

LANDMARK SPINNING INDUSTRIES LIMITED

CORPORATE BRIEFING SESSION (CBS)

SESSION 2022 & 2023

(CONDUCTED ON 27/10/2022 AT 04:20 PM)

CORPORATE BRIEFING SESSION (CBS)

CONDUCTED ON 27/10/2022 AT 04:20 PM

FOR THE YEAR 2022 & 2023

CONTENTS OF THE SESSION:

- COMPANY BRIEF
- STRATEGIC/ OPERATIONAL DEVELOPEMNT
- FINANCIAL DETAILS
- QUESTION & ANSWERS

CORPORATE BRIEFING SESSION (CBS)

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FOR THE YEAR 2022 & 2023

COMPANY BRIEF

## Corporate Information

### Board of Directors

*Chairman:* Mr. Nizam Akber Ali Hashwani

*Chief Executive:* Mr. Amin Hashwani

*Directors:* Mr. Abdullah Hashwani  
Syed Raza Abbas Jafferri  
Ms. Sultana Akbar Hussain Hashwani  
Mr. Muhammad Ameen  
Mrs. Shahrina Khawaja Hashwani

*Audit Committee:* Mr. Muhammad Ameen - Chairman  
Mrs. Shahrina Khawaja Hashwani  
Mr. Abdullah Hashwani

*HR Remuneration Committee:* Mr. Muhammad Ameen - Chairman  
Mr. Abdullah Hashwani  
Mrs. Shahrina Khawaja Hashwani

*Chief Financial Officer:* Syed Muhammad Yousuf

*Company Secretary:* Mr. Muhammad Aslam Ali

*Auditors:* Parker Russell – A.J.S  
Chartered Accountants

*Bankers:* Habib Metropolitan Bank Ltd.

*Registered Office:* 1st Floor, Cotton Exchange Building,  
I.I. Chundrigar Road,  
Karachi.

*Share Registration Office:* F.D. Registrar Services SMC (Pvt.) Ltd.  
1705, 17th Floor, Saima Trade Tower A,  
I.I. Chundrigar Road, Karachi.

*Website:* <https://www.landmarkspinning.com>  
The audited financial statements of the Company for the year ended June 30, 2022 have been made available on the Company's website (<http://www.landmarkspinning.com>)

# LANDMARK SPINNING INDUSTRIES LIMITED

## CORPORATE BRIEFING SESSION (CBS)

### CORPORATE INFORMATION

Landmark Spinning Industries Limited (the Company) was incorporated in Pakistan, as a private limited company on October 21, 1991 and was converted into a public limited company on April 30, 1992 under the Companies Ordinance, 1984 (Repealed with the enactment of the Companies Act, 2017 on May 30, 2017). Its shares are listed on Pakistan Stock Exchange Limited. The principal activity of the Company is trading, manufacturing and selling of yarn.

The Registered office of the Company is located at 1st floor, Cotton Exchange Building, I.I. Chundrigar Road, Karachi, Pakistan while its manufacturing facility is located at plot no. C-1, Winder Industrial Estate, Sector "C" district Lesbella, Balochistan, Pakistan.

The Company commenced its commercial operation in the year 2001 by reactivating its plant which remained idle for seven years, however, the operations were again suspended on November 29, 2002 to forestall the recurring losses on account of power breakdowns / frequent load shedding. The operation of the Company has been in suspension since then. During the current reporting period, the production remains suspended owing to non-availability of viable power supply and lack of infrastructure facilities at Winder Industrial Estate, Balochistan.

### **SIGNIFICANT EVENTS & TRANSECTION IN THE CURRENT REPORTING PERIOD**

Based on facts mentioned above, the Company is not considered to be a going concern entity. Accordingly, the Company may not be able to realise its assets or discharge its liabilities in the normal course of business, hence, assets and liabilities of the Company are reported at approximate realisable / settlement values in these financial statements.

Further, the Securities and Exchange Commission (SECP) in its order dated March 20, 2019 granted sanction to the Registrar, Company Registration Office (CRO), Karachi, to present winding up petition against the Company before the Court under clause (b) of section 304 of the Companies Act, 2017. The Company filed an appeal against the said order, however, the same has been refused by the Commission vide letter No. 5(10) Misc./ABR/19 dated April 22, 2019.

## LANDMARK SPINNING INDUSTRIES LIMITED

### CORPORATE BRIEFING SESSION (CBS) YEAR 2021 & 2022

Further, the Securities and Exchange Commission (SECP) in its order dated March 20, 2019 granted sanction to the Registrar, Company Registration Office (CRO), Karachi, to present winding up petition against the Company before the Court under clause (b) of section 304 of the Companies Act, 2017. The Company filed an appeal against the said order, however, the same has been refused by the Commission vide letter No. 5(10) Misc/ABR/19 dated April 22, 2019. The winding-up petition against the Company has not yet been filed and the listed security of the Company has been put at defaulter's counter by the Pakistan Stock Exchange.

Based on facts mentioned above, the Company is not considered to be a going concern entity. Accordingly, the Company may not be able to realise its assets or discharge its liabilities in the normal course of business, hence, the financial statements are prepared on a basis other than going concern and the assets / liabilities of the Company are reported at approximate realisable / settlement values respectively in these financial statements.

The Board of Directors of the Company in their meeting dated October 28, 2021 authorized the Company and its management to explore the feasibility of a potential merger of the Company with Liven Pharmaceutical (Private) Limited and the Company vide its letter dated October, 29, 2021 intimated the above decision of the Board to the PSX and being a Listed Shell Company, the Company is currently in the process to comply with the requirements of PSX Regulations No 5.22. Subsequent to year end, PSX vide its letter no. C-857-1560 dated August 11, 2022 has granted relaxation of the said regulation and confirmed the receipt of all the documents as prescribed in Appendix-2 to Chapter 5 of PSX Rule Book.

The Board of Directors of the Company in their meeting dated April 13, 2022 has duly approved the scheme of merger whereby the Liven Pharmaceuticals (Pvt.) Limited will be merged with and into Landmark Spinning Industries Limited in exchange of issuance ordinary shares of Landmark Spinning Industries Limited against the shares of Liven Pharmaceuticals (Pvt.) Limited.

The Petition for the scheme of arrangement has been filed dated May 17, 2022 with the High Court of Sindh, and order for this is yet to be passed.

The Petition for the scheme of arrangement has been filed dated May 17, 2022 with the High Court of Sindh, and order for this is yet to be passed.

## BASES OF PREPARATION

Since the Company is not considered to be a going concern entity (refer note 1.2), these financial statements have been prepared on a basis other than going concern. All assets and liabilities are stated at their net realisable values / settlement amounts.

Further, 'Guideline on the basis of preparation of financial statements for companies that are not considered going concern' issued by The Institute of Chartered Accountants of Pakistan (ICAP) is followed in this respect.

CORPORATE BRIEFING SESSION (CBS)

CONDUCTED ON 27/10/2022 AT 04:20 PM

FOR THE YEAR 2022 & 2023

**STRATEGIS/OPERATIONAL DEVELOPMENT**



# LANDMARK SPINNING INDUSTRIES LIMITED

## CORPORATE BRIEFING SESSION (CBS)

### STRATEGIS/OPERATIONAL DEVELOPMENT

#### ● ELCTION OF DIRECTORS ;

In pursuant to section 159 , of the Companies Act 2017, the following persons have notified the Company their intention of offering themselves for the election of Director for the term of three years commencing from 27<sup>th</sup> October 2022, at the Annual General Meeting to be held on Thursday the 27<sup>th</sup> October 2022;

- 1. Mr. Amin Hashwani
- 2. Mr. Abdullah Hashwani
- 3. Mr. Nizam Akber Ali Hashwani
- 4. Mrs. Sultana Akber Hussain Hashwani
- 5. Mr. Muhammed Ameen,
- 6. Mrs. Shahrina Hashwani Khawaja
- 7. Mr. Syed Raza Abbas Jafferi

The number does not exceed the number of directors fixed in term of section 159 (1) of the Companies Act 2017, the above named seven (7) persons shall be deemed to be declared elected for three years term commencing from 27<sup>th</sup> October 2022.

Further , Mr. Amin Hashwani is re-appointed as Chief Executive for three years term commencing from 27<sup>th</sup> October 2022.

- NEXT ELECTION "WILL DUE ON OR BEFORE 26/10/2025.
- **EXTERNAL AUDITOR:**  
**M/S. Parker Randall-A.J. S, Chartered Accountants appointed on 27/10/2023 up till next Annual General Meeting.**
- **SHARE REGISTRAR;**  
**M/S. F D Registrar Services (private) Limited**  
**1705, 17<sup>th</sup> Floor, Saima Trade Centre Tower A**  
**I.I. Chundrigger Road, Karachi.**
- **WEBSID ADDRESS;**  
**<https://www.landmarkspinning.com>**

## LANDMARK SPINNING INDUSTRIES LIMITED

### CORPORATE BRIEFING SESSION (CBS)

## STRATEGIS/OPERATIONAL DEVELOPMENT

- **CONTINGENCIES;**

There were no contingencies and commitments as at June 30, 2022 other than those disclosed in note 1.2 to the financial statements which states that the Company's appeal has been refused by the Commission against order passed by Securities and Exchange Commission (SECP) dated March 20, 2019 which granted sanction to the Registrar, Company Registration Office (CRO), winding up petition against the Company before the Court. The matter is currently pending adjudication, however, the management and its legal advisor are of the view that they have a strong case against the said order and management will be able to revive the operations of the Company in coming years.

- **DELISTING OF THE COMPANY UNDER PAKISTAN STOCK EXCHANGE LIMITED.**

In this context, it is to bring for your ready reference that the Company is in the process of a reverse merger (as defined in Regulations 5.22 ) with an Operating Unlisted Company (as defined in Regulation 5.1.1 (e) ("Operating Company") and thereafter, pursuant to such reverse merger the Company shall commence operations as a merged Company.

Considering the reverse merger , the board of Directors of the Company through Circular resolution passed on 22/6/2021 to withdrawal our application for delisting of shares from Pakistan Stock Exchange Limited Listing department and the same also notified under material Disclosure through PUCAR to Pakistan Stock Exchange Limited.

- **PATTERN OF SHARE HOLDING  
AS AT 30/6/2022  
(Attached)**

**LANDMARKSPINNINGINDUSTRIESLIMITED**

**PATTERN OF SHAREHOLDING  
AS AT JUNE 30, 2022**

S/NO	NUMBER OF SHAREHOLDER	SHAREHOLDING BOUNDARIES	NOS. OF SHAREHELD
1	184	1 ----- 100	2,158
2	229	101 ----- 500	115,182
3	17	501 ----- 1,000	18,650
4	19	1,001 ----- 5,000	54,437
5	13	5,001 ----- 10,000	102,500
6	4	10,001 ----- 15,000	53,300
7	3	15,001 ----- 20,000	55,000
8	1	20,001 ----- 25,000	22,000
9	3	25,001 ----- 35,000	94,500
10	1	35,001 ----- 45,000	40,952
11	1	45,001 ----- 50,000	45,780
12	1	50,001 ----- 60,000	56,000
13	2	60,001 ----- 65,000	262,500
14	1	65,001 ----- 100,000	100,000
15	1	100,001 ----- 180,000	177,437
16	1	180,001 ----- 245,000	244,000
17	2	245,001 ----- 250,000	491,860
18	1	1,970,001 ----- 1,975,000	1,972,300
19	1	1,975,001 ----- 2,005,000	2,001,305
20	2	2,005,001 ----- 2,245,000	2,242,879
21	1	2,245,001 ----- 4,000,000	3,970,960
	488		12,123,700

CATEGORIES OF SHAREHOLDERS	NOS. OF SHAREHOLDERS	NOS. OF SHAREHELD	PERCENTAGE OF SHAREHELD
INSURANCE COMPANIES	1	4000	0.03
JOINT STOCK COMPANIES	3	29,001	0.24
BANK & FINANCIAL INSTITUTIONS	4	4,003,711	33.02
DIRECTORS, CEO, THEIR SPOUSES & MINOR CHILDREN	10	6,994,344	57.69
INDIVIDUAL	467	872,818	7.20
MUTUAL FUNDS	1	177,437	1.46
OTHERS	2	42,389	0.35
<b>TOTAL</b>	<b>488</b>	<b>12,123,700</b>	<b>100</b>

# LANDMARK SPINNING INDUSTRIES LIMITED

## Details of Categories of Shareholders As At June 30, 2022

	NUMBER OF SHAREHOLDERS	SHARE HELD
BANK & FINANCIAL INSTITUTIONS	4	4,003,711
JOINT STOCK COMPANIES	3	29,001
INSURANCE COMPANIES	1	4,000
MUTUAL FUNDS	1	177,437
<b>DIRECTORS, CEO THEIR SPOUSES AND MINOR CHILDREN</b>		
Mr. Nizam Akber Ali Hashwani      Director		1,972,300
Mr. Amin Haswani                      Director		2,001,305
Mr. Abdullah Hashwani              Director		2,242,879
Mrs. Sultana Akbar Husain          Director	6	245,930
Mrs. Shahrina Khawaja Hashw      Director		244,000
Mr. Muhammad Ameen                Director		500
Syed Raza Abbas Jaffery              Director (Represent NBP-Trustee Dept)		-
		<b>6,706,914</b>
Shares held by Relatives & Associates	4	287,430
<b>INDIVIDUALS</b>	<b>467</b>	<b>872,818</b>
<b>OTHERS</b>	<b>2</b>	<b>42,389</b>
	<b>488</b>	<b>12,123,700</b>

### Shareholders Holding 10% or More Voting Interest in the Company As At June 30, 2022

	Shares Hold	Percentage
Mr. Amin Hashwani                      Director	2,001,305	16.50
Mr. Abdullah Hashwani                Director	2,242,879	18.50
Mr. Nizam Akber Ali Hashwani        Director	1,972,300	16.27
National Bank of Pakistan (Formerly Mehran Bank Ltd.)	3,970,960	32.75

CORPORATE BRIEFING SESSION (CBS)

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FOR THE YEAR 2022 & 2023

## FINANCIAL DETAILS

- FINANCIAL HIGHLIGHTS FOR LAST FIVE YEARS FROM 2018 to 2022.
- MATERIAL FACTS;

There have been no material changes since June 30, 2022 and the Company has not entered into any commitments which would affect its financial position to date.

# LANDMARK SPINNING INDUSTRIES LIMITED

## FINANCIAL HIGHLIGHTS

(Rupees in Thousands)

ASSETS EMPLOYED	2022	2021	2020	2019	2018	2017
			Restated	Restated		
Property Plant & Equipment (Book Value)	144,546	159,102	174,367	192,236	176,751	212,857
Long Term Deposit	25	25	25	25	25	25
Net Current Assets	(236,244)	(233,288)	(231,184)	(229,038)	(222,761)	(398)
<b>Total Assets Employed</b>	<b>144,598</b>	<b>159,575</b>	<b>174,448</b>	<b>192,292</b>	<b>176,793</b>	<b>212,484</b>
<b>FINANCED BY</b>						
Issued Subscribed & Paid-up Capital	121,237	121,237	121,237	121,237	121,237	121,237
Reserve & surplus on revaluation	51,542	59,428	67,546	74,757	59,980	67,800
Accumulated Loss	(283,070)	(276,665)	(270,729)	(261,014)	(249,571)	(172,849)
<b>Shareholder's Equity</b>	<b>(110,290)</b>	<b>(96,000)</b>	<b>(81,946)</b>	<b>(65,021)</b>	<b>(68,355)</b>	<b>16,188</b>
Long Term Liabilities	-	-	-	-	-	165,837
<b>Total Capital Employed</b>	<b>144,598</b>	<b>159,575</b>	<b>174,448</b>	<b>192,292</b>	<b>176,793</b>	<b>212,937</b>
<b>OTHER DATA</b>						
Net Sales	-	-	-	-	-	-
(Loss) before Taxation	(17,512)	(18,186)	(20,015)	(18,653)	(56,526)	(40,242)
(Loss) after Taxation	(14,291)	(14,634)	(16,925)	(15,220)	(56,526)	(37,615)
(Loss) per Share	(1.18)	(1.21)	(1.40)	(1.26)	(4.66)	(3.10)

LANDMARK SPINNING INDUSTRIES LIMITED  
STATEMENT OF FINANCIAL POSITION  
AS AT JUNE 30, 2022

	Note	June 30, 2022	June 30, 2021
----- (Rupees) -----			
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property plant and equipment	4	144,545,935	159,101,618
Long-term deposit	5	25,000	25,000
<b>CURRENT ASSETS</b>			
Advances		-	400,000
Bank balance	6	26,928	48,722
<b>TOTAL ASSETS</b>		<u>144,597,863</u>	<u>159,575,340</u>
<b>SHAREHOLDERS EQUITY AND LIABILITIES</b>			
<b>SHARE CAPITAL AND RESERVES</b>			
<b>Authorised capital</b>			
15,000,000 (June 30, 2021: Rs.15,000,000) ordinary shares of Rs. 10/-each		<u>150,000,000</u>	<u>150,000,000</u>
<b>Issued, subscribed and paid up capital</b>			
12,123,700 (June30, 2021 :12,123,700) ordinary shares of Rs.10/- each fully paid in cash	7	121,237,000	121,237,000
<b>Capital reserve</b>			
Surplus on revaluation on property, plant and equipment	8	51,542,049	59,428,287
<b>Revenue reserve</b>			
Accumulated loss		<u>(283,069,500)</u>	<u>(276,665,027)</u>
		<u>(110,290,451)</u>	<u>(95,999,740)</u>
<b>NON-CURRENT LIABILITIES</b>			
Deferred taxation	9	18,617,460	21,838,599
<b>CURRENT LIABILITIES</b>			
Loan from related parties	10	235,351,608	233,113,014
Trade and other payable		1,196	69,376
Accrued liabilities	11	918,050	554,091
		<u>236,270,854</u>	<u>233,736,481</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>144,597,863</u>	<u>159,575,340</u>
<b>CONTINGENCIES AND COMMITMENTS</b>			
	12		

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

  
CHIEF EXECUTIVE OFFICER

  
CHIEF FINANCIAL OFFICER

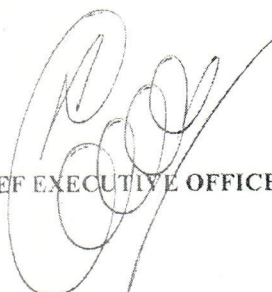
  
DIRECTOR

LANDMARK SPINNING INDUSTRIES LIMITED  
 STATEMENT OF PROFIT OR LOSS  
 FOR THE YEAR ENDED JUNE 30, 2022

	Note	June 30, 2022	June 30, 2021
----- (Rupees) -----			
Sales - net		-	-
Direct costs		-	-
Gross loss		-	-
Administrative and general expenses	13	(17,510,182)	(18,185,354)
Bank charges		(1,668)	(1,018)
Loss before taxation		(17,511,850)	(18,186,372)
Taxation	14	3,221,139	3,552,727
Net loss for the year		<u>(14,290,711)</u>	<u>(14,633,645)</u>
Loss per share - basic & diluted (Rupees)	15	<u>(1.18)</u>	<u>(1.21)</u>

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

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 CHIEF EXECUTIVE OFFICER

  
 CHIEF FINANCIAL OFFICER

  
 DIRECTOR