

**Refining.
Building.
Evolving.**

**ANNUAL REPORT
2021-22**



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Refining. Building. Evolving.

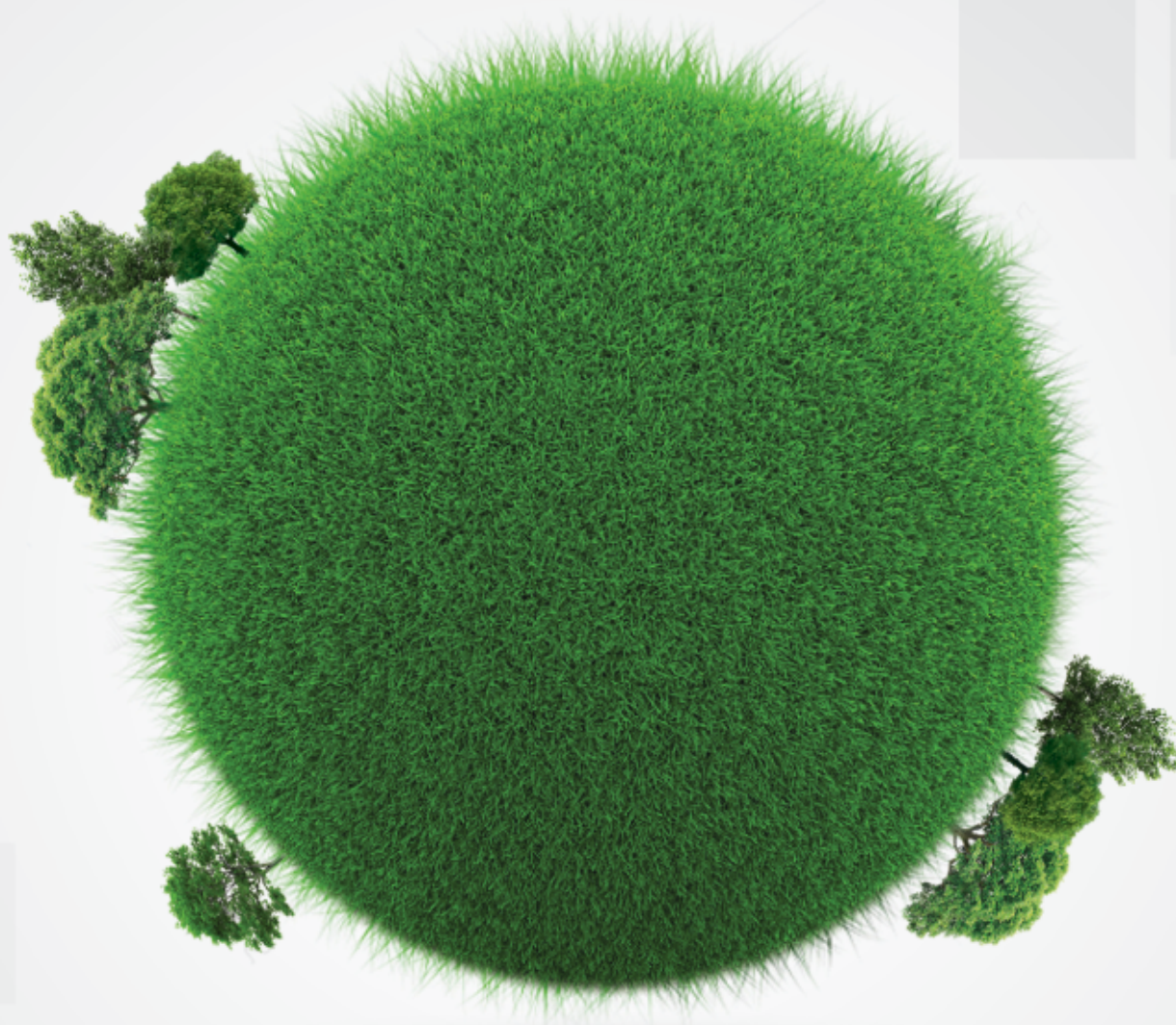
Refining, building and evolving takes the same grit which is needed by a diamond to reach its brilliance. At TPL Properties, we aim for perfection in every aspect of our operations. We know a lot goes into reaching the brilliance which gives us an edge.

TPL Properties was established in 2007 and became a PSX-listed company in 2016. Centrepont, the first project and flagship office development was completed in 2013 and subsequently acquired in 2021 by a leading commercial bank in Pakistan for their head office.

In 2019, the company established TPL REIT Management Company Limited (TPL RMC) which is the leading provider of REIT management services in Pakistan. It is regulated by the SECP and is a 100% owned subsidiary of TPL Properties Limited (TPLP).

Subsequently in 2022, TPL RMC successfully closed its first round of REIT Fund I which is Pakistan's first Shariah compliant sustainable development impact REIT Fund. The Fund will act as a catalyst by taking over three self-developed projects, thus establishing TPLP as the only institutional real estate company in Pakistan developing a portfolio of assets across residential, commercial, retail, and logistics warehousing.

Conserving Our Environment



Embracing technology with passion and revolutionizing the real estate industry, sustainability lies at the heart of TPL Properties. To bring a positive social impact across the industry's value chain, our business practices continuously seek to acknowledge our ecological footprints, accelerate towards net zero carbon emissions and conserve the ecosystem for our future generations.

Expanding Our Horizons



Since our inception in 2007, TPL Properties has been strengthening its position as the leading Real Estate investor, developer, and manager in Pakistan's Real Estate Sector. After the commercially successful sale of our sustainable flagship development; Centrepont, by a leading commercial bank, TPLP is set to expand its real estate portfolio with three world-class projects in Pakistan, including Technology Park, Mangrove & One Hoshang.

Reshaping Our Thinking



Built on the values of 'Take Ownership, Pledge to Learn, and Lead with Compassion', TPL Properties is committed to transforming conventional practices and leveraging technological innovation, which is crucial to reshaping the future of real estate industry in Pakistan. Now, the only way to move forward is to make sustainability the key to everything we do at TPLP.

Our Vision



To become the leading professional Real Estate company in Pakistan.

Our Mission



To define the skyline and elevate Real Estate in Pakistan by building world-class sustainable developments.

Our Values



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. Centrepont, 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.

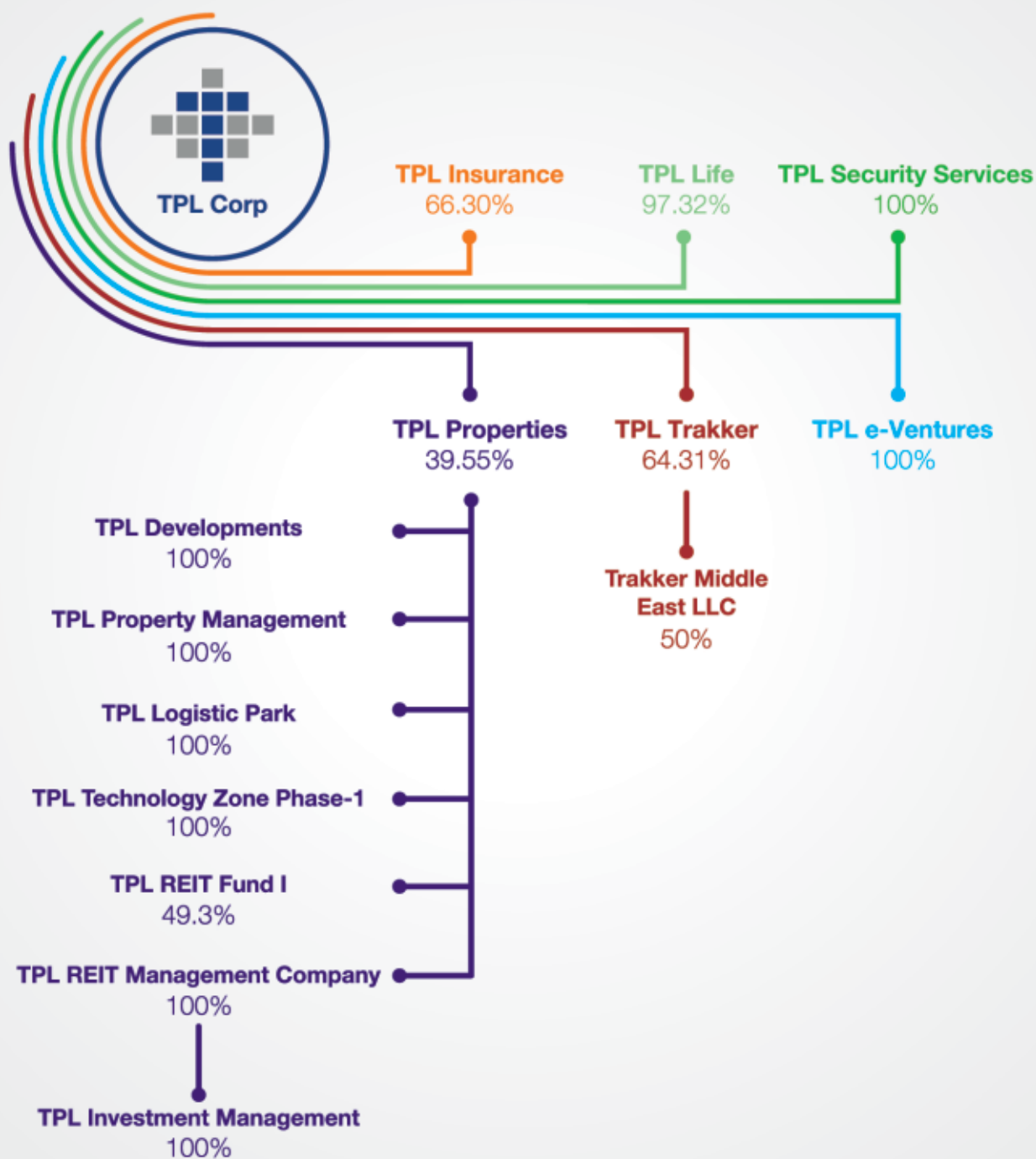
TPL Security Services

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.

Our Architecture



Company Information

Board of Directors

Mr. Jameel Yusuf S.St.	Non-Executive Director/Chairman
Mr. Ali Jameel	Executive Director/CEO
Vice Admiral (R) Muhammed Shafi HI(M)	Non-Executive Director
Ms. Sabiha Sultan Ahmad	Non-Executive Director
Mr. Khalid Mahmood	Independent Director
Mr. Siraj Dadabhoy	Non-Executive Director
Mr. Ziad Bashir	Independent Director
Mr. Abdul Wahab Al-Halabi	Non-Executive Director

Chief Executive Officer

Mr. Ali Jameel

Chief Operating Officer

Mr. Jamil Akbar

Chief Financial Officer

Mr. Adnan Quaid Johor Khandwala

Company Secretary

Mr. Danish Qazi

Audit Committee

Mr. Ziad Bashir	Chairman
Mr. Siraj Dadabhoy	Member
Vice Admiral (R) Muhammad Shafi HI(M)	Member
Mr. Hashim Sadiq Ali	Secretary

Human Resources & Remuneration Committee

Mr. Khalid Mahmood	Chairman
Mr. Abdul Wahab Al-Halabi	Member
Mr. Ali Jameel	Member
Mr. Nader Nawaz	Secretary

Auditor

M/s BDO Ebrahim & Co., Chartered Accountants

Legal Advisor

Mohsin Tayebali & Co.

Bankers

National Bank of Pakistan
Habib Metropolitan Bank Limited
Habib Bank Limited
JS Bank Limited
Al Baraka Bank Pakistan Limited
Summit Bank Limited
Bank Islami Pakistan Limited
The Bank of Punjab
Silkbank Limited
Soneri Bank Limited
Meezan Bank Limited
Bank Al Habib Limited

Share Registrar

THK Associates-Plot 32-C, Jami
Commercial Street, DHA Phase-VII
Karachi, 75500

Tel: (021) 34168270

UAN: 111-000-322

FAX: (021) 34168271

Registered Office

20th Floor, Sky Tower – East Wing,
Dolmen City, HC-3, Abdul Sattar
Edhi Avenue, Clifton Block 4,
Karachi.

Postal Code: 75600

Web Presence

www.tplproperty.com

Board of Directors



Mr. Jameel Yusuf S. St.
Director/Chairman



Mr. Ali Jameel
Executive Director/CEO



Ms. Sabiha Sultan Ahmad
Non-Executive Director



Mr. Khalid Mahmood
Independent Director



Mr. Siraj Dadabhaiy
Non-Executive Director



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



Mr. Abdul Wahab Al-Halabi
Non-Executive Director



Mr. Ziad Bashir
Independent Director



Chairman's Review

Jameel Yusuf S. St.
Chairman

In my capacity as the Chairman of the Board of Directors of TPL Properties Limited (the Company), I am happy to present the annual review of the performance of the Company. Despite the weakening economic situation of the country and its impact on, inter alia, the real estate industry, the Management of the Company under the able guidance of the Board has played a pivotal role in achieving the Company's objectives and safeguarding stakeholders' interests at large.

The Board, comprising of eight (8) members, including its Chief Executive Officer, flourishes as a culmination of rich, unique, and diverse experiences in fields including business, finance, taxation, law, real estate, investment management, and capital markets which, by its nature, contributes to the operation and growth of the Company.

During the fiscal year, the Company held a total of five (5) Board meetings in which the members continually deliberated upon making strategic investments to shape the future outlook of the Company and its subsidiaries. The Board has successfully fulfilled all of its mandatory responsibilities including guiding and providing insight to the Management while ensuring compliance with all legal and regulatory requirements of the Company. Further, the Board's Committees have provided invaluable input and assistance to the Board in terms of accountability, transparency, and retention of invaluable human resources.

In addition, through TPL RMCL, the Company is undertaking REIT Management business and has successfully entered into Unit Subscription Agreements amounting to PKR 18.35 billion with all its initial investors. As a collective result of the foregoing, there has been a substantial increase in the Company's share value on the Pakistan Stock Exchange.

I would like to express my gratitude to the Management as well as the Board of Directors, whose collective contributions have led the Company to progress tremendously despite the adverse economic landscape of the country. I am also grateful to all valued stakeholders of the Company for resting their continued support and faith in us. It is my hope that the Company continues to flourish and grow under our able leadership and supporting shareholders.



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



CEO's Message

Ali Jameel
CEO, TPL Properties

Looking back over the financial year ending 30 June 2022, I am pleased to say that TPL Properties' journey has been an exciting one with several milestones achieved. The most important one being the launch and successful financial close of TPL REIT Fund I by PKR 18.35 billion, making it one of the largest equity private placements in Pakistan in the last decade. Our first two projects are now part of TPL REIT Fund I. These are the high-end vertical residential development, One Hoshang, and the master-planned mixed-use residential and commercial development, The Mangrove. Our IT office development, TPL Technology Zone will also be moved into the REIT by the second quarter. These projects, being developed on behalf of TPL REIT Fund I, by TPL Developments, will see significant value growth over the coming years.

With our REIT and Development capability established, we will be building on a number of other projects with partners, whereby our subsidiaries TPL Developments and TPL REIT Management Company will gain additional earnings. Further, we launched TPL Investment Management, the first Pakistani investment firm owned internationally under a 3-C license, regulated by Abu Dhabi Global Markets. The company plans to raise, from the international markets, several hundred million dollars to be deployed in REITs (real estate and others), which will add significantly to foreign direct investment (FDI) in Pakistan.

We remain focused to make TPL Properties (and its subsidiaries) the leading institutional real estate business in Pakistan, focused on sustainability, quality, and innovation. One Hoshang has not only received the prestigious 5-star award for Best Residential High-Rise Architecture at the Asia-Pacific Property Awards 2022, but has achieved pre-certification for LEED Gold; a leading sustainability benchmark for buildings. TPL Technology Zone is expected to be licensed as a Special Technology Zone and 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.

Our financial results for the year ending 30 June 2022 are evidence of our strong performance based on the commitment to our stakeholders. We expect these to continue improving as we build on our real estate platform that has evolved over the last few years, from previously being a single asset platform.

In conclusion, I would like to take this opportunity to thank our team for successfully steering TPL Properties forward and our stakeholders for their trust and support. As we continue to excel in our business portfolio, we strive to set new benchmarks in Pakistan's real estate industry.

Best,



Ali Jameel



Sustainability

At TPL Properties, 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. TPLP 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.



TPLCares

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:



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

**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, we partnered with Lady Dufferin Hospital and contributed to their efforts in providing quality maternal healthcare in Karachi.

Our 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.



Volunteer Program

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

International Property Award



TPLP's residential project; One Hoshang has received the prestigious 5-star award for Best Residential High-Rise Architecture at the Asia-Pacific Property Awards 2022-2023. This award proves our commitment to future-oriented design, innovative building technology, and focuses on sustainability.

LEED Gold Certified

TPLP's focus on sustainable developments enabled us to earn the US Green Building Council's LEED Gold certification for our residential project; One Hoshang. In line with the goal of LEED, we aim to create better buildings that:



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 TPLP. 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.



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. We aim to understand the challenges being faced by our communities to make collective change.



Horizontal Analysis Balance Sheet

	2022	2021	2020	2019	2018	2017
Investment Property	-	-	28,308,153	6,874,579,344	6,189,635,029	4,975,874,522
Property, plant and equipment	273,860,303	62,236,754	3,885,426	4,910,671	5,080,698	6,736,214
Intangible Assets	150,677	301,373	452,069	602,759	753,449	-
Long-term investments	8,749,150,000	2,130,824,800	760,824,800	1,112,724,790	1,150,315,390	1,150,315,390
Long term loan to subsidiaries	-	875,543,424	1,076,874,088	712,505,944	432,506,875	56,750,452
Long term deposits	3,786,919	2,786,919	2,786,919	286,919	286,919	186,919
Tools	-	-	963,751	-	-	-
Receivable against rent from tenants	-	108,399,924	120,040,829	24,386,706	45,419,372	26,555,792
Advance, deposit and prepayment	806,071,728	1,914,741,326	46,563,917	56,171,977	25,397,651	11,126,083
Interest Accrued	2,267,897	150,464,515	94,784,036	33,241,949	40,818,147	51,008,311
Due from related parties	67,285,187	69,278,345	1,039,600	215,194,817	331,983	-
Taxation- net	102,093,672	81,857,506	118,504,976	133,456,751	93,258,132	94,021,444
Short-Term Investment	362,201	168,542,925	396,823	124,200	100,000,000	-
Cash and bank balances	1,762,497,967	1,936,163,396	225,132,134	209,486,831	540,589,194	344,332,622
Non Current Assets held for sale	750,000,000	-	7,617,000,000	-	-	-
TOTAL ASSETS	12,517,526,552	7,501,141,207	10,097,557,521	9,377,673,658	8,624,392,839	6,716,907,749
Issued, subscribed and paid-up capital	5,107,332,456	3,273,931,063	3,273,931,063	3,273,931,060	2,735,113,670	2,735,113,670
Capital Reserve	(313,405,756)	(324,405,756)	(404,845,756)	21,746,165	560,563,555	560,563,555
Revenue reserve	5,721,065,821	2,677,393,069	3,569,183,065	3,292,202,994	2,562,141,156	1,327,511,411
Long term financing	620,758,072	1,046,570,401	2,582,437,440	1,998,762,771	2,101,651,829	1,660,693,975
Gas Infrastructure Development Cess (GIDC) liability	-	19,579,594	-	-	-	-
Due to related parties	-	2,169,130	22,206,298	10,385,612	8,076,706	11,912,538
Deferred Tax liability	-	-	15,808,675	17,188,200	27,567,486	38,236,796
Accrued mark up	42,333,476	42,856,309	104,486,276	89,955,997	57,473,950	44,760,103
Trade and other payables	1,021,683,117	201,679,444	195,230,383	49,556,010	55,993,266	73,507,902
Short-term borrowing	41,941,183	-	400,000,000	400,000,000	400,000,000	-
Current portion of long term financing	257,296,333	549,725,621	191,117,792	110,000,000	44,000,000	204,750,000
Current portion of GIDC liability	18,521,850	11,642,332	-	-	-	-
Advance against rent from tenants	-	-	148,002,285	113,944,849	71,811,221	59,857,799
TOTAL EQUITY AND LIABILITIES	12,517,526,552	7,501,141,207	10,097,557,521	9,377,673,658	8,624,392,839	6,716,907,749

Vertical Analysis of Balance Sheet

	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
Investment Property	0.00%	0.00%	0.28%	73.31%	71.77%	74.08%
Property, plant and equipment	2.19%	0.83%	0.04%	0.05%	0.06%	0.10%
Intangible Assets	0.00%	0.00%	0.00%	0.01%	0.01%	0.00%
Long-term investments	69.90%	28.41%	7.53%	11.87%	13.34%	17.13%
Long term loan to subsidiaries	0.00%	11.67%	10.66%	7.60%	5.01%	0.84%
Long term deposits	0.03%	0.04%	0.03%	0.00%	0.00%	0.00%
Tools	0.00%	0.00%	0.01%	0.00%	0.00%	0.00%
Receivable against rent from tenants	0.00%	1.45%	1.19%	0.26%	0.53%	0.40%
Advance, deposit and prepayment	6.44%	25.53%	0.46%	0.60%	0.29%	0.17%
Interest Accrued	0.02%	2.01%	0.94%	0.35%	0.47%	0.76%
Due from related parties	0.54%	0.92%	0.01%	2.29%	0.00%	0.00%
Taxation- net	0.82%	1.09%	1.17%	1.42%	1.08%	1.40%
Short-Term Investment	0.00%	2.25%	0.00%	0.00%	1.16%	0.00%
Cash and bank balances	14.08%	25.81%	2.23%	2.23%	6.27%	5.13%
Non Current Assets held for sale	5.99%	0.00%	75.43%	0.00%	0.00%	0.00%
	100%	100%	100%	100%	100%	100%

Issued, subscribed and paid-up capital	40.80%	43.65%	32.42%	34.91%	31.71%	40.72%
Capital Reserve	-2.50%	-4.32%	-4.01%	0.23%	6.50%	8.35%
Revenue reserve	45.70%	35.69%	35.35%	35.11%	29.71%	19.76%
Long term financing	4.96%	13.95%	25.57%	21.31%	24.37%	24.72%
Gas Infrastructure Development Cess (GIDC) liability	0.00%	0.26%	0.00%	0.00%	0.00%	0.00%
Due to related parties	0.00%	0.03%	0.22%	0.11%	0.09%	0.18%
Deferred Tax liability	0.00%	0.00%	0.16%	0.18%	0.32%	0.57%
Accrued mark up	0.34%	0.57%	1.03%	0.96%	0.67%	0.67%
Trade and other payables	8.16%	2.69%	1.93%	0.53%	0.65%	1.09%
Short-term borrowing	0.34%	0.00%	3.96%	4.27%	4.64%	0.00%
Current portion of long term financing	2.06%	7.33%	1.89%	1.17%	0.51%	3.05%
Current portion of GIDC liability	0.15%	0.16%	0.00%	0.00%	0.00%	0.00%
Advance against rent from tenants	0.00%	0.00%	1.47%	1.22%	0.83%	0.89%
TOTAL EQUITY AND LIABILITIES	100%	100%	100%	100%	100%	100%

Horizontal Analysis Profit and Loss Account

	2022	2021	2020	2019	2018	2017
Revenue	5,919,153,773	283,898,566	678,368,219	402,594,669	366,350,433	362,784,829
Direct operating cost	(7,134,473)	(9,297,549)	(216,976,812)	(11,609,104)	(9,602,513)	(9,908,777)
Gross profit	5,912,019,300	274,601,017	461,391,407	390,985,565	356,747,920	352,876,052
Administrative and general expenses	(950,362,490)	(564,079,392)	(137,620,939)	(104,823,796)	(107,534,438)	(105,812,141)
Operating profit	4,961,656,810	(289,478,375)	323,770,468	286,161,769	249,213,482	247,063,911
Finance costs	(332,568,498)	(424,646,747)	(419,071,628)	(267,247,691)	(207,664,482)	(176,487,486)
Other Income	248,606,547	166,773,445	80,658,802	66,314,569	26,735,265	15,737,118
Remeasurement of investment property at fair value	-	-	292,165,699	666,992,964	1,180,808,607	288,765,209
Other Expenses	-	(33,675,653)	-	-	-	-
Profit before taxation	4,877,694,859	(581,027,330)	277,523,341	752,221,611	1,249,092,872	375,078,752
Taxation	(620,714)	16,630,440	(543,270)	(22,159,772)	(14,463,127)	(23,101,194)
Profit / (Loss) after taxation	4,877,074,145	(564,396,890)	276,980,071	730,061,839	1,234,629,745	351,977,558

Vertical Analysis of Profit and Loss Account

	2022	2021	2020	2019	2018	2017
Revenue	100%	100%	100%	100%	100%	100%
Direct operating cost	0%	-3%	-32%	-3%	-3%	-3%
Gross profit	100%	97%	68%	97%	97%	97%
Administrative and general expenses	-16%	-199%	-20%	-26%	-29%	-29%
Operating (Loss) /profit	84%	-102%	48%	71%	68%	68%
Finance costs	-6%	-150%	-62%	-66%	-57%	-49%
Other Income	4%	59%	12%	16%	7%	4%
Remeasurement of investment property at fair value	0%	0%	43%	166%	322%	80%
Other Expenses	0%	-12%	0%	0%	0%	0%
(Loss) /Profit before taxation	82%	-205%	41%	187%	19%	103%
Taxation	0%	6%	0%	-6%	-4%	-6%
(Loss)/ Profit after taxation	82%	-199%	41%	181%	337%	97%

Horizontal Analysis Cash Flow Statement

	2022	2021	2020	2019	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES						
Net profit before taxation	4,877,694,859	(581,027,330)	277,523,341	752,221,610	1,249,092,872	375,078,752
Adjustment for non cash charges and other items:						
Depreciation	53,109,142	7,575,711	3,611,320	2,534,302	2,341,814	2,459,696
Fixed assets write-off	-	-	-	-	10,000	38,565
Amortisation of intangible assets	150,696	150,696	150,690	150,690	-	-
Finance cost	332,568,498	424,646,747	419,071,628	267,247,691	207,664,482	176,487,486
Other expenses	-	33,675,653	-	-	-	-
Remeasurement of investment property at fair value	-	-	(292,165,699)	(666,992,964)	(1,180,808,607)	(288,765,209)
Exchange loss / (gain) - net	-	-	-	-	-	-
Markup on long term loan	(87,530,895)	(55,680,479)	(61,292,126)	7,576,198	10,190,164	(6,386,284)
Allowance for expected credit losses	66,864,481	2,878,861	155,022	-	-	-
Unrealised gain on Investment in mutual funds	(2,398,050,000)	(1,385,177)	(370,021)	-	-	-
Gain on disposal of shares	-	(16,265,470)	(2,791,879)	(5,583,720)	-	-
Mark up on saving account	(158,694,143)	(27,374,557)	(12,098,997)	(33,252,590)	(20,261,045)	(3,814,384)
Gain on disposal of Operating Fixed Assets	-	(500,000)	-	-	-	-
Gain on disposal of non-current asset held for sale	-	(30,651,665)	-	-	-	-
Reversal of provision for GIDC	-	(29,822,466)	-	-	-	-
Remeasurement gain on GIDC	-	(4,675,267)	-	-	-	-
Profit on TFCs	(1,587,801)	-	-	-	-	-
Other Income	(431,507)	-	-	-	-	-
Employee Share options	11,000,000	80,440,000	-	-	-	-
	(2,182,601,529)	383,012,587	54,269,938	(428,320,393)	(980,863,192)	(119,980,130)
Operating profit before working capital changes (Increase) / decrease in current assets	2,695,093,330	(198,014,743)	331,793,279	323,901,217	268,229,680	255,098,622
Advance, deposits and prepayments	1,108,669,598	(105,377,011)	14,190,774	69,101,474	(114,271,568)	8,495,771
Tools	-	963,751	107,600	-	-	-
Receivables against rent	108,399,924	8,762,044	(24,138,769)	21,032,666	(18,863,580)	(5,589,033)
Due from related parties	1,993,158	(68,238,745)	217,662,632	(214,862,834)	(331,983)	(9,131,238)
	1,219,062,679	(163,889,961)	207,822,237	(124,728,694)	(133,467,131)	(6,224,500)
Increase / (decrease) in current liabilities						
Trade and other payables	820,003,673	82,840,874	111,498,396	(6,437,257)	(17,514,636)	(90,324,735)
Due to a related party – unsecured	(2,169,130)	(20,037,168)	4,569,237	-	-	-
Advance against rent	-	(148,002,285)	(4,527,150)	42,133,628	11,953,422	15,074,898
Cash generated from operations	4,731,990,552	(447,103,283)	651,155,999	234,868,894	129,201,335	173,624,285
Receipts / (payments) for :						
GIDC Installments Paid	(12,700,076)	(10,672,137)	-	-	-	-
Finance cost	(333,091,331)	(486,276,714)	(404,541,349)	(234,765,644)	(194,950,635)	(207,426,462)
Mark up on saving account received	396,689,554	27,374,557	11,849,036	33,252,590	20,261,045	3,814,384
Long term deposits	-	-	-	-	(100,000)	-
Income taxes	(20,856,880)	37,469,235	27,007,635	(72,737,677)	(24,369,124)	(20,027,105)
	30,041,267	(432,105,059)	(365,684,678)	(274,250,731)	(199,158,714)	(223,639,183)
Net cash flows (used in) / from operating activities	4,762,031,818	(879,208,342)	285,471,321	(39,381,837)	(69,957,379)	(50,014,898)
CASH FLOWS FROM INVESTING ACTIVITIES						
Purchase of - property and equipment	(264,732,691)	(65,927,039)	(1,559,029)	(2,364,274)	(696,299)	(3,652,999)
Expenditure - investment property under construction	-	-	-	-	-	-
- incurred on investment property	-	(5,367,500)	(87,836,349)	(13,916,864)	(16,868,937)	(46,918,610)
Advance for future issue of shares	1,370,000,000	(1,370,000,000)	-	-	-	-
Addition to capital work-in-progress	-	-	-	(4,034,487)	(16,082,963)	(8,190,703)
Sale proceed from fixed assets	-	-	-	-	-	-
Long-term deposits	(1,000,000)	-	-	-	-	-
Purchase of Intangible asset	-	-	-	-	(753,449)	-
Long-term loan-net	875,543,424	(1,173,969,734)	(661,805,788)	(279,999,069)	(375,756,423)	(36,848,505)
Investments	(6,619,005,296)	-	-	-	-	-
Purchase of New Shares	-	-	(1,100,000)	(51,000,000)	-	-
Advance against subscription of shares	-	-	-	-	-	-
Purchase of Investment in mutual funds	116,892,719	(977,785,315)	(10,000,000)	-	-	-
Proceeds from disposal of shares	-	977,745,274	12,500,000	94,174,320	-	-
Expenditure incurred for Non Current Asset held for sale	-	(102,348,335)	-	-	-	-
Proceeds from sale of Non Current Assets	112,449,600	7,362,500,000	-	-	-	-
Proceeds from sale of operating assets	-	500,000	-	-	-	-
Markup on subordinated loan received	-	-	-	-	-	33,416,026
Markup on saving account	-	-	-	-	-	-
Net cash (used in) / generated from investing activities	(4,409,852,244)	4,645,347,351	(749,801,166)	(257,140,374)	(410,158,071)	(62,194,791)
CASH FLOWS FROM FINANCING ACTIVITIES						
Proceed from issuance of share capital	-	-	-	-	-	300,000,004
Share issue cost	-	-	-	-	-	(22,135,323)
Long-term loans – net	-	-	477,543,239	(36,889,058)	280,207,854	(208,164,942)
Loan from Director / related party	-	-	-	2,308,906	(3,835,832)	(263,733,441)
Long term Financing - net	(718,241,617)	(1,177,259,210)	-	-	-	-
Short-term borrowing	41,941,183	(400,000,000)	-	-	400,000,000	(200,000,000)
Dividends Paid	-	(327,393,106)	-	-	-	-
Net cash generated (used in) / from financing activities	(676,300,434)	(1,904,652,316)	477,543,239	(34,580,152)	676,372,022	(394,033,702)
Net (decrease) / increase in cash and cash equivalents	(324,120,860)	1,861,486,693	13,213,394	(331,102,363)	196,256,572	(506,243,391)
Cash and cash equivalents at the beginning of the year	2,086,618,827	225,132,134	209,486,831	540,589,194	344,332,622	850,576,013
Cash and cash equivalents transferred under the scheme	-	-	2,431,909	-	-	-
Cash and cash equivalents at the end of the year	1,762,497,967	2,086,618,827	225,132,134	209,486,831	540,589,194	344,332,622

Ratio Analysis

	2022	2021	2020	2019	2018	2017
<u>Profitability Ratios</u>						
Gross Profit to Sales	100%	97%	68%	97%	97%	97%
Net Profit to Sales	82%	-199%	41%	181%	337%	97%
EBITDA Margin to sales	89%	-55%	103%	253%	398%	153%
Return on Equity	46%	-10%	4%	12%	27%	11%
Return on Capital Employed	44%	-8%	3%	9%	20%	6%
<u>Liquidity Ratios</u>						
Current Ratio	1.98	5.30	0.48	0.81	1.26	1.21
Quick / Acid test ratio	1.40	5.29	0.47	0.80	1.26	1.19
Cash to Current Liabilities	1.28	2.40	0.21	0.26	0.85	0.87
<u>Investment Valuation Ratios</u>						
Earning per Share	-	-	0.85	2.23	4.51	1.29
Earnings per share - basic	12.29	(1.42)				
Earnings per share - diluted	12.16	(1.60)				
<u>Capital structure Ratios</u>						
Financial leverage Ratio	0.09	0.29	0.51	0.39	0.44	0.42
Debt Equity Ratio	0.09	0.29	0.45	0.33	0.38	0.41
Interest cover Ratio	15.67	-0.37	1.66	3.81	7.01	3.13

Statement of Value Addition and its Distribution

WEALTH GENERATED

Total revenue inclusive of Other Income
Direct Operating cost and Administrative and General expenses

2022 Amount in Rs	%	2021 Amount in Rs	%
7,081,554,319		1,243,097,660	
(381,858,207)		(360,185,539)	
6,699,696,112	100%	882,912,121	100%

WEALTH DISTRIBUTION

To Employees

Salaries, benefits and other costs

746,057,277 11% 332,382,332 38%

To Government

Income tax, sales tax, excise duty and others

102,062,373 2% 32,123,478 4%

To Society

Contribution towards education, health and environment

112,650,000 2% 25,500,000 3%

To Provider of Capital

Dividend to shareholders

- 0% 327,393,106 37%

Markup / Interest expenses on borrowed funds

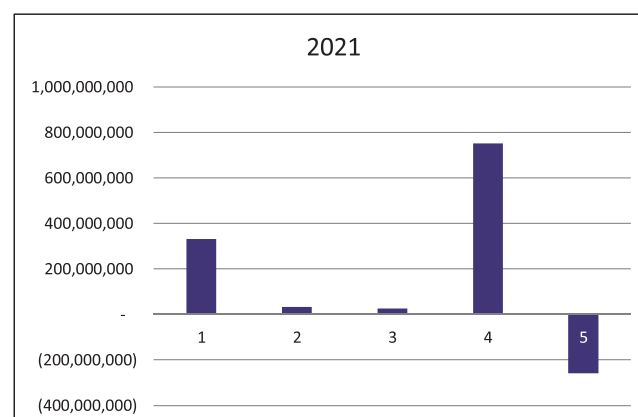
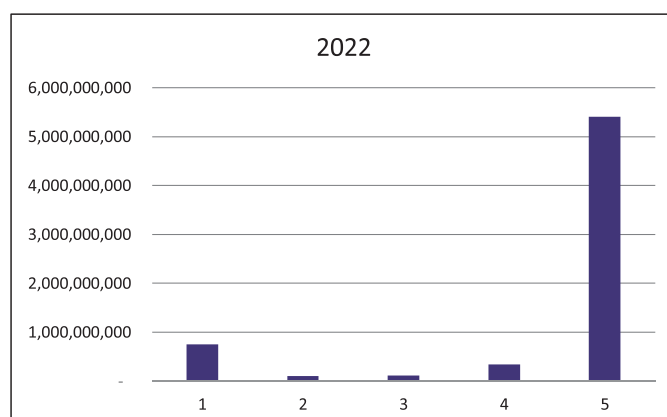
334,488,173 5% 425,286,944 48%

To Company

Depreciation, amortization & retained profit

5,404,438,289 81% (259,773,739) -29%

6,699,696,112 100% 882,912,121 100%



Directors' Report

For the Year Ended June 30, 2022

The Directors are pleased to present the audited condensed financial information for the Year ended June 30, 2022 and a brief review of the Company's operations.

Economic Outlook

The financial year 2021-22 was a challenging one for Pakistan's economy, due to both political uncertainty and impact of 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 due, resulted in the significant depreciation of the PKR to USD and FY22 having inflation of 21.3%. SBP has started to implement monetary tightening in the country, with the current rate increase bringing the SBP Policy Rate to levels not seen since 2009.

Despite the economic challenges faced by Pakistan, the country's economy has shown resilience and has grown by 6% in FY22. One of the promising sector is IT exports, which experienced a 24% YoY growth to USD 2.6 billion in FY 22. The Government of Pakistan aims to double this within the next two years by facilitating, amongst other initiatives, the development of special technology zones.

Going forward, 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 declining commodity prices, the various initiatives being taken by the Government and foreign financial support from international allies.

Real Estate Sector

In FY22, there was positive momentum in the Real Estate sector and it was one of the best performing assets in the country with real estate prices rising by 20%, on the back of favorable government initiatives such as Naya Pakistan Housing Program, Mandatory Housing Targets For Banks, Mera Pakistan Mera Ghar ("MPMG"), Government's Mark-Up Subsidy Scheme For Housing Finance and Roshan Apna Ghar Scheme For Non-Resident Citizens of Pakistan.

Till June, 2022, total amount disbursed under the MPMG scheme stood at Rs 100 billion, depicting a 20x increase from June, 2021 figure of Rs 5 billion. Moreover, the amount of financing approved by banks increased to Rs 236 billion, an increase of more than 500% in FY 22.

Going forward the sector is being challenged by the macroeconomic and political environment in Pakistan. In particular, the cost of construction has significantly increased (e.g. Steel and Cement up by 49% over the year) and the current construction outlook is further made uncertain by the Floods. The underlying supply and demand imbalance remains favourable for most real estate asset classes and therefore the opportunity for real estate remains positive.

Company Outlook

The company successfully achieved the launch and successful financial close of TPL REIT Fund-I with PKR 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) and where in projects will be developed by TPL Developments (Private) Limited. Both of these companies being wholly owned subsidiaries. Further, with the capability for REIT and Development established, 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 and façade retention and protection works 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

Directors' Report

For the Year Ended June 30, 2022

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, growing 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 Investment portfolio will be delivered by the REIT Fund I projects being developed successfully and the dividends the operating subsidiaries will generate from their business. TPL Properties (and its subsidiaries) will continue to lead real estate focus in Pakistan on sustainability, quality and innovation.

Financial Performance

Standalone Performance

Brief Results of standalone performance of the company is as follows:

Description	June 30,2022	June 30,2021
	(Audited)	(Audited)
	Rs.	Rs.
Revenue	5,919,153,773	283,898,566
Gross Profit	5,912,019,300	274,601,017
Profit / (Loss) before tax	4,877,694,859	(581,027,330)
Profit / (Loss) after tax	4,877,074,145	(564,396,890)
Number of outstanding shares	510,733,246	327,393,106
Earnings / (Loss) per share- basic	12.29	(1.42)
Earnings / (Loss) per share- diluted	12.16	(1.60)

As the Company has realized gain on sale of its two projects to REIT, this year's P&L captured a significant gain. The standalone company registered a profit of Rs. 4,877 million. Since the principal business of the company is to make investments, there is a significant change in revenues while comparing with the last year whereby the revenues were only recorded as rentals on Investment property.

Consolidated Performance

Brief Results of Consolidated Performance of the company is as follows:

Description	June 30,2022	June 30,2021
	(Audited)	(Audited)
	Rs.	Rs.
Revenue	6,397,111,167	438,390,845
Gross Profit	6,389,976,694	313,960,420
Profit before tax	5,016,353,131	59,191,900
Profit after tax	5,292,489,241	70,030,144
Number of outstanding shares	510,733,246	327,393,106
Earnings per share- basic	13.33	0.18
Earnings per share- diluted	13.19	0.18

The consolidated profit posted a growth of 1,359% as compared to the last year mainly because of the additional revenue coming from the sale of SPVs, fair value gains on REIT Fund, and Performance/management fees from TPL RMC.

Directors' Report

For the Year Ended June 30, 2022

DIVIDEND

The Board of Directors has recommended a stock dividend of 10% which makes a total payout of 60% stock dividend during the year while retaining the earnings for investment in potential projects.

AUDITORS

The auditors M/s BDO Ebrahim & Co, Chartered Accountants, being eligible, have offered themselves for reappointment for the new financial year. As recommended by the Audit Committee, the Board has approved the proposal to appoint M/s BDO Ebrahim & Co, Chartered Accountants as the statutory auditors of the Company, subject to the approval of the Shareholders at the forthcoming Annual General Meeting of the Company.

RELATED PARTIES TRANSACTIONS

During the year, the Company carried out transactions with its related parties. Details of these transactions are disclosed in note 36 to consolidated financial statements attached therein.

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. Ziad Bashir Mr. Khalid Mehmood
Executive Directors	Mr. Ali Jameel
Non-Executive Directors	Mr. Jameel Yusuf Ms. Sabiha Sultan Ahmed Mr. Siraj Dadabhoy Vice Admiral (R) Mohammad Shafi, Hi(M) Mr. Abdul Wahab M.Halabi

The Board has formed committees comprising of members given below:

Audit Committee	Mr. Ziad Bashir – Chairman Mr. Siraj Dadabhoy – Member Vice Admiral (R) Muhammad Shafi - Member Mr. Hashim Sadiq Ali - Secretary
HR and Remuneration Committee	Mr. Khalid Mehmood - Chairman Mr. Abdul Wahab M. - Member Mr. Ali Jameel – Member Mr. Nader Nawaz – Secretary

Directors' Report

For the Year Ended June 30, 2022

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. Ali Jameel	5
Mr. Jameel Yusuf-S.St	5
Mr. Abdul Wahab M Al-Halabi	4
Vice Admiral (R) Muhammad Shafi	5
Mr. Khalid Mehmood	2
Mr. Siraj Dadabhoy	4
Mr. Ziad Bashir	4
Ms. Sabiha Sultan	5

DIRECTORS' REMUNERATION

A formal Director's Remuneration policy approved by the Board is in place. The policy includes transparent procedure for remuneration of directors in accordance with the Companies Act, 2017 and the Listed Companies Code of Corporate Governance, 2019. As per the said policy, Directors are paid a remuneration of PKR. 100,000 for attending each meeting of the Board or its sub-committees.

DIRECTOR'S TRAINING

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.

KEY FINANCIAL DATA FOR THE LAST FIVE YEARS

	2022	2021	2020	2019	2018
	PKR' 000				
Investment Property	-	-	28,308	6,874,579	6,189,635
Property, plant and equipment	273,860	62,237	3,885	4,911	5,081
Intangible Assets	151	301	452	603	753
Long-term investments	8,749,150	2,130,825	760,825	1,112,725	1,150,315
Long Term Loan to subsidiaries	-	875,543	1,076,874	712,506	432,507
Long term deposits	3,787	2,787	2,787	287	287
Tools	-	-	964		
Receivable against rent from tenants	-	108,400	120,041	24,387	45,419
Advance, deposit and prepayment	806,072	1,914,741	46,564	56,172	25,398
Interest Accrued	2,268	150,465	94,784	33,242	40,818
Due from related parties	67,285	69,278	1,040	215,195	332
Taxation- net	102,094	81,858	118,505	133,457	93,258
Short-Term Investment	362	168,543	397	124	100,000
Cash and bank balances	1,762,498	1,936,163	225,132	209,487	540,589
Non-current asset held for sale	750,000	-	7,617,000	-	-
TOTAL ASSETS	12,517,527	7,501,141	10,097,558	9,377,674	8,624,393
Issued, subscribed and paid-up capital	5,107,332	3,273,931	3,273,931	3,273,931	2,735,114

Directors' Report

For the Year Ended June 30, 2022

Capital Reserve	(313,406)	(324,406)	(404,846)	21,746	560,564
Accumulated Profit	5,721,066	2,677,393	3,569,183	3,292,203	2,562,141
Long term financing	620,758	1,046,570	2,582,437	1,998,763	2,101,652
Gas Infrastructure Development Cess (GIDC) liability	-	19,580	-	-	-
Due to related parties	-	2,169	22,206	10,386	8,077
Deferred Tax liability	-	-	15,809	17,188	27,567
Accrued mark up	42,333	42,856	104,486	89,956	57,474
Trade and other payables	1,021,683	201,679	195,230	49,556	55,993
Short-term borrowing	41,942	-	400,000	400,000	400,000
Current portion of long term financing	257,297	549,726	191,118	110,000	44,000
Current portion of GIDC liability	18,522	11,642	-	-	-
Advance against rent from tenants	-	-	148,002	113,945	71,811
TOTAL EQUITY AND LIABILITIES	12,517,527	7,501,141	10,097,558	9,377,674	8,624,393

	2022	2021	2020	2019	2018
	PKR' 000				
Revenue	5,919,154	283,899	678,369	402,595	366,350
Direct operating cost	(7,134)	(9,298)	(216,977)	(11,609)	(9,603)
Gross profit	5,912,019	274,601	461,392	390,986	356,748
Administrative and general expenses	(950,362)	(564,079)	(137,621)	(104,824)	(107,534)
Operating profit	4,961,657	(289,478)	323,771	286,162	249,213
Finance costs	(332,568)	(424,647)	(419,072)	(267,248)	(207,664)
Other Income	248,607	166,773	80,659	66,315	26,735
Gain on Valuation of Investment Property	-	-	292,166	666,993	1,180,809
Other Expenses	-	(33,676)	-	-	-
Profit before taxation	4,877,695	(581,027)	277,524	752,222	1,249,093
Taxation	(621)	16,630	(543)	(22,160)	(14,463)
Profit / (Loss) after taxation	4,877,074	(564,397)	276,981	730,062	1,234,630
Earning /(Loss) per share	12.29	(1.42)	0.85	2.23	3.77

Directors' Report

For the Year Ended June 30, 2022

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 its state of affairs fairly the result of its operations, cash flows and changes in equity.
- The Company has maintained proper books of accounts as required under 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, have been followed in the preparation of the financial statements and any departure there from have been adequately disclosed and explained.
- The system of internal control is sound in design and has been effectively implemented and 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 best practices of the Code of Corporate Governance as laid down in the listing regulation.
- Key operating and financial data for the last five years in summarized form, is included in this annual report.
- Outstanding levies and taxes are given in the respective notes to the financial statements.

PATTERN OF SHAREHOLDING

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

Particulars	No of Folio	Balance Share	Percentage
SPONSORS, DIRECTORS, CEO AND CHILDREN	5	44918667	8.7949
ASSOCIATED COMPANIES	13	269960361	52.8574
BANKS, DFI AND NBFI	1	483590	0.0947
INSURANCE COMPANIES	1	1000	0.0002
MODARABAS AND MUTUAL FUNDS	30	13078176	2.5607
GENERAL PUBLIC (LOCAL)	4424	99666838	19.5145
GENERAL PUBLIC (FOREIGN)	430	8494708	1.6632
OTHERS	63	74129903	14.5144
Company Total	4967	510733243	100

Directors' Report

For the Year Ended June 30, 2022

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

NO. OF SHAREHOLDERS	From	To	SHARES HELD	PERCENTAGE
394	1	100	15476	0.0030
589	101	500	204561	0.0401
744	501	1000	621280	0.1216
1701	1001	5000	4551589	0.8912
552	5001	10000	4218368	0.8259
215	10001	15000	2730621	0.5346
144	15001	20000	2620376	0.5131
97	20001	25000	2258176	0.4421
57	25001	30000	1582554	0.3099
51	30001	35000	1653674	0.3238
43	35001	40000	1654162	0.3239
24	40001	45000	1026375	0.2010
46	45001	50000	2262943	0.4431
14	50001	55000	738430	0.1446
11	55001	60000	641576	0.1256
21	60001	65000	1338410	0.2621
4	65001	70000	269762	0.0528
16	70001	75000	1165642	0.2282
15	75001	80000	1168450	0.2288
7	80001	85000	574940	0.1126
9	85001	90000	786421	0.1540
7	90001	95000	653192	0.1279
15	95001	100000	1490055	0.2917
2	100001	105000	206000	0.0403
1	105001	110000	108550	0.0213
7	110001	115000	781470	0.1530
2	115001	120000	237000	0.0464
3	120001	125000	373440	0.0731
13	125001	130000	1684000	0.3297
6	130001	135000	800278	0.1567
4	135001	140000	546720	0.1070
4	140001	145000	572900	0.1122
6	145001	150000	894685	0.1752
3	150001	155000	454750	0.0890
5	155001	160000	787000	0.1541
1	160001	165000	163800	0.0321
3	165001	170000	502300	0.0983
1	170001	175000	174000	0.0341
2	180001	185000	366256	0.0717
1	190001	195000	195000	0.0382
6	195001	200000	1200000	0.2350
2	200001	205000	406000	0.0795

Directors' Report

For the Year Ended June 30, 2022

5	205001	210000	1038766	0.2034
2	225001	230000	455900	0.0893
2	230001	235000	464550	0.0910
2	240001	245000	485461	0.0951
1	245001	250000	249600	0.0489
1	250001	255000	255000	0.0499
2	255001	260000	519000	0.1016
1	260001	265000	260650	0.0510
1	270001	275000	273000	0.0535
1	275001	280000	279000	0.0546
3	280001	285000	848300	0.1661
1	290001	295000	291106	0.0570
2	300001	305000	603709	0.1182
3	305001	310000	925300	0.1812
4	310001	315000	1251000	0.2449
2	330001	335000	663766	0.1300
1	335001	340000	339150	0.0664
1	340001	345000	342600	0.0671
2	345001	350000	699400	0.1369
2	360001	365000	725700	0.1421
1	370001	375000	373464	0.0731
1	380001	385000	385000	0.0754
1	385001	390000	390000	0.0764
1	390001	395000	395000	0.0773
1	395001	400000	400000	0.0783
1	405001	410000	408460	0.0800
1	460001	465000	460200	0.0901
1	465001	470000	468000	0.0916
1	480001	485000	483590	0.0947
5	495001	500000	2497000	0.4889
3	500001	505000	1510260	0.2957
1	515001	520000	520000	0.1018
1	555001	560000	558000	0.1093
1	570001	575000	574000	0.1124
1	595001	600000	600000	0.1175
1	600001	605000	603133	0.1181
2	620001	625000	1248991	0.2445
1	640001	645000	642500	0.1258
1	645001	650000	646500	0.1266
1	665001	670000	670000	0.1312
1	675001	680000	678500	0.1328
1	685001	690000	689000	0.1349
1	690001	695000	693000	0.1357
1	700001	705000	702000	0.1374
1	705001	710000	710000	0.1390
1	710001	715000	715000	0.1400
1	715001	720000	720000	0.1410
1	725001	730000	728780	0.1427
1	740001	745000	742000	0.1453
1	755001	760000	756000	0.1480

Directors' Report

For the Year Ended June 30, 2022

3	780001	785000	2347782	0.4597
1	840001	845000	845000	0.1654
1	865001	870000	865750	0.1695
1	900001	905000	905000	0.1772
1	905001	910000	905500	0.1773
2	995001	1000000	2000000	0.3916
1	1035001	1040000	1040000	0.2036
1	1040001	1045000	1042800	0.2042
1	1090001	1095000	1092000	0.2138
1	1345001	1350000	1345900	0.2635
1	1385001	1390000	1389000	0.2720
1	1495001	1500000	1500000	0.2937
1	1510001	1515000	1513000	0.2962
1	1745001	1750000	1750000	0.3426
1	1865001	1870000	1867320	0.3656
1	1905001	1910000	1905845	0.3732
1	1960001	1965000	1964100	0.3846
1	1965001	1970000	1965600	0.3849
1	1995001	2000000	2000000	0.3916
1	2045001	2050000	2050000	0.4014
1	2065001	2070000	2067364	0.4048
1	2320001	2325000	2322700	0.4548
1	2355001	2360000	2357500	0.4616
1	2465001	2470000	2470000	0.4836
1	2755001	2760000	2759796	0.5404
1	3005001	3010000	3007300	0.5888
1	3955001	3960000	3959280	0.7752
1	4545001	4550000	4547856	0.8905
1	5155001	5160000	5156380	1.0096
1	5245001	5250000	5246062	1.0272
1	5680001	5685000	5684854	1.1131
1	7915001	7920000	7920000	1.5507
1	8435001	8440000	8436338	1.6518
1	13580001	13585000	13581710	2.6593
1	14935001	14940000	14938560	2.9249
1	17830001	17835000	17835000	3.4920
1	42150001	42155000	42152869	8.2534
1	43070001	43075000	43073311	8.4336
1	44060001	44065000	44061360	8.6271
1	172235001	172240000	172239888	33.7240
4967		TOTAL	510,733,243	100.0000

Directors' Report

For the Year Ended June 30, 2022

ADDITIONAL INFORMATION

Associated Companies, Undertaking and Related Parties (name wise details)	No of shares held (June 30, 2022)	Percentage
TPL CORP LIMITED	202,000,888	39.55%
TPL HOLDINGS (PRIVATE) LIMITED	4,547,856	0.8905%
TPL INSURANCE LIMITED	14,938,560	2.9249%
TPL SECURITY SERVICES (PRIVATE) LTD	93,366	0.0183%
Mutual Funds (name wise details)		
TRUSTEES-TREET CORP.LTD. E.SUPERANNAVAT FUND	1248	0.0002
TRUSTEE- TREET COR. LTD EMP. PROVIDENT FUND	592	0.0001
TRUSTEE- TREET CORPORATION LIMITED G.E. GRATUITY	187	0
CDC - TRUSTEE HBL INVESTMENT FUND	505000	0.0989
CDC - TRUSTEE HBL GROWTH FUND	783000	0.1533
CDC - TRUSTEE HBL MULTI - ASSET FUND	57000	0.0112
CDC - TRUSTEE ABL STOCK FUND	1905845	0.3732
CDC - TRUSTEE AL HABIB STOCK FUND	40000	0.0078
AVANCEON LTD. EMPLOYEES PROVIDENT FUND	65000	0.0127
PEARL SECURITIES LIMITED – MF	1000	0.0002
CDC-TRUSTEE HBL ISLAMIC STOCK FUND	203000	0.0397
CDC - TRUSTEE HBL EQUITY FUND	574000	0.1124
CDC - TRUSTEE HBL IPF EQUITY SUB FUND	65000	0.0127
CDC - TRUSTEE HBL PF EQUITY SUB FUND	50500	0.0099
CDC - TRUSTEE FIRST CAPITAL MUTUAL FUND	61100	0.012
STANDARD CAPITAL SECURITIES (PVT) LIMITED – MF	1000	0.0002
MULTILINE SECURITIES LIMITED – MF	3000	0.0006
CDC - TRUSTEE HBL ISLAMIC EQUITY FUND	78000	0.0153
BIPL SECURITIES LIMITED – MF	207450	0.0406
CDC - TRUSTEE HBL ISLAMIC ASSET ALLOCATION FUND	111000	0.0217
CDC - TRUSTEE FAYSAL MTS FUND – MT	5684854	1.1131
INTERMARKET SECURITIES LIMITED – MF	670000	0.1312

Directors' Report

For the Year Ended June 30, 2022


MRA SECURITIES LIMITED – MF	349400	0.0684
MOHAMMAD MUNIR MOHAMMAD AHMED KHANANI SECURITIES LTD. – MF	225900	0.0442
N. U. A. SECURITIES (PRIVATE) LIMITED – MF	4200	0.0008
DAWOOD EQUITIES LIMITED – MF	10000	0.002
ORIENTAL SECURITIES (PRIVATE) LIMITED – MF	40000	0.0078
TRUST SECURITIES & BROKERAGE LIMITED – MF	30500	0.006
ASKARI SECURITIES LIMITED – MF	4500	0.0009
CDC - TRUSTEE HBL INCOME FUND – MT	1345900	0.2635
Directors, CEO and their Spouse and Minor Children (name-wise details)		
MR. MUHAMMAD ALI JAMEEL	42,158,869	8.254%
MR. JAMEEL YUSUF AHMED S.ST.	2,759,796	0.540%
<i>Following director is nominee director of TPL Corp Limited</i>		
VICE ADMIRAL (R) MUHAMMAD SHAFI, HI(M)	1	0%
<i>Following director is the independent director of the Company</i>		
MR. ZIAD BASHIR	1	0%
Shareholders holding five percent or more voting Interest (name wise details)		
ALPHA BETA CAPITAL MARKETS (PRIVATE) LIMITED	48,379,691	9.4725%
MR. MOHAMMAD ALI JAMEEL	42,158,869	8.254%
TPL CORP LIMITED	202,000,888	39.55%
SUMYA BUILDERS AND DEVELOPERS	44,061,360	8.627%
Details of trading in the shares by the directors, CEO, CFO, Company Secretary, and their spouses and minor Children		Number of Shares Traded
The following officer traded in the shares of the Company during the year:		Nature
1. Muhammad Ali Jameel		Date
		14,285,000
		Sell
		December 29, 2021


Credit Rating

The Pakistan Credit Rating Agency Limited (PACRA) has maintained the long-term and short-term entity ratings of TPL Properties Limited (TPL) at "A+" (Single A plus) and "A1" (A one) respectively with a stable outlook. These ratings denote a low expectation of credit risk emanating from a strong capacity for timely payment of financial commitments.

Acknowledgement

We have been able to operate efficiently because of the culture of professionalism, creativity and continuous improvement in all functional areas and the efficient utilization of all resources for sustainable growth. We place appreciation on the contributions made and committed services rendered by the employees of the Company at various levels. Above all we express gratitude for the continuous assistance and support received from the investors, tenants, bankers, Securities and Exchange Commission of Pakistan and the Pakistan Stock Exchange.


Ali Jameel
CEO


Jameel Yusuf Ahmed S.St.
Chairman

ڈائریکٹر ان کمپنی کے آڈٹ شدہ اختصاری مالیاتی معلومات برائے ختمہ سال 30 جون 2022 اور کمپنی کے کاروبار پر ایک مختصر اجازہ پیش کرتے ہوئے اظہار مسرت کرتے ہیں۔

اقتصادی نقطہ نظر

مالیاتی سال 2021-22 میں پاکستان کا معاشی منظر نامہ دشوار گزار رہا جس کی وجہ سیاسی غیر یقینی صورتحال اور اشیائے صرف کی بڑھتی ہوئی عالمی قیمتوں کے اثرات اور معاشی سست روی تھی جس کے نتیجے میں درآمدات میں اضافے اور برآمدات میں کمی سے پاکستان کے رواں کھاتے کے خسارے پر ناموافق اثرات پڑے۔ ان عوامل کے ساتھ ساتھ بڑھتا ہوا مالیاتی خسارہ اور واجب عالمی قرضوں کی قابل ذکر واپسی کے نتیجے میں یو ایس ڈالر کے مقابلے میں پاکستانی روپے کی قدر میں قابل ذکر کمی ہوئی اور FY22 میں افراط زر 21.3 فیصد رہا۔ SBP نے ملک میں مالیاتی سختی نافذ کرنا شروع کر دی جس کے تحت SBP کا پالیسی نرخ اس سطح تک بڑھ گیا جس کی نظیر 2009 کے بعد سے اب تک نہیں ملتی۔

پاکستان میں معاشی دشواریوں کے باوجود ملکی معیشت نے نمو ہوئی اور FY2022 میں 6 فیصد اضافہ ہوا۔ مزید برآں حکومت پاکستان کی طرف سے ڈیجیٹل پالیسی نافذ کرنے سے پاکستان کے IT کی برآمدات میں گزشتہ سال کی بہ نسبت 24 فیصد اضافہ ہوا جو کہ FY2022 میں 2.6 بلین یو ایس ڈالر رہیں۔ مزید برآں حکومت پاکستان ملک کے وفاقی اور صوبائی حکومتوں میں ٹیک زونز قائم کر کے اگلے دو سالوں میں IT کی صنعت کو دگنا کرنا چاہتی ہے۔

مستقبل میں ملک میں مزید تباہ کن سیلابوں کے اثرات کا تعین کرنا ہے۔ اس صورتحال کے باوجود توقع ہے کہ معیشت کو اشیائے صرف کی گرتی ہوئی قیمتوں، حکومت کے لئے گئے اقدامات اور عالمی حلیفوں سے مالیاتی مدد سے کچھ ریلیف ملے گا۔

کاروبار جائیداد کا شعبہ

FY22 میں کاروبار جائیداد کے شعبے میں مثبت معیار حرکت رہا اور یہ ملک ایک بہترین کارکردگی کا حامل شعبہ رہا۔ جس کی وجہ سازگار سرکاری اقدامات جیسے نیا پاکستان ہاؤسنگ پروگرام، بینکوں کے لئے لازمی ہاؤسنگ اہداف، میرا پاکستان میرا گھر ("MPMG")، ہاؤسنگ فنانس کے لئے حکومتی مارک اپ سبسڈی اسکیم، اور پاکستان کے بیرون ملک شہریوں کے لئے روشن اپنا گھر اسکیم جس کے نتیجے میں غیر منقولہ جائیداد کی قیمتوں میں 20 فیصد اضافہ ہوا۔

جون 2022 تک MPMG اسکیم کے تحت تقسیم کی گئی رقم 100 بلین روپے رہی جو کہ جون 2021 کی 5 بلین روپے کی رقم سے 20 گنا زیادہ ہے۔ مزید برآں بینکوں کے منظور شدہ قرضے بڑھ کر 236 بلین روپے ہو گئے جو کہ FY22 میں 500 فیصد سے زیادہ ہیں۔

مستقبل میں پاکستان میں معاشی اور سیاسی غیر یقینی صورتحال دشوار گزار رہے گی۔ خاص طور پر تعمیری لاگت میں قابل ذکر اضافہ (یعنی اسٹیل اور سیمنٹ میں گزشتہ سال کی بہ نسبت 49 فیصد اضافہ) ہوا اور سیلابوں کی وجہ سے تعمیری صورتحال منظر نامہ مزید غیر یقینی رہے گا۔ طلب و رسد میں عدم توازن زیادہ تر اقسام کی جائیدادوں کے لئے سازگار رہا اور لہذا جائیداد کے کاروبار کے لئے مواقع مثبت رہے۔

کمپنی کا مستقبل کا نقطہ نظر

کمپنی نے کامیابی سے ٹی پی ایل REIT فنڈ سے 18.35 بلین روپے کے پروڈیکٹس متعارف کرائے اور ان کی مالیاتی منظوری دی۔ پہلے دو پروڈیکٹس جو کہ ٹی پی ایل REIT فنڈ کا حصہ ہیں ان میں بلند و بالا عمودی رہائشی منصوبے ہیں جن میں ون ہوشانگ اور 40 ایکڑ کا ماسٹر پلان برائے مختلف النوع استعمال بنام "دی مینگرو" پر ترقیاتی کام شامل ہیں۔ IT پارک "TPL ٹیکنالوجی زون" REIT میں دوسری ششماہی میں منتقل ہو جائیں گے۔

TPL پروڈیکٹس لمیٹڈ کا نیا ڈھانچہ جس میں سرمایہ کاریاں REIT فنڈز سے کی گئی ہیں جن کا انتظام TPL REIT مینجمنٹ کمپنی لمیٹڈ (RMC) کرے گی اور جن میں TPL ڈولپمنٹس (پرائیویٹ) لمیٹڈ پروڈیکٹس 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 پروڈیکٹس میں شراکت دار ہے جن سے ذیلی کمپنیاں مزید اضافی آمدن کمائیں گی۔

جہاں تک TPL REIT فنڈ کے پہلے پروڈیکٹس کی پیش رفت کا تعلق ہے کہ ون ہوشانگ تیاری کا کام اور عمارتی ڈھانچہ اور حفاظتی کام مکمل ہو چکا ہے۔ اس پروڈیکٹ کو ایشیا پیسیفک 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 بیچ مارک ہے۔ ٹی پی ایل ٹیکنالوجی زون نے اسٹیل ٹیکنالوجی زون کے لائسنس کے تمام تقاضوں پر پورا کر لیا ہے۔ منظوری اور بعد ازاں تکمیل کے بعد توقع ہے کہ پاکستان کے ٹیکنالوجی ایکوسٹم میں آنے والے سالوں میں اہم کردار ادا

کرے گا۔ مینگرو ووز کو عالمی پائیداری بیچ 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 TPL 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 کے مکمل پورٹ فولیو میں REIT فنڈز کے پروجیکٹس کے ذریعے نمو میں نمونہ ہوگی اور فعال ذیلی کمپنیاں اپنے کاروبار سے منافع منقسمہ پیدا کریں گی۔ TPL 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۔

مالیاتی کارکردگی

انفرادی کارکردگی

کمپنی کی انفرادی کارکردگی کے مختصر نتائج درج ذیل ہیں:

تفصیل	30 جون 2022 (آڈٹ شدہ) روپے	30 جون 2021 (آڈٹ شدہ) روپے
آمدنی	5,919,153,773	283,898,566
مجموعی منافع	5,912,019,300	274,601,017
منافع (خسارہ) قبل از ٹیکس	4,877,694,859	(581,027,330)
منافع/خسارہ بعد از ٹیکس	4,877,074,145	(564,396,890)
واجب الادا حصص کی تعداد	510,733,246	327,393,106
آمدن/(خسارہ) فی حصص - بنیادی	12.29	(1.42)
آمدن/(خسارہ) فی حصص - رقیق	12.16	(1.60)

کیونکہ کمپنی نے اپنے دو پروجیکٹس کی فروخت پر منافع کو بک کیا، جس کی وجہ سے اس سال P&L کے منافع میں قابل ذکر اضافہ ہوا۔ کمپنی کا انفرادی منافع 4,877 ملین روپے رہا۔ کیونکہ کمپنی کا کاروبار سرمایہ کاری ہے لہذا گزشتہ سال کی بہ نسبت آمدنی میں قابل ذکر تبدیلی ہوئی ہے جبکہ آمدنی کو سرمایہ شدہ جائیداد کے کرایوں کی بنیاد پر رقم کیا گیا۔

مجموعی کارکردگی

کمپنی کی مجموعی کارکردگی کے مختصر نتائج درج ذیل ہیں:

تفصیل	30 جون 2022 (آڈٹ شدہ) روپے	30 جون 2021 (آڈٹ شدہ) روپے
آمدنی	6,397,111,167	438,390,845
مجموعی منافع	6,389,976,694	313,960,420
منافع قبل از ٹیکس	5,016,353,131	59,191,900
منافع بعد از ٹیکس	5,292,489,241	70,030,144
واجب الادا حصص کی تعداد	510,733,246	327,393,106
آمدن فی حصص - بنیادی	13.33	0.18
آمدن فی حصص - رقیق	13.19	0.18

مجموعی میں گزشتہ سال کی بہ نسبت 1,359% فیصد اضافہ ہوا جس کی بنیادی وجہ اضافہ فروخت جو کہ SPVs کی فروخت، REIT فنڈ کی تجدید مالیت پر منافع اور TPL RMC کی کارکردگی/انتظامی فینسیں تھیں۔

منافع منقسمہ

بورڈ آف ڈائریکٹرز نے 10% اسٹاک ڈیویڈنڈ کی سفارش کی ہے جو کمزور منصوبوں میں سرمایہ کاری کے لئے حاصل ہونے والی آمدنی کو برقرار رکھنے ہوئے سال کے دوران 60% اسٹاک ڈیویڈنڈ کی کل ادائیگی کرتا ہے۔

آڈیٹرز:

آڈیٹرز میسرز BDO ابراہیم اینڈ کو چارٹرڈ اکاؤنٹنٹس نے اہلیت کے باعث نئے سال کے لئے دوبارہ تقرری کی سفارش ہے۔ آڈٹ کمیٹی کی سفارش پر بورڈ نے میسرز BDO ابراہیم اینڈ کو، چارٹرڈ اکاؤنٹنٹس کی بطور کمپنی کے آئینی آڈیٹرز تقرری کی منظوری دی ہے جس کی حتمی منظوری کمپنی کے آنے والے اجلاس عام میں لی جائے گی۔

متعلقہ فریقین سے لین دین

سال کے دوران متعلقہ فریقین کے ساتھ سودے ہوئے۔ ان سودوں کی تفصیل منسلکہ انفرادی مالیاتی گوشواروں کے نوٹ 36 میں منکشف کی گئی ہے۔ بورڈ کے اور اس کی کمیٹیوں کی تشکیل بندی

مرد	خواتین
7	1

بورڈ کی تشکیل بندی درج ذیل رہی:

قسم	نام
آزاد ڈائریکٹر	مستر زیاد بشیر مستر خالد محمود
ایگزیکٹو ڈائریکٹر	مستر علی جمیل
نان ایگزیکٹو ڈائریکٹر	مستر جمیل یوسف مس صبیحہ سلطان احمد مستر سراج دادا بھائی وائس ایڈمرل (ریٹائرڈ) محمد شفیع، HI (M) مستر عبدالوہاب ایم حلابی

بورڈ نے کمیٹیاں قائم کی ہیں جن کے ممبران درج ذیل ہیں:

آڈٹ کمیٹی	مستر زیاد بشیر - چیئر مین مستر سراج دادا بھائی - ممبر وائس ایڈمرل (ریٹائرڈ) محمد شفیع، HI (M) - ممبر مستر ہاشم صادق علی - سیکریٹری
HR اور معاوضہ کمیٹی	مستر خالد محمود - چیئر مین عبدالوہاب ایم حلابی - ممبر مستر علی جمیل - ممبر مستر نادر نواز - سیکریٹری

بورڈ کے اجلاس

مالیاتی سال کے دوران بورڈ آف ڈائریکٹرز کے چار اجلاس ہوئے۔ ڈائریکٹران کی حاضری درج ذیل ہیں:

ڈائریکٹر کا نام	حاضر اجلاس
مسٹر علی جمیل	5
مسٹر جمیل یوسف S.St.	5
مسٹر عبدالوہاب ایم حلابی	4
وائس ایڈمرل (ریٹائرڈ) محمد شفیع	5
مسٹر خالد محمود	2
مسٹر سراج دادا بھائی	4
مسٹر زیاد بشیر	4
مس صبیحہ سلطان	5

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۔ مذکورہ پالیسی کے تحت ڈائریکٹران کو بورڈ یا اس کی ذیلی کمیٹیوں کے اجلاس میں شرکت کی فیس -/100,000 روپے ادا کی جاتی ہے۔

ڈائریکٹران کی تربیت

بورڈ کے زیادہ تر ممبران نے سرٹیفکیشن مکمل کر لی ہے جبکہ ایک ڈائریکٹر کو SECP کی طے شدہ قابلیت اور تجربہ کی بنیاد پر استثناء حاصل ہے۔ ڈائریکٹران جنہوں نے سرٹیفکیشن 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 سرٹیفکیشن مکمل کر لیں۔

گزشتہ پانچ سالوں کے اہم مالیاتی اعداد و شمار

2018	2019	2020	2021	2022	
روپے ”000“ میں					
6,189,635	6,874,579	28,308	-	-	سرمایہ کاری جائیداد
5,081	4,911	3,885	62,237	273,860	پراپرٹی پلانٹ اینڈ ایکویپمنٹ
753	603	452	301	151	غیر مادی اثاثے
1,150,315	1,112,725	760,825	2,130,825	8,749,150	طویل مدتی سرمایہ کاری
432,507	712,506	1,076,874	875,543	-	ذیلی کمپنیوں کو طویل مدتی قرضے
287	287	2,787	2,787	3,787	طویل مدتی جمع شدہ قومات
		964	-	-	اوزار
45,419	24,387	120,041	108,400	-	کرایہ داروں سے قابل وصول کرایہ
25,398	56,172	46,564	1,914,741	806,072	پیشگی، جمع اور قبل از ادائیگی
40,818	33,242	94,784	150,465	2,268	جمع شدہ سود
332	215,195	1,040	69,278	67,285	پارٹیوں سے واجب الوصول
93,258	133,457	118,505	81,858	102,094	نیکس - خالص

2018	2019	2020	2021	2022	
روپے ”000“ میں					
100,000	124	397	168,543	362	قلیل مدتی سرمایہ کاریاں
540,589	209,487	225,132	1,936,163	1,762,498	نقدی اور بینک میں قومات
-	-	7,617,000	-	750,000	جامد اثاثے برائے فروخت
8,624,393	9,377,674	10,097,558	7,501,141	12,517,527	کل اثاثے

2,735,114	3,273,931	3,273,931	3,273,931	5,107,332	جاری کردہ، خرید شدہ اور ادا شدہ سرمایہ
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2018	2019	2020	2021	2022	
روپے ”000“ میں					
560,564	21,746	(404,846)	(324,406)	(313,406)	سرمائے کے ذخائر
2,562,141	3,292,203	3,569,183	2,677,393	5,721,066	مجموعی منافع
2,101,652	1,998,763	2,582,437	1,046,570	620,758	طویل مدتی قرضہ
-	-	-	19,580	-	گیس انفراسٹرکچر ڈولپمنٹ سیل (GIDC) کے واجبات
8,077	10,386	22,206	2,169	-	متعلقہ فریقین کو واجب الادا
27,567	17,188	15,809	-	-	موخر شدہ ٹیکس واجبات
57,474	89,956	104,486	42,856	42,333	جمع شدہ مارک اپ
55,993	49,556	195,230	201,679	1,021,683	تجارتی اور دیگر واجبات
400,000	400,000	400,000	-	41,942	قلیل مدتی قرضے
44,000	110,000	191,118	549,726	257,297	طویل مدتی قرضوں کا موجودہ حصہ
-	-	-	11,642	18,522	GIDC واجبات کا موجودہ حصہ
71,811	113,945	148,002	-	-	کرایہ داروں کے کرائے کی مد میں پیشگی ادائیگی
8,624,393	9,377,674	10,097,558	7,501,141	12,517,527	کل ایکویٹی اور واجبات

2018	2019	2020	2021	2022	
روپے ”000“ میں					
366,350	402,595	678,369	283,899	5,919,154	آمدنی
(9,603)	(11,609)	(216,977)	(9,298)	(7,134)	براہ راست کاروباری لاگت
356,748	390,986	461,392	274,601	5,912,019	مجموعی منافع
(107,534)	(104,824)	(137,621)	(564,079)	(950,362)	انتظامی اور عمومی اخراجات
249,213	286,162	323,771	(289,478)	4,961,657	آپریٹنگ منافع
(207,664)	(267,248)	(419,072)	(424,647)	(332,568)	مالیاتی لاگت

2018	2019	2020	2021	2022	
روپے ”000“ میں					
26,735	66,315	80,659	166,773	248,607	دیگر آمدنی
1,180,809	666,993	292,166	-	-	سرمایہ کاری جائیداد کی مالیت پر منافع
-	-	-	(33,676)	-	دیگر اخراجات
1,249,093	752,222	277,524	(581,027)	4,877,695	منافع قبل از ٹیکس
(14,463)	(22,160)	(543)	16,630	(621)	ٹیکس
1,234,630	730,062	276,981	(564,397)	4,877,074	منافع/ (خسارہ) بعد از ٹیکس
3.77	2.23	0.85	(1.42)	12.29	آمدن/ (خسارہ) فی حصص

ادارتی اور مالیاتی رپورٹنگ کے نظام پر بیان

بورڈ سیکریٹریز اینڈ ایگزیکٹو کمیشن آف پاکستان 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 جو کنٹینر ایکٹ 2017 کے مطابق ہیں۔
- ☆ درست حساباتی پالیسیوں کو تسلسل کے ساتھ مالیاتی گوشواروں کی تیاری کے دوران کو ملحوظ 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، کو ملحوظ 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 و شبہ نہیں ہے۔
- ☆ کمپنی اسٹنگ ریگولیشن میں دیئے گئے ادارتی نظم و ضبط کے ضابطے کے بہترین طور طریقوں پر عمل پیرا ہے۔
- ☆ کمپنی کے گزشتہ پانچ سالوں کے اہم کاروباری اور مالیاتی اعداد و شمار کا خلاصہ اس سالانہ رپورٹ میں شامل کیا گیا ہے۔
- ☆ دیگر محصولات اور ٹیکسوں سے متعلق معلومات مالیاتی گوشواروں کے متعلقہ نوٹس میں دی گئی ہے۔

نمونہ حصص داری

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

فیصد	حصص کی تعداد	فولیو کی تعداد	تفصیل
8.7949	44918667	5	سرپرست، ڈائریکٹران، CEO اور ان کے بچے
52.8574	269960361	13	متعلقہ کمپنیاں
0.0947	483590	1	بینک، DFI اور NBFI
0.0002	1000	1	انشورنس کمپنیاں
2.5607	13078176	30	مضاربہ اور میوچل فنڈز
19.5145	99666838	4424	عام عوام (مقامی)
1.6632	8494708	430	عام عوام (غیر ملکی)
14.5144	74129903	63	دیگر
100	510733243	4967	مجموعہ کمپنی

30 جون 2022 کو کمپنی کے شیئر ہولڈرز کی ملکیت میں نمونہ حصص داری درج ذیل ہے:

فیصد	حصص کی تعداد	تک	سے	شیئر ہولڈرز کی تعداد
0.0030	15476	100	1	394
0.0401	204561	500	101	589
0.1216	621280	1000	501	744
0.8912	4551589	5000	1001	1701
0.8259	4218368	10000	5001	552
0.5346	2730621	15000	10001	215
0.5131	2620376	20000	15001	144
0.4421	2258176	25000	20001	97
0.3099	1582554	30000	25001	57
0.3238	1653674	35000	30001	51
0.3239	1654162	40000	35001	43
0.2010	1026375	45000	40001	24
0.4431	2262943	50000	45001	46
0.1446	738430	55000	50001	14
0.1256	641576	60000	55001	11
0.2621	1338410	65000	60001	21
0.0528	269762	70000	65001	4
0.2282	1165642	75000	70001	16
0.2288	1168450	80000	75001	15
0.1126	574940	85000	80001	7
0.1540	786421	90000	85001	9
0.1279	653192	95000	90001	7
0.2917	1490055	100000	95001	15
0.0403	206000	105000	100001	2
0.0213	108550	110000	105001	1
0.1530	781470	115000	110001	7
0.0464	237000	120000	115001	2
0.0731	373440	125000	120001	3
0.3297	1684000	130000	125001	13
0.1567	800278	135000	130001	6
0.1070	546720	140000	135001	4

فیصد	حصص کی تعداد	تک	سے	شیر ہولڈرز کی تعداد
0.1122	572900	145000	140001	4
0.1752	894685	150000	145001	6
0.0890	454750	155000	150001	3
0.1541	787000	160000	155001	5
0.0321	163800	165000	160001	1
0.0983	502300	170000	165001	3
0.0341	174000	175000	170001	1
0.0717	366256	185000	180001	2
0.0382	195000	195000	190001	1
0.2350	1200000	200000	195001	6
0.0795	406000	205000	200001	2
0.2034	1038766	210000	205001	5
0.0893	455900	230000	225001	2
0.0910	464550	235000	230001	2
0.0951	485461	245000	240001	2
0.0489	249600	250000	245001	1
0.0499	255000	255000	250001	1
0.1016	519000	260000	255001	2
0.0510	260650	265000	260001	1
0.0535	273000	275000	270001	1
0.0546	279000	280000	275001	1
0.1661	848300	285000	280001	3
0.0570	291106	295000	290001	1
0.1182	603709	305000	300001	2
0.1812	925300	310000	305001	3
0.2449	1251000	315000	310001	4
0.1300	663766	335000	330001	2
0.0664	339150	340000	335001	1
0.0671	342600	345000	340001	1
0.1369	699400	350000	345001	2
0.1421	725700	365000	360001	2
0.0731	373464	375000	370001	1

فیصد	حصص کی تعداد	تک	سے	شیر ہولڈرز کی تعداد
0.0754	385000	385000	380001	1
0.0764	390000	390000	385001	1
0.0773	395000	395000	390001	1
0.0783	400000	400000	395001	1
0.0800	408460	410000	405001	1
0.0901	460200	465000	460001	1
0.0916	468000	470000	465001	1
0.0947	483590	485000	480001	1
0.4889	2497000	500000	495001	5
0.2957	1510260	505000	500001	3
0.1018	520000	520000	515001	1
0.1093	558000	560000	555001	1
0.1124	574000	575000	570001	1
0.1175	600000	600000	595001	1
0.1181	603133	605000	600001	1
0.2445	1248991	625000	620001	2
0.1258	642500	645000	640001	1
0.1266	646500	650000	645001	1
0.1312	670000	670000	665001	1
0.1328	678500	680000	675001	1
0.1349	689000	690000	685001	1
0.1357	693000	695000	690001	1
0.1374	702000	705000	700001	1
0.1390	710000	710000	705001	1
0.1400	715000	715000	710001	1
0.1410	720000	720000	715001	1
0.1427	728780	730000	725001	1
0.1453	742000	745000	740001	1
0.1480	756000	760000	755001	1
0.4597	2347782	785000	780001	3
0.1654	845000	845000	840001	1
0.1695	865750	870000	865001	1

فیصد	حصص کی تعداد	تک	سے	شیر ہولڈرز کی تعداد
0.1772	905000	905000	900001	1
0.1773	905500	910000	905001	1
0.3916	2000000	1000000	995001	2
0.2036	1040000	1040000	1035001	1
0.2042	1042800	1045000	1040001	1
0.2138	1092000	1095000	1090001	1
0.2635	1345900	1350000	1345001	1
0.2720	1389000	1390000	1385001	1
0.2937	1500000	1500000	1495001	1
0.2962	1513000	1515000	1510001	1
0.3426	1750000	1750000	1745001	1
0.3656	1867320	1870000	1865001	1
0.3732	1905845	1910000	1905001	1
0.3846	1964100	1965000	1960001	1
0.3849	1965600	1970000	1965001	1
0.3916	2000000	2000000	1995001	1
0.4014	2050000	2050000	2045001	1
0.4048	2067364	2070000	2065001	1
0.4548	2322700	2325000	2320001	1
0.4616	2357500	2360000	2355001	1
0.4836	2470000	2470000	2465001	1
0.5404	2759796	2760000	2755001	1
0.5888	3007300	3010000	3005001	1
0.7752	3959280	3960000	3955001	1
0.8905	4547856	4550000	4545001	1
1.0096	5156380	5160000	5155001	1
1.0272	5246062	5250000	5245001	1
1.1131	5684854	5685000	5680001	1
1.5507	7920000	7920000	7915001	1
1.6518	8436338	8440000	8435001	1
2.6593	13581710	13585000	13580001	1
2.9249	14938560	14940000	14935001	1

شیر ہولڈرز کی تعداد	سے	تک	حصص کی تعداد	فیصد
1	17830001	17835000	17835000	3.4920
1	42150001	42155000	42152869	8.2534
1	43070001	43075000	43073311	8.4336
1	44060001	44065000	44061360	8.6271
1	172235001	172240000	172239888	33.7240
4967		TOTAL	510,733,243	100.0000

اضافی معلومات

میتعلقہ کمپنیاں، ادارے اور متعلقہ فریقین (نام و انز تفصیلات)	ملکیت میں حصص کی تعداد (30 جون 2022)	فیصد
TPL کارپوریشن لمیٹڈ	202,000,888	39.55%
TPL ہولڈنگز (پرائیویٹ) لمیٹڈ	4,547,856	0.8905%
TPL انشورنس لمیٹڈ	14,938,560	2.9249%
TPL سکیورٹی سروسز (پرائیویٹ) لمیٹڈ	93,366	0.0183%
میوچل فنڈز (نام و انز تفصیلات)		
ٹرسٹیز - ٹریٹ کارپوریشن لمیٹڈ - سپرانو ایٹ فنڈ	1248	0.0002
ٹرسٹی - ٹریٹ کارپوریشن لمیٹڈ - ایمپلائز پروویڈنٹ فنڈ	592	0.0001
ٹرسٹی - ٹریٹ کارپوریشن لمیٹڈ - گریجویٹ فنڈ	187	0
CDC - ٹرسٹی HBL انویسٹمنٹ فنڈ	505000	0.0989
CDC - ٹرسٹی HBL گروتھ فنڈ	783000	0.1533
CDC - ٹرسٹی HBL ملٹی ایسیٹ فنڈ	57000	0.0112
CDC - ٹرسٹی ABL اسٹاک فنڈ	1905845	0.3732
CDC - ٹرسٹی الحیب اسٹاک فنڈ	40000	0.0078
ایکون لمیٹڈ - ایمپلائز پروویڈنٹ فنڈ	65000	0.0127
پری سکیورٹیز لمیٹڈ - MF	1000	0.0002
CDC - ٹرسٹی HBL اسلامک اسٹاک فنڈ	203000	0.0397
CDC - ٹرسٹی HBL ایکویٹی فنڈ	574000	0.1124
CDC - ٹرسٹی HBL IPE ایکویٹی سب فنڈ	65000	0.0127
CDC - ٹرسٹی HBL PF ایکویٹی سب فنڈ	50500	0.0099
CDC - ٹرسٹی فرسٹ کیپٹل میوچل فنڈ	61100	0.012
اسٹینڈرڈ کیپٹل سکیورٹیز (پرائیویٹ) لمیٹڈ - MF	1000	0.0002
ملٹی لائن سکیورٹیز لمیٹڈ - MF	3000	0.0006
CDC - ٹرسٹی HBL اسلامک ایکویٹی فنڈ	78000	0.0153

0.0406	207450	BIPL سکیورٹیز لمیٹڈ-MF
0.0217	111000	CDC-ٹرسٹی HBL اسلامک ایسیٹ ایلوکیشن فنڈ
1.1131	5684854	CDC-ٹرسٹی فیصل MTS فنڈ-MT
0.1312	670000	انٹرمارکیٹ سکیورٹیز لمیٹڈ-MF
0.0684	349400	MRA سکیورٹیز لمیٹڈ-MF
0.0442	225900	محمد منیر محمد احمد کھانا سکیورٹیز لمیٹڈ-MF
0.0008	4200	N. U. A. سکیورٹیز (پرائیویٹ) لمیٹڈ
0.002	10000	داؤد اکیوٹیز لمیٹڈ-MF
0.0078	40000	اورینٹل سکیورٹیز (پرائیویٹ) لمیٹڈ-MF
0.006	30500	ٹرسٹ سکیورٹیز اینڈ بروکرز لمیٹڈ-MF
0.0009	4500	عسکری سکیورٹیز لمیٹڈ-MF
0.2635	1345900	CDC - ٹرسٹی HBL اکم فنڈ-MT
ڈائریکٹران، CEO اور ان کے شریک حیات اور چھوٹے بچے (نام وائز تفصیلات)		
8.254%	42,158,869	مسٹر محمد علی جمیل
0.540%	2,759,796	مسٹر جمیل یوسف احمد S.S.T.
مندرجہ ذیل ڈائریکٹر TPL کارپوریشن لمیٹڈ کے نامزد ڈائریکٹر ہیں		
0%	1	وائس ایڈمر (ریٹائرڈ) محمد شفیع، HI (M)
مندرجہ ذیل ڈائریکٹر کمپنی کے آزاد ڈائریکٹر ہیں		
0%	1	مسٹر زیاد بشیر
وہ شیئر ہولڈرز جن کی پانچ فیصد یا اس سے زیادہ حصص داری کی وجہ سے ووٹ دینے کے حقوق حاصل ہیں (نام وائز تفصیلات)		
9.4725%	48,379,691	الفا بینا کیپٹل مارکیٹس (پرائیویٹ) لمیٹڈ
8.254%	42,158,869	مسٹر محمد علی جمیل
39.55%	202,000,888	TPL کارپوریشن لمیٹڈ
8.627%	44,061,360	سمیہ بلڈرز اینڈ ڈولپرز
ڈائریکٹران، CEO، CFO، کمپنی سیکریٹری اور ان کے شریک حیات اور چھوٹے بچوں کی حصص میں خرید و فروخت کی تفصیلات		
سال کے دوران مندرجہ ذیل آفیسر نے کمپنی کے حصص میں خرید و فروخت کی:		
تاریخ	نوعیت	حصص کی خرید و فروخت کی تعداد
29 دسمبر 2021	فروخت	14,285,000

کریڈٹ ریٹنگ

پاکستان کریڈٹ ریٹنگ ایجنسی لمیٹڈ (PACRA) نے TPL پر اپریل 2021 میں TPL کی طویل مدتی اور قلیل مدتی ادائیگی ریٹنگ مستحکم منظر نامہ کے ساتھ بالترتیب A+ (سنگل اے پلس) اور A1 (اے ون) برقرار رکھی ہے۔ اس ریٹنگ سے قرضہ جاتی خطرہ کی کم توقعات کے ساتھ مالیاتی ذمہ داریوں کی مضبوط بروقت ادائیگی کی عکاسی ہوتی ہے۔

اعتراف

ہم پیشہ ورانہ، جدت کی ثقافت اور تمام شعبہ جات میں مسلسل بہتری اور پائیدار نمو کے لئے تمام وسائل کے بہتر استعمال کے ذریعے اپنے کاروبار کو مستعد انداز سے چلانے میں کامیاب رہے۔ ہم مختلف سطحوں پر کمپنی کے ملازمین کی معاونت اور گرانقدر خدمات پر ان کے معترف ہیں۔ سب سے بڑھ کر ہم اپنے سرمایہ کاروں، کرایہ داروں، بینکاروں، سپکوریٹیز اینڈ ایکسچینج کمیشن آف پاکستان اور پاکستان اسٹاک ایکسچینج کے مسلسل تعاون اور مدد پر ان کیلئے اظہار تشکر کرتے ہیں۔



جیل یوسف احمد S.St.

چیرمین



علی جیل

CEO



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 PROPERTIES 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 Properties Limited 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 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, 2022.

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BDO Ebrahim & Co. Chartered Accountants

BDO Ebrahim & Co., a Pakistan registered partnership firm, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.



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

S. No.	Paragraph reference	Description
(i)	18	All companies shall make appropriate arrangements to carry out orientation for their directors to acquaint them with Listed Companies Regulations, applicable laws, their duties and responsibilities to enable them to effectively govern the affairs of the listed company for and on behalf of shareholders.
(iii)	31(8)	All companies shall ensure that internal audit reports are provided for the review of external auditors. The auditors shall discuss any major findings in relation to the reports with the audit committee, which shall report matters of significance to the Board

KARACHI

DATED: SEPTEMBER 29, 2022

UDIN: CR202210067eqQlb0Z2U

CHARTERED ACCOUNTANTS

Engagement Partner: Zulfikar Ali Causer

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

Name of company TPL Properties Limited

Year ended: June 30, 2022

The company has complied with the requirements of 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 Director	Mr. Ziad Bashir Mr. Khalid Mehmood
Executive Directors	Mr. Ali Jameel
Non-Executive Directors	Mr. Jameel Yusuf Mr. Abdul Wahab M. Halabi Mr. Siraj Dadabhoy Vice Admiral (R) Mohammad Shafi, Hi(M) Ms. Sabiha Sultan Ahmed

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 the dates on which they were approved or amended 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 the Listed Companies (Code of Corporate Governance), 2019 (“**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 has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.
9. The Board has duly complied with the Directors' Training Program 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. Adnan Quaid Johor Khandwala was appointed as the Chief Financial Officer during the year in place of Mr. Sohail Khatri.
11. The Chief Financial Officer and Chief Execution Officer have duly endorsed the financial statements before approval of the Board.
12. The Board has formed committees comprising of members given below:

Audit Committee	Mr. Ziad Bashir – Chairman Mr. Siraj Dadabhoy – Member Vice Admiral (R) Muhammad Shafi - Member Mr. Ali Jameel – Member Mr. Hashim Sadiq Ali – Secretary
HR and Remuneration Committee	Mr. Khalid Mehmood – Chairman Mr. Abdul Wahab M. Halabi– Member Mr. Ali Jameel – Member Mr. Nader Nawaz – Secretary

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

14. The frequency of meetings (quarterly/half yearly/ yearly) of the committee were as per following:

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 meetings were 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 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 and that they and the partners of the firm involved in the audit are not close relative (spouse, parents, dependent and non-dependent children) of the chief executive officer, chief financial officer, head of internal audit, company secretary or director of the Company.
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.



Signature (s)
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 PROPERTIES LIMITED

Report on the Audit of the Unconsolidated Financial Statements

Opinion

We have audited the annexed unconsolidated financial statements of **TPL PROPERTIES LIMITED** (the Company), which comprise the unconsolidated statement of financial position as at June 30, 2022, and unconsolidated statement of profit or loss, unconsolidated statement of 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 information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit.

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, the 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 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 Company'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 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.

Following are the Key audit matters:

S.No	Key audit matters	How the matter was addressed in our audit
1.	Non-current assets held for sale (Refer note 8.1.4 to the unconsolidated financial statements) The Company has classified Rs. 750 million of investments in TPL Technology Zone Phase I (Private) Limited as noncurrent assets held for sale.	Our audit procedures included the following: - We corroborated that the noncurrent assets held for sale TPL Technology Zone Phase I (TTZ) meet the IFRS 5 criteria to be recorded as held for sale and a discontinued operation.

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BDO Ebrahim & Co. Chartered Accountants

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S.No	Key audit matters	How the matter was addressed in our audit
		<ul style="list-style-type: none"> - We have obtained Board of Directors resolution for approval of plan for selling of TTZ. We inspected the agreement within 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 the TTZ assets and liabilities that are disclosed as held for sale in the unconsolidated statement of financial position, from the Company's ledgers.
2.	Investments	
	<p>(Refer note 8 to the unconsolidated financial statements)</p> <p>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.</p> <p>There is a risk in determination of fair value using unquoted inputs.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> - 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 policies set out in notes to the unconsolidated financial statements. - We have checked that the Company's disclosures satisfied the requirements of IFRS 9, IFRS 7 and IFRS 13."



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 we do not express any form of assurance conclusion thereon.

In connection with our audit of the unconsolidated financial statements, our responsibility is to read the 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 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 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 Group 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 in the 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.

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BDO Ebrahim & Co. Chartered Accountants

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- 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 Group 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 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.

Other matter

The unconsolidated financial statements of the Company for the year ended June 30, 2022 were audited by another firm of chartered accountants who expressed an unmodified opinion on those statements vide their report dated September 3, 2021.

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, Statement of profit or loss, statement of comprehensive income, the statement of cash flows and the 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 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.

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

KARACHI

DATED 29 SEP 2022

UDIN : AR202210067SAVivMw2L


BDO EBRAHIM & CO
CHARTERED ACCOUNTANTS

Unconsolidated Statement of Financial Position

As at June 30, 2022

	Note	2022 (Rupees)	2021 (Rupees)
ASSETS			
NON-CURRENT ASSETS			
Property and equipment	5	273,860,303	62,236,754
Intangible assets	6	150,677	301,373
Investment property	7	-	-
Long-term investment	8	8,749,150,000	2,130,824,800
Long-term loan to subsidiaries	9	-	875,543,424
Long term deposit	10	3,786,919	2,786,919
Accrued interest	11	2,267,897	150,464,515
		<u>9,029,215,796</u>	<u>3,222,157,785</u>
CURRENT ASSETS			
Receivables from tenants	12	-	108,399,924
Loans, advances, prepayments and other receivable	13	806,071,728	1,914,741,326
Due from related parties	14	67,285,187	69,278,345
Taxation - net	15	102,093,672	81,857,506
Short term investment	16	362,201	168,542,925
Cash and bank balances	17	1,762,497,967	1,936,163,396
		<u>2,738,310,756</u>	<u>4,278,983,422</u>
Non-current asset held for sale	8	750,000,000	-
		<u>12,517,526,552</u>	<u>7,501,141,207</u>
TOTAL ASSETS			
EQUITY AND LIABILITIES			
CAPITAL AND RESERVES			
Authorized capital			
600,000,000 (2021: 400,000,000) shares of Rs. 10 each		6,000,000,000	4,000,000,000
Issued, subscribed and paid-up certificate capital	18	5,107,332,456	3,273,931,063
Capital reserve		(313,405,756)	(324,405,756)
Revenue reserve		5,721,065,821	2,677,393,069
		<u>10,514,992,521</u>	<u>5,626,918,376</u>
NON-CURRENT LIABILITIES			
Long term financing	19	620,758,072	1,046,570,401
Gas Infrastructure Development Cess (GIDC) liability	20	-	19,579,594
		<u>620,758,072</u>	<u>1,066,149,995</u>
CURRENT LIABILITIES			
Trade and other payables	21	1,021,683,117	201,679,444
Due to related parties	22	-	2,169,130
Accrued mark up	23	42,333,476	42,856,309
Short term borrowings	24	41,941,183	-
Current portion of long term financing		257,296,333	549,725,621
Current portion of GIDC liability		18,521,850	11,642,332
		<u>1,381,775,959</u>	<u>808,072,836</u>
TOTAL EQUITY AND LIABILITIES		<u>12,517,526,552</u>	<u>7,501,141,207</u>
CONTINGENCIES AND COMMITMENTS			
	25		

The annexed notes from 1 to 38 onwards form an integral part of these unconsolidated financial statements.

CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

DIRECTOR

Unconsolidated Statement of Profit or Loss Account

For the Year Ended June 30, 2022

	Note	2022 (Rupees)	2021 (Rupees)
Income	26	5,919,153,773	283,898,566
Direct operating costs	27	(7,134,473)	(9,297,549)
Gross profit		5,912,019,300	274,601,017
Administrative and general expenses	28	(950,362,490)	(564,079,392)
Finance cost	30	(332,568,498)	(424,646,747)
Other income	31	248,606,547	166,773,445
Other expense		-	(33,675,653)
Profit/(loss) before taxation		4,877,694,859	(581,027,330)
Taxation	32	(620,714)	16,630,440
Profit/(loss) after tax for the year		4,877,074,145	(564,396,890)
Earnings per share - basic	33	12.29	(1.42)
Earnings per share - diluted	33	12.16	(1.60)

The annexed notes from 1 to 38 onwards form an integral part of these unconsolidated financial statements.

CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

DIRECTOR

Unconsolidated Statement of Comprehensive Income

For the Year Ended June 30, 2022

	2022 (Rupees)	2021 (Rupees)
Profit/(loss) for the year	4,877,074,145	(564,396,890)
Other comprehensive income	-	-
Total comprehensive income/(loss) for the year	<u>4,877,074,145</u>	<u>(564,396,890)</u>

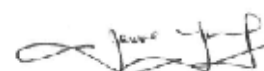
The annexed notes from 1 to 38 onwards form an integral part of these unconsolidated financial statements.



CHIEF EXECUTIVE OFFICER



CHIEF FINANCIAL OFFICER



DIRECTOR

Unconsolidated Statement of Cash Flow

For the Year Ended June 30, 2022

CASH FLOW FROM OPERATING ACTIVITIES

Profit / (loss) before taxation for the period	
Adjustments for Non-Cash Items	
Depreciation	
Amortization	
Finance Costs	
Other expenses	
Mark-up on savings account	
Mark-up on long-term loan to subsidiaries	
Allowance for expected credit losses	
Un-realised gain on investments in Funds	
Gain on disposal of operating fixed asset	
Provision for Employee Share Options	
Gain on disposal of non-current asset held for sale	
Profit on TFCs	
Gain on disposal of investment in mutual funds	
Remeasurement gain on GIDC	
Other Income	
Reversal of provision of GIDC	
Operating loss before working capital changes	
(increase) / decrease in current assets	
Tools	
Receivables from tenants	
Loans Advances and prepayments and other receivables	
Due from a related party	
Increase / (decrease) in current liabilities	
Due to related parties	
Advance from tenants	
Trade and other payables	
GIDC installment paid	
Finance cost paid	
Markup on savings account received	
Income tax (paid) / refund	
Net cash flows generated from / (used in) operating activities	

CASH FLOW FROM INVESTING ACTIVITIES

Investments	
Additions to property and equipment	
Long term deposit	
Additions to investment property	
Advance against issuance of shares	
Sale/Purchase of investments in mutual funds	
Expenditure incurred for non-current asset held for sale	
Redemption of investments in mutual funds and TDR	
Proceeds from disposal of assets	
Sale/Purchase of Investment in TDRs	
Long term loan to subsidiaries - net	
Non-current asset held for sale	
Net cash flows (used in) / generated from investing activities	

CASH FLOW FROM FINANCING ACTIVITIES

Long term financing	
Dividend paid	
Short term borrowings	
Net cash flow used in financing activities	
Net (decrease) / increase in cash and cash equivalents	
Cash and cash equivalents at the beginning of the year	
Cash and cash equivalents at the end of the year	

2022 (Rupees)	2021 (Rupees)
4,877,694,859	(581,027,330)
53,109,142	7,575,711
150,696	150,696
332,568,498	424,646,747
-	33,675,653
(158,694,143)	(27,374,557)
(87,530,895)	(55,680,479)
66,864,481	2,878,861
(2,398,050,000)	(1,385,177)
-	(500,000)
11,000,000	80,440,000
-	(30,651,665)
(1,587,801)	-
-	(16,265,470)
-	(4,675,267)
(431,507)	-
-	(29,822,466)
(2,182,601,529)	383,012,587
2,695,093,330	(198,014,743)
-	963,751
108,399,924	8,762,044
1,108,669,598	(105,377,011)
1,993,158	(68,238,745)
1,219,062,679	(163,889,961)
(2,169,130)	(20,037,168)
-	(148,002,285)
820,003,673	82,840,874
817,834,543	(85,198,579)
(12,700,076)	(10,672,137)
(333,091,331)	(486,276,714)
396,689,554	27,374,557
(20,856,880)	37,469,235
4,762,031,818	(879,208,342)
(6,619,005,296)	-
(264,732,691)	(65,927,039)
(1,000,000)	-
-	(5,367,500)
1,370,000,000	(1,370,000,000)
116,892,719	(977,785,315)
-	(102,348,335)
-	977,745,274
-	500,000
-	-
875,543,424	(1,173,969,734)
112,449,600	7,362,500,000
(4,409,852,244)	4,645,347,351
(718,241,617)	(1,177,259,210)
-	(327,393,106)
41,941,183	(400,000,000)
(676,300,434)	(1,904,652,316)
(324,120,860)	1,861,486,693
2,086,618,827	225,132,134
1,762,497,967	2,086,618,827

The annexed notes from 1 to 38 onwards form an integral part of these unconsolidated financial statements.

CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

DIRECTOR

Unconsolidated Statement of Changes In Equity

For the Year Ended June 30, 2022

	Issued subscribed and paid-up capital	Share premium account	Reserve under scheme of amalgamation	Other capital reserve (note 18.2)	Total	Accumulated profit	Total
Balance as at July 01, 2020	3,273,931,063	21,746,162	(426,591,918)	-	(404,845,756)	3,569,183,065	6,438,268,372
Loss for the year 2021	-	-	-	-	-	(564,396,890)	(564,396,890)
Other comprehensive income - net of tax	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	(564,396,890)	(564,396,890)
Share base payment reserve	-	-	-	80,440,000	80,440,000	-	80,440,000
Interim dividend for the year ended June 30, 2021 @ Rs. 1 per share	-	-	-	-	-	-	-
Balance as at June 30, 2021	3,273,931,063	21,746,162	(426,591,918)	80,440,000	(324,405,756)	2,677,393,069	5,626,918,376
Balance as at July 01, 2021	3,273,931,063	21,746,162	(426,591,918)	80,440,000	(324,405,756)	2,677,393,069	5,626,918,376
Profit for the year 2022	-	-	-	-	-	4,877,074,145	4,877,074,145
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	4,877,074,145	4,877,074,145
Bonus share issued	1,833,401,393	-	-	-	-	(1,833,401,393)	-
Share based payment reserve	-	-	-	11,000,000	11,000,000	-	11,000,000
Balance as at June 30, 2022	5,107,332,456	21,746,162	(426,591,918)	91,440,000	(313,405,756)	5,721,065,821	10,514,992,521

The annexed notes from 1 to 38 onwards form an integral part of these unconsolidated financial statements.



CHIEF EXECUTIVE OFFICER



CHIEF FINANCIAL OFFICER



DIRECTOR

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

1 NATURE AND STATUS OF BUSINESS

1.1 TPL Properties Limited (the Company) was incorporated in Pakistan as a private limited company on February 14, 2007 under the repealed Companies Ordinance, 1984. Subsequently 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 Company 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 registered office of the Company is 20th Floor, Sky Tower - East Wing, Dolmen City, Block 4, Clifton, Karachi. TPL Corp Limited and TPL Holdings (Private) Limited are the Parent and Ultimate Parent companies, respectively, as of reporting date.

1.2 The Company has the following related parties:

Name	Relationship	Common Directorship	Percentage of Shareholding
TPL Corp Limited [TCL]	Parent company	Yes	40%
TPL Holdings (Private) Limited [THL]	Ultimate Parent company	Yes	1%
TPL Trakker Limited [TTL]	Associated company	Yes	-
TPL Insurance Limited [TIL]	Associated company	Yes	3%
TPL Property Management (Private) Limited	Subsidiary company	Yes	100%
TPL Developments (Private) Limited	Subsidiary company	Yes	100%
TPL Logistic Park (Private) Limited [TPLLP]	Subsidiary company	Yes	100%
TPL Technology Zone Phase-1 (Private) Limited	Subsidiary company	Yes	100%
TPL REIT Management Company Limited [TPL]	Subsidiary company	Yes	100%
Jameel Yusuf	Chairman	N/A	1%
Muhammad Ali Jameel	Chief Executive Officer	N/A	8%
Jamil Akbar	Chief Operating Officer	N/A	-
Adnan Khandwala	Chief Financing Officer	N/A	-
TPL Properties Limited - Staff Provident Fund	Employee's provident fund	N/A	-
TPL REIT Fund I	Associated company	N/A	49%
TPL Investment Management Limited (Incorporated in the ADGM)	Associated company	Yes	-

1.3 These unconsolidated financial statements are the separate financial statements of the Company, in which investment in the subsidiary companies have been accounted for at cost less accumulated impairment losses, if any.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

2 BASIS OF PREPARATION

2.1 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.

2.2 Accounting convention

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

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 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.

The Company has adopted all the new standards and amendments to standards, including any consequential amendments to other standards which are applicable for the financial year beginning on July 1, 2021. The adoption of these new and amended standards did not have material impact on the Company's unconsolidated condensed interim financial information.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

	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 concessions	April 01, 2021

3.2 New accounting standards, amendments and interpretations 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

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):

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

IFRS 1 First Time Adoption of International Financial Reporting Standards
IFRS 17 Insurance Contracts

3.3 Critical accounting judgments, estimates and assumptions

The preparation of these unconsolidated financial statements in conformity with approved accounting standards, as applicable in Pakistan, requires management to make judgements, estimates and assumptions that affect the application of policies and the reported amount 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 underlying the 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. Judgements, estimates and assumptions made by the management that may have a significant risk of material adjustments to the unconsolidated financial statements in the subsequent years are as follows:

i) Determination of useful lives, method of depreciation / amortization and residual value of operating fixed assets and intangible assets	3.4 & 3.5
ii) Fair value of investment property	3.6
iii) Impairment of financial and non-financial assets	4.3
iv) Fair value of employee share options	4.7
v) Provision for taxation	4.12
vi) Contingencies	4.10

3.4 Property and equipment

These are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is recognised in unconsolidated statement of profit or loss and other comprehensive income applying the straight- line method. Depreciation on additions during the year is charged from the month of addition, whereas, depreciation on disposals is charged upto the month in which the disposal takes place.

Rates of depreciation which are disclosed in note 5 to these unconsolidated financial statements are designed to write-off the cost over the estimated useful lives of the assets.

Major renewals and improvements for assets are capitalized, if recognition criteria is met and the assets so replaced, if any, are retired. Maintenance and normal repairs are recognised in unconsolidated statement of profit or loss and other comprehensive income.

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.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

An item of property and equipment initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gain or loss on derecognition of an asset represented by the difference between the sale proceeds and the carrying amount of the asset, is recognised in unconsolidated statement of profit or loss and other comprehensive income.

3.5 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 statement of profit or loss and other comprehensive income 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 6 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.

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.

3.6 Investment property

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 unconsolidated statement of profit or loss and other comprehensive income 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 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 unconsolidated statement of profit or loss and other comprehensive income 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

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

accounting is the fair value at the date of change in use. If owner occupied property becomes an investment property, the Company accounts for such property in accordance with the policy stated under property and equipment upto the date of change in use.

Maintenance and normal repairs are charged to unconsolidated 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.

3.7 Borrowing cost

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 year in which they are incurred.

3.8 Non-current assets held for sale

The Company 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 (except for investment property measured at fair value) 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.

3.9 Investment in subsidiary

Investment in subsidiary is initially recognised at cost. At subsequent reporting dates, the Company reviews the carrying amount of the investment to assess whether there is any indication that such investments have suffered an impairment loss. If any such indication exists, the recoverable amount is estimated in order to determine the extent of the impairment loss, if any. Such impairment losses or reversal of impairment losses are recognised in the unconsolidated statement of profit or loss. These are classified as long-term investment, in these unconsolidated financial statements.

4 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.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

4.1 Financial assets

a) 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 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.

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 Company commits to purchase or sell the asset.

b) Subsequent measurement

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

- Financial assets at amortised cost (debt instruments);
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- Financial assets at fair value through profit or loss.

i) Financial assets at amortised cost (debt instruments)

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

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

- 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 the unconsolidated statement of profit or loss and other comprehensive income when the asset is derecognised, modified or impaired.

ii) Financial assets designated at fair value through OCI (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 unconsolidated statement of profit or loss and other comprehensive income and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to unconsolidated statement of profit or loss.

The Company does not have any debt instruments at fair value through OCI investments during the current and last year and as of reporting date.

iii) Financial assets designated at fair value through OCI (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 unconsolidated statement of profit or loss. Dividends are recognised as other income in the unconsolidated statement of profit or loss and other comprehensive income 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 other comprehensive income. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Company does not have any equity instruments at fair value through OCI investments during the current and last year and as of reporting date.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

iv) **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. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. 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 unconsolidated statement of financial position at fair value with net changes in fair value recognised in the unconsolidated statement of profit or loss and other comprehensive income.

The Company has designated investment in mutual funds at fair value through profit or loss.

c) **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.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

4.2 Financial liabilities

a) 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.

The Company's financial liabilities include long term financing short term borrowings, due to related parties, accrued mark-up and trade and other payables.

b) 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 unconsolidated statement of profit or loss and other comprehensive income.

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. The Company has not designated any financial liability as at fair value through profit or loss.

c) 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 unconsolidated statement of profit or loss and other comprehensive income.

d) 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 unconsolidated statement of profit or loss and other comprehensive income.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

e) 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.

4.3 Impairment

a) Impairment of financial assets

IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' (ECL) model. The new impairment model applies to financial assets measured at amortised cost, contract assets and debt investments at fair value through other comprehensive income, but not to investments in equity instruments.

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. The shortfall is then discounted at an approximation to the asset's 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. 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.

At each reporting date, the Company assesses whether financial assets are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the respective asset.

The Company uses the standard's simplified approach and calculates ECL based on life time ECL on its financial assets. The Company has established a provision matrix that is based on the Company's historical credit loss experience, adjusted for forward-looking factors specific to the financial assets and the economic environment.

b) Impairment of non-financial assets

The carrying amounts of non-financial assets are assessed at each reporting date to ascertain whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated to determine the extent of impairment loss, if any. An impairment loss is recognised, as an expense in unconsolidated statement of profit or loss. The recoverable amount is the higher of an asset's fair value less cost to disposal and value-in-use. Value-in-use is ascertained through discounting of the estimated future cash flows using a discount rate that reflects current market assessments of the time value of money and the risk specific to the assets for which the estimate of future cash flow have not been adjusted. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

An impairment loss is reversed if there is a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised previously. Reversal of an impairment loss is recognised immediately in unconsolidated statement of profit or loss.

4.4 Advances and prepayments

These are initially recognised at cost, which is the fair value of the consideration given. Subsequent to initial recognition assessment is made at each unconsolidated statement of financial position date to determine whether there is an indication that assets may be impaired. If such indication exists, the estimated recoverable amount of that asset is determined and any impairment loss is recognised for the difference between the recoverable amount and the carrying value.

4.5 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and deposit and current accounts maintained with banks. Cash equivalents are short term highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investments and other purposes.

4.6 Share capital

Ordinary shares are classified as equity and recognized at their face value. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

4.7 Employees share option scheme

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 performance 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 statement of income 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.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

4.8 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.

4.9 Provisions

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

4.10 Contingencies

Contingent liability is disclosed when

- there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or
- there is a present obligation that arises from past events but it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation can not be measure with sufficient reliability.

4.11 Revenue recognition

4.11.1 Revenue from operating lease arrangements

i) 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 statement of 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 which the tenant has the option to continue the lease, where, at the inception of the lease, the Company is reasonably certain that the tenant will exercise that option.

Amounts received from tenants to terminate leases or to compensate for dilapidations are recognised in the statement of profit or loss when the right to receive them arises.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

ii) **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. Refer to accounting policies on financial assets as disclosed in note 4.1 to these unconsolidated financial statements.

iii) **Advance from tenants**

Advance from tenants against rent is charged to unconsolidated statement of profit and loss and other comprehensive income based on contractual arrangements with the tenants.

4.12 **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 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 and other comprehensive income.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

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 and other comprehensive income.

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.

4.13 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.

4.14 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 the unconsolidated financial statements.

4.15 Foreign currency transactions

The unconsolidated financial statements are presented in Pakistani Rupee, which is the Company's functional and presentation currency. Foreign currency transactions during the year are translated at the exchange rates ruling on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rates of exchange ruling at the reporting date. Any resulting gain or loss arising from changes in exchange rates is taken to the unconsolidated statement of comprehensive income. 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.

4.16 Functional and presentation

These unconsolidated financial statements are presented in Pakistani Rupee, which is the Company's functional and presentation currency.

	Note	2022 (Rupees)	2021 (Rupees)
5 PROPERTY AND EQUIPMENT			
Property and equipment	5.1	<u>273,860,303</u>	<u>62,236,754</u>

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

5.1 Property and equipment

	Motor Vehicles	Computers & Accessories	Equipment	Furniture	Mobile Phones	Leasehold Improvements	Total
----- (Rupees) -----							
Year ended June 30, 2022							
Net carrying value basis							
Opening book value	58,912,472	2,449,691	149,944	647,048	77,599	-	62,236,754
Additions	105,262,967	3,885,762	3,755,900	33,579,726	849,000	117,399,336	264,732,691
Disposal	-	-	-	-	-	-	-
Depreciation charge	(32,345,208)	(3,187,956)	(718,864)	(4,507,929)	(395,216)	(11,953,969)	(53,109,142)
Closing net book value	131,830,231	3,147,497	3,186,980	29,718,845	531,383	105,445,367	273,860,303
Gross carrying value basis							
Cost/revalue	172,286,156	14,555,147	5,090,429	40,173,304	1,494,646	117,399,336	350,999,018
Accumulated depreciation	(40,455,925)	(11,407,650)	(1,903,449)	(10,454,459)	(963,263)	(11,953,969)	(77,138,715)
Net book value	131,830,231	3,147,497	3,186,980	29,718,845	531,383	105,445,367	273,860,303
Year ended June 30, 2021							
Net carrying value basis							
Opening book value	533,638	2,483,496	781,074	2	87,216	-	3,885,426
Additions during the year	64,350,040	712,021	-	754,978	110,000	-	65,927,039
Disposal (NBV)	-	-	-	-	-	-	-
Depreciation charge	(5,971,206)	(745,826)	(631,130)	(107,932)	(119,617)	-	(7,575,711)
Closing net book value	58,912,472	2,449,691	149,944	647,048	77,599	-	62,236,754
Gross carrying value basis							
Cost/revalue	67,023,189	10,669,385	1,334,529	6,593,578	645,646	-	86,266,327
Accumulated depreciation	(8,110,717)	(8,219,694)	(1,184,585)	(5,946,530)	(568,047)	-	(24,029,573)
Net book value	58,912,472	2,449,691	149,944	647,048	77,599	-	62,236,754
Depreciation rate per annum	20%	33.33%	20%	20%	50%	10%	

5.2 Includes assets under common ownership under Diminishing Musharaka arrangement.

5.3 Depreciation for the year has been charged to administrative and general expenses (note 28).

5.4 Fully depreciated assets consist of Rs. 15.85 million (2021: 15.55 million).

5.5 Lease hold improvements include fittings and fixtures expenses which has been capitalized as the benefit is expected to be availed for more than one year.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
6 INTANGIBLE ASSETS			
Computer software	6.1	150,677	301,373
6.1 Net carrying value basis			
Opening net book value (NBV)		301,373	452,069
Addition during the year		-	-
		301,373	452,069
Amortization		(150,696)	(150,696)
Closing net book value (NBV)		150,677	301,373
6.2 Gross carrying value basis			
Cost		753,449	753,449
Accumulated amortization		(602,772)	(452,076)
Net book value		150,677	301,373
7 INVESTMENT PROPERTY			
Investment property under construction	7.1	-	-
7.1 The movement in capital work-in-progress during the year is as follows:			
As at July 01		-	28,308,153
Additions during the year		-	5,367,500
Written off during the year		-	(33,675,653)
As at June 30		-	-
8 LONG - TERM INVESTMENT			
Financial assets			
At cost	8.1	876,100,000	2,130,824,800
At fair value through profit or loss	8.2	7,873,050,000	-
		8,749,150,000	2,130,824,800
8.1 Financial assets at cost			
HKC (Private) Limited			
7,584,000 ordinary shares of Rs.10 each	8.1.1	-	708,724,800

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
TPL Technology Zone Phase-1 (Private) Limited 75,000,000 ordinary shares of Rs. 10 each (2021 : 100,000 ordinary shares of Rs. 10)		750,000,000	1,000,000
TPL REIT Management Company Limited 40,000,000 ordinary shares of Rs. 10 each (2021 : 5,000,000 ordinary shares of Rs. 10 Advance for future issue of shares)		400,000,000 -	50,000,000 350,000,000
		400,000,000	400,000,000
TPL Property Management (Private) Limited 100,000 ordinary shares of Rs. 10 each		1,000,000	1,000,000
TPL Logistic Park (Private) Limited 10,000 ordinary shares of Rs. 10 each		100,000	100,000
Others			
Advance for future issue of shares	8.1.2	-	1,020,000,000
Investment in Term Finance Certificates	8.1.3	475,000,000	-
		1,626,100,000	2,130,824,800
Less: Non Current Assets Held for Sale	8.1.4	(750,000,000)	-
		876,100,000	2,130,824,800

- 8.1.1 During the year, the Company entered into a share purchase agreement dated November 30, 2021, with the shareholders of HKC (Private) Limited to purchase 947,970 ordinary shares constituting 9.99% of the share capital of HKC (Private) Limited of Rs.10 each at a price of Rs. 263.72 per share due to which the total percentage of holding of the Company in HKC (Private) Limited becomes 90%.

As of reporting date, the Company has disposed of entire holdings in HKC (Private) Limited for Rs. 975 million to REIT fund.

- 8.1.2 The Company entered into a share purchase agreement dated March 30, 2021, with the shareholders of National Management & Consultancy Services Private Limited (NMC) to purchase 475,000 ordinary shares of Rs. 100 each at a price of Rs. 7,157.89 per share. The Company has paid 30% of the total consideration amount in prior year.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

The Company acquired remaining 70% of total shares for Rs. 2,380 million on November 20, 2021. However, the management disposed off the entire shareholdings during the year against units of TPL REIT Fund I i.e. 450,000,000 units at Rs.10 per unit and cash consideration of Rs. 2,380,000,000. The Company, resultantly, earned capital gain of amounting Rs. 3,480 million as disclosed in note 33.

8.1.3 During the year, the Company invested in the Term Finance Certificates of Bank of Punjab bearing coupon rate at 6 months KIBOR + 2% per annum.

8.1.4 On March 22, 2022, the board of directors passed a resolution by which the Company is authorized to dispose the projects of TPL technology zone phase-1 (Private) Limited to TPL REIT fund I in lieu of 162.5 million units to hold strategic shareholding of 8.9% in the TPL REIT fund I.

	Note	2022 ----- (Rupees) -----	2021 -----
8.2 Financial assets at fair value through profit or loss			
TPL REIT Fund I	8.2.1	<u>7,873,050,000</u>	<u>-</u>

8.2.1 On September 25, 2021, Board of Directors approved to sell projects, including HKC (Private) Ltd, TPL Technology Zone Phase -1 (Private) Ltd and National Management & 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.

9 LONG-TERM LOAN TO SUBSIDIARIES (unsecured, considered good)

HKC (Private) limited	9.1	<u>-</u>	<u>875,543,424</u>
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9.1 The Company had entered into an agreement with HKC, a subsidiary company, dated November 11, 2012, for granting unsecured loan facility amount of up to Rs. 1.5 billion. It is repayable on or before June 30, 2021, including mark-up at average borrowing rate of 6 months KIBOR plus 1.75% per annum, with pre-payment and extension option. During the year, the Company amended the aforesaid agreement and extended the repayment date to December 31, 2023. The purpose of the loan is to finance the construction of new mixed-use project requiring construction, development and design expenses.

However, subsequently on June 24, 2022 entire amount has been received from HKC (Private) Limited.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
The movement in loan balance during the year is as follows:			
As at July 01		875,543,424	476,874,088
Repayments during the year		(875,543,424)	398,669,336
As at June 30		-	875,543,424
10 LONG TERM DEPOSIT (unsecured, considered good)			
Security deposits			
City District Government Karachi		86,919	86,919
Central Depository Company of Pakistan Limited		200,000	200,000
Total PARCO Pakistan Limited - fuel cards		3,500,000	2,500,000
	10.1	3,786,919	2,786,919
10.1 These deposits are non-interest bearing.			
11 ACCRUED INTEREST			
Interest on loan to HKC (Private) Limited		-	150,464,515
Interest on TFCs	11.1	2,267,897	-
		2,267,897	150,464,515
11.1 This represents interest accrued on TFCs bearing 6 months KIBOR + 2% p.a.			
12 RECEIVABLES FROM TENANTS (unsecured, considered good)			
Rent		33,463,598	74,999,042
Services		36,100,508	36,100,508
Others		334,258	334,257
	12.1	69,898,364	111,433,807
Less: allowance for expected credit losses	12.2	-	(3,033,883)
Less: Amounts written off		(69,898,364)	-
		-	108,399,924
12.1 Includes receivable from the following related parties:			
TPL Corp Limited		17,081,355	46,387,678
TPL Trakker Limited		52,326,718	57,978,455
TPL Insurance Limited		152,643	152,643
TPL Logistics Park (Private) Limited		3,390	3,390
		69,564,106	104,522,166

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
12.2	Movement of allowance for expected credit loss / write off of receivables is as follows:		
	Allowance for expected credit losses	3,033,883	155,022
	Charge for the year	-	2,878,861
	Amounts written off	66,864,481	-
	Closing	69,898,364	3,033,883

12.3 The maximum amount outstanding receivable from the related parties at any time during the year calculated by reference to month end balances were as follows:

TPL Corp Limited	17,081,355	46,387,678
TPL Trakker Limited	52,326,718	57,978,455
TPL Insurance Limited	152,643	152,643
TPL Logistics Park (Private) Limited	3,390	3,390

13 LOANS, ADVANCES, PREPAYMENTS AND OTHER RECEIVABLE

Loans to Subsidiary Companies			
TPL Logistic Park (Pvt) Ltd	13.1	606,000,000	600,000,000
TPL Technology Zone Phase-1 (Private) Limited	13.2	5,971,399	775,300,398
		611,971,399	1,375,300,398
Loan to employees		1,005,222	37,656
Advances - unsecured considered good			
Suppliers and contractors	13.3	92,752,682	143,028,003
Prepayments			
Insurance		2,055,603	1,974,527
Other receivables			
Receivable from Bank Al Habib Limited against sale of Centrepont building		-	387,500,000
National Management & Consultancy Services (Private) limited	13.5	96,716,255	-
HKC (Private) Limited	13.5	1,570,567	-
Sales tax receivable		-	6,900,742
		806,071,728	1,914,741,326

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

- 13.1 The Company had entered into an agreement with TPLLP, a wholly owned Subsidiary Company, dated February 26, 2020, for granting unsecured loan facility amount of Rs. 600 million to be availed by Subsidiary Company from time to time on or before February 26, 2027 for an equity investment in Security Packers (Private) Limited. Based on the revision in terms of the agreement during the year, this loan has become repayable on demand, including mark up at average borrowing rate of 3 months KIBOR plus 1.65% per annum and has an equity conversion option at discretion of the Company. During the prior year, the Company has signed an addendum with the TPLLP dated September 2, 2020, whereby, any mark-up due on the outstanding loan has been waived by the Company with effect from February 26, 2020.

The movement in loan balance during the year is as follows:

	2022 ----- (Rupees) -----	2021
As at July 01	600,000,000	600,000,000
Disbursements during the year	6,000,000	-
As at June	606,000,000	600,000,000

- 13.2 The Company had entered into an agreement with TPL TZ, a wholly owned Subsidiary Company, dated August 15, 2020, for granting unsecured loan facility amount of up to Rs. 800 million for the purpose of its ordinary business. This loan is repayable on demand and has an equity conversion option at the discretion of the Company. The Company warrants that it shall not charge any mark-up on the loan amount.

The movement in loan balance during the year is as follows:

As at July 01	775,300,398	-
Disbursements / (Repayments) during the year - net	(769,328,999)	775,300,398
As at June 30	5,971,399	775,300,398

- 13.3 These advances are non-interest bearing and generally on an average term of 1 to 12 months.

- 13.4 The maximum aggregate amount outstanding at any time during the year calculated by reference to month-end balances were as follows:

TPL Logistic Park (Private) Limited	606,000,000	600,000,000
TPL Technology Zone Phase-1 (Private) Limited	5,971,399	775,300,398

- 13.5 These represents receivable balance from subsidiaries disposed off during the period.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

14 DUE FROM RELATED PARTIES (unsecured considered good)

	2022 ----- (Rupees) -----	2021
Parent Company		
TPL Corp Limited	-	6,492,863
Subsidiary Companies		
TPL REIT Management Company Limited	1,125,030	5,583,879
TPL Logistic Park (Private) Limited	-	12,323
TPL Property Management Private Limited	42,291,589	43,962,253
TPL Development (Private) Limited	23,868,568	-
	<u>67,285,187</u>	<u>49,558,455</u>
Associated companies		
TPL Security Services (Private) Limited	-	8,117,927
TPL Insurance Limited	-	286,522
TPL Life Insurance Limited	-	4,822,578
	<u>-</u>	<u>13,227,027</u>
	<u>67,285,187</u>	<u>69,278,345</u>

14.1 These amounts are non-interest bearing and are receivable on demand. The maximum amount outstanding at any time during the year calculated by reference to month end balances was as follows:

TPL Corp Limited	-	6,492,863
TPL Logistic Park (Private) Ltd.	-	12,323
TPL REIT Management Company Limited	1,125,030	5,583,879
TPL Property Management (Private) Limited	42,291,589	43,962,253
TPL Security Services (Private) Limited	-	8,117,927
TPL Insurance Limited	-	286,522
TPL Life Insurance Limited	-	4,822,578
TPL Development (Private) Limited	23,868,568	-

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021 ----- (Rupees) -----
15 TAXATION - Net			
Opening balance		81,857,506	118,504,976
Advance tax paid		20,856,880	(37,469,235)
(Reversal) / Provision for taxation		(620,714)	821,765
Closing balance		<u>102,093,672</u>	<u>81,857,506</u>
16 SHORT TERM INVESTMENT			
Investment in mutual funds			
(designated at fair value through profit or	16.1	362,201	18,087,494
Term deposit receipts (TDR)		-	150,455,431
		<u>362,201</u>	<u>168,542,925</u>

16.1 The particulars of mutual funds are as follows:

2022 Carrying Value	Fair Value	2021 Carrying Value	Fair Value
----- (Rupees) -----	----- (Rupees) -----	----- (Rupees) -----	----- (Rupees) -----
-	-	16,390,536	17,788,370
263,132	263,234	256,691	244,440
106,064	98,967	-	-
<u>369,196</u>	<u>362,201</u>	<u>16,702,317</u>	<u>18,087,494</u>

	Note	2022 ----- (Rupees) -----	2021 ----- (Rupees) -----
17 CASH AND BANK BALANCES			
Cash in hand		-	115,311
Cash at banks in local currency			
Current accounts		931,976,474	654,722,587
Saving accounts	17.1	830,521,493	1,281,325,498
		<u>1,762,497,967</u>	<u>1,936,048,085</u>
		<u>1,762,497,967</u>	<u>1,936,163,396</u>

17.1 Included herein a cash deposit of Rs. 16.854 million under lien (note 24.1) and saving account balances placed with commercial bank carrying mark-up ranging from 5.5 percent to 12.5 percent (2021: 5.5 percent to 8.06 percent) per annum.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

				2022	2021
				----- (Rupees) -----	
18 ISSUED, SUBSCRIBED AND PAID-UP CAPITAL					
	2022	2021	Restated		
	(Number of shares)				
	175,920,448	175,920,448	175,920,448	Ordinary shares of Rs. 10 each	1,759,204,483
			-	- Issued for cash consideration	1,759,204,483
	151,472,658	151,472,658	151,472,658	- Issued for consideration other than cash	1,514,726,580
			-	- Issued as bonus from revenue reserve	1,514,726,580
	183,340,139	-	183,340,139	18.3	1,833,401,393
	510,733,245	327,393,106	510,733,245	18.1	5,107,332,456
					3,273,931,063

18.1 Voting rights, board selection, right of first refusal and block voting are in proportion to their respective shareholding.

18.2 The Company introduced Employee Share Option Scheme (Scheme) to certain key employees meeting certain criteria. The exercise price of the shares is Rs. 10/-. The share options vest after a period of 2 years from the date of grant and the concerned employee remains employed on such date. The Scheme is subject to approval from the Securities and Exchange Commission of Pakistan.

The share options can be exercised up to one year after the two-year vesting period and therefore, the contractual term of each option granted is two years. There are no cash settlement alternatives. The Company accounts for the Scheme as an equity-settled plan. The expense recognized during the year related to equity settled share based payments amounts to Rs. 11 million (2021: Rs. 80.440 million).

18.3 On October 27, 2021, Board of Directors approved to utilize Rs. 654,786,213 out of revenue reserve account and issued bonus shares of Rs. 10 each to every member in the ratio of 1 share for 5 shares held. Subsequently, on February 25, 2022, Board of Directors further approved to utilize Rs. 1,178,615,180 out of revenue reserve account and issued bonus shares of Rs. 10 each to every member in the ratio of 3 shares for 10 shares held.

19 LONG TERM FINANCING

JS Bank Limited - payroll financing	19.1	7,296,333	21,888,997
Diminishing Musharaka Arrangements I		-	25,960,825
Diminishing Musharaka Arrangements II	19.2	120,758,072	48,446,200
Habib Metro Bank Limited	19.3	-	1,000,000,000
Soneri Bank Limited	19.4	250,000,000	500,000,000
Term finance certificates	19.5	500,000,000	-
		878,054,405	1,596,296,022
Less: Current maturity	19.6	(257,296,333)	(549,725,621)
		620,758,072	1,046,570,401

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

19.1 The Company has availed the refinance scheme of Rs. 29.803 million from a commercial 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 mark-up of SBP rate plus 3%. The facility has been secured against the following:

- First pari pasu charge on present and future fixed assets;
- First pari pasu charge on present and future current assets;
- Corporate guarantee of TPL Trakker Limited; and
- Assignment of Receivables from TPL Insurance Limited.

19.2 The Company had entered into Musharka agreement with commercial bank dated 30th July, 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 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.

19.3 On June 24, 2021, the Company has entered into an agreement with a commercial bank dated for raising financing to the extent of Rs. 1 billion. It is repayable on September 30, 2022, including mark-up at 1 year KIBOR per annum. The purpose of the loan is to facilitate Real Estate Development Projects. The facility has been secured against the following:

- Ranking charge of Rs.1,333 million over Non-Current Assets (excluding Land & Building) of the Company with 25% margin duly insured in bank's favor covering all risk and registered with SECP;

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

- Ranking charge of Rs.1,333 million over receivables and short-term investments of the Company with 25% margin duly insured in bank's favor covering all risk and registered with SECP; and
- Personal Guarantee of Directors.

Subsequently on June 23, 2022, the entire facility has been paid.

- 19.4 During the year, the Company has 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.

- 19.5 During the year, the Company 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.

- 19.6 Current maturity pertains to the following:

	2022	2021
	----- (Rupees) -----	
JS Bank Limited - Payroll financing	7,296,333	13,257,493
Soneri Bank Limited	250,000,000	500,000,000
Diminishing Musharaka Arrangements I	-	25,960,825
Diminishing Musharaka Arrangements II	-	10,507,303
	<u>257,296,333</u>	<u>549,725,621</u>
20 GAS INFRASTRUCTURE DEVELOPMENT CESS (GIDC) LIABILITY		
GIDC liability	18,521,850	31,221,926
Less: current portion of GIDC liability	<u>(18,521,850)</u>	<u>(11,642,332)</u>
	<u>-</u>	<u>19,579,594</u>

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

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;

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;

Pursuant to the Judgement, the Company recognised a provision amounting to Rs. 76,391,813 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 Company in 48 equal installments from August 2020. Accordingly, the management of the Company, derecognised the existing liability for GIDC and recognised new liability for GIDC resulting in gain amounting to Rs. 29,822,466 (note 31).

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), the Company has remeasured its previously undiscounted liability at its present value and has accordingly, recognised remeasurement gain on liability for GIDC amounting to Rs. 4,675,263 (note 31). During the year, Company has been charged amounting to Rs. 33,780,333 out of which company has made payments of Rs. 12,170,508. Additionally, in order to pay off the as quickly as feasible, the monthly amount of Rupees 970,194 has been increased to 3,086,975 Rupees commencing in September 2021.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

		2022 ----- (Rupees) -----	2021
21	CREDITORS, ACCRUED AND OTHER LIABILITIES		
	Creditors	69,982,503	1,915,563
	Accrued liabilities	92,178,617	29,376,932
	Provision of bonus	600,000,000	160,000,000
	Retention money	609,251	609,251
	Payable to employee fund	2,764,530	2,002,638
	Withholding income tax payable	6,148,216	7,775,060
	Against purchase of shares payable	250,000,000	-
		<u>1,021,683,117</u>	<u>201,679,444</u>

21.1 Investments out of provident fund have been made in accordance with the provisions of the Section 218 of the Companies Act, 2017 and the rules formulated for this purpose.

21.2 These payables are non-interest bearing and generally on an average term of 1 to 12 month.

TPL Trakker Limited – an associated company

23 ACCRUED MARK UP

Long-term financing	30,690,000	41,685,411
Mark-up on Diminishing Musharika	-	959,939
Short term borrowings secured	11,643,476	210,959
	<u>42,333,476</u>	<u>42,856,309</u>

24 SHORT TERM BORROWING

Short term borrowing	<u>41,941,183</u>	<u>-</u>
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24.1 The Company entered into agreement with Abhi (Private) Limited dated February 18, 2022 whereas Abhi (Private) Limited will provide monthly payroll financing to Company at rate Kibor 1 month plus 2% per annum.

25 CONTINGENCIES AND COMMITMENTS

25.1 Letter of credit

Outstanding amount	<u>16,854,000</u>	<u>16,854,000</u>
Commitments in respect of purchase of shares	<u>-</u>	<u>2,380,000,000</u>

There are no contingencies at the reporting date.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

		<div> <div>2022</div> <div>2021</div> </div>	
		----- (Rupees) -----	
26	INCOME	Note	
	Rental		
	TPL Corp Limited	15,478,968	-
	Others	26.1 9,349,605	283,898,566
	Gain on sale of properties	26.2 3,496,275,200	-
	Un-realised gain on investments in REIT fund	2,398,050,000	-
		<u>5,919,153,773</u>	<u>283,898,566</u>
26.1	The amount of Rs. 9.349 million pertains to rent agreements that were settled before the agreement date. The early termination of agreement is because the Company has sold its investment property (Centrepont Project). Due to early termination Company was not anticipating to receive the rentals amount, therefore, Company did not recognise the income in prior year. However, during the year, Company negotiated with the tenants and received the amount mentioned above.		
26.2	This represents gain recorded on sale of two SPVs i-e, HKC (Private) Ltd and National Management and Consultancy Services (Private) Ltd to TPL REIT Fund I. The aggregate book value of the properties were PKR 4,359 million. There are no tax implications on this gain pursuant to exemption available in Second Schedule clause 99A of Part I of the Income Tax Ordinance 2001.		
27	DIRECT OPERATING COST		
	Insurance expenses	-	5,869,524
	Repairs and maintenance	78,672	2,667,878
	Duties and taxes	7,055,801	760,147
		<u>7,134,473</u>	<u>9,297,549</u>
28	ADMINISTRATIVE AND GENERAL EXPENSES		
	Salaries, wages and other benefits	28.1 & 28.2 633,048,564	282,719,792
	Legal & professional	57,009,537	29,419,067
	Repairs and maintenance	13,593,021	32,273,121
	Rent expense	2,706,392	19,074,495
	Charity and donations	28.3 111,650,000	25,500,000
	Gym running expenses	-	2,200,000
	Entertainment	683,516	122,793
	Fuel and mobile reimbursement	412,420	914,290

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
Advertising		972,469	3,040,477
Depreciation expense		53,109,142	7,575,711
Amortization		150,696	150,696
Travelling expenses		1,727,811	11,940,682
Audit fee	29	2,466,218	2,445,836
Printing and stationery		1,758,763	858,065
Insurance expense		527,521	3,855,308
IT softwares / communications		238,434	1,285,462
Dues and subscription		314,260	350,299
Utilities		195,634	1,729,627
Staff welfare		140,544	671,266
Courier and telecommunication charges		2,598,047	656,518
Tenant compensation		-	131,586,000
Operating lease		195,019	2,831,026
Provision for expected credit loss / write offs		66,864,481	2,878,861
		<u>950,362,490</u>	<u>564,079,392</u>

28.1 These include Rs. 1.154 million (2021: Rs. 5.08 million) in respect of staff retirement benefits (provident fund contribution).

28.2 This includes provision for staff bonus amounting to Rs. 600 million (2021: 160 million) and provision of employee share options recognized of Rs. 11 million (2021: Rs. 80.440 million (note 18.2)) respectively.

28.3 Details of donations where donation to a single party exceeded the higher of 10% of the Company's total amount of donations or Rs. 1 million are as follows:

Sindh Institute of Urology and Transplantation (SIUT) Trust	-	2,500,000
Patient Aid Foundation	68,000,000	10,000,000
Shaukat Khanam Hospital	25,000,000	4,200,000
Baitul Sukoon	-	2,500,000
Jafaria Disaster Cell Welfare Organization	-	1,000,000
Karwan-e-Hayat, Institute of Mental Health Care	-	1,000,000
Zafar and Atia foundation	5,000,000	-
Habib Education Trust	10,000,000	-
	<u>108,000,000</u>	<u>21,200,000</u>

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

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
29 AUDITORS' REMUNERATION			
Audit fees			
Statutory			
- standalone		1,050,000	1,050,000
- consolidation		290,000	290,000
		<u>1,340,000</u>	<u>1,340,000</u>
Half yearly review fee		550,000	550,000
Certifications		416,679	416,679
Out of pocket		159,539	139,157
		<u>2,466,218</u>	<u>2,445,836</u>
30 FINANCE COST			
Mark-up on			
Long term financing		170,155,616	320,227,048
Assets under Diminishing Musharka Arrangement		10,561,156	21,291,246
Short term borrowings		150,803,191	81,605,441
		<u>331,519,963</u>	<u>423,123,735</u>
Bank charges		1,048,535	1,523,012
		<u>332,568,498</u>	<u>424,646,747</u>
31 OTHER INCOME			
Income from financial assets			
Profit on saving accounts		158,694,143	27,374,557
Interest on long-term loan		87,530,895	55,680,479
Profit on TFCs		1,587,801	-
Re-investment of dividend		263,234	-
Investment in mutual fund		106,064	-
Realised gain on sale of investment in mutual fund		-	16,265,470
Un-realised loss on investments in mutual funds		(7,097)	1,385,177
		<u>248,175,040</u>	<u>100,705,683</u>
Income from non-financial assets			
Gain on disposal of operating fixed assets		-	500,000
Gain on disposal of non-current asset held for sale		-	30,651,665
Reversal of provision for GIDC		-	29,822,466
Remeasurement gain on GIDC		-	4,675,267
Others		431,507	418,364
		<u>431,507</u>	<u>66,067,762</u>
		<u>248,606,547</u>	<u>166,773,445</u>

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

		2022 ----- (Rupees) -----	2021
32 TAXATION			
Current		620,714	2,439,821
Prior		-	(3,261,586)
Deferred	32.1	-	(15,808,675)
		<u>620,714</u>	<u>(16,630,440)</u>

32.1 Previously, deferred tax pertains to rental income. However, during the year management disposed off Centrepont Building which was the source of generating rentals thus no deferred tax aroused.

33 EARNINGS / (LOSS) PER SHARE - BASIC AND DILUTED

Basic:

Earnings / (loss) per share	4,877,694,859	(564,396,890)
Weighted average number of shares outstanding	397,033,656	397,033,656
Earnings / (loss) per share	12.29	(1.42)

Diluted:

Earnings / (loss) per share - diluted	4,888,074,145	(644,836,890)
Weighted average number of shares outstanding	402,073,339	402,073,339
Earnings / (loss) per share - diluted	12.16	(1.60)

34 CASH AND CASH EQUIVALENTS

Cash and bank balances	17	1,762,497,967	1,936,163,396
Term deposit receipts (TDR)		-	150,455,431
		<u>1,762,497,967</u>	<u>2,086,618,827</u>

35 REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND OTHER OFFICERS

The aggregate amount charged in the financial statements for remuneration, including all benefits to Executives and other employees of the Company is as follows:

	Chief Executive		Directors		Other Executives	
	2022	2021	2022	2021	2022	2021
	Rupees					
- Directors fee (Note 34.3)		-	1,500,000	1,500,000		-
- Managerial remuneration, utilities, housing perquisites, etc.	11,226,534	11,114,215			4,835,344	15,837,958
- Employee share options	525,000	50,275,000			10,475,000	30,165,000
- Retirement benefit	644,946	638,493			258,686	836,781
- Bonus	400,000,000	80,000,000			32,000,000	52,750,000
- Medical	773,466	765,785			310,256	1,003,592
Total	413,169,946	142,793,493	1,500,000	1,500,000	47,879,286	100,593,331
Number of persons	1	1	2	2	5	5

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

- 35.1 In addition, the Chief Executive is also been provided with free use of Company maintained car and other benefits in accordance with his entitlements as per the rules of the Company.
- 35.2 Represents aggregate of meeting fees paid / payable to non-executive directors.
- 35.3 As per revised requirement of the Act, executive means an employee, other than chief executive and directors, whose basic salary exceeds twelve hundred thousand rupees in a financial year.
- 35.4 The total number of directors as at the reporting date were 8 (2021: 8).

36 TRANSACTIONS WITH RELATED PARTIES

The related parties of the Company comprise of the ultimate parent company, parent company, subsidiaries, associated companies, major shareholders, suppliers, directors, key management personnel and staff retirement benefit fund. All the transactions with related parties are entered into at agreed terms duly approved by the Board of Directors of the Company. The transactions with related parties other than those disclosed elsewhere in the unconsolidated financial statements are as follows:

	2022 ----- (Rupees) -----	2021
Parent Company		
TPL Corp Limited [TPLC]		
Expenses paid on behalf of the Company	86,072,058	81,109,040
Payment made by the Company	38,234,320	76,802,484
Expenses paid by the Company on behalf of TPLC	47,044,875	15,331,305
Services rendered by the Company	17,081,355	46,387,678
Payment received by the company	5,700,000	-
Subsidiary Companies		
HKC (Private) Limited [HKC]		
Mark-up on long-term loan	-	55,680,479
Expenses incurred / paid by	-	398,669,336

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

TPL REIT Management Company Limited [TPL REIT]

Expenses incurred / paid by the Company
on behalf of TPL REIT
Payment received from TPL REIT

TPL Property Management (Private) Limited [TPLPM]

Payment received by the Company
Expenses incurred / paid by the Company
on behalf of TPLPM

TPL Logistic Park (Private) Limited [TPL LP]

Expenses incurred / paid by the Company
on behalf of TPL LP
Payment made by the company
Payment received from TPL LP

TPL Technology Zone Phase-1 (Private) Limited

Expenses incurred / paid by the Company on
behalf of TPL TZ

TPL Development (Private) Limited

Expenses paid by the Company on behalf of TPLPM

Common Directorship

TPL Insurance Limited

Expenses incurred / paid by the Company on
behalf of TIL
Payment made by the Company
Amount received from TIL on account of rent
Services rendered by the Company

TPL Life Insurance Limited [TLIL]

Expenses incurred/paid by TLIL
on behalf of the Company
Payment made by the Company
Services acquired by the Company
Amount received from TLIL

TPL Security Services (Private) Limited [TSS]

Payment made by the Company
Expenses incurred / paid by the Company
on behalf of TSS

	2022	2021
	1,881,909	5,591,778
	-	-
	145,001,323	85,472,643
	143,330,659	129,318,126
	2022	2021
	----- (Rupees) -----	
	-	642,206
	6,000,000	-
	-	203,703
	-	774,581,413
	23,868,568	-
	2,954,665	286,552
	-	-
	-	13,097,124
	-	37,937,280
	-	4,445,042
	6,370,397	2,818,202
	3,110,065	2,709,920
	-	-
	7,981,900	19,611,360
	-	46,667

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

TPL Trakker Limited [TTL]

Payment made by the Company	-	17,000,233
Expenses paid by the Company on behalf of TTL	7,817,284	4,754,256
Expenses incurred/paid by TTL on behalf of the Company	9,986,414	18,223,386
Amount received from TTL on account of rent and other services	-	-
Services rendered by the Company	-	32,397,746
TPL Properties Limited – Provident fund		
Employer contribution	1,145,448	5,079,994

- 36.1 The related parties status of outstanding receivables and payables, if any, as at June 30, 2022 and June 30, 2021 are disclosed in respective notes to these unconsolidated financial statements.
- 36.2 The related parties comprise of the Holding Company, associated companies, directors and key management personnel.

37 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities expose it to a variety of financial risks namely credit risk, market risk, liquidity risk and capital management risk. The Company finances its operations through equity and management of working capital with a view of providing maximum return to shareholders.

37.1 Credit risk

Credit risk represents the accounting loss that would be recognised at the reporting date if counter parties failed completely to perform as contracted.

Credit risk arises from short term investments and bank balances, as well as credit exposures to customers, including trade receivables. The maximum credit risk is equal to the carrying amount of financial assets. For banks and financial institutions, only independently rated parties with reasonable credit rating are accepted. For trade receivables, internal risk assessment process considers the credit risk of the customer, taking into account its financial position, past experience and other factors.

	2022		2021	
	Unconsolidated - statement of financial position	Maximum exposure	Unconsolidated - statement of financial position	Maximum exposure
Receivables from tenants	-	-	108,399,924	108,399,924
Long-term loans to subsidiaries	-	-	1,650,843,822	1,650,843,822
Long-term deposits	3,786,919	3,786,919	2,786,919	2,786,919
Due from a related party	67,285,187	67,285,187	69,278,345	69,278,345
Bank balances	1,762,497,967	1,762,497,967	1,936,048,085	1,936,048,085
	1,833,570,073	2,009,155,197	3,767,357,095	3,767,357,095

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

Ageing analysis of receivables from tenants is as follows:

	2022		
	Due from related parties	Others	Total
- Not overdue	-	-	-
- 01 to 30 days	-	-	-
- 31 to 60 days	-	-	-
- 61 to 90 days	-	-	-
- Past due over 90 days	69,898,364	-	69,898,364
Total receivables from tenants	69,898,364	-	69,898,364
Allowance for expected credit losses	(69,898,364)	-	(69,898,364)
	-	-	-

	2021		
	Due from related parties	Others	Total
- Not overdue	-	-	-
- 01 to 30 days	3,865,640	-	3,865,640
- 31 to 60 days	3,865,640	-	3,865,640
- 61 to 90 days	3,865,640	4,033,883	7,899,523
- Past due over 90 days	92,925,246	2,877,758	95,803,004
Total receivables from tenants	104,522,166	6,911,641	111,433,807
Allowance for expected credit losses	(2,878,861)	(155,022)	(3,033,883)
	101,643,305	6,756,619	108,399,924

The credit quality of financial assets other than bank balances can be assessed with reference to their historical performance with no or some defaults in recent history, however, no losses.

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

Bank Balances by short-term rating category	Rating Agency	Note	2022	2021
			(Rupees)	
A1+	PACRA		1,059,904,554	-
A-1+	JCR-VIS		-	1,638,858,764
A1	PACRA		601,840,428	73,232,933
A2	JCR-VIS		643,290	22,868,006
A3	JCR-VIS		-	155,112,412
A4	JCR-VIS		-	45,975,970
No rating		37.1.1	100,109,695	-
			1,762,497,967	1,936,048,085

37.1.1 Ratings for the Summit Bank Limited has been suspended in the year 2021. No further update in this regard has been released by Summit Bank Limited.

37.2 Market risk

Market risk is the risk that the value of the financial instruments may fluctuate as a result of changes in market currency rates, interest rates or the equity prices due to a change in credit rating of the issuer or the instrument, change in market sentiments, speculative activities, supply and demand of securities and liquidity in the market. There has been no change in the Company's exposure to market risk or the manner in which this risk is managed and measured.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

37.3 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. Foreign currency risk arises mainly where receivables and payables exist due to transactions entered into foreign currencies. As at reporting date, the Company is not materially exposed to currency risk and accordingly, the sensitivity to a reasonably possible change in the exchange rate with all other variables held constant as not reported.

37.4 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. As of the reporting date, the Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term financing and short-term borrowings at floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, on the Company's profit before tax (through impact on floating rate borrowings).

	Increase / decrease in basis points	Increase / (decrease) in profit before tax
2022	+100	11,301,919
	-100	(11,301,919)
2021	+100	159,629,602
	-100	(159,629,602)

37.5 Other price risk

Other price risk is the risk that the fair value or future cash flows of the financial instruments will fluctuate because of changes in market prices such as equity price risk. As of the reporting date, the Company is not exposed to other price risk.

37.6 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 working capital management. As of the reporting date, the Company is exposed to liquidity risk in respect of long-term financing, short-term borrowings, trade and other payables and due to related parties.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

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

	June 30, 2022					Total
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	
June 30, 2022	Rupees					
Long-term financing	-	-	-	620,758,072	-	620,758,072
GIDC liability	-	-	18,521,850	-	-	18,521,850
Trade and other payables	-	250,000,000	771,683,117	-	-	1,021,683,117
Due to related parties	-	-	-	-	-	-
Accrued mark-up	30,900,000	11,433,476	-	-	-	42,333,476
	<u>30,900,000</u>	<u>261,433,476</u>	<u>790,204,967</u>	<u>620,758,072</u>	<u>-</u>	<u>1,703,296,515</u>
	June 30, 2021					Total
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	
June 30, 2021	Rupees					
Long-term financing	-	14,885,396	534,840,225	1,046,570,401	-	1,596,296,022
GIDC liability	-	1,940,388	9,701,944	19,579,594	-	31,221,926
Trade and other payables	-	-	201,679,444	-	-	201,679,444
Due to related parties	-	-	2,169,130	-	-	2,169,130
Accrued mark-up	-	42,856,309	-	-	-	42,856,309
	<u>-</u>	<u>59,682,093</u>	<u>748,390,743</u>	<u>1,066,149,995</u>	<u>-</u>	<u>1,874,222,831</u>

37.7 Fair values 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 in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. The carrying values of all financial assets and liabilities reflected in the financial statements approximate their fair values.

Fair value hierarchy

Financial instruments carried at fair value are categorized as follows:

Level 1 : Quoted prices in active markets for identical assets or liabilities;

Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and

Level 3 : Inputs for the asset or liability that are not based on observable market data.

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

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

	Level 1	Level 2	Level 3	Total
	----- Rupees -----			
June 30, 2022				
Long-term investments at fair value through profit or loss (Note 8.2)	-	-	7,873,050,000	7,873,050,000
Short-term investments at fair value through profit or loss (Note 16)	362,201	-	-	-
June 30, 2021				
Short-term investments at fair value through profit or loss (Note 16)	-	18,087,494	-	18,087,494

Valuation techniques

For level 3 investments at fair value through profit or loss - investment in respect of TPL REIT FUND I, the Company uses the rates which are derived from unquoted inputs; i.e audited financial statements; having no active market as at the reporting date per unit multiplied by the number of units held as at year end.

37.8 Capital risk management

The primary objective of the Company's capital management is to ensure that it maintains healthy capital ratios in order to support and sustain future development of its business operations and maximize shareholders' value. The Company closely monitors the return on capital along with the level of distributions to ordinary shareholders.

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 equity. Equity comprises of share capital, capital reserve and revenue reserve. The gearing ratio as at June 30, 2022 and June 30, 2021 are as

	Note	2022 ----- (Rupees) -----	2021
Long-term financing	19	878,054,405	1,596,296,022
GIDC liability	20	18,521,850	31,221,926
Trade and other payables	21	1,021,683,117	201,679,444

Notes to the Unconsolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
Due to related parties	22	-	2,169,130
Accrued mark-up	23	42,333,476	42,856,309
Short term	24	41,941,183	-
Total debts		2,002,534,031	1,874,222,831
Less: Cash and bank		1,762,497,967	1,936,163,396
Net debt		240,036,064	(61,940,565)
Total equity		10,514,992,521	5,660,594,029
Total capital		10,755,028,585	5,598,653,464
Gearing ratio		2%	-1%

38 GENERAL

- 38.1 Certain prior year's figures have been rearranged for better presentation, wherever necessary. However, there are no material reclassification to report.
- 38.2 Number of employees as at June 30, 2022 was 44 (June 30, 2021: 22) and average number of employees during the year was 36 (June 30, 2021: 17).
- 38.3 Figures have been rounded off to the nearest rupee, unless otherwise stated.

39 DATE OF AUTHORIZATION FOR ISSUE

These unconsolidated financial statements were authorised for issue on 29th September, 2022 by the Board of Directors of the Company.

CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

DIRECTOR



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 PROPERTIES LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the annexed consolidated financial statements of **TPL PROPERTIES LIMITED** (the Holding Company) and its subsidiaries namely **TPL Technology Zone Phase-I (Private) Limited** (formerly **G-18 (Private) Limited**), **TPL REIT Management Company Limited** (the Group), **TPL Property Management (Private) Limited**, **TPL Logistic Park (Private) Limited** and **TPL Development (Private) Limited** which comprise the consolidated statement of financial position as at June 30, 2022, and the consolidated statement of the profit or loss, the consolidated statement of 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 consolidated financial statement gives a true and fair view of the consolidated financial position of the group as at June 30, 2022 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with the accounting and reporting standards as applicable in Pakistan.

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 Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated 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.	Non-current assets held for sale (Refer note 18 to the accompanying financial statements) The Company has classified Rs. 2,915 million of investments in TPL Technology Zone Phase I (Private) Limited as noncurrent assets held for sale.	<ul style="list-style-type: none">We have obtained Board of Directors resolution for approval of plan for selling of TTZ. We inspected the agreement within 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.

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BDO Ebrahim & Co. Chartered Accountants

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S. No	Key audit matters	How the matter was addressed in our audit
		<ul style="list-style-type: none"> We tested the extraction of the TTZ assets and liabilities that are disclosed as held for sale in the unconsolidated statement of financial position, from the Company's ledgers.
2.	Investments (Refer note 8 to the accompanying 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. There is a risk in determination of fair value using unquoted inputs.	Our audit procedures included the following: <ul style="list-style-type: none"> 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 policies set out in notes to the unconsolidated financial statements. We have checked that the Company's disclosures satisfied the requirements of IFRS 9, IFRS 7 and IFRS 13."

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.

The 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.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year 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.

Other matter

The consolidated financial statements of the Company for the year ended June 30, 2022 were audited by another firm of chartered accountants who expressed an unmodified opinion on those statements vide their report dated September 3, 2021.

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

KARACHI

DATED: 29 SEP 2022

UDIN: AR202210067pV6PICeRl


BDO EBRAHIM & CO.
CHARTERED ACCOUNTANTS

Consolidated Statement of Financial Position

As at June 30, 2022

ASSETS	Note	2022 ----- (Rupees) -----	2021
NON-CURRENT ASSETS			
Property and equipment	4	519,296,691	62,528,835
Intangible asset	5	150,677	500,249
Investment property	6	-	1,470,752,861
Development property	7	-	1,833,175,473
Long-term investments	8	8,348,050,000	-
Advance for future issue of shares	9	600,000,000	1,620,000,000
Due from related party - non current portion	10	193,146,436	-
Accrued markup	11	2,267,897	-
Long-term deposits	13	6,615,033	2,786,919
		<u>9,669,526,734</u>	<u>4,989,744,337</u>
CURRENT ASSETS			
Receivables from tenants	14	52,920,601	166,921,747
Loans, advances, prepayments and other receivables	15	253,904,786	551,975,863
Due from related parties	16	329,054,862	17,250,225
Taxation - net		55,328,594	81,418,377
Short-term investment	17	362,231	784,808,221
		-	13,192
Cash and bank balances	18	1,891,882,181	2,953,383,782
		<u>2,583,453,255</u>	<u>4,555,771,407</u>
Assets classified as held for sale	19	2,915,292,476	-
TOTAL ASSETS		<u>15,168,272,465</u>	<u>9,545,515,744</u>
EQUITY AND LIABILITIES			
SHARE CAPITAL			
Authorised capital			
600,000,000 (2021: 400,000,000) ordinary shares of Rs.10/- each		<u>6,000,000,000</u>	<u>4,000,000,000</u>
Issued, subscribed and paid-up capital	20	5,107,332,455	3,273,931,060
Capital reserves		113,186,165	102,186,165
Revenue reserve		6,466,798,425	2,782,241,900
		<u>11,687,317,045</u>	<u>6,158,359,125</u>
Non-controlling interest		-	175,102,918
		<u>11,687,317,045</u>	<u>6,333,462,043</u>

Consolidated Statement of Financial Position (continued)

As at June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
NON-CURRENT LIABILITIES			
Long-term financing	22	620,758,072	2,321,570,401
Lease liability	23	147,872,687	-
Deferred tax liability - net	24	54,489,663	-
Gas Infrastructure Development Cess (GIDC) liability	25	-	19,579,594
		823,120,422	2,341,149,995
CURRENT LIABILITIES			
Trade and other payables	26	1,114,673,084	262,682,140
Due to related parties	27	51,517,697	2,169,130
Accrued mark-up	28	42,333,476	44,684,483
Short-term borrowings	29	41,941,183	-
Current portion of long-term financing	22	257,296,333	549,725,621
Current portion of lease liability	23	33,955,799	-
Current portion of GIDC liability	25	18,521,850	11,642,332
Advances from tenants		-	-
		1,560,239,422	870,903,706
Liabilities classified as held for sale	19	1,097,595,576	-
TOTAL EQUITY AND LIABILITIES		15,168,272,465	9,545,515,744
COMMITMENTS	31		

The annexed notes from 1 to 45 form an integral part of these consolidated financial statements.

CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

DIRECTOR

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021 -----
Income	32	6,397,111,167	438,390,845
Direct operating costs	33	(7,134,473)	(124,430,425)
Gross profit		6,389,976,694	313,960,420
Administrative and general expenses	34	(1,288,279,122)	(600,512,738)
Finance costs	35	(334,488,173)	(425,286,944)
Other income	36	255,878,908	804,706,815
Other expenses	37	(6,735,176)	(33,675,653)
Profit before taxation		5,016,353,131	59,191,900
Taxation	38	(102,062,373)	10,838,244
Profit from continued operations		4,914,290,758	70,030,144
Discontinued Operations			
Profit from discontinued operations		378,198,483	-
Profit for the year		5,292,489,241	70,030,144
Other comprehensive income for the year		50,365,761	
Total comprehensive income for the year		5,342,855,002	70,030,144
Attributable to:			
Owners of the Holding Company		5,342,855,002	70,409,087
Non-controlling interest		-	(378,943)
		5,342,855,002	70,030,144
Earnings per share - basic	39	13.33	0.18
Earnings per share - diluted	39	13.19	0.18

The annexed notes from 1 to 45 form an integral part of these consolidated financial statements.

CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

DIRECTOR

Consolidated Statement of Cash Flows (continued)

For the Year Ended June 30, 2022

	2022 ----- (Rupees) -----	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	5,016,353,130	59,191,900
Adjustments for non-cash items		
Depreciation	61,583,287	7,667,320
Amortisation	150,696	250,140
Finance costs	334,484,020	425,286,944
Profit on saving accounts	(160,541,985)	(27,960,367)
Performance fee accrual	(193,146,436)	-
Markup on loan to subsidiary	(87,530,895)	-
Allowance for expected credit losses	66,864,481	2,878,861
Unrealised gain on investment in REIT funds	(2,398,050,000)	(3,353,318)
Gain on disposal of investment in mutual funds	-	(21,430,236)
Unrealized gain on investment property	(365,156,542)	-
Realised loss / (gain) on disposal of investment	3,928,912	-
Exchange (gain) / loss - net	-	(1,295)
Dividend income	-	(1,170,379)
Gain on disposal of operating fixed asset	(1,079,930)	(500,000)
Reversal of expenses	(4,030,939)	-
Gain on disposal of non-current asset held for sale	-	(30,651,665)
Profit on TFC's	(1,587,801)	-
Reversal of provision for GIDC	-	(29,822,466)
Exchange gain	(1,015,174)	-
Remeasurement gain on GIDC	-	(4,675,267)
Other Income	(431,507)	-
Provision for SWWF	2,806,264	-
Employee share options	11,000,000	80,440,000
Fair value gain on investment property	-	(684,723,458)
	(2,731,753,549)	(287,765,186)
Working capital changes		
(Increase) / decrease in current assets		
Tools	-	963,747
Receivables from tenants	114,001,146	(49,759,779)
Loans, advances, prepayments and other receivables	298,071,077	(117,902,946)
Due from related parties	(311,804,637)	(17,046,380)
	100,267,586	(183,745,358)
(Decrease) / increase in current liabilities		
Trade and other payables	884,979,015	154,015,983
Due to related parties	49,348,567	(21,319,089)
Accrued markup	-	-
Advance from tenants	-	(148,002,285)
	934,327,582	(15,305,391)

Consolidated Statement of Cash Flows

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
Cash (used in) / generated from operations		3,319,194,749	(427,624,035)
GIDC installments paid		(12,700,076)	(10,672,137)
Finance cost paid		(330,300,601)	(488,058,347)
Profit on saving accounts received		396,511,991	29,370,138
Due from related party - non current portion		-	-
Income tax refunded - net		(23,738,802)	32,123,478
Net cash generated / (used in) from operating activities		3,348,967,261	(864,860,903)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of operating fixed assets		(323,099,852)	(66,310,729)
Additions to investment property		-	(791,396,903)
Proceeds from disposal of intangible		198,876	-
Additions to development properties		-	(395,787,689)
Advance for future issue of shares		-	(1,020,000,000)
Purchase of investments in mutual funds		(93,107,281)	(1,568,704,987)
Proceeds from disposal of investment in mutual funds		633,990,589	1,023,232,918
Proceeds from disposal of TDR		150,455,431	-
Disposal of Development properties		1,833,175,473	-
Expenditure incurred for non-current asset held for sale		-	(102,348,335)
Proceeds from sale of non-current asset held for sale		-	7,362,500,000
Additions in security deposits		(3,828,114)	-
Re-investment of specie dividend in mutual funds		1,015,172	-
Effects of translation of investments in foreign subsidiary		50,365,761	-
Long-term loan to subsidiaries		875,543,424	-
Expenditure on investment property		(375,682,248)	-
Long-term deposits		(1,000,000)	-
Investments		(5,950,000,000)	-
Proceeds from disposal of operating fixed assets		-	500,000
Net cash (used in) / generated from investing activities		(3,201,972,769)	4,441,684,275
CASH FLOWS FROM FINANCING ACTIVITIES			
Long-term financing - net		(1,993,241,617)	22,740,790
Short-term borrowings - net		41,941,183	(400,000,000)
Issue of right shares		-	-
lease liability-Net		50,385,531	-
Dividends paid		-	(327,393,106)
Net cash (used in) financing activities		(1,900,914,903)	(704,652,316)
Net (decrease) / increase in cash and cash equivalents		(1,753,920,411)	2,872,171,056
Cash and cash equivalents at the beginning of the year		3,103,839,213	231,668,157
Net cash flow from assets classified as held for sale		542,325,580	-
Cash and cash equivalents at the end of the year	40	1,892,244,382	3,103,839,213

The annexed notes from 1 to 45 form an integral part of these consolidated financial statements.

CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

DIRECTOR

Consolidated Statement of Changes In Equity

For the Year Ended June 30, 2022

	Capital reserves			Revenue Reserve		
	Issued, subscribed and paid up capital	Share premium account	Other Capital Reserves (note 20.2)	Foreign exchange translation reserve	Total (Rupees)	Non-controlling interest
Balance at June 30, 2020	3,273,931,060	21,746,165	-	-	21,746,165	3,039,225,919
Profit for the year	-	-	-	-	-	70,409,087
Other comprehensive income for the year - net of tax	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	70,409,087
Share based payments reserve	-	-	80,440,000	-	80,440,000	-
Interim dividend for the year ended June 30, 2021 @ Rs 1 per share	-	-	-	-	-	(327,393,106)
Loss attributable to non-controlling interest for the year	-	-	-	-	-	(378,943)
Balance at June 30, 2021	3,273,931,060	21,746,165	80,440,000	-	102,186,165	2,782,241,900
Profit for the year	-	-	-	-	-	5,292,489,241
Other comprehensive income for the year - net of tax	-	-	-	-	-	50,365,761
Foreign exchange translation reserve	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	5,342,855,002
Share based payments reserve	-	-	11,000,000	-	11,000,000	-
Bonus shares issued	1,833,401,395	-	-	-	(1,833,401,395)	-
Disposal of subsidiary - HKC (NCI portion)	-	-	-	-	-	-
Balance at June 30, 2022	5,107,332,455	21,746,165	91,440,000	-	113,186,165	6,466,798,425
						11,687,317,045

The annexed notes from 1 to 45 form an integral part of these consolidated financial statements.



CHIEF EXECUTIVE OFFICER



CHIEF FINANCIAL OFFICER



DIRECTOR

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

1 THE HOLDING COMPANY AND ITS OPERATIONS

- 1.1 TPL Properties Limited (the Holding Company) was incorporated in Pakistan as a private limited company on February 14, 2007 under the repealed Companies Ordinance, 1984. Subsequently 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 Holding Company 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.

TPL Corp Limited and TPL Holdings (Private) Limited are the Parent and Ultimate Parent companies respectively, as of reporting date.

- 1.2 The Group comprises of the Holding Company and the following subsidiaries that have been consolidated in these financial statements:

Subsidiary Companies	Note	Date of becoming subsidiary	Holding		Total assets	Total liabilities	Total assets	Total liabilities
			2022	2021	2022		2021	
			%	%	(Rupees)			
TPL Technology Zone Phase-I (Private) Limited (formerly G-18 (Private) Limited)	1.2.1	12-04-2018	99.99	99.99	2,753,917,231	1,100,508,410	2,470,855,754	1,786,328,736
TPL REIT Management Company Limited	1.2.2	12-10-2018	99.99	99.99	722,216,314	352,669,200	419,886,801	9,743,194
TPL Property Management (Private) Limited	1.2.3	10-04-2020	99.99	99.99	89,864,450	77,118,192	82,230,565	79,781,378
TPL Logistic Park (Private) Limited	1.2.4	11-12-2019	99.99	99.99	606,083,643	606,453,620	600,327,798	600,412,011
TPL Development (Private) Limited	1.2.6	13-04-2022	99.99	99.99	1,074,432	23,868,568	-	-

1.2.1 TPL Technology Zone Phase-I (Private) Limited (formerly G-18 (Private) Limited) [TPL TZ]

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.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

1.2.2 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 not commenced its operations.

1.2.3 TPL Property Management (Private) 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 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. During the year, upon execution of novation agreement dated 01 July 2020, the maintenance and other services are transferred from the Holding Company to TPL PM.

1.2.4 TPL Logistic Park (Private) Limited [TPL LP]

TPL LPark 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 the entity is to carry on the business of the Holding Company 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 operations.

1.2.6 TPL Development (Private) Limited [TPL D]

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 Geographical location and address of business units

Head Office

The head office of the Holding Company and its subsidiary companies is situated at 20th Floor, Sky Tower - East Wing, Dolmen City, Block 4, Clifton, Karachi.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

Other properties

- Holding Company rented premises are located at 20th Floor, Sky Tower - East Wing, Dolmen City, Block 4, Clifton, Karachi.
- TPL TZ investment property site is located at Open Industrial Plot No. 25-B, situated at Sector 30, Korangi Industrial Area, Karachi.

1.4 The Group has the following related parties:

Name	Relationship	Common Directorship	Percentage of Shareholding
TPL Corp Limited [TCL]	Parent company	Yes	40%
TPL Holdings (Private) Limited [THL]	Ultimate Parent	Yes	1%
TPL Trakker Private Limited [TTL]	Associated company	Yes	-
TPL Insurance Limited [TIL]	Associated company	Yes	3%
TPL Security Services (Private) Limited [TPLS]	Associated company	Yes	0%
TPL Maps (Private) Limited [TMP]	Associated company	Yes	-
TPL Rupiya (Private) Limited [TPLR]	Associated company	Yes	-
TPL Life Insurance Limited [TLI]	Associated company	Yes	-
TPL Property Management (Private) Limited [TPLPM]	Subsidiary company	Yes	100%
TPL Developments (Private) Limited	Wholly Owned		100%
TPL Logistic Park (Private) Limited [TPLLP]	Subsidiary company	Yes	100%
TPL Technology Zone Phase-I (Private) Limited	Subsidiary company	Yes	100%
TPL REIT Management Company Limited [TPL REIT]	Subsidiary company	Yes	100%
TPL REIT Fund I	Associated Company	Yes	49%
Jameel Yusuf	Chairman	N/A	1%
Muhammad Ali Jameel	Chief Executive Officer	N/A	8%
Jamil Akbar	Chief Operating Officer	N/A	0%
Adnan Khandwala	Chief Financial Officer	N/A	0%
TPL Properties Limited - Employees' Provident Fund	Employees' Provident	N/A	0%
TPL Investment Management Limited (Incorporated in the ADGM)	Associated company	Yes	-

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

2 BASIS OF PREPARATION

2.1 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 Standard Board (IASB) as notified under the Companies Act 2017 (the Act);
- Provisions of and directives issued under the Act; and
- Islamic Financial and Accounting Standards (IFAS).

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

2.2 Accounting convention

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

2.3 Basis of consolidation

These consolidated financial statements comprise of the financial statements of the Holding Company and its subsidiary companies, TPL TZ, TPL PM, TPL LP, TPL DP and TPL REIT as at June 30, 2022, here-in-after referred to as 'the Group'.

Subsidiaries

Subsidiaries are those entities over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has;

- power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangements with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the statement of profit or loss and other comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

When the ownership of a subsidiary is less than 100 percent, and therefore, a non-controlling interest (NCI) exists, accordingly, the components of profit or loss and other comprehensive income are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition is recorded as goodwill. If the cost of acquisition is less than fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the statement of profit or loss and other comprehensive income.

After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill acquired in a business combination is, on the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination. Goodwill is tested annually or whenever there is an indication of impairment exists. Impairment loss in respect of goodwill is recognised in statement of profit or loss and other comprehensive income and is not reversed in future periods.

The assets, liabilities, income and expenses of subsidiary companies are 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.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

All intra-group transactions, balances, income, expenses and unrealised gains and losses on transactions between Group companies are eliminated in full.

TPL TZ, TPL PM, TPL LP, TPL DP and TPL REIT have the same reporting period as that of the Holding Company. The accounting policies of subsidiaries have been changed to confirm with accounting policies of the Group, wherever needed.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 New / Revised Standards, Amendments, Interpretations and Improvements

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.

The Company has adopted all the new standards and amendments to standards, including any consequential amendments to other standards which are applicable for the financial year beginning on July 1, 2021. The adoption of these new and amended standards did not have material impact on the Company's financial statement.

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
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Amendments to IFRS 16 'Leases' - Extended practical relief regarding Covid - 19 related rent concessions	April 01, 2021
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3.2 New accounting standards, amendments and interpretations that are not yet effective

The following standards, amendments and interpretations with respect to the approved accounting standards as applicable in Pakistan that would be effective from the dates mentioned below against the respective standard or interpretation:

Amendments to IAS 1 'Presentation of Financial Statements' - Classification of liabilities as current or non-current	January 01, 2024
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Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

	Effective date (annual periods beginning on or after)
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	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 IFRS 3 'Business Combinations' - Reference to the conceptual framework	January 01, 2022
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

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 International Financial Reporting Standards

IFRS 17 Insurance Contracts

3.3 Critical 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 judgements, estimates and assumptions that affect the application of policies and the reported amount 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 underlying the 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. Judgements, estimates and assumptions made by the management that may have a significant risk of material adjustments to the consolidated financial statements in the subsequent years are as follows:

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

	Note
i) Determination of useful lives, method of depreciation / amortization and residual value of operating fixed assets and intangible assets	3.4 & 3.5
ii) Fair value of investments	3.6
iii) Impairment of financial and non-financial assets	3.80
iv) Contingencies	3.15
v) Fair value of employee share options	3.12
vi) Provision for taxation	3.17

3.4 Operating fixed assets

These are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is recognised in consolidated statement of profit or loss and other comprehensive income applying the straight-line method. Depreciation on additions during the year is charged from the month of addition, whereas, depreciation on disposals is charged upto the month in which the disposal takes place.

Rates of depreciation which are disclosed in note 4 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 capitalized, if recognition criteria is met and the assets so replaced, if any, are retired. Maintenance and normal repairs are recognised in consolidated statement of profit or loss and other comprehensive income.

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.

An item of property, plant and equipment initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gain or loss on derecognition of an asset represented by the difference between the sale proceeds and the carrying amount of the asset, is recognised in consolidated statement of profit or loss and other comprehensive income.

3.5 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 statement of profit or loss and other comprehensive income 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 5 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.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

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.

3.6 Investment property

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 consolidated statement of profit or loss and other comprehensive income 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 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 consolidated statement of profit or loss and other comprehensive income 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.

3.7 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 (except for investment property measured at fair value) 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.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

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

3.7 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.

3.7.1 Financial assets

a) 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 receivables, 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.

b) Subsequent measurement

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

- Financial assets at amortised cost (debt instruments);
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- Financial assets at fair value through profit or loss.

i) Financial assets at amortised cost (debt instruments)

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 the consolidated statement of profit or loss and other comprehensive income when the asset is derecognised, modified or impaired.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

ii) Financial assets designated at fair value through OCI (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 consolidated statement of profit or loss and other comprehensive income and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to consolidated statement of profit or loss.

The Group does not have any debt instruments at fair value through OCI investments during the current and last year and as of reporting date.

iii) Financial assets designated at fair value through OCI (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 consolidated statement of profit or loss. Dividends are recognised as other income in the consolidated statement of profit or loss and other comprehensive income 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 other comprehensive income. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group does not have any equity instruments at fair value through OCI investments during the current and last year and as of reporting date.

iv) 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. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. 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.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

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

The Group has designated investment in mutual funds at fair value through profit or loss.

c) **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 consolidated 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.

3.7.2 **Financial liabilities**

a) **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.

The Group's financial liabilities include long-term financing, short-term borrowings, due to related parties, accrued mark-up and trade and other payables.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

b) 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 consolidated statement of profit or loss and other comprehensive income.

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. The Group has not designated any financial liability as at fair value through profit or loss.

c) 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 consolidated statement of profit or loss and other comprehensive income.

d) 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 consolidated statement of profit or loss and other comprehensive income.

e) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated 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.

3.8 Impairment

3.8.1 Impairment of financial assets

IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' (ECL) model. The new impairment model applies to financial assets measured at amortised cost, contract assets and debt investments at fair value through other comprehensive income, but not to investments in equity instruments.

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. The shortfall is then discounted at an approximation to the asset's 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. 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.

At each reporting date, the Group assesses whether financial assets are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the respective asset.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

The Group uses the standard's simplified approach and calculates ECL based on life time ECL on its financial assets. 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 financial assets and the economic environment.

3.8.2 Impairment of non-financial assets

The carrying amounts of non-financial assets are assessed at each reporting date to ascertain whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated to determine the extent of impairment loss, if any. An impairment loss is recognised, as an expense in consolidated statement of profit or loss. The recoverable amount is the higher of an asset's fair value less cost to disposal and value-in-use. Value-in-use is ascertained through discounting of the estimated future cash flows using a discount rate that reflects current market assessments of the time value of money and the risk specific to the assets for which the estimate of future cash flow have not been adjusted. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

An impairment loss is reversed if there is a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised previously. Reversal of an impairment loss is recognised immediately in consolidated statement of profit or loss.

3.9 Advances and prepayments

These are initially recognised at cost, which is the fair value of the consideration given. Subsequent to initial recognition assessment is made at each consolidated statement of financial position date to determine whether there is an indication that assets may be impaired. If such indication exists, the estimated recoverable amount of that asset is determined and any impairment loss is recognised for the difference between the recoverable amount and the carrying value.

3.10 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and deposit and current accounts maintained with banks. Cash equivalents are short term highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investments and other purposes.

3.11 Share capital

Ordinary shares are classified as equity and recognized at their face value. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

3.12 Employees share option scheme

Eligible employees of the Holding 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 performance 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 Holding Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of income 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.

3.13 Staff retirement benefits

Defined contribution plan

The Holding Company operates a recognised provident fund (defined contribution scheme) for the Group's 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.

3.14 Provisions

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

3.15 Contingencies

Contingent liability is disclosed when

- there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- there is a present obligation that arises from past events but it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measure with sufficient reliability.

3.16 Revenue recognition

3.16.1 Revenue from contracts with tenants

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

i) **Revenue from services to 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 services 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 overtime 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.

ii) **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). Refer to accounting policies of financial assets as disclosed in note 3.7 to these consolidated financial statements.

iii) **Contractual liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

iii) **Other revenue**

Interest income is recognised as it accrues using the effective interest rate method and other revenues are recorded on accrual basis.

3.17 **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 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.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

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 consolidated statement of profit or loss and other comprehensive income.

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 and other comprehensive income.

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.

3.18 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.

3.19 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 consolidated financial statements are authorised for issue, they are disclosed in the notes to the consolidated financial statements.

3.20 Foreign currency transactions

The consolidated financial statements are presented in Pakistani Rupee, which is the Group's functional and presentation currency. Foreign currency transactions during the year are translated at the exchange rates ruling on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rates of exchange ruling at the reporting date. Any resulting gain or loss arising from changes in exchange rates is taken to the consolidated statement of comprehensive income. 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.

3.21 Functional and presentation currency

These consolidated financial statements are presented in Pakistani Rupee, which is the Group's functional and presentation currency.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

4 PROPERTY AND EQUIPMENT

	2022	2021
	Rupees	Rupees
Operating fixed assets		
Owned	519,296,691	62,528,835
	519,296,691	62,528,835

4.1 Operating fixed assets - Owned

The following is the statement of operating assets:

Description	Operating fixed assets							Total	
	Furniture	Equipment	Vehicles	Computer and accessories	Mobile Phone	Leasehold improvements	Painting (Work of Art)		Right-of-use assets
	Rupees								
Year ended June 30, 2022									
Net carrying value basis									
Opening net book value (NBV)	647,048	149,944	58,912,472	2,497,856	321,515	-	-	62,528,835	
Additions (at cost)	43,531,588	5,098,940	105,262,967	5,398,637	881,000	155,011,853	7,914,867	519,560,947	
Exchange loss	(13,985)	-	-	(2,657)	-	(52,801)	-	(1,079,930)	
Disposals (NBV)	(4,612,550)	(987,472)	(32,345,208)	(3,299,769)	(559,924)	(12,348,963)	-	-	
Depreciation charge	39,552,101	4,261,412	131,830,231	4,594,067	642,591	142,610,089	7,914,867	(61,713,161)	
Closing net book value								519,296,691	
Gross carrying value basis									
Cost	50,111,181	6,433,469	172,286,156	16,132,055	1,843,646	154,959,052	7,914,867	605,131,034	
Accumulated depreciation	(10,559,080)	(2,172,057)	(40,455,925)	(11,537,988)	(1,201,055)	(12,348,963)	-	(85,834,343)	
Net book value	39,552,101	4,261,412	131,830,231	4,594,067	642,591	142,610,089	7,914,867	519,296,691	
Year ended June 30, 2021									
Net carrying value basis									
Opening net book value (NBV)	2	781,074	533,638	2,483,496	87,216	-	-	3,885,426	
Additions (at cost)	754,978	-	64,350,040	778,711	427,000	-	-	62,712,946	
Exchange loss	-	-	-	-	-	-	-	-	
Disposals (NBV)	(107,932)	(631,130)	(5,971,206)	(764,351)	(192,701)	-	-	(4,069,537)	
Depreciation charge	647,048	149,944	58,912,472	2,497,856	321,515	-	-	62,528,835	
Closing net book value									
Gross carrying value basis									
Cost	6,593,578	1,334,529	67,023,189	10,736,075	962,646	-	-	86,650,017	
Accumulated depreciation	(5,946,530)	(1,184,585)	(8,110,717)	(8,238,219)	(641,131)	-	-	(24,121,182)	
Net book value	647,048	149,944	58,912,472	2,497,856	321,515	-	-	62,528,835	
Depreciation rate % per annum									
	20	20	20	33.33	50	14.33	14.33	14.3 - 50	

* Represents transfers from operating fixed assets to investment property (note 6).

4.1.1 Vehicles includes assets under common ownership under Diminishing Musharaka arrangement.

4.1.2 Depreciation for the year has been charged to administrative and general expenses (note 34).

4.1.3 Operating fixed assets include items having an aggregate cost of Rs. 15.55 million (2021: Rs. 15.55 million) which have been fully depreciated and are still in use of the Group.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
5 INTANGIBLE ASSET			
Net carrying value basis			
Opening net book value		500,249	750,389
Additions (at cost)		-	-
Disposals		(198,876)	-
Amortization charge		(150,696)	(250,140)
Closing net book value		150,677	500,249
Gross carrying value basis			
Cost		753,449	1,250,649
Accumulated amortization		(602,772)	(750,400)
Net book value		150,677	500,249
Amortization rate % per annum		20	20
6 INVESTMENT PROPERTIES			
Investment property		-	1,470,752,861
7 DEVELOPMENT PROPERTY			
Land		-	801,225,879
Design and consultancy		-	269,966,585
Project management and related costs		-	330,225,183
Other project costs		-	431,757,826
		-	1,833,175,473
8 LONG-TERM INVESTMENT			
Financial assets			
At amortised cost	8.1	475,000,000	-
At fair value through profit and loss	8.2	7,873,050,000	-
		8,348,050,000	-
8.1 Financial assets at cost			
Investment in Term Finance Certificates	8.1.1	475,000,000	-

8.1.1 During the year the company has invested in Term Finance Certificates of Bank of Punjab bearing coupon rate at 6 months KIBOR + 2% per annum.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
8.2 Financial assets at fair value through profit and loss			
TPL REIT Fund I	8.2.1	<u>7,873,050,000</u>	<u>-</u>

8.2.1 On Sep 25, 2021 Board of Directors approved to sell projects, including 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.

9 ADVANCE FOR FUTURE ISSUE OF SHARES

Security Packers (Private) Limited	9.1	600,000,000	600,000,000
National Management & Consultancy Services Private Limited (NMC)		-	1,020,000,000
		<u>600,000,000</u>	<u>1,620,000,000</u>

9.1 The Group entered into share purchase agreement dated February 26, 2020 to purchase 60 million ordinary shares at face value of 10 per share.

10 DUE FROM RELATED PARTY - NON CURRENT PORTION TPL REIT Fund I

Total performance fee		877,904,757	-
Less: current portion of fee		(263,371,427)	-
Non-current portion of performance fee receivable		<u>614,533,330</u>	<u>-</u>
No. of years used when expected fee is to be received (No.)	10.1	7	N/a
Discount rate (%)	10.3	17.98%	N/a
Present value of performance fee receivable		<u>193,146,436</u>	<u>-</u>

10.1 As disclosed in note 30.1, the performance fee portion which is due after the expiry of the "Accelerator Period" is recognized as the non-current portion of the performance fee and calculated based on discounted cash flows basis.

10.2 Based on a conservative estimates the management believes that the "Accelerator period" is to be completed after the expiry of 7 years from the end of the current financial year.

10.3 Management have determined 1Y KIBOR rate of 15.73% as at June 30, 2022 as the base rate and added 225 basis point to arrive at the discount rate.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

		2022 ----- (Rupees) -----	2021
11 ACCRUED INTEREST	Note		
Interest on TFCs	11.1	<u>2,267,897</u>	<u>13,192</u>
11.1	This represents interest accrued on TFCs bearing 6 months KIBOR + 2% p.a.		
		As of June 30, 2022 Recognised in the profit in loss Deferred tax Asset / (liability) ----- Rupees -----	
12 DEFERRED TAX - NET			
Operating fixed assets		(59,102)	(59,102)
Pre commencement expenditure		773,942	773,942
Provision for Sindh Workers ' welfare fund		804,152	804,152
		<u>1,518,992</u>	<u>1,518,992</u>
	Note	2022	2021
		----- (Rupees) -----	
13 LONG-TERM DEPOSITS			
– unsecured, considered good			
Security deposits			
City District Government Karachi		86,919	86,919
Central Depository Company of Pakistan Limited		200,000	200,000
Total PARCO Pakistan Limited - fuel cards		3,500,000	2,500,000
Others		2,818,114	-
	13.1	<u>6,615,033</u>	<u>2,786,919</u>
13.1	These deposits are non-interest bearing.		
14 RECEIVABLES FROM TENANTS			
– unsecured, considered good			
Rent		33,463,598	74,999,042
Services		85,614,623	85,416,593
Others		3,740,744	9,539,995
	14.1	<u>122,818,965</u>	<u>169,955,630</u>
	Note	2022	2021
		----- (Rupees) -----	
Less: Amounts written off/ Allowance for expected credit losses	14.2	<u>(69,898,364)</u>	<u>(3,033,883)</u>
		<u>52,920,601</u>	<u>166,921,747</u>

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

14.1 Includes receivable from the following related parties:

TPL Corp Limited	16,345,329	62,733,007
TPL Trakker Limited	27,695,963	85,674,418
TPL Insurance Limited	5,472,823	5,427,436
	<u>49,514,115</u>	<u>153,834,861</u>

14.2 Movement of allowance for expected credit loss on receivables is as follows:

Opening balance	3,033,883	155,022
Charge for the year	66,864,481	2,878,861
Closing balance	<u>69,898,364</u>	<u>3,033,883</u>

14.3 The maximum amount outstanding receivable from the related parties at any time during the year calculated by reference to month end balances were as follows:

TPL Corp Limited	17,081,355	62,733,007
TPL Trakker Limited	52,326,718	85,674,418
TPL Insurance Limited	152,643	5,427,436

15 LOANS, ADVANCES, PREPAYMENTS AND OTHER RECEIVABLES

----- (Rupees) -----

Loan to employee		1,005,222	37,656
Advances – unsecured, considered good			
Suppliers and contractors	15.1	107,571,742	145,329,753
Others		-	-
		107,571,742	145,329,753
Prepayments			
Insurance		2,055,603	1,983,527
		2022	2021
	Note	----- (Rupees) -----	
Other receivables			
Receivable from Bank Al-Habib Limited against sale of Centrepont building	1.4	-	387,500,000
National Management & Consultancy Services (Private) Limited		96,716,255	-
HKC (Private) Limited		1,570,567	-
Receivable for cost reimbursement		26,336,358	12,225,924
Receivables from feeder fund in process of incorporation		18,649,039	-
Sales tax receivable		-	4,899,003
		<u>253,904,786</u>	<u>551,975,863</u>

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

15.1 These advances are non-interest bearing and generally on an average term of 1 to 12 months.

16 DUE FROM RELATED PARTIES – unsecured, considered good

Parent Company

TPL Corp Limited

Associated Companies

TPL Security Services (Private) Limited

TPL Insurance Limited

TPL Life Insurance Limited

TPL REIT Fund 1

16.1

-	6,492,863
-	5,648,262
-	286,522
-	4,822,578
329,054,862	-
<u>329,054,862</u>	<u>17,250,225</u>

16.1 This represents formation costs and other expenses incurred by the Holding Company on behalf of the Fund.

17 SHORT-TERM INVESTMENTS

Investment in mutual funds (designated at fair value through profit or loss)

Term deposit receipts (TDR)

17.1

17.2

362,201	634,352,790
-	150,455,431
<u>362,201</u>	<u>784,808,221</u>

17.1 The particulars of mutual funds are as follows:

2022	2021	Name of Mutual Funds	2022	2021
Number of units			Carrying Value	Fair Value
			Carrying Value	Fair Value
			(Rupees)	
-	130,112	AKD Securities Limited	-	16,390,536
-	1,069	AKD Aggressive Income Fund	-	55,090
-	393,133	AKD Islamic Fund	-	20,600,691
-	1,267,006	AKD Opportunity Fund	-	170,318,981
4,985	4,631	Pak Oman Asset Management Limited	263,132	256,691
1,956	2,345,220	NBP Money Market Fund	106,064	23,377,483
-	3,924,015	Faysal Money Market Fund	-	400,000,000
<u>6,941</u>	<u>8,065,186</u>		<u>369,196</u>	<u>634,352,790</u>

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
17.2 These carry interest of 6% per annum.			
18 CASH AND BANK BALANCES			
Cash in hand		107,954	115,311
Cash at banks in local currency			
- current accounts		1,059,058,064	1,471,355,919
- saving accounts	18.1	832,716,163	1,481,912,552
		1,891,774,227	2,953,268,471
Less: Allowance for expected credit loss		-	-
		<u>1,891,882,181</u>	<u>2,953,383,782</u>

18.1 Included herein a cash deposit of Rs. 16.854 million under lien (note 23.2.1) and saving account balances placed with commercial bank carrying mark-up ranging from 5.5 percent to 12.5 percent (2021: 5.5 percent to 8.06 percent) per annum respectively.

19 ASSETS HELD FOR SALE

As at June 30, 2022, assets 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	-
	<u>2,915,292,476</u>	<u>-</u>

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	-
Due to a related party	-	-
	<u>(1,097,595,576)</u>	<u>-</u>
	<u>1,817,696,900</u>	<u>-</u>

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

20 ISSUED, SUBSCRIBED AND PAID-UP CAPITAL

2022 ---- (No. of shares) ----	2021		Note	2022 ----- (Rupees) -----	2021
175,920,448	175,920,448	Ordinary shares of Rs.10/- each		1,759,204,483	1,759,204,483
151,472,658	151,472,658	Issued for cash consideration		1,514,726,580	1,514,726,580
183,340,139	-	- Issued for consideration other than cash		1,833,401,393	-
510,733,245	327,393,106	- Issued as bonus from revenue	20.3 20.1	5,107,332,456	3,273,931,063

20.1 Voting rights, board selection, right of first refusal and block voting are in proportion to their shareholding.

20.2 The holding Company introduced Employee Share Option Scheme (Scheme) to certain key employees meeting certain criteria. The exercise price of the shares is Rs. 10/-. The share options vest after a period of 2 years from the date of grant and the concerned employee remains employed on such date. The Scheme is subject to approval from the Securities and Exchange Commission of Pakistan.

The share options can be exercised up to one year after the two-year vesting period and therefore, the contractual term of each option granted is two years. There are no cash settlement alternatives. The Holding Company accounts for the Scheme as an equity-settled plan.

The expense recognized during the year related to equity settled share based payments amounts to Rs. 11 million (2021: Rs. 80.440 million) respectively.

20.3 On October 27, 2021, Board of Directors approved to utilize Rs. 654,786,213 out of revenue reserve account and issued bonus shares of Rs. 10 each to every member in the ratio of 1 share for 5 shares held. However, subsequently on February 25, 2022, Board of Directors further approved to utilize Rs. 1,178,615,180 out of revenue reserve account and issued bonus shares of Rs. 10 each to every member in the ratio of 3 shares for 10 shares held.

21 PROFIT FROM DISCONTINUED OPERATIONS

On March 22, 2022, the Group decided to dispose off its entire holding in TTZ, following a strategic decision to place greater focus on the Groups core business.

Accordingly, the Group decided to classify TTZ as held for sale or as a discontinued operations for the year ended June 30, 2022.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
21.1 Results of discontinued operations			
Administrative expenses		(834,925)	-
Other income		220,716,729	-
Profit / (loss) for the period		219,881,804	-
Taxation		-	-
Profit / (loss) for the period		219,881,804	-
Other comprehensive income for the period		-	-
Total comprehensive loss for the period		219,881,804	-
21.2 Cashflows from (used in) discontinued operations			
Net cash used in operating activities		(666,745,275)	-
Net cash from investing activities		(140,032,038)	-
Net cash from financing activities		749,000,000	-
Cash and cash equivalent		600,102,893	-
Net cash flows for the year		542,325,580	-
22 LONG-TERM FINANCING	Note	2022 ----- (Rupees) -----	2021
JS Bank Limited - payroll financing	22.1	7,296,333	21,888,997
JS Bank Limited - project financing I	22.2	-	75,000,000
JS Bank Limited - project financing II	22.3	-	200,000,000
Diminishing Musharaka facility - I	22.4	-	25,960,825
Diminishing Musharaka facility - II	22.5	120,758,072	48,446,200
Habib Metro Bank Limited	22.6	-	1,000,000,000
Soneri Bank Limited	22.7	250,000,000	500,000,000
Bank of Punjab	22.8	-	1,000,000,000
Term Finance Certificates	22.9	500,000,000	-
		878,054,405	2,871,296,022
Less: current maturity		(257,296,333)	(549,725,621)
		620,758,072	2,321,570,401

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

22.1 The Company has availed the refinance scheme of Rs. 29.803 million from a commercial 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 mark-up of SBP rate plus 3%. The facility has been secured against the following:

- First pari pasu charge on present and future fixed assets;
- First pari pasu charge on present and future current assets;
- Corporate guarantee of TPL Trakker Limited; and
- Assignment of receivables from TPL Insurance Limited.

22.2 The Group 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 following:

- Equitable mortgage charge to the extent of PKR 100M over fixed asset of HKC; and
- Corporate guarantee of TPL Properties Limited.

22.3 During the year, the Group 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.

22.4 The Holding Company has entered into the Musharaka facility agreement of up to Rs. 50 million with a commercial modaraba company dated October 23, 2019. The purpose of the loan is to purchase HPE Proliant DL 380 Generation 10 server & core switches, access switches and transceivers. The amount received against the facility is repayable in monthly installments for a period of 3 years at the rate of 6 months KIBOR plus 3.5% per annum. The facility has been secured against the following:

- Title of the assets in the name of Modaraba Company for the entire facility tenor; and
- Post dated cheques for the entire facility tenor.

22.5 The Company had entered into Musharka agreement with commercial bank dated 2022 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.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

22.6 On June 24, 2021, the Company has entered into an agreement with a commercial bank dated for raising financing to the extent of Rs. 1 billion. It is repayable on September 30, 2022, including mark-up at 1 year KIBOR per annum. The purpose of the loan is to facilitate Real Estate Development Projects. The facility has been secured against the following:

- Ranking charge of Rs.1,333 million over Non-Current Assets (excluding Land & Building) of the Company with 25% margin duly insured in bank's favor covering all risk and registered with SECP;
- Ranking charge of Rs.1,333 million over receivables and short-term investments of the Company with 25% margin duly insured in bank's favor covering all risk and registered with SECP; and
- Personal guarantee of Directors.

Subsequently on June 23, 2022, the entire facility has been paid off.

22.7 During the year, the Company has 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 Holding Company for Rs. 666.667 million covering approved limit with 25% margin.

On June 21, 2022, Rs. 250 Million has been paid off.

22.8 During the year, 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 billion;
- equitable mortgage by the way of deposit of title deeds over the mortgaged property in favour of intercredit agent in the sum of Rs.3.03 billion, 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.3.033 billion;

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

- 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 allottees under the pursuant to the respective agreements, in favour of the intercredit agent in the sum of Rs.3.033 billion;
- create a lien and right of set-off over the project accounts in favour of intercredit agent in the sum of Rs.3.033 billion;
- 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.

During the year, this liability has been presented as liabilities classified as held for sale

- 22.9 During the year, the company 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.

	Note	2022 ----- (Rupees) -----	2021
23 LEASE LIABILITY			
Recognised during the period		196,717,172	-
Add: accrued interest		1,915,522	-
Less: payments		(16,804,208)	-
		<u>181,828,486</u>	<u>-</u>
Current portion of lease liability		33,955,799	-
Non-current portion of lease liability		<u>147,872,687</u>	<u>-</u>
		<u>181,828,486</u>	<u>-</u>
24 DEFERRED TAX LIABILITY			
Deferred tax liability on taxable temporary differences:			
Operating fixed assets		64,956	-
Performance fee recognised using discounted cash flows		56,012,466	-
		<u>56,077,422</u>	<u>-</u>
		2022	2021
		----- (Rupees) -----	
Deferred tax asset on deductible temporary differences			
Pre commencement expenditure		773,942	-
Provision for Sindh Worker welfare fund		813,817	-
		<u>1,587,759</u>	<u>-</u>
	24.1	<u>(54,489,663)</u>	<u>-</u>

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

24.1 Movement of deferred tax Assets - net

	Balance as at 30 June 2020	Balance as at 30 June 2021	Recognized in profit and loss account (Rupees)	Balance as at 30 June 2022
Taxable Temporary Differences				
Operating fixed assets	-	-	64,956	64,956
Performance fee recognised using discounted cash flows	-	-	56,012,466	56,012,466
Deductible Temporary Differences				
Pre commencement expenditure	-	-	773,942	773,942
Provision for Sindh Worker Welfare Fund	-	-	813,817	813,817
	-	-	54,489,663	54,489,663

25 GAS INFRASTRUCTURE DEVELOPMENT CESS (GIDC) LIABILITY

GIDC liability	18,521,850	31,221,926
Less: current portion of GIDC liability	(18,521,850)	(11,642,332)
	-	19,579,594

26 TRADE AND OTHER PAYABLES

Creditors	84,016,714	52,634,135
Accrued liabilities	117,381,057	373,368,134
Provision of bonus	600,000,000	160,000,000
Share application money	-	898,750
Retention money	609,251	609,251
Payable to employees fund	26.1 2,764,531	2,002,638
Withholding income tax payable	17,590,205	9,169,232
Against purchase of shares payable	250,000,000	-
Sales tax payable	4,300,180	-
Withholding Sales tax payable	35,204,882	-
Provision for Sindh Worker welfare fund	2,806,264	-
	26.2 1,114,673,084	262,682,140

26.1 Investments out of provident fund have been made in accordance with the provisions of the Section 218 of the Companies Act, 2017 and the rules formulated for this purpose.

26.2 These payables are non-interest bearing and generally on an average term of 1 to 12 month.

27 DUE TO RELATED PARTIES – unsecured

Parent Company
TPL Corp Limited
Associated Companies
TPL Trakker Limited
TPL Insurance Limited

Directors remuneration payable

Note

2022 ----- (Rupees) -----	2021
14,921,729	-
-	2,169,130
111,298	-
111,298	2,169,130
36,484,670	-
51,517,697	2,169,130

27.1

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

- 27.1 Represents the amount payable to related parties on account of expenses incurred and services acquired by the Company.
- 27.2 Represents loan financing facility having a limit of Rs. 100 million carrying mark-up at the variable rate of 3 months KIBOR plus 4 percent. The loan is payable at any time before August 31, 2021 at the option of the Company.

28 ACCRUED MARK-UP

Long-term financing	15,276,713	43,513,585
Mark-up on Diminishing Musharaka Arrangements	-	959,939
Short term borrowings - secured	27,056,763	210,959
	<u>42,333,476</u>	<u>44,684,483</u>

29 SHORT TERM BORROWING

Short term borrowing	29.1	41,941,183	-
----------------------	------	------------	---

- 29.1 The Company entered into agreement with Abhi (Private) Limited dated February 18, 2022 whereas Abhi (Private) Limited will provide monthly payroll financing to Company at rate Kibor 1 month plus 2% per annum.

30 CONTINGENCIES

There are no contingencies at the reporting date.

31 COMMITMENTS

31.1 Commitments

31.1.1 Letter of credit

Outstanding amount	29.1.2	16,854,000	16,854,000
Commitments in respect of purchase of shares		-	2,380,000,000

32 INCOME

	Note	2022 ----- (Rupees) -----	2021 -----
Rental Income		24,828,573	283,898,566
Gain on sale of properties	32.1	3,496,275,200	-
Fair value gain on investments		2,398,050,000	-
Less: Discount		-	-
		<u>5,919,153,773</u>	<u>283,898,566</u>
Maintenance and other services		-	177,577,332
Management fee		21,983,122	-
Performance fee		297,609,713	-
Performance fee recognised using discount cash flows	32.2	193,146,436	-
Less: Sales tax on services		(34,781,877)	(23,085,053)
		<u>477,957,394</u>	<u>154,492,279</u>
		<u>6,397,111,167</u>	<u>438,390,845</u>

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

32.1 The amount of PKR 3.496 million pertains to gain on sell of two projects, including HKC (Private) Ltd and National Management and Consultancy Services (Private) Ltd to TPL REIT Fund I. The aggregate book value of the properties was PKR 4,359 million. There is no tax applicable on this gain pursuant to exemption available in Second Schedule clause 99A of Part I of the Income Tax Ordinance 2001.

32.2 Under the provisions of the REIT Regulations, 2015, a REIT Management Company is entitled to a performance fee which shall be stated in the Information Memorandum. As per the Information Memorandum of the Fund the Holding Company is entitled to performance as follows:

a) 15% charged on the year-on-year increase in the NAV of the Fund over a High Watermark, calculated at the end of each accounting period; and

b) 15% of the profit on sale of real estate assets and/or sale / winding up of SPV.

The Fund will pay 30% of the Performance Fee due to the Holding Company in arrears after the close of each accounting period and accrue the remaining 70% to be paid at the end of the Accelerator Period.

"Accelerator Period" means the period starting at Financial Close and ending on the first dividend distribution to the Unit Holders by the Fund or listing of the Fund, whichever is later.

Since, the business is currently in the Accelerator Period the management company has only accrued performance fee amounting to Rs. 263 million which is 30% of the total performance fee of Rs. 878 million. The performance fee is also subjected to Sindh sales tax at the rate of 13%.

As disclosed in note 10 the Performance Fee portion which shall become due after the end of the Accelerator Period is recognized using discounted cash flows basis.

33 DIRECT OPERATING COSTS

Salaries, wages and other benefits
Oil, gas and diesel
Housekeeping and cleaning
Insurance
Repairs and maintenance
Landscaping and plantation
Water expenses - net
Duties and taxes

Note

2022 ----- (Rupees) -----	2021
-	39,864,223
-	53,301,027
-	12,610,000
-	5,869,524
78,672	7,482,630
-	3,250,000
-	1,292,874
7,055,801	760,147
<u>7,134,473</u>	<u>124,430,425</u>

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

34 ADMINISTRATIVE AND GENERAL EXPENSES

Salaries, wages and other benefits	25.1 & 25.2	746,057,277	292,698,109
Legal & professional		201,981,907	33,000,438
Repairs and Maintenance		17,499,715	38,572,680
Rent Expense		11,470,280	19,074,495
Charity & Donations	34.3	112,650,000	25,500,000
Gym running expenses		-	2,200,000
Entertainment		1,059,031	122,793
Fuel and Mobile Reimbursement		555,203	2,687,865
Advertising		972,469	3,040,477
Depreciation Expense	4	61,583,287	7,667,320
Amortization	5	150,696	250,140
Travelling Expenses		10,367,913	11,940,682
Audit fee	34.4	4,969,738	3,747,898

	Note	2022 ----- (Rupees) -----	2021
Printing & Stationery		1,809,640	858,065
Insurance expense		1,257,159	3,855,308
IT Softwares / Communications		238,434	1,285,462
Dues & Subscription		314,260	350,299
Utilities		2,357,673	1,729,627
Staff Welfare		140,544	671,266
Courier and telecommunication charges		2,598,047	981,079
Security fees		-	12,202,726
Tenant Compensation		-	131,586,000
Operating lease		195,019	2,831,026
Fire and safety		-	780,122
Provision for estimated credit loss		66,864,481	2,878,861
Bank Charges		5,534,952	-
Director fee		36,484,670	-
Information technology expenses		127,427	-
Marketing expenses		203,630	-
Training & development		835,670	-
		<u>1,288,279,122</u>	<u>600,512,738</u>

34.1 This includes Rs.14.877 million (2021: Rs. 7.634 million) in respect of staff retirement benefits (provident fund contribution).

34.2 This includes provision for staff bonus amounting to Rs. 600 million (2021: 160 million) and provision of employee share options recognized of Rs. 11 million (2021: Rs. 80.440 million (note 19.2)) respectively.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

34.3 Details of donations where donation to a single party exceeded the higher of 10% of the Group's total amount of donations or Rs. 1 million are as follows:

Sindh Institute of Urology and Transplantation (SIUT) Trust	-	2,500,000
Patient Aid Foundation	68,000,000	10,000,000
Shaukat Khanam Hospital	25,000,000	4,200,000
Baitul Sukoon	-	2,500,000
Jafaria Disaster Cell Welfare Organization	-	1,000,000
Zafar and Atia foundation	5,000,000	-
Habib Education Trust	10,000,000	-
Karwan-e-Hayat, Institute of Mental Health Care	-	1,000,000
	<u>108,000,000</u>	<u>21,200,000</u>

34.3.1 The recipients of donations do not include any donee in which a director or spouse had any interest.

	Note	2022 ----- (Rupees) -----	2021
34.4 Auditors' remuneration			
Audit fees			
Statutory			
- standalone		2,550,000	2,250,000
- consolidation		490,000	290,000
		<u>3,040,000</u>	<u>2,540,000</u>
Half yearly review fee		680,000	550,000
Certifications		654,569	416,679
Out of pocket		595,169	241,219
		<u>4,969,738</u>	<u>3,747,898</u>
35 FINANCE COSTS			
Mark-up on			
- long-term financing		154,742,329	320,818,758
- assets under Diminishing Musharaka Arrangement		10,561,156	21,291,246
- short-term borrowings		166,216,478	81,605,441
		<u>331,519,963</u>	<u>423,715,445</u>
Interest expense on lease liability		1,915,522	-
Bank charges		1,052,688	1,571,499
		<u>334,488,173</u>	<u>425,286,944</u>

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

36 OTHER INCOME

Income from financial assets

Profit on saving accounts	160,541,985	27,960,367
Interest on long-term loan to subsidiaries	87,530,895	-
Profit on Term Finance Certificates	1,587,801	-
Investment in mutual funds	106,064	-
Un-realised (loss)/gain on investments in mutual funds	(7,097)	3,353,318
Un-realised gain on investments in REIT funds	-	-
Realised gain on sale of investment in mutual fund	-	21,430,236
Dividend income	1,278,406	1,170,379
Loss on disposal of mutual funds	-	1,295
	<u>251,038,054</u>	<u>53,915,595</u>

Income from non-financial assets

Fair value gain on investment property	6.2	-	684,723,458
Reversal of expenses accrued in prior year		4,030,939	-
Income from ancillary services		-	500,000

2022 **2021**
----- (Rupees) -----

Gain on disposal of non-current asset held for sale	-	30,651,665
Reversal of provision for GIDC	-	29,822,466
Remeasurement gain on GIDC	-	4,675,267
Others	809,915	418,364
	<u>4,840,854</u>	<u>750,791,220</u>
	<u>255,878,908</u>	<u>804,706,815</u>

37 OTHER EXPENSES

Realized (loss) / gain on redemption of units	3,928,912	-
Provision for WWF	2,806,264	-
	<u>6,735,176</u>	<u>-</u>

38 TAXATION

Current	47,117,956	8,126,782
Prior	230,015	(3,156,351)
Deferred	54,714,402	(15,808,675)
	<u>102,062,373</u>	<u>(10,838,244)</u>

38.1 Relationship between accounting profit and tax expense

Profit before taxation	<u>5,016,353,131</u>	<u>59,191,900</u>
Tax at the rate of 29% (2021: 29%)	1,454,742,408	17,165,651
Effect of non-taxable income for tax purpose	(1,013,919,808)	(233,364,976)
Income taxed at reduced rate	-	3,000,233
Non-deductible expense for tax purpose - net	356,674,273	297,481,908
Others	-	(95,121,060)
Tax expense for the year	<u>797,496,873</u>	<u>(10,838,244)</u>
Effective tax rate	<u>15.90%</u>	<u>-18.31%</u>

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

	Note	2022 ----- (Rupees) -----	2021
39 EARNINGS PER SHARE - BASIC AND DILUTED			
Profit / (loss) attributable to the ordinary shareholders		5,292,489,241	70,409,087
Weighted average number of shares outstanding		397,033,656	397,033,656
Earnings / (loss) per share - basic		13.33	0.18
Profit / (loss) attributable to the ordinary shareholders after adjustment of Employee share option scheme.		5,303,489,241	70,409,087
Weighted average number of ordinary shares in issue		402,033,656	397,033,656
Earnings per share – basic and diluted		13.19	0.18
40 CASH AND CASH EQUIVALENTS			
Cash and bank balances	18	1,891,882,181	2,953,383,782
Term deposit receipts (TDR)	8	362,201	150,455,431
		1,892,244,382	3,103,839,213

41 REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND OTHER EXECUTIVES

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

	Chief Executive		Directors		Other Executives	
	2022	2021	2022	2021	2022	2021
	----- (Rupees) -----					
- Directors' fee (note 41.3)	-	-	1,500,000	1,500,000	-	-
- Managerial remuneration, utilities, housing perquisites, etc.	112,265,340	11,114,215	-	-	48,353,440	59,218,077
- Employee share options	525,000	50,275,000	-	-	10,475,000	30,165,000
- Retirement benefit	6,449,460	6,384,930	-	-	2,586,860	3,087,850
- Bonus	400,000,000	80,000,000	-	-	32,000,000	52,750,000
- Medical	7,734,660	7,657,850	-	-	3,102,560	3,703,423
Total	526,974,460	155,431,995	1,500,000	1,500,000	96,517,860	148,924,350
Number of persons	1	1	2	2	8	10

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

- 41.2 In addition, the Chief Executive Officer has been provided with free use of Group owned and maintained car and other benefits and is also entitled to employee share options in accordance with their entitlement.
- 41.3 Represents aggregate of meeting fees paid / payable to non-executive directors.
- 41.4 As per the Act, executive means an employee, other than chief executive and directors, whose basic salary exceeds twelve hundred thousand rupees in a financial year.
- 41.5 The total number of directors as at the reporting date were 8 (2021: 8).
- 41.6 The above disclosure represents the figures based on separate financial statements of TPL Properties Limited as at June 30, 2022.

42 TRANSACTIONS WITH RELATED PARTIES

The related parties of the Group comprise of the Ultimate Parent Company, Parent Company, associated companies, major shareholders, directors, key management personnel and staff retirement benefit fund. All the transactions with related parties are entered into at agreed terms duly approved by the Board of Directors. The transactions with related parties other than those disclosed elsewhere in these consolidated financial statements are as follows:

Parent Company

The Parent Company

TPL Corp Limited [TCL] (formerly TPL Trakker Limited)

Amount received from TCL -

Payment made to TCL on account of accrued mark-up -

Payment made by the Company -

Mark-up on current account -

Expenses incurred -

Adjustments of advance receivable for rent from TCL by the Company against: -

- due to related parties balance of TCL -

- accrued mark-up payable balance of TCL -

Amount received from TCL on account of rent -

Services acquired by the Company -

TPL Corp Limited [TPLC]

Expenses paid by TPLC on behalf of the Holding Company

Payment made by the Holding Company

Expenses paid by the Holding Company on behalf of TPLC

Services rendered by the Group

Payment received by the Holding Company

2022 ----- (Rupees) -----	2021
-	-
-	-
-	-
-	-
-	-
-	-
-	-
-	-
-	-
-	-
-	-
86,072,058	81,109,040
38,234,320	76,802,484
47,044,875	15,331,305
17,081,355	59,203,947
5,700,000	-

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

Common Directorship

TPL Insurance Limited [TIL]

Expenses incurred / paid by the Holding Company on behalf of TIL
Payment made by the Holding Company
Amount received from TIL
Services rendered by the Group

2022	2021
----- (Rupees) -----	
2,954,665	286,552
-	-
180,378	13,097,124
378,408	56,581,002
-	-
-	-
6,370,397	2,818,202
3,110,065	2,709,920
-	-
-	-
7,981,900	19,611,360
-	13,260,000
-	46,667
-	17,000,233
7,817,284	4,754,256
9,986,414	18,223,386
-	-
-	56,694,091
-	7,633,563

TPL Life Insurance Limited [TLIL]

Expenses paid by the Holding Company on behalf of TLIL
Expenses incurred/paid by TLIL on behalf of the Holding Company
Payment made by the Holding Company
Services acquired by the Holding Company
Amount received from TLIL

TPL Security Services (Private) Limited [TSS]

Payment made by the Group
Services acquired by the Group
Expenses incurred / paid by the Holding Company on behalf of TSS

TPL Trakker Limited [TTL]

Payment made by the Holding Company
Expenses paid by the Holding Company on behalf of TTL
Expenses incurred/paid by TTL on behalf of the Holding Company
Amount received from TTL on account of rent and other services
Services rendered by the Group

TPL Properties Limited – Provident fund

Employer contribution

- 42.1 The related parties status of outstanding receivables and payables, if any, as at June 30, 2022 and 30 June 2021 are disclosed in respective notes to these consolidated financial statements.

43 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities expose it to a variety of financial risks namely credit risk, market risk, liquidity risk and capital management risk. The Group finances its operations through equity and management of working capital with a view of providing maximum return to shareholders.

43.1 Operational Risk

COVID-19 pandemic has created an unprecedented challenge for Group in terms of Business Continuity Plans. The Group is closely monitoring the situation and has invoked required actions to ensure the safety and security of Group's staff and uninterrupted service to shareholders.

Business Continuity Plans for respective areas are in place and tested. Work-from-Home capabilities have been enabled for staff where required, while ensuring adequate controls to ensure that Group's information assets are adequately protected from emerging cyber threats.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

43.2 Credit risk

Credit risk represents the accounting loss that would be recognised at the reporting date if counter parties failed completely to perform as contracted.

Credit risk arises from short term investments and bank balances, as well as credit exposures to customers, including trade receivables. The maximum credit risk is equal to the carrying amount of financial assets. For banks and financial institutions, only independently rated parties with reasonable credit rating are accepted. For trade receivables, internal risk assessment process considers the credit risk of the customer, taking into account its financial position, past experience and other factors.

	2022		2021	
	Consolidated Statement of Financial Position	Maximum exposure	Consolidated Statement of Financial Position	Maximum exposure
	Rupees		Rupees	
Receivables from tenants	52,920,601	52,920,601	166,921,747	166,921,747
Due from a related party	329,054,862	329,054,862	17,250,225	17,250,225
Bank balances	1,891,882,181	1,891,882,181	2,953,383,782	2,953,383,782
	<u>2,273,857,644</u>	<u>2,273,857,644</u>	<u>3,137,555,754</u>	<u>3,137,555,754</u>

Ageing analysis of receivables from tenants is as follows:

	2022			2021		
	Due from related parties	Others	Total	Due from related parties	Others	Total
	(Rupees)			(Rupees)		
- Not overdue	-	-	-	-	-	-
- 01 to 30 days	-	-	-	10,953,719	2,006,816	12,960,535
- 31 to 60 days	-	-	-	7,497,704	1,907,521	9,405,225
- 61 to 90 days	-	-	-	6,198,750	6,465,631	12,664,381
- Past due over 90 days	-	-	-	129,184,688	5,740,801	134,925,489
Total receivables from tenants	-	-	-	153,834,861	16,120,769	169,955,630
Allowance for expected credit losses	-	-	-	(2,878,861)	(155,022)	(3,033,883)
	<u>-</u>	<u>-</u>	<u>-</u>	<u>150,956,000</u>	<u>15,965,747</u>	<u>166,921,747</u>

The credit quality of financial assets other than bank balances and short term investments can be assessed with reference to their historical performance with no or some defaults in recent history, however, no losses.

The credit quality of Group's bank balances and short term investments can be assessed with reference to external credit ratings as follows:

Bank Balances by short-term rating category	Rating Agency	2022 (Rupees)	2021
A1+	PACRA	-	-
A-1+	JCR-VIS	-	2,656,194,461
A1	PACRA	-	73,232,933
A2	JCR-VIS	-	22,868,006
A3	JCR-VIS	-	155,112,412
A4	JCR-VIS	-	45,975,970
		<u>-</u>	<u>2,953,383,782</u>

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

43.3 Market risk

Market risk is the risk that the value of the financial instruments may fluctuate as a result of changes in market currency rates, interest rates or the equity prices due to a change in credit rating of the issuer or the instrument, change in market sentiments, speculative activities, supply and demand of securities and liquidity in the market. There has been no change in the Group's exposure to market risk or the manner in which this risk is managed and measured.

43.4 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. Foreign currency risk arises mainly where receivables and payables exist due to transactions entered into foreign currencies. As at reporting date, the Company is not materially exposed to currency risk and accordingly, the sensitivity to a reasonably possible change in the exchange rate with all other variables held constant is not reported.

43.5 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. As of the reporting date, the Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term financing and short-term borrowings at floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, on the Group's profit before tax (through impact on floating rate borrowings).

	Increase / decrease in basis points	(Decrease) / increase in profit before tax (Rupees)
2022	+100	83,271,616
	-100	(83,271,616)
2021	+100	148,191,255
	-100	(148,191,255)

43.6 Other price risk

Other price risk is the risk that the fair value or future cash flows of the financial instruments will fluctuate because of changes in market prices such as equity price risk. As of the reporting date, the Group is not exposed to other price risk.

43.7 Liquidity risk

Liquidity risk represents the risk that the Group will encounter difficulties in meeting obligations with the financial liabilities. The Group's objective is to maintain a balance working capital management. As of the reporting date, the Group is exposed to liquidity risk in respect of long-term financings, short-term borrowings, trade and other payables and due to related parties.

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

The table below summarises the maturity profile of the Group's financial liabilities at June 30, 2022 and June, 30 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	More than 5 years	Total
June 30, 2022	(Rupees)					
Long-term financing	-	-	-	-	-	-
GIDC liability	-	-	-	-	-	-
Trade and other payables	-	-	-	-	-	-
Due to related parties	-	-	-	-	-	-
Accrued mark-up	-	-	-	-	-	-
	-	-	-	-	-	-
June 30, 2021	(Rupees)					
Long-term financing	-	14,885,396	534,840,225	2,321,570,401	-	2,871,296,022
Short term borrowings	-	1,940,388	9,701,940	19,579,594	-	31,221,922
Trade and other payables	-	-	262,682,140	-	-	262,682,140
Due to related parties	-	-	2,169,130	-	-	2,169,130
Accrued mark-up	-	44,684,483	-	-	-	44,684,483
	-	61,510,267	809,393,435	2,341,149,995	-	3,212,053,697

43.8 Fair values 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 in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. The carrying values of all financial assets and liabilities reflected in the financial statements approximate their fair values.

Fair value hierarchy

Financial instruments carried at fair value are categorized as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and

Level 3: Inputs for the asset or liability that are not based on observable market data.

The Group held the following financial instruments measured at fair value:

	Level 1	Level 2	Level 3	Total
	(Rupees)			
June 30, 2022				
Investment property	-	-	-	-
Long-term investments at fair value through profit or loss	-	-	7,873,050,000	7,873,050,000
Short-term investments through profit or loss	362,231	-	-	362,231
June 30, 2021				
Investment property	-	1,470,752,861	-	1,470,752,861
Long-term investments at fair value through profit or loss	-	-	-	-
Short-term investments at fair value through profit or loss	-	784,808,221	-	784,808,221

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

Valuation techniques

For level 3 investments at fair value through profit or loss - investment in respect of TPL REIT FUND I, the Company uses the rates which are derived from unquoted inputs; i.e audited financial statements; having no active market as at the reporting date per unit multiplied by the number of units held as at year end.

43.9 Capital risk management

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support and sustain future development of its business operations and maximize shareholders' value. The Group closely monitors the return on capital along with the level of distributions to ordinary shareholders.

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 equity. Equity comprises of share capital, capital reserve and revenue reserve. The gearing ratio as at June 30, 2022 and June 30, 2021 are as follows:

	Note	2022 ----- (Rupees) -----	2021 -----
Long-term financing	22	620,758,072	2,321,570,401
GIDC liability	25	-	19,579,594
Trade and other payables	26	1,114,673,084	262,682,140
Due to related parties	27	51,517,697	2,169,130
Accrued mark-up	28	42,333,476	44,684,483
Short-term borrowings		-	-
Advance against rent from tenants		-	-
Total debts		1,829,282,329	2,650,685,748
Less: Cash and bank balances	18	1,891,882,181	2,953,383,782
Net (surplus) / debt		(62,599,852)	(302,698,034)
Total equity		11,687,317,045	6,158,359,125
Total capital		11,624,717,193	5,855,661,091
Gearing ratio		-1%	-5%

Notes To The Consolidated Financial Statements

For the Year Ended June 30, 2022

44 GENERAL

- 44.1 Certain prior year's figures have been rearranged for better presentation, wherever necessary. However, there are no material reclassification to report.
- 44.2 Number of employees as at June 30, 2022 was 44 (June 30, 2021: 22) and average number of employees during the year was 36 (June 30, 2021: 17).
- 44.3 Figures have been rounded off to the nearest rupee, unless otherwise stated.

45 DATE OF AUTHORIZATION OF ISSUE

These consolidated financial statements were authorised for issue on 29th September, 2022 by the Board of Directors of the Group.



CHIEF EXECUTIVE OFFICER



CHIEF FINANCIAL OFFICER



DIRECTOR

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (“AGM”) of TPL Properties Limited (“Company”) will be held on Thursday, October 27 2022 at 12:15 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 March 22, 2022.

“RESOLVED THAT the minutes of Extraordinary General Meeting of TPL Properties Limited held on March 22, 2022 at 03:00 pm 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 Properties 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 Properties Limited on the basis of consent received from them, at a fee mutually agreed for the period ending June 30, 2023.”

4. To elect directors of the Company for a three-year term. The Board of the directors in its meeting fixed the number of directors at Seven (7). The term of the following Eight (8) directors, in pursuance to the Section 158 of the Companies Act, 2017, will expire on October 28, 2022:

1. Mr. Jameel Ahmed Yusuf S.St
2. Mr. Muhammad Ali Jameel
3. Ms. Sabiha Sultan Ahmad
4. Mr. Khalid Mahmood
5. Mr. Siraj Dadabhoy
6. Vice Admiral (R) Muhammad Shafi HI (M)
7. Mr. Abdul Wahab al Halabi
8. Mr. Ziad Bashir

5. To consider and if thought fit, to approve the issuance of bonus shares (stock dividend) at the rate of 10% (i.e. 1 shares for every 10 shares), in addition to the interim bonus shares (interim stock dividend) already issued @ 50%, as recommended by the Board of Directors and to pass with or without modification the following resolutions.

“RESOLVED THAT the approval of the members be and is hereby accorded to utilize a sum of Rs. 510,733,245 out of Revenue Reserve account of the Company and apply towards the issuance of 51,073,325 ordinary shares of Rs. 10/- each and allot as fully paid bonus shares to the existing members of the company, in proportion of 1 shares for every 10 shares held i.e. 10 % and that such new shares, as and when issued, shall rank pari passu with the existing equity shares.”

“FURTHER RESOLVED THAT the approval of the members be and is hereby accorded to consolidate and dispose off the fractional entitlements to existing shareholders and to distribute the proceeds of such sale, in due course, in the manner prescribed under the provisions of the applicable laws and articles of association of the company.”

“FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary be and is hereby authorized to take all necessary actions on behalf of the Company for allotment and distribution of the said bonus shares and do all such acts, deeds, matters and things, as it may deem fit, necessary or appropriate to give effect to the above resolution.”

Notice of Annual General Meeting

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 85 of the Companies Act 2017 to authorize the Company to increase the authorized share capital of TPL Properties Limited, by PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) i.e. from PKR 6,000,000,000/- (Pak Rupees Six Billion) to PKR 7,500,000,000/- (Pak Rupees Seven Billion Five Hundred Million) and to make the necessary amendments to the Memorandum and Articles of Association of the Company.

“RESOLVED THAT pursuant to section 85 of the Companies Act, 2017, approval of the members be and is hereby accorded to the Board of Directors of the Company, to increase the authorized share capital of TPL Properties Limited, by PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) i.e. from PKR 6,000,000,000/- (Pak Rupees Six Billion) to PKR 7,500,000,000/- (Pak Rupees Seven Billion Five Hundred Million).”

“FURTHER RESOLVED THAT the Memorandum of Association of the Company, be and is hereby amended, subject to any modifications as may be required by the Securities and Exchange Commission of Pakistan and the fulfilment of all formalities / procedures required under the applicable law by revising the following Clause V:

V. The authorized share capital of the Company is Rs. 7,500,000,000/- (Rupees Seven Billion Five Hundred Million only) divided into 750,000,000 (Seven Hundred Fifty Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce its capital and to divide the shares in the capital for the time being into several classes.”

“FURTHER RESOLVED THAT the Article of Association of the Company, be and is hereby amended, subject to any modifications as may be required by the Securities and Exchange Commission of Pakistan and the fulfilment of all formalities / procedures required under the applicable law by revising the following Article 7:

7. The authorized share capital of the Company is Rs. 7,500,000,000/- (Rupees Seven Billion Five Hundred Million only) divided into 750,000,000 (Seven Hundred Fifty Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce, consolidate, sub-divide or otherwise reorganize the share capital of the Company in accordance with the provisions of Ordinance and subject to any permission required under the law.”

“FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary, be and are hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution, as well as carry out any other act or step which may be ancillary and/or incidental to do the above and necessary to fully achieve the object of the aforesaid resolutions.”

7. To consider and if thought fit to pass with or without modification(s), the following resolutions as special resolutions to offer, issue and allot shares under TPL Properties Limited Employee Stock Option Scheme 2020 (the ESOP Scheme).

“RESOLVED THAT pursuant to section 83A of the Companies Act, 2017 (the Act) read along with regulation 7 of the Companies (Further Issue of Capital) Regulations, 2020 (the regulations) and Memorandum and Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company, subject to any amendments that may be required by the Securities and Exchange Commission of Pakistan (the SECP), to issue, offer and allot to eligible employees of the Company, options exercisable into equity shares of the Company of nominal value of Rs.10 each up to 6,000,000 shares under TPL Properties Limited Employee Stock Option Scheme 2020 (the ESOP scheme), at market price as of June 30, 2022 i.e. Rs. 20.16 per share (exercise price) with retrospective effect from July 01, 2022.”

“RESOLVED FURTHER THAT pursuant to provision under regulation 7 of the Companies (Further Issue of Capital) Regulations, 2020, the grant of options equal to or exceeding one percent of the issued or paid up capital of the company at the time of grant of options, within one year, to any employee be and is hereby approved.”

Notice of Annual General Meeting

“RESOLVED FURTHER THAT pursuant to provision under regulation 7 of the Companies (Further Issue of Capital) Regulations, 2020, the grant of options to any employee of subsidiary or holding Company be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications in the Scheme including in any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the regulations, the memorandum of association and articles of association of the Company and any other applicable laws.”

ANY OTHER BUSINESS

8. 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.

Notice of Annual General Meeting

- 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. For Election of Directors:

In accordance with Section 159(1) of the Companies Act, 2017, the number of directors to be elected has been fixed at Seven (7) by the Board of Directors of the Company. In terms of section 159 (3) of the Companies Act, 2017, any person who seeks to contest election to the office of a director, whether he is a retiring director or otherwise, shall file with the Company at its Registered Office, not later than fourteen (14) days before the date of this meeting, the following documents:

- a. Notice of his/her intention to offer himself/ herself for election as a Director. Provided that any such person may, at any time before the holding of election, withdraw such notice.
- b. Consent to act as a Director u/s 167 of the Companies Act, 2017.
- c. A detailed profile along with office address.
- d. A Declaration confirming that:
 - i. He/ she is aware of the duties of directors under the Companies Act, 2017, the Memorandum and Article of Association of the Company and all applicable laws and regulations.
 - ii. He/ she does not violate any of the provisions or conditions prescribed by SECP for holding such office and further that such person shall fully comply with all the SECP directives issued or to be issued by the SECP in the form of circulars, notifications, directions, letters, instructions, and other orders.
 - iii. He/ she is not ineligible to become a director of the Company under any applicable laws and regulations.
 - iv. He/ she is not serving as a director of more than seven listed companies including this Company and excluding directorships in listed subsidiaries of listed holding companies.

6. 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.

7. 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 Properties 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.

8. 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.

Notice of Annual General Meeting

Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the said Special Business:

Increase in the authorized share capital of TPL Properties Limited:

The Board of Directors of the Company in its meeting held on September 29, 2022, granted its approval to increase the authorized share capital of the Company by PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) i.e. from PKR 6,000,000,000/- (Pak Rupees Six Billion) to PKR 7,500,000,000/- (Pak Rupees Seven Billion Five Hundred Million) for potential issuance of shares and to make the necessary amendments to the Memorandum and Articles of Association of the Company as follows:

Existing Article 7 of the Articles of Association of the Company	Proposed Article 7 of the Articles of Association of the Company
<i>7. The authorized share capital of the Company is Rs. 6,000,000,000/- (Rupees Six Billion only) divided into 600,000,000 (Six hundred Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce, consolidate, sub-divide or otherwise reorganize the share capital of the Company in accordance with the provisions of Ordinance and subject to any permission required under the law.</i>	<i>7. The authorized share capital of the Company is Rs. 7,500,000,000/- (Rupees Seven Billion Five Hundred Million only) divided into 750,000,000 (Seven Hundred Fifty Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce, consolidate, sub-divide or otherwise reorganize the share capital of the Company in accordance with the provisions of Ordinance and subject to any permission required under the law.</i>
Existing Clause V of the Memorandum of Association of the Company	Proposed Clause V of the Memorandum of Association of the Company
<i>V. The authorized share capital of the Company is Rs. 6,000,000,000/- (Rupees Six Billion only) divided into 600,000,000 (Six hundred Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce its capital and to divide the shares in the capital for the time being into several classes.</i>	<i>V. The authorized share capital of the Company is Rs. 7,500,000,000/- (Rupees Seven Billion Five Hundred Million only) divided into 750,000,000 (Seven Hundred Fifty Million) ordinary shares of Rs. 10/- (Ten) each with power to the Company to increase or reduce its capital and to divide the shares in the capital for the time being into several classes.</i>

To offer, issue and allot shares under TPL Properties Limited Employee Stock Option Scheme 2020 (the Scheme):

With an objective to attract, retain and motivate the best talent, the Board of Directors (the Board) of the Company has proposed to issue, offer, and allot options exercisable into equity shares of the Company of nominal value of Rs.10 each up to 6,000,000 shares under TPL Properties Limited Employee Stock Option Scheme 2020 (the ESOP scheme), to the employees, duly determined by the Board and its Human Resource & Remuneration/Compensation Committee for the vesting period of 2 years at market price as of June 30, 2022 i.e. Rs. 20.16 per share exercisable within a period of 6 months.

Form of Proxy

Annual General Meeting of TPL Properties Limited

I/We _____ S/o / D/o / W/o _____ resident of
(full address) _____ being a member(s) of
TPL Properties 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 Thursday, 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: _____
2. Name: _____
3. Address: _____
4. CNIC or Passport No: _____

1. Signature: _____
2. Name: _____
3. Address: _____
4. 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.

..... میں/ہم..... ولد/بنت/زوجہ.....
ساکن (مکمل پتہ)..... بحیثیت رکن/ارکان TPL پراپرٹیز 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 ریوینو اسٹیٹمپ پر دستخط

دستخط کمپنی کے پاس جمع کرائے گئے دستخط کے نمونہ سے ملنا ضروری ہے۔

1- دستخط	2- دستخط
گواہ:.....	گواہ:.....
نام:.....	نام:.....
پتہ:.....	پتہ:.....
کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ نمبر.....	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 شیئرز جسٹس 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 جائیں گے۔
- 4- کارپوریٹ انٹیٹی کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/مختیار نامہ بمع نمونہ دستخط پراکسی فارم کے ساتھ کمپنی کو پیش کئے جائیں گے (اگر پہلے فراہم نہ کئے گئے ہوں)

Corporate Office

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

 +92-21-37130227  www.tplproperty.com  info@tplproperty.com

 TPL Properties  [tplproperties](https://www.instagram.com/tplproperties)  TPL Properties  [TPL_Properties](https://twitter.com/TPL_Properties)  [TPL Properties](https://www.youtube.com/TPLProperties)