

# MEDIA TIMES LIMITED

## PRINT MEDIA

**Daily Times**  
Your right to know A new voice for a new Pakistan

## DIGITAL MEDIA

<http://www.DailyTimes.com.pk>  
<https://www.facebook.com/DailyTimespak/>  
<https://twitter.com/DailyTimespak>  
<https://www.instagram.com/dailytimespak/>

**Sunday**

<http://www.sunday.com.pk/>  
<https://www.facebook.com/SundayDT>  
<https://twitter.com/SundayDT>  
<https://Instagram.com/sundaytimes/>

ART | ENTERTAINMENT | CULTURE

**TGIF**  
Thank Goodness it's Friday!

<http://www.tgif.pk>  
<https://www.facebook.com/TGIFMagazine/>  
<https://twitter.com/TGIFmagazinePK>  
<https://www.instagram.com/tgifmagazine/>

روزنامہ  
**آج کل**  
مشہور ترین روزنامہ

<http://www.aajkal.com.pk/>  
<https://www.facebook.com/aajkalpakistan/>  
[https://twitter.com/Aajkal\\_Pk](https://twitter.com/Aajkal_Pk)  
[https://www.instagram.com/aajkal\\_pk/](https://www.instagram.com/aajkal_pk/)

## ELECTRONIC MEDIA

**Business**  
plus  
Business & Current Affairs

<http://www.businessplustv.pk>  
<https://www.facebook.com/businessplustv.pk/>  
[https://twitter.com/businessplus\\_tv](https://twitter.com/businessplus_tv)  
<https://www.instagram.com/businessplustv/>

**زائقہ**  
**ZAIQA**  
TFC

<http://www.zaiqatv.com.pk>  
<https://www.facebook.com/ZaiqaTvOfficial/>  
<https://twitter.com/ZaiqaTFC>  
<https://www.instagram.com/zaiqatv/>



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# VISION STATEMENT



**To be a dynamic and liberal media company with the aim to inform and entertain our target market, keeping in view the truth and authenticity element**

# MISSION STATEMENT

As a leading & diversified media company, our mission is to set new standards of customer satisfaction by gaining the higher market share and at the same time fulfilling our obligations towards our employees, vendors, investors and most important our readers and viewers



# MESSAGE FROM CHAIRPERSON

Media Times, after maintaining its position as the leading and progressive frontrunner in the media industry for over a decade, is now looking into the future. We're determined not only to retain our position as such, but also to reach new heights and explore new dimensions to become a media brand of the future.

It gives me immense pleasure to announce that this year has been very encouraging for all the stakeholders as the strategic decisions with regards to expanding company's operations are met with noticeable success.

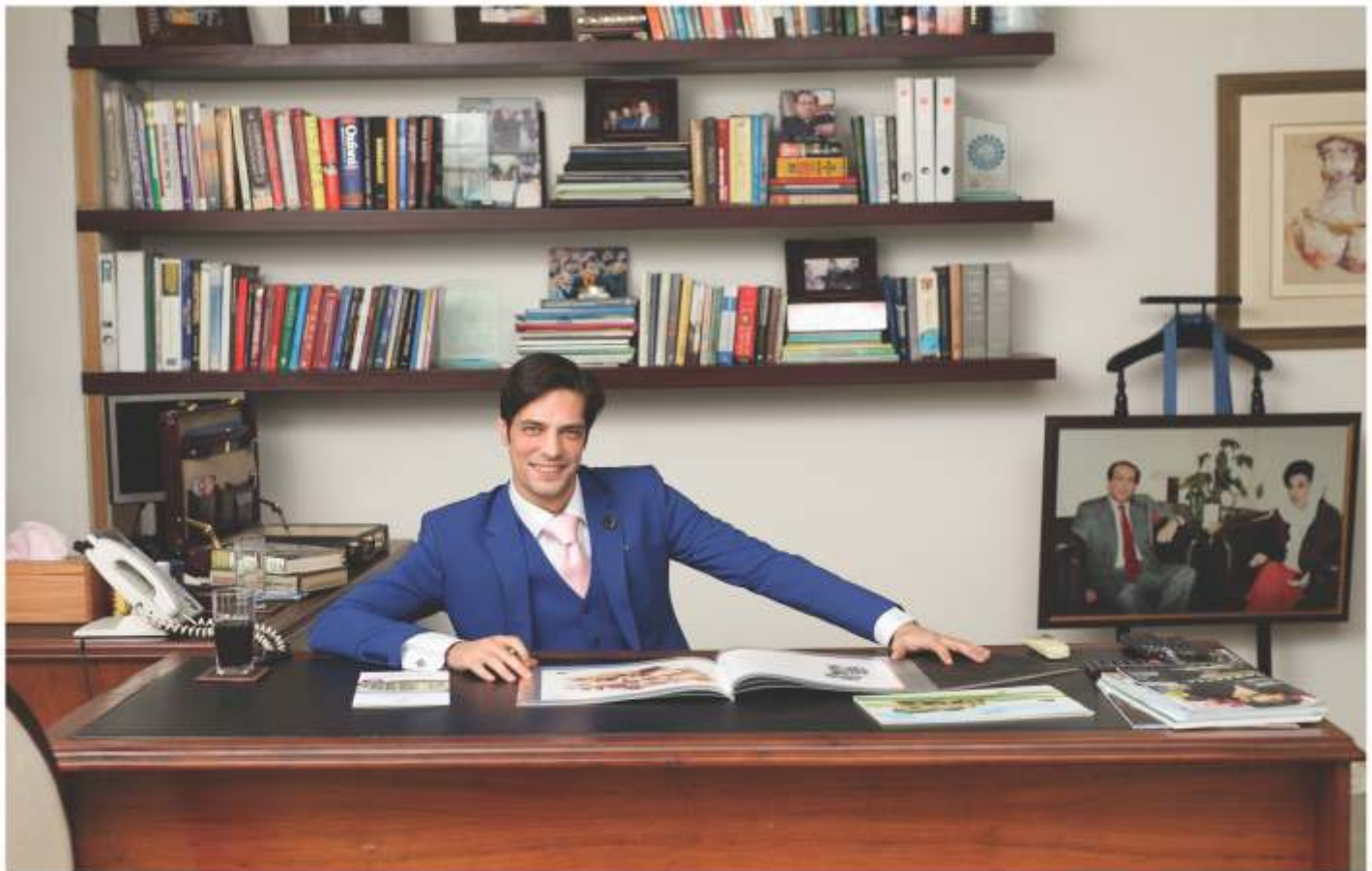
As acknowledged by everyone in the media industry, Media Times through its flagship print media brands Daily Times, Aaj Kal, Sunday Times and TGIF informs and entertains millions of readers and continues to add means for a wider distribution whether traditional or online. And through the electronic media brands such as the only live business and current affairs channel Business Plus and round the clock travel, food and culture channel Zaiqa TV, it reaches an even wider audience every day.

One example of the same is constant mention and citing of Daily Times' editorial stances, OpEds and original reporting even by the other media outlets.

Our bilingual platforms continue to inform and entertain the masses. They enable us to get the unadulterated coverage of the events to the masses staying true to our motto "your right to know" as envisioned by the late founder Salmaan Taseer Shaheed.

I am confident that with the right vision and minds behind the wheels, Media Times will continue to flourish and achieve even greater heights. My best wishes are with all the stakeholders, board of directors and each member of the staff.





**Shehryar Taseer**  
CEO - MEDIA TIMES LIMITED

## MESSAGE FROM CEO

Essence and wisdom of traditional media combined with modern technology and tools make what Media Times is today. It is not just a hallmark of bold journalism and progressive approach, it takes the lead in being a vocal voice of reason at a time when the line between news and agenda-driven propaganda is blurring by the day. By enabling and equipping the young minds with the right tools, Media Times is looking at being the leader in media business even in the most modern of spheres such as the digital media.

To paint a picture of what is becoming a media business of the future means for us, I am pleased to add that other than expanding our digital foothold, we are also innovating platforms and operations to integrate with the traditional and time-tested approaches.

I would like to take this opportunity and thank the Board of Directors and each member of the team without whom we could not achieve and become what we are today. With that, the Media Times renews its commitment to continue to innovate and inspire.



**Imran Hafeez**  
GROUP DIRECTOR FINANCE FIRST CAPITAL GROUP

It gives me an immense pleasure to report that with support from everyone in the team, we're able to achieve new heights in the media business this year as well. Taking the vision forward, Media Times is incorporating the digital and new media tools to emerge as a competitor to be reckoned with.

The print, electronic media and now the digital media presence of the company makes us on top of the new ideas and business models practiced across the world. This includes constantly developing ad slots and partnership opportunities. All the while staying true to the vision of full editorial freedom.

Our products Daily Times, Sunday Times, TGIF, Daily AajKal, Business Plus and Zaiqa TV are a matter of pride as they reflect a vision maintaining progressive values while also being a profitable venture.

The company is not only achieving its financial goals we're so committed to, it is also growing by exploring and adding new revenue streams to it. Together with my colleagues, my goal is to continue steering the financial interests of all the stakeholders to output-driven success.





# Daily Times

Your right to know A new voice for a new Pakistan

Daily Times has been in circulation since early 2000s. Throughout this time its editorial policy has remained guided by liberal and progressive values – that also form part of the legacy of its founder and publisher Shaheed Salmaan Taseer.

Daily Times aspires to uphold and carry forward the mission of the journalists who had founded the progressive press in Pakistan but were prevented in their mission by regressive and undemocratic regimes, beginning early on in the country's history.

Under the current team, the paper's editorial policy will continue pursuing these values and serving as a platform for free and informed speech and expression – which the team believes are characteristics that are indispensable for the establishment of a healthy democratic polity.

An informed citizenry is crucial to a democratic polity. To ensure that the reader gets objectively verifiable and timely information without any bias and colour, the paper's reporting and editing practices will be in accordance with globally-recognised standards of the profession. While reporting of news remains the primary task, the editorial team is also cognisant of the need to provide the necessary context in which the news emerges as well as the analysis of the news based on a diverse range of perspectives.

The team believes that delivery of timely and objective information can no longer remain a one-way street i.e. it is not just the individual reader who must be informed in a timely and an objective manner. The institutions responsible for governing the polity and the economy of the country also need to be kept well informed not just about the diversity and vibrancy of the [domestic] society but also about the region and the globe. This is crucial to ensure that these institutions pursue their tasks to the best of abilities and strictly in accordance with the Constitution and the legal framework flowing from it. Being the fourth pillar of the state, the press needs to orient itself to this responsibility as well. Daily Times is conscious of this responsibility and will ensure that it gets fulfilled under the guidance of its progressive heritage and liberal values.



**Raza Rumi**  
EDITOR, DAILY TIMES

As Editor of Daily Times, I have strived to carry forward the mission of the founding team and the founder and publisher Salmaan Taseer by upholding progressive and liberal values in our work. These values gel in perfectly with internationally recognized standards of the profession and guide the editorial policy of the paper and our reporting and editing practices.

As guardians of information of public importance, my team and I deem it to be of utmost importance to ensure delivery of news in a timely manner as well as after a thorough fact-checking and vetting process. Besides delivery of news, we are serving as a platform for free and open debate on key issues of public policy in the country. The outcome of this is that we have been able to provide grounded and contextualised analysis to our readers from multiple standpoints on issues pertaining to the national and international politics, economy, culture, and society.

We have well-defined roles and responsibilities for each and every member of our team based on their personal preference as well as capability. In this scheme, I serve to ensure that the editorial policy is respected and reflected through our work. The motive force behind the work comes from the team itself.

# Sunday

*is proud to mark*





Sunday Times is synonymous with fashion, social events, the latest trends, retail guides, a weekly celebrity horoscope and lots of pictures of the works of upcoming and established designers.

Sunday Times is a pioneer of weekly fashion magazines, and is easily labelled as Pakistan's Vogue. It's on the tongue of every designer, artist, fashionista, musician or actor, where each and every celebrity is excited to be a part of and to be featured in it.

What makes Sunday Times, stand out in a market which is saturated with fashion weeklies, is its thirst to constantly revamp its features, layout and content and to bring to its loyal readers something unique, something exciting and something happening every Sunday.

The magazine also does not shy away from featuring successful people from all walks of life and does not limit itself to fashion or entertainment only. There is something for everyone and it is because of its rich and competitive content the magazine is where it is today.

Celebrating nearly 15 years of its existence, Sunday Times indeed has set a precedent of weekly fashion magazines and even though now that the market is saturated with fashion weeklies, Sunday Times is at the crest. It is Pakistan's premiere fashion and lifestyle weekly magazine and enjoys a massive follower-ship on Instagram of over 678,000 followers, which are growing at lightening speed.

Kudos to the creative team behind Sunday Times for this Sunday blessing:  
Happy reading!

# TGIF

Thank Goodness it's Friday!

*is proud to mark*





# TGIF

Thank Goodness It's Friday!

dirty laundry

HUMAIMA MALICK V.  
MOMINA MUSTEHSAN  
"DOUBLE STANDARDS"  
"HYPOCRISY"

ISSUE 90 | 29 SEP - 5 OCT 2017

With nearly two years of its running, Pakistan's first arts, entertainment and culture magazine has made its presence felt and rubbed shoulders with veteran magazines, claiming a place in the readers' hearts. With flashy covers, the industry's hottest gossip section, trend reports and schedule pages, Thank Goodness It's Friday (TGIF) is eagerly-awaited every weekend by a target market which encompasses children, youth, adults and even the elderly.

What started off as a tentative venture has now gone from strength to strength, winning the hearts and readership of millions across the country. Kudos to the creative team behind TGIF for bringing forth a magazine that is distinct in its approach, unique in design and flavourful in essence.

It is complete with news, reviews, interviews, critique and announcements, covering various aspects of film, TV, theatre, fashion, art and food ventures. Surely, our weekends are incomplete without a thorough copy of TGIF by our bedside.

With a follower-ship that quickly reached its pinnacle in a short span of time, TGIF now enjoys a massive 88,000 Followers on its Instagram, where the account buzzes with activity and has exclusive pictures to share with its readers 24/7.

The glamorous magazine's USP might lie in its catchy and colourful covers for some, but it is truly the fact that it comes out on Fridays, so people can take cues and plan their weekends.  
Happy reading!



**Shehrbano Taseer**  
EDITOR, SUNDAY TIMES AND TGIF

I'm proud to say that Sunday magazine is the largest and most widely read fashion and life and style weekly magazine in Pakistan. It's recently launched sister magazine, TGIF, is catching up fast. We at Media Times Ltd., strive to bring to our loyal readers a unique product week after week, and we consider ourselves extremely fortunate to enjoy your support and patronage all these years.

Our aim is simple: we wish to highlight Pakistan's incredible talent - be it fashion designers, actors, models, entrepreneurs, musicians, artists, architects, teachers, authors, and more - and bringing forth the stories of our country's unsung heroes, whose success stories can inspire our readers and our nation. We carry fitness sections, food reviews, weekly horoscopes and style profiling, and have been very fortunate to have the industry's brightest contributors pen brilliant pieces for the two magazines.

With every passing day, we aim to get bigger and better and provide something new to our readers, not just in print but on our digital platforms as well. Sunday's website, Instagram and Snapchat accounts and Facebook page enjoy the largest following out of any other magazine in Pakistan and we truly enjoy engaging with our plethora of readers.

We thank you for all the love and support that you have given us all these years and just as you are excited to get your hands on our copies every week, we are equally enthusiastic and privileged to be able to work on it for you.  
Happy reading!





# Sunday goes **PINK**

CANCER AWARENESS CAMPAIGN

An expo by Sunday Times  
to support education in Pakistan



**BE A PART OF THE CHANGE**  
#FASHIONFOREducation

**COME SHOP FOR A CAUSE!**  
**TOP DESIGNER GOODS AT SLASHED PRICES**

**ALL PROCEEDS WILL GO TOWARDS**  
**THE BUILDING OF SCHOOLS IN PAKISTAN**

Babul Shams, Royal Palm, Lahore

Saturday, October 15, 2016

12 - 7 PM



**... AND MANY MORE!**





Daily Aaj Kal is a widely read Urdu language publication. Being a flagship of Media Times, it upholds the same vision that guides other publications of the group: To serve as a platform for free expression and to provide timely and objectively verifiable information to the Urdu language readership.

With the existence of multi-lingual publications and mediums, Media Times has been successfully able to reach to its diverse readership.

The publication of this Urdu language daily was driven by the idea of providing a platform to progressive and liberal voices within the Urdu audience.

It was felt that the professional heritage of the founding members of progressive press in Pakistan had over the years been claimed entirely by English language press. The Urdu language dailies circulating in the market drifted away from the values that form the linchpin of that heritage.

Besides the accomplishment of this intellectual motivation, Aaj Kal team is also cognisant of the fact that an informed citizenry is crucial to a democratic polity.

To ensure that the reader gets information without any bias and colour, the team strives to uphold internationally recognised standards of profession while reporting news in a timely and an objectively verifiable manner. While reporting of news remains the primary task, the editorial team is also cognisant of the need to provide the necessary context in which the news emerges as well as the analysis of the news based on a diverse range of perspectives.

Additionally, the team believes that delivery of timely and objective information can no longer remain a one-way street i.e. it is not just the individual reader who must be informed in a timely and an objective manner.

The institutions responsible for governing the polity and the economy of the country also need to be kept well informed not just about the diversity and vibrancy of the [domestic] society but also about the region and the globe.

This is crucial to ensure that these institutions pursue their tasks to the best of abilities and strictly in accordance with the Constitution and the legal framework flowing from it. Being the fourth pillar of the state, the press needs to orient itself to this responsibility as well.

Daily Aaj Kal is fully conscious of this responsibility and will ensure that it gets fulfilled under the guidance of its progressive heritage and liberal values.



**Chaudhry Ghulam Husain**  
EDITOR, DAILY AAJ KAL

As Editor of Daily Aaj Kal, I strive to carry forward the mission of the founder and publisher Salmaan Taseer by upholding progressive and liberal values in the newspaper that gets delivered to the readers. These values are part of the great professional heritage of the progressive Urdu language press in the formative years of the country and Aaj Kal takes pride in drawing upon this heritage and upholding it for the future generation of journalists through its work.

At the same time, I am also aware of the need to follow internationally recognized standards of the profession, and I guide the editorial policy of the paper and our reporting and editing practices accordingly.

As guardians of information of public importance, my team and I deem it to be of utmost importance to ensure delivery of news in a timely manner as well as after a thorough fact-checking and vetting process. Besides delivery of news, we are serving as a platform in Urdu language for free and open debate on key issues of public policy in the country. The outcome of this is that we have been able to provide grounded and contextualised analysis to our readers from multiple standpoints on issues pertaining to the national and international politics, economy, culture, and society.

We have well-defined roles and responsibilities for each and every member of our team based on their personal preference as well as capability. In this scheme, I serve to ensure that the editorial policy is respected and reflected through our work. The motive force behind the work comes from the team itself.



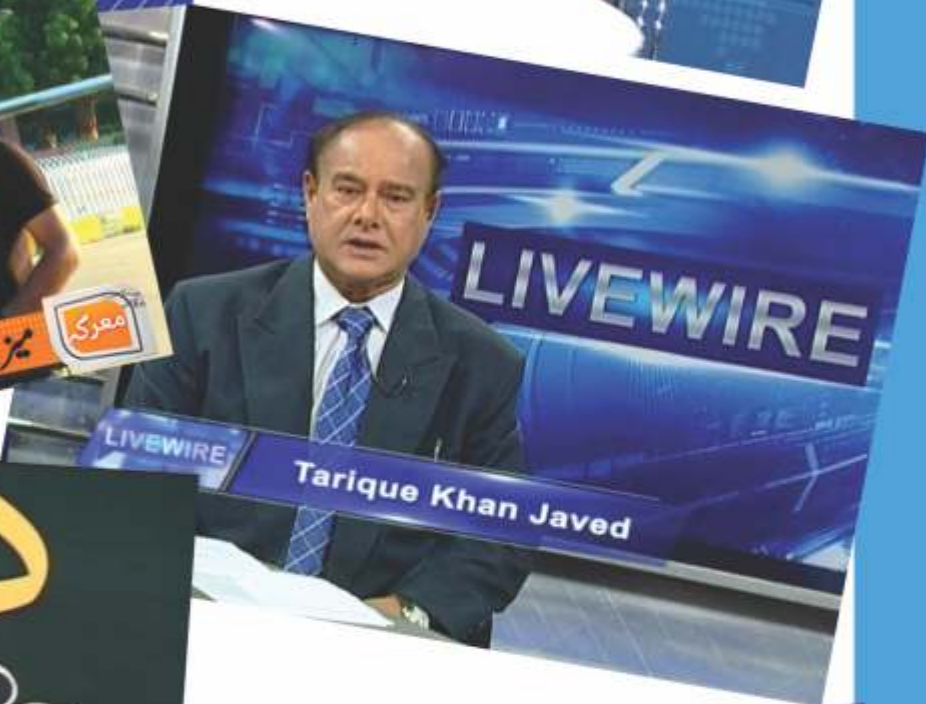
Raja Suhail



Alla Shabbir



میزبان:- امجد چوہدری



LIVEWIRE Tarique Khan Javed



Molana Tahir Asharfi



LIVEWIRE Rohail Intikhab



Mahnoor Ali



Extending Media Times' vision to the electronic media front, Business Plus started broadcasting nationwide in the early 2000s. Being the only business channel of the country, it quickly became the first choice of the masses for insights into trading, forex and stock market.

Not just that, Business Plus positioned itself as a business and current affairs channel and successfully carved out its niche. It introduced several trends early on when it comes to the current affairs programming which are still followed by others till date. As the name indicates, Business Plus focused itself in providing up-to-date coverage of the stock market, happenings of the business world and insights and tips for investors and traders. The audience that includes investors and advertisers relies and trusts the network with their business decisions and money.

Fully understanding the quick pace with which the business decisions are made, one doesn't have to listen to through a show to be aware of the ins and outs of the business world, stock rates, positions, forex and other key information is updated through the tickers round the clock.

Political debates, social issues, investigative reporting, personality profiles and balanced views are some of the areas where Business Plus led from the front. Following the same editorial policy as the print division of Media Times, Business Plus ensured the same freedom of expression for its reporters and anchorpersons. With the screen filled with time-saving information combined with expert opinions, Business Plus prides itself with being the sole voice of the business and entrepreneurship community.





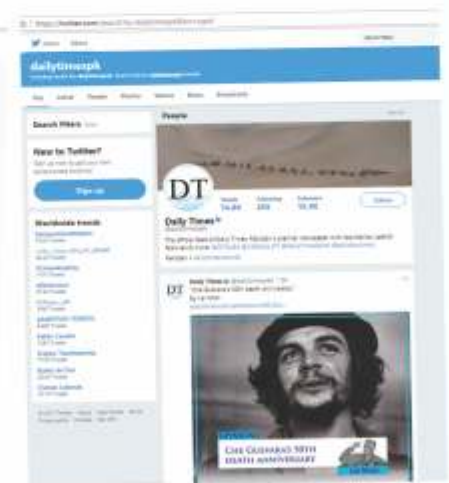
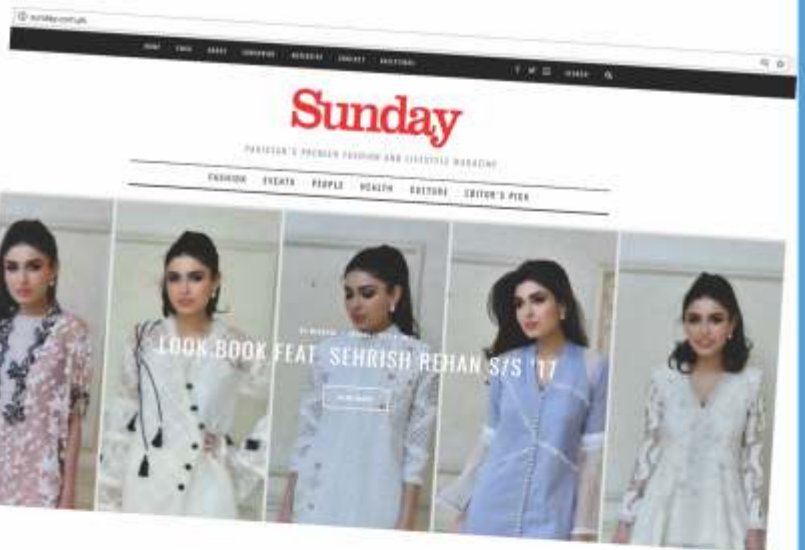


Zaiqa TFC is the medium used successfully in connecting with the souls of large audience. "The best part of success is to eat what you like", TFC is the soul of Zaiqa TFC, that is Travel, Food and Culture, which brings to your homes the delicious food recipes and its making from all around the world. Our Zaiqa TFC channel is aired all across Asia, which shares budget-friendly and great-tasting recipes cooked live by our expert chefs, health guidance by expert nutritionists and of course an exquisite Travel Diary that takes you to every exotic local eatery.

Zaiqa TFC's Social websites covers the whole lifestyle, scrumptious recipes, mouth watering, yummylicious desserts, live cooking shows, Reviews of the best restaurants in town and much more. Zaiqa TFC is also launching its magazine that would include an array of interesting topics related to recipes, food shoot, Travel Diary, Top favourite bites of Celebrities (where celebs ate this week), what's in season, A guide by Nutritionist and much more.

"There is no love sincerer than the love of food". And Zaiqa TFC is for sure, sincerely concerned with your food and stomach. The best relation one can ever have. This is the outcome of our highly esteemed contributors, their sincere efforts made us won your hearts. Thank you!





# DIGITAL MEDIA

There's no running of the fact that the Digital is the driving force behind the media of the future. Fully understanding the power of wider distribution and engaging opportunities, the Media Times has allocated specialised skillset and human resources towards developing the solutions that can adequately represent the core values this company stands for. Be it hundreds of thousands of followers on Instagram or millions of hits online, Media Times now serves a sizeable number of viewers online.

Fully realising the potential and interest of advertisers, the Media Times continues to add new outlets to reach an even wider audience and revenue streams to meet the expectations of our stakeholders.



<http://www.DailyTimes.com.pk>  
<http://www.sunday.com.pk/>  
<http://www.tgif.pk>  
<http://www.aajkal.com.pk/>  
<http://www.businessplustv.pk>  
<http://www.zaiqatv.com.pk>



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<https://instagram.com/sundaytimes/>  
<https://www.instagram.com/tgifmagazine/>  
[https://www.instagram.com/aajkal\\_pk/](https://www.instagram.com/aajkal_pk/)  
<https://www.instagram.com/zaiqatv/>  
<https://www.instagram.com/businessplustv/>



**Company Information**

<b>Board of Directors</b>	Aamna Taseer (Chairman) Shehryar Ali Taseer (CEO) Shahbaz Ali Taseer Shehribano Taseer Rema Husain Qureshi Ayesha Tammy Haq Mohammad Mikail Khan	Non-Executive Executive Non-Executive Executive Non-Executive Non-Executive Independent
<b>Chief Financial Officer</b>	Waheed Asghar	
<b>Audit Committee</b>	Mohammad Maikail Khan (Chairman) Ayesha Tammy Haq Rema Husain Qureshi	
<b>Human Resource and Remuneration (HR&amp;R) Committee</b>	Aamna Taseer (Chairman) Shehryar Ali Taseer Shahbaz Ali Taseer	
<b>Company Secretary</b>	Shahzad Jawahar	
<b>Auditors</b>	KPMG Taseer Hadi & Co. Chartered Accountants	
<b>Legal Advisers</b>	Muhammad Akbar Haroon Advocates & Corporate Counsel	
<b>Bankers</b>	Allied Bank Limited Bank Alfalah Limited Faysal Bank Limited Habib Metropolitan Bank Limited	
<b>Registrar and Shares Transfer Office</b>	THK Associates (Pvt.) Limited 1st Floor, 40-C, Block-6, P.E.C.H.S Karachi-75400 Tel:(021) 111-000-322	
<b>Head Office</b>	3rd Floor, Pace Shopping Mall, Fortress Stadium, Lahore Cantt. Lahore, Pakistan Tel:(042) 36623005/6/8 Fax: (042) 36623121, 36623122	
<b>Registered &amp; Main Project Office</b>	41-N, Industrial Area, Gulberg-II, Lahore Tel: (042) 35878614-9 Fax: (042) 35878620, 35878626	

## **MEDIA TIMES LIMITED NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that 17th Annual General Meeting of the shareholders of Media Times Limited ("the Company" or "MTL") will be held on Saturday, 28 October 2017 at 10:30 at the Head Office of the Company, 2nd Floor, Pace Shopping Mall, Fortress Stadium, Cantt., Lahore to transact the following business:

### **Ordinary business**

1. To confirm the minutes of last Extra Ordinary General Meeting held on 20 June 2017;
2. To receive, consider and to adopt the financial statements of the Company for the financial year ended 30 June 2017 together with the Chairman's, Directors' and Auditors' reports thereon; and
3. To appoint the Auditors of the Company for the year ending 30 June 2018 and to fix their remuneration.

### **Special business**

4. To pass a special resolution pursuant to Section 83(1)(b) of the Companies Act, 2017 for issuance of further ordinary shares of the Company, having a par value of Rs. 10 each to the lender to enable conversion of the loan into ordinary shares of the Company of amounts outstanding under a Convertible Loan Agreement ("the Agreement") to be entered into between Fajr Enterprises (Pvt.) Limited and the Company pursuant to which Fajr Enterprises (Pvt.) Limited would lend a loan for an amount of Rs. 300.00 Million to the Company. The total number of shares to be issued and the price per share will be calculated in accordance with the terms and conditions of the said Agreement. In this regard it is proposed to pass the following special resolutions, with or without modifications:

"RESOLVED THAT pursuant to Section 83(1)(b) of the Companies Act, 2017 the Company issue further capital subject to approval from Securities and Exchange Commission of Pakistan ("the Commission"), by issuance from time to time of such ordinary shares as are required to enable the conversion of the shares underlying the convertible loan of Rs. 300.00 million to be received by the Company from Fajr Enterprises (Pvt.) Limited, on conversion terms and conditions as are provided in the Term Sheet dated 04 October 2017 and Draft Loan Agreement, to be executed between the Company and Fajr Enterprises (Pvt.) Limited ("the Agreement"), subject to any necessary approval of the Commission.

RESOLVED FURTHER THAT the conversion of the shares underlying the Agreement into ordinary shares of the Company in accordance with and subject to the terms and conditions of the term sheet dated 04 October 2017 and the Agreement is hereby approved.

RESOLVED FURTHER THAT the Chief Executive or any one of the Directors and / or the Company Secretary of the Company be and are hereby singly authorized to sign the Agreement and to complete all the necessary corporate and legal formalities in respect of the above including but not limited to filing of application(s) with the Commission, making necessary alterations and amendments in the application or any other matter in respect of the above. The Chief Executive is also authorized to delegate his powers to any other person who he may deem fit."

By order of the Board

Shahzad Jawahar  
Company Secretary

Lahore: 06 October 2017

### **Notes:**

- 1) The Members Register will remain closed from 21 October 2017 to 28 October 2017 (both days inclusive). Transfers received at THK Associates (Pvt.) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S Karachi-75400, the Registrar and Shares Transfer Office of the Company, by the close of business on 20 October 2017 will be considered in time for the purpose of Annual General Meeting.

- 2) A member eligible to attend and vote at the meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting.
- 3) In order to be valid, an instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the Head Office of the Company 2nd and 3rd Floor, Pace Shopping Mall, Fortress Stadium, Lahore Cantt. Lahore, not less than 48 hours before the time of the meeting. Pursuant to SECP Companies (E-Voting) Regulations, 2016, Members can also exercise their right to vote through e-voting by giving their consent in writing at least 10 days before the date of the meeting to the Company on the appointment of Execution officer by the intermediary as Proxy.
- 4) a) Individual beneficial owners of CDC entitled to attend and vote at the meeting must bring his/her participant ID and account/sub-account number along with original CNIC or passport to authenticate his/her identity. In case of Corporate entity, resolution of the Board of Directors/Power of attorney with specimen of nominees shall be produced (unless provided earlier) at the time of meeting.  
  
b) For appointing of proxies, the individual beneficial owners of CDC shall submit the proxy form as per above requirement along with participant ID and account/sub-account number together with attested copy of their CNIC or Passport. The proxy form shall be witnessed by two witnesses with their names, addresses and CNIC numbers. The proxy shall produce his/her original CNIC or Passport at the time of meeting. In case of Corporate entity, resolution of the Board of Directors/Power of attorney along with specimen signatures shall be submitted (unless submitted earlier) along with the proxy form.
- 5) Members are requested to notify any change in their registered address immediately;
- 6) In accordance with S.R.O. 831(I)2012 dated 5 July 2012 issued by the Securities and Exchange Commission of Pakistan, dividend warrants should bear CNIC number of the registered member or the authorized person. Accordingly, members who have not yet submitted copy of their valid CNIC/NTN (in case of corporate entities) are requested to submit the same with members folio no. mentioned thereon to the Company or directly to our Independent Share Registrar, THK Associates (Pvt.) Limited;
- 7) In compliance with SECP notification no. 634(I)/2014 dated 10 July 2014, the Company has placed the Audited Annual Financial Statements for the year ended 30 June 2017 along with Auditors and Directors Reports thereon on its website: [www.dailytimes.com.pk](http://www.dailytimes.com.pk) and Group's website [www.pacepakistan.com](http://www.pacepakistan.com);
- 8) In pursuance of SECP notification S.R.O. 787 (I) 2014 dated 08 September 2014, the companies have been allowed to circulate their Annual Balance Sheet and Profit and Loss Accounts, Auditors, Report and Director's Report (Annual Financial Statements) along with Notice of Annual General Meeting (Notice) through E-mail to the members of the Company. Members desiring to avail this facility may provide the requisite information to the Company for which form may be downloaded from the Company's website: [www.dailytimes.com.pk](http://www.dailytimes.com.pk) and group's website [www.pacepakistan.com](http://www.pacepakistan.com);
- 9) If the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference atleast 10 days prior to the date of the meeting, the Company will arrange video conferencing facility in that city subject to availability of such facility in that city;
- 10) In pursuance of SECP notification S.R.O # 470(I)2016/ dated 31 May 2016, the Company has sent information regarding Annual audited Accounts of the Company to the shareholders in soft form i.e. CD. However, the Company will supply the hard copy of the Annual Audited Accounts to the Shareholders on demand, at their registered addresses, free of cost, within one week of such demand. The Company has placed on its website a standard request form, to communicate their need of hard copies instead of soft form.

**STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017**

This statement sets out the material facts pertaining to the Special Business to be transacted at the Annual General Meeting of the Company to be held on 28 October 2017.

**ISSUANCE OF FURTHER ORDINARY SHARES UNDER PROVISIONS OF SECTION 83(1)(B) OF THE COMPANIES ACT, 2017**

The Company intends to issue further share capital from time to time, pursuant to Section 83 (1) (B) of the Companies Act, 2017, upto the number of such ordinary shares as are required to enable the conversion of amounts outstanding up to Rs. 300.00 Million under a Convertible Loan Agreement ("Loan") to be borrowed by the Company from Fajr Enterprises (Pvt.) Limited ("Fajr" or "Loan provider") along with interest accrued but unpaid thereon till such conversion option is exercised by the Loan provider. This Convertible Loan is to be borrowed from Fajr as contemplated by the Term and conditions agreed between the Company and Fajr in the Term sheet dated 04 October 2017. The conversion of loan is subject to necessary approval of Securities and Exchange Commission of Pakistan.

The aforesaid loan is proposed to be borrowed from Fajr for the purpose of repayment of existing Liabilities of the Company.

The maturity of the Convertible Loan shall be 5 years and 1 day from the date of disbursement or any other date mutually agreed between Fajr and the Company. Unless the Loan has been previously converted, the Company will repay the outstanding Loan (if any) on maturity.

The Conversion Price will be equal to the volume-weighted average price (VWAP) of the Company's share on Pakistan Stock Exchange, over the 90 trading days, prior to the date of receipt of Conversion Notice.

The Conversion Price shall be subject to the floor price of Rs. 5.00 per share, i.e. in case the VWAP calculated of the Company's share is less than Rs. 5.00 at the time of conversion, the Loan shall be converted into ordinary shares of the Company at the rate of Rs. 5.00 per share. There is also a cap of Rs. 12.00 per share on the conversion price. Further, if at any time VWAP of the Company's share on Pakistan Stock Exchange, over the 90 trading days, is over and above Rs. 12.00 per share, the loan shall be mandatorily converted into ordinary shares of the Company at the conversion price of Rs. 12.00 per share.

The existing paid up capital of the Company is Rs, 1,788,516,840 divided into 178,851,684 numbers of ordinary shares. The authorized capital of the Company is Rs. 2,100,000,000 divided into 210,000,000 shares of Rs. 10 each.

The Convertible Loan is provided to the Company at a low cost, that is Three months KIBOR plus 50 bps per annum, and enables the Company to save amount on account of finance cost and settlement of various liabilities of the Company which ultimately enhance its operating profitability and overall outlook.

The funds raised through this Convertible Loan will be utilized by the Company primarily for repayment of its liabilities including its long term financing (obtained earlier at the rate of three months KIBOR plus 300 bps per annum), together with accumulated unpaid mark-up on such long term financing.

This proposed Convertible loan will enable the Company to access lower cost funds amounting to approximately PKR 300.00 million on very nominal interest. The debt is an unsecured senior obligation of the Company and such unsecured debt could not have been raised from the market.

The Board of Directors in their meeting held on 02 October 2017 has considered and approved the Convertible loan and issuance of further shares capital by way of conversion of aforesaid convertible loan.

The issue of further capital is subject to approval of SECP pursuant to Section 83(1) (B) of the Companies Act 2017. On the basis of Special Resolution a formal application for issue of further shares by the Company to Loan provider will be forwarded to SECP under the Rules/Guidelines of SECP for its final approval.



The salient features of the Convertible Loan are stated as under:

- The Loan will be direct, unsecured, senior obligation of the Company, ranking parri passu in right of payment with all other unsecured senior debts of the Company;
- The loan disbursement shall be made by Lender according to 'Draw Down Notices given by the Company to the Lender during the maximum period of Six (06) months from Loan Agreement Date, and loan amount requested to be disbursed in each Draw Down Notice shall not be less than Rs. Ten (10) Million;
- Loan Disbursement Date will be the date of transfer of each loan tranche from Lender's bank account to the Company's bank account;
- The maturity of the Loan will be 5 years and 1 day from the Loan Disbursement Date, unless the outstanding Loan (if any) has been previously converted into ordinary shares of the Company. The outstanding Loan (if any) shall be repayable by the Company after 5 years from Loan Disbursement Date at the Principal Amount, together with any accrued but unpaid Mark-up;
- The Loan shall be subject to markup of three months KIBOR plus 50 bps per annum, payable quarterly in arrears. Markup shall not be compounded and shall not be formed as a part of Principal;
- The Loan shall be convertible by the Lender, at any time after the expiry of 120 days from the "Loan Disbursement Date", in whole or in part, into that number of ordinary shares of the Company equal to the loan amount disbursed, together with any accrued but unpaid Mark-up, divided by the "Conversion Price" in effect at the time of conversion. The Lender will provide atleast 45 days conversion notice to the Company;
- a) The Conversion Price will be equal to the volume-weighted average price (VWAP) of the Company's share on Pakistan Stock Exchange, over the 90 trading days, prior to the date of receipt of Conversion Notice by the Company  
b) The Conversion Price shall be subject to the floor price of Rs. 5.00 per share, i.e. in case the VWAP of the Company's share is less than Rs. 5.00 at the time of conversion, the Loan shall be converted into ordinary shares of the Company at the rate of Rs. 5.00 per share;
- There is also a cap of Rs. 12.00 per share on the conversion price that is If at any time VWAP of the Company's share on Pakistan Stock Exchange, over the 90 trading days, is over and above is Rs. 12 per share the loan shall be mandatorily converted into ordinary shares of the Company at the conversion price of Rs. 12 per share.
- The Loan will include a conversion limitation providing that the Company will not effect any conversion of the Loan, and Lender shall not have the right to convert any portion of the Loan, to the extent that after giving effect to such conversion, the Lender would beneficially own in excess of 29.99% of the paid up capital of the Company after giving effect to such conversion;
- The conversion of Loan shall be in piecemeal and every exercise of a conversion right would not entitle the lender to acquire more than 10.00% of the paid up capital of the Company after giving effect to such conversion;
- a) The Company will use its best endeavors to ensure that the conversion is duly executed within 45 days after receiving a Conversion Notice from the Lender.  
b) If the Company fails to convert the Loan into shares within 45 days, the Company will pay additional mark-up equivalent to 12 per cent per annum on the amount of Loan to be converted until such conversion takes place, for the period such default continues beyond the permitted 45 days;
- Upon conversion of 85% of the Loan amount, the outstanding Loan amount together with any accrued but unpaid interest thereon will be automatically converted into ordinary shares of the Company at the conversion price then in effect;

- The Lender shall have the right to cause to the Company to repay the Loan if an Event of Default (as defined in the draft Loan Agreement) occurs. The following are included as Events of Default (i) non-payment of principal, interest when due; (ii) breach of any covenant, subject to a material adverse effect (iii) failure to convert Loan into shares of the Company upon exercise of conversion rights by the holder and (iv) voluntary or involuntary bankruptcy, insolvency or winding up of the Company.

The VWAP of the Company's shares for preceding 90 trading days (01 July - 30 September, 2017) is around Rs 3.21 per share. The recent VWAP of MTL is around Rs. 3.29 per share for the month of July 2017 and around Rs. 3.39 per share for the month of August 2017 and Rs. 3.07 for the month of September 2017. The negative break up value of the Company's shares based on the audited accounts for the year ended 30 June 2017 is around Rs. 1.383 per share. The current Authorized share capital of the Company is Rs. 2,100,000,000 divided into 210,000,000 shares of Rs. 10.00 each which shall be increased in order to give effect of the conversion of shares.

As the conversion option is exercised in whole or in part, the paid up capital of the Company shall be increased to that extent. As per the latest shareholding available with the Company, Fajr does not hold any shares in the paid up capital of the Company. The envisaged shareholding of Fajr in the Company in case of conversion of entire loan along with mark-up outstanding as payable shall be 60,997,500 shares (25.4%) of the increased capital, if converted at a base price of Rs. 5.00 per share. Fajr has provided written consent for conversion of loan into ordinary shares of the Company.

Since the conversion price is dependent on the criteria set forth in the Draft Loan Agreement and is linked with the market price of the Company's shares on the Pakistan Stock Exchange, therefore, the conversion price may or may not be equal to the par value, that is, (1 ordinary share of Rs. 10/- each).

The difference in conversion prices and par value of share (if any) arisen on the conversion of the loan into ordinary shares of the Company shall be amortized against future profits of the Company. The premium (if any) arisen on the conversion of the loan into ordinary shares of the Company shall be dealt according to the laws of the country.

The rationale for the further issue of share capital to the Lender without a rights offering is that the Loan Agreement may require issuance of shares from time to time to the lender and it is not practical to undertake a rights issue upon every exercise of a conversion right. Also, the lender requires confirmation that all consents, permissions, resolutions and actions have been undertaken to authorise the conversion as contemplated by the draft Loan Agreement. This confirmation cannot be provided unless the further issues of capital that may be required are authorised now by the shareholders and approved by the Commission. The Loan is being provided to the Company at a low cost and enables the Company to enhance its operating profits. There are clear benefits for the Company and its shareholders for the subject loan (which is convertible into equity) since the Company will have available considerable capital. The cost of convertible loan is much lower than the rate at which loans are currently available. The conversion of the Loan into shares will dilute the shareholding percentage of all the shareholders on a pro-rata basis. The converted shares will rank pari passu in all respects with the existing shares of the Company.

## **INSPECTION OF DOCUMENTS**

Copies of statement under section 134(3) of the Companies Act, 2017, recent annual/quarterly accounts along with all published or otherwise required accounts of all prior periods of the Company along with financial projections of the Company, Memorandum and Articles of Association of the Company, Term Sheet dated 04 October 2017, Draft Loan agreement to be executed between the Company and Fajr Enterprises (Pvt.) Limited and other related information of the Company, may be inspected/procured during the business hours on any working day at the Registered Office of the Company from the date of publication of this notice till the conclusion of the Annual General Meeting. The financial statements of the Company can also be viewed at [www.dailytimes.com.pk](http://www.dailytimes.com.pk) and Group's website [www.pacepakistan.com](http://www.pacepakistan.com);

## **INTEREST OF THE DIRECTORS AND THEIR RELATIVES**

All the directors of the Company including the Chief Executive and their relatives (if any) are interested in the business that is subject of the meeting to the extent of their shares that are held by them in the Company.

## اطلاع سالانہ اجلاس عام

بذریعہ نوٹس ہذا مطلع کیا جاتا ہے کہ میڈیا ٹائمز لمیٹڈ ("کمپنی" یا "MTL") کے شیئر ہولڈرز کا 17 واں سالانہ اجلاس عام بروز ہفتہ 28 اکتوبر 2017ء بوقت 10:30 صبح بجے کمپنی کے مرکزی دفتر واقع دوسری منزل، پیس شاپنگ مال، فورٹریس سٹیڈیم، کینٹ، لاہور میں مندرجہ ذیل امور پر غور و خوض کے لئے منعقد ہوگا:

## عمومی امور

1. 20 جون 2017ء کو منعقدہ غیر معمولی اجلاس عام کی کارروائیوں کی توثیق کرنا۔
2. 30 جون 2017ء کو اختتام پذیر سال کے لئے چیئرمین رویو، ڈائریکٹرز اور آڈیٹرز کی رپورٹ کے ہمراہ کمپنی کی مالیاتی اسٹیٹمنٹس کو وصول کرنا، مد نظر رکھنا اور منظوری دینا۔
3. 30 جون 2018ء کو اختتام پذیر سال کے لئے کمپنی کے آڈیٹرز کی تقرری اور ان کے مشاہرہ کا تعین کرنا۔

## خصوصی امور

4. کمپنیز ایکٹ 2017ء کے سیکشن 83(1)(b) پر عمل درآمد کرتے ہوئے کمپنی کے مزید عمومی حصص (جس کی پار قدر 10 روپے فی حصص ہے) کے قرض خواہان کو اجراء کے لئے خصوصی قرارداد منظور کرنا۔ تاکہ تغیر پذیر قرض معاہدہ ("معاہدہ") کے تحت کمپنی کی واجب الادا رقم کو اس کے عمومی حصص کے قرض کی رقم کے ساتھ تبادلہ کے قابل بنایا جاسکے۔ یہ معاہدہ فخر اینٹرپرائزز (پرائیویٹ) لمیٹڈ اور کمپنی کے مابین طے پایا جس کے تحت فخر اینٹرپرائزز (پرائیویٹ) لمیٹڈ 300.00 ملین روپے کی رقم کمپنی کو قرضہ کے طور پر ادا کرے گی۔ قابل اجراء حصص کی کل تعداد اور قیمت فی حصص کا تخمینہ مذکورہ معاہدہ کی شرائط و ضوابط کے تحت لگایا جائے گا۔ اس لحاظ سے درج ذیل خصوصی قراردادیں (ترمیم کے ساتھ یا اس کے بغیر) منظور کرنے کی تجویز دی گئی ہے:

"یہ طے پایا کہ کمپنیز ایکٹ 2017ء کے سیکشن 83(1)(b) پر عمل درآمد کرتے ہوئے کمپنی مزید سرمایہ کا اجراء کرتی ہے جو کہ سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان ("کمیشن") کی منظوری سے مشروط ہے۔ سرمایہ کا اجراء ایسے عمومی حصص کے ہمہ وقت اجراء سے ہوتا ہے جو فخر اینٹرپرائزز (پرائیویٹ) لمیٹڈ سے قابل وصول 300.00 ملین روپے کے تغیر پذیر قرض کی حصص میں تبدیلی کے قابل بناتے ہیں۔ تبادلہ کی شرائط و ضوابط 14 اکتوبر 2017ء کی ٹرم شیٹ اور ڈرافٹ قرض معاہدہ ("معاہدہ") میں فراہم کی گئی ہیں۔ جو کمپنی اور فخر اینٹرپرائزز (پرائیویٹ) لمیٹڈ کے مابین عمل میں آئے گا جو کہ کمیشن کی ضروری منظوری سے مشروط ہے۔

مزید یہ طے پایا کہ 104 اکتوبر 2017ء کی ٹرم شیٹ اور معاہدہ کی شرائط و ضوابط سے مشروط معاہدہ کے تحت حصص کی کمپنی کے عمومی حصص میں تبدیلی کو منظور کیا جاتا ہے۔

مزید یہ طے پایا کہ چیف ایگزیکٹو یا ڈائریکٹرز میں سے کوئی بھی اور/یا کمپنی سیکریٹری واحد حیثیت میں معاہدہ پر دستخط کرنے کے مجاز ہیں اور مندرجہ بالا کی مد میں تمام ضروری کارپوریٹ اور قانونی کارروائی کو مکمل کرتے ہیں جس میں کمیشن کو درخواست/درخواستوں کا دائر کرنا، درخواست میں ضروری تبدیلیاں اور ترمیم کرنا یا مندرجہ بالا کی مد میں کسی بھی معاملہ پر کارروائی شامل ہیں لیکن یہ تمام محدود نہیں۔

بحکم بورڈ  
شہزاد جواہر  
کمپنی سیکریٹری

لاہور: 06 اکتوبر 2017

## نوٹ:

- (1) اراکین کے رجسٹر 21 اکتوبر 2017ء سے 28 اکتوبر 2017ء (بشمول دونوں ایام) تک بند رہیں گے۔ 20 اکتوبر 2017ء کو کاروباری اوقات کے اختتام تک THK ایسوسی ایٹس (پرائیویٹ) لمیٹڈ، پہلی منزل، C-40، بلاک 6، PECHS، کراچی-75400، کمپنی کے رجسٹرار اور شیئر ٹرانسفر آفس کو موصول منتقلیاں سالانہ اجلاس عام کے لئے بروقت منتقلیاں تصور کی جائیں گی۔
- (2) اجلاس میں شرکت اور ووٹ کرنے کا اہل رکن کسی دوسرے رکن کو اپنی جگہ اجلاس میں شرکت اور ووٹ کے لئے پراکسی مقرر کر سکتا ہے۔ اطلاق کے لئے اجلاس کے انعقاد سے 48 گھنٹے پہلے کمپنی کے رجسٹرڈ آفس میں پراکسیز پہنچ جانی چاہئیں۔
- (3) جائز پراکسی کے لئے، پراکسی کانسٹرومنٹ اور مختار نامہ یا دیگر اتھارٹی (اگر کوئی ہے) جس کے ماتحت اس پر دستخط کئے گئے ہوں یا ایسے مختار نامہ کی نوٹری سے تصدیق شدہ نقل کمپنی کے مرکزی دفتر بمقام دوسری اور تیسری منزل، پیس شاپنگ مال، فورٹریس سٹیڈیم، لاہور کینٹ، لاہور پر اجلاس کے آغاز سے 48 گھنٹے پہلے پہنچ جانی چاہئیں۔ SECP کمپنیز (برقی ووٹنگ) ریگولیشنز 2016ء پر عمل درآمد کرتے ہوئے اراکین پراکسی کے طور پر ثالث کے ذریعے ایگزیکٹو آفیسر کی تقرری کے بعد اجلاس کے انعقاد سے کم از کم 10 دن پہلے تحریری رضامندی کے ذریعے اپنے ووٹ کا حق بذریعہ برقی ووٹنگ کر سکتے ہیں۔
- (4) (a) CDC کے واحد بین فیئینٹل اونر جو اجلاس میں شرکت اور ووٹ کرنے کے اہل ہیں۔ ان کو شراکت کا شناختی نمبر اور اکاؤنٹ/ذیلی اکاؤنٹ نمبر جمع اصلی CNIC یا پاسپورٹ ہمراہ لانا ہوگا تاکہ وہ اپنی شناخت کی تصدیق کروا سکیں۔ کاروباری ادارہ ہونے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/مختار نامہ جس پر نمائندگان کے نمونہ کے دستخط موجود ہوں کو اجلاس کے انعقاد کے وقت پیش کرنا ہوں گے۔ (اگر یہ پہلے فراہم نہ کئے گئے ہوں)
- (b) پراکسی کے تقرر کے لئے CDC کا فرد واحد بین فیئینٹل اونر مندرجہ بالا ضروریات کے مطابق پراکسی فارم جمع کروائے گا۔ جس میں شراکت کا شناختی نمبر اور اکاؤنٹ/ذیلی اکاؤنٹ نمبر اور CNIC یا پاسپورٹ کی مصدقہ نقل بھی شامل ہیں۔ پراکسی فارم پر دو گواہان اپنے نام، پتے اور CNIC کے ہمراہ دستخط کریں گے۔ پراکسی اجلاس کے انعقاد کے وقت اپنا اصلی شناختی کارڈ یا پاسپورٹ ظاہر کرے گا/گی۔ کاروباری ادارہ ہونے کی صورت میں بورڈ آف ڈائریکٹرز/مختار نامہ جمع نمونہ کے دستخط پراکسی فارم کے ہمراہ جمع کرانا ہوں گے۔
- (5) اراکین کو درخواست کی جاتی ہے کہ اپنے رجسٹرڈ پتے میں تبدیلی کی صورت میں فوری طور پر آگاہ کریں۔
- (6) سیکوریٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے 5 جولائی 2012 کے سرکلر نمبری SRO831(I)/2012 کی ہدایات کے مطابق منافع منقسمہ کے وارنٹس پر رجسٹرڈ رکن یا مجاز شخص کا CNIC نمبر درج ہونا چاہئے۔ اسی طرح سے، اراکین جنہوں نے ابھی تک جائز CNIC یا NTN (کاروباری ادارہ ہونے کی صورت میں) کی نقل جمع نہیں کرائی ہے کو درخواست کی جاتی وہ انہیں رکن کے فوئیو نمبر کے ہمراہ کمپنی کو یا براہ راست ہمارے آزاد شیئر رجسٹرار، THK ایسوسی ایٹس (پرائیویٹ) لمیٹڈ کو جمع کرا دیں۔
- (7) 10 جولائی 2014 کے SECP نوٹیفیکیشن نمبر 634(I)/2014 کی تعمیل میں کمپنی 30 جون 2017ء کو اختتام پذیر سال کے لئے سالانہ آڈیٹڈ مالیاتی اسٹیٹمنٹس جمع آڈیٹرز اور ڈائریکٹرز کی رپورٹ کو اپنی ویب سائٹ [www.dailytimes.com.pk](http://www.dailytimes.com.pk) اپنے گروپ کی ویب سائٹ [www.pacepakistan.com](http://www.pacepakistan.com) پر شائع کر دیا ہے۔
- (8) SECP کے مورخہ 8 ستمبر 2014ء کے نوٹیفیکیشن نمبر SRO 787(I)/2014 پر عمل درآمد کرتے ہوئے کمپنیوں کو اجازت دی گئی ہے کہ وہ اپنی سالانہ بیننس شیٹ اور پرافٹ اینڈ لاس اکاؤنٹ، آڈیٹرز اور ڈائریکٹرز کی رپورٹ (سالانہ مالیاتی اسٹیٹمنٹس) جمع سالانہ اجلاس عام کی اطلاع (نوٹس) برقی خط کے ذریعے کمپنی کے اراکین کو فراہم کر سکیں۔ اس سہولت کے حصول کے خواہش مند اراکین کمپنی کو مطلوب اپنی معلومات کمپنی کو فراہم کریں اس تناظر میں کمپنی کی ویب سائٹ [www.dailytimes.com.pk](http://www.dailytimes.com.pk) اور ہمارے گروپ کی ویب سائٹ [www.pacepakistan.com](http://www.pacepakistan.com) سے فارم ڈاؤن لوڈ کیا جاسکتا ہے۔
- (9) اگر کمپنی کی جغرافیائی حدود سے باہر ہائٹس پزیر 10 فی صد یا آزاد شیئر ہولڈنگ کے حامل اراکین کی جانب سے اجلاس میں ویڈیو کانفرنس کے ذریعے شمولیت کی غرض سے اجلاس کے انعقاد سے 10 روز قبل رضامندی حاصل کرتی ہے تو کمپنی اس شہر میں ایسی سہولت کی دستیابی کی صورت میں ویڈیو کانفرنس کی سہولت کا انتظام کرے گی۔

(10) SECP کے مورخہ 31 مئی 2016 کے نوٹیفکیشن نمبر SRO#470(I)/2016 پر عمل درآمد کرتے ہوئے کمپنی نے اپنے سالانہ آڈیٹڈ اکاؤنٹس کی معلومات شیئر ہولڈرز کو سی ڈی کی صورت میں بھیج دی ہیں۔ تاہم، کمپنی سالانہ آڈیٹڈ اکاؤنٹس کی بارڈر کاپی بھی شیئر ہولڈر کے مطالبہ کی صورت میں ان کے رجسٹرڈ پتہ پر ایسے مطالبہ کے ایک ہفتہ کے اندر بالکل مفت فراہم کرے گی۔ کمپنی نے اپنی ویب سائٹ پر معیاری درخواست فارم شائع کیا ہوا ہے تاکہ وہ سافٹ کاپی کی بجائے بارڈر کاپی کی صورت میں معلومات حاصل کر سکیں۔

کمپنیز ایکٹ 2017ء کے سیکشن نمبر (3) 134 کے تحت بیان

یہ بیان 28 اکتوبر 2017ء کو منعقدہ سالانہ اجلاس عام میں زیر بحث لائے جانے والے خصوصی امور سے متعلق مرتب کردہ تھاق کے بارے میں ہے۔

کمپنیز ایکٹ 2017ء کے سیکشن (B) 83(1) کے قوانین کے تحت مزید عمومی حصص کا اجرا

کمپنی، کمپنیز ایکٹ 2017ء کے سیکشن (B) 83(1) پر عمل درآمد کرتے ہوئے مزید شیئر کیپٹل کے اجرا کی خواہش مند ہے۔ جو ایسے عمومی حصص کی تعداد تک محدود ہے جسے 300.00 ملین روپے کی واجب الادا رقم کے تبادلہ کے قابل بنانے کی ضرورت ہے۔ جو متبادل قرض معاہدہ ("قرض") کے تحت قابل عمل ہے اور یہ قرض فخر اینٹرپرائزز (پرائیویٹ) لمیٹڈ ("فجر" یا "قرض خواہ")، بمعہ قرض خواہ کی جانب سے ایسے تبادلہ کی مد میں عمل درآمد تک غیر ادا شدہ لاگوسود سے لیا جائے گا۔ یہ متقابل قرض 14 اکتوبر 2017ء کی ٹرم شیٹ میں بیان کردہ کمپنی اور فجر کے مابین شرائط و ضوابط کے تحت عمل میں لایا جائے گا۔ یہ قرض کا تبادلہ سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی لازمی منظوری سے مشروط ہوگا۔ مذکورہ بالا قرض کمپنی کے موجودہ واجبات کی ادائیگی کے مقصد کے لئے فجر سے لئے جانے کی تجویز ہے۔

یہ متقابل قرض ادائیگی کی تاریخ یا کمپنی اور فجر کے مابین کسی بھی باہمی منظور شدہ تاریخ سے 5 سال ایک دن کی مدت تک کے لئے لیا جائے گا۔ بشرطیکہ قرض قبل ازیں ہی تبدیل کر دیا گیا ہے تو کمپنی مقررہ تاریخ پر واجب الادا قرضہ ادا کرے گی۔

کنورژن کی قیمت کنورژن کے نوٹس کی وصولی سے پیشتر پاکستان سٹاک ایکسچینج میں 90 روز تک کمپنی کے حصص کے حجم کے مطابق اوسط (VWAP) قیمت کے برابر ہوگی۔

کنورژن کی قیمت فی حصص پانچ روپے کی فلور پرائس سے مشروط ہوگی۔ جو کہ VWAP کی صورت میں کمپنی کے حصص کی قیمت کا تخمینہ 5 روپے سے کم ہو تو کنورژن کے وقت

قرض عمومی حصص کی 5 روپے فی حصص قیمت کے حساب سے تبدیل کیا جائے گا۔ کنورژن کی قیمت میں فی حصص 12 روپے کا کور بھی ہے۔ مزید برآں، اگر کسی بھی وقت 90 تجارتی دنوں سے زائد تک پاکستان سٹاک ایکسچینج پر کمپنی کے حصص کی VWAP 12 روپے فی حصص سے زائد ہو تو قرض کو یقینی طور پر 12 روپے فی حصص کی کنورژن قیمت پر ہی قرض میں تبدیل کیا جائے گا۔

کمپنی کا موجود اور پیڈ اپ کیپٹل 1,788,516,840 روپے ہے جسے 178,851,684 روپے کے عمومی حصص میں تقسیم کیا گیا ہے۔ کمپنی کا مجوزہ سرمایہ 2,100,000,000 روپے ہے اور 10 روپے فی حصص کے حساب سے 210,000,000 شیئرز میں تقسیم کیا گیا ہے۔

تغیر پذیر قرضہ کم قیمت پر کمپنی کو فراہم کیا گیا ہے۔ جو کہ 3 ماہ KIBOR جمع 50bps فی سال ہے۔ اور قرضہ کی لاگت اور کمپنی کے متعدد واجبات کی ادائیگی جس س نتیجتاً کمپنی کے منافع کی شرح اور مجموعی ترقی کی مد میں کمپنی کو رقم بچانے کے قابل بناتا ہے۔

اس تغیر پذیر قرضہ کے ذریعے اکٹھے کئے گئے فنڈ ابتدائی طور پر کمپنی کے واجبات ادا کرنے کے لئے استعمال ہوں گے جس میں طویل مدتی قرضہ (جو کہ 3 ماہ KIBOR جمع 300bps فی سال کی شرح سے حاصل کیا گیا تھا) اور ایسے طویل مدتی قرضہ پر غیر ادا شدہ مجموعی مارک اپ شامل ہیں۔

یہ مجوزہ تغیر پذیر قرضہ کمپنی کو بہت کم سود پر تقریباً 300 ملین روپے کے فنڈز تک کم قیمت میں رسائی کے قابل بناتا ہے۔ قرضہ کمپنی کی غیر محفوظ بھاری ذمہ داری ہے اور ایسا غیر ضمانتی قرضہ مارکیٹ سے نہ اٹھا جا سکتا تھا۔

02 اکتوبر 2017ء کو منعقدہ بورڈ آف ڈائریکٹرز کے اجلاس میں تغیر پذیر قرضہ اور مذکورہ بالا تغیر پذیر قرضہ کی تبدیلی کے ذریعے مزید شیئر کیپٹل کے اجرا کو مدنظر رکھا گیا اور منظور کیا گیا۔

مزید سرمایہ کار اجرائی کمپنیز ایکٹ 2017ء کے سیکشن (B) (1) 83 پر عمل درآمد کرتے ہوئے SECP کی منظوری سے مشروط ہے۔ خصوصی قرارداد کی بنیاد پر مزید حصص کے اجراء کے لئے کمپنی کی جانب سے قرض خواہ کو باضابطہ درخواست SECP کے ضوابط/ ہدایات کے تحت بغرض منظور SECP کو بھیجی جائے گی۔  
تغییر پذیر قرضہ کی نمایاں خصوصیات ذیل میں بیان کی گئی ہیں:

- ✓ قرض کمپنی کی براہ راست، غیر ضمانتی اور اولین ذمہ داری ہوگا۔ بالکل اسی طرح سے جس طرح سے کمپنی کے دیگر غیر ضمانتی بھاری قرضوں کی ادائیگی ہوتی ہے۔
- ✓ قرض خواہ کی جانب سے قرض کی کمپنی کی جانب سے قرض کے معاہدہ کی تاریخ سے پیچھے (6 ماہ تک یا نوٹس کے تحت ہوگی۔ اور قرض کی مطلوبہ رقم 10 ملین روپے کے نوٹس سے کم نہ ہوگی۔
- ✓ قرض کی ادائیگی کی تاریخ قرض خواہ کے بینک اکاؤنٹ سے کمپنی کے بینک اکاؤنٹ تک قرض کی منتقلی کی تاریخ ہوگی۔
- ✓ قرض کی ادائیگی کے بعد سے قرض 5 سال 1 دن کی مدت کے لئے ہوگا۔ جب تک اگر کوئی واجب الادا قرض کمپنی کے عمومی حصص میں ماضی میں تبدیل کیا جا چکا ہو۔ کوئی بھی واجب الادا قرض، بنیادی سرمایہ پر قرض کی فراہمی کی تاریخ کے پانچ سال بعد دوبارہ قابل ادائیگی ہوگا۔ جس میں کوئی بھی لاگو یا غیر ادا شدہ مارک اپ شامل ہے۔
- ✓ قرض 3 ماہ KIBOR جمع 50bps فی سال کے مارک اپ سے مشروط ہوگا۔ جو کہ بقایا جات کی مدت میں سہ ماہی قسطوں میں ادا کیا جائے گا۔ مارک اپ کو اکٹھا نہیں کیا جائے گا اور اسے پرنسپل کا حصہ نہیں بنایا جائے گا۔
- ✓ قرض قرض کی ادائیگی کی تاریخ سے 120 دن کے خاتمہ پر قرض خواہ کی جانب سے کئی یا جزوی طور پر کمپنی کے ان عمومی حصص سے تغیر پذیر ہوگا جو قرض کی رقم کی ادائیگی کے برابر ہوں گے۔ جس میں لاگو لیکن غیر ادا شدہ مارک اپ، کنورژن کے وقت کنورژن پرائس میں قابل تقسیم رقم شامل ہے۔ قرض خواہ کم از کم 45 دن کا کنورژن نوٹس کمپنی کو بھیجے گا۔
- ✓ (a) کنورژن پرائس کمپنی کو موصول کنورژن نوٹس سے پیشتر 90 دن کی تجارت سے زائد پاکستان سٹاک ایکسچینج میں کمپنی کے شیئر کی VWAP کے برابر ہوگی۔
- (b) کنورژن پرائس فی حصص 5 روپے کی فلور پرائس سے مشروط ہوگی۔ کنورژن کے وقت اگر کمپنی کے حصص کی VWAP 5 روپے سے کم ہو تو قرض کمپنی کے 5 روپے فی حصص کے عمومی حصص میں کنورٹ ہوگا۔ کنورژن کے وقت اگر کمپنی کے شیئر کی VWAP 5 روپے سے کم ہو تو قرض کمپنی کے عمومی حصص کی 5 روپے فی حصص قیمت کے حساب سے قرض میں تبدیل ہوں گے۔
- ✓ کنورژن پرائس پر 12 روپے فی حصص کا کور بھی موجود ہے یہ کہ کسی بھی وقت سٹاک ایکسچینج میں 90 روز کی تجارت کے دوران کمپنی کے حصص کی VWAP 12 روپے فی حصص ہو تو قرض 12 روپے فی حصص کی کنورژن پرائس پر کنورٹ ہوگا۔
- ✓ قرض میں کنورژن حد شامل ہوگی یہ مد نظر رکھتے ہوئے کہ کمپنی قرض کی تبدیلی پر اثر انداز نہ ہوگی۔ اور قرض خواہ کے پاس قرض کے کسی بھی حصے کو کنورٹ کرنے کا حق موجود نہ ہوگا۔ اس کی حد یہ ہوگی کہ اس کنورژن پر عمل کرنے کے بعد قرض خواہ 29.99 فی صد سے زائد کے کمپنی ادا شدہ سرمایہ کا مالک ہوگا۔
- ✓ قرض کی کنورژن حصوں میں ہوگی اور کنورژن کے حق پر کسی بھی صورت میں عمل کے بعد قرض خواہ کمپنی کے ادا شدہ سرمایہ کے 10 سے زائد کو حاصل کرنے کا اہل نہ ہوگا۔
- ✓ (a) قرض کی جانب سے کنورژن نوٹس کی وصولی کے 45 دن کے اندر کمپنی کنورژن پر عمل درآمد کو یقینی بنائے گی۔
- (b) اگر کمپنی 45 دن کے اندر قرض کو کنورٹ کرنے میں ناکام رہتی ہے تو جب تک ایسی کنورژن مکمل نہیں ہو جاتی اس وقت تک کمپنی قرض کی قابل تبدیل رقم پر 12 فی صد فی سال کے برابر اضافی مارک اپ ادا کرے گی۔ یہ اتنے عرصہ کے لئے ہوگا جب لاگو کئے گئے 45 دنوں سے زائد ناکام ہندگی جاری ہو۔

- ✓ قرض کی 85 فی صد رقم کی کنورژن پر قابل ادا قرض کی رقم اور لاگو لیکن غیر ادا شدہ سود کنورژن پرائس پر کمپنی کے عمومی حصص میں خود ساختہ تبدیل ہو جائے گی۔
  - ✓ قرض خواہ نادر ہندگی وقوع پذیر (جیسا کہ ڈرافٹ قرض معاہدہ میں بیان کیا گیا ہے) ہونے کی صورت میں قرض خواہ کمپنی کو قرض دوبارہ ادا کرنے پر مجبور کر سکتا ہے۔
- نادر ہندگی کی مندرجہ ذیل صورتیں ہو سکتی ہیں: (i) واجب الادا سرمایہ اور سود کی عدم ادائیگی (ii) کسی بھی مادی اثر کے پیش نظر کسی بھی عہد کی خلاف ورزی (iii) ہولڈر کی جانب سے کنورژن پرائس پر عمل درآمد پر کمپنی کے شیئرز کی قرض میں تبدیلی میں ناکامی (iv) رضا کارانہ یا غیر رضا کارانہ بینک ڈیفالٹر، ان سالوینسی یا کمپنی کا اختتام

90 (1 جولائی 30 ستمبر 2017ء) دن کی پیشگی تجارت کے لئے کمپنی کے حصص کی VWAP تقریباً 07.3 روپے فی حصص ہے۔ MTL کی حالیہ VWAP جولائی کے مہینہ کے لئے 3.29 روپے فی حصص ہے۔ اور اگست کے ماہ کے لئے VWAP تقریباً 3.39 روپے فی حصص اور ستمبر 2017ء کے لئے 3.07 روپے فی حصص ہے۔ 30 جون 2017ء کو اختتام پذیر سال کے لئے آڈیٹڈ اکاؤنٹس کی بنیاد پر کمپنی کے شیئرز کی منفی بریک اپ قدر تقریباً 383.1 روپے فی حصص ہے۔ کمپنی کا حالیہ آٹھورا سٹڈ شیئر کیپٹل 2,100,000,000 روپے جو 10 روپے فی حصص کے حساب سے 210,000,000 حصص میں تقسیم کیا گیا ہے۔ حصص کے تبادلہ کو مؤثر کرنے کے لئے اس کی قدر میں اضافہ کیا جائے گا۔

جونہی کنورژن کا طریقہ کار کلی یا جزوی طور پر عمل میں لایا جاتا ہے تو کمپنی کا ادا شدہ سرمایہ اسی حد تک بڑھ جائے گا۔ کمپنی کی حالیہ دستیاب شیئر ہولڈنگ کے تحت، فخر کا کمپنی کے ادا شدہ سرمایہ میں کوئی حصہ موجود نہیں۔ آڈٹ سٹیٹنگ مارک اپ کے ساتھ کل قرض کی کنورژن کی صورت میں کمپنی میں فخر کی شیئر ہولڈنگ اضافی سرمایہ کے 60,997,500 حصص ((25.4% پر ہوگی۔ اگر یہ 5 روپے فی حصص کی بنیادی قیمت پر کنورٹ کیا جائے۔ فخر نے کمپنی کے عمومی حصص کی قرض میں تبدیلی کے لئے تحریری رضامندی فراہم کی ہے۔

چونکہ ڈرافٹ قرض معاہدہ میں بیان کئے گئے معیار پر کنورژن پرائس منحصر ہے اور پاکستان سٹاک ایکچینج پر کمپنی کے حصص کی مارکیٹ پرائس سے منسلک ہے اس لئے کنورژن پرائس پارو بلیو کے مساوی ہو بھی سکتی ہے اور نہیں بھی (10 روپے فی عمومی حصص)۔

کمپنی کے عمومی حصص کی قرض میں تبدیلی پر کنورژن پرائس اور شیئر کی پار قدر میں ظاہر فرق (اگر کوئی ہے) کمپنی میں آئندہ منافع کے ساتھ پورا کیا جائے گا۔

حقوق فراہم کئے بغیر قرض خواہ کو شیئر کیپٹل کے مزید اجراء پر یہ بیان کیا جاتا ہے کہ قرض معاہدہ کی مدد میں قرض خواہ کو ہمہ وقت حصص کے اجراء کی ضرورت ہے۔ اور یہ ممکن نہیں ہے کہ ہر کنورژن رائٹ پر عمل درآمد پرائس کا اجراء ہو سکے۔ مزید یہ کہ قرض خواہ کو توثیق چاہئے ہوتی ہے کہ تمام رضامندیاں، اجازتیں، قراردادیں اور افعال پر عمل درآمد کر دیا گیا ہے تاکہ ڈرافٹ قرض معاہدہ کے تحت کنورژن کا اختیار دیا جائے۔ یہ توثیق فراہم نہیں کی جاسکتی جب تک سرمایہ کا مزید ضروری اجراء شیئر ہولڈرز اور کمیشن کی جانب سے توثیق ہو۔ کمپنی کو کم لاگت پر قرض فراہم کیا جاتا ہے اور کمپنی کو آپریٹنگ منافع میں اضافہ کے قابل بنایا جاتا ہے۔ یہاں مذکورہ قرض (جو ایکویٹی میں تغیر پذیر ہے) کی مدد میں کمپنی اور حصص داران کو واضح فائدہ ہے کیونکہ کمپنی کے پاس کافی سرمایہ دستیاب ہے۔ تغیر پذیر قرض کی لاگت حالیہ دستیاب قرضوں کی شرح کے مقابلہ میں کافی کم ہے۔ قرض کی حصص میں تبدیلی تمام شیئر ہولڈرز کی شیئر ہولڈنگ اوسط کو ڈائلوٹ کر دے گی۔ تبدیل کئے گئے حصص کمپنی کے تمام موجودہ حصص کی تمام صورتوں میں اعلیٰ درجے کے ہوں گے۔

#### دستاویزات کا جائزہ

کمپنیز ایکٹ 2017ء کے سیکشن (3) 134 کے تحت بیان کی نقول، حالیہ سالانہ/سہ ماہی کھاتے جمع کمپنی کی تمام پیشگی عرصوں کے لئے ضروری شائع شدہ کھاتے بشمول کمپنی کی مالی تجاویز، کمپنی کے میورنڈم اور آرٹیکل آف ایسوسی ایشن، 4 اکتوبر 2017ء کی ٹرم شیٹ، کمپنی اور فخر اینٹری پرائیز (پرائیویٹ) لمیٹڈ کے مابین طے شدہ ڈرافٹ قرض معاہدہ، اور کمپنی کی دیگر متعلقہ معلومات، اس نوٹس کی اشاعت سے سالانہ اجلاس عام کے انعقاد تک کاروباری اوقات میں کسی بھی کام کے دن جائزہ اور حصول کے لئے کمپنی کے رجسٹرڈ آفس پہنچ جانی چاہئیں۔ کمپنی کی مالیاتی سٹیٹمنٹس [www.dailytimes.com.pk](http://www.dailytimes.com.pk) اور گروپ کی ویب سائٹ [www.pacepakistan.com](http://www.pacepakistan.com) پر بھی دیکھی جاسکتی ہیں۔

ڈائریکٹرز اور ان کے رشتہ داروں کی دلچسپی

چیف ایگزیکٹو اور ان کے رشتہ داروں (اگر کوئی ہے) کے ساتھ کمپنی کے تمام ڈائریکٹرز کاروبار میں دلچسپی لیتے ہیں اور اجلاس اور اپنے پاس موجود کمپنی کے حصص کی حد تک مشروط ہیں۔

## **Chairman's Review Report**

Review Report by the Chairman on Board's overall performance u/s 192 of the Companies Act 2017:

As required under the Code of Corporate Governance, an annual evaluation of the Board of Directors (the "Board") of Media Times Limited (the "Company") is carried out. The purpose of this evaluation is to ensure that the Board's overall performance and effectiveness is measured and benchmarked against expectations in the context of objectives set for the Company. Areas where improvements are required are duly considered and action plans are framed.

The Board has recently completed its annual self-evaluation for the year ended 30th June 2017, and on behalf of Board I am pleased to report that:

I am pleased to present the Annual Report for the year ended June 30, 2017,

- The Board of Directors ("the Board") of Media Times Limited (MDTL) has performed their duties diligently in upholding the best interest of shareholders' of the Company and has managed the affairs of the Company in an effective and efficient manner.
- The Board of MDTL is highly professional and experienced people. They bring a vast experience from different businesses including the independent directors. All board members are well aware of their responsibilities and fulfilling these diligently.
- The Board has adequate representation of non-executive and independent directors on the Board and its committees as required under the Code and that members of the Board and its respective committees has adequate skill experience and knowledge to manage the affairs of the Company;
- The Board has ensured that the directors are provided with orientation courses to enable them to perform their duties in an effective manner and that the three directors on the Board have already taken certification under the Directors Training Program and the remaining directors meet the qualification and experience criteria of the Code;
- The Board has formed an Audit and Human Resource and Remuneration Committee and has approved their respective terms of references and has assigned adequate resources so that the committees perform their responsibilities diligently;
- The Board has ensured that the meetings of the Board and that of its committee were held with the requisite quorum, all the decision making were taken through Board resolution and that the minutes of all the meetings (including committees) are appropriately recorded and maintained;
- The Board has actively participated in strategic planning process enterprise risk management system, policy development, and financial structure, monitoring and approval. All the significant issues throughout the year were presented before the Board or its committees to strengthen and formalize the corporate decision making process.
- All the significant issues throughout the year were presented before the Board or its committees to strengthen and formalize the corporate decision making process and particularly all the related party transactions executed by the Company were approved by the Board on the recommendation of the Audit Committee;
- The Board has ensured that the adequate system of internal control is in place and its regular assessment through self-assessment mechanism and/or internal audit activities;
- The Board has prepared and approved the director's report and has ensured that the director report is published with the quarterly and annual financial statement of the Company and the content of the directors report are in accordance with the requirement of applicable laws and regulation;



- The Board has exercised its powers in light of the power assigned to the Board in accordance with the relevant laws and regulation applicable on the Company and the Board has always prioritized the Compliance with all the applicable laws and regulation in terms of their conduct as directors and exercising their powers and decision making.
- The Board has ensured the hiring, evaluation and compensation of the Chief Executive and other key executives including Chief Financial Officer, Company Secretary, and Head of internal Audit;
- The Board has ensured that adequate information is shared among its members in a timely manner and the Board members are kept abreast of developments between meetings;

I would like to place on record with thanks and appreciation to my fellow directors, shareholders, management and staff for their continued support in very challenging operating conditions. I look forward for more future success for the Company.

Lahore  
02 October 2017

Aamna Taseer  
Chairman

## چیمبر مین کی جائزہ رپورٹ

کمپنیز ایکٹ 2017ء کے سیکشن 192 کے تحت بورڈ کی مجموعی کارکردگی پر چیمبر مین کی جانب سے جائزہ رپورٹ:

کوڈ آف کارپوریٹ گورننس کے تحت میڈیا ٹائمز لمیٹڈ ("کمپنی") کے بورڈ آف ڈائریکٹرز ("بورڈ") کی کارکردگی کا سالانہ جائزہ لیا جاتا ہے۔ اس جائزہ کا مقصد یہ یقینی بنانا ہے کہ بورڈ کی مجموعی کارکردگی اور تاثیر کو دیکھا جائے اور کمپنی کے لئے طے گئے مقاصد کے تناظر میں توقعات پر پورا اتر جائے۔ جن شعبوں میں بہتری کی ضرورت ہے ان کو حسب ضابطہ مد نظر رکھا گیا اور ایکشن پلین ترتیب دیا گیا۔

30 جون 2017ء کو اختتام پذیر سال کے لئے بورڈ نے حال ہی میں اپنی سالانہ خود تہیجی مکمل کی ہے۔ اور بورڈ کی جانب سے میں رپورٹ پیش کرنے میں فخر محسوس کرتی ہوں کہ:

میں 30 جون 2017ء کو اختتام پذیر سال کے لئے سالانہ رپورٹ پیش کرنے میں فخر محسوس کرتی ہوں!

- ✓ میڈیا ٹائمز لمیٹڈ (MDTL) کے بورڈ آف ڈائریکٹرز ("بورڈ") نے شیمبر ہولڈرز کے بہترین مفاد کو برقرار رکھنے کے لئے اپنے فرائض اور کمپنی کے امور کو موثر اور تسلی بخش انداز میں دلجمعی سے سرانجام دیا ہے۔
- ✓ MDTL کا بورڈ انتہائی پیشہ ور اور تجربہ کار افراد پر مشتمل ہے۔ انہوں نے مختلف امور بشمول آزاد ڈائریکٹرز کے وسیع تجربہ کو بروئے کار لایا ہے۔ بورڈ کے تمام اراکین اپنی ذمہ داریوں سے پوری طرح آگاہ ہیں اور انہیں دلجمعی سے ادا کر رہے ہیں۔
- ✓ بورڈ کو نان ایگزیکٹو اور آزاد ڈائریکٹرز اور ان کی کمیٹیوں کی ضابطہ کے تحت مناسب معاونت حاصل ہے اور یہ کہ بورڈ کے اراکین اور اس کی متعلقہ کمیٹیوں کے پاس کمپنی کے امور کو چلانے کے لئے موزوں مہارت، تجربہ اور علم موجود ہے۔
- ✓ بورڈ نے یہ یقینی بنایا ہے کہ اپنے فرائض کو بخوبی سرانجام دینے کے لئے ڈائریکٹرز کو آگہی کورسز فراہم کرے۔ اور یہ کہ چار ڈائریکٹرز نے ڈائریکٹرز اینڈ پروگرام کے تحت سرٹیفیکیشن حاصل کر لی ہے اور بقیہ ڈائریکٹرز ضابطہ کی اہلیت اور تجربہ کے معیار پر پورا اترتے ہیں۔
- ✓ بورڈ نے آڈٹ اور ہیومن ریسورس اور مشاہرہ کمیٹی تشکیل دی ہے اور ان کی متعلقہ ٹرمز آف ریفرنس کو منظور کیا ہے۔ اور مناسب وسائل مقرر کئے ہیں تاکہ کمیٹیاں اپنے فرائض خوش دلی سے سرانجام دے سکیں۔
- ✓ بورڈ نے یہ بھی یقینی بنایا ہے کہ بورڈ اور اس کی کمیٹیوں کے اجلاس مطلوب کورم کے ساتھ منعقد کئے جائیں، تمام فیصلہ سازی بورڈ کی قراردادوں کے ذریعے کی جائے اور تمام اجلاسوں کی کارروائیاں (بشمول کمیٹی کی کارروائیاں) مناسب طریقے سے ریکارڈ کی جا رہی ہیں اور انہیں برقرار رکھا جا رہا ہے۔

- ✓ بورڈ نے حکمت عملی کے عمل، انٹرپرائزرسک مینجمنٹ سسٹم، پالیسی ڈیولپمنٹ اور مالیاتی سٹرکچر، نگرانی اور منظوری میں مستعدی سے حصہ لیا ہے۔ سال کے دوران تمام نمایاں معاملات کو بورڈ یا اس کی کمیٹیوں کے سامنے پیش کیا گیا تاکہ کاروباری فیصلہ سازی کے عمل کو مضبوط اور منظم کیا جائے۔ اور خاص طور پر آڈٹ کمیٹی کی سفارشات پر کمپنی کی جانب سے تمام متعلقہ پارٹی کے لین دین کو بورڈ نے منظور کیا۔
- ✓ بورڈ نے یہ یقینی بنایا کہ انٹرنل کنٹرول کا مناسب نظام اس وقت قابل عمل ہے اور خود تشخیصی کے نظام اور/یا اندرونی آڈٹ سرگرمیوں کے ذریعے لگاتار سیمینٹ کی جارہی ہے۔
- ✓ بورڈ نے ڈائریکٹرز رپورٹ تیار اور منظور کی ہے اور یقینی بنایا ہے کہ ڈائریکٹرز کی رپورٹ کمپنی کی سہ ماہی اور سالانہ مالیاتی اسٹیٹمنٹس کے ساتھ شائع کی جائے اور ڈائریکٹرز رپورٹ کے مندرجات لاگو قوانین اور ضوابط کے عین مطابق ہیں۔
- ✓ بورڈ نے اپنے اختیارات کا استعمال بورڈ کو عائد کئے گئے اختیار کے مطابق اور کمپنی پر لاگو متعلقہ قوانین اور ضوابط کی روشنی میں ہی کیا ہے۔ اور بورڈ نے ڈائریکٹرز کے طور پر اپنے طرز عمل، اپنے اختیارات کے استعمال اور فیصلہ سازی میں لاگو قوانین و ضوابط کی تعمیل کو ہمیشہ ترجیح دی ہے۔
- ✓ بورڈ نے خدمات حاصل کرنے، تشخیص کرنے، چیف ایگزیکٹو آفیسر اور دیگر اہم ایگزیکٹو بشمول چیف فائمالیاتی افسر، کمپنی سیکریٹری اور انٹرنل آڈٹ کے سربراہ کے معاوضے کو یقینی بنایا ہے۔
- ✓ بورڈ نے یقینی بنایا ہے کہ اراکین کو معقول معلومات کی فراہمی بروقت کی جاتی ہے اور بورڈ کے اراکین کے اجلاسوں کے درمیانی عرصہ میں ارتقا سے آگاہ رکھا جاتا ہے۔

میں آپریشنز کے ان سخت حالات میں اپنے ساتھی ڈائریکٹرز، شیئر ہولڈرز، مینجمنٹ اور عملہ کی مسلسل حمایت کا شکر گزار ہوں اور انہیں قدر کی نگاہ سے دیکھتی ہوں۔ میں مستقبل میں کمپنی کی کامیابی کے لئے پُر امید ہوں۔

آمنہ تاثیر

چیئر مین

لاہور

02 اکتوبر 2017ء

# DIRECTORS' REPORT

The Directors of Media Times Limited ("MTL" or "the Company") are pleased to present the annual report to the members along with the annual audited financial statements of the Company for the financial year ended 30 June 2017.

## Core Business Units

The Company is operating in print, electronic and digital media. Core business units of the Company include Daily Times Newspaper, Sunday Magazine, TGIF Magazine, Daily Aaj Kal Newspaper, Business Plus TV and Zaiqa TFC. In addition, the digital wing of the Company is also operating online/ social media of each of the above mentioned business units.

## Print Media



**Daily Times**, a nationwide English daily newspaper printed from Lahore, Karachi and Islamabad caters to the needs of the general public and is considered to be amongst the leading English newspapers in the country in terms of circulation and enjoys a high level of respect & credibility.

**Sunday Times** is a leading fashion magazine of Pakistan celebrating almost 15 years of excellence for honoring fashion, lifestyle, arts, entertainment, culture and national style icons. The magazine is given as a complimentary copy each Sunday along with Daily Times Newspaper.

**Thank Goodness Its Friday**, TGIF magazine is another magazine of The Company that is now becoming market leader amongst weekday magazines. The magazine is published on each Friday and given as a complimentary copy along with Daily Times Newspaper. The main theme of this magazine is to content relating to culture, entertainment and travel.

**"Aajkal"** an Urdu daily newspaper, is successfully maintaining its market position since its launch and continuously striving to improve circulation as well as advertising share across Pakistan.

## Electronic Media



**Business plus TV** is the only business channel that is currently working in Pakistan. Being the only business channel, Business plus TV is having high viewership during peak hours and satisfying its audience by presenting content that enriches business information. Innovative programming is being introduced to further increase the market share of this product and finally improve its revenue stream.

**Zaiqa TFC** has captured a reasonable share of this niche market. All major advertisers of this sector advertise on Zaiqa and it has become a household name in consumer classes especially women. Excellent programming along with best names of industry chefs has made Zaiqa a very distinctive channel to watch.



## Online/ Digital Media

The management of the Company is devoting its full attention over digital wing of the Company. The digital wing of the Company aims to be one-stop ahead solution to advertisers. Owing to the fact of more attraction of social media to advertisers, the Company is maintaining separate websites, Facebook pages, Instagram accounts, Twitter accounts, blog writing forum and snap chats.

In addition to the above, the management of the Company has invested a lot of time and efforts in developing Daily Times mobile application. This app is developed to catch real time reporting and to get extensive coverage of the day's top stories with Daily Times' alerts and unbiased headlines. Anyone can stay up to date with current affairs and get to know all the latest National, Regional, Sports, Business and Entertainment News stories, properly grouped into their respective categories.



<http://www.DailyTimes.com.pk>  
<http://www.sunday.com.pk/>  
<http://www.tgif.pk>  
<http://www.aajkal.com.pk/>  
<http://www.businessplustv.pk>  
<http://www.zaiqatv.com.pk>



<https://www.facebook.com/DailyTimespak>  
<https://www.facebook.com/SundayDT>  
<https://www.facebook.com/TGIFMagazine/>  
<https://www.facebook.com/aajkalpakistan/>  
<https://www.facebook.com/businessplustv.pk/>  
<https://www.facebook.com/ZaiqaTvOfficial/>



<https://twitter.com/DailyTimespak>  
<https://twitter.com/SundayDT>  
<https://twitter.com/TGIFmagazinePK>  
<https://twitter.com/ZaiqaTFC>  
[https://twitter.com/Aajkal\\_Pk](https://twitter.com/Aajkal_Pk)  
[https://twitter.com/businessplus\\_tv](https://twitter.com/businessplus_tv)



<https://www.instagram.com/DailyTimespak>  
<https://instagram.com/sundaytimes/>  
<https://www.instagram.com/tgifmagazine/>  
[https://www.instagram.com/aajkal\\_pk/](https://www.instagram.com/aajkal_pk/)  
<https://www.instagram.com/zaiqatv/>  
<https://www.instagram.com/businessplustv/>



### Daily Times Mobile APP

The management of Media Times Limited has invested a lot of time and efforts in developing Daily Times mobile application. This app is developed to catch real-time reporting and to get extensive coverage of the day's top stories with Daily Times' alerts and unbiased headlines.

Any one can stay up to date with current affairs and get to know all the latest National, Regional, Sports, Business and Entertainment News stories, properly grouped into their respective categories.

**Financial Overview**

During the period under review the Company reported an after tax loss of Rs.80million as compared to a loss of Rs.148million in corresponding period last year. The Turnover has been increased to Rs.385million compared to Rs.377million in corresponding period last year. The Cost of production reduced to Rs 337million as compared to Rs 394 million in corresponding period, resulting in a Gross profit of Rs. 47.893 million.

The detailed results of the Company for the year are disclosed in the financial statements accompanying this report; however highlights for the year are as follows:

<b>Profit and Loss Account</b>	<b>2017</b>	<b>2016</b>
	<b>(Rs. in Millions)</b>	
Turnover	385	377
Gross Profit (loss)	47	(16)
Loss after Taxation	(80)	(148)
EPS Basic & Diluted- (Rupees)	(0.45)	(0.83)
 <b>Balance Sheet</b>		
Non-Current Assets	423	511
Net Current Assets	(443)	(469)
Non-Current Liabilities	227	212
Share Capital and Reserves	(247)	(169)

**Company's ability to continue as a going concern**

At the close of the financial year ended June 30, 2017, the auditors have raised concerns over the Company's ability to continue as going concern because Company is facing liquidity crunch and, as of date, the Company's current liabilities exceeded its current assets by Rs. 443 million.

However, this year Company's net loss has been decreased significantly by 46% amounting to Rs.80 million as compared to Rs. 148 million last year. The steps that were taken by management to improve the financial results of the Company include the following:

- Paid special attention to TGIF (Thank Goodness It's Friday) magazine that was launched by the mid of last financial year. TGIF magazine is published on each Friday. This has resulted in increased circulation and advertisement revenue.
- Paid special attention to advertisement revenue through supplements. The major supplement categories that were covered in financial year 2016-17 include but not limited to national days of other countries, fashion industry, sports, government sector and economic sector.
- Documentaries have been started on Business plus TV and Zaiqa TV that result in enhancement of revenue from electronic media. Documentaries were aired during off hours to avoid losing commercials during peak time.
- Prioritized digital advertisement as one of the main revenue stream. To get the maximum revenue out of this sector, the Company is maintaining separate websites, Facebook pages, instagram accounts, twitter accounts, blog writing forum and snap chats for each business unit.

However, the management of the Company is also confident that by the following further strategic changes/ improvements, the Company will cover above mentioned loss as well and will come out of this current situation to continue its business as a going concern:

- The management is in planning phase to launch yet another weekly magazine covering comic category. The magazine shall be published on each Saturday. The main object is to enhance revenue through advertisement and become the market leader just as Sunday Times magazine and TGIF magazine are currently doing.
- Daily Aajkal Urdu Newspaper is being relaunched. The paper being an Urdu news paper will cover the majority of the audience because of the commonly used language "Urdu". Daily Aajkal shall be relaunched with 12 number of pages.
- The Management is also planning to purchase and install its offset printing machines so that the Company can offer offset printing services to customers as well.
- Electronic media satellite technology is being upgraded to MPEG 4. This will materially reduce the up-linking cost and will result in reduced bandwidth that is required to uplink the channels.
- Model of Zaiqa TFC is being changed from a food channel to drama/ entertainment channel. Currently Zaiqa TFC runs programs which cover travel, food and culture. The new model shall cover dramas and entertainment in addition to travel, food and culture programs

The Company filed an application with Securities and Exchange Commission of Pakistan (SECP) for grant of approval for issuance of 14% right shares at a price of Rs. 5.00 (50.00% discount), however, SECP vide its order dated 15 June 2017 has closed the Company's application for consideration without an approval. However, the Company has filed an appeal to Appellate Bench of SECP for setting aside the aforesaid order.

In addition, the Company is in process of restructuring, a debt with Faysal Bank Limited. In this regard, a draft settlement agreement, for settling principal and related mark up through installment plan of 6 years has been sent by Faysal Bank Limited and the same is under consideration by the top management of the Company.

## **Future Outlook**

Pakistan's media environment continued to develop and, in many cases, flourish. Since opening up in 2002, the number and range of media outlets has proliferated, so that Pakistanis now have greater access than ever before to a range of broadcasting through print, television and digital/ online media. Pakistani media is getting more powerful and independent as evident by the number of private television channels that grown from just three state-run channels in 2000 to 89 in 2012.

Consolidation and better utilization of resources along with a focus on benefiting from the advancements in technology are pivotal to the success of the Company. Increase in revenues will require an increased focus on procuring advertisements in the electronic division of the Company. Almost 3/4th of the advertising business in Pakistan is currently routed to the electronic media as audio-visual medium has a stronger impact on the masses. The equipment is being upgraded to move towards MPEG 4 technology for better screen quality and reduced satellite cost. Fixed revenue deals are also being entered into to streamline cash flows. Besides electronic media, the management is also focusing on print media by launching Daily Aajkal Urdu Newspaper and a weekly business magazine. On top of the above, special focus is being paid to digital media of all business unit to generate new revenue streams.

Management of Media Times is fully committed to achieving excellence in all fields of its operations and maintaining the high standards of quality that Media Times is known for, both in terms of its products as well as its operational practices.

## **Human Resource Management**

The management of Media Times Limited believes strongly in principles, beliefs and philosophy of the Company where employees are treated as family members. Media Times Limited is continuously striving to provide corporate and social work environment to its employees as this helps them to work in complete harmony in a healthy and professional way.



## Election of Directors

New Board of Directors was elected for the term of next three years in the Extraordinary General Meeting of the Shareholders of the Company held on 20 June 2017 and Mr. KanwarLatafAli Khan also retired from the board.

## Board Meetings during the year

Five meetings of the Board of Directors were held during the year. Attendance by each director is as under:

Directors	Board Meetings Attended
Mrs.AamnaTaseer	4
Mr. Shahbaz Ali Taseer	5
Mr. Shehryar Ali Taseer	5
Miss. ShehribanoTaseer	5
Miss. Rema Husain Qureshi	5
Miss. Aysha Tammy Haq	2
Mr. KanwarLatafat Ali Khan (Retired)	3
Mr. Mohammad Mikail Khan	-

The Directors who could not attend the meeting were duly granted leave by the Board.

## Audit Committee

Six meetings of the Audit Committee were held during the year. Attendance by each member is as under:

Audit Committee Members	Meetings Attended
Mr. Shahbaz Ali Taseer (Member)	6
Ms. Rema Husain Qureshi (Member)	6
Mr. KanwarLatafat Ali Khan (Member) (Retired)	6
Mr. Mohammad Mikail Khan(Chairman)	-

The Board of directors in compliance with the Code of Corporate Governance has established an Audit Committee and re-constitutes the Audit committee consisting the following Directors

1. Mohammad Mikali Khan (Chairman)
2. Ayesha Tammy Haq (Member)
3. Rema Husain Qureshi (Member)

## Increase in Authorized Share Capital

The Shareholders in their Extraordinary General Meeting held on 15 March 2017has approved Increase in Authorized Share Capital of the Company from Rs.1,800,000,000 to Rs. 2,100,000,000 along with related alteration / amendments in the clauses of Articles of Association of the Company. The Company is in process of filing necessary statutory returns/forms.

## Issuance of further capital against a Convertible Loan

The Board of Directors in their meeting held on 02 October 2017 has approved the issuance of further capital by way of conversion of aloan , from time to time, pursuant to Section 83 of the Companies Act, 2017, upto the number of such ordinary shares as are required to enable the conversion of amounts outstanding up to Rs. 300.00 Million along with interest accredited under a Loan Agreement ("Loan") to be borrowed by the Company from Fajr Enterprises (Pvt.) Limited, a Company registered and incorporated under the Companies Ordinance, 1984. The conversion of loan is

subject to necessary approvals of the Shareholders of the Company and Securities and Exchange Commission of Pakistan.

## **Corporate and Financial Reporting Framework:**

The Board of Directors of the company, for the purpose of establishing a framework of good corporate governance has fully adopted the Code of Corporate Governance, as per listing regulations of Stock Exchange.

- The financial statements together with the notes drawn up by the management present fairly the company's state of affairs, the result of its operations, cash flow and changes in equity.
- Proper books of accounts have been maintained by the company.
- Appropriate accounting policies have been consistently applied in the preparation of the financial statements and accounting estimates are based on reasonable and prudent judgment, except for changes referred in Note - 4 to the financial statements.
- The international accounting standards, as applicable in Pakistan, have been followed in the preparation of financial statements and departure there from (if any) is adequately disclosed.
- The system of internal control is sound in design and has been effectively implemented and monitored. The Directors are responsible for the adequacy of internal financial controls, to the extent as provided in Law.
- There has been no material departure from the best practices of corporate governance as detailed in the listing regulations.
- Significant deviations from last year in operating results of the Company have been highlighted and reasons thereof explained above.
- The key operating and financial data for the last six years is annexed.
- There are statutory payments on account of taxes, duties, levies and charges which are outstanding and have been disclosed in Note - 16 to financial statements.
- The Company is in compliance with the requirement of training programs for Directors. Three of the directors have done their training under directors training program however rest of the directors will complete their training in coming year.
- Information about loans and other debt instruments in which the Company is in default or likely to default are disclosed in Note - 18 to the financial statements.

## **Corporate Social Responsibility**

The Company values the environment that it operates in and is conscious of the significant role it can play in overall improvement of the society. The Company has provided free space/ air time to various NGOs during the year in its leading product "Daily Times" newspaper and "Business Plus" TV to help them generate revenues through their appeal for funds. Campaigns of Kidney Center and LRBT (Layton Rahmatulla Benevolent Trust) were also on aired on Business plus TV. The company will continue its efforts by linking with various NGOs and organizations in supporting their cause to raise funds and awareness for them in future years to come.

## **Trading of Directors**

During the year under review no trading in the Company shares were carried out by the Directors, CEO, CFO, Company Secretary and their spouses including any minor children.

## **Auditors**

The present auditors M/s KPMG TaseerHadi& Co., Chartered Accountants retire and offer themselves for reappointment. The Board of directors has recommended their appointment as auditors of the Company for the year ending June 30, 2018, at a fee to be mutually agreed.

## **Pattern of Shareholding**

The pattern of shareholding as required under Section 227(2)(f) of the Companies Act 2017 and Listing Regulations is enclosed.

## **Appropriations**

Keeping in view the financial constraints and requirements of the Company, the board has not recommended any dividend or bonus for the year under review.

## **Earnings per Share**

Earnings/ (Loss) per share for the financial year ended 30 June 2017 is Rs. (0.45) 2016: Rs. (0.83).

## **Acknowledgements**

The Directors take this opportunity to place on record their appreciation of the dedication and commitment of employees at all levels that has made MTL to become one of the leading media companies in Pakistan. MTL continues to rely on its employees for its future expansion and believes in the mutual sharing of rewards that are a result of the endeavors of its employees. Directors thank and express their gratitude for the support and co-operation received from the Central and State Governments and other stakeholders including viewers, producers, vendors, financial institutions, banks, investors, service providers as well as regulatory and governmental authorities.

For and on behalf of the Board of Directors

Lahore  
02October 2017

Director

Shehryar Ali Taseer  
Chief Executive Officer

## ڈائریکٹرز کی رپورٹ

میڈیا ٹائمز لمیٹڈ ("MTL" "کمپنی") کے ڈائریکٹرز 30 جون 2017ء کو اختتام پذیر مالی سال کے لئے اپنے اراکین کو سالانہ رپورٹ کے ہمراہ کمپنی کی سالانہ آڈیٹڈ مالیاتی اسٹیٹمنٹ پیش کرنے میں فخر محسوس کرتے ہیں۔

### بنیادی کاروباری یونٹس

کمپنی، پرنٹ، الیکٹرانک اور ڈیجیٹل میڈیا میں کام کر رہی ہے۔ کمپنی کے بنیادی کاروباری یونٹس میں ڈیلی ٹائمز نیوز ہیپر، سنڈے میگزین، TGIF میگزین، ڈیلی آج کل نیوز پیپر، بزنس پلس ٹی وی اور ڈانقہ TFC شامل ہیں۔ مزید یہ کہ کمپنی کا ڈیجیٹل ونگ مندرجہ بالا کاروباری یونٹس سے متعلق آن لائن/سوشل میڈیا پر بھی سرگرم ہے۔

### پرنٹ میڈیا

ڈیلی ٹائمز، ایک قومی انگریزی اخبار ہے جو لاہور، کراچی اور اسلام آباد سے شائع ہوتا ہے۔ اور سرکولیشن کے لحاظ سے یہ ملک کے معروف انگریزی اخباروں میں سے ایک اچھا اخبار سمجھا جاتا ہے۔ اور ساکھ میں اعلیٰ مقام حاصل ہے۔

سنڈے ٹائمز، پاکستان کا معروف فیشن میگزین ہے۔ جو فیشن، لائف سٹائل، آرٹ، تفریح، ثقافت اور قومی سٹائل کے آئی کان کی حیثیت سے عرصہ 15 سال سے بہترین کارکردگی دکھا رہا ہے۔ ڈیلی ٹائمز اخبار کے ساتھ ہر اتوار کو یہ رسالہ اعزازی کاپی کے طور پر فراہم کیا جاتا ہے۔

TGIF (Thank Goodness It's Friday) میگزین کمپنی کا ایک اور رسالہ ہے جو موجودہ دور میں ہفت روزہ رسالوں میں مارکیٹ رہنما بننا جا رہا ہے۔ یہ رسالہ ہر جمعہ کو شائع کیا جاتا ہے اور ڈیلی ٹائمز اخبار کے ساتھ اعزازی کاپی کے طور پر فراہم کیا جاتا ہے۔ اس رسالہ کا بنیادی مقصد ثقافت، تفریح اور ٹریول سے متعلقہ مواد کی تشہیر کرنا ہے۔

آج کل ایک اردو روزنامہ ہے۔ اپنے آغاز سے ہی مارکیٹ میں کامیابی سے اپنی حیثیت برقرار رکھے ہوئے ہے اور پورے پاکستان میں اپنی سرکولیشن کے ساتھ ساتھ اشتہارات کے حصہ میں بہتری کے لیے کوشاں ہے۔

### الیکٹرانک میڈیا

بزنس پلس ٹی وی پاکستان کا واحد کاروباری چینل ہے۔ واحد بزنس چینل ہونے کی وجہ سے چوٹی کے وقت میں بزنس پلس ٹی وی کے ناظرین کی بہت زیادہ تعداد موجود ہے اور اپنے سامعین کے اطمینان کے لئے ایسا مواد نشر کرتا ہے جو کاروباری معلومات سے لیس ہو۔ مارکیٹ شیئر کو مزید بڑھانے کے لئے جدید پروگرامنگ متعارف کرائی جا رہی ہے اور بالآخر آمدنی میں بھی اضافہ ہو رہا ہے۔

ڈانقہ TFC نے اس مخصوص مارکیٹ میں اپنا مقام پیدا کر لیا ہے۔ اس شعبہ کے تمام مشتہرین ڈانقہ ٹی وی پر ہی تشہیر کرنے کو ترجیح دیتے ہیں۔ اور یہ صارفین کے اس درجہ میں ایک گھر بیو نام بن چکا ہے خاص طور پر خواتین میں۔ متعلقہ شعبے کے معتبر شیف کے ساتھ اعلیٰ پروگراموں نے ڈانقہ کو ایک منفرد چینل بنا دیا ہے۔

### آن لائن / ڈیجیٹل میڈیا

کمپنی کی انتظامیہ کمپنی کے ڈیجیٹل ونگ پر بھرپور توجہ دے رہی ہے۔ کمپنی کے ڈیجیٹل ونگ کا مقصد مشتہرین کو ایک جگہ پر تمام سہولیات فراہم کرنا ہے۔ مشہورین کی سوشل میڈیا میں دلچسپی کے پیش نظر کمپنی اپنی علیحدہ ویب سائٹ، فیس بک پیج، انسٹاگرام اکاؤنٹس، بلاگ رائٹنگ فورم اور سنپ چٹ چلا رہی ہے۔

مندرجہ بالا خصوصیات کے ساتھ ساتھ کمپنی کی انتظامیہ نے ڈیلی ٹائمز موبائل ایپلیکیشن کے تیاری میں بہت زیادہ وقت اور کوشش صرف کی ہے۔ یہ ایپ حقیقی رپورٹنگ کے حصول اور ڈیلی ٹائمز الرٹس کے ساتھ دن کی اہم خبروں اور غیر جانبدار شہ سرخیوں کی وسیع کوریج کے لئے تیار کی گئی ہے۔ ہر کوئی حالات حاضرہ سے باخبر رہ سکتا ہے اور تمام تازہ ترین قومی، علاقائی، کھیل، کاروبار اور تفریحی نیوز سٹوریٹس اپنے متعلقہ درجہ میں مناسب طور پر اکٹھی کی گئی ہیں۔

## مالیاتی جائزہ

زیر جائزہ مدت کے دوران کمپنی کو جمع ٹیکس 80 ملین روپے کے خسارے کا سامنا رہا جو گذشتہ سال کی اسی مدت میں 148 ملین روپے تھا۔ گذشتہ سال کی اسی مدت کے 377 ملین روپے کے ٹرن اور کے مقابلہ میں اس سال 385 ملین روپے کے ٹرن اور کا اضافہ ہوا۔ گذشتہ سال کی اسی مدت کے دوران 394 ملین روپے کی پیداواری لاگت کے مقابلہ میں اس 337 ملین روپے کی پیداواری لاگت کی کمی ہوئی اور نتیجتاً 47.893 ملین روپے کا مجموعی منافع حاصل ہوا۔

رواں سال کے لئے کمپنی کے تفصیلی نتائج مالیاتی اسٹیٹمنٹس میں بیان کئے گئے ہیں جو کہ اس رپورٹ کے ساتھ منسلک ہے۔ تاہم اس سال کے چیدہ چیدہ نتائج حسب ذیل ہیں:

## فائدہ اور نقصان کے اکاؤنٹ

2016	2017	
(ملین روپوں میں)		
377	385	ٹرن اور
(16)	47	کل منافع (نقصان)
(148)	(80)	نقصان ماسوائے ٹیکس
(0.83)	(0.45)	EPS <sup>*</sup> بنیادی اور diluted (روپے)

## بیلنس شیٹ

511	423	غیر موجودہ اثاثے
(469)	(443)	خالص موجودہ اثاثے
212	227	غیر موجودہ واجبات
(169)	(247)	حصص سرمایہ اور ذخائر

## کمپنی کے کاروبار جاری رکھنے کی صلاحیت

30 جون 2017ء کو مالی سال کے اختتام پر آڈیٹرز نے کمپنی کے کاروبار جاری رکھنے کی صلاحیت پر سوال اٹھائے ہیں کیونکہ کمپنی خسارہ برداشت کر رہی ہے اور حالیہ تاریخ تک کمپنی کے موجودہ واجبات موجود اثاثہ جات سے 443 ملین روپے سے تجاوز کر چکے ہیں۔

تاہم، رواں سال کمپنی کا خالص نقصان گذشتہ سال کے 148 ملین روپے کے مقابلہ میں نمایاں طور پر 80 ملین روپے جو کہ 46 فی صد بنتا ہے کم ہوا ہے۔ مالی نتائج میں بہتری کے لئے انتظامیہ کی جانب سے کئے اقدامات مندرجہ ذیل ہیں:

- ✓ TGIF (Thank Goodness It's Friday) میگزین پر خصوصی توجہ دی گئی جو کہ گذشتہ مالی سال کے نصف حصہ میں جاری کیا گیا۔ TGIF میگزین ہر جمعہ کو شائع کیا جاتا ہے۔ اس کے نتیجے میں سرکولیشن اور اشتہاری آمدنی میں اضافہ ہوا ہے۔
- ✓ خصوصی اشاعت کے ذریعے تیسری آمدنی کو بڑھانے پر توجہ دی گئی۔ خصوصی اشاعت کی اقسام جو مالی سال 2016-17ء میں کوری گئیں ان میں دیگر ممالک کے قومی دن، فیشن انڈسٹری، کھیل، حکومتی شعبے اور اقتصادی شعبے شامل ہیں۔
- ✓ بزنس پلس ٹی وی اور ذائقہ ٹی وی پر ڈاکیومنٹریز کا آغاز کیا گیا جس کے نتیجے میں الیکٹرانک میڈیا سے آمدنی میں اضافہ ہوا۔ ڈاکیومنٹریز آف آڈرز میں نشر کی گئیں تاکہ بیک آڈرز میں اشتہارات سے آمدنی کے نقصان سے بچا جاسکے۔
- ✓ ڈیجیٹل اشتہار سازی کو ترویج دی گئی جو کہ آمدنی کی بنیادی اکائی ہے۔ اس شعبے سے بہترین منافع حاصل کرنے کے لئے کمپنی علیحدہ ویب سائٹ، فیس بک پیج، انسٹاگرام اکاؤنٹس، ٹوٹرا کاؤنٹس، بلاگ رائٹنگ فورم اور سنیپ چیٹ چلا رہی ہے۔ جو کہ ہر کاروباری یونٹ کے لئے علیحدہ علیحدہ ہیں۔

- ✓ تاہم کمپنی کی انتظامیہ پر امید ہے کہ مزید لائحہ عمل ترتیب دے کر کمپنی مندرجہ بالا خسارہ سے چھٹکارا حاصل کر لے گی اور موجودہ صورت حال سے نکل کر کاروبار جاری رکھنے کی صلاحیت پیدا کر لے گی۔
- ✓ کمپنی کی انتظامیہ مزاح کے شعبے کے لئے ایک اور ہفت روزہ شائع کرنے کا ارادہ رکھتی ہے۔ یہ رسالہ ہر ہفتہ کو شائع کیا جائے گا۔ اس کا بنیادی مقصد اشتہارات کے ذریعے آمدنی کو بڑھانا اور سنڈے ناٹمز میگزین اور TGIF میگزین کی طرح مارکیٹ پر راج کرنا ہے۔
- ✓ اردو اخبار روزنامہ آج کل کا دوبارہ سے اجرا کیا جا رہا ہے۔ ایک اردو اخبار کی حیثیت سے اور ملکی زبان ’اردو‘ ہونے کی وجہ سے یہ اکثریتی قارئین کو کور کرے گا۔ روزنامہ آج کل 12 صفحات کے ساتھ دوبارہ جاری کیا جائے گا۔
- ✓ انتظامیہ اپنی آف سیٹ پرنٹنگ مشین خریدنے اور نصب کرنے کا ارادہ رکھتی ہے تاکہ کمپنی کسٹمرز کو آف سیٹ پرنٹنگ سروسز فراہم کر سکے۔
- ✓ الیکٹرانک میڈیا سیٹلائٹ ٹیکنالوجی MPEG 4 پر اپ گریڈ کی جا رہی ہے۔ یہ یقینی طور پر اپ گریڈنگ لاگت میں کمی کا باعث بنے گی اور چینل کو اپ لنک کرنے کے لئے ضروری بینڈ ویڈتھ میں کمی لائے گی۔
- ✓ ذائقہ TFC کا ماڈل غذائی چینل سے ڈراما/تفریحی چینل میں بدلا جا رہا ہے۔ آج کل ذائقہ TFC ٹریول، فوڈ اور ثقافت پر مبنی پروگرام نشر کر رہا ہے۔ نئے ماڈل میں ڈراما اور تفریح، فوڈ اور ثقافت کے پروگرام شامل ہوں گے۔

کمپنی نے 5.00 روپے قیمت (50 فی صد رعایت) پر 14 فی صد رائٹ شیئرز کے اجرا کی منظوری کے لئے سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) میں ایک درخواست دائر کی ہے۔ تاہم، 15 جون 2017ء کے حکم کے تحت SECP نے بغیر کسی منظوری کے کمپنی کی درخواست کو مد نظر رکھے بغیر مسترد کر دیا ہے۔ تاہم، کمپنی نے مندرجہ بالا حکم کی منسوخی کے لئے SECP کے ایپلیٹ پیج میں درخواست دائر کی ہے۔

مزید یہ کہ کمپنی فیصل بینک لمیٹڈ سے لئے گئے قرضہ کی ری سٹرکچرنگ کے مراحل میں بھی ہے۔ اس تناظر میں 6 سال کی اقساط کے منصوبہ کے ذریعے پرنسپل اور متعلقہ مارک اپ کی ادائیگی کے لئے ایک ڈرافٹ سٹیٹمنٹ معاہدہ فیصل بینک لمیٹڈ کو بھیج دیا گیا ہے اور کمپنی کی اعلیٰ انتظامیہ اس کو مد نظر رکھے ہوئے ہے۔

## مستقبل کا نقطہ نظر

پاکستان کے میڈیا کا ماحول تیزی سے بہتر ہو رہا ہے اور بہت سے معاملات میں ترقی بھی پارا ہے۔ 2002ء میں آغاز سے لے کر میڈیا آؤٹ لیٹس کی رسائی اور تعداد بڑھ چکی ہے اس لئے پاکستانی پرنٹ، ٹیلی ویژن اور ڈیجیٹل/آن لائن میڈیا کے ذریعے نشریات تک پہلے سے زیادہ رسائی حاصل کر رہے ہیں۔ پاکستانی میڈیا مزید طاقتور اور آزاد ہو رہا ہے جو پرائیویٹ ٹیلی ویژن چینل کی بھرمار سے عیاں ہے۔ جس کی تعداد سال 2000ء میں تین ریاستی چینلز سے شروع ہو کر سال 2012ء میں 89 تک بڑھ چکی ہے۔

ذرائع کا بہترین استعمال اور ٹیکنالوجی میں ترقی سے استفادہ حاصل کرنے کی نیت کمپنی کی کامیابی کی کنجی ہے۔ آمدنی میں اضافہ کمپنی کے الیکٹرانک ڈیویژن میں اشتہارات کے حصول پر زیادہ سے زیادہ توجہ دے کر ممکن ہے۔ پاکستان میں اشتہار سازی کا تقریباً تین چوتھائی کاروبار الیکٹرانک میڈیا سے منسلک ہے کیونکہ نظری اور بصری ذریعہ کا افراد پر زیادہ اثر ہوتا ہے۔ بہتر سکرین کوالٹی اور کم تر سیٹلائٹ لاگت کے لئے سامان کو MPEG-4 ٹیکنالوجی میں بدلا جا رہا ہے۔ سٹریم لائن کیش فلو کے لئے پائیدار ریویونیو معاہدے کے جا رہے ہیں۔ الیکٹرانک میڈیا کے علاوہ انتظامیہ پرنٹ میڈیا پر توجہ دیتے ہوئے اردو روزنامہ آج کل اور ہفت روزہ بزنس میگزین کا اجرا کر رہا ہے۔ سب سے پہلے تمام کاروباری یونٹس کے ڈیجیٹل میڈیا پر خصوصی توجہ دی جا رہی ہے۔ تاکہ آمدنی کے نئے ذرائع تخلیق کئے جاسکیں۔

میڈیا ٹائمز کی انتظامیہ اپنے آپریشنز کے تمام شعبوں میں بہتری حاصل کرنے کے لئے پرعزم ہے۔ اور میڈیا ٹائمز جس معیار کے لئے جانا جاتا ہے اس کو برقرار رکھنا بھی کمپنی کی انتظامیہ کا اولین مقصد ہے۔ چاہے وہ مصنوعات یا کاروباری امور کے متعلق ہو۔

## ہیومن ریسورس مینجمنٹ

کمپنی کی انتظامیہ اصولوں، ایمان اور ملازمین کے ساتھ ایک خاندان کی طرح سلوک کرنے کے کمپنی کے فلسفہ پر پختہ یقین رکھتی ہے۔ کمپنی اپنے ملازمین کو کارپوریٹ اور سماجی کام کا ماحول فراہم کرنے میں مسلسل کوشاں ہے۔ تاکہ وہ پیشہ ورانہ انداز میں مکمل آرام و سکون کے ساتھ اپنا کام کر سکیں۔

## ڈائریکٹرز کا انتخاب

20 جون 2017ء کو منعقدہ کمپنی کے حصص داران کے غیر معمولی اجلاس عام میں آئینہ تین سالوں کی مدت کے لئے نئے بورڈ آف ڈائریکٹرز کا انتخاب ہوا اور کنور لاطفت علی خان بورڈ سے ریٹائر ہو گئے۔

## سال کے دوران بورڈ کے اجلاس

رواں سال کے دوران بورڈ آف ڈائریکٹرز کے پانچ اجلاس منعقد ہوئے۔ تمام ڈائریکٹرز کی حاضری حسب ذیل ہے:

ڈائریکٹرز	بورڈ کے اجلاس میں حاضری
محترمہ آمنہ تاثیر	4
جناب شہباز علی تاثیر	5
جناب شہریار علی تاثیر	5
محترمہ شہربانو تاثیر	5
محترمہ ربیما حسین قریشی	5
محترمہ عائشہ طیحا	2
جناب کنور لاطفت علی خان (ریٹائرڈ)	3
جناب محمد میکانیل خان	-

جوڈائریکٹرز اجلاس میں شرکت نہ کر سکے انہیں بورڈ کی جانب سے رخصت عنایت کی گئی۔

## آڈٹ کمیٹی

رواں سال میں آڈٹ کمیٹی کے چھ اجلاس منعقد ہوئے۔ اراکین کی حاضری کی تفصیل حسب ذیل ہے۔

آڈٹ کمیٹی اراکین	اجلاس میں حاضری
جناب شہباز علی تاثیر (رکن)	6
محترمہ ریما حسین قریشی (رکن)	6
جناب کنور لطافت علی خان (رکن) (ریٹائرڈ)	6
جناب محمد میکانیل خان (چیئر مین)	-

کوڈ آف کارپوریٹ گورننس کی تعمیل میں بورڈ آف ڈائریکٹرز نے ایک آڈٹ کمیٹی تشکیل دی ہے اور دوبارہ تشکیل کردہ آڈٹ کمیٹی کے ڈائریکٹرز کے نام حسب ذیل ہیں:

1. محمد میکانیل خان (چیئر مین)
2. عائشہ ٹی حق (رکن)
3. ریما حسین قریشی (رکن)

## آٹھوراٹز ڈیویژن کیپٹل میں اضافہ

شیر ہولڈرز نے 15 مارچ 2017ء کو منعقدہ غیر معمولی اجلاس عام میں کمپنی کے آرٹیکل آف ایسوسی ایشن کی شقوق میں متعلقہ تبدیلی/ترمیم کے ساتھ کمپنی کے آٹھوراٹز ڈیویژن کیپٹل میں 1,800,000,000 روپے سے 2,100,000,000 روپے اضافہ کی منظوری دی ہے۔ کمپنی اہم قانونی ریٹائرز/فارم جمع کرانے کے عمل میں ہے۔

## تغییر پذیر قرض کی مد میں مزید سرمایہ کا اجرا

2 اکتوبر 2017ء کو منعقدہ اجلاس میں بورڈ آف ڈائریکٹرز نے ہمد وقت قرض کے تغیر کے ذریعے مزید سرمایہ کے اجرا کی منظوری دی ہے۔ جو کہ کمپنی ایکٹ 2017ء کے سیکشن 83 کے عین مطابق ہے اور یہ ایسے عمومی حصص کی تعداد تک محدود ہے جو کہ قرض معاہدہ (قرض) کے تحت فنانس پر انٹرنل (پرائیویٹ) لمیٹڈ (ایک کمپنی جیکبیز آرڈیننس 1984ء کے تحت وجود میں آئی) سے کمپنی کو واجب الوصول قرض پر طے شدہ سود کے ہمراہ 300 ملین روپے کی واجب الادا رقم کی تبدیلی کے قابل ہوں۔ قرض کی تبدیلی کمپنی کے حصص داران اور سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی لازمی منظوری سے مشروط ہے۔

## کارپوریٹ اور مالیاتی رپورٹنگ فریم ورک

کمپنی کے بورڈ آف ڈائریکٹرز نے بہتر کارپوریٹ گورننس کے فریم ورک کے قیام کے مقصد کے لئے اسٹاک ایکسچینج کے لسٹنگ ریگولیشنز کے تحت کلی طور پر کوڈ آف کارپوریٹ گورننس کو لاگو کیا ہے۔

- ✓ انتظامیہ کی جانب سے اخذ کئے گئے نوٹس کے ساتھ ساتھ مالیاتی اسٹیٹمنٹس کمپنی کے امور، آپریشنز کے نتائج، کیش فلوا اور نصفت میں تبدیلی کو ظاہر کرتی ہے۔
- ✓ کمپنی کی جانب سے مناسب بس آف کاؤنٹس مرتب کی گئی ہیں۔
- ✓ مالیاتی اسٹیٹمنٹس کی تیار میں مناسب اکاؤنٹنگ پالیسیاں مسلسل لاگو کی گئی ہیں اور اکاؤنٹنگ تخمینے معقول اور لائق فیصلہ کی بنیاد پر تیار کئے گئے ہیں۔ ماسوائے مالیاتی اسٹیٹمنٹ کے نوٹ میں بیان کردہ تبدیلیوں کے۔
- ✓ مالیاتی اسٹیٹمنٹس کی تیاری میں پاکستان میں لاگو بین الاقوامی اکاؤنٹنگ معیارات کو مدنظر رکھا گیا ہے اور اس میں لائی گئی تبدیلی (اگر کوئی ہے) کو معقول انداز میں ظاہر کیا گیا ہے۔
- ✓ انٹرنل کنٹرول سسٹم پختہ نوعیت کا ہے اور موثر انداز میں اس کا نفاذ اور نگرانی کی جاتی ہے۔ ڈائریکٹرز قانون کے مطابق اندرونی مالیاتی کنٹرول کی موزونیت کے لئے ذمہ دار ہیں۔
- ✓ لسٹنگ ریگولیشنز کے مطابق کارپوریٹ گورننس کی بہترین عمل داری میں کوئی ابہام موجود نہیں۔
- ✓ گذشتہ سال کمپنی کے آپریٹنگ نتائج میں نمایاں تبدیلیوں کو ظاہر کیا گیا ہے اور اس کی وجوہات کی وضاحت کی گئی ہے۔
- ✓ گذشتہ چھ سال کا بنیادی آپریٹنگ اور مالیاتی ڈیٹا ساتھ منسلک ہے۔
- ✓ محصولات، ڈیویڈنڈ، لیویز اور جرمانوں کی مد میں قانونی ادائیگیاں واجب الادا ہیں اور انہیں مالیاتی اسٹیٹمنٹس کے نوٹ 16 میں بیان کیا گیا ہے۔
- ✓ کمپنی ڈائریکٹرز کے لئے تربیتی پروگرام کی ضروریات پر عمل کرتی ہے۔ ڈائریکٹرز ٹریننگ پروگرام کے تحت تین ڈائریکٹرز نے تربیت مکمل کر لی ہے تاہم بقیہ ڈائریکٹرز آئندہ سال ٹریننگ مکمل کر لیں گے۔
- ✓ قرضوں اور دیگر قرضہ جاتی دستاویزات، جس میں کمپنی ناہنہ ہے یا ناہنہ ہونے کا غرض ہے، کی معلومات مالیاتی اسٹیٹمنٹ کے نوٹ 18 میں بیان کی گئی ہیں۔



## کارپوریٹ سماجی ذمہ داری

کمپنی ایسے ماحول کی قدر کرتی ہے جس میں وہ کام کرتی ہے اور معاشرے کی بہتری کے لئے اپنے نمایاں کردار کو نبھانے کے لئے پرعزم ہے۔ کمپنی نے رواں سال متعدد NGO کو اپنے معروف شمارے ڈیلی ٹائمز اور بزنس پلس ٹی وی میں مفت جگہ/ ایئر ٹائم فراہم کیا ہے تاکہ وہ فنڈز کی اپیل کے ذریعے ریونیو اکٹھا کر سکیں۔ کڈنی سنٹر اور LRBT (لٹن رحمت اللہ بناولٹ ٹرسٹ) مہم کے اشتہارات بزنس پلس ٹی وی پرنٹر کئے جاتے ہیں۔ کمپنی مختلف NGO اور اداروں کے ساتھ رابطہ استوار کرنے کے لئے کوشاں ہے تاکہ وہ فنڈز اکٹھا کرنے کی ان کی جدوجہد اور آگاہی کے پروگراموں میں ان کا ساتھ دے سکیں۔

## ڈائریکٹرز کی جانب سے ٹریڈنگ

زیر جائزہ سال کے دوران ڈائریکٹرز، CEO، CFO، کمپنی سیکریٹری اور ان کے اہلیان بشمول ان کے نابالغ بچوں نے کمپنی کے حصص میں کوئی تجارت نہ کی ہے۔

## آڈیٹرز

حالیہ آڈیٹرز میسرز KPMG تاثیر ہادی اینڈ کو چارٹرڈ اکاؤنٹنٹس ریٹائر ہو چکے ہیں اور دوبارہ تقرری کے لئے اپنی خدمات پیش کرتے ہیں۔ بورڈ آف ڈائریکٹرز نے باہمی رضامندی کے معاوضہ پر 30 جون 2018 کو اختتام پذیر سال کے لئے کمپنی کے آڈیٹرز کے طور پر ان کی سفارش کی ہے۔

## حصص داری کی وضع

کمپنی ایکٹ 2017 کے سیکشن 227(2)(f) اور لسٹنگ ریگولیشنز کے تحت شیئرز ہولڈنگ کی وضع ساتھ منسلک ہے۔

## تخصیص

زیر جائزہ سال کے لئے مالی مشکلات اور کمپنی کی ضروریات کو مد نظر رکھتے ہوئے بورڈ نے کسی بھی قسم کا منافع منقسمہ یا بونس تجویز نہ کیا ہے۔

## فی حصص آمدنی

30 جون 2017ء کو اختتام پذیر سال کے لئے فی حصص آمدنی / (نقصان) (0.45) روپے ہے۔ (0.83) روپے: 2016

## اعتراف

ڈائریکٹرز ہر سطح پر ملازمین کے جذبہ اور عزم کو قدر کی نگاہ سے دیکھتے ہیں جن کی وجہ سے MTL پاکستان کی معروف ترین میڈیا کمپنیوں میں سے ایک ہے۔ MTL مستقبل میں توسیع کے لیے اپنے ملازمین پر انحصار کرتی ہے اور انعامات کے باہمی اشتراک پر یقین رکھتی ہے جو کہ ملازمین کی محنت کا نتیجہ ہے۔ ڈائریکٹرز مقامی اور مرکزی حکومتوں اور دوسرے سٹیک ہولڈرز جیسا کہ ناظرین، پروڈیوسرز، وینڈرز، مالیاتی ادارے، بینک، سرمایہ دار، خدمات مہیا کرنے والوں کے ساتھ ساتھ ریگولیٹری اور حکومتی اداروں کی مدد اور تعاون کے بے حد شکرگزار ہیں۔

منجانب بورڈ آف ڈائریکٹرز/ بورڈ آف ڈائریکٹرز کے لئے

لاہور

10 اکتوبر 2017ء

شہر یار علی تاثیر  
چیف ایگزیکٹو آفیسر

## KEY OPERATING &amp; FINANCIAL INDICATOR

## KEY INDICATIONS

		2012	2013	2014	2015	2016	2017
<b>Operating result</b>							
Net Revenue		275,233,804	305,928,075	310,049,444	325,619,043	377,892,177	385,849,282
Gross profit/ (loss)		(454,698,068)	(38,636,608)	(66,182,750)	(80,072,563)	(16,328,094)	47,893,357
Profit / (loss) before tax		(699,329,584)	(187,413,731)	(388,517,181)	(216,515,422)	(144,045,066)	(73,879,032)
Profit / (loss) after tax		(699,329,584)	(188,971,145)	(565,231,713)	(216,515,422)	(148,364,034)	(80,072,573)
<b>Financial Position</b>							
Shareholder's equity		950,433,566	760,194,680	193,476,711	(20,875,846)	(169,505,150)	(247,481,486)
Property, plant & equipment		944,673,377	833,344,358	717,353,139	608,174,155	503,680,965	415,484,200
Net current assets		(196,413,828)	(240,822,752)	(391,147,090)	(447,772,879)	(469,385,079)	(443,887,824)
<b>Profitability</b>							
Gross profit/(loss)	%	(165.20)	(12.63)	(21.35)	(24.59)	(4.32)	12.41
Profit before tax/(loss)	%	(254.09)	(61.26)	(125.31)	(66.49)	(38.12)	(19.15)
Profit after tax/(loss)	%	(254.09)	(61.77)	(182.30)	(66.49)	(39.26)	(20.75)
<b>Performance</b>							
Fixed assets turnover	Times	0.29	0.37	0.43	0.54	0.75	0.93
Return on equity	%	(0.736)	(0.249)	(2.92)	(10.37)	(0.88)	(0.32)
Return on capital employed	%	(0.935)	(0.319)	(1.73)	(1.03)	(4.33)	2.82
<b>Liquidity</b>							
Current	Times	0.45	0.44	0.29	0.29	0.27	0.26
Quick	Times	0.44	0.43	0.29	0.29	0.26	0.25
<b>Valuation</b>							
Earning/(loss) per share	Rs.	(4.53)	(1.06)	(3.16)	(1.21)	(0.83)	(0.45)
Break up vale per share	Rs.	5.31	4.25	1.08	(0.12)	(0.95)	(1.38)

**The Companies Act, 2017  
(Section 227 (2)(F) Pattern of Shareholding  
AS AT 30 JUNE 2017**

**FORM 34**

**1 Incorporation Number: (0042608 OF 26-06-2001)**

**2 Name of the Company Media Times Limited**

**3 Pattern of holding of the shares held by the shareholders as at 30 June 2017**

NO. OF SHAREHOLDERS	SHAREHOLDINGS			SHARES HELD
	FROM		TO	
201	1	-	100	3,398
315	101	-	500	152,477
375	501	-	1000	368,142
912	1001	-	5000	2,979,874
467	5001	-	10000	3,991,760
162	10001	-	15000	2,169,000
160	15001	-	20000	2,999,070
111	20001	-	25000	2,681,000
52	25001	-	30000	1,497,266
41	30001	-	35000	1,371,500
40	35001	-	40000	1,533,500
22	40001	-	45000	955,905
81	45001	-	50000	4,014,500
14	50001	-	55000	751,500
13	55001	-	60000	766,500
12	60001	-	65000	768,500
12	65001	-	70000	829,500
6	70001	-	75000	446,000
11	75001	-	80000	875,500
5	80001	-	85000	422,500
5	85001	-	90000	438,500
2	90001	-	95000	186,000
46	95001	-	100000	4,588,500
6	100001	-	105000	617,601
5	105001	-	110000	544,500
1	110001	-	115000	113,000
2	115001	-	120000	235,500
4	120001	-	125000	494,000
4	125001	-	130000	517,000
3	130001	-	135000	398,000
3	135001	-	140000	413,500
2	140001	-	145000	288,500
11	145001	-	150000	1,645,500
2	150001	-	155000	306,000
2	155001	-	160000	315,000
2	160001	-	165000	321,500
3	170001	-	175000	521,000
1	180001	-	185000	180,500
1	185001	-	190000	189,640
3	190001	-	195000	582,000
8	195001	-	200000	1,600,000
1	200001	-	205000	205,000
2	205001	-	210000	416,000
1	210001	-	215000	211,106

2	215001	-	220000	438,000
5	220001	-	225000	1,123,000
1	230001	-	235000	235,000
1	240001	-	245000	242,500
6	245001	-	250000	1,500,000
1	255001	-	260000	260,000
3	270001	-	275000	821,500
1	275001	-	280000	280,000
2	280001	-	285000	568,000
2	285001	-	290000	580,000
1	290001	-	295000	291,000
5	295001	-	300000	1,496,000
1	305001	-	310000	306,000
1	310001	-	315000	311,500
3	320001	-	325000	972,672
1	330001	-	335000	330,500
3	365001	-	370000	1,104,500
1	370001	-	375000	375,000
1	385001	-	390000	389,500
4	395001	-	400000	1,600,000
2	420001	-	425000	847,000
2	445001	-	450000	900,000
1	455001	-	460000	460,000
1	485001	-	490000	490,000
3	495001	-	500000	1,500,000
1	500001	-	505000	503,929
1	505001	-	510000	510,000
1	560001	-	565000	560,500
1	565001	-	570000	566,500
1	570001	-	575000	571,000
1	590001	-	595000	594,500
1	595001	-	600000	600,000
1	630001	-	635000	632,500
1	655001	-	660000	660,000
1	665001	-	670000	669,700
1	795001	-	800000	800,000
1	900001	-	905000	901,500
1	935001	-	940000	940,000
1	1000001	-	1005000	1,005,000
1	1060001	-	1065000	1,065,000
1	1075001	-	1080000	1,077,000
1	1080001	-	1085000	1,081,035
1	1150001	-	1155000	1,153,500
2	1495001	-	1500000	3,000,000
1	2380001	-	2385000	2,382,000
1	2495001	-	2500000	2,500,000
1	2760001	-	2765000	2,765,000
1	2995001	-	3000000	3,000,000
1	3335001	-	3340000	3,339,500
1	3770001	-	3775000	3,772,675
1	4195001	-	4200000	4,199,500
1	4745001	-	4750000	4,750,000
1	4995001	-	5000000	5,000,000
1	5075001	-	5080000	5,079,000
1	5495001	-	5500000	5,500,000
1	13865001	-	13870000	13,870,000
1	43470001	-	43475000	43,474,760
3219				178851010

5	Categories of shareholders	Shares held	Percentage
5.1(a)	<b>Directors, CEO and their Spouse and Minor Children</b>		
	Aamna Taseer	1,000	0.00
	Shehryar Ali Taseer	600	0.00
	Shahbaz Ali Taseer	600	0.00
	Shehrbano Taseer	500	0.00
	Ayesha Tammy Haq	500	0.00
	Rema Husain Qureshi	500	0.00
	Mohammad Mikail Khan	500	0.00
5.1 (b)	<b>Chief Executive Officer</b>	-	-
	(600) share of Shehryar Ali Taseer CEO has been including in the Executive holdings.		
5.1(c)	<b>Directors spouse &amp; minor children</b>	-	-
5.1.1	<b>Executive / Executives' spouse</b>	-	-
5.2	<b>Associated Companies, undertaking and related parties</b>	-	-
a)	First Capital Securities Corporation Limited	45,264,770	25.31
b)	First Capital Equities limited	13,893,000	7.77
5.3	NIT and ICP	-	-
5.4	Banks, DFIs and NBFIs	5,839,500	3.27
5.5	Insurance	-	-
5.6	Modarabas and Mutual Fund	-	-
5.7	<b>Share holders holding 5% or more voting interest</b>		
a)	First Capital Securities Corporation Limited		Refer 5.2 (a) above
b)	First Capital Equities limited		Refer 5.2 (b) above
5.8	<b>General Public</b>		
a)	Local	89,777,244	50.20
	b) Foreign Companies/Orginzations/Individual / (repatriable bases)	2,907,841	1.63
5.9	<b>Others</b>		
a)	Joint Stock Companies	21,164,955	11.83
b)	Pension fund Provident Fund etc.	-	-
		<b>178,851,510</b>	<b>100.00</b>

## STATEMENT OF COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE

### MEDIA TIMES LIMITED ("THE COMPANY") FOR THE YEAR ENDED 30 JUNE 2017

This statement is being presented to comply with the Code of Corporate Governance ("CCG") contained in the regulation No. 5.19.24 of the Rule Book of the Pakistan Stock Exchange Limited (PSX) for the purpose of establishing a framework of good governance, whereby a listed company is managed in compliance with the best practices of corporate governance.

The Company has applied the principles contained in the CCG in the following manner:

1. The Company encourages representation of independent non-executive directors and directors representing minority interests on its board of directors. At present the board includes the following:

<b>Category</b>	<b>Names</b>
Independent Director	Mohammad Mikail Khan
Executive Directors	Shehryar Ali Taseer Shehrbano Taseer
Non-Executive Directors	Aamna Taseer Shahbaz Ali Taseer Reema Husain Qureshi Ayesha Tammy Haq

The independent director meet the criteria of independence under clause 5.19.1.(b) of the CCG.

2. The directors have confirmed that none of them is serving as a director on more than seven listed companies, including this Company (excluding the listed subsidiaries of listed holding companies where applicable).
3. All the resident directors of the Company are registered as taxpayers and none of them has defaulted in payment of any loan to a banking company, a DFI or an NBFIs or, being a broker of Pakistan Stock Exchange, has been declared as a defaulter by that stock exchange.
4. No casual vacancy occurred during the year. The directors were elected in EOGM held on 20 June 2017 for the term of next three years.
5. The Company has prepared a "Code of Conduct" and has ensured that appropriate steps have been taken to disseminate it throughout the company along with its supporting policies and procedures.
6. The board has developed a vision/mission statement, overall corporate strategy and significant policies of the Company. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.
7. All the powers of the board have been duly exercised and decisions on material transactions, including appointment and determination of remuneration and terms and conditions of employment of the CEO, other executive and non-executive directors, have been taken by the board/shareholders.
8. The meetings of the board were presided over by the Chairman (and in his absence, by a director elected by the board for this purpose) and the board met at least once in every quarter. Written notices of the board meetings, along with agenda and working papers, were circulated at least seven days before the meetings. The minutes of the meetings were appropriately recorded and circulated.
9. The directors have been provided with copies of Rule Book of PSX, the Company's Memorandum and Articles of Association and are well conversant with their duties and responsibilities. The Board constitutes of three certified directors under Directors Training Program as required under the clause 5.19.7 of the CCG.

10. The Board has approved appointment of CFO, Company Secretary and Head of Internal Audit, including his remuneration and terms and conditions of employment.
11. The directors' report for this year has been prepared in compliance with the requirements of the CCG and fully describes the salient matters required to be disclosed.
12. The financial statements of the Company were duly endorsed by CEO and CFO before approval of the Board.
13. The Directors, CEO and executives do not hold any interest in the shares of the Company other than that disclosed in the pattern of shareholding.
14. The Company has complied with all the corporate and financial reporting requirements of the CCG.
15. The Board has formed an Audit Committee. It comprises of three non-executive members and chairman of the committee is an independent director.
16. The meetings of the audit committee were held at least once every quarter prior to approval of interim and final results of the Company and as required by the CCG. The terms of reference of the committee have been formed and advised to the committee for compliance.
17. The Board of Directors of the Company has formed an HR and Remuneration Committee. It comprises three members, of whom two are non-executive directors and one is an executive director. The chairman of the committee is a non-executive director.
18. The board has set up an effective internal audit function that is considered suitable qualified and experienced for the purpose and are conversant with the policies and procedures of the company.
19. The statutory auditors of the Company have confirmed that they have been given a satisfactory rating under the quality control review program of the Institute of Chartered Accountants of Pakistan (ICAP), that they or any of the partners of the firm, their spouses and minor children do not hold shares of the Company and that the firm and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by ICAP.
20. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the listing regulations and the auditors have confirmed that they have observed IFAC guidelines in this regard.
21. The 'closed period', prior to the announcement of interim/final results, and business decisions, which may materially affect the market price of company's securities, was determined and intimated to directors, employees and stock exchange.
22. Material/price sensitive information has been disseminated among all market participants at once through stock exchange.
23. The Company has complied with the requirements relating to maintenance of register of persons having access to inside information by designated senior management officer in a timely manner and maintained proper record including basis for inclusion or exclusion of names of persons from the said list.
24. The Board has developed a mechanism for the annual evaluation of the Board's own performance.
25. We confirm that all other material principles enshrined in the CCG have been complied with.

For and on behalf of the Board

Lahore  
Dated: 02 October 2017

Director

CEO/Director

## **Review Report to the Members on the Statement of Compliance with the Code of Corporate Governance**

We have reviewed the enclosed Statement of Compliance with the best practices contained in the Code of Corporate Governance ("the Code") prepared by the Board of Directors of Media Times Limited ("the Company") for the year ended 30 June 2017 to comply with the requirements of rule No. 5.19.24 of the Rule Book of Pakistan Stock Exchange, where the Company is listed.

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

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

The Code requires the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval its related party transactions distinguishing between transactions carried out on terms equivalent to those that prevail in arm's length transactions and transactions which are not executed at arm's length price and recording proper justification for using such alternate pricing mechanism. We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee. We have not carried out any procedures to determine whether the related party transactions were undertaken at arm's length price or not.

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the best practices contained in the Code as applicable to the Company for the year ended 30 June 2017.

**Lahore**  
**02 October 2017**

**KPMG Taseer Hadi & Co.**  
**Chartered Accountants**  
**(M. Rehan Chughtai)**



## **Auditors' Report to the Members**

We have audited the annexed balance sheet of Media Times Limited ("the Company") as at 30 June 2017 and the related profit and loss account, statement of comprehensive income, cash flow statement and statement of changes in equity together with the notes forming part thereof, for the year then ended and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

It is the responsibility of the Company's management to establish and maintain a system of internal control, and prepare and present the above said statements in conformity with the approved accounting standards and the requirements of the Companies Ordinance, 1984. Our responsibility is to express an opinion on these statements based on our audit.

We conducted our audit in accordance with the auditing standards as applicable in Pakistan. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the above said statements are free of any material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the above said statements. An audit also includes assessing the accounting policies and significant estimates made by management, as well as, evaluating the overall presentation of the above said statements. We believe that our audit provides a reasonable basis for our opinion and, after due verification, we report that:

- a) in our opinion, proper books of account have been kept by the Company as required by the Companies Ordinance, 1984;
- b) in our opinion:
  - i) the balance sheet and profit and loss account together with the notes thereon have been drawn up in conformity with the Companies Ordinance, 1984, and are in agreement with the books of account and are further in accordance with accounting policies consistently applied;
  - ii) the expenditure incurred during the year was for the purpose of the Company's business; and
  - iii) the business conducted, investments made and the expenditure incurred during the year were in accordance with the objects of the Company;
- c) in our opinion and to the best of our information and according to the explanations given to us, the balance sheet, profit and loss account, statement of comprehensive income, cash flow statement and statement of changes in equity together with the notes forming part thereof conform with approved accounting standards as applicable in Pakistan and give the information required by the Companies Ordinance, 1984, in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at 30 June 2017 and of the loss, its cash flows and changes in equity for the year then ended; and
- d) in our opinion, no Zakat was deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980).

Without qualifying our opinion we draw attention to Note 2 to the financial statements which indicates that the Company has incurred a net loss of Rs. 80.07 million during the year ended 30 June 2017 and, as of date, the Company's current liabilities exceeded its total assets by 20.07 million. The Company's equity has been eroded and the accumulated losses exceed the share capital and share premium by Rs. 247.48 million as at 30 June 2017. These conditions along with other matters as set forth in Note 2, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

**Lahore**  
**02 October 2017**

**KPMG Taseer Hadi & Co.**  
**Chartered Accountants**  
**(M. Rehan Chughtai)**

## Balance Sheet

*As at 30 June 2017*

ASSETS	Note	2017 Rupees	2016 Rupees
<b><u>Non-current assets</u></b>			
Property, plant and equipment	6	415,484,200	503,680,965
Intangibles	7	1,576,554	1,843,362
Long term deposits		6,751,283	6,436,283
Deferred taxation	8	-	-
		<b>423,812,037</b>	<b>511,960,610</b>
<b><u>Current assets</u></b>			
Stores and spare parts		1,676,030	1,470,039
Trade debts	9	132,019,073	120,393,758
Advances, prepayments and other receivables	10	4,934,057	28,755,269
Advance income tax		12,661,037	14,431,447
Cash and bank balances	11	2,686,663	5,430,311
		<b>153,976,860</b>	<b>170,480,824</b>
		<b>577,788,897</b>	<b>682,441,434</b>
<b>EQUITY AND LIABILITIES</b>			
<b><u>Share capital and reserves</u></b>			
Authorised share capital 180,000,000 (2016: 180,000,000) ordinary shares of Rs. 10 each	12	<b>1,800,000,000</b>	<b>1,800,000,000</b>
Share capital	12	1,788,510,100	1,788,510,100
Share premium reserve	13	76,223,440	76,223,440
Accumulated loss		<b>(2,112,215,026)</b>	<b>(2,034,238,690)</b>
		<b>(247,481,486)</b>	<b>(169,505,150)</b>
<b><u>Non-current liabilities</u></b>			
Long term finance - unsecured	14	194,187,697	183,367,707
Deferred liability	15	33,218,002	28,712,974
		<b>227,405,699</b>	<b>212,080,681</b>
<b><u>Current liabilities</u></b>			
Trade and other payables	16	473,713,616	495,107,146
Accrued mark-up	17	55,419,959	77,191,603
Short term borrowings	18	50,295,520	51,307,520
Liabilities against assets subject to finance lease	19	18,435,589	16,259,634
		<b>597,864,684</b>	<b>639,865,903</b>
		<b>577,788,897</b>	<b>682,441,434</b>
<b>Contingencies and commitments</b>	20		

The annexed notes from 1 to 36 form an integral part of these financial statements.

Lahore  
02 October 2017

Chief Financial Officer

Chief Executive

Director

**Profit and Loss Account**

*For the year ended 30 June 2017*

	<i>Note</i>	<b>2017 Rupees</b>	2016 Rupees
Turnover - net	21	385,849,282	377,892,177
Cost of production	22	<u>(337,955,925)</u>	<u>(394,220,271)</u>
<b>Gross profit / (loss)</b>		<b>47,893,357</b>	<b>(16,328,094)</b>
Administrative and selling expenses	23	<b>(148,608,275)</b>	(140,115,496)
Other income	24	47,536,472	39,608,623
Finance costs	25	<b>(20,542,271)</b>	(19,826,834)
Other expenses	26	<u>(158,315)</u>	<u>(7,383,265)</u>
<b>Loss before taxation</b>		<b>(73,879,032)</b>	<b>(144,045,066)</b>
Taxation	27	<b>(6,193,541)</b>	(4,318,968)
<b>Loss after taxation</b>		<u><b>(80,072,573)</b></u>	<u><b>(148,364,034)</b></u>
Loss per share - basic and diluted	28	<u><b>(0.45)</b></u>	<u><b>(0.83)</b></u>

The annexed notes from 1 to 36 form an integral part of these financial statements.

**Statement of Comprehensive Income***For the year ended 30 June 2017*

	2017 Rupees	2016 Rupees
Loss after taxation	(80,072,573)	(148,364,034)
<i><u>Other comprehensive income</u></i>		
<i>Items that will never be reclassified to profit or loss</i>		
Actuarial gain / (loss) on defined benefit obligation	2,096,237	(265,270)
<b>Total comprehensive income for the year</b>	<u><u>(77,976,336)</u></u>	<u><u>(148,629,304)</u></u>

The annexed notes from 1 to 36 form an integral part of these financial statements.

**Cash Flow Statement**

*For the year ended 30 June 2017*

	<i>Note</i>	<b>2017 Rupees</b>	2016 Rupees
<b><u>Cash flows from operating activities</u></b>			
Cash generated from / (used in) operations	29	<b>36,463,490</b>	(7,202,684)
Retirement benefits paid		<b>(5,475,706)</b>	(388,309)
Finance cost paid		<b>(39,653,961)</b>	(3,175,160)
Income tax paid		<b>(4,423,131)</b>	(3,058,879)
<b>Net cash used in operating activities</b>		<b>(13,089,308)</b>	(13,825,032)
<b><u>Cash flows from investing activities</u></b>			
Fixed capital expenditure		<b>(3,481,831)</b>	(3,616,007)
Proceeds from sale of property, plant and equipment		<b>4,503,500</b>	652,900
<b>Net cash generated from / (used in) investing activities</b>		<b>1,021,669</b>	(2,963,107)
<b><u>Cash flows from financing activities</u></b>			
Repayment of liabilities against assets subject to finance lease		<b>(483,999)</b>	(800,000)
Proceeds of long term finances - net		<b>10,819,990</b>	19,762,226
(Repayment of) / proceeds from short term borrowings		<b>(1,012,000)</b>	411,912
<b>Net cash generated from financing activities</b>		<b>9,323,991</b>	19,374,138
<b>Net (decrease) / increase in cash and cash equivalents</b>		<b>(2,743,648)</b>	2,585,999
<b>Cash and cash equivalents at beginning of the year</b>		<b>5,430,311</b>	2,844,312
<b>Cash and cash equivalents at end of the year</b>	11	<b>2,686,663</b>	5,430,311

The annexed notes from 1 to 36 form an integral part of these financial statements.

**Statement of Changes in Equity**  
*For the year ended 30 June 2017*

	Share Capital	Capital Reserve Share Premium	Revenue Reserve Accumulated Loss	Total
	Rupees			
Balance at 30 June 2015	1,788,510,100	76,223,440	(1,885,609,386)	(20,875,846)
<b><u>Total comprehensive income for the year</u></b>				
Loss for the year	-	-	(148,364,034)	(148,364,034)
Other comprehensive income for the year ended 30 June 2016	-	-	(265,270)	(265,270)
<b>Total comprehensive loss</b>	-	-	(148,629,304)	(148,629,304)
<b>Balance at 30 June 2016</b>	<b>1,788,510,100</b>	<b>76,223,440</b>	<b>(2,034,238,690)</b>	<b>(169,505,150)</b>
<b><u>Total comprehensive income for year</u></b>				
Loss for the year	-	-	(80,072,573)	(80,072,573)
Other comprehensive income for the year ended 30 June 2017	-	-	2,096,237	2,096,237
<b>Total comprehensive loss</b>	-	-	(77,976,336)	(77,976,336)
<b>Balance at 30 June 2017</b>	<b>1,788,510,100</b>	<b>76,223,440</b>	<b>(2,112,215,026)</b>	<b>(247,481,486)</b>

The annexed notes from 1 to 36 form an integral part of these financial statements.

Lahore  
02 October 2017

Chief Financial Officer

Chief Executive

Director

## Notes to the Financial Statements

For the year ended 30 June 2017

### 1 Reporting entity

Media Times Limited ("the Company") was incorporated in Pakistan on 26 June 2001 as a private limited company and was converted into public limited company on 06 March 2007. The Company is listed on the Pakistan Stock Exchange. The registered office of the Company is located at 41-N, Industrial Area, Gulberg II, Lahore. The Company is primarily involved in printing and publishing daily English and Urdu news papers by the name of "Daily Times" and "AajKal" respectively and is also involved in production, promotion, advertisement, distribution and broadcasting of television programs, quality films and documentaries through satellite channels by the name of "Business Plus" and "Zaiqa" (formerly Wikkid Plus) respectively.

### 2 Significant matters

The Company has incurred a net loss of Rs. 80.07 million during the year ended 30 June 2017 and, as of date, the Company's current liabilities exceeded its total assets by Rs. 20.07 million. The Company's equity has eroded and the accumulated losses exceed the share capital and share premium by Rs. 247.48 million at 30 June 2017. There is a material uncertainty related to these events which may cast significant doubt on the Company's ability to continue as a going concern and, therefore, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company is working on "7 days 7 magazines" strategy, which shall generate revenue through advertisement. Nature of magazines would mainly include business, sports, cooking and comic etc. Further, the Company has re-launched its Urdu newspaper Aajkal and is in planning phase to re-launch its food channel "Zaiqa TFC" with a new theme of entertainment channel. Further the management is negotiating with primary lender to reschedule the short term borrowing. The management of the Company is confident that the above actions and steps shall enable the Company to attract revenue streams that will result in improved liquidity. Further the Company's promoters have offered full support to the Company to meet any working capital needs.

### 3 Basis of preparation

#### 3.1 Statement of compliance

These financial statements have been prepared in accordance with approved accounting standards as applicable in Pakistan. Approved accounting standards comprise of such International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board as are notified under the Companies Ordinance, 1984, provisions of and directives issued under the Companies Ordinance, 1984. In case requirements differ, the provisions of, or directives issued under the Companies Ordinance, 1984 shall prevail.

During the year on 30 May 2017, the Companies Act, 2017 (the Act) was enacted which replaced and repealed the Companies Ordinance, 1984 (the repealed Ordinance). However, the Securities and Exchange Commission of Pakistan (SECP) through its Circular No. 17 of 2017 dated 20 July 2017 has advised the Companies whose financial year closes on or before 30 June 2017 shall prepare their financial statements in accordance with the provisions of the repealed Companies Ordinance, 1984.

#### 3.2 Basis of measurement

These financial statements have been prepared under the historical cost convention, except the recognition of certain employee benefits at present value.

#### 3.3 Functional and presentation currency

These financial statements are presented in Pakistani Rupee ("Rs.") which is the Company's functional

currency. All financial information presented in Rupees has been rounded off to the nearest rupee, unless otherwise stated.

### 3.4 Use of estimates and judgments

The preparation of these financial statements in conformity with approved accounting standards requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under circumstances, and the results of which form the basis for making judgment about carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which estimates are revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The areas where assumptions and estimates are significant to the Company's financial statements or where judgment was exercised in application of accounting policies are as follows:

#### **Property, plant and equipment**

The management of the Company reassesses useful lives and residual value for each item of property, plant and equipment annually by considering expected pattern of economic benefits that the Company expects to derive from that item and the maximum period up to which such benefits are expected to be available. Any change in the estimates in future years might affect the carrying amounts of respective items of property, plant and equipment with a corresponding effect on the depreciation charge and impairment.

#### **Stores and spare parts**

The Company reviews the stores and spare parts for possible impairment on regular basis. Any change in estimates in future years might affect the carrying amounts of respective items of stores and spare parts with a corresponding effect on provision.

#### **Television program costs**

The management of the Company reassesses useful lives and residual value for each program by considering expected pattern of economic benefits that the Company expects to derive from that program and the maximum period up to which such benefits are expected to be available. Any change in the estimates in future years might affect the carrying amounts of television program costs with a corresponding effect on the amortization and impairment.

#### **Impairment**

The management of the Company reviews carrying amounts of its assets including receivables and advances and cash generating units for possible impairment and makes formal estimates of recoverable amount if there is any such indication.

#### **Provision against trade debts, advances and other receivables**

The Company reviews the recoverability of its trade debts, advances and other receivables at each reporting date to assess amount of bad debts and provision required there against on annual basis.

#### **Provisions and Contingencies**

The Company reviews the status of all pending litigations and claims against the Company. Based on its



judgement and the advice of the legal advisors for the estimated financial outcome, appropriate disclosure or provision is made. The actual outcome of these litigations and claims can have an effect on the carrying amounts of the liabilities recognized at the balance sheet date.

#### Taxation

The Company takes into account the current income tax law and decisions taken by the taxation authorities. Instances where the Company's views differ from the views taken by the income tax department at the assessment stage and where the Company considers that its view on items of material nature is in accordance with law, the amounts are shown as contingent liabilities.

#### Staff retirement benefits

The Company operates approved unfunded gratuity scheme covering all its full time permanent workers who have completed the minimum qualifying period of service as defined under the respective scheme. The gratuity scheme is managed by trustees. The calculation of the benefit requires assumptions to be made of future outcomes, the principal ones being in respect of increase in remuneration and the discount rate used to convert future cash flows to current values. The assumptions used for the plan are determined by independent actuary on annual basis.

Gratuity cost primarily represents the increase in actuarial present value of the obligation for benefits earned on employee service during the year and the interest on the obligation in respect of employee service in previous years. Calculations are sensitive to changes in the underlying assumptions.

## 4 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

### 4.1 Property, plant and equipment

#### Owned

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost in relation to property, plant and equipment comprises acquisition and other directly attributable costs. The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is possible that the future economic benefits embodied in the part will flow to the entity and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day to day servicing of property, plant and equipment are recognized in profit and loss as incurred.

Depreciation is provided on straight line method and charged to profit and loss account to write off the depreciable amount of each asset over its estimated useful life at the rates specified in note 6 to these financial statements after taking into account their residual values. Depreciation on additions is charged from the date asset is available for use up to the date when asset is retired.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on sale of an item of property, plant and equipment are determined by comparing the proceeds from sale with the carrying amount of property, plant and equipment, and are recognised in profit or loss account.

#### Leased

Assets held under finance lease arrangements are initially recorded at the lower of present value of minimum lease payments under the lease agreements and the fair value of leased assets. Depreciation on leased assets is charged by applying straight line method at the rates used for similar owned assets, so as to depreciate the

assets over their estimated useful life in view of certainty of ownership of assets at the end of the lease term.

#### **4.2 Intangibles**

Intangibles are stated at cost less accumulated amortization for finite intangibles and any identified impairment loss. The estimated useful life and amortization method is reviewed at the end of each annual reporting period, with effect of any changes in estimate being accounted for on a prospective basis.

Finite intangibles are amortized using straight-line method over their estimated useful lives. Amortization on additions to intangible assets is charged from the month in which an asset is put to use and on disposal up to the month of disposal.

#### **4.3 Stores and spare parts**

These are stated at lower of cost and net realizable value. Cost is determined using the weighted average method. Items in transit are valued at cost comprising invoice value plus other charges paid thereon.

#### **4.4 Television program costs**

##### **Rights to broadcast acquired programmes and films**

The rights to broadcast acquired programmes and films are valued at lower of cost and net realizable value. The costs of acquired programmes and films are written off on first transmission except to the extent that the numbers of further showings are contractually agreed, when they are written off according to the expected transmission profile. Assets and liabilities relating to acquired programmes are recognised at the point of payment or commencement of the license period, whichever is earlier. Agreements for the future purchase of rights whose license period has not commenced and where there has been no payment by the balance sheet date are disclosed as purchase commitments. Net Realizable Value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

#### **4.5 Trade debts**

Trade debts are carried at original invoice amount less an estimate made for doubtful debts based on review of outstanding amounts at the year end. Bad debts are written off when identified.

#### **4.6 Cash and cash equivalents**

For the purpose of cash flow statement, cash and cash equivalents comprise cash in hand and bank balances which are carried in the balance sheet at cost.

#### **4.7 Financial instruments**

Financial assets and liabilities are recognized when the Company becomes a party to contractual provisions of the instrument and de-recognized when the Company loses control of contractual rights that comprise the financial asset and in case of financial liability when the obligation specified in the contract is discharged, cancelled or expired. Any gain or loss on derecognition of financial assets and liabilities are included in profit and loss account for the year.

##### **4.7.1 Non-derivative financial assets**

The Company initially recognises loans and receivables on the date that they are originated. All other financial assets (including assets designated as at fair value through profit or loss) are recognised initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

The Company classifies non-derivative financial assets into the following categories: financial assets at fair value through profit or loss, held-to-maturity financial assets, loans and receivables and available-for-sale financial assets.

#### **Financial assets at fair value through profit or loss**

A financial asset is classified as at fair value through profit or loss if it is classified as held-for trading or is designated as such on initial recognition. Financial assets are designated as at fair value through profit or loss if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's documented risk management or investment strategy. Attributable transaction costs are recognised in profit or loss as incurred. Financial assets at fair value through profit or loss are measured at fair value and changes therein, which takes into account any dividend income, are recognised in profit or loss. However the Company has no such financial assets at the year end.

#### **Held-to-maturity financial assets**

If the Company has the positive intent and ability to hold debt securities to maturity, then such financial assets are classified as held-to-maturity. Held-to-maturity financial assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, held-to-maturity financial assets are measured at amortized cost using the effective interest method, less any impairment losses. However the Company has no such financial assets at the year end.

#### **Loans and receivables**

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Loans and receivables comprise of long term deposits, trade debts, other receivables and cash and bank balances.

#### **Available-for-sale financial assets**

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not classified in any of the above categories of financial assets. Available-for-sale financial assets are recognised initially at fair value plus any directly attributable transaction costs.

—Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale debt instruments, are recognised in other comprehensive income and presented in the fair value reserve in equity. When an investment is derecognized, the gain or loss accumulated in equity is reclassified to profit or loss. However the Company has no such financial assets at the year end.

### **4.7.2 Non-derivative financial liabilities**

The Company initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognised initially on the trade date, which is the date that the

Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

The Company classifies financial liabilities recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

Financial liabilities comprise long term finances, liabilities against assets subject to finance lease, trade and other payables, accrued mark-up and short term borrowings.

#### 4.8 Impairment

##### Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of the asset.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment loss in respect of a financial asset measured at fair value is determined by reference to that fair value. All impairment losses are recognized in profit and loss account. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. An impairment loss is reversed only to the extent that the financial asset's carrying amount after the reversal does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

Impairment losses on available for sale financial assets are recognised by reclassifying the losses accumulated in the fair value reserve to profit or loss. The amount reclassified is the difference between the acquisition cost (net of any principal repayment and amortization) and the current fair value, less any impairment loss previously recognised in profit or loss. If the fair value of an impaired available for sale debt security subsequently increases and the increase can be related objectively to an event occurring after the impairment loss was recognised, then the impairment loss is reversed through profit and loss; otherwise it is reversed through other comprehensive income.

##### Non-financial assets

The carrying amount of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash generating unit is the greater of its value in use and its fair value less cost to sell. In assessing value in use, the estimated future cash flows are discounted to their present values using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit.

An impairment loss is recognized if the carrying amount of the assets or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in profit and loss account. Impairment losses recognized in respect of cash generating units are allocated to reduce the carrying amounts of the assets in a unit on a pro rata basis. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An

impairment loss is reversed only to that extent that the asset's carrying amount after the reversal does not exceed the carrying amount that would have been determined, net of depreciation and amortization, if no impairment loss had been recognized.

#### **4.9 Offsetting of financial assets and financial liabilities**

A financial asset and a financial liability is offset and the net amount is reported in the balance sheet if the Company has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

#### **4.10 Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

#### **4.11 Retirement and other benefits**

Salaries, wages and benefits are accrued in the period in which the associated services are rendered by employees of the Company and measured on an undiscounted basis. The accounting policy for employee retirement benefits is described below:

##### ***Post employment benefits - Defined benefit plan***

The Company operates unfunded defined benefit gratuity plan for all permanent employees, having a service period of more than one year. The Company recognizes expense in accordance with IAS 19 "Employee Benefits".

The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, are recognised immediately in other comprehensive income. The Company determines the net interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit and loss account.

#### **4.12 Trade and other payables**

Liabilities for trade and other amounts payable are carried at cost which is the fair value of the consideration to be paid in future for goods or services received.

#### **4.13 Provisions**

A provision is recognized in the balance sheet when the Company has a legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. The amount recognized as a provision reflects the best estimate of the expenditure required to settle the present obligation at the end of the reporting period. However, provisions are reviewed at each balance sheet date and adjusted to reflect current best estimates.

#### 4.14 Revenue recognition

Revenue represents the fair value of the consideration received or receivable for goods sold and services rendered, net of discounts, agency commission and sales tax. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing involvement of management with the goods and the amount of revenue can be measured reliably. Revenue from different sources are recognized as follows:

- Sale of newspaper is recorded at the time of dispatch of newspapers;
- Revenue from advertisement is recognized at the time of publication of advertisement;
- Advertisement revenue from satellite channels is recognized when the related advertisement or commercial appears before the public i.e. on telecast;
- Sale of outdated newspaper (i.e. scrap) is recognized on actual realization basis;
- Production and other services are recorded as revenue when the related services are provided;
- Rental income from sub-lease is recognized on accrual basis;
- Income from bank deposits, loans and advances is recognized on an accrual basis.

#### 4.15 Taxation

##### Current

Current tax is the amount of tax payable on taxable income for the year, using tax rates enacted or substantively enacted by the reporting date, and any adjustment to the tax payable in respect of previous years. Provision for current tax is based on current rates of taxation in Pakistan after taking into account tax credits, rebates and exemptions available, if any. The amount of unpaid income tax in respect of the current or prior periods is recognized as a liability. Any excess paid over what is due in respect of the current or prior periods is recognized as an asset.

##### Deferred

Deferred tax is recognized using the balance sheet liability method on all temporary differences between the carrying amounts of assets and liabilities for the financial reporting purposes and the amounts used for taxation purposes.

Deferred tax asset is recognized for all deductible temporary differences only to the extent that it is probable that future taxable profits will be available against which the asset may be utilized. Deferred tax asset is reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax liabilities are recognized for all taxable temporary differences.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is charged or credited in the income statement, except in the case of items credited or charged to comprehensive income or equity, in which case it is included in comprehensive income or equity.

#### 4.16 Contingent liabilities

Contingent liability is disclosed when:

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

#### 4.17 Foreign currency transactions and balances

Transactions in foreign currencies are translated to the respective functional currencies of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortized cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are not translated.

Foreign currency differences arising on retranslation are generally recognized in profit and loss account.

#### 4.18 Earnings per share

Basic earnings per share (EPS) is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

#### 4.19 Segment reporting

A segment is a distinguishable component of the Company that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risk and rewards that are different from other segments. Operating segment are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Director of the Company that makes strategic decisions.

### 5 New Companies Act, 2017 and new and revised approved accounting standards, interpretations and amendments thereto

#### 5.1 Standards, amendments or interpretations which became effective during the year

During the year certain amendments to standards or new interpretations became effective. However, the amendments or interpretation did not have any material effect on the financial statements of the Company.

#### 5.2 New Companies Act, 2017 and new / revised accounting standards, amendments to published accounting standards, and interpretations that are not yet effective.

The Companies Act, 2017 applicable for financial year beginning on 1 July 2017 requires certain additional

disclosures and Section 235 of the repealed Companies Ordinance, 1984 relating to treatment of surplus arising out of revaluation of assets has not been carried forward in the Companies Act, 2017. The amendment is not likely to have an impact on Company's financial statements.

The following standards, amendments and interpretations of approved accounting standards will be effective for accounting periods beginning on or after 01 July 2017:

- Amendments to IAS 12 'Income Taxes' are effective for annual periods beginning on or after 1 January 2017. The amendments clarify that the existence of a deductible temporary difference depends solely on a comparison of the carrying amount of an asset and its tax base at the end of the reporting period, and is not affected by possible future changes in the carrying amount or expected manner of recovery of the asset. The amendments further clarify that when calculating deferred tax asset in respect of insufficient taxable temporary differences, the future taxable profit excludes tax deductions resulting from the reversal of those deductible temporary differences. The amendments are not likely to have an impact on Company's financial statements.
- Amendments to IAS 7 'Statement of Cash Flows' are part of IASB's broader disclosure initiative and are effective for annual periods beginning on or after 1 January 2017. The amendments require disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flow and non-cash changes. The amendments are not likely to have an impact on Company's financial statements.
- Amendments to IFRS 2 - Share-based Payment clarify the accounting for certain types of arrangements and are effective for annual periods beginning on or after 1 January 2018. The amendments cover three accounting areas (a) measurement of cash-settled share-based payments; (b) classification of share-based payments settled net of tax withholdings; and (c) accounting for a modification of a share-based payment from cash-settled to equity-settled. The new requirements could affect the classification and/or measurement of these arrangements and potentially the timing and amount of expense recognized for new and outstanding awards. The amendments are not likely to have an impact on Company's financial statements.
- Transfers of Investment Property (Amendments to IAS 40 'Investment Property' -effective for annual periods beginning on or after 1 January 2018) clarifies that an entity shall transfer a property to, or from, investment property when, and only when there is a change in use. A change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. In isolation, a change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments are not likely to have an impact on Company's financial statements.
- IFRIC 22 'Foreign Currency Transactions and Advance Consideration' (effective for annual periods beginning on or after 1 January 2018) clarifies which date should be used for translation when a foreign currency transaction involves payment or receipt in advance of the item it relates to. The related item is translated using the exchange rate on the date the advance foreign currency is received or paid and the prepayment or deferred income is recognized. The date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) would remain the date on which receipt of payment from advance consideration was recognized. If there are multiple payments or receipts in advance, the entity shall determine a date of the transaction for each payment or receipt of advance consideration. The amendments are not likely to have an impact on Company's financial statements.
- IFRIC 23 'Uncertainty over Income Tax Treatments' (effective for annual periods beginning on or after 1 January 2019) clarifies the accounting for income tax when there is uncertainty over income tax treatments under IAS 12. The interpretation requires the uncertainty over tax treatment be reflected in the measurement of current and deferred tax. The amendments are not likely to have an impact on Company's financial statements.



Annual Improvements 2014-2016 cycles. The new cycle of improvements contain amendments to the following standards:

- Amendments to IFRS 12 ‘Disclosure of Interests in Other Entities’ (effective for annual periods beginning on or after 1 January 2017) clarify that the requirements of IFRS 12 apply to an entity’s interests that are classified as held for sale or discontinued operations in accordance with IFRS 5 – ‘Non-current Assets Held for Sale and Discontinued Operations’.
- Amendments to IAS 28 ‘Investments in Associates and Joint Ventures’ (effective for annual periods beginning on or after 1 January 2018) clarifies that a venture capital organization and other similar entities may elect to measure investments in associates and joint ventures at fair value through profit or loss, for each associate or joint venture separately at the time of initial recognition of investment. Furthermore, similar election is available to non-investment entity that has an interest in an associate or joint venture that is an investment entity, when applying the equity method, to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries. This election is made separately for each investment entity associate or joint venture.

The above improvements are not likely to have an impact on Company’s consolidated financial statements.

## 6. Property, plant and equipment

	Owned assets							Leased assets					Total
	Leasehold improvements	Plant and machinery	Office equipment	Computer	Furniture and fittings	Vehicles	Sub total	Plant and equipment	Office equipment	Computers	Vehicles	Sub total	
	Rupees							Rupees					
<b>Cost</b>													
Balance as at 1 July 2015	65,048,641	1,184,402,364	54,820,698	48,912,136	13,154,283	30,776,460	1,397,114,582	66,667,045	120,178	272,541	4,808,679	71,868,443	1,468,983,025
Additions	608,390	185,000	499,300	693,817	129,500	1,500,000	3,616,007	-	-	-	-	-	3,616,007
Disposals	-	-	-	-	-	(1,071,517)	(1,071,517)	-	-	-	-	-	(1,071,517)
<b>Balance as at 30 June 2016</b>	<b>65,657,031</b>	<b>1,184,587,364</b>	<b>55,319,998</b>	<b>49,605,953</b>	<b>13,283,783</b>	<b>31,204,943</b>	<b>1,399,659,072</b>	<b>66,667,045</b>	<b>120,178</b>	<b>272,541</b>	<b>4,808,679</b>	<b>71,868,443</b>	<b>1,471,527,515</b>
Balance as at 1 July 2016	65,657,031	1,184,587,364	55,319,998	49,605,953	13,283,783	31,204,943	1,399,659,072	66,667,045	120,178	272,541	4,808,679	71,868,443	1,471,527,515
Additions	-	163,000	824,989	534,642	59,200	1,900,000	3,481,831	-	-	-	-	-	3,481,831
Disposals	-	-	-	-	-	(4,910,500)	(4,910,500)	-	-	-	-	-	(4,910,500)
<b>Balance as at 30 June 2017</b>	<b>65,657,031</b>	<b>1,184,750,364</b>	<b>56,144,987</b>	<b>50,140,595</b>	<b>13,342,983</b>	<b>28,194,443</b>	<b>1,398,230,403</b>	<b>66,667,045</b>	<b>120,178</b>	<b>272,541</b>	<b>4,808,679</b>	<b>71,868,443</b>	<b>1,470,098,846</b>
<b>Depreciation</b>													
Balance as at 1 July 2015	26,068,510	658,900,798	43,565,764	48,283,538	10,426,703	30,715,872	817,961,185	37,672,274	94,191	272,541	4,808,679	42,847,685	860,808,870
Charge for the year	3,262,043	93,753,782	4,629,741	600,914	995,623	163,980	103,406,083	4,691,096	12,018	-	-	4,703,114	108,109,197
On disposals	-	-	-	-	-	(1,071,517)	(1,071,517)	-	-	-	-	-	(1,071,517)
<b>Balance as at 30 June 2016</b>	<b>29,330,553</b>	<b>752,654,580</b>	<b>48,195,505</b>	<b>48,884,452</b>	<b>11,422,326</b>	<b>29,808,335</b>	<b>920,295,751</b>	<b>42,363,370</b>	<b>106,209</b>	<b>272,541</b>	<b>4,808,679</b>	<b>47,550,799</b>	<b>967,846,550</b>
Balance as at 1 July 2016	29,330,553	752,654,580	48,195,505	48,884,452	11,422,326	29,808,335	920,295,751	42,363,370	106,209	272,541	4,808,679	47,550,799	967,846,550
Charge for the year	2,953,648	78,518,922	4,367,834	374,747	891,332	252,500	87,358,983	3,142,518	2,095	-	-	3,144,613	90,503,596
On disposals	-	-	-	-	-	(3,735,500)	(3,735,500)	-	-	-	-	-	(3,735,500)
<b>Balance as at 30 June 2017</b>	<b>32,284,201</b>	<b>831,173,502</b>	<b>52,563,339</b>	<b>49,259,199</b>	<b>12,313,658</b>	<b>26,325,335</b>	<b>1,003,919,234</b>	<b>45,505,888</b>	<b>108,304</b>	<b>272,541</b>	<b>4,808,679</b>	<b>50,695,412</b>	<b>1,054,614,646</b>
<b>Carrying value</b>													
At 30 June 2016	36,326,478	431,932,784	7,124,493	721,501	1,861,457	1,396,608	479,363,321	24,303,675	13,969	-	-	24,317,644	503,680,965
<b>At 30 June 2017</b>	<b>33,372,830</b>	<b>353,576,862</b>	<b>3,581,648</b>	<b>881,396</b>	<b>1,029,325</b>	<b>1,869,108</b>	<b>394,311,169</b>	<b>21,161,157</b>	<b>11,874</b>	<b>-</b>	<b>-</b>	<b>21,173,031</b>	<b>415,484,200</b>
<b>Depreciation rate (% per annum)</b>	5%	4.02% - 10%	10%	33%	10%	20%		6.67% - 10%	10%	33%	20%		

	Note	2017 Rupees	2016 Rupees
6.1	The depreciation charge for the year has been allocated as follows:		
	Cost of production	22 <b>81,661,440</b>	98,444,878
	Administrative and selling expenses	23 <b>8,842,156</b>	9,664,319
		<b>90,503,596</b>	108,109,197
6.2	Cost of assets as at 30 June 2017 include fully depreciated assets amounting to Rs. 182.28 million (2016: Rs. 94.50 million) but are still in use of the Company.		
6.3	<b>Disposal of property, plant and equipment</b>		

Particulars of Assets	2017					Mode of disposal	Particulars of buyers
	Cost	Accumulated depreciation	Net book value	Sale proceeds	Gain		
			Rupees				
<i>Vehicles</i>							
Motor Bike	38,500	38,500	-	38,500	38,500	Negotiation	Muzzamil Saleem (Employee)
Sazuki Bolan	427,000	427,000	-	395,000	395,000	Negotiation	Khawja Imran (Outsider)
Sazuki Bolan	427,000	427,000	-	380,000	380,000	Negotiation	Khawja Imran (Outsider)
Honda City	1,031,000	1,031,000	-	1,000,000	1,000,000	Negotiation	Khalid Rasheed (Employee)
Honda City	902,000	902,000	-	900,000	900,000	Negotiation	Ijaz Haider (Employee)
Honda Civic	1,500,000	325,000	1,175,000	1,250,000	75,000	Negotiation	Pace Barka ( Associate)
Suzuki Cultus	585,000	585,000	-	540,000	540,000	Negotiation	Mr Muddasir Alam (Employee)
	<b>4,910,500</b>	<b>3,735,500</b>	<b>1,175,000</b>	<b>4,503,500</b>	<b>3,328,500</b>		
Particulars of Assets	2016					Mode of disposal	Particulars of buyers
	Cost	Accumulated depreciation	Net book value	Sale proceeds	Gain		
			Rupees				
<i>Vehicles</i>							
Suzuki Liana	794,000	794,000	-	550,000	550,000	Negotiation	Mr. Faraz Gillani (Employee)
Honda CD 70	70,500	70,500	-	12,150	12,150	Negotiation	Mr. M. Aslam Shiekh (Employee)
Honda CD 70	54,000	54,000	-	29,700	29,700	Negotiation	Mr. Waqar Aslam ( Employee)
Honda CD 100	60,890	60,890	-	46,750	46,750	Negotiation	Mr. Zia Basheer (Employee)
Star Solo 70	43,951	43,951	-	8,000	8,000	Negotiation	Mr. Nasir Mahmood (Employee)
Hero RF 70	48,176	48,176	-	6,300	6,300	Negotiation	Mr. Saleem Ahmad (Employee)
	<b>1,071,517</b>	<b>1,071,517</b>	-	<b>652,900</b>	<b>652,900</b>		

## 7. Intangible assets

		2017						
	Cost as at 01 July 2016	Additions/ (deletions)	Cost as at 30 June 2017	Rate/ Useful life	Accumulated amortization as at 01 July 2016	Amortization charge for the year	Accumulated amortization as at 30 June 2017	Book value as at 30 June 2017
	Rupees			%	Rupees			
Computer software	422,000	-	422,000	20% - 50%	422,000	-	422,000	-
Licenses	4,000,000	-	4,000,000	6.67%	2,156,638	266,808	2,423,446	1,576,554
	<b>4,422,000</b>	<b>-</b>	<b>4,422,000</b>		<b>2,578,638</b>	<b>266,808</b>	<b>2,845,446</b>	<b>1,576,554</b>
		2016						
	Cost as at 01 July 2015	Additions/ (deletions)	Cost as at 30 June 2016	Rate/ Useful life	Accumulated amortization as at 01 July 2015	Amortization charge for the year	Accumulated amortization as at 30 June 2016	Book value as at 30 June 2016
	Rupees			%	Rupees			
Computer software	422,000	-	422,000	20% - 50%	422,000	-	422,000	-
Licenses	4,000,000	-	4,000,000	6.67%	1,889,838	266,800	2,156,638	1,843,362
	<b>4,422,000</b>	<b>-</b>	<b>4,422,000</b>		<b>2,311,838</b>	<b>266,800</b>	<b>2,578,638</b>	<b>1,843,362</b>

7.1 The amortization charge for the year has been allocated to cost of production.

## 8 Deferred taxation

Deferred tax (liability) / asset comprises temporary differences relating to:

	2017 Rupees	2016 Rupees
Accelerated tax depreciation allowances	(67,592,278)	(91,253,244)
Unused tax losses	67,592,278	91,253,244
	<b>-</b>	<b>-</b>

The Company has unused tax losses (including both business and depreciation losses) amounting to Rs. 1,483.45 million against which deferred tax asset has not been recorded due to uncertain future taxable profits. Under the Income Tax Ordinance 2001, the Company can carry forward business losses up to 6 years.

	<i>Note</i>	<b>2017 Rupees</b>	2016 Rupees
<b>9 Trade debts</b>			
<b><u>Considered good</u></b>			
<i>Unsecured:</i>			
Related parties	9.1	783,424	559,824
Others		<b>131,235,649</b>	111,220,328
<i>Secured:</i>			
Distribution agencies		-	8,613,606
		<b>132,019,073</b>	120,393,758
Considered doubtful		<b>136,406,165</b>	135,987,397
		<b>268,425,238</b>	256,381,155
Provision for doubtful debts	9.2	<b>(136,406,165)</b>	(135,987,397)
		<b>132,019,073</b>	120,393,758

9.1 The balances due from related parties are as follows:

**Associates**

First Capital Securities Corporation Limited	168,600	71,100
First Capital Equities Limited	614,324	488,224
Pace Super Mall	500	500
	<b>783,424</b>	559,824

	<i>Note</i>	<b>2017 Rupees</b>	2016 Rupees
<b>9.2 Provision for doubtful debts</b>			
Balance at 1 July		135,987,397	131,509,245
Charged during the year	23	418,768	4,478,152
<b>Balance at 30 June</b>		<b>136,406,165</b>	<b>135,987,397</b>

**10 Advances, prepayments and other receivable**

Advances to suppliers - unsecured, considered good		1,354,250	174,295
Advances to staff - unsecured, considered good	10.1	2,880,942	2,502,350
Prepaid expenses		571,055	657,057
Other receivable- unsecured, considered good		127,810	25,421,567
		<b>4,934,057</b>	28,755,269

10.1 This includes advance amounting to Rs 0.70 million (2016: Nil) given to executive employees of the Company.

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	Note	2017 Rupees	2016 Rupees
<b>11 Cash and bank balances</b>			
Cash in hand		75,087	101,078
<b>Cash at bank</b>			
Local currency			
- Current accounts		26,958	3,567,033
Markup based deposits with conventional banks			
- Deposit and saving accounts	11.1	2,550,834	1,722,013
		2,577,792	5,289,046
Foreign currency - current account		33,784	40,187
		<u>2,686,663</u>	<u>5,430,311</u>

11.1 These carry return at the rate of 2.49% to 3.75% (2016: 3.75% to 4.5%) per annum.

## 12 Share capital

### 12.1 Authorized share capital

2017 (Number of shares)	2016		2017 Rupees	2016 Rupees
<u>180,000,000</u>	<u>180,000,000</u>	Ordinary shares of Rs. 10 each	<u>1,800,000,000</u>	<u>1,800,000,000</u>

### 12.2 Issued, subscribed and paid up capital

135,871,350	135,871,350	Ordinary shares of Rs. 10 each fully paid in cash	1,358,713,500	1,358,713,500
42,979,660	42,979,660	Ordinary shares of Rs. 10 each issued other than cash, in accordance with the scheme of merger with TML	429,796,600	429,796,600
<u>178,851,010</u>	<u>178,851,010</u>		<u>1,788,510,100</u>	<u>1,788,510,100</u>

12.3 Ordinary shares of the Company held by associated companies as at year end are as follows:

	2017		2016	
	Percentage of holding	Number of shares	Percentage of holding	Number of shares
First Capital Securities Corporation Limited	25.31%	45,264,770	25.31%	45,264,770
First Capital Equities Limited	7.77%	13,893,000	7.77%	13,893,000

12.4 Directors hold 4,200 (2016: 4,200) ordinary shares comprising 0.002% of total paid up share capital of the Company.

12.5 The directors and shareholders of the Company approved the issue of right shares at 50% discount in their meeting held on 03 October, 2013 and 30 October, 2013 respectively. The Company filed documents necessary for increase in authorized capital to Rs. 2,100,000,000 with Securities and Exchange Commission of Pakistan (SECP) on 20 July 2016. However, subsequently SECP through its letter dated 4 January 2017 rejected the documents filed by the Company on ground of considerable delay in filing the required documents and advised the Company to re-hold its general meeting for increase in authorized capital, pass a special resolution therein and file relevant documents of Form 26 and Form 7. Accordingly the increase in authorized share capital has been approved by shareholders in an extra ordinary general meeting held on 15 March 2017. Subsequent to the year end, the authorised share capital of the Company has increased to Rs. 2,100,000,000. However, the Directors in their meeting held on 2 October 2017 has reversed their decision to issue right shares.

## 13 Share premium reserve

The share premium reserve can be utilized by the Company only for the purposes specified in section 81(3) of the Companies act, 2017.

**14 Long term finance - unsecured**

This represents loan obtained from WTL Services (Private) Limited, a shareholder. This loan is repayable in January 2022. The loan is unsecured and carries mark-up at the rate of three months KIBOR plus 300 bps per annum (2016: three months KIBOR plus 300 bps) payable on demand.

**15 Deferred liability****15.1 Gratuity**

The latest actuarial valuation of the Company's defined benefit plan was conducted on 30 June 2017 using projected unit credit method. Details of obligation for defined benefit plan is as follows;

<b>The amount recognised in the balance sheet is as follows:</b>	<i>Note</i>	<b>2017 Rupees</b>	2016 Rupees
Present value of defined benefit obligation	15.2	<u><b>33,218,002</b></u>	<u>28,712,974</u>
<b>15.2 Movement in the present value of defined benefit obligation:</b>			
Balance at beginning of the year		<b>28,712,974</b>	26,340,586
Current service cost	15.3	<b>4,745,671</b>	5,092,216
Interest cost	15.3	<b>2,552,794</b>	2,478,902
Benefits due but not paid		<b>(697,200)</b>	(5,464,000)
Actuarial (gain) / loss for the year		<b>(2,096,237)</b>	265,270
Balance at end of the year		<u><b>33,218,002</b></u>	<u>28,712,974</u>
<b>15.3 The amounts recognized in the profit and loss account against defined benefit schemes are as follows:</b>			
		<b>2017 Rupees</b>	2016 Rupees
Current service cost		<b>4,745,671</b>	5,092,216
Interest cost		<b>2,552,794</b>	2,478,902
Net charge to profit and loss		<u><b>7,298,465</b></u>	<u>7,571,118</u>
<b>15.4 Estimated expense to be charged to profit and loss next year</b>			
Current service cost		<b>4,797,713</b>	4,745,671
Interest cost		<b>2,951,136</b>	2,476,021
<b>Net charge to profit and loss</b>		<u><b>7,748,849</b></u>	<u>7,221,692</u>
<b>15.5 The principal actuarial assumptions at the reporting date were as follows:</b>		<b>2017 Rupees</b>	2016 Rupees
Discount rate		<b>9.00%</b>	10.50%
Discount rate used for year end obligation		<b>9.25%</b>	9.00%
Expected per annum growth rate in salaries		<b>7.25%</b>	7.50%
Expected mortality rate		<b>SLIC (2001-2005) Setback 1 year</b>	SLIC (2001-2005) Setback 1 year

As at 30 June 2017, the weighted average duration of the defined benefit obligation was 10 years (2016: 10 years).

## 15.6 Sensitivity analysis

If the significant actuarial assumptions used to estimate the defined benefit obligation at the reporting date, had fluctuated by 100 bps with all other variables held constant, the present value of the defined benefit obligation as at 30 June 2017 would have been as follows:

<u>Assumptions</u>	<b>Present value of defined benefit obligation due to</b>	
	<b>Increase in assumptions Rupees</b>	<b>Decrease in assumptions Rupees</b>
Discount rate (100 bps change)	<b>30,061,351</b>	<b>36,943,125</b>
Salary increase (100 bps change)	<b>37,049,415</b>	<b>29,917,820</b>
<b>16 Trade and other payables</b>	<b>2017 Rupees</b>	<b>2016 Rupees</b>
Creditors	16.1 <b>123,525,812</b>	154,997,874
Accrued liabilities	<b>211,497,733</b>	206,294,343
Security deposits	<b>122,500</b>	11,228,553
Advances from customers	16.2 <b>13,982,672</b>	4,846,179
Sales tax payable - net	<b>14,368,415</b>	14,176,649
Gratuity due but not paid	<b>50,076,206</b>	54,854,712
Withholding tax payable	<b>60,140,278</b>	48,708,836
	<b>473,713,616</b>	<b>495,107,146</b>

**16.1** Creditors include following unsecured balances payable to related parties:

Pace (Pakistan) Limited	-	10,484,880
World Press (Pvt) Limited	<b>6,556,344</b>	6,556,344
	<b>6,556,344</b>	<b>17,041,224</b>

**16.2** Advances from customers include following unsecured balances in respect of related parties:

	<b>2017 Rupees</b>	<b>2016 Rupees</b>
First Capital Investment Limited	<b>870,180</b>	870,180
First Capital Equities Limited	-	39,600
	<b>870,180</b>	<b>909,780</b>

## 17 Accrued mark-up

*Mark-up based borrowings:*

Long term finance - unsecured	14	<b>34,925,588</b>	56,697,232
Running finance	17.1	<b>19,215,663</b>	19,215,663
Finance lease	17.2	<b>849,544</b>	849,544

*Islamic mode of financing:*

Modarba finance	17.3	<b>429,164</b>	429,164
		<b>55,419,959</b>	<b>77,191,603</b>

17.1 This represents overdue markup and other charges on running finance facility from Faysal Bank Limited (refer note 18.1 for details)

17.2 This represents overdue markup on finance lease facility from Orix Leasing Pakistan Limited (refer note 19 for details)

17.3 This represents overdue markup on modarba finance facility from First National Bank Modarba (refer note 18.2 for details)



**18 Short term borrowings**

<u>Secured</u>	<i>Note</i>	<b>2017</b> <b>Rupees</b>	2016 Rupees
<i>Mark-up based borrowings from conventional banks:</i>			
Running finance	18.1	<b>50,000,000</b>	50,000,000
<i>Islamic mode of financing:</i>			
Modarba finance	18.2	<b>295,520</b>	295,520
<u>Unsecured</u>			
Loan from Chief Executive	18.3	-	500,000
Loan from Director	18.4	-	512,000
		<u><b>50,295,520</b></u>	<u>51,307,520</u>

- 18.1** This facility was obtained from Faysal Bank Limited under mark-up arrangements amounting to Rs. 50 million for working capital requirement and is secured by demand promissory note and exclusive charge on present and future fixed and current assets of the Company amounting to Rs. 50 million and Rs. 80 million respectively.

Mark-up on this facility was payable quarterly at 3 months KIBOR plus 350 bps per annum.

The facility expired on 28 January 2012 and the Company has not paid the principal and markup on due date. Accordingly Faysal Bank Limited filed a suit against the Company for recovery of Rs. 69.30 million at Lahore High Court which has fully been recorded in these financial statements. During last year the case was decided against the Company as the Lahore High Court through its order dated 20 November 2015 directed that the amount of Rs. 54.16 million along with the cost of fund as contemplated by section 3 of the Financial Institutions (Recovery of Finances) Ordinance 2001 is to be paid by the Company through sale of the hypothecated goods and assets of the Company, the attachment and auction of the other assets of the Company and any other mode which the court deems appropriate. The Company being aggrieved has filed the regular first appeal dated 09 March 2016 in Lahore High Court which is pending adjudication till date. Further, the Company has approached Faysal Bank Limited for restructuring of outstanding amount which is also pending.

- 18.2** The Company obtained a modarba finance facility from First National Bank Modarba on 27 December 2007, for a period of 3 years for an amount of Rs. 30 million against security of various equipment, stores and spare parts, furniture and fixtures, plant and machinery and vehicles. A mortgage charge of Rs. 40 million has been registered in this regard on all present and future current and fixed assets (where ever situated) of the television channels owned and operated by the Company. Mark-up was charged at the rate of 16.11% per annum based on Timely Payment Profit Rate (TPPR) on half yearly basis.

This facility expired on 27 December 2010 and the Company has not paid the principal amount and markup on due date. This facility was further rescheduled by First National Bank Modarba on 29 June 2012. As per the revised schedule the Company is liable to pay monthly rental of Rs. 0.20 million started from 30 July 2012 and ended on 28 February 2014. The Company has not paid the principal amount and markup on due date and accordingly entire outstanding balance is overdue.

- 18.3** This represented interest free loan received from Chief Executive Officer of the Company. This loan has been fully repaid during the year.

- 18.4** This represented interest free loan received from Director of the Company. This loan has been fully repaid during the year.

## 19 Liabilities against assets subject to finance lease

The Company defaulted in repayment of lease liability after rescheduling of the facility from Orix Leasing Pakistan Limited. As per revised terms, the facility was payable by 30 June 2013. Interest was charged at the rate of 18.75% (2016: 18.75%) per annum. The detail of outstanding balance is as follows:

	<b>2017</b>	2016
	<b>Rupees</b>	Rupees
Principal overdue	<b>6,438,000</b>	6,438,000
Additional lease rental on over due payments	<b>11,997,589</b>	9,821,634
	<b><u>18,435,589</u></b>	<u>16,259,634</u>

Under the terms of the agreements, the Company has an option to acquire the assets at end of the respective lease term and the Company intends to exercise the option. In case of default in payment of instalments the Company is also liable to pay additional lease rental on overdue payments at the rate of 0.1% per day. The Company has not paid the principal and markup on due date and has accounted for additional lease rentals at the rate of 0.1% day on overdue payments as per the terms of the agreement.

## 20 Contingencies and commitments

### 20.1 Contingencies

**20.1.1** In the year 2010, the Assistant Commissioner of Inland Revenue Lahore passed an order against the Company for alleged short payment of Rs. 6.87 million under section 11(2) & 36(1) of Sales Tax Act, 1990 and imposed a penalty equivalent to the amount of original alleged short payment. The Company being aggrieved by the order of Assistant Commissioner filed an appeal before Commissioner Inland Revenue Appeals-III Lahore. The Commissioner Appeals set aside the appeal of the Company with directions to the assessing officer. Subsequently the Company filed an appeal in Income Tax Appellate Tribunal Lahore. The learned Appellate Tribunal also set aside the appeal for denovo proceeding. No fresh proceedings have yet started by Taxation officer. The management believes that there will be no financial impact.

**20.1.2** The previous land lord filed a suit against the Company for the recovery of unpaid rent amounting to Rs. 7 million and damages of Rs. 10 million in Sindh High Court which is pending adjudication. The management after consultation with its legal counsel is confident that the case will be decided in favour of the Company. However being prudent the Company has recorded a liability of Rs. 7 million.

**20.1.3** Two petitions are pending in Sindh High Court filed by Axact (Private) Limited against the Company and Sheharyar Taseer wherein they have claimed recovery for damages and Criminal Revision Application U/s 439 section 561-A Criminal Procedure Code, 1898. The financial exposure of the Company may be to the extent of claim of Rs. 14.5 million. The management after consultation with its legal counsel is confident that the case will be decided in favour of the Company.

**20.1.4** A petition is pending before Sindh High Court filed by JS Bank Limited against the Company wherein JS Bank Limited have claimed recovery of damages of Rs. 5 billion under the Defamation Ordinance, 2002. The case is pending adjudication and the management after consultation with its legal counsel is confident that the case will be decided in favour of the Company.

### 20.2 Commitments

There was no commitments as at 30 June 2017 (2016: Nil).

21 Turnover - net

	<i>Note</i>	2017 Rupees	2016 Rupees
<b><u>Gross turnover</u></b>			
Advertisement		372,740,571	431,896,755
Newspaper		43,236,011	45,717,882
Production and other services		63,658,632	41,235,461
		<u>479,635,214</u>	<u>518,850,098</u>
<i>Less:</i>			
Sales tax		17,925,168	16,945,614
Commission and discounts		75,860,764	124,012,307
		<u>93,785,932</u>	<u>140,957,921</u>
		<u>385,849,282</u>	<u>377,892,177</u>

22 Cost of production

Salaries, wages and other benefits	22.1	108,912,929	99,783,909
Paper consumed		35,557,984	49,096,689
Stores and spare parts consumed		26,581,364	27,898,938
Printing charges		10,011,318	32,600,133
Programming and content cost	22.2	16,528,154	20,495,292
Transmission and up-linking cost		31,601,813	39,093,022
Insurance		465,094	260,520
News agencies' charges		1,961,000	1,213,464
Repairs and maintenance		1,258,371	1,490,608
Utilities		18,995,089	19,110,932
Freight and carriage		1,360,497	1,650,739
Depreciation	6.1	81,661,440	98,444,878
Amortization of intangibles	7.1	266,808	266,800
Others		2,794,064	2,814,347
		<u>337,955,925</u>	<u>394,220,271</u>

22.1 These include Rs. 4.06 million (2016: Rs. 5.07 million) in respect of gratuity expense for the year.

22.2 This represents cost of set, hosts fee, DVD backup cost, makeup cost, studio rent, salary and other benefits of programming staff.

		2017 Rupees	2016 Rupees
<b>23 Administrative and selling expenses</b>			
Salaries, wages and other benefits	23.1	69,112,441	58,242,546
Rent, rates and taxes		11,917,496	12,163,171
Communications		6,774,600	4,715,737
Vehicle running and maintenance		8,103,108	8,169,310
Marketing and distribution		8,198,172	9,507,820
Legal and professional		910,967	869,058
Insurance		759,847	441,624
Utilities		3,621,470	3,501,544
Printing and stationary		1,472,767	1,850,737
Entertainment		7,627,075	6,226,540
Travel and conveyance		2,696,052	3,525,051
Repairs and maintenance		6,991,036	5,902,455
Provision for doubtful debts	9.2	418,768	4,478,152
Fee and subscriptions		2,471,119	1,018,654
Postage and courier		<b>424,274</b>	572,080
Newspapers and periodicals		<b>413,234</b>	500,149
Auditors' remuneration	23.2	<b>1,465,000</b>	1,150,000
Depreciation	6.1	<b>8,842,156</b>	9,664,319
Others		<b>6,388,693</b>	7,616,549
		<b>148,608,275</b>	140,115,496

**23.1** Salaries, wages and other benefits include Rs. 3.23 million (2016: Rs. 2.70 million) in respect of gratuity expense for the year.

	2017 Rupees	2016 Rupees
<b>23.2 Auditors' remuneration</b>		
Statutory audit fee	<b>950,000</b>	800,000
Half yearly review fee	<b>300,000</b>	225,000
Other assurances and certifications	<b>75,000</b>	-
Out of pocket expenses	<b>140,000</b>	125,000
	<b>1,465,000</b>	1,150,000

## 24 Other income

		2017 Rupees	2016 Rupees
<b><u>Income from financial assets</u></b>			
- Markup from deposits with conventional banks			
Interest income on bank deposits		<b>14,985</b>	50,511
<b><u>Income from non-financial assets</u></b>			
Gain on disposal of property, plant and equipment	6.3	<b>3,328,500</b>	652,900
Liabilities no longer payable written back		<b>33,360,333</b>	21,128,081
Scrap sales		<b>7,000,815</b>	7,792,561
Rental income from property on sub-lease - net		<b>3,753,500</b>	2,794,092
Miscellaneous income	24.1	<b>78,339</b>	7,190,478
		<b>47,536,472</b>	39,608,623

**24.1** This mainly includes discount received from World Press (Pvt) Limited - related party amounting to Rs Nil (2016: Rs. 5.6 million) and recovery of debt written off amounting to Rs Nil (2016: Rs. 1.5 million).

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	2017 Rupees	2016 Rupees
<b>25 Finance costs</b>		
Mark-up on loan from shareholder	17,275,540	16,741,719
Additional lease rental on overdue lease liability	2,659,954	2,659,954
Bank charges and commission	606,777	425,161
	<u>20,542,271</u>	<u>19,826,834</u>
<b>26 Other expenses</b>		
Assets written off	151,912	7,319,443
Exchange loss	6,403	63,822
	<u>158,315</u>	<u>7,383,265</u>
<b>27 Taxation</b>		
Current tax	<u>6,193,541</u>	<u>4,318,968</u>
<b>27.1 Relationship between tax expense and accounting loss</b>		
Loss before taxation	<u>(73,879,032)</u>	<u>(144,045,066)</u>
Tax calculated at the rate of 31% / 32%	<u>(22,902,500)</u>	<u>(46,094,421)</u>
Tax effect of:		
- Minimum tax under section 153 (b)	(6,193,541)	(4,318,968)
- deferred tax asset not recognized	22,902,500	46,094,421
	<u>(6,193,541)</u>	<u>(4,318,968)</u>
<b>28 Loss per share - basic and diluted</b>	<b>2017</b>	<b>2016</b>
Loss after taxation	<u>(80,072,573)</u>	<u>(148,364,034)</u>
Weighted average number of ordinary shares	<u>178,851,010</u>	<u>178,851,010</u>
Loss per share - basic and diluted	<u>(0.45)</u>	<u>(0.83)</u>

**28.1** There is no dilutive effect on the basic earnings per share of the Company.

<b>29 Cash used in operations</b>	<i>Note</i>	<b>2017 Rupees</b>	2016 Rupees
Loss before taxation		<b>(73,879,032)</b>	(144,045,066)
<i>Adjustments for:</i>			
Depreciation	6.1	<b>90,503,596</b>	108,109,197
Amortization of intangibles	7	<b>266,808</b>	266,800
Provision for doubtful receivables - net	9.2	<b>418,768</b>	4,478,152
Assets written off	26	<b>151,912</b>	7,319,443
Liabilities no longer payable written back	24	<b>(33,360,333)</b>	(21,128,081)
Gain on disposal of property, plant and equipment	24	<b>(3,328,500)</b>	(652,900)
Provision for retirement benefits	15.3	<b>7,298,465</b>	7,571,118
Finance cost	25	<b>20,542,271</b>	19,826,834
Operating loss before working capital changes		<b>8,613,955</b>	(18,254,503)
Changes in :			
Stores and spare parts		<b>(205,991)</b>	102,680
Trade debts		<b>(12,044,083)</b>	(14,034,886)
Advances, prepayments and other receivables		<b>23,669,300</b>	(1,020,008)
Long term deposit		<b>(315,000)</b>	-
Trade and other payables		<b>16,745,309</b>	26,004,033
		<b>27,849,535</b>	11,051,819
Cash generated from / (used in) operating activities		<b>36,463,490</b>	(7,202,684)

## 30 Transactions with related parties

Related parties comprises of associated companies, directors, key management personnel and other companies where directors have significant influence. Balances with the related parties are shown in respective notes to the financial statements. Refer to note 31 for disclosure of remuneration to key management personnel. Balances and transactions with related parties other than those disclosed elsewhere in the financial statements are as follows:

Name of parties	Nature of relationship	Nature of transactions	2017		2016	
			Transactions during the year	Closing balance	Transactions during the year	Closing balance
			Rupees			
First Capital Securities Corporation Limited	Associate	Sale of services	97,500	-	30,800	-
		Receivable against advertisement	-	168,600	-	71,100
Pace Pakistan Limited	Associate	Sale of services	16,766,387	-	14,540,010	-
		Rent expense	11,692,296	-	10,629,360	-
		Rent payable	-	-	-	10,484,880
		Markup paid by related party on behalf of company	39,047,185	-	-	-
Pace Barka Properties Limited	Associate	Building rent	5,073,114	-	4,611,918	-
		Sale of services	3,506,114	-	5,495,593	-
First Capital Investments Limited	Associate	Sale of services	-	-	14,000	-
		Advance against advertisement	-	870,180	-	870,180
World Press (Private) Limited	Associate	Printing of MTL Accounts	-	-	387,925	-
		Payable against purchase of services	-	6,556,344	-	6,556,344
First Capital Equities Limited	Associate	Sale of services	126,100	-	30,800	-
		Receivable against advertisement	-	614,324	-	488,224
		Advance against advertisement	-	-	-	39,600
Pace Super Mall	Associate	Receivable against advertisement	-	500	-	500
WTL Services (Private) Limited	Shareholder	Interest on loan	17,275,540	-	16,741,719	-
		Loan received during the period	12,319,990	-	-	-
		Long term finance - unsecured	-	194,187,697	-	183,367,707
		Markup payable	-	34,925,588	-	56,697,232
Chief Executive Officer	Director	Short term borrowing	-	-	-	500,000
		Repayment of borrowing	500,000	-	-	-
Non Executive Director	Director	Short term borrowing	-	-	-	512,000
		Repayment of borrowing	512,000	-	-	-
Chief Operating Officer	Executive Employee	Purchase of vehicle	1,900,000	1,900,000	-	-

### 31 Remuneration of Chief Executive, Directors and Executives

The aggregate amounts charged in the financial statements for the year for remuneration, including all benefits to the Chief executive officer, directors and executives of the Company are as follows:

	Director							
	Chief Executive Officer		Executive Director		Non Executive Director		Executive	
	2017	2016	2017	2016	2017	2016	2017	2016
	<i>Note</i>							
	<b>Rupees</b>							
Managerial remuneration	<b>8,000,400</b>	8,000,400	<b>4,000,200</b>	4,000,200	-	-	<b>22,372,663</b>	17,839,332
Housing allowance	<b>3,200,400</b>	3,200,400	<b>1,600,200</b>	1,600,200	-	-	<b>8,949,736</b>	7,136,268
Utilities	<b>799,200</b>	799,200	<b>399,600</b>	399,600	-	-	<b>2,234,917</b>	1,782,060
Provision for gratuity	<b>4,000,000</b>	3,000,000	<b>2,500,000</b>	2,000,000	-	-	<b>13,216,580</b>	12,976,300
Reimbursable expenses 31.1	-	-	-	-	-	-	<b>2,289,400</b>	2,451,600
	<b>16,000,000</b>	15,000,000	<b>8,500,000</b>	8,000,000	-	-	<b>49,063,296</b>	42,185,560
Number of executives	<b>1</b>	1	<b>1</b>	1	-	-	<b>24</b>	20
Number of non executive directors	-	-	-	-	5	5	-	-

**31.1** This represents fuel and mobile allowance reimbursed to employees of the Company.

The Company has also provided executives with company maintained cars. No fees were paid to any director for attending board and audit committee meetings. No remuneration is being paid to any non-executive directors.

Executives are employees whose basic salary exceeds five hundred thousand rupees in a financial year.



## 32 Segment reporting

### 32.1 Reportable segments

The Company has the following two strategic divisions, which are its reportable segments. These divisions offer different products and services and are managed separately because they require different technology and marketing strategies.

The following summary describes the operations of each reportable segment.

Reportable segments	Operation
Print media	It comprises of "Daily Times" and "AajKal" being the Daily English and Urdu newspapers respectively printed from Lahore, Karachi and Islamabad.
Electronic media	It comprises of "Business Plus" business news channel with cable penetration over metro cities and "Zaiqa" 24 hours dedicated food and culture channel of Pakistan.

The management reviews internal management reports of each division.

### 32.2 Information about reportable segments

Information related to each reportable segment is set out below. Segment operating profit or loss as included in internal management reports reviewed by the Company's top management is used to measure performance because management believes that such information is the most relevant in evaluating the result of the respective segments relative to other entities that operate in the same industries.

	Print media	Electronic media	Total
	Rupees		
<b>For the year ended 30 June 2017</b>			
Turnover - net	237,458,325	148,390,957	385,849,282
Cost of production	(213,997,240)	(123,958,685)	(337,955,925)
Gross loss	23,461,085	24,432,272	47,893,357
Administrative expenses	(99,913,360)	(48,694,915)	(148,608,275)
Other Expenses	(47,295)	(111,020)	(158,315)
	(76,499,570)	(24,373,663)	(100,873,233)
Finance cost			(20,542,271)
Other income			47,536,472
Loss before taxation			(73,879,032)
Taxation			(6,193,541)
Loss after taxation			(80,072,573)

	Print media	Electronic media	Total
	Rupees		
<b>For the year ended 30 June 2016</b>			
Turnover - net	247,542,123	130,350,054	377,892,177
Cost of production	<u>(256,620,738)</u>	<u>(137,599,533)</u>	<u>(394,220,271)</u>
Gross loss	(9,078,615)	(7,249,479)	(16,328,094)
Administrative expenses	(102,094,878)	(38,020,618)	(140,115,496)
Other expenses	<u>(628,538)</u>	<u>(6,754,727)</u>	<u>(7,383,265)</u>
	(111,802,031)	(52,024,824)	(163,826,855)
Finance cost			(19,826,834)
Other income			39,608,623
Loss before taxation			<u>(144,045,066)</u>
Taxation			(4,318,968)
Loss after taxation			<u><u>(148,364,034)</u></u>

**32.2.1** The revenue reported above represents revenue generated from external customers. There were no inter segment revenues during the year. All the segment operating activities, revenue, customers and segment assets are located in Pakistan.

### **32.2.2 Revenue from major products and services**

The analysis of the Company's revenue from external customers for major products and services is given in note 21 to these financial statements.

### **32.2.3 Revenue from major customers**

Revenue from major customers of Print media segment amounts to Rs. 60.84 million out of total print media segment revenue.

Revenue from major customers of Electronic media segment represents an aggregate amount of Rs. 90.36 million out of total Electronic media segment revenue.

**32.3** The accounting policies of the reportable segments are the same as the Company's accounting policies described in note 4.

**32.4** All non-current assets of the Company at 30 June 2017 are located and operating in Pakistan.

**32.5 Segment assets and liabilities**

Reportable segment's assets and liabilities are reconciled to total assets and liabilities as follows:

	Print media	Electronic media	Total
	Rupees		
<b>As at 30 June 2017</b>			
Segment assets for reportable segments	403,941,684	161,186,176	565,127,860
Unallocated corporate assets			12,661,037
Total assets as per balance sheet			<u>577,788,897</u>
Segment liabilities	289,791,241	133,846,169	423,637,410
Unallocated segment liabilities			401,632,973
Total liabilities as per balance sheet			<u>825,270,383</u>
<b>As at 30 June 2016</b>			
Segment assets for reportable segments	427,388,529	240,621,458	668,009,987
Unallocated corporate assets			14,431,447
Total assets as per balance sheet			<u>682,441,434</u>
Segment liabilities	285,080,921	155,171,513	440,252,434
Unallocated corporate liabilities			411,694,150
Total liabilities as per balance sheet			<u>851,946,584</u>

**32.6** For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than advance income tax; and
- all liabilities are allocated to reportable segments other than deferred liability, gratuity due but not paid, lease liability, borrowings and related mark-up payable thereon are not allocated to reporting segments as these are managed by the Company.

**32.7 Other segment information**

	Print media	Electronic media	Total
	Rupees		
<b>For the year ended 30 June 2017</b>			
Capital expenditure	2,270,642	1,211,189	3,481,831
Depreciation, amortization and impairment	33,881,355	56,889,049	90,770,404
Non-cash items other than depreciation, amortization and finance cost	12,147,811	(40,967,499)	(28,819,688)
<b>For the year ended 30 June 2016</b>			
Capital expenditure	2,086,217	1,529,790	3,616,007
Depreciation and amortization	49,925,830	58,450,167	108,375,997
Non-cash items other than depreciation, amortization and finance cost	9,361,231	(11,773,499)	(2,412,268)

**33 Financial instruments**

The Company's activities expose it to a variety of financial risks:

- Credit risk
- Liquidity risk
- Market risk

The Company's overall risk management policy focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

**33.1 Risk management framework**

The Board of Directors has overall responsibility for establishment and over-sight of the Company's risk management framework. The audit committee is responsible for developing and monitoring the Company's risk management policies. The committee regularly meets and any changes and compliance issues are reported to the Board of Directors.

Risk management systems are reviewed regularly by the audit committee to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and responsibilities.

The audit committee oversees compliance by management with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

**33.2 Credit risk**

Credit risk represents the financial loss that would be recognized at the reporting date if counter-parties failed completely to perform as contracted. The Company does not have significant exposure to any individual counterparty. To manage credit risk the financial viability of all counterparties is regularly monitored and assessed. Outstanding customer receivables are regularly monitored.

**Exposure to credit risk**

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the balance sheet date was:

	<i>Note</i>	<b>2017</b> <b>Rupees</b>	2016 Rupees
Long term deposits		<b>6,751,283</b>	6,436,283
Trade debts	9	<b>132,019,073</b>	120,393,758
Advances and other receivables	10	<b>3,008,752</b>	27,923,917
Bank balances	11	<b>2,611,576</b>	5,329,233
		<b><u>144,390,684</u></b>	<u>160,083,191</u>

**Credit quality of financial assets**

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings or to historical information about counterparty.

**a) Long term deposits**

Long term deposits represent mainly deposits with Pak Sat International (Private) Limited, hence the management believes that no impairment allowance is necessary in respect of these long term deposits.

**b) Trade debts**

The trade debts as at the balance sheet date are classified in Pak Rupees. The aging of trade receivables at the balance sheet date is:

	<b>2017</b>	2016
	<b>Rupees</b>	Rupees
Neither past due nor impaired ( 1-90 days )	<b>83,492,553</b>	82,396,413
Past due (91 - 120 days)	<b>21,412,948</b>	12,216,654
Past due (120 - 360 days)	<b>27,113,572</b>	22,641,155
Past due more than 360 days	<b>136,406,165</b>	139,126,933
	<b>184,932,685</b>	173,984,742
Provision for doubtful debts	<b>(136,406,165)</b>	(135,987,397)
	<b>132,019,073</b>	120,393,758

The recommended approach for provision is to assess the trade receivables on an individual basis and apply dynamic approach to the remainder of receivables. The procedure introduces a company-standard for dynamic provisioning to provide impairment loss for the outstanding receivable when overdue more than a year. The Company does not create provision against debtors which are secured against liquid assets as the management believes that no impairment loss is required in such cases.

Ageing of trade receivables from related parties is as follows:

	<b>2017</b>				
	Neither past due nor impaired (1 to 90 days)	Past due (91 - 120 days)	Past due more than 121 days	Impaired	Total
	<b>Rupees</b>				
First Capital Securities Corporation Limited	<b>168,600</b>	-	-	-	<b>168,600</b>
First Capital Equities Limited	<b>614,324</b>	-	-	-	<b>614,324</b>
Pace Super Mall	-	-	-	<b>500</b>	<b>500</b>
	<b>782,924</b>	-	-	<b>500</b>	<b>783,424</b>

Based on past experience the management believes that no impairment allowance is necessary in respect of amounts due from related parties.

	<b>2016</b>				
	Neither past due nor impaired (1 to 90 days)	Past due (91 - 120 days)	Past due more than 121 days	Impaired	Total
	<b>Rupees</b>				
First Capital Securities Corporation Limited	71,100	-	-	-	71,100
First Capital Equities Limited	488,224	-	-	-	488,224
Pace Super Mall	-	-	-	500	500
	559,324	-	-	500	559,824

**c) Advances and other receivables**

This mainly represents advance given to employees of the Company. Based on the past experience, management of the Company is confident that these balances are recoverable.

**d) Bank balances**

The Company's exposure to credit risk against balances with various commercial banks is as follows:

<b>Cash at bank</b>	<b>2017</b>	2016
	<b>Rupees</b>	Rupees
Local currency		
- Current accounts	<b>26,958</b>	3,567,033
Markup based deposits with conventional banks		
- Deposit and saving accounts	<b>2,550,834</b>	1,722,013
	<b>2,577,792</b>	5,289,046
Foreign currency - current account	<b>33,784</b>	40,187
	<b>2,611,576</b>	5,329,233

The credit quality of Company's bank balances can be assessed with reference to external credit rating agencies as follows::

<b>Banks</b>	<b>Rating</b>		<b>Rating Agency</b>	<b>2017</b>	2016
	<b>Short Term</b>	<b>Long Term</b>			
Faysal Bank Limited	A 1 +	AA	PACRA	<b>37,763</b>	90,909
Habib Metropolitan Bank Limited	A 1 +	AA+	PACRA	<b>21,709</b>	2,061,585
Bank Alfalah Limited	A 1 +	AA+	PACRA	<b>1,556,012</b>	1,279,404
Allied Bank Limited	A 1 +	AA+	PACRA	<b>996,092</b>	1,886,786
NIB Bank Limited	A 1 +	AA-	PACRA	-	10,549
				<b>2,611,576</b>	5,329,233

Due to the Company's long standing business relationships with these counterparties and after giving due consideration to their strong financial standing, management does not expect non performance by these counter parties on their obligations to the Company. Accordingly, the credit risk is minimal.

**33.3 Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's approach to managing liquidity is to ensure as far as possible to always have sufficient liquidity to meet its liabilities when due. The Company is materially exposed to liquidity risk as substantially all obligations / commitments of the Company are short term in nature, and due to insufficient liquidity, the Company was unable to repay the loans and lease obligations to its lenders. As explained in note 2, the Company's ability to continue as going concern is substantially dependent on its ability to successfully manage the liquidity risk.

**Exposure to currency risk**

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows. The figures represent foreign currency balances after conversion in Pak Rupees using exchange rates prevailing at the balance sheet date.

	<b>2017 Rupees</b>	2016 Rupees
<b><u>Assets</u></b>		
Cash at bank	33,784	40,187
<b><u>Assets</u></b>		
Creditors	<b>(14,831,496)</b>	(33,214,505)
<b>Net balance sheet exposure</b>	<b><u>(14,797,712)</u></b>	<b><u>(33,174,318)</u></b>

The following significant exchange rates have been applied:

	<b>Average Rate</b>		<b>Reporting date rate</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
GBP to PKR	137.63	153.55	135.14	140.12
USD to PKR	104.85	104.49	105.00	104.70

**Sensitivity analysis:**

At reporting date, if the PKR had strengthened by 10% against the foreign currencies with all other variables held constant, profit before tax for the year would have been higher / (lower) by the amount shown below. The analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	<b>2017 Rupees</b>	2016 Rupees
<b>Effect on profit and loss</b>		
GBP	<b>(3,378)</b>	(4,019)
USD	<b>1,483,150</b>	3,321,451
	<b><u>1,479,772</u></b>	<b><u>3,317,432</u></b>

The weakening of the PKR against foreign currencies would have had an equal but opposite impact on the profit.

**33.4.2 Interest rate risk**

Interest rate risk is the risk that fair values or future cash flows of a financial instrument will fluctuate because of changes in interest rates. Sensitivity to interest rate risk arises from mismatch of financial assets and financial liabilities that mature or re-price in a given period.

The effective interest / mark-up rates for interest / mark-up bearing financial instruments are mentioned in relevant notes to the financial statements. The Company's interest / mark-up bearing financial instruments as at the reporting date are as follows:

	<b>2017</b>		2016	
	<b>Financial assets</b>	<b>Financial liabilities</b>	Financial assets	Financial liabilities
	Rupees		Rupees	
<b><u>Variable Rate Instruments</u></b>				
Balance with bank - deposit account	<b>2,550,834</b>	-	1,722,013	-
Long term finance - unsecured	-	<b>194,187,697</b>	-	183,367,707
	<b><u>2,550,834</u></b>	<b><u>194,187,697</u></b>	<b><u>1,722,013</u></b>	<b><u>183,367,707</u></b>

value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date (level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (level 2).
- Unobservable inputs for the asset or liability (level 3).

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:

***Fair value measurement of financial instruments***

		Carrying amount			Fair value		
		Loans and receivables at amortized cost	Financial liabilities at amortized cost	Total	Level 1	Level 2	Level 3
	<i>Note</i>						
				<b>Rupees</b>			
<b>On-Balance sheet financial instruments</b>							
<b>30 June 2017</b>							
<b>Financial assets not measured at fair value</b>							
Long term deposits		6,751,283	-	6,751,283	-	-	-
Trade debts	33.5.1	132,019,073	-	132,019,073	-	-	-
Advances and other receivables	33.5.1	3,008,752	-	3,008,752	-	-	-
Bank balances	33.5.1	2,611,576	-	2,611,576	-	-	-
		<u>144,390,684</u>	<u>-</u>	<u>144,390,684</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Financial liabilities not measured at fair value</b>							
Long term loans - unsecured	33.5.1	-	194,187,697	194,187,697	-	-	-
Liabilities against assets subject to finance lease	33.5.1	-	18,435,589	18,435,589	-	-	-
Trade and other payables	33.5.1	-	385,222,251	385,222,251	-	-	-
Short term borrowing	33.5.1	-	50,295,520	50,295,520	-	-	-
Accrued mark-up	33.5.1	-	55,419,959	55,419,959	-	-	-
		<u>-</u>	<u>703,561,016</u>	<u>703,561,016</u>	<u>-</u>	<u>-</u>	<u>-</u>



**Sensitivity analysis for fixed rate instruments**

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit and loss account. Therefore a change in interest rates at the reporting date would not affect profit and loss account.

**Sensitivity analysis for variable rate instruments**

A change of 100 basis points in interest rates at the reporting date would have increased / decreased loss before tax for the year by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Profit or loss	
	100 bps Increase	100 bps Decrease
	..... Rupees .....	
<b>As at 30 June 2017</b>		
Cash flow sensitivity - Variable rate financial liabilities	(1,916,369)	1,916,369
<b>As at 30 June 2016</b>		
Cash flow sensitivity - Variable rate financial liabilities	(1,816,457)	1,816,457

**33.4.3 Other price risk**

Price risk represents the risk that the fair value of a financial instrument will fluctuate because of changes in the market prices (other than those arising from interest / mark-up rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all or similar financial instruments. The Company is not exposed to any other price risk.

**33.5 Fair values of financial instruments**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Underlying the definition of fair value is the presumption that the Company is a going concern without any intention or requirement to curtail materially the scale of its operations or to undertake a transaction on adverse terms.

The fair value of financial assets and liabilities traded in active markets i.e. listed equity shares are based on the quoted market prices at the close of trading on the period end date. The quoted market prices used for financial assets held by the Company is current bid price.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis.

IFRS 13, 'Fair Value Measurements' requires the Company to classify fair value measurements using a fair

The following are the contractual maturities of financial liabilities as on 30 June 2017 :

		Carrying amount	Contracted cash flow	Up to one year or less	More than two years
Rupees					
<b><i>Financial liabilities</i></b>					
Long term finance - unsecured	14	194,187,697	274,057,097	17,748,756	256,308,341
Trade and other payables	16	385,222,251	385,222,251	385,222,251	-
Accrued mark-up	17	55,419,959	55,419,959	55,419,959	-
Short term borrowings	18	50,295,520	50,295,520	50,295,520	-
Liabilities against assets subject to finance lease	19	18,435,589	18,435,589	18,435,589	-
		<b>703,561,016</b>	<b>783,430,416</b>	<b>527,122,075</b>	<b>256,308,341</b>

The following are the contractual maturities of financial liabilities as on 30 June 2016 :

		Carrying amount	Contracted cash flow	Up to one year or less	More than two years
Rupees					
<b><i>Financial liabilities</i></b>					
Long term finance - unsecured	14	183,367,707	282,936,372	16,594,777	266,341,595
Trade and other payables	16	427,375,482	427,375,482	427,375,482	-
Accrued mark-up	17	77,191,603	77,191,603	77,191,603	-
Short term borrowings	18	51,307,520	51,307,520	51,307,520	-
Liabilities against assets subject to finance lease	19	16,259,634	16,259,634	16,259,634	-
		<b>755,501,946</b>	<b>855,070,611</b>	<b>588,729,016</b>	<b>266,341,595</b>

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amount.

### 33.4 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk, interest rate risk and other price risk.

#### 33.4.1 Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. It arises mainly where receivables and payables exist due to transactions entered in foreign currency. The Company is exposed to foreign currency's assets and liabilities risk at year end.

Fair value measurement of financial instruments

	Note	Carrying amount			Fair value		
		Loans and receivables at amortized cost	Financial liabilities at amortized cost	Total	Level 1	Level 2	Level 3
On-Balance sheet financial instruments							
30 June 2016							
Financial assets not measured at fair value							
Long term deposits		6,436,283	-	6,436,283	-	-	-
Trade debts	33.5.1	120,393,758	-	120,393,758	-	-	-
Advances and other receivables	33.5.1	27,923,917	-	27,923,917	-	-	-
Bank balances	33.5.1	5,329,233	-	5,329,233	-	-	-
		<u>160,083,191</u>	<u>-</u>	<u>160,083,191</u>	<u>-</u>	<u>-</u>	<u>-</u>
Financial liabilities not measured at fair value							
Long term loans - unsecured	33.5.1	-	183,367,707	183,367,707	-	-	-
Liabilities against assets subject to finance lease	33.5.1	-	16,259,634	16,259,634	-	-	-
Trade and other payables	33.5.1	-	427,375,482	427,375,482	-	-	-
Short term borrowing	33.5.1	-	51,307,520	51,307,520	-	-	-
Accrued mark-up	33.5.1	-	77,191,603	77,191,603	-	-	-
		<u>-</u>	<u>755,501,946</u>	<u>755,501,946</u>	<u>-</u>	<u>-</u>	<u>-</u>

**33.5.1 Fair value versus carrying amounts**

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

**34 Capital risk management**

The Board's policy is to maintain an efficient capital base so as to maintain investor, creditor and market confidence and to sustain the future development of its business. The Board of Directors monitors the return on capital employed, which the Company defines as operating income divided by total capital employed. The Board of Directors also monitors the level of dividends to ordinary shareholders.

The Company's objectives when managing capital are:

- (i) to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- (ii) to provide an adequate return to shareholders.

The Company manages the capital structure in the context of economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares, or sell assets to reduce debt.

Neither there were any changes in the Company's approach to capital management during the year nor the Company is subject to externally imposed capital requirements.

**35 Number of employees**

The total average number of employees during the year and as at June 30, 2017 and 2016 respectively are as follows:

	2017	2016
	No. of employees	
Average number of employees during the year	<u>428</u>	<u>403</u>
Number of employees as at June 30	<u>431</u>	<u>400</u>

**36 Date of authorization for issue**

These financial statements were authorized for issue on 02 October 2017 by the Board of Directors of the Company in their meeting held on 02 October 2017.

# Media Times Limited

## FORM OF PROXY

The Company Secretary  
 Media Times Limited  
 Head Office, 2nd Floor, Pace Shopping Mall  
 Fortress Stadium, Lahore Cantt  
 Lahore

Folio No./CDC A/c No.: _____
Shares Held: _____

**Option 1**  
 Appointing other person as Proxy

I/We \_\_\_\_\_ S/o D/o W/o  
 \_\_\_\_\_ CNIC \_\_\_\_\_ being the member(s) of Media Times  
 Limited hereby appoint Mr./Mrs./Ms./ \_\_\_\_\_ S/o D/o W/o  
 \_\_\_\_\_ CNIC \_\_\_\_\_ or failing him / her Mr. / Mrs. Miss  
 \_\_\_\_\_ S/o. D/o. W/o. \_\_\_\_\_ CNIC  
 \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our behalf at the Annual General meeting  
 of the Company to be held on 28 October 2017 at 10:30 a.m. and at any adjournment thereof.

Signed under my/our hands on this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Affix Revenue Stamp of  
 Rupees Five

\_\_\_\_\_  
 Signature of member  
 (Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

\_\_\_\_\_  
 Signature of Witness 1

\_\_\_\_\_  
 Signature of Witness 2

**Option 2**  
**E-voting as per the Companies (E-voting) Regulations, 2016**

I/we \_\_\_\_\_ S/o D/o W/o \_\_\_\_\_ CNIC \_\_\_\_\_ being a member of Media Times  
 Limited holder of \_\_\_\_\_ Class \_\_\_\_\_ Ordinary share(s) as per Registered Folio No. \_\_\_\_\_ hereby opt for e-  
 voting through intermediary and hereby consent the appointment of execution officer \_\_\_\_\_ as  
 proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for  
 resolutions. My secured email address is \_\_\_\_\_, please send login details, password and electronic  
 signature through email.

\_\_\_\_\_  
 Signature of member  
 (Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

\_\_\_\_\_  
 Signature of Witness 1

\_\_\_\_\_  
 Signature of Witness 2

(Please See Notes on reverse)

## Notes

1. A member eligible to attend and vote at the meeting may appoint another member as proxy to attend and vote in the meeting. Proxies in order to be effective must be received by the company at the Registered Office not later than 48 hours before the time for holding the meeting.
2. In order to be valid, an instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the Head Office of the Company 2nd and 3rd Floor, Pace Shopping Mall, Fortress Stadium, Lahore Cantt. Lahore, not less than 48 hours before the time of the meeting. Pursuant to SECP Companies (E-Voting) Regulations, 2016, Members can also exercise their right to vote through e-voting by giving their consent in writing at least 10 days before the date of the meeting to the Company on the appointment of Execution officer by the intermediary as Proxy.
  - a) Individual beneficial owners of CDC entitled to attend and vote at the meeting must bring his/her participant ID and account/sub-account number along with original CNIC or passport to authenticate his/her identity. In case of Corporate entity, resolution of the Board of Directors/Power of attorney with specimen of nominees shall be produced (unless provided earlier) at the time of meeting.
  - b) For appointing of proxies, the individual beneficial owners of CDC shall submit the proxy form as per above requirement along with participant ID and account/sub-account number together with attested copy of their CNIC or Passport. The proxy form shall be witnessed by two witnesses with their names, addresses and CNIC numbers. The proxy shall produce his/her original CNIC or Passport at the time of meeting. In case of Corporate entity, resolution of the Board of Directors/Power of attorney along with specimen signatures shall be submitted (unless submitted earlier) along with the proxy form.

# Media Times Limited

## پراکسی فارم

فولیو نمبر / CDC اکاؤنٹ نمبر: .....

موجودہ حصص: .....

کمپنی سیکریٹری

میڈیا ٹائمز لمیٹڈ

مرکزی دفتر، دوسری منزل، پیس شاپنگ مال،

فورٹ ریس سٹیڈیم، لاہور کینٹ، لاہور

پہلی وضع

دوسرے شخص کو پراکسی مقرر کرنا

میں/ہم..... ولد/زوجہ/بنت..... شناختی کارڈ

نمبر..... کے حامل میڈیا ٹائمز لمیٹڈ کے رکن کی حیثیت سے

..... ولد/بنت/زوجہ..... شناختی کارڈ نمبر

..... کو اس کی ناکامی کی صورت میں..... ولد/بنت/زوجہ

..... شناختی کارڈ نمبر..... 28 اکتوبر 2017ء کو صبح 10:30 بجے منعقد ہونے والے

سالانہ اجلاس یا اس کے کسی بھی وقفہ میں عام میں اپنی/ہماری جگہ شرکت اور ووٹ کرنے کے لئے اپنا/ہمارا پراکسی مقرر کرتے ہیں۔

بتاریخ.....

زیر دستخطی.....

رکن کے دستخط

(دستخط کمپنی میں رجسٹرڈ نمونہ دستخط کے عین مطابق ہونے چاہئیں)

کی موجودگی میں دستخط کئے گئے

.....

گواہ 2 کے دستخط

گواہ 1 کے دستخط

دوسری وضع

کمپنیز (برقی ووٹنگ) ریگولیشنز 2016ء کے تحت برقی ووٹنگ

میں/ہم..... ولد/زوجہ/بنت..... شناختی کارڈ

نمبر..... کے حامل میڈیا ٹائمز لمیٹڈ کے رکن اور..... حصص، درجہ.....، فولیو نمبر

..... کے تحت عمومی حصص کے مالک ہونے کی حیثیت سے ثالث کے ذریعے برقی ووٹنگ کرنا چاہتے ہیں اور اس لئے کمپنیز (برقی ووٹنگ) ریگولیشنز

2016ء کے تحت ایگزیکوشن آفیسر..... کی پراکسی کے طور پر تقرری پر رضامندی کا اظہار کرتے ہیں۔ اس لئے ہم

قراردادوں پر پولنگ میں ووٹ کا مطالبہ کرتے ہیں۔ میرا محفوظ ای میل ایڈریس..... ہے برائے مہربانی لاگ ان کی تفصیلات،

پاس ورڈ اور برقی دستخط اس ای میل پر بھیج دیں۔

بتاریخ.....

زیر دستخطی.....

کی موجودگی میں دستخط کئے گئے

.....

گواہ 2 کے دستخط

گواہ 1 کے دستخط

(برائے مہربانی پشت پر نوٹس دیکھیں)

# Media Times Limited

## نوٹس:

1. سالانہ اجلاس میں شرکت اور ووٹ کا اہل کسی دوسرے رکن کو اپنی جگہ شرکت اور ووٹ کرنے کے لئے پراکسی مقرر کر سکتا ہے۔ توثیق کی غرض سے اجلاس کے انعقاد سے 48 گھنٹے پہلے پراکسی کمپنی کے رجسٹرڈ آفس میں پہنچ جانی چاہئیں۔
  2. جائز ہونے کی غرض سے، پراکسی کا دستاویز اور مختار نامہ یا اتھارٹی (اگر کوئی ہے) جسے کے ماتحت اس پر دستخط کئے گئے ہیں، یا ایسے مختار نامہ کی نوٹری سے تصدیق شدہ نقل اجلاس کے انعقاد سے 48 گھنٹے پہلے کمپنی کے مرکزی دفتر واقع دوسری اور تیسری منزل، پیش شاپنگ مال، فورٹریس سٹیڈیم، لاہور کینٹ، لاہور میں پہنچ جانی چاہئیں۔ SECP کمپنیز (برقی ووٹنگ) ریگولیشنز 2016ء پر عمل درآمد کرتے ہوئے اراکین ثالث بطور پراکسی کی جانب سے ایگزیکوشن آفیسر کی تعیناتی پر کمپنی کے اجلاس کے انعقاد سے 10 دن پہلے اپنی تحریری رضامندی سے مشروط برقی ووٹنگ کے ذریعے اپنا حق رائے دہی استعمال کر سکتے ہیں۔
- (a) CDC کے واحد بینی فیشیئل مالک جو اجلاس میں شرکت اور ووٹ کرنے کے اہل ہیں، اپنی شراکت کی شناخت، اکاؤنٹ اور ذیلی اکاؤنٹ نمبر بمع اصلی CNIC یا پاسپورٹ دکھا کر اپنی شناخت کروائیں گے۔ کاروباری ادارہ ہونے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد/مختار نامہ بمع نامزدگان کے نمونہ کے دستخط (اگر یہ قبل ازیں فراہم نہ کیا گیا ہے) اجلاس کے انعقاد کے وقت پیش کرنا ہوں گے۔
- (b) پراکسی کے تقرر کے لئے CDC کے انفرادی بینی فیشیئل مالکان شراکت کے آئی ڈی، اکاؤنٹ/ذیلی اکاؤنٹ نمبر بمع CNIC یا پاسپورٹ کی مصدقہ نقول کے مندرجہ بالا ضروریات کے مطابق پراکسی فارم جمع کرائیں گے۔ دو گواہان اپنے نام، پتا اور CNIC نمبر کے ہمراہ پراکسی فارم کی توثیق کریں گے۔ اجلاس کے انعقاد کے وقت پراکسی اپنا اصلی CNIC یا پاسپورٹ پیش کریں گے۔ کاروباری ادارہ کی صورت میں، بورڈ آف ڈائریکٹرز/پاور آف اٹارنی بمع نمونہ کے دستخط پراکسی فارم کے ہمراہ جمع کرانے ہوں گے۔