

**WAVES**  
**Quarterly Report**  
**30 September 2023**

**Waves Corporation Limited**



## **CORPORATION INFORMATION**

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### **BOARD OF DIRECTORS**

- |    |                               |                               |
|----|-------------------------------|-------------------------------|
| 1. | Mr. Muhammad Zafar Hussain    | Chairman/Independent Director |
| 2. | Mr. Tajammal Hussain Bokharee | Independent Director          |
| 3. | Mr. Khalid Azeem              | Non-Executive Director        |
| 4. | Mr. Moazzam Ahmad Khan        | Non-Executive Director        |
| 5. | Mrs. Nighat Haroon Khan       | Non-Executive Director        |
| 6. | Mr. Hamza Ahmad Khan          | Executive Director            |
| 7. | Mr. Haroon Ahmad Khan         | Chief Executive Officer       |

### **AUDIT COMMITTEE**

- |    |                               |                               |
|----|-------------------------------|-------------------------------|
| 1. | Mr. Tajammal Hussain Bokharee | Chairman/Independent Director |
| 2. | Mr. Moazzam Ahmad Khan        | Member/Non-Executive Director |
| 3. | Mrs. Nighat Haroon Khan       | Member/Non-Executive Director |
| 4. | Mr. Ahmad Bilal Zulfiqar      | Secretary                     |

### **HR & REMUNERATION COMMITTEE**

- |    |                            |                               |
|----|----------------------------|-------------------------------|
| 1. | Mr. Muhammad Zafar Hussain | Chairman/Independent Director |
| 2. | Mr. Khalid Azeem           | Member/Non-Executive Director |
| 3. | Mr. Moazzam Ahmad Khan     | Member/Non-Executive Director |
| 4. | Mr. Haroon Ahmad Khan      | Member/ Executive Director    |
| 5. | Mr. Ahmad Bilal Zulfiqar   | Secretary                     |

### **CHIEF FINANCIAL OFFICER**

Mr. Arslan Shahid Butt

### **COMPANY SECRETARY**

Mr. Ahmad Bilal Zulfiqar

### **HEAD OF INTERNAL AUDITOR**

Mr. Usman Khalid

### **LEGAL ADVISOR**

Law Wings Advocates & Solicitors

### **EXTERNAL AUDITORS**

RSM Avais Hyder Liaquat Nauman  
Chartered Accountants

### **SHARE REGISTRAR**

Corplink (Private) Limited

### **RESISTERED OFFICE/PLANT**

Factory: 9-KM Multan Road, Lahore  
PH. No. 042-35415421-5, 35421502-4  
UAN: 042-111-31-32-33

### **COMPANY REGISTRATION NO.**

CUIN 0001286  
Email: [cs@waves.net.pk](mailto:cs@waves.net.pk)  
Website: [www.waves.net.pk](http://www.waves.net.pk)

## **BANKERS**

Al Baraka Bank (Pakistan) Limited  
Askari Bank Limited  
Bank Alfalah Limited  
Dubai Islamic Bank Pakistan Limited  
Faysal Bank Limited  
First Prudential Modaraba  
Habib Bank Limited  
Habib Metropolitan Bank Limited  
Industrial & Commercial Bank of China

National Bank of Pakistan  
Pak Brunei Investment Company Limited  
Pak Libya Holding Company Limited  
Pak Oman Investment Company Limited  
Samba Bank Limited  
Silk Bank Limited  
Sindh Bank Limited  
The Bank of Khyber  
The Bank of Punjab

### **Contact Information:**

Registered Office:

Email:

Web Site:

042-35415421-5, 042-35421502-4

[cs@waves.net.pk](mailto:cs@waves.net.pk)

[www.waves.net.pk](http://www.waves.net.pk)

## Directors Report to Shareholders

### Overview

On behalf of the Board of Directors of Waves Corporation Limited, previously Waves Singer Pakistan Limited (WAVES or the Company), we submit the Directors' Review Report on the condensed interim consolidated and standalone financial statements for the period ending on 30 September 2023 (un-audited).

Globally, the economy is showing signs of improvement, but challenges in core inflation, and geopolitical uncertainties persist. The Asian Development Bank (ADB) and the World Bank have different growth projections for Pakistan's economy, with ADB forecasting 1.9% growth for the current fiscal year, while the World Bank estimates 1.7% for FY 24 and 2.4% for FY 25. However, Pakistan faces significant risks, including rising energy tariffs, inflation, and political uncertainty due to upcoming elections. The country's commitment to the IMF program is crucial for macroeconomic stability.

Pakistan's economy is rebounding in FY2024, with increased exports and relaxed import restrictions. Foreign Direct Investment (FDI) has grown, driven by Chinese investments. The agriculture sector is seeing substantial growth in cotton production. Large-scale manufacturing is recovering, with select sectors showing positive growth. Pakistan has tackled economic challenges through policy measures, and the government has established the Special Investment and Facilitation Council (SIFC) to attract investments in various sectors, signaling a commitment to economic recovery.

The wholly owned subsidiary Waves Marketplace Limited (WAVES Plus) continued facing challenges owing to the tough economic and financial environment. The business model for real estate development was improved to include sizeable commercial portion, that increases its top and bottom line. The home appliances business undertaken by the Company's subsidiary Waves Home Appliances Limited (WHALE) faces challenges as the whole appliances industry was under pressure due to restriction on import of raw material. However, WHALE was able to position itself to substantially rely on locally manufactured material vis-à-vis its competitors thus reducing production risks.

The financial highlights for the nine months period ended are presented as hereunder for consolidated financial statements, wherein financial results of standalone financial statements are also provided in this report:

### Consolidated Operating Results

	<b>9 Months</b>	<b>9 Months</b>
	<b><u>Rs. in '000</u></b>	<b><u>Rs. in '000</u></b>
Sales (Net)	4,179,651	9,198,580
Gross Profit	1,106,713	1,903,561
Profit from Operations	255,906	720,394
Profit before taxation	254,682	580,689
Profit after taxation	199,391	465,422
Earnings Per Share (Rupees)	0.71	1.65

The Board has considered and is providing operating results and business performance for consolidated financial results as it better reflects the performance of the Company as a holding entity. The individual standalone operating results of the Company (after demerger of the home appliances

business to WHALE) are also given. Please refer to the complete set of quarterly financial statements for complete 9 months results. The variance of the current results with the previous period is primarily due to the challenging economic and financial environment, where supply was constrained and demand was restricted.

## Standalone Results of the Company

The standalone results of the Company are given hereunder (after demerger of home appliances business to WHALE):

	<b>9 Months</b>	<b>9 Months</b>
	<b><u>Rs. in '000</u></b>	<b><u>Rs. in '000</u></b>
Other Income	137,595	126,325
Profit before Taxation	73,188	86,158
Profit after Taxation	69,938	67,203
Earnings Per Share	0.25	0.24

Based on the financial results in view of the tough current economic and political conditions the Board of Directors do not recommend any pay-out to the shareholders of the Company.

The standalone financial statements of the Company in which investments in subsidiaries are accounted for on the basis of direct equity interest rather than on the basis of reported results and net assets of the investees. The Consolidated financial statements of the Company are prepared and presented separately. The Company has following subsidiary/wholly-owned subsidiaries, whose further information can be reviewed in the notes to the consolidated financial statements of the Company:

Waves Home Appliances Limited (WHALE)	Subsidiary
Waves Marketplace Limited (WML)	Wholly Owned Subsidiary
Waves Builders & Developers (Private) Limited (WBDL)	Wholly Owned Subsidiary

The Sales (net) of WHALE for the 9 months period ended were PKR 4,068 million as compared to PKR 8,403 million previous period, whereas net profit was PKR 97 million as compared to PKR 310 million in the previous period. The Sales (net) of WML were PKR 1,165 million as compared to PKR 2,805 million, whereas net profit was PKR 32 million as compared to PKR 87 million in the previous period. WBDL is still in the development phase, whereas all real estate project planning activities are carried out in the holding Company. Hence it is carried on going concern basis. The quarterly financial results of WHALE can be reviewed at the Company's website [www.waves.net.pk](http://www.waves.net.pk).

In view of recent policy changes in allowing import of materials/components by the home appliances industry, the L/C opening process by the commercial banks is expected to go slow. Consequently, dependence on foreign sources of materials is continuing to be challenging, therefore, WHALE has been making arrangements for achieving major import substitution in order to ensure uninterrupted continuity of operations. In these circumstances market sizes of domestic appliances may not reach the expected levels. Accordingly, WHALE has substantially switched to local source of materials, which will ensure less dependence on imports and inhouse development of certain imported components through WHALE's vendors. There is a huge potential of deep freezers and vizi-coolers corporate sales not only to Coca Cola but for the whole frozen food and beverages industry. Insha Allah, continuity of operations shall be fully focused during ongoing difficult times.

Going forward is a challenging year for the country however, it has observed fiscal and current account balance improvements. The decisions and stabilization measures by the Government has navigated the

country towards a sustainable path. Moreover, administrative and regulative action for curbing illegal activities in the foreign exchange market have started to yield desired results. On external front current account deficit and aligned indicators show developments. Similarly, fiscal performance has also shown improvement during the period. It is expected that the economic revival plan and prudent actions - policies including SIFC and IT policy- will attract new investments to create a multiplier effect in the economy for higher and inclusive economic growth in FY2024 and further in the medium term.

Looking ahead we remain optimistic and confident about the future of the Company. We have a coherent team of management, staff & workforce, brand name, excellent product line, and a nationwide distribution and after sales service network which allows us to reach customers and provide them service both in urban & rural areas at the best possible terms. We would like to thank all our Shareholders and the Board of Directors for their immense support.

## **ACKNOWLEDGEMENTS**

We extend our deepest appreciation to all our stakeholders, including our valued customers, suppliers, business partners, financial institutions, regulators, for their trust and support. The Company's achievements and current standing are a demonstration to the solid commitment, hard work, and tremendous support from our management team and employees. We are confident in our ability to meet and exceed stakeholders' expectations.

For and on behalf of the Board:

-Sd-

\_\_\_\_\_  
Chief Executive Officer  
Lahore

-Sd-


\_\_\_\_\_  
Director


Waves Corporation Limited  
Condensed Interim Consolidated Statement of Financial Position (Un-audited)  
As at 30 September 2023

		(Un-audited) 30 September 2023	(Audited) 31 December 2022		(Un-audited) 30 September 2023	(Audited) 31 December 2022	
	Note	----- (Rupees in '000) -----			Note	----- (Rupees in '000) -----	
<b>EQUITY AND LIABILITIES</b>				<b>ASSETS</b>			
<u>Share capital and reserves</u>			Restated	<u>Non-current assets</u>			Restated
Authorised capital 300,000,000 (2022: 300,000,000) ordinary shares of Rs. 10 each		<b>3,000,000</b>	3,000,000				
Issued, subscribed and paid up capital	5	2,814,062	2,814,062	Property, plant and equipment	8	10,406,031	8,855,926
Capital reserve		5,010,048	5,014,250	Intangible assets and goodwill		2,822,567	2,848,133
Revenue reserve - unappropriated profit		840,284	680,528	Long term deposits		22,926	25,669
Surplus on revaluation of property, plant and equipment - net of tax		544,233	528,895			13,251,524	11,729,728
		9,208,626	9,037,735				
Non-controlling interest		1,586,917	1,563,509				
		10,795,543	10,601,244				
<u>Non-current liabilities</u>				<u>Current assets</u>			
Long term loans - secured		1,085,894	789,415	Stores, spares and loose tools		39,626	44,143
Lease liabilities				Stock-in-trade		3,049,866	3,288,148
-Assets under right of use - secured		34,626	55,189	Trade debts			
-Building under right of use - unsecured		53,452	41,687	- Retail		1,323,598	1,457,687
Employee retirement benefits - obligation		10,785	13,553	- Whole Sales		2,868,023	4,118,627
Deferred tax liability - net		426,839	434,546	Advances, deposits, prepayments and other receivables		70,874	100,781
Deferred income		5,896	6,477	Taxation - net	12	360,032	385,124
		1,617,493	1,340,867	Cash and bank balances	10	128,351	114,344
<u>Current liabilities</u>						7,840,370	9,508,854
Trade and other payables		3,855,363	3,661,839	Non-current assets held for sale		1,470	1,470
Short term borrowings - secured		4,220,888	4,955,965			7,841,840	9,510,324
Loan from sponsors - unsecured	6	127,817	119,497				
Current portion of long term liabilities		476,260	560,640				
		8,680,328	9,297,941				
<b>Contingencies and commitments</b>	7	-	-				
		<b>21,093,364</b>	<b>21,240,052</b>			<b>21,093,364</b>	<b>21,240,052</b>

The annexed notes 1 to 16 form an integral part of these condensed interim consolidated financial statements.

Lahore

  
Chief Executive Officer

  
Director

  
Chief Financial Officer

Waves Corporation Limited  
Condensed Interim Consolidated Statement of Profit or Loss Account (Un-audited)  
For the nine months period ended 30 September 2023

	Nine months ended		Three months ended	
	30 September 2023	30 September 2022	30 September 2023	30 September 2022
	----- (Rupees in '000) -----			
Sales - net of sales return	5,017,679	11,114,454	1,432,784	2,401,473
Sales tax and trade discount on invoices	(838,028)	(1,915,874)	(197,671)	(345,114)
Sales - net	4,179,651	9,198,580	1,235,113	2,056,360
Cost of sales	(3,072,939)	(7,295,018)	(889,350)	(1,631,502)
<b>Gross profit</b>	<b>1,106,713</b>	<b>1,903,561</b>	<b>345,764</b>	<b>424,856.76</b>
Marketing, selling and distribution costs	(521,901)	(771,931)	(176,046)	(236,951)
Administrative expenses	(355,819)	(434,568)	(136,128)	(140,035)
Other expenses	(65,143)	(72,411)	(14,783)	(1,278)
Other income	92,056	95,743	8,369	21,165
	(850,806)	(1,183,167)	(318,587)	(357,100)
<b>Profit from operations</b>	<b>255,906</b>	<b>720,394</b>	<b>27,176</b>	<b>67,759</b>
Earned carrying charges	215,973	256,046	74,639	93,757
Finance cost	(217,197)	(395,752)	(56,052)	(118,395)
	(1,224)	(139,706)	18,587	(24,638)
<b>Profit before taxation</b>	<b>254,682</b>	<b>580,689</b>	<b>45,763</b>	<b>43,121</b>
Taxation	(54,751)	(115,266)	(14,843)	(16,370)
<b>Profit for the period</b>	<b>199,931</b>	<b>465,422</b>	<b>30,920</b>	<b>26,751</b>
<b>Attributable to:</b>				
Owners of the Group	175,094	386,514	24,387	21,530
Non-controlling interests	24,838	78,908	6,534	5,221
	199,931	465,422	30,920	26,751
Earnings per share - basic and diluted (Rupees)	0.71	1.65	0.11	0.10

The annexed notes 1 to 16 form an integral part of these condensed interim consolidated financial statements.

Lahore

  
Chief Executive Officer

  
Director

  
Chief Financial Officer




Waves Corporation Limited  
 Condensed Interim Consolidated Statement of Comprehensive Income (Un-audited)  
 For the nine months period ended 30 September 2023

	Nine months ended		Three months ended	
	30 September 2023	30 September 2022	30 September 2023	30 September 2022
	----- (Rupees in '000) -----			
<b>Profit for the period</b>	199,931	465,422	30,920	26,751
<b><u>Other comprehensive income for the period</u></b>				
<i>Items that will not be reclassified to profit or loss account:</i>	-	-	-	-
<b>Total comprehensive income for the period</b>	199,931	465,422	30,920	26,751

The annexed notes 1 to 16 form an integral part of these condensed interim consolidated financial statements.

Lahore  
  
 Chief Executive Officer

  
 Director

  
 Chief Financial Officer

Waves Corporation Limited  
Condensed Interim Consolidated Statement of Changes In Equity (Un-audited)  
For the nine months period ended 30 September 2023

Issued, subscribed and paid-up capital	Capital reserves			Revenue reserve	Total	Non controlling interest	Total	
	Share premium reserve	Other capital reserve	Surplus on revaluation of land and building	Unappropriated profits				
----- Rupees in '000 -----								
Balance at 01 January 2022	2,814,062	5,025,661	5,000	561,698	318,322	8,724,742	1,549,553	10,274,295
<b><u>Total comprehensive income for the period</u></b>								
Profit for the period	-	-	-	-	351,391	351,391	14,697	366,088
Other comprehensive income for the period	-	-	-	-	14,241	14,241	4,859	19,099
	-	-	-	-	365,632	365,632	19,556	385,188
<b><u>Surplus transferred to accumulated profits</u></b>								
Incremental depreciation relating to surplus on revaluation - net of tax	-	-	-	(32,803)	32,803	-	-	-
Shares capital issuance expenses	-	(16,411)	-	-	-	(16,411)	(5,600)	(22,011)
Related deferred tax on revaluation surplus	-	-	-	-	-	-	-	-
Effect of change in tax rate	-	-	-	-	-	-	-	-
<b>Balance as at 31 December 2022 (Audited)</b>	<b>2,814,062</b>	<b>5,009,250</b>	<b>5,000</b>	<b>528,895</b>	<b>716,756</b>	<b>9,073,963</b>	<b>1,563,509</b>	<b>10,637,472</b>
Prior year adjustment	-	-	-	-	(36,228)	(36,228)	-	(36,228)
<b>Balance as at 31 December 2022 (Restated)</b>	<b>2,814,062</b>	<b>5,009,250</b>	<b>5,000</b>	<b>528,895</b>	<b>680,528</b>	<b>9,037,735</b>	<b>1,563,509</b>	<b>10,601,244</b>
<b><u>Total comprehensive income for the period</u></b>								
Profit for the period	-	-	-	-	175,094	175,094	24,838	199,931
Other comprehensive income for the period	-	-	-	-	-	-	-	-
	-	-	-	-	175,094	175,094	24,838	199,931
<b><u>Surplus transferred to accumulated profits</u></b>								
Incremental depreciation relating to surplus on revaluation - net of tax	-	-	-	15,338	(15,338)	-	-	-
Shares capital issuance expenses	-	(4,202)	-	-	-	(4,202)	(1,430)	(5,632)
<b>Balance as at 30 September 2023</b>	<b>2,814,062</b>	<b>5,005,048</b>	<b>5,000</b>	<b>544,233</b>	<b>840,284</b>	<b>9,208,626</b>	<b>1,586,917</b>	<b>10,795,543</b>

The annexed notes 1 to 16 form an integral part of these condensed interim consolidated financial statements.

Lahore

  
Chief Executive Officer

  
Director

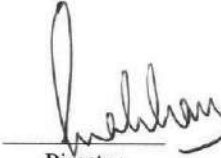
  
Chief Financial Officer


Waves Corporation Limited  
Condensed Interim Consolidated Statement of Cash Flow (Un-audited)  
For the nine months period ended 30 September 2023

		Nine months ended	
		(Un-audited) 30 September 2023	(Un-audited) 30 September 2022
		----- (Rupees in '000) -----	
<b><u>Cash flows from operating activities</u></b>			
	Note		
Profit before taxation		253,252	580,689
<i>Adjustments for non-cash and other items:</i>			
Depreciation on property, plant and equipment	8.1	246,579	246,865
Amortisation of intangible assets		26,170	30,101
Finance cost		217,197	395,752
Gain on sale of property, plant and equipment		(25,631)	(12,113)
Amortisation of deferred income		(581)	998
		<b>716,987</b>	<b>1,242,291</b>
<b><u>Effect on cash flow due to working capital changes</u></b>			
<i>(Increase) / decrease in current assets:</i>			
Stores, spares and loose tools		4,517	(6,552)
Stock-in-trade		238,282	520,595
Trade debts and other receivables		1,387,437	699,910
Advances, deposits, prepayments and other receivables		29,907	(162,530)
<i>Increase in current liabilities:</i>			
Trade and other payables		193,524	1,201,609
		<b>1,853,667</b>	<b>2,253,032</b>
<b>Cash used in operations</b>		<b>2,570,654</b>	<b>3,495,323</b>
Income tax received / (paid)		(37,366)	(130,276)
Employee retirement benefits paid		(2,768)	(1,068)
Long term deposits - net		-	(7,719)
<b>Net cash used in operating activities</b>		<b>2,530,520</b>	<b>3,356,260</b>
<b><u>Cash flow from investing activities</u></b>			
Capital expenditure -net		(1,807,496)	(2,328,583)
Proceeds from disposal of property, plant and equipment		35,838	23,464
<b>Net cash generated from investing activities</b>		<b>(1,771,658)</b>	<b>(2,305,119)</b>
<b><u>Cash flow from financing activities</u></b>			
Long term loan received/repaid		212,099	(990,237)
Loan from sponsors		8,320	2,167
Finance costs paid		(217,197)	(243,238)
Short term borrowing - net		(630,184)	(1,289,108)
Lease rentals paid		(8,798)	(52,058)
<b>Net cash generated from financing activities</b>		<b>(635,760)</b>	<b>(2,572,474)</b>
<b>Net increase in cash and cash equivalents</b>		<b>123,102</b>	<b>(1,521,333)</b>
<b>Cash and cash equivalents - at beginning of the period</b>		<b>(2,749,056)</b>	<b>(1,190,686)</b>
<b>Cash and cash equivalents - at end of the period</b>	10	<b>(2,625,954)</b>	<b>(2,712,019)</b>

The annexed notes 1 to 16 form an integral part of these condensed interim consolidated financial statements.

  
Lahore Chief Executive Officer

  
Director

  
Chief Financial Officer

**Waves Corporation Limited**  
**Notes to the Condensed Interim Consolidated Financial Information (Un-audited)**  
**For the nine months period ended 30 September 2023**

**1 Status and nature of business**

The Group comprises of:

**Holding Company**

- **Waves Corporation Limited**  
*(formerly, Waves Singer Pakistan Limited)*

**2023**                      **2022**  
**(Holding percentage)**

**Subsidiary Companies**

- <b>Waves Builders &amp; Developers (Private) Limited</b> <i>(formerly, Waves Marketing (Private) Limited)</i>	<b>100.00</b>	100.00
- <b>Waves Marketplace Limited</b> <i>(formerly, Electronics Marketing Company (Private) Limited)</i>	<b>100.00</b>	100.00
- <b>Waves Home Appliances Limited</b> <i>(formerly, Samin Textiles Limited)</i>	<b>74.56</b>	74.56

Waves Corporation Limited (formerly, Waves Singer Pakistan Limited) (the Holding Company) was incorporated in Pakistan under the repealed Companies Ordinance, 1984 (now Companies Act, 2017) as a public company limited by shares and is quoted on the Pakistan Stock Exchange. The company is principally engaged in the manufacturing and assembly of domestic consumer appliances alongwith retailing and trading of the same and other light engineering products. The registered office of the company is located at 9-K.M, Hanjarwal, Multan Road, Lahore.

Geographical locations of the manufacturing facilities of the Group are located at:

- 9-K.M, Hanjarwal, Multan Road, Lahore.
- Dina Nath, Mouza Rakh Serai Cheenba, Tehsil Pattoki, District Kasur.
- Mouza Mustafabad, 41-KM Ferozepur Road, Off 2-KM Rohi Nala Road, Tehsil & District Kasur

**Waves Builders and Developers (Private) Limited**

*(formerly, Waves Marketing (Private) Limited) - Subsidiary Company*

Waves Builders and Developers (Private) Limited (formerly, Waves Marketing (Private) Limited) is a private limited company which was incorporated on 10 April 2017 under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). The registered office of the company is located at 15/3 A Model Town, Lahore. The principal activity of the company is the sale, distribution and marketing of consumer appliances being a trading concern.

**Waves Marketplace Limited**

*(formerly, Electronics Marketing Company (Private) Limited) - Subsidiary Company*

Waves Marketplace Limited (formerly, Electronics Marketing Company (Private) Limited) is a private limited company which was incorporated on 09 September 2016 under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). The principal activity of the company is to carry out distribution / wholesales / retail business of all kinds of electronic appliances, its components and accessories, etc.

**Waves Home Appliances Limited**

*(formerly Samin Textiles Limited)- Subsidiary Company*

Waves Home Appliances Limited (WHAL) (formerly as Samin Textiles Limited) was incorporated in Pakistan on November 27, 1989 as a public limited company under the Companies Ordinance, 1984 (now Companies Act, 2017). The registered office of the Company is situated at 8.7 KM Hanjarwal, Multan Road, Lahore. The Company is currently listed on Pakistan Stock Exchange. The principal business of the Company previously was trading, import and export of textile products. Consequent to approval of scheme of arrangement, the principal line of business shall be amended to include manufacturing, assembly and wholesale of domestic consumer appliances and other light engineering products.

- 1.1 The Holding Company, Waves Corporation Limited (WCL), acquired WHAL (formerly Samin Textiles Limited) as a subsidiary Company through a scheme of arrangement. As per the term of the scheme, WCL 'Carved out / separated home appliances business by transferring certain assets, liabilities, obligations, contracts and undertakings to the subsidiary Company as of the effective date of 01 September 2021.

The Honourable Lahore High Court (the Court) through its Order dated 22 June 2022, has approved the Scheme of Arrangement as proposed and granted sanction order for the carving out of home appliances business from the Holding Company and amalgamation of the same into the subsidiary Company, WHAL.

The Board of Directors of the Holding Company and subsidiary Company, in their meetings held on 23 December 2021, approved and resolved to present the Scheme of Arrangement before the shareholders of the Company for their approval.

After approval by the BOD, the said scheme was submitted to Court for approval. As per requirements, the Holding Company subsequently obtained approval of the Scheme of Arrangement from its shareholders and secured creditors of the Holding Company.

On account of consideration under the scheme of arrangement, 56,281,240 shares of the subsidiary company were issued and allotted to shareholders of Holding Company in the swap ratio of 20 shares for every 100 shares held in parent company at the date of acquisition. The consideration also included issue of 199,724,956 shares to WCL and Rs. 2 billion in cash (interest free) payable over the period of 2 years but these have no impact on these consolidated financial statements.

The Group expects several benefits after this merger including the synergies of operations, allowing them to become leading suppliers / service providers, resulting in greater revenue. Furthermore, by separating the business segments (as contemplated in this Scheme), the individual companies shall have unique identities, a more focussed business and customer base.

If the acquisition of WHAL had occurred on 01 January 2021, the management estimates that there would not have been any material changes to the revenue and profits of the Group as WHAL was a dormant entity.

However, this scheme of arrangement/group restructuring does not have any material impact on these consolidated financial statements.

## 2 Basis of preparation

### Statement of compliance

- 2.1 These condensed interim Consolidated financial statements of the Company have been prepared in accordance with the accounting and reporting standards as applicable in Pakistan for interim financial reporting. The accounting and reporting standards as applicable in Pakistan for interim financial reporting comprise of:

- International Financial Reporting Standards (IFRS Standards) issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017;
- Provisions of and directives issued under the Companies Act, 2017; and
- Islamic Financial Accounting Standards (IFAS) issued by the Institute of Chartered Accountants of Pakistan as notified under the Companies Act, 2017.

Where the provisions of and directives issued under the Companies Act, 2017 differ with the requirements of IFRS standards, the provisions of and directives issued under the Companies Act, 2017 have been followed.



- 2.2 These condensed interim consolidated financial statements comprise the condensed interim consolidated statement of financial position of the Company as at 31 December 2022 and the related condensed interim consolidated statement of profit or loss account, condensed interim consolidated statement of comprehensive income, condensed interim consolidated statement of changes in equity and condensed interim consolidated statement of cash flow and notes to the financial information for the three month period then ended.
- 2.3 These condensed interim consolidated financial statements do not include all of 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 31 December 2022. Selected explanatory notes are included to explain events and transactions that are significant to and understanding of the changes in the Company's financial position and performance since the last annual financial statements.
- 2.4 Comparative consolidated statement of financial position's numbers are extracted from the annual audited consolidated financial statements of the Company for the year ended 31 December 2022, whereas comparative Consolidated statement of profit or loss account, statement of comprehensive income, cash flow statement and statement of changes in equity are stated from unaudited condensed interim Consolidated financial statement of the Company for the **nine months period ended 30 September 2023**.

### 3 Use of estimates and judgments

The preparation of condensed interim consolidated financial statements requires management to make judgments, estimates and assumptions for the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these condensed interim consolidated financial statements, the significant judgments made by the management in applying accounting policies and key sources of estimation are the same as those applied in the preparation of annual audited financial statements for the year ended 31 December 2022.

### 4 Statement of consistency in accounting policies

The accounting policies and the methods of computation adopted in the preparation of these condensed interim consolidated financial statements are same as those applied in the preparation of annual audited financial statements for the year ended 31 December 2022.

- 4.1 During the period, the management identified that the amount of Rs. 18.834 million and Rs. 17.394 million which was payable against SBP Salary Refinance Scheme out of Rs. 197.466 million and Rs. 182.371 million to The Bank of Khyber and Pak Lybia Holding Company respectively which were received in the year 2020. Rs. 18.834 million and Rs. 17.394 million was adjusted to deferred income against loan account and amortised in the financial years 2021 and 2022. Accordingly, now this impact is recognized retrospectively. The comparative amounts have been restated as per the requirement of IAS 8 "Changes in accounting policy, estimates and errors". The following are the effects on Financial Position and Changes in Equity.

	As at 31 December 2022		
	As Restated	Adjustment	Previously Reported
<b>Effect on statement of Changes in Equity</b>			
Un-appropriated Profit	680,528	(36,228)	716,756
<b>Effect on statement of Financial Position</b>			
Current portion of long term liabilities	560,640	36,228	524,412

## 5 Issued, subscribed and paid up capital

	(Un-audited) 30 September 2023	(Audited) 31 December 2022	(Un-audited) 30 September 2023	(Audited) 31 December 2022
	----- Number of shares -----		----- (Rupees in '000) -----	
Issued for cash	105,263,597	105,263,597	1,052,636	1,052,636
Issued for consideration other than cash	703,733	703,733	7,037	7,037
Issued as paid bonus shares	78,988,759	78,988,759	789,888	789,888
Issued under scheme of amalgamation	96,450,000	96,450,000	964,500	964,500
	<b>281,406,089</b>	<b>281,406,089</b>	<b>2,814,061</b>	<b>2,814,061</b>

5.1 Ordinary shares of the Company held by associated persons and undertaking are as follows:

	(Un-audited) 30 September 2023	(Audited) 31 December 2022	(Un-audited) 30 September 2023	(Audited) 31 December 2022
	----- Percentage held -----		----- Number of shares -----	
<i>Chief Executive Officer and his spouse</i>				
- Haroon Ahmad Khan (CEO)	38.32%	38.32%	107,840,286	107,840,286
- Nighat Haroon Khan (Wife of CEO)	9.92%	9.92%	27,925,911	27,925,911
	<b>48.25%</b>	<b>48.25%</b>	<b>135,766,197</b>	<b>135,766,197</b>

5.2 The holders of ordinary shares are entitled to receive dividends as declared (if any), and are entitled to one vote per share at meetings of the Holding Company.

	(Un-audited) 30 September 2023	(Audited) 31 December 2022
	----- (Rupees in '000) -----	
Note		

## 6 Short term borrowings - secured

Running finance under mark-up arrangements	6.1	2,758,507	2,863,400
Finance against trust receipt	6.1	1,169,440	1,796,224
Short term borrowings under 'Murahaba' arrangement	6.1	292,941	296,341
		<b>4,220,888</b>	<b>4,955,965</b>

6.1 This includes amount of bridge finance facility under markup arrangement availed from National Bank of Pakistan amounting to Rs.1,500 million during the period (2022: Rs. 1,500 million). This facility is secured against 1st charge over land & building with 25% margin and carry markup from 19.25% per annum, payable quarterly in arrears.

6.2 These facilities are secured against charge over current assets of the company and personal guarantees of the sponsors of the company and carries markup rate of three month KIBOR + 2% per annum payable monthly in arrears and KIBOR + 2.5% per annum.

## 7 Contingencies and commitments

### 7.1 Contingencies

There has been no significant changes in contingencies as reported in the annual audited financial statements of the Company for the year ended 31 December 2022.

### 7.2 Commitments

The Company has the following commitments in respect of:

- Commitments for the import of stock in trade outstanding at period end were for Rs. Nill (31 December 2022: Rs. Nill).
- Commitments for capital expenditure against irrevocable letters of credit outstanding at the period end were Rs. Nill (31 December 2022: Rs. 6.50 million).

		(Un-audited) 30 September 2023	(Audited) 31 December 2022
	Note	----- (Rupees in '000) -----	
<b>8 Property, plant and equipment</b>			
Operating fixed assets	8.1	7,210,322	6,473,916
Right-of-use asset	8.2	103,127	161,105
Capital work-in-progress	8.3	3,092,582	2,220,905
		<u>10,406,031</u>	<u>8,855,926</u>
<b>8.1 Operating fixed assets</b>			
Opening balance - as at 01 January		6,473,916	5,760,285
Additions / (deletion) during the period / year		934,782	985,776
Revaluation gain / (loss)		-	7,000
Transfers from right to use to owned assets		33,085	48,588
		<u>7,441,783</u>	<u>6,801,649</u>
Book value of property, plant and equipment disposed off during the period / year		(11,505)	(41,085)
Depreciation charged during the period / year		(219,955)	(286,648)
Closing balance		<u>7,210,322</u>	<u>6,473,916</u>
<b>8.2 Right-of-use asset</b>			
Balance as at 01 January		161,105	231,931
Additions / (deletion) during the period / year		1,731	77,755
Transfers to owned assets		(33,085)	(48,588)
Book value of property, plant and equipment disposed off during the period / year		-	(47,047)
Depreciation charge for the period / year		(26,624)	(52,946)
Closing balance		<u>103,127</u>	<u>161,105</u>
<b>8.3 Capital work-in-progress</b>			
Building - Kasur factory		1,522,114	1,247,631
Plant and machinery		1,425,035	844,601
Plant and machinery - in Transit		144,074	127,358
Electric installation		1,359	1,315
		<u>3,092,582</u>	<u>2,220,905</u>
<b>9 Intangible assets and goodwill</b>			
Software		38,914	42,026
Goodwill	9.1	1,070,207	1,070,206
Brand value	9.1	1,582,147	1,582,147
Customer relationships	9.1	130,695	153,754
		<u>2,821,963</u>	<u>2,848,133</u>
<b>10 Cash and cash equivalents</b>			
Cash and bank balances		128,351	114,344
Short term running finance - secured		(2,758,507)	(2,863,400)
		<u>(2,630,156)</u>	<u>(2,749,056)</u>
		(Un-audited) 30 September 2023	(Un-audited) 30 September 2022
		----- (Rupees in '000) -----	
<b>11 Sales - net</b>			
Gross sales:			
- Local		5,023,664	11,163,703
Sales return		(5,985)	(49,249)
		<u>5,017,679</u>	<u>11,114,454</u>
Sales tax		(762,568)	(1,596,026)
Trade discounts		(75,460)	(319,848)
		<u>(838,028)</u>	<u>(1,915,874)</u>
		<u>4,179,651</u>	<u>9,198,579</u>
<b>12 Taxation</b>			

The Company has opted for group taxation and the Group falls under the normal tax regime. Provision for taxation has been calculated as group taxation.



### 13 Transactions with related parties

Related parties comprise of associated undertakings, directors, entities with common directorship, post employment plans and key management personnel. Amounts due from and to related parties are shown under respective notes in these unconsolidated condensed interim financial statements. Significant transactions with related parties are as follows:

Name of the Company	Relationship	Nature of transactions	(Un-audited) 30 September 2023	(Un-audited) 30 September 2022
Employee's Provident Fund	Post employee contribution plan	Contribution for the period	18,133	23,869
Directors	Employees	Loan from sponsors	8,320	-
		Meeting fee	200	1,300
Key management personnel	Remuneration	Remuneration	76,859	93,903

#### 14 Financial risk management and fair value of financial instruments

14.1 The Company's financial risk management objective and policies are consistent with that disclosed in the annual financial statements of the Company for the year ended 31 December 2022.

14.2 The following table shows the carrying amounts and fair values of financial instruments and non-financial instruments including their levels in the fair value hierarchy:

	30 September 2023					
	Carrying amount			Fair value		
	Financial assets at amortized cost	Other financial liabilities	Total	Level 1	Level 2	Level 3
<i>Note</i> ----- Rupees in '000 -----						
<b>Financial instruments</b>						
<b>30 September 2023 - (Un-audited)</b>						
<b><u>Financial assets - not measured at fair value</u></b>						
Trade debts	4,191,621	-	4,191,621	-	-	-
Security deposits	-	-	-	-	-	-
Other receivables	70,874	-	70,874	-	-	-
Cash & Bank Balances	128,351	-	128,351	-	-	-
14.3	<u>4,390,846</u>	<u>-</u>	<u>4,390,846</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b><u>Financial liabilities - not measured at fair value</u></b>						
Long term loans - secured	-	1,562,154	1,562,154	-	-	-
Liabilities against assets subject to finance lease	-	88,078	88,078	-	-	-
Loan from sponsors - unsecured	-	127,817	127,817	-	-	-
Trade and other payables	-	3,855,363	3,855,363	-	-	-
Employee retirement benefit	-	10,785	10,785	-	-	-
Short term borrowings - secured	-	4,220,888	4,220,888	-	-	-
Mark-up accrued on short term finances and long term loans	-	-	-	-	-	-
14.3	<u>-</u>	<u>9,865,086</u>	<u>9,865,086</u>	<u>-</u>	<u>-</u>	<u>-</u>

		31 December 2022					
		Carrying Amount		Fair value			
		Financial assets at amortized cost	Other financial liabilities	Total	Level 1	Level 2	Level 3
		----- Rupees in '000 -----					
<b>Financial instruments</b>							
<b><u>31 December 2022</u></b>							
<b><u>Financial assets - not measured at fair value</u></b>							
		-	-	-	-	-	
		5,576,314	-	5,576,314	-	-	
		100,781	-	100,781	-	-	
		114,344	-	114,344	-	-	
	14.3	<u>5,791,439</u>	<u>-</u>	<u>5,791,439</u>	<u>-</u>	<u>-</u>	
<b><u>Financial liabilities - not measured at fair value</u></b>							
		-	96,876	96,876	-	-	
		-	1,350,055	1,350,055	-	-	
		-	119,497	119,497	-	-	
		-	3,661,839	3,661,839	-	-	
		-	13,553	13,553	-	-	
		-	4,955,965	4,955,965	-	-	
		-	-	-	-	-	
	14.3	<u>-</u>	<u>10,197,785</u>	<u>10,197,785</u>	<u>-</u>	<u>-</u>	

14.3 The Company has not disclosed the fair values of these financial assets and liabilities as these are for short term or reprise over short term. Therefore, their carrying amounts are reasonable approximation of fair value.

**Non financial assets measured at fair value**

**Land and Building**

*Revalued Property, plant and equipment*

*Date of valuation*

*31 August 2021*

*Investment property*

*Date of valuation*

*31 December 2022*

**Valuation approach and inputs used**

The valuation model is based on price per square metre. In determining the valuation for land and building the valuer refers to numerous independent market inquiries from local estate agents / realtors in the vicinity to establish the present market value. The fair valuation of land and building are considered to represent a level 3 valuation based on significant non-observable inputs being the location and condition of the assets.

The fair value are subject to change owing to changes in input. However, management does not expect there to be a material sensitivity to the fair value arising from the non-observable inputs.


**15 Date of authorization**

This condensed interim Consolidated financial information has been approved by the Board of Directors of the Company and authorized for issue on 27 October 2023.

**16 General**

Corresponding figures have been re-arranged and re-classified where necessary, for the purpose of comparison and better presentation as per reporting framework.

Figures have been rounded off to nearest thousand unless stated otherwise.



Lahore

Chief Executive Officer



Director



Chief Financial Officer

Waves Corporation Limited  
Condensed Interim Unconsolidated Statement of Financial Position (Un-audited)  
As at 30 September 2023


		(Un-audited) 30 September 2023	(Audited) 31 December 2022			(Un-audited) 30 September 2023	(Audited) 31 December 2022
	Note	----- (Rupees in '000) -----			Note	----- (Rupees in '000) -----	
<b>EQUITY AND LIABILITIES</b>				<b>ASSETS</b>			
<u>Share capital and reserves</u>			Restated				Restated
Authorised capital 300,000,000 (2022: 300,000,000) ordinary shares of Rs. 10 each		<u>3,000,000</u>	<u>3,000,000</u>	<u>Non-current assets</u>			
Issued, subscribed and paid up capital	6	2,814,062	2,814,062	Property, plant and equipment	9	10,000	10,000
Capital reserve		5,030,661	5,030,661	Investment property		300,480	300,480
Revenue reserve - unappropriated profit		312,694	242,756	Investment in subsidiaries		5,270,481	5,270,481
Surplus on revaluation of property, plant and equipment - <i>net of tax</i>		151,467	151,467	Deferred tax asset		8,891	8,891
		8,308,884	8,238,946	Long term advance		1,712,756	1,519,278
						7,302,608	7,109,130
<u>Current liabilities</u>				<u>Current assets</u>			
Trade and other payables		1,162,738	601,210	Advances, deposits, prepayments and other receivables		410,570	338,577
Short term borrowings - <i>secured</i>	7	1,725,000	1,725,000	Taxation - <i>net</i>		403,752	388,394
Current portion of long term liabilities		-	31,815	Cash and bank balances	10	40,317	19,991
		2,887,738	2,358,025			854,639	746,962
				Assets held for sale	9	3,039,375	2,740,879
<b>Contingencies and commitments</b>	8					3,894,014	3,487,841
		<u>11,196,622</u>	<u>10,596,971</u>			<u>11,196,622</u>	<u>10,596,971</u>

The annexed notes 1 to 14 form an integral part of these condensed interim unconsolidated financial statements.

Lahore

  
Chief Executive Officer

  
Director

  
Chief Financial Officer

Waves Corporation Limited

Condensed Interim Unconsolidated Statement of Profit or Loss Account (Un-audited)


For the nine months period ended 30 September 2023

	Nine months ended		Three months ended	
	30 September 2023	30 September 2022	30 September 2023	30 September 2022
	----- (Rupees in '000) -----			
Other Income	137,595	126,325	31,514	18,748
Admin expenses	(64,407)	(40,167)	(32,723)	(17,327)
<b>Profit before taxation</b>	<b>73,188</b>	<b>86,158</b>	<b>(1,209)</b>	<b>1,421</b>
Taxation	(3,250)	(18,955)	(3,250)	(313)
<b>Profit after taxation</b>	<b>69,938</b>	<b>67,203</b>	<b>(4,459)</b>	<b>1,108</b>
Earnings per share - basic and diluted (Rupees)	<b>0.25</b>	<b>0.24</b>	<b>(0.02)</b>	<b>0.00</b>

The annexed notes 1 to 14 form an integral part of these condensed interim unconsolidated financial statements.

Lahore

  
Chief Executive Officer

  
Director

  
Chief Financial Officer


Waves Corporation Limited  
 Condensed Interim Unconsolidated Statement of Comprehensive Income (Un-audited)  
 For the nine months period ended 30 September 2023

	<u>Nine months ended</u>		<u>Three months ended</u>	
	<u>30 September</u> <u>2023</u>	<u>30 September</u> <u>2022</u>	<u>30 September</u> <u>2023</u>	<u>30 September</u> <u>2022</u>
	----- (Rupees in '000) -----			
<b>Profit for the period</b>	69,938	67,203	(4,459)	1,108
<b><u>Other comprehensive income for the period</u></b>				
<i>Items that will not be reclassified to profit or loss account:</i>	-	-	-	-
<b>Total comprehensive income for the period</b>	<u>69,938</u>	<u>67,203</u>	<u>(4,459)</u>	<u>1,108</u>

The annexed notes 1 to 14 form an integral part of these condensed interim unconsolidated financial statements.

Lahore

  
 Chief Executive Officer

  
 Director

  
 Chief Financial Officer


Waves Corporation Limited  
 Condensed Interim Unconsolidated Statement of Changes in Equity ((Un-audited)  
 For the nine months period ended 30 September 2023

	Issued, subscribed and paid-up capital	Capital Reserves			Revenue Reserve	Total
		Share premium reserve	Other capital reserve	Surplus on revaluation of land and building	(Accumulated losses) / Unappropriated profits	
----- (Rupees in '000) -----						
As at 01 January 2022	2,814,062	5,025,661	5,000	151,467	17,774	8,013,964
<b><u>Total comprehensive income for the year</u></b>						
Profit after taxation	-	-	-	-	253,754	253,754
	-	-	-	-	-	-
	-	-	-	-	253,754	253,754
<b>Balance as at 31 December 2022 (Audited)</b>	<b>2,814,062</b>	<b>5,025,661</b>	<b>5,000</b>	<b>151,467</b>	<b>271,528</b>	<b>8,267,718</b>
Prior year adjustment against loan payable to holding company					(11,378)	(11,378)
Prior year adjustment against loan payable to PLHCL					(17,394)	(17,394)
	-	-	-	-	(28,772)	(28,772)
<b>Balance as at 31 December 2022 (Restated)</b>	<b>2,814,062</b>	<b>5,025,661</b>	<b>5,000</b>	<b>151,467</b>	<b>242,756</b>	<b>8,238,946</b>
<b><u>Total comprehensive income for the year</u></b>						
Profit after taxation	-	-	-	-	69,938	69,938
	-	-	-	-	-	-
	-	-	-	-	69,938	69,938
<b>Balance as at 30 September 2023</b>	<b>2,814,062</b>	<b>5,025,661</b>	<b>5,000</b>	<b>151,467</b>	<b>312,694</b>	<b>8,308,884</b>

The annexed notes 1 to 14 form an integral part of these condensed interim unconsolidated financial statements.

Lahore

  
 Chief Executive Officer

  
 Director

  
 Chief Financial Officer



Waves Corporation Limited  
Condensed Interim Unconsolidated Statement of Cash Flow (Un-audited)  
For the nine months period ended 30 September 2023

	<b>Nine months ended</b>	
	<b>(Un-audited) 30 September 2023</b>	<b>(Un-audited) 30 September 2022</b>
	----- (Rupees in '000) -----	
<b><u>Cash flows from operating activities</u></b>		
Profit before taxation	73,188	86,158
<b><u>Effect on Cash flows due to working capital changes</u></b>		
<i>(Increase) / decrease in current assets:</i>		
Advances, deposits, prepayments and other receivables	(71,993)	440,945
<i>Increase in current liabilities:</i>		
Trade and other payables	561,528	421,954
<b>Cash generated / (used) in operations</b>	<b>489,535</b>	<b>862,899</b>
Income tax paid	(18,608)	(137,147)
Long term deposits - net	(193,478)	525,142
<b>Net cash generated / (used) in operating activities</b>	<b>350,637</b>	<b>1,337,052</b>
<b><u>Cash flow from investing activities</u></b>		
Capital expenditure -net	(298,496)	(294,862)
Investment in subsidiaries	-	(500,000)
<b>Net cash generated from investing activities</b>	<b>(298,496)</b>	<b>(794,862)</b>
<b><u>Cash flow from financing activities</u></b>		
Long term loans repaid	(31,815)	(1,074,354)
Proceeds from borrowings	-	(924,683)
Finance costs paid	-	30,559
<b>Net cash generated from financing activities</b>	<b>(31,815)</b>	<b>(1,968,478)</b>
<b>Net increase in cash and cash equivalents</b>	<b>20,326</b>	<b>(1,426,289)</b>
<b>Cash and cash equivalents - at beginning of the period</b>	<b>(1,705,009)</b>	<b>(276,424)</b>
<b>Cash and cash equivalents - at end of the period</b>	<b>(1,684,683)</b>	<b>(1,702,713)</b>

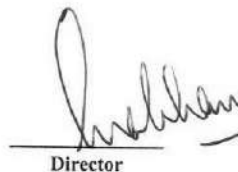
Note

10

The annexed notes 1 to 14 form an integral part of these condensed interim unconsolidated financial statements.

Lahore

  
Chief Executive Officer

  
Director

  
Chief Financial Officer

# Waves Corporation Limited

## Notes to the Condensed Interim Unconsolidated Financial Information (Un-audited)

For the nine months period ended 30 September 2023

### 1 Status and nature of business

Waves Corporation Limited (formerly Waves Singer Pakistan Limited) (the Company) was incorporated in Pakistan under the repealed Companies Ordinance, 1984 (now Companies Act, 2017) as a public company limited by shares and is quoted on the Pakistan Stock Exchange. Consequent to approval of scheme of arrangement as discussed in note 2, the principal line of business has been amended which includes managing its investment in subsidiaries, which are principally engaged in manufacturing and assembly of domestic consumer appliances along with retailing and trading the same and real estate development. The registered office of the Company is located at 9-K.M, Hanjarwal, Multan Road, Lahore.

Geographical locations of the manufacturing facilities of the Company are located at:

- 9-K.M, Hanjarwal, Multan Road, Lahore.
- Dina Nath, Mouza Rakh Serai Cheenba, Tehsil Pattoki, District Kasur.

### 2 Separation / Carving out of Home Appliances Business from the Company and Amalgamation with and into Waves Home Appliances Limited (a related entity)

Waves Singer Pakistan Limited renamed as Waves Corporation Pakistan Limited ("the Company - WCL") completed a Scheme of Arrangement as follows:

- Carving out / separation of home appliances business from the Company by transferring certain assets, liabilities, obligations, contracts and undertakings and amalgamating the same with and into Waves Home Appliance Limited (WHAL) (formerly Samin Textiles Limited) as of the effective date 01 September 2021 against allotment and issue of WHAL shares. WHAL was a related party of the Company by virtue of common shareholding.

The Honourable Lahore High Court (the Court) through its Order dated 22 June 2022, has approved the Scheme of Arrangement as proposed and granted sanction order for the carving out of home appliances business from WCL (the Holding Company) and amalgamation of the same into the subsidiary company WHAL.

The Board of Directors of the Company, in their meeting held on 23 December 2021, approved and resolved to present the Scheme of Arrangement before the shareholders of WCL for their approval. After approval by the BOD, the said scheme was submitted to Court for approval. As per requirements, the Company obtained approval of the Scheme of Arrangement from its shareholders on 15 February 2022, while the secured creditors of the Company approved the Scheme of Arrangement in Extraordinary General Meeting (EOGM) held on 03 March 2022. Further on 15 February 2022, shareholders of the Company also approved the change of name of the Company in accordance with Section 12 of the Companies Act, 2017 from "Waves Singer Pakistan Limited (WSPL)" to "Waves Corporation Limited (WCL)" and "Samin Textile Limited (SMTM)" to "Waves Home Appliance Limited (WHAL)".

As consideration for the transfer of the home appliances business, WHAL shall issue a total of 256,006,196 shares as follows:

- 199,724,956 shares shall be issued and allotted to the Company.
- Remaining 56,281,240 shares of WHAL shall be issued and allotted to shareholders of the Company in the swap ratio of 20 shares for every 100 shares of the Company. The 20 shares of WHAL directly issued to the shareholders of the Company are equivalent to presently traded 45 shares of the Company prior to the proposed capital reduction.

- Rs. 2 billion in cash shall be payable to the Company; no additional compensation shall be applicable against this amount if the said amount is settled by the WHAL within 2 years of sanction of this scheme. However, if the said amount is still wholly or partially outstanding at the end of 2 years of the sanction of scheme, then a profit/mark-up shall be payable on outstanding amount on a quarterly basis in arrears at such profit/mark-up rate as determined by the Board(s) of Directors of each of the Company at the relevant time, provided such profit/mark-up rate shall not be less than the rate prescribed under applicable laws

As part of the arrangement hereunder, subsequent to the Scheme completion date, but prior to the issuance / allotment of WHAL Shares to the Company and its shareholders, share capital of WHAL will be reduced from every 225 shares to 100 shares i-e total paid up capital from 26,728,000 to 11,879,111 shares.

The Company expects several benefits after this scheme of arrangement including the synergies of operations, allowing them to become leading suppliers / service providers, resulting in greater revenue. Furthermore, by separating the business segments (as contemplated in this Scheme), the individual companies shall have unique identities and a more focused business and customer base. At the same time, as a consequence of the arrangement, WHAL shall become a subsidiary of the Company and this will allow the management of each Company to focus on the business segment, resulting in better performance of the same.

Further, this will enable the Company to oversee, supervise and control the business / direction of WHAL, while the management of WHAL can operate and manage the business of WHAL on a regular /day-to-day basis. Through the scheme of arrangement, WCL shall reduce the risk of diseconomies of scale associated with WCL's growth.

Waves Home Appliances Limited (formerly Samin Textiles Limited) was incorporated in Pakistan on 27 November, 1989 as a public limited company under the Companies Ordinance, 1984 (now Companies Act, 2017). The registered office of the Company is situated at 8.7 KM Hanjarwal, Multan Road Lahore. The Company is currently listed on Pakistan Stock Exchange. The principal business of the Company is trading, import and export of textile products. Consequent to approval of scheme of arrangement as discussed in note 2, the principal line of business has been amended to include manufacturing, assembly and wholesale of domestic consumer appliances and other light engineering products.

### 3 Basis of preparation

#### Statement of compliance

##### 3.1 Separate financial statements

These financial statements are the separate financial statements of the Company in which investments in subsidiaries are accounted for on the basis of direct equity interest rather than on the basis of reported results and net assets of the investees. Consolidated financial statements of the Company are prepared and presented separately.

The Company has the following long term investments:

Name of subsidiary companies	2023	2022
	(Direct holding percentage)	
- Waves Builders and Developers (Private) Limited (formerly, Waves Marketing (Private) Limited)	100	100
- Waves Marketplace Limited (formerly, Electronics Marketing Company (Private) Limited)	100	100
- Waves Home Appliances Limited (formerly, Samin Textiles Limited)	74.56	74.56



3.2 These condensed interim unconsolidated financial statements of the Company have been prepared in accordance with the accounting and reporting standards as applicable in Pakistan for interim financial reporting. The accounting and reporting standards as applicable in Pakistan for interim financial reporting comprise of:

- "International Accounting Standard (IAS) 34, Interim Financial Reporting, issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017; and"
- Provisions of and directives issued under the Companies Act, 2017; and

Where the provisions of and directives issued under the Companies Act, 2017 differ with the requirements of IAS 34, the provisions of and directives issued under the Companies Act, 2017 have been followed.

3.3 These condensed interim unconsolidated financial statements comprise the condensed interim unconsolidated statement of financial position of the Company as at 30 September 2023 and the related condensed interim unconsolidated statement of profit or loss account, condensed interim unconsolidated statement of comprehensive income, condensed interim unconsolidated statement of changes in equity and condensed interim unconsolidated statement of cash flow and notes to the financial information for the nine months period then ended.

#### 4 Use of estimates and judgments

The preparation of condensed interim unconsolidated financial statements requires management to make judgments, estimates and assumptions for the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these condensed interim unconsolidated financial statements, the significant judgments made by the management in applying accounting policies and key sources of estimation are the same as those applied in the preparation of annual audited financial statements for the year ended 31 December 2022.

#### 5 Statement of consistency in accounting policies

The accounting policies and the methods of computation adopted in the preparation of these condensed interim unconsolidated financial statements are same as those applied in the preparation of annual audited financial statements for the year ended 31 December 2022.

5.1 During the period, the management identified that the amount of Rs. 2 billion which was receivable from Waves Home Appliances Limited (WHAL) was discounted under IFRS 9 from the Effective Date of Scheme of arrangement, which should have been from the date of Sanction of Scheme. Accordingly, now this impact is recognized retrospectively. The comparative amounts have been restated as per the requirement of IAS 8 "Changes in accounting policy, estimates and errors". The following are the effects on Financial Position and Changes in Equity.

5.2 During the period, the management identified that the amount of Rs. 17.394 million which was payable to Pak Lybia Holding Company against SBP Salary Refinance Scheme out of Rs. 182.371 million which was received in year 2020. Rs. 17.394 million was adjusted to deferred income against loan account and amortised in the financial years 2021 and 2022. Accordingly, now this impact is recognized retrospectively. The comparative amounts have been restated as per the requirement of IAS 8 "Changes in accounting policy, estimates and errors". The following are the effects on Financial Position and Changes in Equity.

	As at 31 December 2022		
	As Restated	Adjustment	Previously Reported
<b>Effect on statement of Financial Position</b>			
Investment in Subsidiary in "Waves Home Appliances Limited (WHAL)"	4,769,481	190,684	4,578,797
Long term advances and deposits to "Waves Home Appliances Limited (WHAL)"	1,519,278	(202,062)	1,721,340
Current portion of long term liabilities	31,815	17,394	14,421
<b>Effect on statement of Changes in Equity</b>			
Un-appropriated Profit	242,756	(28,772)	271,528

**6 Issued, subscribed and paid up capital**

	(Un-audited) 30 September 2023	(Audited) 31 December 2022	(Un-audited) 30 September 2023	(Audited) 31 December 2022
	----- Number of shares -----		----- (Rupees in '000) -----	
Issued for cash	105,263,597	105,263,597	1,052,636	1,052,636
Issued for consideration other than cash	703,733	703,733	7,037	7,037
Issued as paid bonus shares	78,988,759	78,988,759	789,888	789,888
Issued under scheme of amalgamation	96,450,000	96,450,000	964,500	964,500
	<u>281,406,089</u>	<u>281,406,089</u>	<u>2,814,061</u>	<u>2,814,061</u>

**6.1** Ordinary shares of the Company held by associated persons and undertaking are as follows:

	(Un-audited) 30 September 2023	(Audited) 31 December 2022	(Un-audited) 30 September 2023	(Audited) 31 December 2022
	----- Percentage held -----		----- Number of shares -----	
<i>Chief Executive Officer and his spouse</i>				
- Haroon Ahmad Khan (CEO)	38.32%	38.32%	107,840,286	107,840,286
- Nighat Haroon Khan (Wife of CEO)	10.00%	10.00%	28,132,411	28,132,411
	<u>48.32%</u>	<u>48.32%</u>	<u>135,972,697</u>	<u>135,972,697</u>

**6.2** The holders of ordinary shares are entitled to receive dividends as declared (if any), and are entitled to one vote per share at meetings of the Company.

	(Un-audited) 30 September 2023	(Audited) 31 December 2022
	----- (Rupees in '000) -----	
<b>7 Short term borrowings</b>		
<i>From banking companies - secured:</i>		
Running finance under mark-up arrangements	1,725,000	1,725,000
	<u>1,725,000</u>	<u>1,725,000</u>

**7.1** There were no major changes in any of the facilities during the period. All terms and conditions applicable on these facilities are same as those disclosed in the annual financial statements of the Company for the year ended 31 December 2022.

## 8 Contingencies and commitments

### 8.1 Contingencies

There has been no significant changes in contingencies as reported in the annual audited financial statements of the Company for the year ended 31 December 2022.

### 8.2 Commitments

There has been no significant changes in commitments as reported in the annual audited financial statements of the Company for the year ended 31 December 2022.

	(Un-audited) 30 September 2023	(Audited) 31 December 2022
	<i>Note</i> ----- (Rupees in '000) -----	
<b>9 Property, plant and equipment</b>		
Operating fixed assets	9.1 <u>10,000</u>	<u>10,000</u>
	<u>10,000</u>	<u>10,000</u>
<b>9.2 Assets held for sale</b>		
Opening balance - as at 01 January	2,740,879	2,356,000
Additions / (deletion) during the period / year	298,496	384,879
Transfers from investment property	-	30,000
	<u>3,039,375</u>	<u>2,770,879</u>
Assets disposed off during the period / year	-	(30,000)
<b>Closing balance</b>	<u>3,039,375</u>	<u>2,740,879</u>
<b>10 Cash and cash equivalents</b>		
Cash and bank balances	40,317	19,991
Short term running finance - secured	<u>(1,725,000)</u>	<u>(1,725,000)</u>
	<u>(1,684,683)</u>	<u>(1,705,009)</u>

## 11 Transactions with related parties

Related parties comprise of associated undertakings, directors, entities with common directorship, post employment plans and key management personnel. Amounts due from and to related parties are shown under respective notes in these unconsolidated condensed interim financial statements. Significant transactions with related parties are as follows:

<b>Name of the Company</b>	<b>Relationship</b>	<b>Nature of transactions</b>	<b>(Un-audited) 30 September 2023</b>	<b>(Un-audited) 30 September 2022</b>
<b>Subsidiary Companies</b>				
i- Waves Marketplace Limited	Wholly owned subsidiary	Mark-up charged on receivable from subsidiary	-	31,846
ii- Waves Home Appliances Limited	Partially owned subsidiary	Notional interest on receivable from subsidiary	135,642	88,959

**12 Financial risk management and fair value of financial instruments**

**12.1** The Company's financial risk management objective and policies are consistent with that disclosed in the annual financial statements of the Company for the year ended December 2022. 31

**12.2** The following table shows the carrying amounts and fair values of financial instruments and non-financial instruments including their levels in the fair value hierarchy:

	30 September 2023					
	Carrying amount			Fair value		
	Financial assets at amortized cost	Other financial liabilities	Total	Level 1	Level 2	Level 3
<i>Note</i>	----- Rupees in '000 -----					
<b>Financial instruments</b>						
<u><i>Financial assets - not measured at fair value</i></u>						
Security deposits	1,712,756	-	1,712,756	-	-	-
Other receivables	410,570	-	410,570	-	-	-
Cash & Bank Balances	40,317	-	40,317	-	-	-
12.3	<u>2,163,643</u>	<u>-</u>	<u>2,163,643</u>	<u>-</u>	<u>-</u>	<u>-</u>
<u><i>Financial liabilities - not measured at fair value</i></u>						
Trade and other payables	-	1,162,738	1,162,738	-	-	-
Short term borrowings - secured and unsecured	-	1,725,000	1,725,000	-	-	-
Mark-up accrued on short term finances and long term loans	-	-	-	-	-	-
12.3	<u>-</u>	<u>2,887,738</u>	<u>2,887,738</u>	<u>-</u>	<u>-</u>	<u>-</u>



**Financial instruments**

**31 December 2022**

**Financial assets - not measured at fair value**

		31 December 2022				
		Fair value				
	Financial assets at amortized cost	Other financial liabilities	Total	Level 1	Level 2	Level 3
	1,519,278	-	1,519,278	-	-	-
Security deposits	338,577	-	338,577	-	-	-
Other receivables	19,991	-	19,991	-	-	-
Bank balances	1,877,846	-	1,877,846	-	-	-

**Financial liabilities - not measured at fair value**

Trade and other payables	-	601,210	601,210	-	-	-
Short term borrowings - secured and unsecured	-	1,725,000	1,725,000	-	-	-
Mark-up accrued on short term finances and long term loans	-	-	-	-	-	-
	-	2,326,210	2,326,210	-	-	-

12.3 The Company has not disclosed the fair values of these financial assets and liabilities as these are for short term or reprise over short term. Therefore, their carrying amounts are reasonable approximation of fair value.

**Non financial assets measured at fair value**

Land and Building and plant and machinery

Revalued Property, plant and equipment

Investment property

Date of valuation

31 August 2021

Date of valuation

31 December 2022

**Valuation approach and inputs used**

The valuation model is based on price per square metre. In determining the valuation for land and building the valuer refers to numerous independent market inquiries from local estate agents / realtors in the vicinity to establish the present market value. The fair valuation of land and building are considered to represent a level 3 valuation based on significant non-observable inputs being the location and condition of the assets.

The fair value are subject to change owing to changes in input. However, management does not expect there to be a material sensitivity to the fair value arising from the non-observable inputs.

**13 Date of authorization**

This condensed interim Un-Consolidated financial information has been approved by the Board of Directors of the Company and authorized for issue on 27 October 2023.

**14 General**

Corresponding figures have been re-arranged and re-classified where necessary for the purpose of comparison and better presentation as per reporting framework.

Figures have been rounded off to nearest thousand unless stated otherwise.



Lahore

Chief Executive Officer



Director



Chief Financial Officer



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