

**HAJI MOHAMMAD ISMAIL MILLS
LIMITED**

ANNUAL ACCOUNTS

FOR THE YEAR ENDED JUNE 30, 2018

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HAJI MOHAMMAD ISMAIL MILLS LIMITED

COMPANY INFORMATION

Board of Directors	Mr. Gulzar Siddiq Mr. Najeeb Mushtaq Vohra Mr. Muhammad Sarfraz Mr. Noman Mustafa Zuberi Mr. Mohammad Sadiq- Mr. Mohammad Irfan Mr. Farrukh Shafiq	Chairman/Independent Chief Executive/ Director Director/Non Executive Director/Non Executive Director/ Non Executive Director/ Non Executive Director/Independent
Audit Committee	Mr. Farrukh Shafiq Mr. Mohammad Irfan Mr. Noman Mustafa Zuberi	Chairman Member Member
Human Resource & Remuneration Committee.	Mr. Muhammad Sarfraz Mr. Muhammad Sadiq Mr. Mohammad Irfan	Chairman Member Member
Chief Financial Officer	Mr. Suhail Ahmed	
Company Secretary	Mr. Muhammad Sarfraz	
Auditors	Naveed Zafar Ashfaq Jaffery & Co Chartered Accountants 1 st floor, Modern Motors House Beamount Road Karachi.	
Legal Advisor	Farooq Rashid & Co., Advocates & Corporate Consultants, 403-Commerce Centre, Hasrat Mohani Road, Karachi-74200	
Bankers	Habib Bank Limited National Bank of Pakistan	
Share Registrar and Transfer Office	Najeeb Consultants (Pvt) Ltd 406-Commerce Centre, Hasrat Mohani Road. Karachi-74200	
Registered office	409-Commerce Centre, Hasrat Mohani Road, Karachi-74200	
Phone No.:	92-21-32638521-3	
E-mail:	info@hmiml.com	
Website	www.hmiml.com	

Business:	Distributor of fast moving Consumers goods.
Status of Company	Public listed company
Company Registration No.	K-0007483
National Tax No.	0231147-0
Contact person:	Mr.Muhammad Sarfraz Phone:92-21-32638521-3 E-mail:sarfrazinfo@hotmail.com

HAJI MOHAMMAD ISMAIL MILLS LTD
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General meeting of the shareholders of the company will be held at 409 Commerce Centre, Hasrat Mohani Road, Karachi on Friday the 26th October, 2018 at 11.00 a.m. to transact the following business.

1. To confirm the minutes of the last AGM held on 28th Oct., 2017
2. To review, consider and adopt the audited financial statements of the company for the year ended 30th June, 2018 together with the Directors' and Auditors' reports thereon.
3. To appoint the auditors for the year ending 30th June, 2019 and fix their remuneration. The retiring auditors M/s. Naveed Zafar Ashfaq Jaffery & Co. Chartered Accountants being eligible, offers themselves for reappointment.
4. To consider any other business with the permission of the Chair.

By order of the Board
Company Secretary

Karachi: October 04, 2018

Notes:

1. The share transfer books of the company will remain closed from 20th October 2018 to 26th October 2018 (both days inclusive)
2. A member entitled to attend and vote at this meeting may appoint to a member as his/her proxy to attend, speak and vote on his/her behalf. Proxies in order to be effective must be received by the company at the registered office not less than 48 hours before the meeting.
3. Any individual, beneficial owner of CDC, entitled to attend and vote at this meeting, must bring his/her original NIC or Passport, Account No. and participant's I.D number, to prove his/her identity, and in case of proxy must enclose an attested copy of his/her NIC or Passport.
4. In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of nominee/proxy shall be required.
5. Shareholders are requested to notify any change in their address immediately to the Share Registrar and send copy of their CNIC which is also a mandatory requirement for dividend distribution.
6. Members having 10% or above voting power may request the company for video-link facility to attend the meeting.
7. In compliance to the provisions of section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, Members are requested to provide complete bank detail with IBAN and mobile number / email address for credit of cash dividend in their bank account in future.
8. In compliance to SECP directions to facilitate the members to receive the annual financial statements and notices through electronic mail system (e-mail). We are pleased to offer this facility to our members who desire to receive annual financial statements and notices through e-mail in future. In this respect members are requested to convey their consent via e-mail on e-mail address: info@hmiml.com.

HAJI MOHAMMAD ISMAIL MILLS LIMITED

REVIEW REPORT BY THE CHAIRMAN

As per the requirements of Code of Corporate Governance, an annual evaluation of the Board of directors of the company is carried out. The purpose of evaluation is to ensure that the board's overall performance and effectiveness is measured against expectations in the context of objectives set for the company.

Board's overall performance and effectiveness for the financial year ended 30th June, 2018 has been assessed as satisfactory. Board could not improve its performance due to litigation of winding up of the company before the Hon'able High Court of Sindh and Appellate Bench of SECP, Islamabad. The overall assessment is based on evaluation of integral components, including vision, mission and values, engagement in planning, formation of policies, monitoring business activities and financial management and dealing with employees of the company and effectively carrying out company's business.

The board of directors of company received agenda and supporting material including follow up material well in time before the board meetings and committee meetings. Compulsory board meetings were held in time to discharge their responsibilities. Independent directors and non-executive directors participated in the board meetings for important issues being faced by the company.



GULZAR SIDDIQ
CHAIRMAN

KARACHI: 4th Oct.2018

HAJI MOHAMMAD ISMAIL MILLS IMITED DIRECTORS' REPORT TO THE SHARE HOLDERS

On behalf of the board of Directors of Haji Mohammad Ismail Mills Limited, we have pleasure in submitting company's 38th annual report to the members alongwith audited accounts for the year ended June 30, 2018.

AN OVERVIEW

Business dimensions of the company were changed from yarn manufacturing and power generation to distribution agencies of fast moving consumers' goods and its sale. Board also took steps for other business opportunities. Business object clauses were changed to execute new business plan conveniently and advantageously. These steps were taken towards revival plan of the company. Funds are being arranged for implementation of new business plan. Board is also looking prosperous investors for corporate restructuring of the company to implement the new business plan.

MATERIAL CHANGES

Company has signed a MOU with a meat and food chain company for distribution and sale of its products. Arrangements were being made for movement of frozen items and suitable outlets for sale of consumers' goods. Company also arranged a MOU with a reputed construction company for supply of concrete mixing plant for their projects. Due to delay in implementation of new business plan. SECP issued winding up order of the company u/s.309 read with section 305 of the Companies Ordinance, 1984 on 13th April, 2017. Ultimately SECP filed winding up petition against the company in the High Court of Sindh and PSX suspending trading of company's shares during the year. The management has filed appeal against the orders before the Appellate Tribunal and High Court of Sindh.

OPERATING RESULTS

The financial results have been as follows:

		2018	2017
Sales	Rs.	--	--
(Loss)/Profit before taxation	Rs.	(5,245,681)	6,806,084

FINANCE COST

Finance cost is very meager as company has no borrowed funds.

TAXATION

Income tax Assessments are all upto date.

EARNING PER SHARE

The loss per share for the year is Rs. (0.51)

CURRENT AND FUTURE OUTLOOK

The board focused on new business dimensions as stated above and was in the process of implementation of new business plan for revival of the company through corporate restructuring. MOU was signed for new business plan. Proper places were being selected for setting up units according to the requirement of new business plan. Negotiation with banks and prosperous investors were in process for financing. All the above efforts came to halt due to filing of winding up petition in the High Court of Sindh. Management is defending the case and expecting early decision in favour of company.

DIVIDEND

Due to shortage of funds, the directors have not recommended any dividend.

OUTSTANDING STATUTORY PAYMENT

There are no overdue statutory payments.

CHANGES IN THE BOARD OF DIRECTORS

There is no change in the board of directors since election on 31/3/2017 and during the year. Composition of the board is according to the requirement of Code of Corporate Governance Regulations.

COMPOSITION OF BOARD:

1. The total number of directors are seven as per the following:
 - a. Male: 7
 - b. Female 0

2. The composition of board is as follows:
 - a. Independent Directors: Mr.Gulzar Siddiq
Mr.Farrukh Shafiq
 - b. Other Non-executive directors: Mr.Muhammad Sarfraz
Mr.Noman Mustafa Zuberi
Mr.Muhammad Sadiq
Mr.Muhammad Irfan
 - c. Executive Director: Mr.Najeeb Mushtaq Vohra

DIRECTORS' REMUNERATION POLICY:

The fee of the Non-Executive and Independent Directors for attending the Board and Committee meetings of the company is determined by the board from time to time. All the directors have waived their fee and remuneration till the revival of the company.

MEETING OF BOARD OF DIRECTORS

Six board meetings were held during the year and each director attended the following number of meetings.

<u>Name of Directors</u>	<u>No. of meetings</u>
Mr. Najeeb Mushtaq Vohra	3
Mr. Muhammad Sarfraz	6
Mr. Mohammad Irfan	5
Mr. Muhammad Sadiq	3
Mr. Gulzar Siddiq	6
Mr. Farrukh Shafiq	3
Mr. Noman Mustafa Zuberi.	2

Leave of absence was granted to the directors who could not attend few of the meetings.

TRADING IN COMPANY SHARES:

During the year under review there was no trading of the company's share by the Directors, Chief Financial Officer, Company Secretary and Head of Internal Audit, their spouses and minor children.

RELATED PARTIES

It is the policy of the management to ensure that all transaction entered with related parties must be at arm's length basis. There is no related parties transaction during the year.

ENVIRONMENT, HEALTH, SAFETY AND SOCIAL ACTIONS

The company provides and maintains, so far as reasonably practicable social action plan, working conditions which are safe and without risk to the health of all employees and public. There is no impact of company's business on environment.

PATTERN OF SHARE HOLDING IS ANNEXED TO THIS REPORT.

KEY OPERATING AND FINANCIAL RESULTS FROM 2013 TO 2018 ARE ANNEXED TO THIS REPORT

AUDITORS

The present auditors of the company M/s. Naveed Zafar Ashfaq Jaffery & Co., Chartered Accountants retires and being eligible, they have offered themselves for reappointment. Audit Committee has also recommended their reappointment as auditors for the year ending June 30, 2019.

CORPORATE SOCIAL RESPONSIBILITY

We are pleased to inform you that as a member of business community, we are in touch with social bodies and authorities to find ways and means to help them in their social programmes and projects.

STATEMENT OF DIRECTORS RESPONSIBILITIES UNDER THE CODE OF CORPORATE GOVERNANCE.

The directors are pleased to inform that the company has taken necessary steps to comply with the provisions of the Code of Corporate Governance as required by the Securities & Exchange Commission of Pakistan. Statement of Compliance with the Code of Corporate Governance is annexed with this report. The Company complies with the Code in the following manner.

- a) The financial statements, prepared by the management of the Company, present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- b) Proper books of accounts of the company have been maintained.
- c) Appropriate accounting policies have been consistently applied in preparation of the financial statements and accounting estimates are based on reasonable and prudent judgment.
- d) International Financial Reporting Standards, as applicable in Pakistan, have been followed in preparation of financial statements and any departure therefrom has been adequately disclosed and explained.
- e) The system of internal control is sound in design and has been effectively implemented and monitored.
- f) The business dimension of the company has been changed from textile to fast moving consumers' goods and distributions. Revival efforts are continue. There are no significant doubts upon the company's ability to continue as a going concern.
- g) There has been no significant deviation from last year's operating results of the company.
- h) We have prepared and circulated a statement of ethics and business strategy among directors and employees for their acknowledgement, understanding and acceptance.
- i) The board of directors has adopted a mission statement and a statement of overall corporate strategy.
- j) As required by the Code of Corporate Governance, we have included the following information in this report:

- Statement of pattern of shareholding
- Statement of shares held by associated undertaking and related parties
- Statement of the board meetings held during the year and attendance by each director
- key operating and financial statistics for the last six years

BOARD'S PERFORMANCE EVALUATION:

The board performance is evaluated through HR&RC Committee on the established mechanism of self-assessment by the individual board members. The board evaluation assessment covers specific areas of board performance, board composition, Board & CE Remuneration, strategic planning and board interaction.

DIRECTORS TRAINING PROGRAMME:

The company has on its board two directors those are exempt from directors' training program. However, the condition of training certification for the director's shall be complied with in due course.

AUDIT COMMITTEE

The Board, in compliance to the Code of Corporate Governance, has formed an Audit Committee. Four meetings of the committee were held during the year. Following directors are its members. All meeting were attended by them.

- | | | |
|-----------------------------|---|----------|
| 1. Mr. Farrukh Shafiq | - | Chairman |
| 2. Mr. Mohammad Irfan | - | Member |
| 3. Mr. Noman Mustafa Zuberi | - | Member |

The term of reference of the Audit Committee are based on the scope as defined by the Securities and Exchange Commission of Pakistan (SECP) in CCG Regulations 2017 and the guidelines given by the board of directors from time to time to improve the system and procedures.

HUMAN RESOURCE AND REMUNERATION COMMITTEE

The Board, in compliance to the Code of Corporate Governance, has formed HR&R Committee. One meeting of the committee was held during the year which was attended by all the members. Following directors are its members.

- | | | |
|-------------------------|---|----------|
| 1. Mr. Muhammad Sarfraz | - | Chairman |
| 2. Mr. Mohammad Sadiq | - | Member |
| 3. Mr. Mohammad Irfan | - | Member |

STATEMENT OF ETHICS AND BEST BUSINESS PRACTICES

The Board has prepared the statement of ethics and best business practices which has

been circulated to all the directors and employees for their acknowledgement, understanding and acceptance.

RELATIONSHIP WITH SHARE HOLDERS

The company reports formally to the shareholders four times a year all its financial results alongwith directors review on the operations and future outlook of the company. All the interim and final reports are sent to Pakistan Stock Exchange Ltd and at the registered addresses of the shareholders. The financial results are also available on company's web site "www.hmiml.com"

In addition to the above, company sends its annual report and formal notification for holding Annual General Meeting at least 21days in advance to facilitate the shareholders to participate in the meeting.

SUPREME COURT SUO MOTO NOTICE:

During the year, Honourable Supreme Court of Pakistan, took Suo Moto Case No.26 of 2007 and issued notices to all 222 Individuals/Companies whose loans were written-off in the past to look whether the loans were rightly written off or not at that time. The company is defending the case. The matter is subjudice before the court.

ACKNOWLEDGEMENTS

The Board acknowledges the hard work and efforts of the staff and hopes that this will continue in the forthcoming years. The Board also acknowledges ongoing support from its bankers.

For and on behalf of the Board



Najeeb Mushtaq Vohra
Chief Executive

Karachi: 04th Oct., 2018

HAJI MOHAMMAD ISMAIL MILLS LIMITED

STATEMENT OF ETHICS AND BUSINESS PRACTICES

As approved by the Board of Directors, the entire Management of Haji Mohammad Ismail Mills Limited is hereby advised to follow the under mentioned principles for excellent performance in the attempt to achieve the objectives of the company.

AS DIRECTOR

- a. Commit to all the necessary and appropriate resources.
- b. Foster a conducive environment through responsive policies.
- c. Maintain organizational effectiveness for the achievement of targets.
- d. Encourage and support compliance of legal and industrial requirements.
- e. Protect the interest of the company and employees.
- f. Avoid making any personal gain at the cost of the company.

AS EXECUTIVE AND MANAGER

- g. Protect the interest of the company and management.
- h. Ensure increase in productivity and profitability of the company.
- i. Provide the direction and leadership to the organization.
- j. Ensure total customer satisfaction through quality product and services.
- k. Promote a culture of excellence, devotion and continual improvement.
- l. Cultivate work ethics and harmony among colleagues and associates.
- m. Encourage initiatives and self-realization of responsibilities in juniors.
- n. Ensure as equitable way of working and reward system.

AS EMPLOYEE AND STAFF

- o. Devotion to your job.
- p. Abide by company's policies and regulations.
- q. Promote and protect the interest of the company.
- r. Exercise prudence and honesty in using company's resources.
- s. Observe cost effective practices in daily activities.
- t. Avoid making any personal gain at the cost of the company.

BRIBERY

- u. The payment of bribes, kickbacks in cash or kind to obtain business or otherwise for the company is strictly prohibited.

FINANCIAL INTEGRITY

- v. Compliance with accepted accounting rules and procedure is required at all times.
- w. All information supplied to all concerns must be complete and not misleading.
- x. The company will not knowingly assist fraudulent activities. If you have any reason to believe that fraudulent activities are taking place within the company or outside where we do business, you must inform the management immediately.

HAJI MOHAMMAD ISMAIL MILLS LIMITED
KEY OPERATING & FINANCIAL RESULTS
FOR THE YEARS 2013-2018

OPERATING DATA	2018	2017	2016	2015	2014	2013
Sales	-	-	-	-	-	1,587,167
Cost of goods sold	-	-	-	-	-	2,672,940
Gross profit/(loss)	-	-	-	-	-	(1,085,773)
Operating Profit/(loss)	(5,245,681)	6,806,084	(1,602,752)	5,663,058	2,108,856	(37,855,432)
Profit/(loss) before Taxation	(5,245,681)	6,806,084	(1,602,752)	5,663,058	2,108,856	(38,809,071)
Profit/(loss) after Taxation	(6,136,384)	6,204,479	(1,767,129)	5,043,521	1,522,572	(38,809,071)
FINANCIAL DATA						
Paid upcapital	119,750,400	119,750,400	119,750,400	119,750,400	119,750,400	119,750,400
Equity balance	37,271,310	47,109,221	48,935,397	50,342,399	46,336,470	43,987,492
Fixed assets	-	-	-	-	-	-
Current assets	37,377,678	47,208,016	50,287,102	51,813,400	53,664,717	52,376,024
Current liabilities	156,368	148,795	1,368,323	1,551,171	7,378,247	8,999,463
KEY RATIOS						
Gross margin	-	-	-	-	-	(68.41)
Operating Margin	-	-	-	-	-	(2,385.09)
Net Profit/(Loss)	(612.51)	62.81	(114.22)	70.45	25.93	(2,445.18)
Return on capital employed	(16.46)	13.17	(3.61)	10.02	3.29	(88.23)
Current ratio	0.004	0.003	0.03	0.03	0.14	0.17
Earning per share(Rs)	(0.51)	0.52	(0.15)	0.42	0.13	(3.24)
Cash dividend	-	-	-	-	-	-
STATISTICS						
Number of rotors	-	-	-	-	-	-
Production into 10/s	-	-	-	-	-	-
Count (in Kg's)	-	-	-	-	-	-

Haji Mohammad Ismail Mills Limited

409 Commerce Centre, Hasrat Mohani Road, Karachi, Pakistan
Tel:32638521-3 Fax: 32639843 E.mail:info@hmiml.com

Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2017

Name of Company: HAJI MOHAMMAD ISMAIL MILLS LIMITED

Year Ending: 30th June, 2018

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

1. The total number of directors are seven as per the following:
 - a. Male: 7
 - b. Female: 0
2. The composition of board is as follows:
 - a. Independent Directors: Mr.Gulzar Siddiq
Mr.Farrukh Shafiq
 - b. Other Non-executive directors: Mr.Muhammad Sarfraz
Mr.Noman Mustafa Zuberi
Mr.Muhammad Sadiq
Mr.Muhammad Irfan
 - c. Executive Director: Mr.Najeeb Mushtaq Vohra
3. The directors have confirmed that none of them is serving as a director on more than five 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. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.
6. All the powers of the board have been duly exercised and decisions on relevant matters have been taken by board/shareholders as empowered by the relevant provisions of the Act and these Regulations.
7. The meetings of the board were presided over by the Chairman and, in his absence, by a director elected by the board for this purpose. The board has complied with the requirements of Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of board.
8. The board of directors have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.
9. The company has on its board two directors those are exempt from directors' training program. However, the condition of training certification for the director's shall be complied with in due course.

10. The board has approved appointment of CFO, Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations.

11. CFO and CEO duly endorsed the financial statements before approval of the board.

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

Audit Committee:	Mr. Farrukh Shafiq	Chairman
	Mr. Mohammad Irfan	Member
	Mr. Noman Mustafa Zuberi	Member

HR & Remuneration Committee:	Mr. Muhammad Sarfraz	Chairman
	Mr. Muhammad Sadiq	Member
	Mr. Mohammad Irfan	Member

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

14. The frequency of meetings of the committees were as per following:

Audit Committee:	4 quarterly meetings.
HR & Remuneration Committee	1 annual meeting.

15. The board has set up an effective internal audit function with suitable qualified and experienced personal for that purpose and are conversant with the policies and procedures of the company.

16. The statutory auditors of the company have confirmed that they have been given a satisfactory rating under the quality control review program of the ICAP and registered with Audit Oversight Board of Pakistan, that they or any of the partners of the firm, their spouses and minor children do not hold shares of the company and that the firm and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP.

17. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, these regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard.

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



Gulzar Siddiq
Chairman



Najeeb Mushtaq Vohra
Chief Executive

Karachi: October 4, 2018

Review Report on the Statement of Compliance contained in Listed Companies (Code of Corporate Governance) Regulations, 2017

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

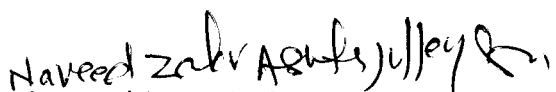
The responsibility for compliance with the Regulations is that of the Board of Directors of the Company. Our responsibility is to review whether the Statement of Compliance reflects the status of the Company's compliance with the provisions of the Regulations and report if it does not and to highlight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

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

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

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

NZM


Chartered Accountants
Engagement Partner: **Ahsan Elahi Vohra - FCA**

Karachi:

Dated: 

INDEPENDENT AUDITORS' REPORT
To the members of Haji Mohammad Ismail Mills Limited

Report on the Audit of the Financial Statements

Adverse Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, statement of profit or loss, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes forming part thereof do not conform with the accounting and reporting standards as applicable in Pakistan and not give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively do not give a true and fair view of the state of the Company's affairs as at June 30, 2018 and of the loss and other comprehensive loss, the changes in equity and its cash flows for the year then ended.

Basis for Adverse Opinion

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

The significance of matters discussed in the following paragraph, leads us to believe that the going concern assumption used in preparation of the financial statements of the Company is inappropriate; consequently the assets and liabilities should have been stated at their realizable value and settlement amount respectively.

Material uncertainty relating to Going Concern

The financial statements of the Company have been prepared on going concern basis, despite of the facts that the management has disposed off the assets of the Company including land, building, plant & machinery to pay off its major debts during the year ended June 30, 2015. Although during the year the management has prepared a new business plan as mentioned in note 1.2 of notes to the financial statements but it has not been supported by any concrete plan nor there has been any finances lined up with Financial Institutions. Therefore, the underlying assumption for new business plan is not considered appropriate. This situation indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a Going Concern. The Financial Statements do not consequently disclose this fact; consequently, the assets and liabilities should have been stated at their realizable value and settlement amount respectively.

NZM

Key Audit Matter(s)

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

Following are the Key audit matter(s):

S. No	Key audit matter(s)	How the matter was addressed in our audit
01.	<p>New requirements under the Companies Act, 2017</p> <p>The provisions of the fourth schedule to the Companies Act, 2017 (the Act) became applicable to the Company for the first time in the preparation of these annexed financial statements which replaced previously applicable fourth schedule to the repealed Companies Ordinance 1984.</p> <p>The Act, has also brought certain changes with regards to preparation and presentation of the annual financial statements of the Company.</p> <p>In view of the extensive impacts in the annexed financial statements due to first time application of the fourth schedule to the Act, we considered it as a key audit matter.</p>	<p>We have reviewed the requirements of the Fourth schedule to the Act and carried out the relevant audit procedures to ensure that the financial statements were prepared in accordance with new requirements:</p> <ul style="list-style-type: none"> As part of transition to new requirements, the management performed a gap analysis to identify additional requirements of disclosure for the current financial reporting framework. We reviewed the management's process to identify the necessary amendments required in the Company's financial statements; We evaluated the results of management's analysis and key decisions taken in respect of the transition,; and We assessed the adequacy and appropriateness of the additional disclosures made in the annexed financial statements based on the new requirements.
02.	<p>Investment</p> <p>(Refer notes 4 to the financial statements)</p> <p>The investments appearing in the statement of financial position constitute the most significant component of the statement of financial position. The investments of the company as at June 30, 2018 amounted to Rs24.026 million.</p> <p>The proper valuation of investments of the company as at June 30, 2018 was considered a significant area and therefore we considered this as a key audit matter.</p>	<p>Our audit procedures in relation to this matter included:</p> <ul style="list-style-type: none"> Tested the design and operating effectiveness of the key controls for valuation of investments; and Re-performed valuation to assess that investments are carried as per the valuation methodology specified in the accounting policies and applied consistency.

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03.	<p>The Company's exposure to litigation risk</p> <p>On 24th May 2018 the Company and the then directors received a notice from National Bank of Pakistan relating to Suo Moto Notice of Supreme Court on Loan write off pertaining to the period 2003. The company at its own and on behalf of the then directors have filed reply on June 5, 2018 through their legal counsel whereby they have explained that the amounts were duly paid by the then management to National Bank of Pakistan under consent decree of High Court of Sindh. The case is yet to be decided. The management believes that no liability or payment accrues against the Company. Accordingly, no provisioning has been provided in these financial statements.</p> <p>Due to the uncertainty involved in the outcome of this case we have identified this as key audit matter.</p>	<p>Our audit procedures in relation to this matter included:</p> <ul style="list-style-type: none"> • Obtained and reviewed details of the significant pending legal case and discussed the same with Company's management; • Circulated confirmations to the company's external legal counsel for their views on open legal; • Reviewed correspondence of the company with the relevant authorities ; • Evaluated rationale provided by the company and opinion of the external legal counsel • Reviewed the disclosures made in the financial statements in respect of such contingencies
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Information Other than the Financial Statements and Auditor's Report Thereon

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

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

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

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

Responsibilities of Management and Board of Directors for the Financial Statements

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

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

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

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Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

The engagement partner on the audit resulting in this independent auditor's report is **Mr. Ahsan Elahi Vohra- FCA.**


Chartered Accountants

Karachi

Date: 03 OCT 2016

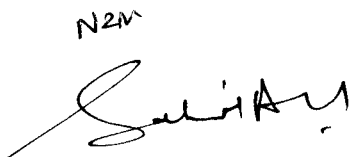
HAJI MOHAMMAD ISMAIL MILLS LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2018

	Note	2018 Rupees	2017 Rupees
ASSETS			
NON-CURRENT ASSETS			
Long term deposits		50,000	50,000
CURRENT ASSETS			
Investment-available for sale	4	24,026,530	25,378,030
Advance tax - net of provision	5	804,158	1,599,384
Other receivables	6	5,042,196	4,784,796
Cash and bank balances	7	7,504,794	15,445,806
		37,377,678	47,208,016
TOTAL ASSETS		37,427,678	47,258,016
EQUITY AND LIABILITIES			
SHARE CAPITAL AND RESERVES			
Authorised Capital			
12,000,000 (2017: 12,000,000) ordinary shares of Rs. 10 each		120,000,000	120,000,000
Issued, subscribed and paid up capital	8	119,750,400	119,750,400
Reserve		(82,479,090)	(72,641,179)
		37,271,310	47,109,221
CURRENT LIABILITIES			
Trade and other payables	9	156,368	148,795
TOTAL EQUITY AND LIABILITIES		37,427,678	47,258,016
CONTINGENCIES AND COMMITMENTS	10		

The annexed notes from 1 to 23 form an integral part of these financial statements.


NAJEEB MUSHTAQ VOHRA
Chief Executive


MUHAMMAD SARFRAZ
Director


SOHAIL AHMED
Chief Financial Officer

HAJI MOHAMMAD ISMAIL MILLS LIMITED
STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED JUNE 30, 2018

	Note	2018 Rupees	2017 Rupees
Operating expenses			
Administrative expenses	11	(3,219,743)	(3,068,299)
Operating loss		<u>(3,219,743)</u>	<u>(3,068,299)</u>
Other expenses	12	(3,025,748)	-
Other income	13	1,001,845	9,878,066
		<u>(5,243,646)</u>	<u>6,809,767</u>
Finance cost	14	(2,035)	(3,683)
(Loss)/Profit before taxation		<u>(5,245,681)</u>	<u>6,806,084</u>
Taxation	15	(890,703)	(601,605)
(Loss)/Profit after taxation		<u>(6,136,384)</u>	<u>6,204,479</u>
(Loss)/Earnings per share - basic and diluted	16	<u>(0.51)</u>	<u>0.52</u>

The annexed notes from 1 to 23 form an integral part of these financial statements.

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NAJEEB MUSHTAQ VOHRA
 Chief Executive


MUHAMMAD SARFRAZ
 Director


SOHAIL AHMED
 Chief Financial Officer

**HAJI MOHAMMAD ISMAIL MILLS LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2018**

	Note	2018 Rupees	2017 Rupees
(Loss)/Profit after taxation		(6,136,384)	6,204,479
Items that may be reclassified subsequently to profit and loss			
Loss on re-measurement on investments available for sale to fair value - net of tax		(3,701,527)	(8,030,655)
Total comprehensive loss		<u><u>(9,837,911)</u></u>	<u><u>(1,826,176)</u></u>

The annexed notes from 1 to 23 form an integral part of these financial statements.

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NAJEEB MUSHTAQ VOHRA
Chief Executive



MUHAMMAD SARFRAZ
Director



SOHAIL AHMED
Chief Financial Officer

HAJI MOHAMMAD ISMAIL MILLS LIMITED
STATEMENT OF CASH FLOW
FOR THE YEAR ENDED JUNE 30, 2018

Note	2018 Rupees	2017 Rupees
CASH FLOWS FROM OPERATING ACTIVITIES		
(Loss)/Profit before taxation	(5,245,681)	6,806,084
Adjustments for:		
Finance cost	2,035	3,683
Fair value adjustment of investment	(3,701,527)	(8,030,655)
	(3,699,492)	(8,026,972)
Loss before working capital changes	(8,945,173)	(1,220,888)
(Increase)/ decrease in current assets:		
Short term investment - net	1,351,500	(10,308,142)
Other receivables	(257,400)	5,374,705
	1,094,100	(4,933,437)
Decrease in current liabilities:		
Trade and other payables	7,573	(1,219,528)
Cash used in operations	(7,843,500)	(7,373,853)
Taxes paid	(95,477)	(658,652)
Finance cost paid	(2,035)	(3,683)
	(97,512)	(662,335)
Net cash used in operating activities	(7,941,012)	(8,036,188)
Net (decrease)/increase in cash and cash equivalents	(7,941,012)	(8,036,188)
Cash and cash equivalents at beginning of the year	15,445,806	23,481,994
Cash and cash equivalents at end of the year	7,504,794	15,445,806

The annexed notes from 1 to 23 form an integral part of these financial statements.

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NAJEEB MUSHTAQ VOHRA
 Chief Executive


MUHAMMAD SARFRAZ
 Director


SOHAIL AHMED
 Chief Financial Officer

