

BAWANY AIR PRODUCTS LIMITED

**QUARTERLY REPORT
SEPTEMBER 30, 2024
(UN-AUDITED)**

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Naim Anwar (Chief Executive Officer)
Mr. Mohabat Khan
Mr. Zahir Khan
Mr. Tanveer Ahmed
Mr. Muhammad Afzal Shehzad
Mr. Suhail Elahi
Ms. Saba Azam

AUDIT COMMITTEE

Ms. Saba Azam (chairman)
Mr. Mohabat Khan
Mr. Tanveer Ahmed

HR COMMITTEE

Mr. Naim Anwar (Chairman)
Mr. Tanveer Ahmed
Ms. Saba Azam

HEAD OF INTERNAL AUDIT

Mr. Muhammad Munir

CHIEF FINANCIAL OFFICER & COMPANY SECRETARY

Mr. Muhammad Munir

AUDITORS

S. M. Suhail & Co.
Chartered Accountants

BANKERS

United Bank Limited
Meezan Bank Limited
National Bank of Pakistan

SHARE REGISTRAR

C&K Management Associates (Pvt) Ltd.
M-13, Progressive Plaza,
Beaument Road, Civil Lines Quarter,
Near P.I.D.C., Karachi
Te: 35687839-35685930

OFFICE

2nd Floor, Nadir House,
I. I. Chundrigar Road
Karachi
Tel: 021-32415473

DIRECTOR'S REPORT TO THE MEMBERS

On behalf of the Board of Directors, I am pleased to present the Directors report for the three months period ended September 30, 2024.

The financial highlights of the Company as compared to last period are as follow:

Description	2024	2023
Current Assets	135,428,979	30,580,645
Current Liabilities	6,131,617	6,517,965
Equity	130,135,662	24,794,475
(Loss) / profit for the period	(1,858,812)	135,526
EPS	(0.25)	0.02

During the three-month period, the Company has undertaken the following actions:

The Company, during an Extraordinary General Meeting (EOGM), has resolved to increase its authorized capital from Rs. 150 million to Rs. 12.1 billion, underscoring its intentions for significant future expansion and growth. In addition, the Company has undergone a leadership transition, with the retirement of former directors and the appointment of new directors. These developments are anticipated to positively influence the Company's strategic direction, business growth, and financial standing. Further the main object clause of the Company has changed from manufacturing of gases to invest in and acquire and hold and otherwise deal in shares, stock, debenture, debenture stock, bonds, obligations and securities issued and guaranteed.

The Company has also entered into a share purchase agreement with the sponsor shareholders of Alman Seyyam Sugar Mill (Pvt) Ltd. (ASSML) to acquire 100% of their shares in ASSML for a total consideration of Rs. 12 billion.

As part of its capital restructuring efforts, the Company has proposed an increase in its paid-up capital through the issuance of 599,999,732 rights shares. Additionally, it has proposed the issuance of 600,000,000 shares, other than rights and for consideration other than cash, subject to approval from the Securities and Exchange Commission of Pakistan (SECP). These shares, each with a face value of Rs. 10, will be issued to ASSML's sponsor shareholders in exchange for 51,114,011 shares of ASSML, valued at Rs. 234.77 each. The remaining balance will be paid by the Company over a two-year period, as per the terms of the share purchase agreement.

On behalf of the Board, we thank you for your support and trust on the management of the Company and are very hopeful that our relationship will strengthen in future.

Naim Anwar
Chief Executive Officer

Tanveer Ahmed
Director

Karachi
Dated: October 24, 2024

ڈائریکٹرز رپورٹ

بورڈ آف ڈائریکٹران کی جانب سے مجھے کمپنی کے غیر آڈٹ شدہ عبوری اختصاری مالیاتی گوشوارے برائے تختہ مدت 30 ستمبر 2024 پیش کرتے ہوئے انخوشی ہو رہی ہے۔

کمپنی کی متقابلہ مالیاتی جھلکیاں برائے ششماہی 30 ستمبر 2024 درج ذیل ہیں:

2023	2024	
		روپے '000 میں
30,580,645	135,428,979	موجودہ اثاثے
6,517,965	6,131,617	موجودہ واجبات
24,794,475	130,135,662	ایکویٹی
135,526	(1,858,812)	موجودہ بدت کا نفع / (خسارہ)
0.02	(0.25)	فی حصص نفع / (خسارہ) (روپے)

تین ماہ کی مدت کے دوران کمپنی نے درج ذیل اقدامات کئے ہیں۔

کمپنی نے ایک غیر معمولی جہل میننگ کے (EOGM) کے دوران اپنے مجاز سرمائے کو 150 ملین روپے سے بڑھا کر 12.1 بلین روپے کرنے کا فیصلہ کیا ہے، جو مستقبل میں نمایا تو سیج اور نمو کے لئے اپنے ارادوں کی نشاندہی کرتا ہے۔ اس کے علاوہ سابق ڈائریکٹرز کی ریٹائرمنٹ اور نئے ڈائریکٹرز کی تبدیلی کے ساتھ کمپنی قیادت کی تبدیلی سے گزری ہے۔ ان پیش رفتوں سے کمپنی کی اسٹریٹجک سمت، کاروبار کی ترقی اور مالی حیثیت پر مثبت اثر پڑنے کی توقع ہے۔ مزید یہ کہ کمپنی نے اپنے بنیادی شق کیسوں کی تیاری سے بدل گئی ہے جو کہ اب انوسٹمنٹ، خریداری اور ہولڈنگ، دیگر میں حصص، اسٹاک ڈیپنچرز، بانڈز، ذمہ داری بانڈ جاری کرنا اور ضمانت شدہ سیکورٹیز کا اجراء شامل ہے۔

کمپنی نے یہ بھی اعلان کیا ہے کہ اس نے المان سیام شوگر مل (پرائیوٹ) لمیٹڈ (ASSM) کے اسپانسرز سے 100% فیصد حصص 12 بلین روپے میں خریداری کا معاہدہ کیا ہے۔ اپنی سرمائے کی تنظیم نو کی کوششوں کے ایک حصے کے طور پر، کمپنی نے 599,999,732 رائٹس شیئرز کے ذریعے اپنے ادا شدہ سرمائے میں اضافے کی تجویز دی ہے۔ مزید اس نے رائٹس شیئرز اور نقد کے علاوہ 600,000,000 شیئرز کے اجراء کی تجویز پیش کی ہے جو کہ سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی منظوری سے مشروط ہیں۔ یہ حصص 10 روپے کی فیس ویلیو پر ASSM کے اسپانسرز شیئرز ہولڈرز کو 51,114,011 شیئرز کے بدلے جاری کئے جائیں گے جو کہ فی حصص 234.77 روپے کا ہے۔ بقیہ ہیلنس کمپنی کی طرف سے دو سال کی مدت میں حصص کی خریداری کے معاہدے کی شرائط کے مطابق ادا کئے جائیں گے۔

کمپنی انتظامیہ پر آپ کے تعاون اور اعتماد بورڈ کی جانب سے آپ کا شکریہ ادا کرتے ہیں اور بہت پر امید ہیں کہ مستقبل میں ہمارا رشتہ مزید مضبوط ہوگا۔

تنویر احمد

ڈائریکٹر

نعیم انور

چیف ایگزیکٹو آفیسر

تاریخ: 24 اکتوبر 2024

BAWANY AIR PRODUCTS LIMITED
CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2024

		Unaudited September 30, 2024	Audited June 30, 2024
	Note	----- Rupees -----	
ASSETS			
Non Current Assets			
Property, plant & equipment	4	838,300	731,795
Current Assets			
Advances and other receivables	5	120,684,400	2,184,400
Sales tax refundable		824,547	824,547
Short-term deposits		22,500	22,500
Investments		51,173	44,189
Taxation - net		6,110,103	6,110,103
Cash and bank balances		7,736,256	21,394,906
		135,428,979	30,580,645
Total Assets		136,267,279	31,312,440
EQUITY AND LIABILITIES			
Share Capital and Reserves			
Authorised capital 15,000,000 Ordinary shares of Rs.10/- each		150,000,000	150,000,000
Issued, subscribed and paid up capital		75,025,100	75,025,100
Share deposit money		107,200,000	-
Accumulated loss		(52,089,438)	(50,230,626)
		130,135,662	24,794,475
Current Liabilities			
Short-term deposits		4,282,990	4,282,990
Accrued & other liabilities		1,131,207	1,384,246
Unclaimed dividend		717,420	717,420
Due to related parties		-	133,309
		6,131,617	6,517,965
Total Equity and Liabilities		136,267,279	31,312,440

The annexed notes from 1 to 10 form an integral part of this condensed interim financial information.

NAIM ANWAR
Chief Executive Officer

MUHAMMAD MUNIR
Chief Financial Officer

TANVEER AHMED
Director

BAWANY AIR PRODUCTS LIMITED
CONDENSED INTERIM STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE PERIOD ENDED SEPTEMBER 30, 2024

	Un-audited	
	Three months ended	
	September 30, 2024	September 30, 2023
	-----Rupees-----	
Sales - net	-	-
Cost of sales	-	-
Gross profit	-	-
Administrative expenses	(1,865,546)	(2,196,816)
Other operating expenses - net	6,984	2,335,210
Finance cost - net	(250)	(2,568)
	(1,858,812)	135,826
(Loss) / profit for the period	(1,858,812)	135,826
Other comprehensive income	-	-
Total comprehensive income	(1,858,812)	135,826
Earnings per share - basic and diluted	(0.25)	0.02

The annexed notes from 1 to 10 form an integral part of this condensed interim financial information.

NAIM ANWAR
Chief Executive Officer

MUHAMMAD MUNIR
Chief Financial Officer

TANVEER AHMED
Director

BAWANY AIR PRODUCTS LIMITED
CONDENSED INTERIM STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED SEPTEMBER 30, 2024

		<u>Un-audited</u>	
		<u>September 30,</u>	<u>September 30,</u>
		<u>2024</u>	<u>2023</u>
		----- Rupees -----	
A. CASH FLOWS FROM OPERATING ACTIVITIES	Note		
Profit before taxation		(1,858,812)	135,826
Adjustments for:			
Unrealized (gain) on revaluation of other financial assets		(6,984)	-
Depreciation		21,495	20,328
Finance cost		250	2,568
Operating cash flows before working capital changes		<u>(1,844,050)</u>	<u>158,723</u>
Working capital changes	6	<u>(118,886,348)</u>	<u>(26,845,339)</u>
Net cash used in operations		<u>(120,730,398)</u>	<u>(26,686,616)</u>
Finance cost paid		(250)	(2,568)
Income tax paid		-	(3,365)
Net cash used in operating activities		<u>(120,730,648)</u>	<u>(26,692,549)</u>
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Addition during the period		<u>(128,000)</u>	<u>-</u>
Net cash used in investing activities		<u>(128,000)</u>	<u>-</u>
C. CASH FLOWS FROM FINANCING ACTIVITIES			
Share deposit money		107,200,000	-
Long-term deposits - net		-	(9,297,090)
Net cash used in financing activities		<u>107,200,000</u>	<u>(9,297,090)</u>
Net (decrease) in cash and cash equivalents (A+B+C)		<u>(13,658,648)</u>	<u>(35,989,639)</u>
Cash and cash equivalents at beginning of the period		<u>21,394,906</u>	<u>83,990,373</u>
Cash and cash equivalents at end of the period	7	<u>7,736,256</u>	<u>48,000,734</u>

The annexed notes from 1 to 10 form an integral part of this condensed interim financial information.

NAIM ANWAR
Chief Executive Officer

MUHAMMAD MUNIR
Chief Financial Officer

TANVEER AHMED
Director

BAWANY AIR PRODUCTS LIMITED
CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED SEPTEMBER 30, 2024

	Issued, subscribed and paid-up capital	Accumulated loss	Total
	----- Rupees -----		
Balance as at June 30, 2023	75,025,100	(27,607,332)	47,417,768
Total loss for the year ended June 30, 2024	-	(22,623,294)	(22,623,294)
Balance as at June 30, 2024 - audited	<u>75,025,100</u>	<u>(50,230,626)</u>	<u>24,794,475</u>
Total comprehensive income for the three months period ended September 30, 2024	-	(1,858,812)	(1,858,812)
Balance as at September 30, 2024 - un-audited	<u>75,025,100</u>	<u>(52,089,438)</u>	<u>22,935,662</u>

The annexed notes from 1 to 10 form an integral part of this condensed interim financial information.

NAIM ANWAR
Chief Executive Officer

MUHAMMAD MUNIR
Chief Financial Officer

TANVEER AHMED
Director

BAWANY AIR PRODUCTS LIMITED
NOTES TO THE CONDENSED INTERIM FINANCIAL INFORMATION (UN-AUDITED)
FOR THE PERIOD ENDED SEPTEMBER 30, 2024

1 THE COMPANY AND ITS OPERATIONS

Bawany Air Products Limited (the Company) is a public limited Company incorporated in Pakistan on August 16, 1978 and registered under the Companies Act, 1913, now th Companies Act, 2017. The Company is listed on Pakistan Stock Exchange Limited. The principal activities of the Company were deal in shares, stock, debenture, debenture stock, bonds, obligations and securities issued or guaranteed.

2 BASIS OF PREPARATION

This interim financial information has been prepared in condensed form in accordance with the requirements of International Accounting Standard (IAS) 34 "Interim Financial Reporting" and is being submitted to the shareholders as required by section 237 of the Companies Act, 2017 and the listing regulations of the Pakistan Stock Exchange Limited. This condensed interim financial information does not include all the information required for annual financial statements and should be read in conjunction with the annual financial statements as at and for the year ended June 30, 2024.

3 SIGNIFICANT ACCOUNTING POLICIES, ESTIMATES AND JUDGEMENTS

The accounting policies, estimates, judgments and methods of computation adopted for the preparation of this condensed interim financial information are the same as those applied in the preparation of the annual financial statements of the Company for the year ended June 30, 2024.

	Note	Unaudited September 30, 2024	Audited June 30, 2024
		----- Rupees -----	
4 PROPERTY, PLANT AND EQUIPMENT			
Operating property, plant and equipment		838,300	731,795

4.1 Additions to fixed assets during the period were Rs. 128,000 (June 30, 2024: Rs. Nil) and disposals there from at net book value were Rs. Nil (June 30, 2024: Rs. Nil).

5 ADVANCES AND OTHER RECEIVABLES

This includes advance amounting to Rs.118.5 million (June 30, 2024: Rs. Nil) paid to AL-Man Seyyam Sugar Mills (Private) Limited.

	Un-audited Three Months Ended	
	September 30, 2024	September 30, 2023
	----- Rupees -----	
6 WORKING CAPITAL CHANGES		
(Increase) in current assets		
Advances and other receivables	(118,500,000)	(1,543,000)
(Decrease) in current liabilities		
Trade and other payables	-	(665,103)
Accrued & other liabilities	(253,039)	(9,943,136)
Due to related parties	(133,309)	(14,694,100)
	(118,886,348)	(26,845,339)

Un-audited	
Three Months Ended	
September 30,	September 30,
2024	2023
----- Rupees -----	

7 CASH AND CASH EQUIVALENTS

Cash and bank balances	7,736,256	48,000,734
	7,736,256	48,000,734

8 TRANSACTIONS WITH RELATED PARTIES

The associated undertaking and related parties comprise associated companies, directors with related parties are as follows:

Associated undertakings

Organization charges paid	42,132	1,337,908
Loan repaid to associated undertaking	-	17,795,439

Other related parties

Contribution made by the Company to retirement benefit plan	-	29,166
Interest charged to the Company to retirement benefit plant	-	475

9 DATE OF AUTHORIZATION FOR ISSUE

This condensed interim financial information was authorised for issue on **October 24, 2024** by the Board of Directors of the Company.

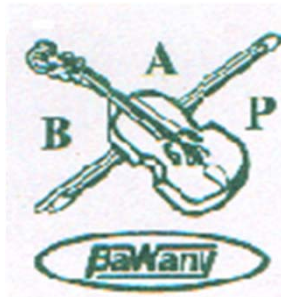
10 GENERAL

Figures presented in these condensed interim financial information have been rounded off to the nearest rupee.

NAIM ANWAR
Chief Executive Officer

MUHAMMAD MUNIR
Chief Financial Officer

TANVEER AHMED
Director



BAWANY AIR

PRODUCTS LIMITED

2nd Floor, Nadir House, I.I. Chundrigar Road, Karachi

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www.bawanyair.com