputy Commissioner Sindh Revenue Board has issued a show cause notice ref. TPL CORP/UNIT-08/AUDIT-II/LTO/2021 dated January 26, 2021 under Section 25 of the Sindh Sales Tax Act, 1990 (the Act) for tax periods from Jan 2016 to Dec 2016 with respect to tax audit initiated against the Company whereby, sales tax of Rs. 280.309 million, default surcharge of Rs. 134.548 million and penalty of Rs. 14.016 million had been demanded on account of short declared sales and various matters for tax year 2017 vide Order-in-Original (OIO) no. 06/149/2021 dated February 22, 2021. The Company had obtained stay order against recovery of the same from the Sindh High Court. Subsequently, Commissioner Appeals through Order dated February 28, 2022 decided majority of the issues in Company's favour (involving tax demand of Rs. 413 million), whereas appeal is respect of remaining issues (involving tax demand of Rs. 14 million) is pending before Appellate Tribunal Inland Revenue. The Company based on the view of its tax adviser is confident of the favourable outcome. Accordingly, no provision has been made in these unconsolidated financial statements.

		Note	2022 Rupees	2021 Rupees
40.1.4	Corporate guarantee issued by the Holding Company		60,000,000	60,000,000
40.1.5	Guarantees issued by banks on behalf of TPLT		32,294,741	21,639,662
40.2	**Commitments**			
40.2.1	Letter of credits		-	235,953,736
41.2.2	Revolving letter of credits		16,854,000	16,854,000
41.2.3	Commitments in respect of purchase of shares		-	2,380,000,000

		Note	2022 Rupees	2021 Rupees
41	**TURNOVER - NET**			
	Equipment installation and sales		639,805,348	618,832,614
	Monitoring fees		540,587,904	320,136,975
	Rental income		1,072,746,573	1,212,401,293
	Premium		2,927,994,286	3,069,244,562
	Gain on sale of properties		3,496,275,200	-
	Fair value gain on investments		2,398,050,000	-
	Service income:			
	- security		159,828,483	136,760,402
	- navigation		212,782,469	190,936,999
	- maintenance, electricity and air conditioning		-	50,743,215
	- Performance fee		512,739,271	-
	- others		34,999,460	101,244,968
			920,349,683	479,685,585
			11,995,808,994	5,700,301,029
	Less: Sales tax		(374,033,933)	(337,969,037)
			11,621,775,061	5,362,331,992
42	**COST OF SALES AND SERVICES**			
	Cost of equipment sold			
	Opening stock	14	445,649,520	246,221,725
	Purchases		583,064,717	520,867,430
			1,028,714,237	767,089,155
	Less: Units transferred to operating fixed assets given under rental arrangements		(244,994,970)	(117,678,857)
	Closing stock	14	(402,224,531)	(445,649,520)
			381,494,736	203,760,778
	Direct expenses			
	Salaries, wages and other benefits		1,047,497,689	831,189,087
	Monitoring charges		23,785,678	12,114,799
	Net insurance claims / deficit		1,386,118,164	1,862,075,171
	Commission		361,868,510	446,673,588
	Landscape and plantation		-	3,250,000
	Activation and connection charges		239,704,405	297,016,151
	Legal expenses		7,055,801	
	Housekeeping and cleaning		-	12,610,000
	Insurance		17,374,102	16,808,076
	Repairs and maintenece		15,885,144	13,440,857
	Vehicle running and maintenance		49,210,333	98,999,782
	Depreciation	5.1	221,636,781	192,539,173
	Depreciation on ROUA		58,059,650	56,235,035
	Amortisation	6.4	13,135,627	18,950,443
	Postage and courier		17,381,780	17,916,557
	Printing and stationery		-	299,041
	License renewal fee		3,765,417	18,202,804
	Research and development expenses	42.2	77,654,755	77,725,874

	2022 Rupees	2021 Rupees
Communication	8,587,680	5,850,435
Travelling and conveyance	30,243,888	20,718,538
Utilities	17,387,509	16,031,094
Rent, rates and taxes	19,656,215	22,772,438
Uniform and liveries	1,496,670	1,512,519
Computer expenses	33,476,527	23,351,695
Others	197,367	145,147
	3,651,179,692	4,066,428,304
	4,032,674,428	4,270,189,082

42.1 Includes Rs. 10.685 million (2021: Rs. 8.342 million) in respect of staff retirement benefits (provident fund contribution).

42.2 Represent expenses incurred by TPLT. The breakup is as follows:

	2022	2021
Salaries, wages and other benefits	55,820,839	54,308,839
Depreciation	21,357,357	21,709,350
Rent, rates and taxes	476,612	1,708,385
	77,654,808	77,726,574

43 DISTRIBUTION EXPENSES

	Note	2022 Rupees	2021 Rupees
Salaries, wages and other benefits	43.1	66,701,391	64,893,837
Depreciation	5.1.1	6,775,547	5,687,929
Depreciation on ROUA	7.3	1,872,892	1,814,034
Amortisation		-	611,305
Sales promotion and publicity		69,821,983	15,469,113
Computer expenses		4,624,482	356,319
Utilities		1,597,982	1,354,502
Printing and stationery		853,785	47,082
Communication		2,060,200	1,403,530
Rent, rates and taxes		1,867,519	2,663,426
Vehicle running and maintenance		2,248,785	1,921,094
Insurance		1,878,503	1,182,686
Outsourcing		47,571,583	46,643,995
Newspapers and periodicals		735,892	1,373,020
		208,610,544	145,421,872

43.1 Includes Rs. 2.15 million (2021: Rs. 5.871 million) in respect of staff retirement benefits (provident fund contribution).

44 ADMINISTRATIVE EXPENSES

	Note	2022 Rupees	2021 Rupees
Salaries, wages and other benefits	44.1	1,377,156,809	1,112,400,447
Legal and professional		356,454,985	136,137,962
Depreciation	5.1	142,286,180	92,600,223
Depreciation ROUA	7	105,613,217	8,889,434
Amortisation	6.4	57,256,803	56,481,956
Allowance for expected credit losses		55,547,168	18,863,151
Bad debt expense		23,579,580	-
Utilities		26,047,990	19,028,822
Rent, rates and taxes		49,363,046	21,685,508
Travelling and conveyance		23,088,497	27,740,241
Late payment surcharge		15,000,000	12,324,129
Repairs and maintenance		38,411,121	69,581,719
Tenant compensation		-	70,000,000
Vehicle running and maintenance		69,633,952	65,652,768
Computer expenses		58,049,675	20,430,506
Communication		26,633,721	21,084,390
Training		3,260,942	3,057,424
Auditor's remuneration	44.2	24,215,774	20,302,073
Insurance		24,878,330	8,583,577
Entertainment		5,777,102	13,717,359
Printing and stationery		17,293,763	18,854,021
Postage and courier		9,585,866	37,829,296
Donations	44.3 & 44.4	138,621,562	41,149,889
Ijarah rentals		8,222,553	13,157,815
Subscription		13,735,709	11,828,368
Fire, safety and security		6,014,237	2,946,695
Advertisment		3,046,051	-
Publicity		972,469	-
Impairment loss on investment in CPPL		-	11,531,207
Staff welfare		209,504	-
Others		5,565,409	25,043,725
		2,685,522,015	1,960,902,705

44.1 These include Rs. 18.872 million (2021: Rs.12.691 million) in respect of staff retirement benefits (provident fund contribution).

		Note	2022 Rupees	2021 Rupees
44.2	**Auditor's remuneration**			
	Audit fees (Holding company and its subsidiaries)		12,641,137	10,579,456
	Half yearly review fee, CCG and other assurance services		10,691,758	8,983,679
	Out of pocket expenses		882,879	739,719
			24,215,774	20,302,854

44.3 Recipients of donations do not include any done in which a director or spouse had any interest.

44.4 Donation to donees equal to or exceeds Rs.1 million or 10 percent of the Group's total amount of donation, whichever is higher are as follows:

	2022 Rupees	2021 Rupees
Patent Aid Foundation	68,000,000	10,000,000
Habib University Foundation	-	6,365,000
Shaukat Khanam Hospital	25,000,000	4,200,000
Baitul Sukoon	-	2,500,000
Sindh Insititute Of Urology And Transplantation	2,500,000	2,500,000
The Indus Hospital	-	3,600,000
London school of economics	16,740,500	-
JDC Foundation Pakistan	1,000,000	-
Zafar and Atia foundation	5,000,000	-
Child Life Foundation	1,500,000	-
Habib Education Trust	10,000,000	-
Karwan-e-Hayat, Institute of Mental Health Care	-	1,000,000
Zindagi Trust	-	1,000,000
Jafaria Disaster Cell Welfare Organization	-	1,000,000
Pakistan Agriculture Coalition	-	1,500,000
Lady Dufferin Hospital	-	2,000,000
	129,740,500	35,665,000

44.5 Investments out of provident fund has been made in accordance with the provisions of Section 218 of the Companies Act, 2017, and the conditions specified thereunder.

45 OTHER EXPENSES

	2022 Rupees	2021 Rupees
Others	37,340,135	-
WWF	2,806,264	-
Exchange loss – net	15,422,317	82,830,758
	55,568,716	82,830,758

		Note	2022 Rupees	2021 Rupees
46	**FINANCE COSTS**			
	Mark-up on:			
	- long-term financing		585,261,053	461,797,347
	- lease liabilities		37,577,284	14,017,862
	- long-term loans		10,503,478	42,099,560
	- Due to a related party		-	46,261,940
	- short-term financing		318,952,411	193,859,447
	- running finance under mark-up arrangements		100,010,092	105,243,350
	Bank and other charges		20,391,507	16,853,481
			1,072,695,825	880,132,987
47	**OTHER INCOME**			
	Income from financial assets:			
	Interest income on loan given to employee	11.3	1,547,732	89,302
	Income on term deposits receipts	20	-	35,748,029
	Income on debt securities	20	-	32,022,753
	Mark-up on saving accounts		169,201,861	89,440,527
	Mark-up on Commercial Papers		-	-
	Markup on long-term loan		87,530,895	-
	Mark-up on related parties		45,084,990	-
	Fair value gain on investment in TME		-	33,327,406
	Unrealised gain on investments		8,878,588	-
	Gain on bargain purchase option		-	89,486,545
	Dividend income		-	1,200,903
	Realized gain / (loss) on investment in mutual funds	20	-	46,995,214
	Unrealized gain on investment in mutual funds	20	-	44,730,791
			312,244,066	373,041,470
	Income from related parties:			
	Mark-up on loan to director		-	39,843,036
	Total income from financial assets		312,244,066	412,884,506

	Note	2022 Rupees	2021 Rupees
Income from assets other than financial assets:			
Amortisation of government grant	30.1	8,863,524	15,210,981
Gain on disposal of non-current asset held for sale		-	645,949,089
Gain on disposal of property, plant and equipment		21,726,491	15,725,420
Exchange gain		10,244,125	-
Reversal of provision for GIDC	30.3.1	-	29,822,466
Remeasurement gain on GIDC	30.3.1	-	4,675,267
Fair value gain on investment property		-	684,723,458
Reversal of ECL		2,773,876	-
Others		23,553,496	4,856,134
		67,161,512	1,400,962,815
		379,405,578	1,813,847,321

48 TAXATION

	2022 Rupees	2021 Rupees
Current	105,499,383	127,274,970
Prior	(23,789,936)	(7,432,147)
	81,709,447	119,842,823
Deferred	(86,882,287)	(43,727,219)
	(5,172,840)	76,115,604

48.1 The returns of the total income of the Holding Company have been filed for and upto tax year 2021 which are considered as deemed assessments, except for tax years 2016 and 2017. In respect of tax year 2016, the Holding Company had received an order from Deputy Commissioner Inland Revenue (DCIR) whereby, a demand of Rs. 1.08 million was raised on account of disallowance of certain expenses. Being aggrieved the Holding Company filed an appeal before Commissioner Inland Revenue (Appeals) CIR(A) against which appeal effect order was issued by CIR(A) in favour of the Holding Company. Thereafter, the Tribunal has filed an appeal against the said order which is pending adjudication.

48.2 Relationship between accounting profit and tax expense

	2022	2021
Profit/ (loss) before taxation	4,010,871,601	(117,274,298)
Applicable tax rate	29%	29%
Tax effect of prior year tax	(23,789,936)	(7,432,147)
Tax effect of income subject to lower tax rate	18,617,096	83,537,751
	(5,172,840)	76,105,604

		2022 Rupees	2021 Rupees
49	**EARNINGS PER SHARE – basic and diluted**		
	Profit/loss attributable to the ordinary shareholders of parent (Rupees)	1,060,876,686	(133,746,482)
	Weighted average number of ordinary shares in issue (in Numbers)	267,297,763	267,297,763
	Earnings per share – basic and diluted (Rupees)	3.97	(0.50)
	Profits attributable to the ordinary shareholders of parent (Rupees)- from continued operation	901,577,205	-
	Weighted average number of ordinary shares in issue (in Numbers)	267,297,763	267,297,763
	Earnings per share – basic and diluted (Rupees)	3.37	-

49.1 There is no dilutive effect on basis earnings per share of the Group. Share based payment has anti dilutive effects.

50 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group finances its operations through equity, borrowings and management of working capital with a view of maintaining and appropriate mix between various sources of finance to minimize risks. Taken as a whole, the Group is exposed to market risk (including currency, interest rate and other price risks), credit risk and liquidity risk. The Group overall risk management policies focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. No changes were made in the risk and capital management framework and objectives, policies or processes and assumptions during the year ended June 30, 2022. The policies for managing each of these risks are summarised below:

50.1 Risk management framework

The Board of Directors has overall responsibility for the establishment and over sight of the Group's risk management framework. The executive management team is responsible for developing and monitoring the Group's risk management policies. The team regularly meets and any changes and compliance issues are reported to the Board of Directors through the audit committee.

Risk management systems are reviewed regularly by the executive management team to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees compliance by management with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

The Group finances its operations through equity, borrowings and management of working capital with a view of maintaining and appropriate mix between various sources of finance to minimize risks. Taken as a whole, the Group is exposed to market risk, credit risk, and liquidity risk. No changes were made in the objectives, policies or processes and assumptions during the year ended June 30, 2022. The policies for managing each of these risks are summarised below.

50.2 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, currency risk and other price risk. The sensitivity analyses in the following sections relate to the position as at June 30, 2021 and 2022.

50.2.1 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term and short-term financing arrangements at floating interest rates to meet its business operations and working capital requirements.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, on the Group's (loss) / profit before tax (through impact on floating rate borrowings). There is no direct impact on Group's equity. This analysis excludes the impact of movement in market variables on the carrying values of provisions and on non-financial assets and liabilities of the Group.

	(Increase) / decrease in basis points	Effect on (loss) / profit before tax (Rupees)
2022	+100	74,181,068
	-100	(74,181,068)
2021	+100	(40,307,057)
	-100	40,307,057

50.2.2 Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign currency exchange rates primarily relates to the group's advances, suppliers and others. The group manages its currency risk by effective fund management and timely repayment. The Group, however, has not hedged its foreign currency liabilities as the management has assessed that it will not be cost beneficial.

	2022	2021	2022	2021
	Foreign Currency	Foreign Currency	-------- Equivalent Rupees --------	
Assets				
Advances (USD)	43,215	-	8,878,522	-
Liabilities				
Trade creditors (USD)	(373,179)	(185,469)	(66,612,316)	(29,378,292)
Trade creditors (EURO)	(90,000)	-	(17,948,682)	-
	(373,179)	(185,469)	(66,612,316)	(29,378,292)

The exchange rates applied during the year and at year end were as follows:

	Average rate			Spot rate	
	2022	2021		2022	2021
	-----------Rupees-----------			-----------Rupees-----------	
US Dollar	179.50	163.30	121.80	178.50	158.40
Euro	206.00	N/A		199.43	N/A

Sensitivity analysis

Every 5% increase or decrease in exchange rate, with all other variables held constant, will decrease or increase loss before tax for the year by Rs 4.338 million (2021: Rs 1.469 million).

50.2.3 Other price risk

Other price risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market prices such as equity price risk. Equity price risk is the risk arising from uncertainties about future values of investments securities. The Group manages the price risk through diversification and placing limits on individual and total equity instruments and continuous monitoring of developments in equity market. As of reporting date, the Group is exposed to equity price risk in respect of investment in listed securities. Change of 10 percent in equity prices of quoted securities will result in change in price of respective equity instruments by Rs. 11.958 million (2021: Rs. 0.102 million).

50.3 **Credit risk**

50.3.1 Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharging an obligation. The financial assets excludes statutory assets and includes deposits, trade and other receivables, interest accrued, investments, due from related parties and cash and bank balances. Out of the total financial assets of Rs. 10,816.658 million (2021: Rs. 5,824.812 million), the financial assets which are subject to credit risk amounted to Rs. 1,101.138 million (2021: Rs. 5,823.347 million).

The Group's credit risk is primarily attributable to its trade debts and bank balances. The Group has large number of customers, including corporate and individuals, due to large number and diversity of its customer base, concentration of credit risk with respect to trade debtors is limited. Further, the Group manages its credit risk by obtaining advance monitoring fee for device and service charges and effective implementation of credit policy for its customers.

The credit quality of financial assets that are past due but not impaired is disclosed in note 15.3 to these consolidated financial statements. As at the reporting date, there are no financial assets that would otherwise be past due or impaired whose terms have been renegotiated.

50.3.2 The Group monitors the credit policy of its financial assets with reference to historical performance of such assets and available external credit ratings. The carrying values of financial assets which are neither past due nor impaired are as under:

	Note	2022 Rupees	2021 Rupees
Long term investment	10	204,780,000	149,901,091
Loans	11	44,901,420	26,180,570
Long-term deposits	12	58,714,980	43,881,787
Trade debts	15	391,727,927	391,727,927
Trade deposits	17	134,994,338	75,098,906
Interest accrued	18	286,569,422	182,242,296
Other receivables	19	1,534,605,859	1,539,594,924
Short-term investments	20	1,236,331,408	1,872,050,309
Due from related parties	21	1,275,628,983	751,551,740
Cash and bank balances	23	3,642,125,889	4,801,025,667
		8,810,380,226	9,833,255,217

50.3.3 The credit quality of Group's bank balances can be assessed with reference to external credit ratings as follows:

Bank Balances by short-term rating	Rating Agency	2022 Rupees	2021 Rupees
A-1+	PACRA / JCR-VIS	2,118,429,856	3,585,108,281
A-1	PACRA / JCR-VIS	33,835,194	67,465,026
A-2	PACRA / JCR-VIS		-
A-2	JCR-VIS	1,547,437	27,950,210

Bank Balances by short-term rating	Rating Agency	2022 Rupees	2021 Rupees
A-3	PACRA / JCR-VIS	-	-
A-3	JCR-VIS	155,112,412	155,112,412
A-4	JCR-VIS	45,975,972	45,975,972
A1	PACRA	11,831,710	-
A1+	PACRA	830,044,609	-
A-	JCR-VIS		-
A-	JCR-VIS	65,438	-
AA	PACRA / JCR-VIS	-	-
AA+	PACRA	16,813	-
BBB	JCR-VIS	-	-
AAA	PACRA/JCR-VIS	-	-
	Unrated	445,155,494	917,945,081
		3,642,014,935	4,799,556,981

50.4 **Liquidity risk**

Liquidity risk represents the risk that a Group will encounter difficulties in meeting obligations with the financial liabilities. The financial liabilities excludes statutory liabilities and provisions and includes long-term and short-term financing, trade and other payables, accrued markup and due to related parties. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of various financing facilities. The table below summarises the maturity profile of the Group's financial liabilities at June 30, 2021 and 2022 based on contractual undiscounted payment dates and present market interest rates:

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
			(Rupees)		
2022					
Long-term financings	103,246,409	14,885,396	1,062,339,034	4,946,190,774	6,128,661,693
Lease liabilities	-	-	151,865,298	394,143,959	546,009,257
Due to related parties	165,955,140	-	-	-	165,955,140
Trade and other payables	-	1,048,274,222	2,351,862,030	-	3,400,136,252
Accrued markup	186,046,282	-	-	-	186,046,282
Running finance under markup arrangements	**767,102,058**	-	-	-	767,102,058
Short-term financings	-	190,608,447	295,208,753	-	485,817,200
Liabilities against insurance contracts	1,230,064,878	-	-	-	1,230,064,878
Unclaimed dividend	1,729,583	-	-	-	1,729,583
Unpaid dividend	3,000,000	-	-	-	3,000,000
	2,457,144,430	1,253,848,065	3,861,273,115	5,342,336,733	12,914,602,343
2021					
Long-term financings	103,246,400	14,805,396	1,062,339,034	4,405,665,575	5,586,156,404
Lease liabilities	-	-	47,868,312	81,689,252	129,557,564
Long-term loans	-	-	225,287,721	68,367,855	293,655,576
GIDC liability	-	1,900,392	9,701,940	19,579,594	31,221,926
Due to related parties	252,252,923	-	-	-	252,252,923
Trade and other payables	-	2,036,837,473	262,682,140	-	2,299,519,613
Accrued markup	183,313,325	-	-	-	183,313,325
Running finance under markup arrangements	1,062,307,117	-	-	-	1,062,307,117
Short-term financings	-	298,272,196	720,665,871	-	1,018,938,067
Liabilities against insurance contracts	1,367,253,961	-	-	-	1,367,253,961
Unclaimed dividend	1,729,583	-	-	-	1,729,583
Unpaid dividend	3,000,000	-	-	-	3,000,000
	2,567,186,301	2,653,202,479	1,500,017,744	3,346,796,464	12,229,088,149

50.5 **Fair value of financial instruments**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measure using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants at in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participants ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in these consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted market price
Level 2: Valuation techniques (market observable)
Level 3: Valuation techniques (non- market observables)

The Group held the following financial instruments measured at fair value other than those disclosed in notes 10 and 20 to these consolidated financial statements are as follows:

	Total	Level 1	Level 2	Level 3
	----------------------	Rupees '000	----------------------	
Financial assets				
2022				
Government securities	48,123,200	-	48,123,200	-
Term deposit receipts (TDRs)	690,000,000	-	690,000,000	-
Listed securities	40,969,129	40,969,129	-	-
Mutual funds	191,571,351	191,571,351	-	-
	970,663,680	232,540,480	738,123,200	-
2021				
Government securities	40,307,369	-	40,307,369	-
Listed securities	119,586,119	119,586,119	-	-
Mutual funds	890,977,570	467,763,175	423,214,395	-
	1,050,871,058	587,349,294	463,521,764	-

50.6 Risk related to general insurance business

50.6.1 Insurance risk

The risk under any insurance contract is the possibility that the insured event occurs and the uncertainty of the amount of compensation to the insured. Generally most insurance contracts carry the insurance risk for a period of one year. The Group's major insurance contracts are in respect of motor vehicles through issuance of general insurance contracts relating to motor insurance. For these contracts the most significant risks arise from theft, accidents and terrorist activities.

The Group's risk exposure is mitigated by employing a comprehensive framework to identify, assess, manage and monitor risk. This framework includes implementation of underwriting strategies which aim to ensure that the underwritten risks are well diversified in terms of type and amount of the risk.

Adequate reinsurance is arranged to mitigate the effect of the potential loss to the Group from individual to large or catastrophic insured events. Further, the Group adopts strict claim review policies including active management and prompt pursuing of the claims and regular detailed review of claim handling procedures and frequent investigation of possible false claims to reduce the insurance risk.

50.6.2 Frequency and severity of claims

Risk associated with general insurance contracts includes the reasonable possibility of significant loss as well as the frequent occurrence of the insured events. This has been managed by having in place underwriting strategy, reinsurance arrangements and proactive claim handling procedures. The reinsurance arrangements against major risk exposure include excess of loss, quota share, surplus arrangements and catastrophic coverage. The objective of having such arrangements is to mitigate adverse impacts of severe losses on Group's net retentions.

50.6.3 Uncertainty in the estimation of future claim payments

Claims on motor insurance contracts are payable on a claim occurrence basis. The Group is liable for all insured events that occur during the term of the insurance contracts respectively, including the event reported after the expiry of the insurance contract term. An estimated amount of the claim is recorded immediately on the intimation to the Group. The estimation of the amount is based on management judgment or preliminary assessment by the independence surveyor appointed for the purpose. The initial estimates include expected settlement cost of the claims. Provision for incurred but not reported (IBNR) is based on the management's best estimate which takes into account expected future patterns of reporting of claims and the claim actually reported subsequent to the reporting date. There are several variable factors which affect the amount and timing of recognized claim liabilities. The Group takes all reasonable measures to mitigate the factors affecting the amount and timing of claim settlements. However, uncertainty prevails with estimated claim liabilities and it is likely that final settlement of these liabilities may be different from initial recognized amount. Outstanding claims are reviewed on a periodic basis.

50.6.4 Key assumptions

The process used to determine the assumptions for calculating the outstanding claim reserve is intended to result in neutral estimates of the most likely or expected income. The nature of the business makes it very difficult to predict with certainty the likely outcome of any particular claim and the ultimate cost of notified claims. Each notified claim is assessed on a separate case to case basis with due regard to the claim circumstances, information available from surveyors and historical evidence of the size of similar claims. Core estimates are reviewed regularly and are updated as and when new information is available.

The principal assumption underlying the liability estimation of IBNR and premium deficiency reserves is that the Group's future claim development will follow similar historical pattern for occurrence and reporting. The management uses qualitative judgment to assess the extent to which past occurrence and reporting pattern will not apply in future. The judgment includes external factors e.g. treatment of one-off occurrence claims, changes in market factors, economic conditions, etc. During the year, the Group has not changed its assumptions for the insurance contracts.

50.6.5 Sensitivity analysis

The risks associated with the insurance contracts are complex and subject to a number of variables which complicate quantitative sensitivity analysis. The Group makes various assumptions and techniques based on past claims development experience. This includes indications such as average claims cost, ultimate claims numbers and expected loss ratios. The Group considers that the liability for claims recognized in the statement of financial position is adequate. However, actual experience may differ from the expected outcome.

The claim liabilities are sensitive to the incidence of insured events and severity / size of claims. As the Group enters into short term insurance contracts, it does not assume any significant impact of changes in market conditions on unexpired risks. However, some results of sensitivity testing are set out below, showing the impact on profit before tax net of reinsurance. The impact of 10 percent increase / decrease in incidence of insured events on loss before tax and shareholder's equity is as follows:

	Loss before tax		Shareholder's equity	
	2022	2021	2022	2021
	(Rupees)		(Rupees)	
Average claim cost				
Fire and property damage	783,756	-	555,467	-
Marine, aviation & transport	399,709	1,188,619	283,793	843,919
Motor business	99,415,092	84,858,984	70,584,715	60,249,878
Health	26,154,325	17,001,770	18,569,571	12,071,256
Miscellaneous	2,327,273	1,253,941	1,652,364	890,298
	129,080,155	104,303,313	91,645,910	74,055,352

50.6.6 Concentration of risk

To optimize benefits from the principle of average and law of large numbers, geographical spread of risk is of extreme importance. There are a number of parameters which are significant in assessing the accumulation of risk with reference to the geographical location, the most important of which is risk survey.

Risk surveys are carried out on a regular basis for the evaluation of physical hazards associated with the insured property.

The adequate event limit is a multiple of the treaty capacity or the primary recovery from excess of loss treaty, which is very much in line with the risk management philosophy of the Group.

Reinsurance ceded does not relieve the Group from its obligation towards policy holders and, as a result the Group remains liable for the portion of outstanding claims reinsured to the extent that reinsurer fails to meet the obligation under the reinsurance agreements.

The Group minimises its exposure to significant losses by obtaining reinsurance from a number of reinsurers, who are dispersed over several geographical regions. The concentration of risk by type of contracts based on single risk with maximum exposure is summarised below:

	Gross sum insured		Reinsurance		Net	
	2022 (Rupees)	2021	2022 (Rupees)	2021	2022 (Rupees)	2021
Fire & property damage	18,017,520,000	16,745,326,143	17,987,520,000	16,645,326,143	30,000,000	100,000,000
Marine, aviation & transport	1,658,646,278	532,458,300	1,638,646,278	512,458,300	20,000,000	20,000,000
Motor business	67,770,050	52,000,000	46,229,769	32,890,000	21,540,281	19,110,000
Health	-	1,800,000	-	-	-	1,800,000
Miscellaneous	800,000,000	970,000,000	797,600,000	950,600,000	2,400,000	19,400,000
	20,543,936,328	18,301,584,443	20,469,996,047	18,141,274,443	73,940,281	160,310,000

50.7 Risk related to life insurance business

The Group's overall risk management seeks to minimize potential adverse effects on the Group's financial performance of such risk. The Board of Directors has the overall responsibility for the establishment and oversight of the Group's risk management framework. There are Board Committees and Management Committees for developing risk management policies and its monitoring.

The risks involved with financial instruments and the Group's approach to managing such risks are discussed below.

50.7.1 Insurance risk

The risk under an insurance contract is the possibility that the insured event occurs and the uncertainty of the amount of the resulting claim. By the very nature of an insurance contract, this risk is random and therefore unpredictable. The principal risk that the Group faces under such contracts is that the occurrence of the insured events and the severity of reported claims. The Group's risk profile is improved by diversification of these risks of losses to a large portfolio of contracts as a diversified portfolio is less likely to be affected by an unexpected event in single subset.

50.7.2 Individual life unit linked

The risk underwritten is mainly death and sometimes disability and/or critical illness. The risk of death and disability will vary from region to region. The Group may get exposed to poor risks due to unexpected experience in terms of claim severity or frequency. This can be a result of anti-selection, fraudulent claims, a catastrophe or poor persistency. The Group may also face the risk of poor investment return, inflation of business expenses and liquidity issues on monies invested in the fund. The Group faces the risk of under-pricing particularly due to the fact that these contracts are long term. Additionally, the risk of poor persistency may result in the Group being unable to recover expenses incurred at policy acquisition.

The Group manages these risks through its underwriting, reinsurance, claims handling policy and other related controls. The Group has a well defined medical under-writing policy and avoids selling policies to high risk individuals. This puts a check on anti-selection. Profit testing is conducted on an annual basis to ensure reasonableness of premiums charged. Reinsurance contracts have been purchased by the Group to limit the maximum exposure on any one policyholder. To avoid poor persistency the Group applies quality controls on the standard of service provided to policyholders and has placed checks to curb mis-selling and improvement in standard of service provided to the policyholders. For this, a regular monitoring of lapsation rates is conducted. On the claims handling side, the Group has procedures in place to ensure that payment of any fraudulent claims is avoided. For this, claims committee with variable materiality limits review all claims for verification and specific and detailed investigation of all apparently doubtful claims (particularly of high amounts) is conducted. The Group maintains adequate liquidity in each unit fund to cater for potentially sudden and high cash requirement. The Group reserves the right to review the charges deductible under the contracts, thus limiting the risk of under-pricing.

a) Frequency and severity of claims

The Group charges for mortality risk on a monthly basis for all insurance contracts. It has the right to alter these charges based on its mortality experience and hence minimises its exposure to mortality risk. Delays in implementing increases in charges and market or regulatory restraints over the extent of the increases may reduce its mitigating effect. The Group manages these risks through its underwriting strategy and reinsurance arrangements.

b) Sources of uncertainty in the estimation of future benefit payments and premium receipts

Uncertainty in the estimation of future benefit payments and premium receipts for long-term unit linked insurance contracts arises from the unpredictability of long-term changes in overall levels of mortality and variability in policyholder's behavior.

c) Process used to decide on assumptions

For long-term unit linked insurance contracts, assumptions are made in two stages. At inception of the contract, the Group determines assumptions on future mortality, persistency, administrative expenses and investment returns. At regular intervals, profit testing is conducted on main policies.

d) Changes in assumptions

There has been no change in assumptions during the year.

50.7.3 **Group life**

The main risk written by the Group is mortality. The Group may be exposed to the risk of unexpected claim severity or frequency. This can be a result of writing business with higher than expected mortality (such as mining or other hazardous industries), writing high cover amounts without adequate underwriting, difficulty of verification of claims, fraudulent claims or a catastrophe. The Group also faces risk such as that of under-pricing to acquire business in a competitive environment and of non-receipt of premium in due time. There also exists a potential risk of asset liability term mismatch due to liabilities being very short term in nature.

The Group manages these risks through underwriting, reinsurance, effective claims handling and other related controls. The Group has a well defined medical under-writing policy and avoids writing business for groups with overly hazardous exposure. Pricing is done in line with the actual experience of the Group. The premium charged takes into account the actual experience of the client and the nature of mortality exposure the group faces. The rates are certified by the appointed actuary for large groups. The Group also maintains an MIS to track the adequacy of the premium charged. Reinsurance contracts have been purchased by the Group to limit the maximum exposure to any life. At the same time, due caution is applied in writing business in areas of high probability of terrorism. The Group ensures writing business with good geographical spread and tries to maintain a controlled exposure to large groups which generally have poor claim experience. Writing business of known hazardous groups is also avoided. On the claims handling side, the Group ensures that payment of any fraudulent claims is avoided. For this, a claims committee reviews all large claims for verification. Strict monitoring is in place in order to keep the outstanding balances of premium at a minimum, especially the ones that are overdue. The bulk of the assets held against liabilities of this line of business have a short duration, thus mitigating the risk of asset value deterioration.

a) **Frequency and severity of claims**

The risk is affected by several factors e.g. age, occupation, benefit structure and life style. The Group attempts to manage this risk through its underwriting, claims handling and reinsurance policy. Concentration of risk arising from geographical area is not a factor of concern due to spread of risks across various parts of the country.

b) **Sources of uncertainty in the estimation of future benefits payments and premium receipts**

Other than conducting a liability adequacy for Unexpired Risk Reserves (URR), there is no need to estimate mortality for future years because of the short duration of the contracts.

c) **Process used to decide on assumptions**

Statistical methods are used to adjust the rates to a best estimate of mortality. Where data is sufficient to be statistically credible, the statistics generated by the data is assigned appropriate credibility factors to account for the group's experience.

d) **Changes in assumptions**

There has been no change in assumptions during the year.

50.7.4 **Accident and health**

The main risk written by the Group is morbidity. The Group may be exposed to the risk of unexpected claim severity or frequency. This can be a result of high exposure in a particular geographical areas, medical expense inflation, fraudulent claims and catastrophic event. The Group potentially faces the risk of lack of adequate claims control (such as for very large groups). The Group also faces a risk of under-pricing to acquire business in a competitive environment and of non-receipt of premium in due time.

The Group manages these risks through its underwriting, reinsurance, claims handling policy and other related controls. The Group has a well defined medical under-writing policy and avoids writing business for groups with potentially high health related risk exposure such as Government Schemes. Any pre-existing conditions are screened at this stage. Pricing is done as per actual experience of the Group's portfolio. The premium charged takes into account the actual experience of the client and an MIS is maintained to track the adequacy of the premium charged.

a) **Frequency and severity of claims.**

Group measures risk accumulation in terms of potentially high exposure concentration in a particular geographical area (such as micro insurance policy in northern areas).

b) **Sources of uncertainty in the estimation of future benefit payments and premium receipts**

Other than conducting a liability adequacy for Unexpired Risk Reserves (URR), there is no need to estimate morbidity for future years because of the short duration of the contracts.

c) **Process used to decide on assumptions**

An investigation into Group's experience is performed periodically, and statistical methods are used to adjust the rates to a best estimate of morbidity. Where data is sufficient to be statistically credible, the statistics generated by the data are assigned appropriate credibility factors to account for the group's experience.

d) **Changes in assumptions**

There has been no change in assumptions.

Reserve risks are controlled by constantly monitoring the provisions for insurance claims that have been submitted but not yet settled and by amending the provision, if deemed necessary. There are several variable factors that affect the amount and timing of recognized claim liabilities. However the management considers that uncertainty about the amount and timing of claim payments is generally resolved within a year. As the Group enters into short term insurance contracts, it does not assume any significant impact of changes in market conditions on unexpired risks. However, some results of sensitivity testing are set out below:

	Change in claims assumption	Impact on loss before taxation Rupees
2022		
Provision for current claims	+10%	7,394,028
	-10%	(7,394,028)
2021		
Provision for current claims	+10%	16,031,000
	-10%	(16,031,000)

50.8 **Capital management**

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business sustain future development of the business and maximize shareholders value. No changes were made in the objectives, policies or processes during the year ended June 30, 2022. The parent Group is committed to provide full support to the Group, as and when required. The Group manages its capital structure and makes adjustment to it in the light of changes in economic conditions. The Group monitors capital using a debt equity ratio, which is net debt divided by total capital plus net debt. Equity comprises of share capital and revenue reserves. The gearing ratio as at June 30, 2022 and 2021 are as follows:

	Note	2022 Rupees	2021 Rupees
Long-term financings	27	6,678,797,564	5,586,136,494
Lease liabilities	28	650,774,613	129,557,564
Long-term loans	29	6,128,661,693	293,655,576
Accrued mark-up	32	186,046,282	183,315,325
Short-term financings	33	485,897,200	1,018,938,067
Running finance under mark-up arrangements	36	767,102,058	1,062,507,117
Due to related parties	38	165,955,140	252,252,923
Current maturity of non- current liabilities		-	-
Total debts		15,063,234,550	8,526,363,066
Less: Cash and bank balances	23	(3,642,228,889)	(4,801,025,667)
Net debt		18,705,463,439	3,725,337,399
Share capital	25	2,672,977,630	2,672,977,630
Reserves - total		1,103,678,454	476,712,256
Participants' Takaful Fund (PTF)		(88,103,930)	13,175,297
Total equity		3,688,552,154	3,162,865,183
Total capital		22,394,015,593	6,888,202,582
Gearing ratio		83.53%	54.08%

51 REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

The aggregate amounts charged in these consolidated financial statements for the year are as follows:

	Group Chief Executive		Directors		Executives	
	2022	2021	2022	2021	2022	2021
	Rupees					
		*Restated				*Restated
Basic salary/ Fee	38,712,276	23,227,200	-	-	420,277,842	428,512,656
Bonus	-	-	-	-	36,727,500	178,329,000
House rent allowance	17,420,400	10,452,240	-	-	189,125,031	192,830,160
Medical	3,867,324	2,320,560	-	-	41,872,670	42,810,024
Vehicle allowances	-	-	-	-	77,570,828	61,062,000
Provision for ESOP	(23,875,000)	23,875,000	-	-	(33,425,000)	33,425,000
Retirement benefits	3,224,736	1,934,820	-	-	33,043,545	34,083,180
	39,349,736	61,809,820	-	-	765,192,416	971,052,020
Number of person(s)	1	1	-	-	123	111

51.1 In addition, the Chief Executive, directors and certain executives of the Group have also been provided with Group owned and maintained cars and other benefits in accordance with their entitlements as per rules of the Group.

51.2 During the year, the Group has paid Rs. 5.3 million (2021: Rs. 5.3 million) to the non-executive directors on account of board meeting fees.

*Corresponding figures have been restated for better presentation to reflect ESOP provision.

52 TRANSACTIONS WITH RELATED PARTIES

Related parties comprise of ultimate parent company, subsidiaries, associated companies, where directors hold common directorship, key management personnel and their close family members and staff retirement benefit funds. Transactions and balances with related parties other than those disclosed elsewhere in these consolidated financial statements are as follows:

	2022 Rupees	2021 Rupees
TPL Holdings (Private) Limited (Ulimate Parent Company)		
Amount received by the Holding Company and TPL T	1,132,061,180	583,000,000
Expenditure incurred / paid by TPL T on behalf of TPLH	40,962,338	24,965,151
Mark-up on current account	130,498,287	130,542,751
Expenditure paid by TPLH on behalf of the Company	2,991,781	
Amount paid / repaid by the Holding Company and TPL T	1,220,342,807	1,549,721,111
Markup paid by TPLC to TPLH on account of accrued markup	-	296,488,898
TPL Logistics (Private) Limited (2021: Associate)		
Amount paid by the Holding Company to TPL Logistics	-	-
Expenditure incurred by TPLSS for TPL Logistics	-	2,506,427
Expenditure incurred by TPLT for TPL Logistics on behalf of the Holding	-	-
TPL Tech Pakistan (Private) Limited (Common directorship)		
Expenses incurred / paid on behalf of the Holding Company	80,205	2,039,850
Mark-up on current account	5,277,872	4,239,028
Trakker Direct Finance Private) Limited (Common directorship)		
Expenses incurred / paid by TPLT	-	-
Mark-up on current account	104,353	86,060

	2022 Rupees	2021 Rupees
TRG Pakistan Limited (Common directorship)		
Expenses incurred / paid by the Holding Company	-	-
Services rendered by TSS		1,075,932
Adjustment on account of amount receivable on behalf of the TPLT for	-	780,740
Virtual World (Private) Limited (Common directorship)		
Services received during the year from TIL	28,335,537	28,731,414
Outsourcing expense paid during the year to TIL	26,661,546	35,664,898
Staff retirement benefits		
Employer contribution	31,836,230	38,029,561
Key management personnel		
Salaries and other benefits	128,294,234	184,878,247
Post employment benefits	5,984,004	7,236,834
Loan received by TME from a Director	47,024,131	48,574,706

52.1 All transactions with related parties are entered into at agreed terms duly approved by the Board of Directors of the Holding Group. The related parties' status of outstanding receivables and payables as at June 30, 2022 and 2021 are disclosed in respective notes to these consolidated financial statements.

52.2 Certain employees of the group companies provides services to the Holding Company, subsidiaries and associates and accordingly, their cost are proportionately charged on agreed terms. In addition, certain common expenses (other than salaries and other benefits) are also allocated within the group companies on agreed basis and terms.

53 CASH AND CASH EQUIVALENTS

	Note	2022 Rupees	2021 Rupees
Cash and bank balances	23	3,642,228,889	4,801,025,667
Running finance under mark-up arrangements	36	(767,102,058)	(1,062,507,117)
		2,875,126,831	3,738,518,550

54 INFORMATION ABOUT OPERATING SEGMENTS

54.1 For management purposes, the activities of the Group are organised into business units based on their services, nature of the products, risks and returns, services, organisational and management structure and internal financial reporting systems. The operating interests of the Group are confined to Pakistan and UAE in terms of its business operations. Accordingly, the information and figures reported in these consolidated financial statements are related to the Group's reportable segment in Pakistan and UAE. The Group has three reportable operating segments as follows:

- The 'Tracking and other digital services' segment relates to installation and sales of tracking devices, vehicle tracking and fleet management and services of monitoring, navigation and e-ticketing.

- The 'Insurance' segment includes activities relating to general and life insurance business.

- The 'Real estate and related services' includes premises given on rent and its related maintenance, electricity and air conditioning services provided to tenants.

- Other segments represents security services and road side assistance services of providing vehicle assistance in emergency.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on certain key performance indicators, including business volume, gross and operating profit and reduction in operating cost.

54.2 **Geographical information**

	2022 Rupees	2021 Rupees
Revenues		
Pakistan	11,759,790,070	5,475,285,682
United Arab Emirates	236,018,924	225,015,347
	11,995,808,994	5,700,301,029

54.2.1 The revenue information is based on the location of customers.

54.2.2 **Non-current assets**

Pakistan	14,669,831,373	9,949,356,538
United Arab Emirates	60,599,418	36,809,481
	14,730,430,791	9,986,166,019

54.2.3 Non-current assets of the Group are confined within Pakistan and UAE, and consist of property, plant and equipment, intangibles assets, right-of-use assets, long-term loans and deposits.

54.3 No customer of the Group constitutes more than 10% of the Group's total revenue relating to aforesaid segments.

54.4 The segment wise break-up are as follows:

2022	Tracking and other digital services	Insurance	Real estate and related services	Others	Total
		------ (Rupees) ------			
TURNOVER - NET	2,137,596,769	2,927,994,286	5,955,748,989	600,435,017	11,621,775,061
RESULT - (segment results)	(87,777,227)	(209,781,921)	4,985,361,646	(676,930,897)	4,010,871,601
Taxation					5,172,840
Loss for the year					4,016,044,441
OTHER INFORMATION					
Total capital expenditure	347,879,985	165,146,962	264,990,772	43,821,339	821,839,058
Total depreciation and amortisation	313,409,056	120,660,867	61,733,983	109,323,680	605,127,586
ASSETS AND LIABILITIES					
Total segment assets	6,240,115,768	4,900,298,779	14,756,862,286	1,873,545,283	27,770,822,116
Total segment liabilities	4,412,695,970	3,433,630,837	2,432,212,181	5,456,395,292	15,734,934,280

2021	Tracking and other digital services	Insurance	Real estate and related services	Others	Total
		------ (Rupees) ------			
TURNOVER - NET	1,903,159,022	3,069,244,562	265,911,806	124,016,602	5,362,331,992
Results- (segment results)	(195,196,061)	(106,195,052)	(2,914,601)	187,530,416	(116,774,298)
Taxation					(76,105,604)
Loss for the year					(192,879,902)
OTHER INFORMATION					
Total capital expenditure	151,089,787	46,362,056	66,310,729	12,987,319	276,749,891
Total depreciation and amortisation	278,702,734	52,124,290	7,917,460	49,835,895	388,580,379
ASSETS AND LIABILITIES					
Total segment assets	6,877,423,653	4,764,702,692	9,545,515,744	429,224,103	21,616,866,192
Total segment liabilities	4,883,253,473	3,376,560,529	3,138,642,810	2,583,943,722	13,982,400,534

Segment assets and liabilities

Segment assets include all operating assets by a segment and consist principally of property and equipment, stock-in-trade, trade debts and loans and advances net of impairment and provisions, if any. Segment liabilities include all operating liabilities and consist principally of trade and other payables.

55 SUBSEQUENT EVENTS

The Board of Directors of the Holding Company in their meeting held on 30th September 2022 have recommended cash dividend @ Nil percent amounting to Rs. Nil on the existing paid-up value of the ordinary share capital for approval of the shareholders in the annual general meeting to be held on 27th October 2022.

56 GENERAL

56.1 Number of employees as at June 30, 2022 was 2,039 (2021: 2,000) and average number of employees during the year was 1,967 (2021: 1,931).

56.2 All figures have been rounded off to the nearest rupee, unless otherwise stated.

57 DATE OF AUTHORISATION OF ISSUE

These consolidated financial statements were authorised for issue on 30th September 2022 by the Board of Directors of the Holding Company.

CHIEF EXECUTIVE OFFICER	DIRECTOR	CHIEF FINANCIAL OFFICER

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of TPL Corp Limited ("Company") will be held on Thursday, October 27, 2022 at 01:15 p.m. at PSX Auditorium, Stock Exchange Building, Exchange Road, Karachi, to transact the following business:

ORDINARY BUSINESS:

1. To approve the minutes of the Extraordinary General Meeting held on June 02, 2022.

   ***"RESOLVED THAT** the minutes of Extraordinary General Meeting of TPL Corp Limited held on June 02, 2022 at 11:00 am be and are hereby approved."*

2. To receive, consider and adopt the Annual Standalone and Consolidated Audited Financial Statements of the Company together with the Directors', Auditors' and Chairman's Review Report thereon for the year ended June 30, 2022.

   ***"RESOLVED THAT** the Annual Audited Financial Statements of TPL Corp Limited, together with the Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended 30 June 2022 be and are hereby approved."*

3. To appoint Auditors for the year ending June 30, 2023 and fix their remuneration. M/s. BDO Ebrahim & Co., Chartered Accountants retire and being eligible, have offered themselves for re-appointment.

   ***"RESOLVED THAT** M/s. BDO Ebrahim & Co., Chartered Accountants be and are hereby appointed as Auditors of M/s. TPL Corp Limited on the basis of consent received from them, at a fee mutually agreed for the period ending June 30, 2023."*

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017 to authorize the Company for renewal of the equity investment of up to Rs. 200 million and enhancement of advance from Rs. 100 million to Rs 150 million to the subsidiary company, TPL Life Insurance Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for renewal of the equity investment of up to Rs. 200 million and enhancement of advance from Rs. 100 million to Rs 150 million to the subsidiary company i.e TPL Life Insurance Limited."*

5. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for renewal of the advance of Rs. 500 million to the holding company, TPL Holdings (Private) Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for renewal of advance of Rs.500 million to the holding company i.e. TPL Holdings (Private) Limited."*

6. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for renewal of advance of up to Rs 500 million in the associated company, TPL Trakker Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for renewal of advance of up to Rs.500 Million in TPL Trakker Limited."*

7. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for renewal of advances and/or investment of up to Rs 250 million in the subsidiary company, TPL E-Venture (Private) Limited.

***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for renewal of advance and/or investment of up to Rs. 250 Million in TPL E-Venture (Private) Limited."*

8. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for enhancement of advance from Rs. 100 million to Rs. 150 million to the subsidiary, TPL Security Services (Private) Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for for enhancement of advance from Rs. 100 million to Rs. 150 million to TPL Security Services (Private) Limited."*

9. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for renewal of advance of up to Rs.50 Million in the associated company, TPL Tech Pakistan (Private) Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for renewal of advance of up to Rs. 50 Million in TPL Tech Pakistan (Private) Limited."*

10. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for renewal of advance of up to Rs.50 Million in the associated company, TPL REIT Management Company Limited.

    ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for renewal of advance of up to Rs. 50 Million in TPL REIT Management Company Limited."*

11. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for enhancement of advance from Rs. 50 Million to Rs. 200 Million in the subsidiary company, TPL Insurance Limited.

    ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for enhancement of advance from Rs. 50 Million to Rs. 200 Million in TPL Insurance Limited."*

12. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for enhancement of advance from Rs. 100 Million to Rs.200 Million in the subsidiary company, TPL Properties Limited.

    ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for enhancement of advance from Rs. 100 Million to Rs. 200 Million in TPL Properties Limited."*

13. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for renewal of advance of up to Rs.100 Million to the associated company, TPL Logistics (Private) Limited.

    ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for renewal of advance of up to Rs. 100 Million to TPL Logistics (Private) Limited."*

14. To consider and if thought fit, to pass with or without modification, ordinary resolution for remuneration of the Chairman of the Board as recommended by the Board of Directors through its Human Resource & Remuneration Committee.

    ***"RESOLVED THAT** pursuant to Section 170 of the Companies Act, 2017 read along with Articles of Association of the Company, the approval of shareholders of the Company be and is hereby accorded for remuneration of the Chairman of the Board at PKR 1,200,000 per month, with effect from July 01, 2022, as recommended by the Board of the Company through its Human Resource & Remuneration Committee."*

NOTICE OF ANNUAL GENERAL MEETING

ANY OTHER BUSINESS:

15. To transact any other business with the permission of the Chairman.

By Order of the Board

Danish Qazi
Company Secretary **Karachi, October 06, 2022**

Notes:

1. **Video Conferencing Facility**
   a. To attend the AGM through video-conferencing facility, the Members are requested to register themselves by providing the following information through email at company.secretary@tplholdings.com at least forty-eight (48) hours before the AGM.

Name of Shareholder	CNIC/NTN No.	Folio No/CDC A/c No.	Cell Number	Email Address

   b. Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email.

   c. The login facility will remain open from 12:00 Noon till the end of AGM.

2. **Closure of Share Transfer Books:**
   The Share Transfer Book of the Company will remain closed from October 20, 2022 to October 27, 2022 (both days inclusive). Share Transfers received at M/s THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan by the close of business hours (5:00 PM) on October 19, 2022, will be treated as being in time for the purpose of above entitlement to the transferees.

3. **Participation in the Meeting:**
   As per directives of Securities and Exchange Commission of Pakistan to convene the general meeting with minimum members ensuring quorum of the meeting, the members are requested to consolidate their attendance and voting at Annual General Meeting through proxies.

   All members of the Company are entitled to attend the meeting and vote there at through Proxy. A proxy duly appointed shall have such rights as respect to the speaking and voting at the meeting as are available to a member. Duly filled and signed Proxy Form must be received at the Registrar of the Company M/s THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan, not less than 48 hours before the Meeting.

4. **For Attending the Meeting:**

i. In case of individual, the Account holder and/or Sub-account holder whose registration details are uploaded as per the CDC regulations, shall authenticate his/her identity by providing copy of his/her valid CNIC or passport along with other particulars (Name, Folio/CDS Account Number, Cell Phone Number) via email to aforementioned ID and in case of proxy must enclose copy of his/her CNIC or passport.

ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be provided via email to aforementioned ID.

5. Change of Address:

Members are requested to immediately notify the change, if any, in their registered address to the Share Registrar M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan.

6. Conversion of Physical Shares into the Book Entry Form:

The SECP through its letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The shareholders of TPL Corp Limited having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The shareholders may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc. For further information and assistance, the shareholders may contact our Share Registrar, M/s. THK Associates (Private) Limited.

7. Electronic Transmission of Annual Report 2022:

In compliance with section 223(6) of the Companies Act, 2017, the Company has electronically transmitted the Annual Report 2022 through email to shareholders whose email addresses are available with the Company's Share Registrar, M/s. THK Associates (Private) Limited. However, in cases, where email addresses are not available with the Company's Share Registrar, printed copies of the notices of AGM along-with the QR enabled code/weblink to download the Annual Report 2022 (containing the financial statements), have been dispatched.

Notwithstanding the above, the Company will provide hard copies of the Annual Report 2022, to any Member on their request, at their registered address, free of cost, within one (1) week of receiving such request. Further, Members are requested to kindly provide their valid email address (along with a copy of valid CNIC) to the Company's Share Registrar, M/s. THK Associates (Private) Limited if the Member holds shares in physical form or, to the Member's respective Participant/Investor Account Services, if shares are held in book entry form.

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

Renewal of Equity investment of up to Rs. 200 million and enhancement of advance from Rs. 100 million to Rs 150 million in TPL Life Insurance Limited:

The Company is desirous of making renewal of the equity investment of up to Rs. 200 million and enhancement of advance from Rs. 100 million to Rs 150 million in TPL Life Insurance Limited. It has been approved/recommended by the Board of Directors of the Company in its meeting held on September 30, 2022.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

<table>
<tr><th>S. No.</th><th>Requirement</th><th>Information</th></tr>
<tr><td>i.</td><td>Name of the associated company or associated undertaking</td><td>TPL Life Insurance Limited</td></tr>
<tr><td>ii.</td><td>Basis of relationship</td><td>Subsidiary Company</td></tr>
<tr><td>iii.</td><td>Earnings per share for the last three years of the Associated Company</td><td>Loss per shares for 2019, 2020 and 2021 are Rs. (3.07), Rs. (2.94) and Rs. (1.38) respectively.</td></tr>
<tr><td>iv.</td><td>Break-up value per share, based on latest audited financial statements</td><td>Rs. 2.22 per share</td></tr>
<tr><td>v.</td><td>Financial position (main items of statement of financial position and profit and loss account on the basis of latest financial statements) of the associated company</td><td>The extracts of the audited/reviewed balance sheet and profit and loss account of the associated company as at and for the period ended December 31, 2021 is as follows:
<table>
<tr><th>Balance Sheet</th><th>Rupees</th></tr>
<tr><td>Non-current assets</td><td>25,202,019</td></tr>
<tr><td>Other assets</td><td>975,505,638</td></tr>
<tr><td>Total Assets</td><td>1,000,707,657</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>585,761,714</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by :Paid up capital</td><td>1,750,000,000</td></tr>
<tr><td>Advance against right shares</td><td>120,000,000</td></tr>
<tr><td>Capital Reserve</td><td>0</td></tr>
<tr><td>Accumulated (loss)</td><td>(1,455,054,057)</td></tr>
<tr><td>Surplus on Revaluation of Fixed Assets</td><td>0</td></tr>
<tr><td>Equity</td><td>414,945,943</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>(Loss) before interest and taxation</td><td>(186,002,073)</td></tr>
<tr><td>Financial charges</td><td>(469,865)</td></tr>
</table>
</td></tr>
</table>

		(Loss) before taxation: (186,471,938) Taxation: (5,138,236) **(Loss) after taxation**: (191,610,174)
vi	In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	Not Applicable
vii.	Maximum amount of investment to be made	PKR 200 million
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To meet the equity requirement of the subsidiary and to comply with the minimum solvency requirement as per the Insurance Rules 2017.
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Own and/or borrowed. 1. TPL Corp limited being holding company, has to inject equity in the subsidiary in the initial year of operation. 2. Shares of group companies. 3. Estimated 3 month KIBOR + 2.5% projected returns in shape of dividend is expected to be much higher.
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	None
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	None
xii.	In case any investment in	None

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

	associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	
xiii.	Any other important details necessary for the members to understand the transaction;	None
xiv.	maximum price at which securities will be acquired;	At par value
xv.	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	None
xvi.	maximum number of securities to be acquired	20 million shares
xvii.	number of securities and percentage thereof held before and after the proposed investment	Before the proposed investment No. of shares: 181,996,000 i.e. 97.32% (based on June 2022 FS) After the proposed investment No. of shares: 201,996,000 i.e. 97.32% (considering the approval previously obtained for 20 million right shares)
xviii.	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities;	Not Applicable
xix.	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	PKR 12.2 per share
xx.	Category-wise amount of investment;	Repayable on demand
xxi.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	The average estimated borrowing cost of the Company is 3 months KIBOR + 2.5%
xxii.	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	None
xxiii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort / The loan is unsecured
xxiv.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be	None

	exercisable; and	
xxv.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayable on demand
xxvi.	Sources of funds from where loans or advances will be given	Own and/or borrowed
xxvii.	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a) TPL Corp limited being holding company, has to inject equity in the subsidiary in the initial year of operation. b) Shares of group companies. c) Quarterly payments
xxviii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort / The loan is unsecured
xxix.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Not Applicable
xxx.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayable on demand

Renewal of Advance of amount up to Rs.500 Million to TPL Holdings (Private) Limited:

TPL Corp Limited (the "Company") is desirous to make renewal of advance to TPL Holdings (Private) Limited. The renewal of advance of maximum enhanced amount of PKR. 500 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on September 30, 2022

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S.No.	Requirement	Information
i.	Name of the associated company or associated undertaking	TPL Holdings (Private) Limited
ii.	Basis of relationship	Holding
iii.	Earnings per share for the last three years of the Associated Company	Loss per Share: 2022: Rs. (34.90) 2021: Rs. (40.48) 2020: (41.45)
iv.	Break-up value per share, based on latest audited financial statements	PKR 190.85 per share
v.	Financial position of the associated company	The extracts of the reviewed balance sheet and profit and loss account of the associated company as at and for the period ended June 30, 2022 is as follows:

Balance Sheet	**Rupees**
Non-current assets	1,792,483,216
Other assets	1,629,047,529
Total Assets	3,421,530,746
Total Liabilities	2,701,187,471
Represented by:	
Paid up capital	37,744,000
Capital Reserve	10,742,480
Accumulated (loss)	671,856,794
Equity	720,343,275
Profit and Loss	
Profit/(Loss) before interest and taxation	154,265,983
Financial charges	(285,911,701)
(Loss) before taxation	(131,645,718)
Taxation	(108,884)
Profit/(Loss) after taxation	(136,776,092)

vi	In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	Not Applicable
vii.	Maximum amount of investment to be made	PKR 500,000,000

viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To make investment
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Own and/or borrowed. 1) To meet the operational requirements. 2) Shares of group companies. 3) Estimated 6 month KIBOR + 3% projected return..
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Not applicable
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	Mr. Ali Jameel, Mr. Jameel Yusuf, and Mr. Bilal Alibhai are the directors of the Company, and TPL Holdings (Pvt.) Limited.
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	None
xiii.	Any other important details necessary for the members to understand the transaction;	Not applicable
xiv.	Category-wise amount of investment;	Loan repayable on demand
xv.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	The average estimated borrowing cost of the Company is 3 months KIBOR + 2.5%
xvi	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Markup to be charged equivalent to the borrowing cost.
xvii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of comfort
xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time	None

	when the conversion may be exercisable; and	
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	None
xx.	Sources of funds from where loans or advances will be given	Own and/or borrowed
	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a) To meet the operational requirements. b) Shares of group companies. c) Quarterly payments
xxi.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort / The loan is unsecured
xxii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Not Applicable
xxiii.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayable on demand

Renewal of Advance of amount up to Rs. 500 Million to TPL Trakker Limited:

TPL Corp Limited (the "Company") is desirous to make renewal advance to TPL Trakker Limited. The renewal of advance of maximum amount of PKR. 500 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on September 30, 2022.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information
i.	Name of the associated company or associated undertaking	TPL Trakker Limited
ii.	Basis of relationship	Subsidiary
iii.	Earnings per share for the last three years of the Associated Company	(Loss)/Profit per Share: 2022: Rs. 1.05 2021: Rs. (0.42) 2020: (3.81)
iv.	Break-up value per share, based on latest audited financial statements	PKR 11.73 per share
v.	Financial position of the associated company	The extracts of the reviewed balance sheet and profit and loss account of the associated company as at and for the period ended

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

<table>
<tr>
<td></td>
<td></td>
<td>June 30, 2022 is as follows:
<table>
<tr><th>Balance Sheet</th><th>Rupees</th></tr>
<tr><td>Non-current assets</td><td>3,426,527,116</td></tr>
<tr><td>Other assets</td><td>2,678,571,021</td></tr>
<tr><td>Total Assets</td><td>6,105,098,137</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>3,907,828,546</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by:</td><td></td></tr>
<tr><td>Paid up capital</td><td>1,872,630,930</td></tr>
<tr><td>Capital Reserve</td><td>202,650,046</td></tr>
<tr><td>Accumulated (loss)</td><td>44,227,795</td></tr>
<tr><td>Equity</td><td>2,197,269,591</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>Profit/(Loss) before interest and taxation</td><td>413,432,302</td></tr>
<tr><td>Financial charges</td><td>(326,958,014)</td></tr>
<tr><td>Profit/ (Loss) before taxation</td><td>86,474,288</td></tr>
<tr><td>Taxation</td><td>110,640,723</td></tr>
<tr><td>Profit/(Loss) after taxation</td><td>197,115,011</td></tr>
</table>
</td>
</tr>
<tr>
<td>vi</td>
<td>In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required:
a) a description of the project and its history since conceptualization;
b) starting date and expected date of completion; c) time by which such project shall become commercially operational;
d) expected return on total capital employed in the project; and
e) funds invested or to be invested by the promoters distinguishing between cash</td>
<td>Not Applicable</td>
</tr>
</table>

	and non-cash amounts;	
vii.	Maximum amount of investment/Advance to be made	PKR 500 Million
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	Not Applicable
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Own and/or borrowed. 1) To meet the operational requirements. 2) Shares of group companies. 3) Estimated 6 month KIBOR + 3% projected return.
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	None
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	None
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	None
xiii.	Any other important details necessary for the members to understand the transaction;	None
xiv.	Category-wise amount of investment;	None
xv.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	The Average estimated borrowing cost of the company is 3 Month KIBOR + 2.5%.
xvi	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Markup to be charged equivalent to borrowing cost.
xvii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort
xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact	None

	along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayable on demand
xx.	Sources of funds from where loans or advances will be given	Own and/or borrowed
	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a) To meet the operational requirements. b) Shares of group companies. c) Quarterly payments
xxi.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort / The loan is unsecured
xxii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Not Applicable
xxiii.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayable on demand.

Renewal of Equity investment and/or advance of up to PKR 250 Million in TPL E-Ventures (Private) Limited:

The Company is desirous of making renewal of advances and / or investment in TPL E-Ventures (Private) Limited. The advances and/or equity investment of upto maximum amount of PKR.250 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on September 30, 2022.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information
i.	Name of the associated company or associated undertaking	TPL E-Ventures Private Limited
ii.	Basis of relationship	Subsidiary
iii.	Earnings per share for the last three years of the Associated Company	Profit/ (Loss) per shares for 2020, 2021 and 2022 are (Rs.104, 473), (Rs. 1.74) and 0.534 respectively.
iv.	Break-up value per share, based on latest audited financial statements	Rs.13.89 per share
v.	Financial position (main items of	The extracts of the audited/reviewed balance sheet and

<table>
<tr>
<td></td>
<td>statement of financial position and profit and loss account on the basis of latest financial statements) of the associated company</td>
<td>profit and loss account of the associated company as at and for the period ended June 30, 2022 is as follows:

<table>
<tr><td>Balance Sheet</td><td>Rupees</td></tr>
<tr><td>Non-current assets</td><td>187,863,044.00</td></tr>
<tr><td>Other assets</td><td>15,994,874.00</td></tr>
<tr><td>Total Assets</td><td>203,857,918.00</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>80,233,349.05</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by:</td><td></td></tr>
<tr><td>Paid up capital
Advance against right shares</td><td>88,999,380.00</td></tr>
<tr><td>Capital Reserve</td><td>-</td></tr>
<tr><td>Accumulated (loss)/Profit</td><td>34,625,186.00</td></tr>
<tr><td>Surplus on Revaluation of Fixed Assets</td><td>-</td></tr>
<tr><td>Equity</td><td>123,624,566.00</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>Profit/(Loss) before interest and taxation</td><td>12,143,856</td></tr>
<tr><td>Financial charges</td><td>(7,384,222)</td></tr>
<tr><td>Profit/(Loss) before taxation</td><td>4,759,634</td></tr>
<tr><td>Taxation</td><td>-</td></tr>
<tr><td>Profit/(Loss) after taxation</td><td>4,759,634</td></tr>
</table>
</td>
</tr>
<tr>
<td>Vi</td>
<td>In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required:
a) a description of the project and its history since conceptualization;
b) starting date and expected date of completion; c) time by which such project shall become commercially operational;
d) expected return on total capital employed in the project; and</td>
<td>Not applicable</td>
</tr>
</table>

	e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	
vii.	Maximum amount of investment to be made	PKR 250,000,000
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To make investment in start-ups
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (III) justification for investment through borrowings; (IV) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Own and/or borrowed. 1) To meet the operational requirements. 2) Shares of group companies. 3) Estimated 6 month KIBOR + 3% projected return.
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	None
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	None
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	Not applicable
xiii.	Any other important details necessary for the members to understand the transaction;	None
xiv.	maximum price at which securities will be acquired;	At par value
xv.	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	None
xvi	maximum number of securities to be acquired	25,000,000 shares
xvii.	number of securities and percentage thereof held before and	**Before the proposed investment**

	after the proposed investment	No of Shares: 8,899,938 Percentage: 100% **After the proposed investment** Proportionate to the right issue
xviii.	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities;	Not applicable
xix.	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	PKR 93.45 per share
xx.	Category-wise amount of investment;	None
xxi.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	The average estimated borrowing cost of the Company is 3 months KIBOR + 2.5%
xxii	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Markup to be charged equivalent to the borrowing cost
xxiii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	None
xxiv.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	None
xxv.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayable on demand
xxvi.	Sources of funds from where loans or advances will be given	Own and/or borrowed
xxvii.	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a) To meet the operational requirements. b) Shares of group companies. c) Quarterly payments
xxviii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort/ The loan is unsecured
xxix.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including	None

	conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	
xxx.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayable on demand

Enhancement of advance from Rs. 100 million to Rs. 150 million in TPL Security Services (PVT) Limited:
TPL Corp Limited (the "Company") is desirous for enhancement of advance in TPL Securities. Enhancement of advance from Rs. 100 million to Rs. 150 million has been approved/recommended by the Board of Directors of the Company in its meeting held on September 30, 2022.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information
i.	Name of the associated company or associated undertaking	TPL Security Services (PVT) Limited
ii.	Basis of relationship	Subsidiary
iii.	Earnings per share for the last three years of the Associated Company	Loss/Profit per Share: 2022: (Rs. 9.97) 2021: (Rs. 6.01) 2020: 5.37
iv.	Break-up value per share, based on latest audited financial statements	PKR (26.59) per share
v.	Financial position of the associated company	The extracts of the reviewed balance sheet and profit and loss account of the associated company as at and for the period ended June 30, 2022 is as follows:

Balance Sheet	Rupees
Non-current assets	12,543,277
Other assets	96,857,322
Total Assets	109,400,599
Total Liabilities	165,239,243
Represented by:	
Paid up capital	21,000,000
Capital Reserve	0
Accumulated (loss)	(76,838,644)
Equity	(55,838,644)

<table>
<tr><td></td><td></td><td><table>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>(Loss) before interest and taxation</td><td>(13,982,159)</td></tr>
<tr><td>Financial charges</td><td>(169,156)</td></tr>
<tr><td>(Loss) before taxation</td><td>(14,151,315)</td></tr>
<tr><td>Taxation</td><td>(6,785,864)</td></tr>
<tr><td>Profit/(Loss) after taxation</td><td>(20,937,179)</td></tr>
</table></td></tr>
<tr><td>vi.</td><td>In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required:
a) a description of the project and its history since conceptualization;
b) starting date and expected date of completion; c) time by which such project shall become commercially operational;
d) expected return on total capital employed in the project; and
e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;</td><td>Not applicable</td></tr>
<tr><td>vii.</td><td>Maximum amount of investment to be made</td><td>PKR 150 Million</td></tr>
<tr><td>viii.</td><td>Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</td><td>Not applicable</td></tr>
<tr><td>ix.</td><td>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-
(I) justification for investment through borrowings;
(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and
(III) cost benefit analysis;</td><td>Own and/or borrowed.
1) To meet the operational requirements.
2) Shares of group companies.
3) Estimated 6 month KIBOR + 3% projected returns in shape of dividend is expected to be much higher.</td></tr>
<tr><td>x.</td><td>Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</td><td>None</td></tr>
<tr><td>xi.</td><td>Direct or indirect interest, of</td><td>None</td></tr>
</table>

	directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	None
xiii.	Any other important details necessary for the members to understand the transaction;	None
xiv.	Category-wise amount of investment;	None
xv.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	None
xvi	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	None
xvii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	None
xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	None
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayable on demand
xx.	Sources of funds from where loans or advances will be given	Own and/or borrowed
	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a) To meet the operational requirements. b) Shares of group companies. c) Quarterly payments
xxi.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort / The loan is unsecured

xxii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Not applicable
xxiii.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayable on demand

Renewal of Advance of amount up to Rs. 50 Million to TPL Tech Pakistan (Private) Limited:

TPL Corp Limited (the "Company") is desirous to make renewal of advance to TPL Tech Pakistan (Private) Limited. The renewal of advance of maximum amount of PKR. 50 Million Has been approved/recommended by the Board of Directors of the Company in its meeting held on September 30, 2022.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information
i.	Name of the associated company or associated undertaking	TPL Tech Pakistan (Private) Limited
ii.	Basis of relationship	Associated Company
iii.	Earnings per share for the last three years of the Associated Company	Loss per Share: 2022:Rs (535,808) 2021: Rs (630,388) 2020:(2,509,074)
iv.	Break-up value per share, based on latest audited financial statements	PKR (5,442,578) per share
v.	Financial position of the associated company	The extracts of the reviewed balance sheet and profit and loss account of the associated company as at and for the period ended June 30, 2021 is as follows:

Balance Sheet	Rupees
Non-current assets	0
Other assets	18
Total Assets	18
Total Liabilities	59,783,874
Represented by:	
Paid up capital	100
Capital Reserve	0
Accumulated (loss)	(59,783,856)

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

		Equity	(59,783,856)
		Profit and Loss	
		(Loss) before interest and taxation	(80,205)
		Financial charges	(5,277,872)
		(Loss) before taxation	(5,358,077)
		Taxation	0
		Profit/(Loss) after taxation	(5,358,077)
vi.	In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	Not Applicable	
vii.	Maximum amount of investment to be made	PKR 50 million	
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	Not applicable	
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Own and/or borrowed. 1) To meet the operational requirements. 2) Shares of group companies. 3) Estimated 6 month KIBOR + 3% projected return.	
x.	Salient features of the agreement(s), if any, with associated company or associated	None	

	undertaking with regards to the proposed investment;	
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	None
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	None
xiii.	Any other important details necessary for the members to understand the transaction;	None
xiv.	Category-wise amount of investment;	None
xv.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	The Average estimated borrowing cost of the company is 3 Month KIBOR + 2.5%.
xvi	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	None
xvii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort
xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	None
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayable on demand
xx.	Sources of funds from where loans or advances will be given	Own and/or borrowed
	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a) To meet the operational requirements. b) Shares of group companies. c) Quarterly payments

xxi.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort / The loan is unsecured
xxii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Not applicable
xxiii.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayable on demand.

Renewal of Advance of amount up to Rs. 50 Million to TPL REIT Management Company Limited:

TPL Corp Limited (the "Company") is desirous to make renewal of advance to TPL REIT Management Company Limited. The renewal of advance of maximum amount of PKR. 50 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on September 30, 2022.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

<table>
<tr><th>S. No.</th><th>Requirement</th><th>Information</th></tr>
<tr><td>i.</td><td>Name of the associated company or associated undertaking</td><td>TPL REIT Management Company Limited</td></tr>
<tr><td>ii.</td><td>Basis of relationship</td><td>Subsidiary</td></tr>
<tr><td>iii.</td><td>Earnings per share for the last three years of the Associated Company</td><td>Earnings /(Loss) per Share:
2022: Rs. 5.89 2021: Rs. 1.24 2020: Rs. 0.77</td></tr>
<tr><td>iv.</td><td>Break-up value per share, based on latest audited financial statements</td><td>PKR 16.07 per share</td></tr>
<tr><td>v.</td><td>Financial position of the associated company</td><td>The extracts of the reviewed balance sheet and profit and loss account of the associated company as at and for the period ended June 30, 2022 is as follows:
<table>
<tr><td>Balance Sheet</td><td>Rupees</td></tr>
<tr><td>Non-current assets</td><td>528,310,715</td></tr>
<tr><td>Other assets</td><td>331,203,198</td></tr>
<tr><td>Total Assets</td><td>859,513,913</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>216,697,923</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by:</td><td></td></tr>
<tr><td>Paid up capital</td><td>400,000,000</td></tr>
</table></td></tr>
</table>

Accumulated (loss)/Profit	242,815,990
Equity	642,815,990
Profit and Loss	
Profit/(Loss) before interest and taxation	330,653,396
Financial charges	-
Profit /(Loss) before taxation	330,653,396
Taxation	(97,612,341)
Profit/(Loss) after taxation	233,041,055

vi	In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	Not Applicable
vii.	Maximum amount of investment to be made	PKR 50 Million
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	Not Applicable
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (I) justification for investment through borrowings; (II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Own and/or borrowed. 1) To meet the operational requirements. 2) Shares of group companies. 3) Estimated 6 month KIBOR + 3% projected return.
x.	Salient features of the agreement(s), if any, with associated	None

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

	company or associated undertaking with regards to the proposed investment;	
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	None
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	None
xiii.	Any other important details necessary for the members to understand the transaction;	None
xiv.	Category-wise amount of investment;	None
xv.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	The Average estimated borrowing cost of the company is 3 Month KIBOR + 2.5%.
xvi	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	None
xvii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort
xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	None
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayable on demand
xx.	Sources of funds from where loans or advances will be given	Own and/or borrowed
	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of	a) To meet the operational requirements. b) Shares of group companies. c) Quarterly payments

	the investing company	
xxi.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort / The loan is unsecured
xxii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Not Applicable
xxiii.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayable on demand.

Enhancement of Advance from PKR 50 Million in to PKR 200 Million in TPL Insurance Limited:

The Company is desirous of enhancement of advance in TPL Insurance Limited. Enhancement of advance, from PKR 50 Million to a maximum amount of PKR. 200 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on September 30, 2022.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information
i.	Name of the associated company or associated undertaking	TPL Insurance Limited
ii.	Basis of relationship	Subsidiary Company
iii.	Earnings per share for the last three years of the Associated Company	Earnings/ (Loss) per shares for 2019, 2020 and 2021 are Rs. (1.14), Rs. (0.54) and Rs. 0.90 respectively.
iv.	Break-up value per share, based on latest audited financial statements	Rs. 13.14 per share
v.	Financial position (main items of statement of financial position and profit and loss account on the basis of latest financial statements) of the associated company	The extracts of the audited/reviewed balance sheet and profit and loss account of the associated company as at and for the period ended December 31, 2022 is as follows:

Balance Sheet	Rupees
Non-current assets	2,071,162,591
Other assets	2,694,669,662
Total Assets	4,765,832,253
Total Liabilities	3,225,667,279
Represented by :Paid up capital	1,171,912,610
Share Premium	221,161,937
Capital Reserve	21,030,019

Accumulated (loss)	(1,455,054,057)
Other comprehensive income reserve	189,044,214
Participant's Takaful Fund	(62,983,791)
Equity	1,540,164,989
Profit and Loss	
Profit before interest and taxation	21,564,140
Financial charges	(26,788,241)
(Loss) before taxation	(5,224,101)
Taxation	(4,463,650)
(Loss) after taxation	(9,687,751)

vi.	In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	Not Applicable
vii.	Maximum amount of investment to be made	PKR 200 million
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	Not Applicable
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (V)justification for investment through borrowings; (VI) detail of collateral, guarantees provided	Own and/or borrowed. 1) To meet the operational requirements. 2) Shares of group companies. 3) Estimated 3 month KIBOR + 2.5% projected returns in shape of dividend is expected to be much higher. d)

	and assets pledged for obtaining such funds; and (III) cost benefit analysis;	
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	None
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	None
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	None
xiii.	Any other important details necessary for the members to understand the transaction;	None
xx.	Category-wise amount of investment;	Repayable on demand
xxi.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	The average estimated borrowing cost of the Company is 3 months KIBOR + 2.5%
xxii	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	None
xxiii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort / The loan is unsecured
xxiv.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	None
xxv.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayable on demand
xxvi.	Sources of funds from where loans or advances will be given	Own and/or borrowed
xxvii.	Where loans or advances are being granted using borrowed funds:	d) To meet the operational requirements. e) Shares of group companies.

	a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	f) Quarterly payments
xxviii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort / The loan is unsecured
xxix.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Not Applicable
xxx.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayable on demand

Enhancement of Advance from PKR 100 Million to PKR 200 Million to TPL Properties Limited:

TPL Corp Limited (the "Company") is desirous to make advance to TPL Properties Limited. The enhancement of advance to maximum amount of PKR. 200 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on April 28, 2022.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information
i.	Name of the associated company or associated undertaking	TPL Properties Limited
ii.	Basis of relationship	Subsidiary
iii.	Earnings per share for the last three years of the Associated Company	Profit/Loss) per shares for 2020, 2021 and 2022 are Rs. 0.85, Rs. 2.23 and 12.29 respectively.
iv.	Break-up value per share, based on latest audited financial statements	Rs. 20.5 per share
v.	Financial position of the associated company	The extracts of the Audited balance sheet and profit and loss account of the subsidiary as at and for the period ended June 30, 2021 is as follows:

Balance Sheet	Rupees
Non-current assets	9,029,215,796
Other assets	3,488,310,756
Total Assets	12,517,526,552
Total Liabilities	2,002,534,031

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

		Represented by :Paid up capital — 5,107,332,455 Capital Reserve — (313,405,765) Accumulated (loss)/profit — 5,721,065,821 Equity — 10,514,992,521 Profit and Loss Profit/(Loss) before interest and taxation — 5,210,263,357 Financial charges — (332,568,498) Profit/(Loss) before taxation — 4,877,694,859 Taxation — (620,714) Profit/(Loss) after taxation — 4,877,074,145
vi	In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	**Not Applicable**
vii.	Maximum amount of investment to be made	PKR 200 Million
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	None
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (I) justification for investment through borrowings;	Own and/or borrowed. 1) To meet the operational requirements. 2) Shares of group companies. 3) Estimated 3 month KIBOR + 2.5% projected returns in shape of dividend is expected to be much higher.

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

	(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Not Applicable
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	None
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	None
xiii.	Any other important details necessary for the members to understand the transaction;	None
xiv.	Category-wise amount of investment;	Repayable on demand
xv.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	The Average estimated borrowing cost of the company is 3 Month KIBOR + 2.5%.
xvi	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	None
xvii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort
xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	None
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayable on demand
xx.	Sources of funds from where loans or advances will be given	Own and/or borrowed
	Where loans or advances are being granted using borrowed funds:	a) To meet the operational requirements. b) Shares of group companies.

	a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	c) Quarterly payments
xxi.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort / The loan is unsecured
xxii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Not Applicable
xxiii.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayable on demand

Renewal of Advance of amount up to Rs. 100 Million to TPL Logistics (Private) Limited:

TPL Corp Limited (the "Company") is desirous to make renewal of advance to TPL Logistics (Private) Limited. Renewal of advance of maximum amount of PKR. 100 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on April 28, 2022.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S. No.	Requirement	Information
i.	Name of the associated company or associated undertaking	TPL Logistics (Private) Limited.
ii.	Basis of relationship	Associated
iii.	Earnings per share for the last three years of the Associated Company	Loss per shares for 2021 and 2022 are Rs. 9.52 and Rs. 25.29 respectively.
iv.	Break-up value per share, based on latest audited financial statements	Rs. (20.8) per share
v.	Financial position of the associated company	The extracts of the Audited balance sheet and profit and loss account of the subsidiary as at and for the period ended June 30, 2022

<table>
<tr><td></td><td></td><td>is as follows:
<table>
<tr><th>Balance Sheet</th><th>Rupees</th></tr>
<tr><td>Non-current assets</td><td>212,344,218</td></tr>
<tr><td>Other assets</td><td>192,802,456</td></tr>
<tr><td>Total Assets</td><td>405,146,674</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>286,205,258</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by :Paid up capital</td><td>102,395,640</td></tr>
<tr><td>Share premium</td><td>54,675,988</td></tr>
<tr><td>Advance Against Shares</td><td>332,224,124</td></tr>
<tr><td>Loan from shareholder</td><td>17,126,981</td></tr>
<tr><td>Accumulated (loss)/profit</td><td>(387,481,317)</td></tr>
<tr><td>Equity</td><td>118,941,416</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>Profit/(Loss) before interest and taxation</td><td>(251,794,073)</td></tr>
<tr><td>Financial charges</td><td>(8,436,781)</td></tr>
<tr><td>Profit/(Loss) before taxation</td><td>(254,263,007)</td></tr>
<tr><td>Taxation</td><td>(4,710,373)</td></tr>
<tr><td>Profit/(Loss) after taxation</td><td>(258,973,380)</td></tr>
</table>
</td></tr>
<tr><td>vi</td><td>In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required:
a) a description of the project and its history since conceptualization;
b) starting date and expected date of completion; c) time by which such project shall become commercially operational;
d) expected return on total capital employed in the project; and</td><td>Not Applicable</td></tr>
</table>

	e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	
vii.	Maximum amount of investment to be made	PKR 100 Million
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	None
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (III) justification for investment through borrowings; (IV) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) cost benefit analysis;	Own and/or borrowed. 4) To meet the operational requirements. 5) Shares of group companies. 6) Estimated 3 month KIBOR + 2.5% projected returns in shape of dividend is expected to be much higher.
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Not Applicable
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	None
xii.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	None
xiii.	Any other important details necessary for the members to understand the transaction;	None
xiv.	Category-wise amount of investment;	Repayable on demand
xv.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	The Average estimated borrowing cost of the company is 3 Month KIBOR + 2.5%.
xvi	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	None
xvii.	Particulars of collateral or security to be	Letter of Comfort

	obtained in relation to the proposed investment;	
xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	None
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayable on demand
xx.	Sources of funds from where loans or advances will be given	Own and/or borrowed
	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	d) To meet the operational requirements. e) Shares of group companies. f) Quarterly payments
xxi.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Letter of Comfort / The loan is unsecured
xxii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Not Applicable
xxiii.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayable on demand

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

To revise remuneration of the Chairman of the Board of Directors of the Company:

The Board of Directors of the Company in its meeting held on September 29, 2022, upon recommendation by the Board Human Resource & Remuneration Committee, has approved, subject to the approval of the members, the enhancement of remuneration of the Chairman up to PKR 1,200,000 per month, with effect from July 01, 2022. The information required under S.R.O. 423 (I)/2018 is as follows:

Details of the extra services performed by the Chairman:	Bring in effectiveness of non-executive directors with proper co-ordination and understanding between the executive and non-executive management. Ensure effective operation of the Board and its committees in conformity with the highest standards of corporate governance. Ensure effective communicaton with shareholders and other relevant constituencies and that the views of these groups are understood by the Board. Set the agenda, style and tone of Board discussions to promote constructive debate and effective decision-making. Ensure that all Board committees are properly established composed and operated. Ensure comprehensive induction programs for new directors and updates for all directors as and when necessary. Support the Chief Executive in the deveiopment of strategy and, more broadly, to support and advise the Chief Executive. Maintain access to senior management as is necessary and useful. Promote effective relatonships and communicatons between non-executive directors and members of the Group Executive Committee. Ensure that the performance of the Board, its main committees and indivdual directors is formally evaluated on an annual basis. Establish a harmonious and open relatonship with the Chief Executive. Responsibilities as specified under the applicable laws.
Statement on the suitability of the selected Chairman for performing extra services:	Mr. Jameel Yusuf has a decade of experience as a seasoned corporate professional and a leader. Moreover, he is a well-known philanthropist in Pakistan.
Remuneration of the director, including perks and benefits, pecuniary or otherwise for the extra services:	PKR 1,200,000

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

Any other benefits or profits arising consequent to performing of extra services by the director:	NIL
Benefits to the Company and its members as a result of such extra services to be performed by the director;	Transparent and a very coherent Board of directors. Best corporate governance practices being followed by the company. Higher focus on the environmental, social and governance. High level of confidence between the management of the company and the Board of directors.
Period of performing such extra services	July 01, 2022

FORM OF PROXY

Annual General Meeting of TPL Corp Limited

I/We ______________________________ S/o / D/o / W/o ______________________ resident of (full address) ____ being a member(s) of **TPL Corp Limited**, holding ____________ ordinary shares, hereby appoint ______________________ S/o / D/o / W/o ____________________ resident of (full address) ____________________________ or failing him / her ___________________________ S/o / D/o / W/o ___________________________ resident of (full address) ____________________________ as my / our proxy in my / our absence to attend and vote for me / us on my / our behalf at Annual General Meeting of the Company to be held on 27 October, 2022 and/or adjournment thereof.

As witness my / our hand (s) seal this on the __________ day of _____________ 2022.

Signed by the said:

Folio No. / CDC Account No.

Signature on Revenue Stamp of Appropriate Value.

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

In presence of:

1. Signature: ____________________________
   Name: ____________________________
   Address: ____________________________
   CNIC or Passport No: ____________________
2. Signature: ____________________________
   Name: ____________________________
   Address: ____________________________
   CNIC or Passport No: ____________________

Important Instructions:

1. The Proxy form, duly completed and signed, must be received at the Registrar's Office of the Company not less than forty eight (48) hours before the time of holding the meeting.
2. If a member appoints more than one proxy and more than one instrument of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
3. In case of a proxy for an individual CDC shareholder, attested copies of CNIC or the passport, account and participant's ID number of the beneficial owner and along with the proxy is required to be furnished with the proxy form.
4. In case of a corporate entity, the Board of Directors' resolution / power of attorney with the specimen signature shall be submitted (unless it has been provided earlier) along with the proxy form of the Company.

پروکسی فارم

سالانہ اجلاس عام ٹی پی ایل کارپ لمیٹڈ

میں/ہم .... ولد/بنت/زوجہ ....

ساکن (مکمل پتہ) .... بحیثیت رکن/ارکان ٹی پی ایل کارپ لمیٹڈ # کے .... عمومی شیئرز کے

حامل ہیں، بذریعہ ہذا محترم/محترمہ .... ولد/بنت/زوجہ ....

ساکن (مکمل پتہ) .... یا ان کی غیر موجودگی میں

محترم/محترمہ .... ولد/بنت/زوجہ .... ساکن (مکمل پتہ) ....

.... کو میرا/ہمارا پراکسی مقرر کرتے ہیں جنہیں کمپنی کے سالانہ اجلاس عام مورخہ 27 اکتوبر 2022 بروز جمعرات، میں میری/ہماری جانب سے بحیثیت مختار (پروکسی) حاضر ہونے، بولنے اور ووٹ دینے کا اختیار ہوگا اور اجلاس ملتوی ہونے کی صورت میں بھی یہی میرے مختار (پروکسی) ہوں گے۔

آج بروز ---------- مورخہ ---------- 2022 کو بطور گواہ دستخط کئے۔

فولیو نمبر/CDC اکاؤنٹ نمبر

مناسب مالیت کے ریونیو اسٹیمپ پر دستخط

دستخط کمپنی کے پاس جمع کرائے گئے دستخط کے نمونے سے ملنا ضروری ہے۔

1- دستخط

گواہ: ------------------------------

نام: ------------------------------

پتہ: ------------------------------

کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ نمبر ----------------

2- دستخط

گواہ: ------------------------------

نام: ------------------------------

پتہ: ------------------------------

کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ نمبر ----------------

نوٹ:

1- اس فارم کو مکمل اور دستخط کرنے کے بعد اجلاس شروع ہونے سے کم از کم 48 گھنٹے قبل کمپنی کے شیئر رجسٹرار کے آفس کے پتے پر ارسال کر دیں۔

2- اگر کوئی ممبر ایک سے زیادہ پراکسی اور ایک ممبر ایک سے زیادہ پراکسی فارم کمپنی میں جمع کراتا ہے تو ایسے تمام پراکسی فارم باطل ہو جائیں گے۔

3- اگر پراکسی ایک انفرادی CDC شیئر ہولڈر ہے تو CNIC یا پاسپورٹ کی مصدقہ نقل، انتفاعی مالک اور پراکسی کا اکاؤنٹ اور شریک کار ID نمبر پراکسی فارم کے ساتھ پیش کی جائیں گے۔

4- کارپوریٹ انٹیٹی کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/اختیار نامہ بمع نمونہ دستخط پراکسی فارم کے ساتھ کمپنی کو پیش کئے جائیں گے (اگر پہلے فراہم نہ کئے گئے ہوں)

TPLCorp

20th Floor, Sky Tower - East Wing, Dolmen City, HC-3, Abdul Sattar
Edhi Avenue, Block No. 4, Clifton, Karachi.

+92-21-37130227 info@tplcorp.com www.tplcorp.com

TPL Corp tpl_corp TPL Corp Ltd. TPL_Corp TPL Corp