third quarterly report 2025

engro holdings
(formerly Dawood Hercules Corporation)

journey to building character

company information

board of directors:
Mr. Hussain Dawood – Chairman
Ms. Sabrina Dawood – Director
Mr. Muhammed Amin – Independent Director
Mr. Isfandiyar Shaheen – Independent Director
Mr. Ahmed Ebrahim Hasham – Independent Director
Mr. Sohail Tai – Independent Director
Mr. Abdul Samad Dawood – Vice Chairman and Chief Executive Officer

chief executive officer
Mr. Abdul Samad Dawood

chief financial officer
Mr. Farooq Barkat Ali

company secretary
Mr. Muhammad Amin

board audit and risk committee
Mr. Muhammed Amin – Chairman
Mr. Isfandiyar Shaheen – Member
Mr. Sohail Tai – Member

human resource and remuneration committee
Mr. Isfandiyar Shaheen – Chairman
Mr. Ahmed Ebrahim Hasham – Member
Ms. Sabrina Dawood – Member

board investment committee
Mr. Abdul Samad Dawood – Chairman
Mr. Muhammed Amin – Member
Mr. Isfandiyar Shaheen – Member
Mr. Sohail Tai – Member
Mr. Ahmed Ebrahim Hasham – Member

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Email: investor.relations@engro.com
Website: www.engro.com

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bankers
Habib Bank Limited
United Bank Limited
Meezan Bank Limited
MCB Bank Limited
Bank Al Habib Limited
Bank AlFalah Limited
Habib Metropolitan Bank Limited
National Bank of Pakistan
Pak Kuwait Investment Company (Private) Limited
Pak Brunei Investment Company Limited
Pak China Investment Company Limited
Bank of Punjab
Allied Bank Limited
MCB Bank Islamic Limited
Faysal Bank Limited
Bank Islami Pakistan Limited
Askari Bank Limited
Industrial & Commercial Bank of China Limited
Bank of Khyber
Dubai Islamic Bank Limited
International Finance Corporation (IFC)
JS Bank Limited
Soneri Bank Limited
Standard Chartered Bank (Pakistan) Limited
Albaraka Bank Pakistan Limited

shares registrar
FAMCO Share Registration Services (Pvt) Limited
8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S,
Shahra-e-Faisal, Karachi.
Tel: +92 (21) 34380101-5
Email: info.shares@famcosrs.com

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legal advisor
Haidermota & Co (Barristers at law)
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directors' report

Directors' Report for the nine months ended September 30, 2025

Dear Shareholders,

Engro remains committed to its objective of being a responsible custodian of shareholder capital. The Company continues to define success through its commitment to maximizing long-term shareholder value, a principle that guides all capital allocation and investment decisions. Engro recognizes the importance of transparency and accountability in communicating progress toward this objective, as the confidence and trust of shareholders remain central to the Company's governance philosophy and long-term strategic direction.

In Numbers

For the nine months ended September 30, 2025, the Company posted a consolidated profit after tax (PAT) of PKR 86,152 million (of which PKR 42,017 million was attributable to Engro shareholders), with an EPS of PKR 34.89 this year versus PKR 13.21 last year. Much of the increase arises from reversal of previously recognized impairment during 2023 and 2024, linked to our thermal energy assets, which were previously classified as "held for sale." Excluding this one-off impact, consolidated PAT attributable to shareholders stood at PKR 15,156 million, reflecting core earnings.

On a standalone basis, the Company posted a PAT of PKR 370 million compared with PKR 6,114 million in the same period last year, translating into an EPS of PKR 0.31 versus PKR 12.70. As noted earlier, the numbers do not reflect a decline in the underlying health of the business. The drop is primarily due to the transfer of income-generating investments to DH Partners under the Scheme of Arrangement that became effective on January 1, 2025, coupled with reduction in dividends from Engro Corp as it retains its earnings to fund the Deodar transaction. .

Note on Major Accounting Impacts

As highlighted earlier, performance during this period was influenced by following three major factors. For shareholders, it is important to note that movements in reported EPS and PAT largely stem from structural changes and a one-time impairment reversal, rather than any shift in the underlying strength of the businesses.

1. **Creation of Engro Holdings:** Effective January 1, 2025, Engro Corporation became a wholly owned subsidiary of the Company. As a result, profit attributable to owners now reflects 100% versus 39.97% last year. In addition, 723 million new shares were issued. This expanded base impacts EPS comparisons.

2. **Thermal Energy Assets:** Engro Energy's divestment agreements of its thermal assets were terminated, leading to their reclassification as continuing operations under IFRS 5. This resulted in the reversal of previously recognized impairment and other related adjustments amounting to PKR 54,174 million (Owners' share: PKR 26,861 million).

3. **Consolidation of Deodar Towers:** On June 3, 2025, the Group consolidated Deodar (~10,600 towers) following completion of the transaction with PMCL. The assets and liabilities were recorded at provisional fair values of PKR 220,612 million and PKR 167,679 million respectively, with Deodar's results included in the financials from that date onwards.

Asset developments

Fertilizers

Our fertilizer business remains the cornerstone of Engro's portfolio. During the period, industry off-takes were impacted by weaker farmer economics and flood-related damage to cropped areas, weighing on short-term demand. The business continues to navigate these challenges through agile customer engagement, while management remains focused on operational discipline and efficiency to ensure long-term strength and resilience.

Polymers

Our polymer business continues to operate in the most challenging environment across our portfolio. It is contending with several headwinds simultaneously: historically low core delta, sharp increases in gas prices, weaker market demand, and tariff rationalization. Our management teams remain focused on improving cashflows, lowering breakeven cost per ton, and strengthening the balance sheet to ensure the business remains resilient through the cycle. In parallel, securing a reliable and affordable energy solution remains a strategic priority, as energy forms the foundation of long-term competitiveness in this business.

Telecom Infrastructure (Towers)

Our decision to consolidate Deodar and scale into a 15,000-tower portfolio is one of the most important capital allocations call we have made. Our immediate priorities are clear: integrate the business effectively, invest in efficiency, provide better solutions to our customers that translate into higher tenancy, and build new infrastructure profitably where networks need strengthening. This disciplined approach will allow the business to compound value for years to come.

There are challenges as well. The recent increase in minimum taxes on the sector makes it harder to invest, which in turn slows down the pace at which society can benefit from shared infrastructure. We will continue to engage with stakeholders to address this, while maintaining focus on the fundamentals we control.

Energy

Our energy businesses remain stable and resilient. EPTL dispatched a Net Electrical Output of 2,789 GWh during the period, versus 2,573 GWH in the same period last year, despite undergoing planned maintenance, and remains one of the lowest-cost thermal baseload plants in the system, delivering reliable operations and steady cash generation for the Group. While debt service obligations will continue until 2029, the reduction in tariff after repayment will make Thar power an even cheaper source of energy for the country.

EPQL dispatched 570 GWH to the national grid, versus 649 GWH in the same period last year. The asset remains under evaluation for monetization. SECMC's Phase III expansion is progressing, enhancing both the durability of returns and Pakistan's long-term energy security.

The power sector has been undergoing adjustments as the government works to address structural challenges in the market. In this environment, our focus remains on being a reliable partner, operating efficiently, honouring commitments, and ensuring our assets continue to serve both national needs and shareholder interests.

Foods

Our foods business has continued to demonstrate resilience despite a difficult operating environment. The imposition of sales tax on the formal dairy sector, combined with weak legislation, has distorted the market in favour of the informal sector. This reduces our ability to scale, limits investment in productivity, and ultimately constrains the sector's contribution to both national growth and shareholder returns. Against these headwinds, management has responded with operational improvements and cost discipline, ensuring performance remains stable.

Terminals

Our terminal businesses continue to play a critical role in ensuring the country's gas and chemical supply chains function smoothly, accounting for ~15% of the total gas supply of the country. The businesses continue to provide stable cashflows and remain strategically important to Pakistan's energy and industrial value chains. However, the recent increase in minimum taxes on the sector has put additional financial pressures, indirectly affecting the broader benefits the terminals provide to industry and society. We continue to engage with stakeholders to address this issue while maintaining focus on operational excellence and the fundamentals within our control.

Trading

Engro Eximp FZE, the Company's international trading subsidiary, continued to demonstrate growth during the period, delivering a strong topline performance driven by enhanced trading activity and higher volumes. Beyond its financial contribution, the business provides the Group with a strategic international presence, thereby diversifying the portfolio and enhancing exposure to global markets.

Dividend Policy

Your Board has elected not to declare an interim dividend for 2025, reflecting a measured and deliberate approach to capital deployment aimed at maximizing long-term shareholder value.

The immediate priority remains to fund the remaining obligations of the towers transaction, which the Board continues to view as a strategic investment of significant importance in Engro's history. This transaction is expected to generate stable and enduring cash flows in the years ahead. Accordingly, the retention of earnings to support this investment represents, in the Board's view, the most prudent course to create sustainable value for shareholders.

Outlook

As we look ahead, Pakistan's economy shows signs of cautious optimism. Inflation is easing, reserves are more stable, and growth could strengthen if reforms continue. Yet Pakistan's vulnerabilities and structural challenges remain formidable, requiring concerted adjustment and committed reform efforts.

For us, these uncertainties only reinforce the importance of our central goal: every decision we make on your capital is aimed at delivering sustainable, compounding cashflows per share.

- **Fertilizers** are expected to benefit from improved farmer economics driven by stronger wheat prices, sustaining cotton price parity, and enhanced irrigation prospects following above-average water availability due to heavy monsoon inflows. While these trends support short-term performance, they also reinforce our belief in the potential of this business.
- **Polymers** will remain under pressure until energy costs and global demand stabilise. Here, our capital discipline is about optimizing cashflows, reducing costs to reduce the cash breakeven per ton and strengthening our balance sheet so that returns can compound when the cycle inevitably turns.
- **Telecom infrastructure** is a growth engine. As data demand rises with Pakistan's digital ambitions, telecom infrastructure will remain essential. Through integration, tenancy growth, and disciplined capital deployment, our tower portfolio is positioned to become one of the most reliable sources of long-term cashflows, underscoring our confidence in the structural strength of this business.
- **Energy** will continue to deliver stable operations. EPTL will become even cheaper source of power post-2029 as debt is repaid, while monetisation of EPQL and expansion at SECMC will help rebalance the portfolio in line with our priorities.
- **Foods** faces distorted policy headwinds. We remain confident in the long-term opportunity as sector formalisation unlocks demand, improves yields, and positions Pakistan for export potential.
- **Terminals and Trading** will continue to provide stability and diversification, anchoring resilience and expanding our strategic reach internationally.

Looking forward, we believe Engro's portfolio is positioned at the intersection of several national priorities - food security, water infrastructure, digital connectivity, and energy resilience. These are not just societal imperatives but also long-term demand drivers for our businesses. By aligning with them, we aim to create enduring value for both Pakistan and our shareholders.

Character and Good Manners

At the heart of our culture is Character and Good Manners (CGM) — our guiding framework shaped by Truth, Trust, Humility, Integrity, and Striving in Hardship (TTHIS). At Engro, CGM and TTHIS are more than just guiding philosophies; they form the foundation of our values, shaping the way we conduct business and interact with stakeholders. These principles are embedded in our code of conduct, driving ethical decision-making, creating a culture of trust, and ensuring that we operate with integrity and resilience. As we continue to expand and innovate, this framework serves as our foundation, helping us build a purpose-driven organization that delivers excellence.

Business Sustainability

Engro's diverse businesses operate within an increasingly complex environment, requiring continuous evaluation of both strategic direction and the level of risk each business is prepared to assume. To enable this, clear responsibilities are embedded across the organization, ensuring that risk oversight is integrated into the way we protect and sustain long-term business performance.

We view risk management not as a control mechanism, but as a core enabler of sustainable value creation, essential to protecting and enhancing shareholder returns. Our approach includes managing externalities and risks that impact sustainable operations, including those related to social and natural capital. A comprehensive, risk-based Health, Safety, and Environment (HSE) management system, built around effective barrier management, has been tailored for Engro, enabling the proactive identification, prevention, and mitigation of risks across P-E-A-R: People, Environment, Assets, and Reputation.

Our broader sustainability vision is anchored in environmental stewardship, positive societal impact, and responsible business practices, all of which are detailed in Engro's Sustainability Report.

DE&I

Guided by the belief that a diverse workforce is not only a social imperative but an economic one, we view Diversity & Inclusion as a strategic priority in building a future-ready organization. Our people strategy, initiatives, and employment practices are designed to promote gender diversity, support individuals with disabilities, and embrace generational inclusion. From recruitment to coaching and mentoring, we implement programs such as break key baad program ensuring equal opportunities, fair representation, and an environment where all talent is empowered to grow, contribute, and reach their full potential.

Closing

The Board extends its appreciation to our shareholders for their continued trust, our colleagues for their dedication, our regulators and government partners for their support, and our customers for their confidence. Together, these stakeholders enable Engro to remain disciplined, diversified, and focused on creating sustainable long-term value.

Hussain Dawood
Chairman

Abdul Samad Dawood
Chief Executive Officer

consolidated financial statements

ENGRO HOLDINGS LIMITED
(FORMERLY DAWOOD HERCULES CORPORATION LIMITED)

CONSOLIDATED CONDENSED
INTERIM FINANCIAL STATEMENTS (UNAUDITED)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
CONSOLIDATED CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2025

(Amounts in thousand)

	Note	(Unaudited) September 30, 2025	(Audited) December 31, 2024
		----------Rupees----------	
ASSETS			
Non-current assets			
Property, plant and equipment	5	535,474,017	196,624,590
Right-of-use-assets		21,826,210	8,190,888
Intangible assets		27,410,849	5,942,405
Goodwill	1.4.4	2,306,225	-
Long-term investments	6	45,415,428	30,422,677
Financial assets at amortized cost		5,139,872	4,268,249
Derivative financial instruments	7	2,978,922	226,087
Net investment in leases		41,289,123	47,783,306
Long-term loans, advances, deposits and other receivables		10,645,425	5,917,192
		692,486,071	299,375,394
Current assets			
Derivative financial instruments	7	53,063	-
Stores, spares and loose tools		14,455,167	13,521,629
Stock-in-trade	8	72,490,049	40,567,499
Trade debts	9	53,909,800	18,827,227
Loans, advances, deposits and prepayments		16,074,852	10,490,824
Other receivables		53,247,599	15,772,729
Accrued income		219,195	272,079
Contract assets		7,312,335	4,015,945
Current portion of net investment in leases		9,198,399	8,500,989
Taxes recoverable		25,838,248	-
Short-term investments		77,593,645	82,072,129
Cash and bank balances		37,422,053	13,061,440
		367,814,405	207,102,490
Assets classified as held for sale	10	-	262,859,218
TOTAL ASSETS		**1,060,300,476**	**769,337,102**

(Amounts in thousand)

	Note	(Unaudited) September 30, 2025	(Audited) December 31, 2024
		----Rupees----	
EQUITY AND LIABILITIES			
Equity			
Share capital	11	12,042,320	4,812,871
Reserves			
Reserve arising as a consequence of Scheme of Arrangement		118,339,406	-
Revaluation reserve on business combination		1,665	1,665
Maintenance reserve		318,825	390,074
Exchange revaluation reserve		859,744	832,468
Hedging reserve		(151,961)	46,486
General reserve		700,000	700,000
Remeasurement of investments		133,414	36,812
Remeasurement of post-employment benefits		(56,263)	(56,263)
Unappropriated profit		62,384,528	67,258,071
		182,529,358	69,209,313
		194,571,678	74,022,184
Non-controlling interest		90,231,822	158,096,795
TOTAL EQUITY		284,803,500	232,118,979
Liabilities			
Non-current liabilities			
Borrowings	12	215,163,295	75,355,002
Long term payable	13	14,152,010	-
Government grant		1,221,231	1,529,277
Deferred taxation		62,370,616	6,012,113
Lease liabilities		58,878,913	52,243,044
Deferred liabilities		6,192,087	4,494,865
		357,978,152	139,634,301
Current liabilities			
Trade and other payables	14	264,479,847	102,703,183
Accrued interest / mark-up		7,542,671	2,420,650
Current portion of:			
- borrowings		38,976,662	7,440,812
- government grant		417,545	439,609
- lease liabilities		16,946,070	11,009,770
- deferred liabilities		140,271	454,513
Provisions		28,300,536	27,552,505
Minimum tax payable		2,711,197	1,606,742
Taxation - net		-	1,071,853
Short-term borrowings	15	52,045,306	33,895,245
Dividend payable		5,958,719	1,989,413
		417,518,824	190,584,295
Liablities classified as held for sale	10	-	206,999,527
TOTAL LIABILITIES		775,496,976	537,218,123
TOTAL EQUITY AND LIABILITIES		1,060,300,476	769,337,102
CONTINGENCIES AND COMMITMENTS	16		

The annexed notes from 1 to 27 form an integral part of these consolidated condensed interim financial statements.

Farooq Barkat Ali	**Abdul Samad Dawood**	**Muhammed Amin**
Chief Financial Officer	Chief Executive Officer	Director

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
CONSOLIDATED CONDENSED INTERIM STATEMENT
OF PROFIT OR LOSS (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

(Amounts in thousand except for earnings per share)

	Note	Quarter ended		Nine months ended	
		September 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024
		----------Rupees----------			
CONTINUING OPERATIONS					
Revenue	17	158,606,058	132,293,070	406,850,438	380,548,796
Cost of revenue		(116,513,880)	(89,201,396)	(308,225,964)	(276,000,439)
Gross profit		42,092,178	43,091,674	98,624,474	104,548,357
Selling and distribution expenses		(4,735,975)	(4,545,763)	(10,592,438)	(9,663,913)
Administrative expenses		(3,591,622)	(3,301,574)	(16,803,624)	(10,914,848)
Other income		2,116,617	5,496,744	11,412,560	18,597,436
Other operating expenses		(1,036,892)	(1,473,125)	(4,148,118)	(4,371,562)
Gain on subsidy receivable from GoP		1,890	464,412	194,689	699,703
Adjustments in respect of carrying value of thermal assets	1.3	418,350	-	36,176,080	(8,957,000)
Remeasurement gain / (loss) on carrying value of thermal assets	1.3	-	(10,691,000)	24,099,000	(21,047,000)
Operating profit		35,264,546	29,041,368	138,962,623	68,891,173
Finance costs		(12,370,232)	(10,246,851)	(30,912,565)	(28,236,092)
Share of income from joint venture and associates		1,322,860	1,778,701	6,113,590	5,385,904
Profit before income tax, minimum tax and final tax		24,217,174	20,573,218	114,163,648	46,040,985
Minimum tax and final tax		(3,115,845)	(1,190,263)	(5,589,015)	(3,286,200)
Profit before income tax		21,101,329	19,382,955	108,574,633	42,754,785
Taxation	18	(8,266,979)	(8,739,741)	(22,148,637)	(18,136,641)
Profit from continuing operations		12,834,350	10,643,214	86,425,996	24,618,144
DISCONTINUED OPERATIONS					
Loss from discontinued operations	10.3	-	(143,082)	(273,874)	(291,013)
Profit for the period		12,834,350	10,500,132	86,152,122	24,327,131
Profit attributable to:					
- Owners of the Holding Company		6,442,562	2,468,016	42,017,308	6,359,257
- Non-controlling interest		6,391,788	8,032,116	44,134,814	17,967,874
		12,834,350	10,500,132	86,152,122	24,327,131
Earnings / (Loss) per share - basic and diluted					
- continuing operations	19	5.35	5.42	35.12	13.81
- discontinued operations	19	-	(0.30)	(0.23)	(0.60)
	19	5.35	5.12	34.89	13.21

The annexed notes from 1 to 27 form an integral part of these consolidated condensed interim financial statements.

Farooq Barkat Ali	Abdul Samad Dawood	Muhammed Amin
Chief Financial Officer	Chief Executive Officer	Director

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
CONSOLIDATED CONDENSED INTERIM STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

(Amounts in thousand)

	Quarter ended		Nine months ended	
	September 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024
	Rupees			
Profit for the period	12,834,350	10,500,132	86,152,122	24,327,131
Other comprehensive income:				
Items that may be reclassified subsequently to profit or loss				
Loss arising during the period on hedging reserves	(23,956)	(125,541)	(198,447)	(355,300)
Exchange differences on translation of foreign operations	(95,650)	(8,016)	27,276	(53,722)
Gain on remeasurement of short-term investment classified at fair value through other comprehensive income	(43,677)	1,151,003	117,435	1,382,801
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of post employment benefits obligation	-		-	806
(Loss) / Profit on remeasurement of long-term investments classified at fair value through other comprehensive income	5,083	19,166	(20,833)	5,250
Other comprehensive income / (loss) for the period, net of tax	(158,200)	1,036,612	(74,569)	979,835
Total comprehensive income for the period	12,676,150	11,536,744	86,077,553	25,306,966
Total comprehensive income attributable to:				
- Owners of the Holding Company	6,284,362	2,882,350	41,942,739	6,751,381
- Non-controlling interest	6,391,788	8,654,394	44,134,814	18,555,585
	12,676,150	11,536,744	86,077,553	25,306,966
Total comprehensive income attributable to:				
- continuing operations	12,676,150	11,679,826	86,351,427	25,597,979
- discontinued operations	-	(143,082)	(273,874)	(291,013)
	12,676,150	11,536,744	86,077,553	25,306,966

The annexed notes from 1 to 27 form an integral part of these consolidated condensed interim financial statements.

Farooq Barkat Ali Chief Financial Officer	Abdul Samad Dawood Chief Executive Officer	Muhammed Amin Director

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
CONSOLIDATED CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

(Amounts in thousand)

	Attributable to Owners of the Holding Company															
		Reserves														
		Capital reserves								Revenue reserves						
		Reserves arising as a consequence of Schemes of Arrangement														
	Share capital (note 11)	Share premium (note 1.2.2)	Acquisition reserve (note 1.2.3)	Demerger reserve (note 1.2.1)	Against transfer of distributable reserves (note 1.4)	Revaluation reserve on business combination	Maintenance reserve	Exchange revaluation reserve	Hedging reserve	General reserve	Remeasurement of investments	Unappropriated profit	Remeasurement of post employment benefits	Sub-total	Non-controlling interest	Total
	Rupees															
Balance as at January 1, 2024 (Audited)	4,812,871	-	-	-	-	1,665	258,607	854,909	341,086	700,000	(524,630)	61,974,905	(57,912)	63,548,630	166,592,488	234,953,989
Total comprehensive income for the nine months ended September 30, 2024																
Profit for the period	-	-	-	-	-	-	-	-	-	-	-	6,359,257	-	6,359,257	17,967,874	24,327,131
Other comprehensive income / (loss)	-	-	-	-	-	-	-	(21,473)	(142,013)	-	554,804	-	806	392,124	587,711	979,835
	-	-	-	-	-	-	-	(21,473)	(142,013)	-	554,804	6,359,257	806	6,751,381	18,555,585	25,306,966
Transactions with owners																
Dividend by subsidiaries allocable to Non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(32,535,915)	(32,535,915)
First interim cash dividend for the year ended December 31, 2024 @ Rs. 5.00 per share	-	-	-	-	-	-	-	-	-	-	-	(2,406,436)	-	(2,406,436)	-	(2,406,436)
Second interim cash dividend for the year ended December 31, 2024 @ Rs. 3.00 per share	-	-	-	-	-	-	-	-	-	-	-	(1,443,861)	-	(1,443,861)	-	(1,443,861)
	-	-	-	-	-	-	-	-	-	-	-	(3,850,297)	-	(3,850,297)	(32,535,915)	(36,386,212)
Balance as at September 30, 2024 (Unaudited)	4,812,871	-	-	-	-	1,665	258,607	833,436	199,073	700,000	30,174	64,483,865	(57,106)	66,449,714	152,612,158	223,674,743
Total comprehensive income for the three months ended December 31, 2024																
Profit for the period	-	-	-	-	-	-	-	-	-	-	-	6,531,222	-	6,531,222	12,386,542	18,917,764
Other comprehensive income / (loss)	-	-	-	-	-	-	-	(968)	(152,587)	-	6,638	-	843	(146,074)	(218,117)	(364,191)
	-	-	-	-	-	-	-	(968)	(152,587)	-	6,638	6,531,222	843	6,385,148	12,168,425	18,553,573
Adjustment for allocation of profit from owners to NCI preference dividend shares	-	-	-	-		-	-	-	-	-	-	(2,224,854)	-	(2,224,854)	2,224,854	-
Transactions with owners																
Dividend by subsidiaries allocable to Non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(9,106,119)	(9,106,119)
Third interim cash dividend for the year ended December 31, 2024 @ Rs. 2.50 per share	-	-	-	-	-	-	-	-	-	-	-	(1,203,218)	-	(1,203,218)	-	(1,203,218)
Transfer from unappropriated profit to maintenance reserve	-	-	-	-	-	-	131,467	-	-	-	-	(328,944)	-	(197,477)	197,477	-
	-	-	-	-	-	-	131,467	-	-	-	-	(1,532,162)	-	(1,400,695)	(8,908,642)	(10,309,337)
Balance as at December 31, 2024 (Audited)	4,812,871	-	-	-	-	1,665	390,074	832,468	46,486	700,000	36,812	67,258,071	(56,263)	69,209,313	158,096,795	232,118,979

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
CONSOLIDATED CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

(Amounts in thousand)

	Attributable to Owners of the Holding Company															
		Reserves														
		Capital reserves								Revenue reserves						
		Reserves arising as a consequence of Schemes of Arrangement														
	Share capital (note 11)	Share premium (note 1.2.2)	Acquisition reserve (note 1.2.3)	Demerger reserve (note 1.2.1)	Against transfer of distributable reserves (note 1.4)	Revaluation reserve on business combination	Maintenance reserve	Exchange revaluation reserve	Hedging reserve	General reserve	Remeasurement of investments	Unappropriated profit	Remeasurement of post employment benefits	Sub-total	Non-controlling Interest	Total
	Rupees															
Balance as at January 1, 2025 (Audited)	4,812,871	-	-	-	-	1,665	390,074	832,468	46,486	700,000	36,812	67,258,071	(56,263)	69,209,313	158,096,795	232,118,979
Effects of schemes of arrangement (notes 1.2 & 1.4)	7,229,449	136,220,468	(53,817,783)	(10,063,279)	46,000,000	-	-	-	-	-	-	(46,000,000)	-	72,339,406	(89,632,134)	(10,063,279)
Total comprehensive income for the nine moths ended September 30, 2025																
Profit for the period	-	-	-	-	-	-	-	-	-	-	-	42,017,308	-	42,017,308	44,134,814	86,152,122
Other comprehensive income / (loss)	-	-	-	-	-	-	-	27,276	(198,447)	-	96,602	-	-	(74,569)	-	(74,569)
	-	-	-	-	-	-	-	27,276	(198,447)	-	96,602	42,017,308	-	41,942,739	44,134,814	86,077,553
Adjustment for allocation of profit from owners to NCI preference dividend shares	-	-	-	-	-	-	-	-	-	-	-	(901,436)	-	(901,436)	901,436	-
Transactions with owners																
Dividend by subsidiaries allocable to Non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(23,269,089)	(23,269,089)
Transfer from unappropriated profit to maintenance reserve	-	-	-	-	-	-	(71,249)	-	-	-	-	71,249	-	-	-	-
Share issuance costs	-	-	-	-	-	-	-	-	-	-	-	(60,664)	-	(60,664)	-	(60,664)
	-	-	-	-	-	-	(71,249)	-	-	-	-	10,585	-	(60,664)	(23,269,089)	(23,329,753)
Balance as at September 30, 2025 (Unaudited)	12,042,320	136,220,468	(53,817,783)	(10,063,279)	46,000,000	1,665	318,825	859,744	(151,961)	700,000	133,414	62,384,528	(56,263)	182,529,358	90,231,822	284,803,500

The annexed notes from 1 to 27 form an integral part of these consolidated condensed interim financial statements.

Farooq Barkat Ali
Chief Financial Officer

Abdul Samad Dawood
Chief Executive Officer

Muhammed Amin
Director

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
CONSOLIDATED CONDENSED INTERIM STATEMENT OF CASH FLOWS (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

(Amounts in thousand)

	Note	Nine months ended September 30, 2025	Nine months ended September 30, 2024
		----------Rupees----------	
Cash flows from operating activities			
Cash generated from operations	20	86,825,191	45,895,721
Retirement and other service benefits paid - net		(326,844)	(140,113)
Proceeds from net investment in leases		6,349,777	6,762,932
Finance income received on net investment in leases		4,438,610	5,328,903
Deferred incentive		(61,248)	(53,934)
Financial charges paid		(21,908,332)	(27,924,389)
Minimum taxes and final taxes paid		(1,840,744)	(2,062,160)
Taxes paid		(27,227,294)	(31,134,721)
Long-term loans and advances - net		318,059	308,470
Bank balance held as margin		(1,918,463)	-
Net cash generated from / (utilised in) operating activities		44,648,712	(3,019,291)
Cash flows from investing activities			
Purchases of property, plant and equipment and intangible assets		(17,896,143)	(22,219,453)
Sale proceeds on disposal of property, plant and equipment		2,076,684	3,186,296
Payments for acquisition of shares of DHPL		-	(1,000)
Sale proceeds on disposal of subsidiary - net		2,406,754	-
Investments redeemed during the period - net		6,671,464	11,606,309
Income on deposits / other financial assets		12,388,133	16,502,233
Dividends received		1,531,441	10,676,732
Net cash generated from investing activities		7,178,333	19,751,117
Cash flows from financing activities			
Proceeds from / (repayment of) borrowings - net		56,693,972	(3,896,762)
Loan note paid to PMCL		(69,078,383)	-
Repayment of lease liability		(7,876,130)	(3,783,315)
Finance cost paid on lease liability		(3,031,536)	(3,456,824)
Shares issuance costs paid during the period		(60,664)	-
Dividends paid		(18,318,803)	(46,877,098)
Net cash utilised in financing activities		(41,671,544)	(58,013,999)
Net decrease in cash and cash equivalents		10,155,501	(41,282,173)
Effect of exchange rate changes on cash and cash equivalents		265,835	(246,251)
Cash and cash equivalents at beginning of the period		42,389,173	46,760,981
Cash and bank balances transferred to DHPL	1.2.1	(260,773)	-
Cash and bank balances acquired from DPL	1.4.3	2,046,794	-
Cash and cash equivalents at end of the period	21	54,596,530	5,232,557

The annexed notes from 1 to 27 form an integral part of these consolidated condensed interim financial statements.

Farooq Barkat Ali	Abdul Samad Dawood	Muhammed Amin
Chief Financial Officer	Chief Executive Officer	Director

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

(Amounts in thousand)

1. LEGAL STATUS AND OPERATIONS

1.1 Engro Holdings Limited (formerly Dawood Hercules Corporation Limited) (the Holding Company) was incorporated in Pakistan on April 17, 1968 as a public limited company under the Companies Act, 1913, (now the Companies Act, 2017) and its shares are quoted on the Pakistan Stock Exchange (PSX). The principal activity of the Holding Company is to manage investments including in its subsidiaries and associated companies.

In view of the Scheme of Arrangement detailed in note 1.2, the Holding Company's members at the Extraordinary General Meeting held on December 18, 2024, authorised the change of the Holding Company's name from "Dawood Hercules Corporation Limited" to "Engro Holdings Limited". The registered office of the Holding Company is situated at Dawood Center, M.T. Khan Road, Karachi.

1.2 In 2024, the Holding Company, along with Engro Corporation Limited (ECL) and DH Partners Limited (DHPL) filed a petition in the Islamabad High Court (IHC) in respect of a Scheme of Arrangement (the Scheme) under which it was envisaged that:

i) all assets, liabilities and obligations of the Holding Company other than its investment in shares of ECL (the Demerged Undertaking) was demerged and vested into DHPL against which DHPL issued its shares to the existing shareholders of the Holding Company in the same proportion in which they held shares in the Holding Company; and

ii) shares held by the shareholders of ECL other than the Holding Company, (the Transferred Shareholders) vested with and into the Holding Company (i.e., ECL became a wholly owned subsidiary of the Holding Company) in exchange whereof the Transferred Shareholders were issued shares by the Holding Company in its share capital in such a proportion that the Transferred Shareholders hold their previously proportionate shareholding in ECL indirectly through the Holding Company.

1.2.1 Following assets, liabilities and obligations, forming part of the Demerged Undertaking as at effective date have been demerged from the Holding Company under the Scheme:

	Amount (Rupees)
ASSETS	
Property, plant and equipment	88,189
Right-of-use assets	5,735
Loans, advances, deposits and prepayments	12,015
Other receivables	28,516
Short-term investments	16,546,268
Cash and bank balances	260,773
TOTAL ASSETS	16,941,496
LIABILITIES	
Deferred liabilities	7,633
Deferred taxation	2,012,564
Current portion of lease liabilities	7,870
Trade and other payables	1,095,892
Unclaimed dividend	1,000,870
Taxation - provision less payments	2,754,388
TOTAL LIABILITIES	6,879,217
Net assets of Demerged Undertaking	**10,062,279**
Net assets of DHPL derecognised as a consequence of the Scheme	1,000
Demerger reserve under Scheme of Arrangement	**10,063,279**

(Amounts in thousand)

1.2.2 **Premium on shares issued under the Scheme of Arrangement**

This represents the difference between ex-price of Rs. 198.42 (calculated using the closing price per share of ECL on the day before effective date of the Scheme and the share swap ratio defined under the Scheme) and par value of Rs. 10 each on 722,944,878 new shares of the Company issued to the Transferred Shareholders under the Scheme.

1.2.3 **Acquisition reserve under the Scheme of Arrangement**

The acqusition reserve is the difference between: (i) the derecognition adjustment of Non-Controlling Interest (NCI) (calculated on the day before the effective date of the Scheme) of the Holding Company to the extent of ECL's NCI as a consequence of the Scheme: and (ii) the value of new shares of the Holding Company issued to the Transferred Shareholders at the ex-price of Rs. 198.42.

1.3 In 2024, Engro Energy Limited (EEL), entered into Share Purchase Agreements (SPAs) with Liberty Power Holding (Pvt.) Limited and other parties acting in concert (Acquirers) for the sale of its entire shareholding in Engro Powergen Qadirpur Limited (EPQL), Engro Powergen Thar (Private) Limited (EPTL) and Sindh Engro Coal Mining Company Limited (SECMC) (the Transaction) with a transaction value of Rs. 7,500,000, Rs. 21,040,000 and Rs. 6,210,000 respectively, subject to certain adjustments as per the terms of SPAs including receipt of corporate / regulatory approvals and lender consents.

On April 2, 2025, EEL had received a notice of termination from the Acquirers purporting to terminate the SPAs with effect from March 30, 2025 ("Buyer Termination Letter"). Pursuant to the terms of the SPAs, the Parties were required to satisfy certain joint conditions precedent prior to the expiry of the long stop date, i.e. April 4, 2025. Due to non-fulfillment of these conditions including approvals that were not obtained by the long stop date, EEL had elected to terminate the SPAs with immediate effect from April 5, 2025 (the "Termination Date").

As the termination of the SPAs occurred during the reporting period, EEL reassessed the classification of the Thermal Assets Portfolio under IFRS 5 "Non-Current Assets Held for Sale and Discontinued Operations". Accordingly, the criteria under IFRS 5 are no longer met as at June 30, 2025 pursuant to which the assets and liabilities of thermal assets have been reclassified to their respective line items within these consolidated condensed interim financial statements and therefore comparative figures presented in these consolidated condensed interim statement of financial position are not comparable. Further, the profit or loss and other comprehensive income related to these thermal assets portfolio have been re-presented as part of 'continued operations' in the consolidated condensed interim statement of profit or loss and consolidated condensed interim statement of comprehensive income. Furthermore, EEL has determined the recoverable amount of said assets and reversed previously recognised adjustments / remeasurements aggregating to Rs. 60,275,080 in these consolidated condensed interim financial statements (notes 5 and 6).

SECP vide SRO 986 (I)/2019 dated September 2, 2019, has granted specific exemptions to Independent Power Producers (IPPs) from applicability of International Financial Reporting Standard (IFRS) 9 - "Financial Instruments", IFRS 16 - "Leases" and International Accounting Standards (IAS) 21 - "The Effects of Changes in Foreign Exchange Rates, which have been availed by EEL while preparing its financial statements since the applicability of such exemptions. Had EEL not availed such exemptions, financial results and financial position of the thermal assets may have been different from their current position, including the amount previously recognised as adjustment to the carrying value of thermal assets.

1.4 **Business Combination**

In 2024, ECL entered into an Amalgamation Agreement with Pakistan Mobile Communications Limited (PMCL) relating to the Scheme of Arrangement (the Arrangement) to be filed in the IHC, which was duly sanctioned by the IHC on May 19, 2025, and became effective from June 3, 2025 (the amalgamation effective date). By way of the Arrangement, PMCL's demerged undertaking [investment in its wholly owned subsidiary Deodar (Private) Limited (DPL)] which owns and operates tower assets, was demerged and vested into ECPL, a wholly owned subsidiary of ECL, and the ECL's demerged undertaking, which comprised assets (including "ECorp Demerged Receivable", amounting to USD 187,700 subject to adjustments in accordance with the provisions of Amalgamation Agreement) along with related liabilities and obligations, and distributable reserves amounting to Rs. 46,000,000 being part of ECL, was demerged and vested into PMCL.

(Amounts in thousand)

ECL will continue to own and operate its retained undertaking as per the Arrangement comprising all assets, liabilities [including "ECORP Retained Payable" a financial liability recorded by ECL equivalent to the amount of USD 187,700 plus adjustments calculated in accordance with the provisions of Amalgamation Agreement (equivalent to Rs) at its present value] and obligations of ECL, along with a reserve arising as a consequence of Scheme of Arrangement of Rs. 46,000,000, in these consolidated condensed interim financial statements. As part of the Arrangement, ECL also guaranteed the repayment of DPL's debt to PMCL.

1.4.1 **Amalgamation of Deodar (Private) Limited**

Investment in DPL represents 100% controlling interest obtained through the Arrangement between ECL and PMCL. The amalgamation was completed on June 2, 2025, granting ECPL effective control from the June 3, 2025. DPL was incorporated in Pakistan on August 15, 2016 as a private limited company under the repealed Companies Ordinance, 1984 (now the Companies Act, 2017). The registered office of DPL is located at Jazz DHQ-3 Building, F-8 Markaz, Islamabad. The principal business activity of DPL is to establish, develop, expand, enhance, manage, and operate telecommunication systems including towers, signals, and data transmission, and to provide consultancy services in the field of telecommunications. The Group aims to extend its operations across various segments of the telecommunication industry.

1.4.2 **ECORP Retained Payable and contingent amounts**

In accordance with the Arrangement between the ECL and PMCL, ECL has agreed to pay USD 187,700 plus adjustments (provisional) as calculated in accordance with provisions of Amalgamation Agreement to PMCL. This amount is payable in installments averaging USD 20,000 per month, commencing from March 2026. The provisional fair value of the 'ECORP Retained Payable' reflects the present value of the USD-denominated installment plan, discounted at a rate of 8%, and converted to Pakistani Rupees using the spot exchange rate as at the amalgamation completion date of June 2, 2025.

1.4.3 **Identifiable assets obtained and liabilities assumed**

In accordance with the requirements of IFRS 3 - 'Business Combinations,' all identified assets and liabilities merged in the business combination have been recognised at provisional fair values in the Group's consolidated condensed interim statement of financial position. Any intangible assets separately identified as part of the amalgamation are also required to be recognised and carried at fair values.

The amalgamation of DPL has been accounted for using the purchase method in compliance with IFRS 3. As permitted under IFRS 3, the Group is allowed a maximum period of one year from the amalgamation effective date to finalize the determination of fair values of the amalgamated assets and liabilities, including any separately identifiable intangible assets. The fair values of identifiable assets obtained and liabilities assumed have been recognised at provisional fair values based on a provisional purchase price allocation exercise conducted as at June 2, 2025, as ascertained in Provisional Purchase Price Allocation report of DPL prepared by Independent Consultant / Valuer. These provisional fair values may change once the fair value assessment is completed within the allowed measurement period ending June 2, 2026. Any adjustments arising from this exercise will be incorporated retrospectively from the amalgamation effective date.

Details of the provisional fair values of the assets obtained, liabilities assumed, and purchase consideration recognised are as follows:

DEODAR (PRIVATE) LIMITED

	Provisional fair value recognised on amalgamation effective date
	----Rupees----
Non-current assets	
Property, plant and equipment	
- Towers	170,000,000
- Vehicles	90,009
- Right of use assets	7,823,937
- CWIP	2,628,286
Intangible assets	21,907,740
Goodwill	-
Long-term deposits	218,757
	202,668,729

(Amounts in thousand)

Current assets	
Trade debts	1,863,725
Prepayments and other receivables	64,857
Income tax refundable	13,967,896
Other financial assets	-
Balances with banks	2,046,794
	17,943,272
TOTAL ASSETS	**220,612,001**
Non-current liabilities	
Lease liabilities	7,668,219
Long term loans	-
Deferred liability	2,428,648
Deferred tax liability - net	48,919,821
	59,016,688
Current liabilities	
Payable to PMCL	96,200,596
Trade and other payables	8,603,209
Borrowings and other liabilities	3,858,250
	108,662,055
TOTAL LIABILITIES	**167,678,743**
FAIR VALUE OF NET ASSETS - PROVISIONAL	**52,933,258**

1.4.4 **Goodwill**

The management has currently determined that the amalgamation of DPL has resulted in provisional goodwill, as the fair value of the 'ECORP Retained Payable' by ECL exceeds the provisional fair value of net assets as at the merger date. Under IFRS 3, goodwill represents the future economic benefits arising from assets that are not individually identified and separately recognised. It is recognised as an asset in the Group's financial statements and is not amortized but tested annually for impairment. Goodwill is not tax deductible. The Group carries goodwill of Rs. 2,306,225 (December 31, 2024: Nil) recognized during the period. Details of the calculations are as follows:

	Rupees
Present value of ECORP Retained Payable	55,239,483
Provisional fair value of identifiable net assets and liabilities assumed	(52,933,258)
	2,306,225

1.5 The "Group" consists of:

Holding Company: Engro Holdings Limited

Associated Companies: Associated companies are entities over which the group has significant influence but not control.

Direct Subsidiary Companies: Companies in which the Holding Company owns over 50% of voting rights, or companies directly controlled by the Holding Company:

	Percentage of direct shareholding	
	September 30, 2025	**December 31, 2024**
- Engro Corporation Limited	100	39.97
- DH Partners Limited	-	100

(Amounts in thousand)

Indirect Subsidiary Companies: Companies in which ECL owns over 50% of voting rights, or companies directly controlled by the ECL:

	Percentage of indirect shareholding	
	September 30, 2025	**December 31, 2024**
- Engro Energy Limited (EEL)	100	100
- Engro Eximp Agriproducts (Private) Limited (EEAPL)	-	100
- Engro Connect (Private) Limited (ECPL)	100	100
- Engro Eximp FZE	100	100
- Engro Fertilizers Limited (EFERT)	56.27	56.27
- Engro Polymer and Chemicals Limited (EPCL)	56.19	56.19
- Elengy Terminal Pakistan Limited (ETPL)	56	56
- Engro Technical Solutions (Private) Limited (ETS)	100	100
Joint Venture Company of ECL:		
- Engro Vopak Terminal Limited (note 1.5.1)	50	50
Associated Company of ECL:		
- FrieslandCampina Engro Pakistan Limited (FCEPL)	39.9	39.9

1.5.1 In 2024, negotiations between Engro Vopak Terminal Limited (EVTL) and Port Qasim Authority (PQA) were initiated to extend the Implementation Agreement (IA) for another 30 years. During the period, some key approvals were obtained from relevant authorities. Based on the approvals secured as at reporting date, EVTL's management is confident on extension of IA.

2. BASIS OF PREPARATION

2.1 Statement of compliance

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

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

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

2.2 These consolidated condensed interim financial statements do not include all the information and disclosures required for annual financial statements and therefore should be read in conjunction with the annual audited consolidated financial statements of the Holding Company for the year ended December 31, 2024.

2.3 The Group has elected to disclose a single amount of profit after tax from discontinued operations in the consolidated condensed interim statement of profit or loss and the consolidated condensed interim statement of comprehensive income, and has analysed that single amount into revenue, operating profit and profit or loss in note 10. As a result of the aforementioned, the consolidated condensed interim statement of profit or loss and consolidated condensed interim statement of comprehensive income are not comparable.

(Amounts in thousand)

2.4 These consolidated condensed interim financial statements are presented in Pakistan Rupees which is the Holding Company's functional currency.

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated condensed interim statement of profit or loss and consolidated condensed interim statement of comprehensive income.

2.5 The preparation of these consolidated condensed interim financial statements in conformity with the approved accounting and reporting standards applicable in Pakistan requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

During the preparation of these consolidated condensed interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty are the same as those that were applied to the annual audited consolidated financial statements of the Holding Company for the year ended December 31, 2024, except for the estimates relating to business combination and estimates involved in the calculation of embedded derivative which have been explained in notes 1.4 and 7, respectively.

3. BASIS OF CONSOLIDATION

3.1 The consolidated / standalone condensed interim financial statements / information of the subsidiary companies have been consolidated on a line by line basis. The carrying value of investments held by the Holding Company is eliminated against the subsidiaries' share capital, shareholder's contribution, and pre-acquisition reserves (if any).

3.2 Non-controlling interest has been presented as a separate line item in these consolidated condensed interim financial statements. All intercompany balances and transactions have been eliminated.

3.3 The Group's interest in joint venture and associated company has been accounted for using the equity method of accounting.

4. MATERIAL ACCOUNTING POLICY INFORMATION

4.1 The material accounting policies and the methods of computation adopted in the preparation of these consolidated condensed interim financial statements are consistent with those applied in the preparation of the annual audited consolidated financial statements of the Holding Company for the year ended December 31, 2024, except for the following:

Embedded Derivative

The determination of the fair value of embedded derivatives requires the use of foreign exchange and inflation forward curves. Changes in these estimates may have a significant impact on the fair value of the embedded derivatives. The valuation process and results are reviewed and approved at each reporting period by management.

4.2 **Initial application of a standard, amendment or an interpretation to an existing standard**

a) **Standards and amendments to published accounting and reporting standards and interpretations that are effective during the period**

There were certain amendments to accounting and reporting standards which became effective during the current period. However, these do not have any significant impact on the Group's financial reporting and, therefore, have not been disclosed in these consolidated condensed interim financial statements.

(Amounts in thousand)

b) **Standards and amendments to published accounting and reporting standards and interpretations that are not yet effective and have not been early adopted by the Group**

There are standards and certain amendments or improvements to approved accounting and reporting standards that are not yet effective and have not been early adopted by the Group for the financial year beginning on January 1, 2025. These are not expected to have a material impact on the Group's financial reporting, except for those disclosed in note 3.5 of the annual audited consolidated financial statements and, therefore, have not been presented in these consolidated condensed interim financial statements, except for the following:

The Securities and Exchange Commision of Pakistan (SECP), through S.R.O. 1784 (I)/2024 dated November 04, 2024, has deferred the application of IFRS 9 - 'Financial Instruments' - Expected Credit Loss Model on financial assets due or ultimately due from the Government of Pakistan (circular debt), making it applicable from January 1, 2026. Therefore, during the period, the Institute of Chartered Accountants of Pakistan (ICAP) issued the 'Guidelines on Application of IFRS 9 Expected Credit Loss Model on Circular Debt' (the Guidance) dated March 21, 2025. This Guidance mandates that all energy sector entities establish provisions for Expected Credit Loss on financial assets due or ultimately due from the Government of Pakistan, pertaining to circular debt. Accordingly, Group made an assessment of Expected Credit Loss and determined an amount of Rs. 4,886,000 as Expected Credit Loss on financial assets due or ultimately due from Government of Pakistan. Had this Expected Credit Loss been recognised in this consolidated condensed interim financial statements, profit for the period would have been lower by the said amount.

4.3 Taxes on income in the interim periods are accrued using the effective tax rate that would be applicable to expected total annual profit or loss of the Group.

	(Unaudited) September 30, 2025	(Audited) December 31, 2024
	----------------(Rupees)----------------	
5. PROPERTY, PLANT AND EQUIPMENT		
Operating assets, at net book value (notes 5.1 and 5.2)	509,640,396	160,567,868
Capital work-in-progress (CWIP) - Expansion and other projects (note 5.4)	20,319,078	33,824,513
Capital spares and standby equipment	5,514,543	2,232,209
	535,474,017	196,624,590

5.1 Following additions, including transfers from CWIP, were made to operating assets during the period / year:

	(Unaudited) September 30, 2025	(Audited) December 31, 2024
	----------------(Rupees)----------------	
Building and civil works	4,208,096	3,849,938
Plant and machinery	22,730,357	13,501,719
Infrastructure and electrical equipments	5,134,116	4,507,601
Furniture, fixtures and equipment	1,580,089	862,214
Vehicles	1,058,766	1,450,516
Jetty	37,975	58,319
Dredging	-	300,184
	34,749,399	24,530,491

(Amounts in thousand)

5.2 During the period, operating assets costing Rs. 1,731,039 (December 31, 2024: Rs. 1,828,888), having net book value of Rs. 927,465 (December 31, 2024: Rs. 615,907) were disposed / written off for Rs. 1,953,832 (December 31, 2024: Rs. 745,666).

5.3 As mentioned in note 1.3 to these consolidated condensed interim financial statements, a reversal of Rs. 31,038,131 (December 31, 2024: charge of Rs. 8,503,000) has been recognised in the carrying value of thermal assets as follows:

	(Unaudited) September 30, 2025	(Audited) December 31, 2024
	(Rupees)	
(Reversal) / Charge:		
EPTL (Subsidiary)	(28,414,743)	7,976,000
EPQL (Subsidiary)	(2,623,388)	527,000
	(31,038,131)	8,503,000

The recoverable amount of the assets of EPTL and EPQL amounted to Rs. 110,730,000 and Rs. 9,227,000 (December 31, 2024: Rs. 38,750,000 and Rs. 9,411,000) respectively. The recoverable amount of thermal assets was based on value-in-use (December 31, 2024: fair value less cost to sell). The value-in-use was determined through the management internal model based on discounted cashflow approach [December 31, 2024: fair value measurement (Level 3) was determined based on multiple bids received from market participants, which were further corroborated using the management internal model based on discounted cashflow approach]. The models were prepared using following key inputs / assumptions:

Discount rate

The discount rate applied to the cashflow projections of the CGUs ranges from 15.31% to 19.09% (December 31, 2024: 22% to 23%) which have been calculated using Capital Asset Pricing Model. The discount rate reflects the current market assessment of the rate of return required for the business and the specific risks of each CGU.

Exchange rate

The exchange rate devaluation considered at the rate of 8% (December 31, 2024: 9%) per annum. This is based on management forecast using historic trends and outlook from market experts.

Collection from customers

The expected recovery trend is based on past recovery trends from customers and management's expectations for the future.

In accordance with the requirement of IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", Group on classification of aforementioned thermal assets back from disposal group, recognised remeasurement gain amounting to Rs. 24,099,000 (December 31, 2024: remeasurement loss of Rs. 24,099,000).

(Amounts in thousand)

		(Unaudited) September 30, 2025	(Audited) December 31, 2024
		------(Rupees)------	
5.4	Capital work-in-progress - Expansion and other projects		
	Balance at beginning of the period / year	34,434,116	33,110,396
	Additions during the period / year	17,896,143	26,187,121
	Acquired through business combination (note 1.4.3)	2,628,286	-
	Transferred to:		
	- operating assets	(34,518,722)	(24,419,027)
	- intangible assets	(120,745)	(238,161)
	- capital spares	-	(206,213)
		20,319,078	34,434,116
	Related to disposal group (note 10.3)	-	(609,603)
	Balance at end of the period / year	20,319,078	33,824,513

6. **LONG-TERM INVESTMENTS**

Investments in Joint Venture and Associates:

		(Unaudited) September 30, 2025	(Audited) December 31, 2024
	Sindh Engro Coal Mining Company Limited (notes 1.3 and 10.3.1)	15,035,855	-
	FrieslandCampina Engro Pakistan Limited	29,773,676	29,795,947
	Engro Vopak Terminal Limited	-	-
	Others	605,897	626,730
		45,415,428	30,422,677
6.1	Balance at beginning of the period / year	35,797,561	34,485,322
	Add / (less):		
	- Share of profit and other comprehensive income for the period / year (note 6.2)	6,113,590	3,424,450
	- Adjustment in respect of carrying value of thermal assets (note 1.3)	5,139,286	(458,840)
	- Adjustment against tax contingency	(82,735)	(442,086)
	- Revaluation (loss) / gain on investments and others	(20,833)	19,750
	- Dividends received during the period / year	(1,531,441)	(1,235,032)
	- Others	-	3,997
		45,415,428	35,797,561
	Related to disposal group (note 10.3)	-	(5,374,884)
	Balance at end of the period / year	45,415,428	30,422,677
6.2	Details of share of profit and other comprehensive income for the period / year are as follows:		
	- Sindh Engro Coal Mining Company Limited	4,521,685	1,183,166
	- FrieslandCampina Engro Pakistan Limited	834,170	910,448
	- Engro Vopak Terminal Limited	757,735	1,330,836
		6,113,590	3,424,450

(Amounts in thousand)

7. DERIVATIVE FINANCIAL INSTRUMENTS

This includes embedded derivative recognised on forecasted devaluation and CPI (US) escalations on the USD component of the monthly fee for telecom infrastructure tower services as per the agreement between DPL and PMCL.

8. STOCK-IN-TRADE

	(Unaudited) September 30, 2025	(Audited) December 31, 2024
	--------(Rupees)--------	
Raw and packaging materials (note 8.1)	10,919,027	14,358,969
Fuel stock	1,159,739	671,371
Work-in-process	712,779	371,488
Finished goods:		
- own manufactured products (note 8.1)	33,967,332	12,430,132
- purchased and packaged products	25,964,760	14,368,584
	59,932,092	26,798,716
Less: Provision for impairment against stock-in-trade	(233,588)	(319,936)
	72,490,049	41,880,608
Related to disposal group (note 10.3)	-	(1,313,109)
	72,490,049	40,567,499

8.1 Includes stock-in-transit amounting to Rs. 14,066,761 (December 31, 2024: Rs. 11,079,122).

9. TRADE DEBTS

This includes Rs. 34,488,723 (December 31, 2024: Rs. 59,843,837 included in assets held for sale) receivable from Central Power Purchasing Agency (Guarantee) Limited (CPPA-G) in respect of Capacity Purchase Price (CPP) and Energy Purchase Price (EPP), which are secured by guarantee under the Implementation Agreement.

10. ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

10.1 As stated in note 1.3, EEL has elected to terminate the definitive agreements with immediate effect from April 5, 2025 (the "Termination Date"). This termination is being exercised in accordance with EEL's rights under the definitive agreements due to the non-fulfilment of the agreed conditions precedent by the stipulated long stop date of April 4, 2025.

Pursuant to this, items under asset held for sale have been reclassified back to their respective financial statement line items.

10.2 In 2024, assets and liabilities of Engro Eximp Agriproduct (Private) Limited (EEAPL), a wholly owned subsidiary of ECL were classified as held for sale following the decision of the Board of Directors of ECL. Accordingly, in accordance with IFRS 5, assets and liabilities were measured at the lower of their carrying value and fair value less costs to sell, and the financial results were classified as attributable to discontinued operations.

During the period, ECL entered into a definitive agreement with MAP Rice Mills (Private) Limited, an affiliate of the Bestway Group, for the sale of its entire shareholding in EEAPL (the "Transaction"). On March 12, 2025, all corporate and regulatory approvals related to the Transaction were obtained, and the sale was successfully executed.

(Amounts in thousand)

	Unaudited			
	Quarter ended		Nine months ended	
	September 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024
	(Rupees)			
10.3 Loss from discontinued operations				
Operating loss	-	(143,161)	(27,400)	(290,051)
Loss after tax	-	(143,082)	(273,874)	(291,013)

	(Unaudited) September 30, 2025	(Audited) December 31, 2024
	(Rupees)	
10.3.1 Assets and liabilities of assets portfolio classified as held for sale		
ASSETS		
Property, plant and equipment (note 10.3.3)	-	123,135,022
Intangible assets	-	279,320
Long-term investments	-	5,374,884
Long-term loans, advances, deposits and other receivables	-	38,559
Stores, spares and loose tools	-	574,979
Stock-in-trade	-	1,313,109
Trade debts	-	59,843,837
Loans, advances, deposits and prepayments	-	1,861,975
Other receivables	-	36,338,690
Accrued income	-	2,466,722
Taxes recoverable	-	69,599
Short-term investments	-	14,318,691
Cash and bank balances	-	17,243,831
	-	262,859,218
LIABILITIES		
Borrowings	-	109,610,749
Trade and other payables	-	62,420,930
Contract liabilities	-	9,335,960
Accrued interest / mark-up	-	1,238,788
Deferred taxation	-	994,001
Taxation - net	-	373,648
Short-term borrowings	-	23,005,561
Dividend payable	-	19,890
	-	206,999,527
NET ASSETS - attributable to discontinued operations	-	55,859,691

(Amounts in thousand)

	Unaudited Nine months ended September 30, 2025	Unaudited Nine months ended September 30, 2024
	---------------(Rupees)---------------	
10.3.2 Net cash flows for the period relating to discontinued operations:		
Net cash utilised in operating activities	(373,369)	(153,392)
Net cash generated from investing activities	207,378	83,694
Net cash utilised in financing activities	-	(27,883)

10.3.3 This is net-off remeasurement loss recognised in respect of carrying value of thermal assets amounting to Nil (December 31, 2024: Rs. 24,099,000).

11. SHARE CAPITAL

11.1 Authorised capital

(Unaudited) September 30, 2025	(Audited) December 31, 2024		(Unaudited) September 30, 2025	(Audited) December 31, 2024
---------(Number of shares)---------			----------------(Rupees)----------------	
1,250,000,000	1,250,000,000	Ordinary shares of Rs. 10 each	12,500,000	12,500,000

11.2 Issued, subscribed and paid-up capital

(Unaudited) September 30, 2025	(Audited) December 31, 2024		(Unaudited) September 30, 2025	(Audited) December 31, 2024
---------(Number of shares)---------			----------------(Rupees)----------------	
13,900,000	13,900,000	Ordinary shares of Rs. 10 each fully paid in cash	139,000	139,000
467,387,116	467,387,116	Ordinary shares of Rs. 10 each issued as fully paid bonus	4,673,871	4,673,871
722,944,878	-	Shares issued under the Scheme (note 1.2)	7,229,449	-
1,204,231,994	481,287,116		12,042,320	4,812,871

12. BORROWINGS

As at September 30, 2025, there is no material change in the status of borrowings reported in note 26 of the annual audited consolidated financial statements of the Holding Company for the year ended December 31, 2024, except as follows:

Engro Fertilizers Limited

12.1 During the period, EFERT has entered into Diminishing Musharkah arrangement with Standard Chartered Bank Limited amounting to Rs. 4,000,000 to finance its capital expenditure for a period of 2 years (including 1 year grace period). This facility carries mark-up at the rate of 3-months KIBOR minus 0.6%. These are secured by way of first pari-passu hypothecation charge over fixed assets of EFERT (including land, buildings and plant and machinery) with 20% margin.

(Amounts in thousand)

Engro Polymer and Chemicals Limited and its subsidiaries

12.2 During the period, EPCL entered into a diminishing musharaka agreement with MCB Islamic Bank Limited (DIBPL) for a loan facility amounting to Rs. 2,000,000 for a period of 10 years. The borrowing is secured by way of hypothecation charge of present and future fixed assets of EPCL (except land and building) with 25% margin, ranking subordinated and subservient to the charges created in favour of the existing creditors.

12.3 During the period, EPCL entered into a running musharaka agreement with Faysal Bank Limited for a loan facility amounting to Rs. 2,000,000 for a period of 18 months. This was secured by way of hypothecation charge over the current assets of EPCL to the extent of Rs. 2,400,960 with a 16.67% margin.

12.4 In respect of the facilities of EPCL, the financial covenants, as disclosed in note 26.4.35 of the annual audited consolidated financial statements, EPCL is required to comply with certain financial covenants, of the aforesaid financial statements, at the end of each annual reporting period and on a quarterly basis incase of Ijarah facility from International Finance Corporation (IFC). During the period, operating losses caused by subdued PVC demand and rising raw material costs led to increased short-term borrowing requirements as market conditions did not practically allow EPCL to pass additional costs to its customers through price increases in the short term. EPCL has sought waivers and relaxations under which covenant compliance will not be assessed as at the reporting date. EPCL based on its projections anticipates challenges in meeting certain financial covenants. However, EPCL is confident that it will be able to negotiate further relaxation or waivers, if required, before next testing date.

12.5 In respect of the facilities of Engro Peroxide (Private) Limited (EPPL), the financial covenants, as disclosed in note 26.4.36 of the annual audited consolidated financial statements, became applicable on February 17, 2025. However, EPPL is required to comply with these covenants only at the end of each annual reporting period, and therefore compliance is not required at the current interim period. Based on its projections, EPPL remains confident that there are no indicators suggesting difficulty in meeting the required financial covenants when next tested.

Engro Connect (Private) Limited and its subsidiaries

12.6 In January 2025, Engro Enfrashare (Private) Limited (Enfrashare), entered into a secured term finance agreement and secured facility extended by the MCB Bank Limited for an amount up to Rs. 2,000,000. Facility availed as at September 30, 2025 is of Rs. 2,000,000. The facility carries interest at the rate of three - month KIBOR plus 0.40% per annum and payable on quarterly basis in arrears. The total tenor of loan is ten years from date of disbursement of finance with 4 years grace period for principal portion.

12.7 In May 2025, DPL and ECPL entered into a secured syndicated long-term and short-term financing facility with a consortium of financial institutions including United Bank Limited (UBL) and Meezan Bank Limited (MBL). The total facility sanctioned amounts to Rs. 113,000,000 for long-term financing and Rs. 20,000,000 for working capital financing. The facility availed as at September 30, 2025 for long-term financing is Rs. 44,901,000 and for working capital financing is Nil. The tenor of long-term facility is up to 12 years (including a 4-year grace period), carrying markup at six-month KIBOR plus 2.50% per annum for the first four years, and 1.30% per annum thereafter, and is also subject to meeting a Debt Service Coverage Ratio (DSCR) threshold of 1.4x. The tenor of working capital facility is up to 1 year on a rollover basis, carrying markup at three-month KIBOR plus 0.75% per annum. Markup is payable semi-annually in arrears.

13. LONG TERM PAYABLE

This represents long term portion of the amount payable to PMCL totalling Rs. 56,617,406 (including the current portion amounting to Rs. 42,465,396 classified in trade and other payables) in respect of contribution by the Group for PMCL's demerged undertaking vested into ECPL under the Arrangement as fully explained in notes 1.4, which is inclusive of present value impact of Rs. 1,512,210 and exchange gain of Rs. 134,292 which have been charged to consolidated condensed interim statement of profit or loss under finance cost and other income, respectively.

(Amounts in thousand)

14. TRADE AND OTHER PAYABLES

This includes Rs. 31,493,409 (December 31, 2024: Nil) payable by DPL to PMCL in respect of tower business acquired in 2017.

15. SHORT-TERM BORROWINGS

This includes unsecured Private Place Short Term Sukuk (PPSTS) with an issue size of Rs. 20,000,000. These are payable within six months time from the issuance date and carries a markup at the rate of 3 months KIBOR minus 0.15%. These proceeds will be used for EFERT's working capital management.

16. CONTINGENCIES AND COMMITMENTS

16.1 Contingencies

As at September 30, 2025, there is no material change in the status of matters reported as contingencies in note 36.1 of the annual audited consolidated financial statements of the Holding Company for the year ended December 31, 2024, except as follows:

16.1.1 In respect of the matter stated in note 36.1.5 of annual audited consolidated financial statements, EEL had previously sought adjournment from Assistant Commissioner Sindh Revenue Board (SRB) against the notice dated November 8, 2023 pursuant to which the department issued an order on May 10, 2024 raising a demand (inclusive of default surcharge and penalty) of Rs. 2,509,177. EEL appealed against the order and was granted a conditional stay order upon payment of 10% of the adjudged demand. During the period, EEL paid an additional of Rs. 300,000 for continuation of stay until the case is disposed.

Based on the views of in-house tax personnel and legal department of EEL, the management believes that EEL has a good case on merits and expects a favorable outcome. Accordingly, no provision has been made in respect of the aforementioned demand in these consolidated condensed interim financial statements.

16.1.2 During the period, EFERT Agritrade (Private) Limited (EAPL) has received an order from the Sindh Revenue Board in respect of Sindh Sales Tax Withholding Proceedings creating a demand of Rs. 303,000 on account of alleged short withholding of Sindh sales tax on product transportation and handling expenses for years 2019 through 2021. EAPL has filed an appeal before the CIR(A) against this order which is pending adjudication.

16.1.3 Details relating to tax contingencies and other tax related matters are disclosed in note 18.

16.2 Commitments

As at September 30, 2025, there is no material change in commitments reported in note 36.2 of the annual audited consolidated financial statements of the Holding Company for the year ended December 31, 2024, except as follows:

16.2.1 Commitments in respect of capital expenditure contracted but not incurred amount to Rs. 33,635,177 (December 31, 2024: Rs. 59,862,202).

16.2.2 ECL arranged debt financing from a consortium of local banks for the merger of DPL. As part of the security package, ECL, in its capacity as sponsor, was required to provide a DSRA SBLC in favor of the lenders, equivalent to one peak installment. To fulfill this requirement, ECL arranged the issuance of a DSRA SBLC amounting to Rs. 3,200,000 through ABL. The DSRA SBLC is secured by a pledge of 26,500,000 shares of EFERT and 4,500,000 shares of EPCL held by ECL.

16.2.3 ECL arranged a long-term debt financing facility of Rs. 78,960,000 from a syndicate of local banks to facilitate the merger of DPL and to enable the settlement of DPL's outstanding liabilities to PMCL. This facility is secured by pledging ECL's shares of EFERT, EPCL and FCEPL of quantities 350,000,000, 145,000,000 and 111,000,000, respectively.

16.2.4 Guarantees have been issued in favour of Nazir of IHC on behalf of ECL through Bank Alfalah Limited, Habib Bank Limited (HBL) and United Bank Limited with facilities amounting to Rs. 987,057, Rs. 1,609,108 and Rs. 1,121,214 respectively. These were secured by pledging ECL's shares of EFERT, EPCL and FCEPL of quantities 26,160,000, 28,000,000 and 5,387,269 respectively.

(Amounts in thousand)

16.2.5 National Bank Limited (NBP), Askari Bank Limited (AKBL) and Faysal Bank Limited (FBL), have issued guarantees of Rs. 1,500,000, Rs. 1,000,000 and Rs. 4,185,501, expiring on June 30, 2026, December 28, 2025 and July 6, 2026, respectively. Further, MBL has issued three guarantees of Rs. 1,114,610, Rs. 900,000 and Rs. 600,000 each expiring on November 21, 2025, December 27, 2025 and August 10, 2026, respectively. These guarantees have been issued on behalf of the EPTL in favour of SECMC to secure EPTL's payment obligations under the Coal Supply Agreement. The Standby Letter of Credit (SBLC) issuing Banks have entered into a non-funded financing facility with EPTL as Junior Creditors and acceded the Intercreditor Agreement and security accordingly.

16.2.6 Following are the details of securities pledged by the ECL in favour of EEL:

- Standby Letters of Credit (Equity SBLC) have been provided by EEL, through National Bank of Pakistan amounting to US Dollars 2,606 (December 31, 2024: US Dollars 2,606) for its equity commitments related to Sindh Engro Coal Mining Company Limited (SECMC), its associated company in favour of the Intercreditor Agent (Habib Bank Limited) and the Project Company (i.e. SECMC). Equity SBLC will expire on earlier of (i) September 30, 2026; or (ii) fulfilment of sponsor obligations under Sponsor Support Agreements. This has been secured by ECL by pledging Treasury Bills.

- Standby Letter of Credit (Put Option SBLC) has been provided by EEL, through Allied Bank Limited (ABL) amounting to US Dollars 21,070 (December 31, 2024: US Dollars 21,070) in favour of the Put Option Fronting Bank (Habib Bank Limited). The Put Option SBLC has been furnished to meet sponsor obligations under Sponsor Support Agreement (Put Option SSA) and expires on earlier of (i) January 31, 2029; or (ii) fulfilment of sponsor obligations pursuant to Put Option SSA. This was secured by pledging Company's shares of EFERT and FCEPL of quantities 40,962,864 and 12,650,000 respectively.

- On March 28, 2022, and as supplemented from time-to-time, ABL and Faysal Bank Limited (FBL) have committed to provide Payment Service Reserve Account (PSRA) SBLCs amounting to US Dollars 24,636 and Rs. 1,050,000, respectively, on behalf of EEL, for its PSRA commitments related to Engro Powergen Thar (Private) Limited in favour of their project lenders. These SBLCs are secured by pledging 53,018,069, 76,717,882, 4,000,000 and 51,686,592 shares of EFERT, EPCL, FCEPL and Engro Powergen Qadirpur Limited (EPQL), respectively.

16.2.7 ETPL has issued SBLCs amounting to US Dollars 22,500 (December 31, 2024: US Dollars 22,500). This has been secured by pledging ECL's shares of EFERT and EPCL of quantities 36,000,000 and 87,344,771, respectively.

16.2.8 As part of the Arrangement with PMCL, ECL provided a guarantee for the repayment of DPL's liabilities amounting to Rs. 98,699,900, as detailed in note 1.4. During the period, DPL repaid Rs. 69,078,383 reducing the outstanding liability. Consequently, ECL's guarantee exposure as at September 30, 2025 stands at Rs. 29,621,517.

16.2.9 Commitments given by the associated companies and joint venture in respect of capital expenditure including bank guarantees amount to Rs. 1,919,134 (December 31, 2024: Rs. 4,263,079).

16.3 As a result of the Scheme, all contingencies and commitments of the Holding Company as at December 31, 2024 as disclosed in note 36.1.1 of the annual audited consolidated financial statements have been transferred to DHPL on the effective date (note 1.2). There are no other contingencies and commitments of the Holding Company at the reporting date.

(Amounts in thousand)

	Unaudited			
	Quarter ended		Nine months ended	
	September 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024
	(Rupees)			
17. REVENUE				
Own manufactured products	112,524,340	57,883,090	292,570,080	206,942,627
Less:				
- Sales tax	(8,687,090)	(5,442,507)	(26,878,175)	(15,144,782)
- Discounts	(1,955,555)	(260,048)	(4,075,663)	(1,285,393)
	101,881,695	52,180,535	261,616,242	190,512,452
Purchased and packaged products (note 17.1)	34,402,640	72,622,486	100,779,699	167,165,385
Services rendered	26,051,829	10,231,430	53,022,245	30,598,986
	60,454,469	82,853,916	153,801,944	197,764,371
Less:				
- Sales tax	(3,725,808)	(2,622,517)	(8,551,174)	(7,603,897)
- Discounts	(4,298)	(118,864)	(16,574)	(124,130)
	(3,730,106)	(2,741,381)	(8,567,748)	(7,728,027)
	158,606,058	132,293,070	406,850,438	380,548,796

17.1 This includes trading revenue amounting to Rs. 75,020,062 (2024: Rs. 28,683,795) originated outside Pakistan.

18. TAXATION

As at September 30, 2025, following are the updates to taxation matters from those reported in note 46 to the annual audited consolidated financial statements of the Holding Company for the year ended December 31, 2024:

18.1 In 2023, the income tax department, in respect of the tax year 2017, determined income tax liability of Rs. 20,573,135 and raised a demand of Rs.19,687,430 (including super tax) on account of tax levied on capital gains on disposal of shares of listed subsidiaries. This Order was rectified by the tax department and demand amounting to Rs. 14,960,022 was determined after excluding the tax amounting to Rs. 4,727,409 determined on undistributed profits u/s 5A of the Income Tax Ordinance.

As a normal recourse, ECL filed an appeal before the Commissioner Inland Revenue - Appeals (CIRA) which upheld the decision of Assistant Commissioner Inland Revenue. Being aggrieved of the decision of CIRA, ECL had filed an appeal before the Appellate Tribunal Inland Revenue (ATIR).

During the period, the ATIR has upheld the decision of CIRA. Being aggrieved with the decision, ECL has filed for a reference before High Court Sindh (HCS). The HCS has restrained the tax department from taking action against ECL for recovery of the demand. The management based on its assessment is confident that the matter will ultimately be decided in its favor, hence, no provision has been made in this respect.

18.2 The Finance Act, 2021 withdrew the exemption on inter-corporate dividends (ICD) under Clause 103C of the Second Schedule to the Income Tax Ordinance, 2001. However, transitional relief under Section 242 preserved the exemption for tax year 2022. Tax proceedings were initiated under Section 122(9), disputing the exemption ECL maintained that the transitional relief applied and, as a precaution, had recognised a tax provision of Rs. 3,461,231. During the period, a favourable order was received, and the provision was accordingly reversed.

(Amounts in thousand)

18.3 In 2022, in respect of tax year 2018, EFERT received an amendment order from the ACIR majorly pertaining to issues of amortisation on intangibles, claim of WPPF, allowance of minimum tax credit and others. EFERT filed an appeal before the CIRA against this order. In 2024, an appellate order was passed by the CIRA confirming certain additions, certain issues were remanded back whereas certain issues were allowed. EFERT filed an appeal before the ATIR on the issues decided by the CIRA against EFERT. During the period, decision of the ATIR has been received where the issue of allowance of credit of minimum tax has been decided against EFERT. An Income Tax Reference Application (ITRA) has been filed with the HCS where the matter has been remanded back to the Tribunal for adjudication afresh. Appeal effect proceedings were concluded in due course where most of the issues have been determined in favour of EFERT.

18.4 In respect of the matter stated in note 46.4.5 of the annual audited consolidated financial statements, during the period, the Honorable Supreme Court of Pakistan (SCP) disposed of the suit filed by EPCL in 2020, which had challenged the order dated February 6, 2020, passed by the SHC. The said order pertained to the notice issued by the income tax department in relation to disallowances made in respect of tax year 2019, mainly pertaining to the adjustment of minimum tax carried forward.

As previously disclosed, the income tax department had amended the assessment for tax year 2019 during 2023, raising a demand of Rs. 532,754 in respect of the said disallowances, against which EPCL had paid Rs. 400,000 under protest. In light of the aforementioned judgment of the SCP, which is final and without recourse, EPCL has recognised a prior year tax provision amounting to Rs. 975,000 during the period which pertains to the minimum turnover tax adjusted in TY 2019.

19. EARNINGS / (LOSS) PER SHARE - BASIC AND DILUTED

There is no dilutive effect on the basic earnings per share of the Group, which is based on the following:

	Unaudited			
	Quarter ended		Nine months ended	
	September 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024
	(Rupees)			
Profit / (loss) for the period attributable to owners of the Holding Company from (note 19.1):				
- continuing operations	6,442,562	2,611,098	42,291,182	6,650,270
- discontinued operations	-	(143,082)	(273,874)	(291,013)
	6,442,562	2,468,016	42,017,308	6,359,257
	(Number)			
Weighted average number of ordinary shares for determination of basic and diluted EPS	1,204,232	481,287	1,204,232	481,287
	(Rupees)			
Earnings / (loss) per share - basic and diluted				
- continuing operations	5.35	5.42	35.12	13.81
- discontinued operations	-	(0.30)	(0.23)	(0.60)
	5.35	5.12	34.89	13.21

19.1 As more fully explained in note 1.2, post implementation of the Scheme from January 1, 2025, the profit attributable to the owners of the Holding Company for the nine months ended September 30, 2025, represents 100% ownership in ECL, whereas comparative period's profit attributable to owners represents 39.97% ownership in ECL.

(Amounts in thousand)

	(Unaudited) Nine months ended September 30, 2025	September 30, 2024
	----Rupees----	
20. CASH GENERATED FROM OPERATIONS		
Profit / (Loss) before income tax from:		
- continuing operations	108,574,633	37,315,729
- discontinued operations	(45,185)	5,148,043
	108,529,448	42,463,772
Adjustment for non-cash and other items:		
Depreciation and amortization	31,743,369	11,175,394
Amortisation of transaction costs	578,620	581,710
(Gain) / loss on disposal / write-off of property, plant and equipment and right-of-use-assets (note 5.2)	(1,033,918)	185,356
Provisions - net	(4,340,380)	(4,654,506)
Provision for retirement and other service benefits	(51,356)	141,955
Finance cost	27,320,194	32,627,312
Adjustments in respect of carrying amount of thermal energy assets	(60,275,080)	30,004,000
Finance income on net investment in leases	(4,438,610)	(5,886,002)
Loss on disposal of subsidiary (EEAPL)	92,468	-
Finance cost on lease liability	3,031,536	3,456,824
Income on deposits / other financial assets	(13,454,018)	(21,432,041)
Gain on subsidy receivable from GoP	(194,689)	(699,703)
Share of income from joint venture and associates (note 6)	(6,113,590)	(2,587,905)
Exchange loss / (gain) on lease liability	551,894	(873,915)
Gain on termination of lease contract	(26,428)	-
Exchange (gain) / loss on net investment in lease	(553,004)	470,201
Minimum tax and final tax	5,589,015	3,286,200
Foreign currency translations	(62,358)	18,435
Unrealised exchange gain - net	(500,421)	-
Working capital changes (note 20.1)	432,499	(42,381,366)
	86,825,191	45,895,721

20.1 Working capital changes

Decrease / (increase) in current assets:		
- Stores, spares and loose tools	(688,708)	(1,024,706)
- Stock-in-trade	(30,609,441)	(29,015,121)
- Trade debts and contract assets	23,328,599	21,341,035
- Loans, advances, deposits and prepayments	(3,689,346)	(12,056,816)
- Other receivables - net	(1,322,449)	(8,100,722)
	(12,981,345)	(28,856,330)
Decrease in current liabilities:		
- Trade and other payables	13,413,844	(13,525,036)
	432,499	(42,381,366)

20.2 Non cash transaction

During the period, the Group recognised assets and liabilities of DPL pursuant to the Arrangement against a payable to PMCL, as further detailed in note 1.4. As this investment is not made in cash as at the end of the reporting period and has accordingly, not been reflected in the consolidated condensed interim statement of cash flows.

(Amounts in thousand)

		(Unaudited) Nine months ended	
		September 30, 2025	September 30, 2024
		---Rupees---	
21.	**CASH AND CASH EQUIVALENTS**		
	Cash and bank balances	37,422,053	66,485,490
	Short-term investments - with original maturity less than 3 months (note 21.1)	31,493,286	12,504,410
	Bank balances / short-term investments under lien	(2,673,044)	(2,733,897)
	Short-term borrowings	(11,645,765)	(71,023,446)
		54,596,530	5,232,557

21.1 This excludes term deposits which have been placed in favor of suppliers as part of the contractual arrangement. The deposit is restricted in nature and is not available for immediate use by the Group until maturity. Resultantly, these are excluded from cash and cash equivalents in the consolidated condensed interim statement of cash flows.

22. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

22.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

There have been no changes in the financial risk management policies of the Group during the period. Consequently, these consolidated condensed interim financial statements do not include all the financial risk management information and disclosures required in the annual audited consolidated financial statements and should be read in conjunction with the Holding Company's annual consolidated audited financial statements as at December 31, 2024.

22.2 Fair value estimation

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

The table below analyses financial instruments carried at fair value using the fair value measurement method in accordance with IFRS 13. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);

- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (level 2); and

(Amounts in thousand)

- Inputs for the asset or liability that are not based on observable market data (level 3).

	Level 1	Level 2	Level 3	Total
	Rupees			
As at September 30, 2025 (Unaudited)				
Financial assets at fair value through profit or loss				
- Mutual funds	-	16,584,469	-	16,584,469
- Treasury Bills	-	49,994	-	49,994
- Pakistan Investment Bonds	-	733,626	-	733,626
- Derivative financial instruments	-	-	3,004,344	3,004,344
	-	17,368,089	3,004,344	20,372,433
Financial assets at fair value through other comprehensive income				
- Derivative financial instruments	-	-	27,641	27,641
- Pakistan Investment Bonds	-	13,364,995	-	13,364,995
- Other investments	64,498	5,000	-	69,498
	64,498	13,369,995	27,641	13,462,134
As at December 31, 2024 (Audited)				
Financial assets at fair value through profit or loss				
- Mutual funds	-	28,429,608	-	28,429,608
- Quoted shares	16,546,268	-	-	16,546,268
	16,546,268	28,429,608	-	44,975,876
Financial assets at fair value through other comprehensive income				
- Derivative financial instruments	-	-	226,087	226,087
- Pakistan Investment Bonds	-	14,305,192	-	14,305,192
- Other investments	65,580	5,000	-	70,580
	65,580	14,310,192	226,087	14,601,859

22.3 Valuation techniques used to determine fair values

Level 1 fair values have been determined using price quoted on Pakistan Stock Exchange.

Level 2 fair values have been determined on the basis of PKRV rates and closing net asset values for government securities and mutual funds units, respectively.

Level 3 valuations are made using inputs other than observable market data i.e. forward-looking exchange rates and inflation rates.

There were no transfers amongst the levels during the period. Further, there were no changes in the valuation techniques during the period.

22.4 Fair value of financial assets and liabilities

The carrying value of all other financial assets and liabilities reflected in these consolidated condensed interim financial statements approximate their fair values.

(Amounts in thousand)

23. TRANSACTIONS WITH RELATED PARTIES

Related parties comprise of the joint venture company, associated companies, retirement benefit funds, directors of the Group and key management personnel. Details of transactions with related parties during the period, other than those which have been disclosed elsewhere in these consolidated condensed interim financial statements, are as follows:

	(Unaudited) Nine months ended	
	September 30, 2025	September 30, 2024
	----(Rupees)----	
Associated companies, joint ventures and other related parties		
Purchases and services	49,711,562	48,212,914
Services rendered / sale of goods	3,782,130	3,868,764
Dividend received / receivable	1,532,013	562,500
Dividend paid / payable	13,801,202	21,188,436
Donations	464,397	391,005
Reimbursements of expenses made by associates and joint ventures	770,972	1,076,733
Reimbursements of expenses made to associates and joint ventures	240,407	207,462
Finance costs	140,614	4,641,543
Loan repaid	2,511,888	3,172,887
Utilization of running finance facility	1,625,000	2,100,456
Delayed Payment Charges	1,580,341	
Member Subscription and other fee	-	2,500
Reimbursement of expenses of other related parties	-	126
Key Management Personnel		
Remuneration paid to key management personnel / directors	2,534,351	2,520,182
Directors' fees	9,750	86,830
Dividend paid	-	793,657
Post retirement benefit plans	-	4,057
Reimbursement of expenses	1,378	
Disposal of vehicle to key management personnel	-	72
Contribution to retirement benefit and contribution funds	1,037,055	952,533

24. SEGMENT REPORTING

24.1 A business segment is a group of assets and operations engaged in providing products that are subject to risks and returns that are different from those of other business segments. The management has determined the operating segments based on the information that is presented to the Board of Directors of the Holding Company for allocation of resources and assessment of performance. Based on internal management reporting structure and products produced and sold, the Group is organized into the following operating segments:

Type of segment	Nature of business
Fertilizer	This part of the business manufactures, purchases and markets fertilizers. The operations of this segment include a wide range of fertilizer brands, besides urea, which primarily comprise of Engro Zarkhez, Zingro, and Engro DAP optimized for local cultivation needs and demand. Further, the segment is a leading importer and seller of phosphate products which are marketed extensively across Pakistan as phosphatic fertilizers. The Company carrying on the fertilizer business is listed on Islamic Index.
Polymer	This part of the business manufactures, markets and sells Poly Vinyl Chloride (PVC), PVC compounds, Caustic soda and related chemicals in Pakistan and internationally. The Company carrying on the polymer business is listed on Islamic Index.

(Amounts in thousand)

Terminal	This part of the business includes operating and maintaining integrated liquid chemical terminal and storage farm and LNG terminal for receipt, storage and regasification of LNG.
Power and mining	This part of the business includes power generation, distribution, transmission and sale of electricity in Pakistan. This also includes investments made in coal mining business.
Connectivity and telecom	This part of the business includes buying, building, maintaining and operating infrastructure and ancillary products and services.
Other operations	This includes management of investments in associates and joint ventures by the Holding Company. It also includes investments made in the foods, dairy and commodities trading businesses.

Management monitors the operating results of the above-mentioned segments separately for the purpose of making decisions about resources to be allocated and for assessing performance. Segment performance is evaluated based on operating profit or loss which in certain respects is measured differently from profit or loss in the consolidated condensed interim financial statements. Segment results, assets and liabilities include items directly attributable to a segment.

24.2 Information regarding the Group's operating segments is as follows:

	(Unaudited)	
	Nine months ended	
	September 30, 2025	September 30, 2024
	---------------(Rupees)---------------	
Revenue		
- At a point in time	267,468,288	251,323,927
- Over time	139,382,150	129,230,914
	406,850,438	380,554,841
Segment wise break-up is as follows:		
Fertilizer	135,453,906	171,844,834
Polymer	57,625,619	54,451,693
Terminal	14,624,108	15,174,194
Power and mining	92,483,858	101,905,574
Connectivity and telecom	32,274,184	11,986,921
Other operations	150,930,006	132,149,788
Elimination - net	(76,541,243)	(106,958,163)
Consolidated	406,850,438	380,554,841
Less: Discontinued operations	-	(6,045)
Continuing operations	406,850,438	380,548,796

(Amounts in thousand)

	(Unaudited) Nine months ended September 30, 2025	(Unaudited) Nine months ended September 30, 2024
	----------------(Rupees)----------------	
Profit / (loss) before income tax for the period		
Fertilizer	23,723,431	28,695,429
Polymer	(3,279,060)	(4,100,515)
Terminal	2,389,562	5,071,498
Power and mining	82,215,811	4,784,516
Connectivity and telecom	6,504,887	(1,660,800)
Other operations	15,968,945	32,544,604
Elimination - net	(18,994,128)	(22,870,960)
Consolidated	108,529,448	42,463,772
Less: Loss from discontinued operations	45,185	291,013
Continuing operations	108,574,633	42,754,785

	(Unaudited) September 30, 2025	(Audited) December 31, 2024
	----------------(Rupees)----------------	
Assets		
Fertilizer	201,249,689	170,602,110
Polymer	100,536,841	100,851,437
Terminal	71,488,094	75,827,172
Power and mining	302,963,372	265,538,607
Connectivity and telecom	309,092,806	66,772,440
Other operations	371,514,402	204,124,214
Eliminations - net	(296,544,728)	(114,378,878)
Consolidated	1,060,300,476	769,337,102
Liabilities		
Fertilizer	158,878,694	123,143,566
Polymer	76,688,236	73,529,858
Terminal	59,417,746	63,205,118
Power and mining	193,833,609	213,898,542
Connectivity and telecom	213,160,692	46,059,407
Other operations	102,438,618	57,797,831
Eliminations - net	(28,920,619)	(40,416,199)
Consolidated	775,496,976	537,218,123

25. SEASONALITY

The Group's fertilizer business is subject to seasonal fluctuations as a result of two different farming seasons viz, Rabi (from October to March) and Kharif (from April to September). On an average, fertilizer sales are more tilted towards Rabi season. The Group manages seasonality in business through appropriate inventory management.

(Amounts in thousand)

26. CORRESPONDING FIGURES

26.1 Corresponding figures have been rearranged and reclassified, wherever considered necessary, for the purpose of comparison and better presentation, the effects of which are not material.

27. DATE OF AUTHORISATION FOR ISSUE

These consolidated condensed interim financial statements were authorised for issue on 29 October, 2025, by the Board of Directors of the Holding Company.

Farooq Barkat Ali Chief Financial Officer	**Abdul Samad Dawood** Chief Executive Officer	**Muhammed Amin** Director

standalone financial statements

ENGRO HOLDINGS LIMITED
(FORMERLY DAWOOD HERCULES CORPORATION LIMITED)

UNCONSOLIDATED CONDENSED
INTERIM FINANCIAL STATEMENTS (UNAUDITED)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
UNCONSOLIDATED CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2025

(Amounts in thousand)

	Note	Unaudited September 30, 2025	Audited December 31, 2024
		----Rupees----	
ASSETS			
NON-CURRENT ASSETS			
Property and equipment	3	1,356	39,921
Right-of-use assets		-	5,735
Investment properties		-	48,268
Long-term investments	4	166,758,844	23,309,927
		166,760,200	23,403,851
CURRENT ASSETS			
Advances, deposits and prepayments		-	12,015
Other receivables		30,648	28,516
Taxation - net		226	-
Short-term investments	5	372,602	16,546,268
Cash and bank balances		7,036	260,773
		410,512	16,847,572
TOTAL ASSETS		167,170,712	40,251,423
EQUITY			
SHARE CAPITAL AND RESERVES			
Issued, subscribed and paid-up capital	6	12,042,320	4,812,871
Reserves		155,025,590	28,559,335
TOTAL EQUITY		167,067,910	33,372,206
LIABILITIES			
NON-CURRENT LIABILITIES			
Defined benefit liabilities		-	7,633
Deferred taxation		-	2,012,564
		-	2,020,197
CURRENT LIABILITIES			
Current portion of lease liabilities		-	7,870
Trade and other payables		102,802	1,095,892
Unclaimed dividend		-	1,000,870
Taxation - net		-	2,754,388
		102,802	4,859,020
TOTAL LIABILITIES		102,802	6,879,217
TOTAL EQUITY AND LIABILITIES		167,170,712	40,251,423
CONTINGENCIES AND COMMITMENTS	7		

The annexed notes 1 to 13 form an integral part of these unconsolidated condensed interim financial statements.

Farooq Barkat Ali	Abdul Samad Dawood	Muhammed Amin
Chief Financial Officer	Chief Executive Officer	Director

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
UNCONSOLIDATED CONDENSED INTERIM STATEMENT OF PROFIT OR LOSS (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

(Amounts in thousand except for earnings per share)

	Note	Quarter ended		Nine months ended	
		September 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024
		Rupees			
Dividend income		402,470	1,955,221	536,620	5,274,164
Other income		3,084	803,441	3,239	3,225,078
Administrative expenses		(102,718)	(59,832)	(170,104)	(174,202)
Gross profit		302,836	2,698,830	369,755	8,325,040
Finance costs		(4)	(687)	(25)	(2,442)
Profit before taxation and levy		302,832	2,698,143	369,730	8,322,598
Levy		-	(124,505)	-	(257,214)
Profit before taxation		302,832	2,573,638	369,730	8,065,384
Taxation		-	(636,247)	-	(1,951,113)
Profit for the period		302,832	1,937,391	369,730	6,114,271
Earnings per share - basic and diluted	8	0.25	4.03	0.31	12.70

The annexed notes 1 to 13 form an integral part of these unconsolidated condensed interim financial statements.

Farooq Barkat Ali
Chief Financial Officer

Abdul Samad Dawood
Chief Executive Officer

Muhammed Amin
Director

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
UNCONSOLIDATED CONDENSED INTERIM STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

(Amounts in thousand)

	Quarter ended		Nine months ended	
	September 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024
	Rupees			
Profit for the period	302,832	1,937,391	369,730	6,114,271
Other comprehensive income for the period				
Items that will not be reclassified to profit or loss				
Remeasurements of post-retirement benefit liabilities	-	-	-	806
Total comprehensive income for the period	302,832	1,937,391	369,730	6,115,077

The annexed notes 1 to 13 form an integral part of these unconsolidated condensed interim financial statements.

Farooq Barkat Ali
Chief Financial Officer

Abdul Samad Dawood
Chief Executive Officer

Muhammed Amin
Director

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
UNCONSOLIDATED CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

(Amounts in thousand)

	Share Capital	Reserves					
	Issued, subscribed and paid-up capital	Capital Reserves		Revenue reserves		Sub-total	Total
		Reserve arising as a consequence of Scheme of Arrangement					
		Share premium - note 1.2.2	Demerger reserve - note 1.2.1	General reserve	Unappropriated profit		
	Rupees						
Balance as at January 1, 2024 (Audited)	4,812,871	-	-	700,000	23,060,295	23,760,295	28,573,166
Total comprehensive income							
Profit for the period	-	-	-	-	6,114,271	6,114,271	6,114,271
Other comprehensive income	-	-	-	-	806	806	806
Total comprehensive income for the nine months ended September 30, 2024	-	-	-	-	6,115,077	6,115,077	6,115,077
Interim cash dividends for the year ended December 31, 2024:							
- 1st interim @ Rs. 5.00 per share	-	-	-	-	(2,406,436)	(2,406,436)	(2,406,436)
- 2nd interim @ Rs. 3.00 per share	-	-	-	-	(1,443,861)	(1,443,861)	(1,443,861)
	-	-	-	-	(3,850,297)	(3,850,297)	(3,850,297)
Balance as at September 30, 2024 (Unaudited)	4,812,871	-	-	700,000	25,325,075	26,025,075	30,837,946
Profit for the period	-	-	-	-	3,740,120	3,740,120	3,740,120
Other comprehensive loss	-	-	-	-	(2,642)	(2,642)	(2,642)
Total comprehensive income for the three months ended December 31, 2024	-	-	-	-	3,737,478	3,737,478	3,737,478
Transactions with owners:							
Interim cash dividends for the year ended December 31, 2024:							
- 3rd interim @ Rs. 2.50 per share	-	-	-	-	(1,203,218)	(1,203,218)	(1,203,218)
	-	-	-	-	(1,203,218)	(1,203,218)	(1,203,218)
Balance as at December 31, 2024 (Audited)	4,812,871	-	-	700,000	27,859,335	28,559,335	33,372,206
Total comprehensive income							
Profit for the period	-	-	-	-	369,730	369,730	369,730
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the nine months ended September 30, 2025	-	-	-	-	369,730	369,730	369,730
Effect of Scheme of Arrangement (note 1.2)	7,229,449	136,220,468	(10,063,279)	-	-	126,157,189	133,386,638
Shares issuance costs	-	-	-	-	(60,664)	(60,664)	(60,664)
Balance as at September 30, 2025 (Unaudited)	12,042,320	136,220,468	(10,063,279)	700,000	28,168,401	155,025,590	167,067,910

The annexed notes 1 to 13 form an integral part of these unconsolidated condensed interim financial statements.

Farooq Barkat Ali
Chief Financial Officer

Abdul Samad Dawood
Chief Executive Officer

Muhammed Amin
Director

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
UNCONSOLIDATED CONDENSED INTERIM STATEMENT OF CASH FLOWS (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

(Amounts in thousand)

	Note	Nine months ended September 30, 2025	Nine months ended September 30, 2024
		----Rupees----	
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash utilized in operations	9	(97,659)	(105,500)
Finance costs paid		(25)	(400)
Taxes and levy paid		(226)	(799,255)
Defined benefit liabilities paid		-	(1,846)
Income on deposits and other financial assets		165	23,106
Short-term investments - net		(369,528)	(585,740)
Dividend received		536,620	5,264,084
Net cash generated from operating activities		69,347	3,794,449
CASH FLOWS FROM INVESTING ACTIVITIES			
Long-term investment made in DHPL		-	(1,000)
Purchase of property and equipment		(1,647)	(2,726)
Sale proceeds from disposal of property and equipment		-	670
Net cash utilized in investing activities		(1,647)	(3,056)
CASH FLOWS FROM FINANCING ACTIVITIES			
Lease rentals paid during the period		-	(16,373)
Shares issuance costs paid during the period		(60,664)	-
Dividends paid		-	(3,770,648)
Net cash utilized in financing activities		(60,664)	(3,787,021)
Net increase in cash and cash equivalents		7,036	4,372
Cash and cash equivalents at the beginning of the period		260,773	51,130
Cash and bank balances transferred to DHPL	1.2	(260,773)	-
Cash and cash equivalents at the end of the period		7,036	55,502

The annexed notes 1 to 13 form an integral part of these unconsolidated condensed interim financial statements.

Farooq Barkat Ali Chief Financial Officer	**Abdul Samad Dawood** Chief Executive Officer	**Muhammed Amin** Director

ENGRO HOLDINGS LIMITED (FORMERLY DAWOOD HERCULES CORPORATION LIMITED)
NOTES TO AND FORMING PART OF THE UNCONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

(Amounts in thousand)

1. LEGAL STATUS AND OPERATIONS

1.1 Engro Holdings Limited (formerly Dawood Hercules Corporation Limited) (the Company) was incorporated in Pakistan on April 17, 1968 as a public limited company under the Companies Act, 1913 (now the Companies Act, 2017) and its shares are quoted on the Pakistan Stock Exchange (PSX). The principal activity of the Company is to manage investments including in its subsidiaries. The registered office of the Company is situated at Dawood Center, M.T. Khan Road, Karachi.

1.2 In 2024, the Company, along with Engro Corporation Limited (ECL) and DH Partners Limited (DHPL) filed a petition in the Islamabad High Court (IHC) in respect of the Scheme of Arrangement (the Scheme) which was sanctioned on July 18, 2024. The Scheme became effective as of January 1, 2025 (effective date) and accordingly:

i) all assets, liabilities and obligations of the Company other than its investment in shares of ECL (the Demerged Undertaking) was demerged and vested into DHPL against which DHPL issued its shares to the existing shareholders of the Company in the same proportion in which they held shares in the Company; and

ii) shares held by the shareholders of ECL other than the Company, (the Transferred Shareholders) vested with and into the Company (i.e., ECL became a wholly owned subsidiary of the Company) in exchange whereof the Transferred Shareholders were issued shares by the Company in its share capital in such a proportion that the Transferred Shareholders hold their previously proportionate shareholding in ECL indirectly through the Company.

1.2.1 Following assets, liabilities and obligations, forming part of the Demerged Undertaking as at effective date have been demerged from the Company under the Scheme:

	Amount (Rupees)
ASSETS	
Property and equipment	39,921
Right-of-use assets	5,735
Investment properties	48,268
Advances, deposits and prepayments	12,015
Other receivables	28,516
Short-term investments	16,546,268
Cash and bank balances	260,773
TOTAL ASSETS	16,941,496
LIABILITIES	
Defined benefit liabilities	7,633
Deferred taxation	2,012,564
Current portion of lease liabilities	7,870
Trade and other payables	1,095,892
Unclaimed dividend	1,000,870
Taxation - net	2,754,388
TOTAL LIABILITIES	6,879,217
Net assets of Demerged Undertaking	**10,062,279**
Long-term investment cancelled under the Scheme (note 4.4)	1,000
Demerger reserve under Scheme of Arrangement	**10,063,279**

(Amounts in thousand)

1.2.2 Premium on shares issued under the Scheme of Arrangement

This represents the difference between ex-price of Rs. 198.42 (calculated using the closing price per share of ECL on the day before effective date of the Scheme and the share swap ratio defined under the Scheme) and par value of Rs. 10 each on 722,944,878 new shares of the Company issued to the Transferred Shareholders under the Scheme.

1.3 These unconsolidated condensed interim financial statements are the separate financial statements of the Company in which investment in subsidiaries has been accounted for at cost less accumulated impairment losses, if any.

2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Statement of compliance

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

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

- Provisions of and directives issued under the Act.

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

2.2 These unconsolidated condensed interim financial statements represent the condensed interim financial statements of the Company on a standalone basis. The consolidated condensed interim financial statements of the Company and its subsidiary company are presented separately. These unconsolidated condensed interim financial statements do not include all the information required for annual financial statements and therefore should be read in conjunction with the annual audited unconsolidated financial statements of the Company for the year ended December 31, 2024.

2.3 The material accounting policies and the methods of computation adopted in the preparation of these unconsolidated condensed interim financial statements are consistent with those applied in the preparation of the annual audited unconsolidated financial statements of the Company for the year ended December 31, 2024.

(Amounts in thousand)

2.4 Initial application of a standard, amendment or an interpretation to an existing standard

a) Standards, amendments to published standards and interpretations that are effective during the period

There were certain amendments and improvements to accounting and reporting standards which became effective during the current period. However, these do not have any significant impact on the Company's financial reporting and, therefore, have not been disclosed in these unconsolidated condensed interim financial statements.

b) Standards and amendments to approved accounting and reporting standards that are not yet effective and have not been early adopted by the Company

There are certain standards and amendments to accounting and reporting standards that are not yet effective and are considered either not to be relevant or to have any significant impact on the Company's financial reporting and, therefore, have not been disclosed in these unconsolidated condensed interim financial statements.

2.5 The preparation of these unconsolidated condensed interim financial statements in conformity with the accounting and reporting standards applicable in Pakistan requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. Estimates and judgement are continually evaluated and are based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

During the preparation of these unconsolidated condensed interim financial statements, the significant judgements made by the management in applying the Company's accounting policies and the key sources of estimation and uncertainty are the same as those that were applied to the annual audited unconsolidated financial statements of the Company for the year ended December 31, 2024.

2.6 Taxes on income in the interim periods are accrued using the effective tax rate that would be applicable to expected total annual profit or loss. During the period, the Company opted for Group Taxation under section 59AA of the Income Tax Ordinance, 2001, accordingly group return will be filed by the Company along with ECL.

	Unaudited September 30, 2025	Audited December 31, 2024
	--------(Rupees)--------	
3. PROPERTY AND EQUIPMENT		
Balance at beginning of the period / year	39,921	44,485
Additions during the period / year	1,647	4,942
	41,568	49,427
Disposals during the period / year	-	(430)
Depreciation charge for the period / year	(291)	(9,076)
	(291)	(9,506)
Effect of the Scheme (note 1.2.1)	(39,921)	-
	1,356	39,921

(Amounts in thousand)

		Unaudited September 30, 2025	Audited December 31, 2024
		------------------(Rupees)------------------	
4.	**LONG-TERM INVESTMENTS**		
	Investment in subsidiaries - at cost (note 4.1)	166,758,844	23,309,927
	Other investments - at fair value through profit or loss (note 4.2)	-	-
		166,758,844	23,309,927

4.1 Investment in subsidiaries - at cost

	Unaudited September 30, 2025	Audited December 31, 2024
Engro Corporation Limited (ECL) - unquoted 536,626,468 (December 31, 2024: 214,469,810) ordinary shares of Rs. 10 each. Percentage of holding 100% (December 31, 2024: 39.97%) (note 4.3)	166,758,844	23,308,927
DH Partners Limited (DHPL) - unquoted Nil (December 31, 2024: 100,000) ordinary shares of Rs. 10 each. Percentage of holding Nil (December 31, 2024: 100%) (note 4.4)	-	1,000
	166,758,844	23,309,927

4.2 As at December 31, 2024, the Company carried fully impaired investment in e2e Business Enterprises (Private) Limited. As a result of the Scheme, this investment has been transferred to DHPL on the effective date (note 1.2).

		Unaudited September 30, 2025	Audited December 31, 2024
		------------------(Rupees)------------------	
4.3	**Movement**		
	Opening	23,308,927	23,308,927
	Effect of the Scheme (notes 1.2 and 4.3.1)	143,449,917	-
	Closing	166,758,844	23,308,927

4.3.1 This represents cost of 322,156,658 shares of ECL vested in the Company against issue of 722,944,878 new shares of the Company to the Transferred Shareholders at the ex-price calculated under the Scheme (note 1.2.2).

4.4 As a result of the Scheme, shares of DHPL held by the Company as at December 31, 2024, have been cancelled (note 1.2.1).

(Amounts in thousand)

		Note	Unaudited September 30, 2025	Audited December 31, 2024
			---(Rupees)---	
5.	SHORT-TERM INVESTMENTS			
	Quoted shares	1.2.1	-	16,546,268
	Mutual Funds		372,602	-
			372,602	16,546,268

6. SHARE CAPITAL

6.1 Authorized capital

Unaudited September 30, 2025	Audited December 31, 2024		Unaudited September 30, 2025	Audited December 31, 2024
---Number of shares---			---Rupees---	
1,250,000,000	1,250,000,000	Ordinary shares of Rs. 10 each	12,500,000	12,500,000

6.2 Issued, subscribed and paid-up capital

Unaudited September 30, 2025	Audited December 31, 2024		Unaudited September 30, 2025	Audited December 31, 2024
---Number of shares---			---Rupees---	
13,900,000	13,900,000	Ordinary shares of Rs. 10 each fully paid in cash	139,000	139,000
467,387,116	467,387,116	Ordinary shares of Rs. 10 each issued as fully paid bonus shares	4,673,871	4,673,871
722,944,878	-	Shares issued under the Scheme (note 1.2)	7,229,449	-
1,204,231,994	481,287,116		12,042,320	4,812,871

7. CONTINGENCIES AND COMMITMENTS

As a result of the Scheme, all contingencies and commitments of the Company as at December 31, 2024 as disclosed in the annual audited unconsolidated financial statements have been transferred to DHPL on the effective date (note 1.2). There are no contingencies and commitments at the reporting date.

(Amounts in thousand)

8. EARNINGS PER SHARE

As at September 30, 2025, there is no dilutive effect on the basic earnings per share of the Company which is based on the following:

	Unaudited			
	Quarter ended		Nine months ended	
	September 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024
	Rupees			
Profit for the period	302,832	1,937,391	369,730	6,114,271
	Number of shares			
Weighted average number of ordinary shares	1,204,231,994	481,287,116	1,204,231,994	481,287,116
	Rupees			
Earnings per share - basic and diluted	0.25	4.03	0.31	12.70

9. CASH UTILIZED IN OPERATIONS

	Unaudited	
	Nine months ended	
	September 30, 2025	September 30, 2024
	(Rupees)	
Profit before taxation	369,730	8,065,384
Adjustments for non-cash expenses and other items:		
Levy	-	257,214
Depreciation on property and equipment	291	7,042
Depreciation on right-of-use assets	-	12,903
Depreciation on investment properties	-	1,887
Dividend income	(536,620)	(5,274,164)
Finance costs	25	2,442
Provision for employees' retirement and other service benefits	-	4,904
Income on bank deposits and other financial assets	(3,239)	(3,178,147)
Gain on disposal of property & equipment	-	(433)
Working capital changes (note 9.1)	72,154	(4,532)
	(97,659)	(105,500)

9.1 Working capital changes

(Increase) / decrease in current assets		
- Advances, deposits and prepayment	-	(2,446)
- Other receivables	(30,648)	28,901
	(30,648)	26,455
Increase / (decrease) in current liabilities		
- Trade and other payables	102,802	(30,987)
	72,154	(4,532)

(Amounts in thousand)

10. FINANCIAL RISK MANAGEMENT AND FINANCIAL DISCLOSURES

10.1 Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk, currency risk and price risk), credit risk and liquidity risk.

There have been no changes in the financial risk management policies of the Company during the period, consequently these unconsolidated condensed interim financial statements do not include all the financial risk management information and disclosures required in the annual financial statements.

10.1.1 The Company does not have any financial asset or liability carried at fair value as at the reporting date. The financial assets recorded at fair value as at December 31, 2024 have been transferred to DHPL as a result of the Scheme (note 1.2).

10.1.2 The carrying value of all other financial assets and liabilities reflected in these unconsolidated condensed interim financial statements approximate their fair values.

11. TRANSACTIONS WITH RELATED PARTIES

Related parties comprise of the Parent Company, subsidiary company, associated companies, directors and key management personnel (KMP). Details of transactions with related parties during the period, other than those which have been disclosed elsewhere in these unconsolidated condensed interim financial statements, are as follows:

	Unaudited	
	Nine months ended	
	September 30, 2025	September 30, 2024
	----------------(Rupees)----------------	
Subsidiary companies		
Dividend income	536,620	4,503,866
Sale of services	-	39,712
Reimbursement from	-	38,243
Reimbursement for expenses incurred on behalf of the Company	172,623	-
Investment made	-	1,000
Associated undertakings		
Dividend paid	-	1,155,048
Purchase of services	-	17,092
Reimbursement from	30,648	92,966
Reimbursement to	5,180	15,255
Donation	-	437
Accrued markup on loan	-	6,579
Other related parties		
Member Subscription and other fee	-	2,500
Contribution to staff gratuity fund	-	2,931
Contribution to staff provident fund	-	5,276

(Amounts in thousand)

	Unaudited	
	Nine months ended	
	September 30, 2025	September 30, 2024
	----------------(Rupees)----------------	
Key management personnel		
Salaries and other short-term employee benefits	79,947	42,670
Post retirement benefit plans	2,419	4,057
Director's fee	9,750	8,000
Sale proceeds on disposal of vehicle to KMP	-	72

12. CORRESPONDING FIGURES

12.1 Corresponding figures have been rearranged and reclassified for better presentation, wherever considered necessary, effects of which are not material.

13. DATE OF AUTHORIZATION FOR ISSUE

These unconsolidated condensed interim financial statements were authorized for issue on 29 October, 2025, by the Board of Directors of the Company.

Farooq Barkat Ali	Abdul Samad Dawood	Muhammed Amin
Chief Financial Officer	Chief Executive Officer	Director

ڈائریکٹرز کی رپورٹ

engro holdings

کاروباری پائیداری

اینگرو کے متنوع کاروبار ایک تیزی سے بدلتے اور پیچیدہ کاروباری ماحول میں کام کر رہے ہیں، جہاں ہر کاروبار کے لیے تزویراتی سمت اور خطرات کے دائرہ برداشت کا مسلسل جائزہ لینا ناگزیر ہے۔ اسی مقصد کے لیے تنظیم بھر میں واضح ذمہ داریوں کا تعین کیا گیا ہے، تاکہ خطرات کی نگرانی کو تنظیم کے اندرونی نظام کا لازمی جزو بنایا جا سکے — جو طویل المدتی کاروباری کارکردگی کے تحفظ اور تسلسل کے لیے بنیادی حیثیت رکھتا ہے۔

ہم رسک مینجمنٹ کو محض کنٹرول کے آلے کے طور پر نہیں دیکھتے، بلکہ اسے پائیدار قدر کی تخلیق کا بنیادی محرک سمجھتے ہیں — جو حصص یافتگان کے منافع کے تحفظ اور اضافہ کے لیے ناگزیر ہے۔ ہماری حکمتِ عملی میں ان تمام خارجی اثرات اور خطرات کی نشاندہی، تدارک اور نظم شامل ہے جو ہماری پائیدار کاروباری کارکردگی پر اثر انداز ہو سکتے ہیں، بشمول سماجی اور قدرتی سرمائے (social and natural capital) سے متعلق خطرات۔ اسی مقصد کے لیے ایک جامع، خطرات پر مبنی صحت، سلامتی اور ماحول (HSE) کا نظام تشکیل دیا گیا ہے — جو بیریئر مینجمنٹ کے اصولوں کے تحت پیشگی شناخت، بچاؤ اور خطرات کی تخفیف کو یقینی بناتا ہے۔ یہ نظام انسان (People)، ماحول (Environment)، اثاثے (Assets) اور ساکھ (Reputation) — یعنی P-E-A-R کے چار بنیادی ستونوں پر استوار ہے۔

ہماری وسیع تر پائیداری کی بصیرت ماحولیاتی سرپرستی، سماجی بہتری، اور ذمہ دار کاروباری طرزِ عمل پر مبنی ہے — جس کی تفصیل اینگرو کی سالانہ پائیداری رپورٹ میں بیان کی گئی ہے۔

تنوع، مساوات اور شمولیت

ہم اس یقین کے ساتھ آگے بڑھتے ہیں کہ متنوع افرادی قوت نہ صرف ایک سماجی ضرورت ہے بلکہ اقتصادی ضرورت بھی۔ اسی لیے ہم تنوع اور شمولیت کو ایک تزویراتی ترجیح کے طور پر دیکھتے ہیں — تاکہ اینگرو کو مستقبل کے تقاضوں سے ہم آہنگ تنظیم بنایا جا سکے۔ ہماری افرادی قوت کی حکمتِ عملی، اقدامات اور روزگار کے طریقہ کار اس طرح وضع کیے گئے ہیں کہ وہ صنفی تنوع کو فروغ دیں، خصوصی ضرورتوں کے حامل افراد کی شمولیت کو یقینی بنائیں، اور نسلی و عمرانی تنوع کو گلے لگائیں۔ بھرتی سے لے کر کوچنگ اور مینٹرشپ تک، ہم ایسے پروگرامز پر عمل پیرا ہیں جیسے "Break Key Baad Program"، جو تمام افراد کو برابر مواقع، منصفانہ نمائندگی اور ایک ایسا ماحول فراہم کرتے ہیں جہاں ہر صلاحیت کو پروان چڑھنے، حصہ لینے، اور اپنی مکمل استعداد کے اظہار کا موقع ملتا ہے۔

اختتامیہ

بورڈ اپنے حصص یافتگان کا ان کے مستقل اعتماد پر، اپنے ساتھیوں کا ان کی انتھک محنت اور عزم پر، اپنے ضابطہ کاروں اور سرکاری شراکت داروں کا ان کے تعاون پر، اور اپنے صارفین کا ان کے یقین و اعتماد پر شکریہ ادا کرتا ہے۔ انہی شراکت داروں کے باہمی تعاون سے اینگرو نظم و ضبط، تنوع، اور پائیدار طویل المدتی قدر کی تخلیق پر مرکوز رہنے کے قابل ہے۔

عبدالصمد داؤد
چیف ایگزیکٹو آفیسر

حسین داؤد
چیئرمین

engro holdings

اس وقت اولین ترجیح ٹاورز ٹرانزیکشن سے متعلق بقیہ مالی ذمہ داریوں کی تکمیل ہے، جسے بورڈ، اینگرو کی تاریخ میں ایک انتہائی اہم تزویراتی سرمایہ کاری قرار دیتا ہے۔ توقع ہے کہ یہ ٹرانزیکشن آنے والے برسوں میں مستحکم اور پائیدار نقدی بہاؤ پیدا کرے گا۔ اسی تناظر میں، اس سرمایہ کاری کی معاونت کے لیے منافع کو برقرار رکھنا بورڈ کے نزدیک حصص یافتگان کے لیے پائیدار قدر تخلیق کرنے کا سب سے محتاط اور دانشمندانہ راستہ ہے۔
ہماری فوری ترجیح ٹیلی کمیونیکیشن ٹاورز ٹرانزیکشن کے بقیہ تقاضوں کی تکمیل ہے۔ ہمارا یقین ہے کہ یہ اینگرو کی تاریخ کی سب سے اہم سرمایہ کاریوں میں سے ایک ہے، جو آئندہ کئی برسوں تک پائیدار نقد بہاؤ پیدا کرنے کی صلاحیت رکھتی ہے۔ اس سرمایہ کاری کی معاونت کے لیے منافع کو برقرار رکھنا، ہماری نظر میں، حصص یافتگان کے طویل المدتی مفاد میں سب سے موزوں حکمتِ عملی ہے۔

مستقبل کا منظر نامہ

آئندہ کو دیکھتے ہوئے، پاکستان کی معیشت میں محتاط امید کے آثار نمایاں ہیں۔ مہنگائی میں کمی، زرمبادلہ کے ذخائر میں استحکام اور جاری اصلاحاتی عمل کے نتیجے میں معاشی نمو کے امکانات بہتر ہو رہے ہیں۔ تاہم، ساختی چیلنجز اور معاشی کمزوریاں اب بھی قابلِ توجہ ہیں، جنہیں حل کرنے کے لیے مربوط پالیسی اقدامات اور پائیدار اصلاحی عزم کی ضرورت ہے۔
ہمارے لیے یہ غیر یقینی حالات اس امر کو مزید تقویت دیتے ہیں کہ حصص یافتگان کے سرمائے سے متعلق ہر فیصلہ پائیدار، منظم اور بڑھتے ہوئے نقد بہاؤ فی حصص کے حصول پر مرکوز ہونا چاہیے۔

☆ **کھاد:** گندم کی بہتر قیمتوں، کپاس کے نرخوں میں استحکام اور حالیہ مون سون کے نتیجے میں پانی کی فراہمی میں اضافے سے کسانوں کی معیشت میں بہتری کی توقع ہے، جس سے کھاد کے شعبے کی کارکردگی کو سہارا ملے گا۔ یہ رجحانات نہ صرف قلیل مدتی کارکردگی میں بہتری لائیں گے بلکہ اس کاروبار کی طویل مدتی صلاحیت پر ہمارے اعتماد کو مزید مضبوط کریں گے۔

☆ **پولیمرز:** اس شعبے پر دباؤ اس وقت تک برقرار رہنے کا امکان ہے جب تک توانائی کی قیمتیں اور عالمی طلب میں استحکام پیدا نہیں ہوتا۔ اس عرصے میں ہماری سرمایہ جاتی حکمتِ عملی نقد بہاؤ کے استحکام، لاگت میں کمی اور فی ٹن نقدی بریک ایون کو کم کرنے پر مرکوز ہے، تاکہ جب کاروباری سائیکل پلٹے تو کمپنی زیادہ منافع بخش اور مضبوط مالی پوزیشن سے فائدہ اٹھا سکے۔

☆ **ٹیلی کام انفراسٹرکچر:** یہ شعبہ نمو کے انجن کے طور پر ابھر رہا ہے۔ جیسے جیسے پاکستان میں انٹرنیٹ ڈیٹا کی طلب بڑھ رہی ہے، یہ انفراسٹرکچر قومی ڈیجیٹل ترقی کا بنیادی ستون بنتا جا رہا ہے۔ مؤثر انضمام، ٹیننسی میں اضافہ، اور محتاط سرمایہ کاری کے ذریعے ہمارا ٹاور پورٹ فولیو طویل المدتی مستحکم نقد بہاؤ کا ایک قابلِ اعتماد ذریعہ بنتا جا رہا ہے۔

☆ **توانائی:** توانائی کے منصوبے مستحکم آپریشنز جاری رکھیں گے۔ ای پی ٹی ایل (EPTL) قرضوں کی ادائیگی مکمل ہونے کے بعد 2029 سے زیادہ کم لاگت والا بجلی کا ذریعہ بن جائے گا۔ اسی طرح، ای پی کیو ایل (EPQL) کی مونیٹائزیشن اور ایس ای سی ایم سی (SECMC) کے توسیعی منصوبے پورٹ فولیو کو مزید متوازن بنائیں گے۔

☆ **فوڈز:** یہ شعبہ پالیسی کی غیر متوازن ترجیحات کے دباؤ میں ہے۔ تاہم، ہم پُراعتماد ہیں کہ جیسے جیسے باضابطہ شعبے کی توسیع ہوگی، طلب میں اضافہ، پیداوار میں بہتری اور برآمدی مواقع میں وسعت پیدا ہوگی، جو مستقبل میں قابلِ ذکر ترقی کا پیش خیمہ ثابت ہوگی۔

☆ **ٹرمینلز اور ٹریڈنگ:** یہ کاروبار، گروپ کو استحکام اور تنوع فراہم کرتے رہیں گے، جو بین الاقوامی سطح پر ہماری حکمتِ عملی، لچک اور اثر و رسوخ کو مزید مضبوط بناتے ہیں۔

آگے دیکھتے ہوئے، ہمارا یقین ہے کہ اینگرو کا پورٹ فولیو کئی قومی ترجیحات کے سنگم پر واقع ہے — غذائی تحفظ، آبی ڈھانچہ، ڈیجیٹل ربط اور توانائی میں لچک۔ یہ صرف سماجی ضرورتیں نہیں بلکہ ہمارے کاروباروں کے طویل المدتی طلبی محرکات بھی ہیں۔ ان ترجیحات کے ساتھ ہم آہنگ ہو کر، ہمارا مقصد پاکستان اور اپنے حصص یافتگان دونوں کے لیے پائیدار قدر پیدا کرنا ہے۔

کردار اور عمدہ اخلاق

ہماری تنظیمی ثقافت کے مرکز میں کردار اور عمدہ اخلاق (Character and Good Manners (CGM ہے۔ ایک ایسا رہنما فریم ورک جو سچائی (Truth)، اعتماد (Trust)، انکساری (Humility)، دیانتداری (Integrity) اور مشکل حالات میں استقامت (Striving in Harship) یعنی TTHIS پر مبنی ہے۔ اینگرو میں CGM اور TTHIS محض اصول یا نظریات نہیں، بلکہ یہ وہ اخلاقی بنیادیں ہیں جن پر ہمارا پورا نظامِ اقدار قائم ہے۔ یہی اقدار طے کرتی ہیں کہ ہم اپنا کاروبار کیسے چلاتے ہیں اور شراکت داروں سے کس طرز پر تعلق رکھتے ہیں۔ یہ اصول ہمارے ضابطہ اخلاق میں راسخ ہیں، جو ہمیں اخلاقی فیصلے کرنے، اعتماد کی فضا قائم رکھنے، اور دیانت و مضبوطی کے ساتھ عمل پیرا رہنے کی ترغیب دیتے ہیں۔ جیسے جیسے ہم ترقی اور جدت کے سفر میں آگے بڑھ رہے ہیں، یہ فریم ورک ہماری تنظیمی شناخت کی بنیاد ہے — ایک ایسے ادارے کی جو مقصدیت کے ساتھ بہترین کارکردگی پیش کرنے کا عزم رکھتا ہے۔

پولیمرز

ہماری پولیمر کاروباری اکائی پورٹ فولیو کے سب سے زیادہ چیلنجنگ ماحول میں کام کر رہی ہے۔ اسے بیک وقت متعدد مشکلات کا سامنا ہے: بنیادی مارجن میں تاریخی کمی، گیس کی قیمتوں میں تیزی، مارکیٹ میں کمزور طلب، اور ٹیرف کی ازسرِ نو ترتیب۔ ہماری مینجمنٹ ٹیمیں نقد بہاؤ بہتر بنانے، فی ٹن نقطۂ توازن لاگت کم کرنے، اور بیلنس شیٹ کو مضبوط کرنے پر توجہ مرکوز کیے ہوئے ہیں تاکہ کاروبار وقت اونچ نیچ کے چکروں میں مستحکم رہے۔ اسی دوران، قابلِ بھروسہ اور سستی توانائی کا بندوبست ایک اسٹریٹجک ترجیح ہے کیونکہ توانائی اس کاروبار کی طویل مدتی مسابقت کی بنیاد ہے۔

ٹیلی کام انفراسٹرکچر (ٹاورز)

ڈیوڈار کے مدغم ہونے اور پورٹ فولیو کو 15,000 ٹاورز تک بڑھانے کا ہمارا فیصلہ کمپنی کی سرمایہ کاری کے سب سے اہم فیصلوں میں سے ایک ہے۔ ہماری فوری ترجیحات واضح ہیں: کاروبار کو مؤثر طریقے سے یکجا کرنا، کارکردگی میں سرمایہ کاری کرنا، صارفین کو بہتر حل فراہم کرنا تاکہ کرایہ داری بڑھے، اور جہاں نیٹ ورک کو مضبوط بنانے کی ضرورت ہو وہاں منافع بخش انداز میں نئی تنصیبات قائم کرنا۔ یہ منضبط حکمتِ عملی کاروبار کو آنے والے برسوں میں قدر پیدا کرنے کے قابل بنائے گی۔
تاہم چیلنجز موجود ہیں۔ شعبے پر حالیہ منیمم ٹیکس میں اضافے نے سرمایہ کاری کو کم متحرک کیا ہے، جس سے مشترکہ انفراسٹرکچر کے معاشرتی فوائد کے حصول کی رفتار سست ہو سکتی ہے۔ ہم شراکت داروں کے ساتھ مسلسل مشاورت جاری رکھیں گے اور اپنے کنٹرول میں موجود بنیادی امور پر توجہ برقرار رکھیں گے۔

توانائی (انرجی)

ہماری توانائی کاروباری اکائیاں مستحکم اور پائیدار ہیں۔ EPTL نے اس عرصے میں خالص برقی پیداوار 2,789 گیگاواٹ گھنٹے فراہم کی، جبکہ گزشتہ سال اسی مدت میں یہ 2,573 گیگاواٹ گھنٹے تھی، باوجود اس کے کہ پلانٹ نے منصوبہ بند مرمتی کام انجام دیے۔ یہ پلانٹ نظام میں سب سے کم لاگت والے حرارتی بیس لوڈ پلانٹس میں سے ایک ہے، اور گروپ کے لیے مستحکم آپریشنز اور مستقل نقد آمدنی فراہم کرتا ہے۔ اگرچہ قرض کی ادائیگیوں کی ذمہ داریاں 2029 تک جاری رہیں گی، قرض کی ادائیگی کے بعد ٹیرف میں متوقع کمی تھر پاور کو ملک کے لیے مزید سستا توانائی ذریعہ بنا دے گی۔
EPQL نے قومی گرڈ کو 570 گیگاواٹ گھنٹے فراہم کیے، جبکہ پچھلے سال اسی مدت میں یہ 649 گیگاواٹ گھنٹے تھے۔ یہ اثاثہ فی الحال مالیاتی طور پر مونیٹائزیشن کے آپشنز کے تحت جائزے میں ہے۔ SECMC کے فیز III کی توسیع جاری ہے، جو منافع کی پائیداری اور پاکستان کی طویل مدتی توانائی سلامتی، دونوں کو مضبوط کرے گی۔
بجلی کے شعبے میں حکومت کے زیرِ اہتمام ساختی اصلاحات جاری ہیں تاکہ مارکیٹ کے دیرپا چیلنجز کا حل تلاش کیا جا سکے۔ ایسے ماحول میں، ہماری توجہ یہ ہے کہ ہم ایک قابلِ اعتماد شراکت دار کی حیثیت سے کام جاری رکھیں، مؤثر آپریشنز انجام دیں، اپنے وعدے نبھائیں، اور یقینی بنائیں کہ ہمارے اثاثے قومی ضروریات اور حصص یافتگان کے مفادات، دونوں کو پورا کریں۔

فوڈز

ہمارا فوڈز کا کاروبار مشکل معاشی اور ضابطہ کار ماحول کے باوجود اپنی لچک کو برقرار رکھے ہوئے ہے۔ باضابطہ ڈیری سیکٹر پر سیلز ٹیکس کے نفاذ اور کمزور قانون سازی نے مارکیٹ کے توازن کو غیر رسمی شعبے کے حق میں موڑ دیا ہے۔ اس صورتِ حال نے ہمارے کاروبار کے وسعت پذیر ہونے کی گنجائش کو محدود کیا ہے، پیداواری صلاحیت میں سرمایہ کاری کو متاثر کیا ہے، اور اس کے نتیجے میں اس شعبے کے قومی اقتصادی نمو میں حصے اور حصص یافتگان کو بہتر منافع فراہم کرنے کی صلاحیت کو کمزور کیا ہے۔ ان چیلنجز کے باوجود، انتظامیہ نے عملی کارکردگی میں بہتری اور اخراجات کے نظم و ضبط کے ذریعے مجموعی کاروباری نتائج کو مستحکم رکھا ہے۔

ٹرمینلز

ہمارے ٹرمینل کاروبار ملک میں گیس اور کیمیکل سپلائی چین کے تسلسل کو برقرار رکھنے میں کلیدی کردار ادا کر رہے ہیں، جو قومی گیس رسد کے تقریباً 15 فیصد حصے کی فراہمی کے ذمہ دار ہیں۔ یہ کاروبار مستحکم نقد بہاؤ مہیا کرتے ہیں اور پاکستان کی توانائی و صنعتی ویلیو چین میں تزویراتی اہمیت کے حامل ہیں۔ تاہم، اس شعبے پر منیمم ٹیکس میں حالیہ اضافہ مالی دباؤ میں اضافہ کا باعث بنا ہے، جو بالواسطہ طور پر صنعت اور معیشت کو حاصل ہونے والے فوائد کو محدود کرتا ہے۔ ہم اس معاملے پر شراکت داروں کے ساتھ تعمیری مشاورت جاری رکھے ہوئے ہیں، جبکہ اپنی توجہ آپریشنل عمدگی اور ان بنیادی عوامل پر مرکوز رکھے ہوئے ہیں جو ہمارے دائرے اثر میں ہیں۔

تجارتی سرگرمیاں

اینگرو ایکزمپ ایف زی ای، جو کمپنی کا بین الاقوامی تجارتی ذیلی ادارہ ہے، نے اس مدت کے دوران مسلسل نمو کا مظاہرہ کیا اور بہتر تجارتی سرگرمیوں اور بلند حجم کے باعث مضبوط ٹاپ لائن کارکردگی فراہم کی۔ مالی لحاظ سے حصہ ڈالنے سے آگے، یہ کاروبار، گروپ کو ایک تزویراتی بین الاقوامی موجودگی فراہم کرتا ہے، جس سے پورٹ فولیو میں تنوع آتا ہے اور عالمی منڈیوں تک رسائی میں اضافہ ہوتا ہے۔

منافع منقسمہ پالیسی

بورڈ آف ڈائریکٹرز نے سال 2025 کے لیے عبوری منافع منقسمہ کا اعلان نہ کرنے کا فیصلہ کیا ہے، جو سرمایہ کے استعمال میں ایک متوازن اور سوچی سمجھی حکمتِ عملی کی عکاسی کرتا ہے، جس کا مقصد طویل المدتی حصص یافتگان کی قدر میں زیادہ سے زیادہ اضافہ ہے۔

ڈائریکٹرز رپورٹ برائے نوماہ اختتام پذیر 30 ستمبر، 2025

محترم حصص یافتگان،

اینگرو اپنے حصص یافتگان کے سرمائے کا ذمہ دار امین بننے کے اپنے عزم پر قائم ہے۔ کمپنی اپنی کامیابی کو طویل المدتی حصص یافتگان کی قدر میں اضافے کے عزم کے ذریعے متعین کرتی ہے، جو سرمایہ کاری اور سرمایہ مختص کرنے سے متعلق تمام فیصلوں کی رہنمائی کرنے والا بنیادی اصول ہے۔ اینگرو شفافیت اور احتساب کی اہمیت کو تسلیم کرتا ہے تاکہ اس مقصد کے حصول میں پیش رفت کو واضح طور پر اجاگر کیا جا سکے، کیونکہ حصص یافتگان کا اعتماد اور بھروسہ کمپنی کی نظامِ حکمرانی کی اساس اور طویل المدتی حکمتِ عملی کی سمت کے لیے مرکزی حیثیت رکھتا ہے۔

مدغم اعداد و شمار

نوماہ کے اختتام، 30 ستمبر 2025 تک، گروپ نے مدغم طور پر بعد از ٹیکس منافع 86,152 ملین روپے ظاہر کیا، جس میں سے 42,017 روپے اینگرو کے حصص یافتگان کے حصے کے طور پر منسوب ہیں۔ اسی عرصے میں فی حصص آمدنی 34.89 روپے رہی جبکہ پچھلے سال اسی مدت میں یہ 13.21 روپے تھی۔ اس اضافے کی بڑی وجہ 2023 اور 2024 کے دوران ہم نے اپنے حرارتی توانائی اثاثوں کے سلسلے میں تسلیم کی گئی کمی برائے قدرِ اثاثہ کی واپسی ہے، جو ماضی میں "فروخت کے لیے رکھے گئے" کے طور پر درجہ بندی کیے گئے تھے۔ اگر اس ایک وقتی اثر کو خارج کر دیا جائے تو حصص یافتگان کو منسوب مدغم بعد از ٹیکس منافع 15,156 ملین روپے رہا، جو کاروبار کی بنیادی کمائی کی بہتر عکاسی کرتا ہے۔

انفرادی بنیاد پر کمپنی نے اس مدت کے دوران بعد از ٹیکس منافع 370 ملین روپے ریکارڈ کیا، جو کہ پچھلے سال اسی مدت میں 6,114 ملین روپے تھا، اور اس کے نتیجے میں فی حصص آمدنی 0.31 روپے رہی، بمقابلہ پچھلے سال 12.70 روپے۔ جیسا کہ اوپر بیان کیا گیا، یہ عددی فرق کاروبار کی بنیادی صحت میں کمی کی عکاسی نہیں کرتا؛ یہ بنیادی طور پر ان آمدنی پیدا کرنے والی سرمایہ کاریوں کی اسکیم آف ارینجمنٹ کے تحت منتقل ہونے اور ایک وقتی ساختی تبدیلیوں کی وجہ سے ہے، جو یکم جنوری 2025 سے DH پارٹنرز کو منتقل ہوئیں، نیز اینگرو کارپ کی طرف سے ڈیوڈار لین دین نقد منافع کی ادائیگی میں کمی کا باعث بنی۔

اہم مالیاتی اثرات پر نوٹ

جیسا کہ پہلے بھی واضح کیا گیا، اس مدت کی کارکردگی پر تین مرکزی عوامل کا نمایاں اثر رہا۔ حصص یافتگان کے لیے یہ سمجھنا ضروری ہے کہ رپورٹ شدہ فی حصص آمدنی اور بعد از ٹیکس منافع میں ہونے والی رد و بدل زیادہ تر ساختی تبدیلیوں اور ایک وقتی کمی برائے قدرِ اثاثہ کی واپسی کی وجہ سے ہیں، نہ کہ کاروبار کی بنیادی طاقت میں کسی نمایاں فرق کی وجہ سے۔

1. **اینگرو ہولڈنگز کا قیام:** یکم جنوری 2025 سے نافذ العمل، اینگرو کارپوریشن، کمپنی کی مکمل ملکیتی ذیلی کمپنی بن گئی۔ نتیجتاً، مالکان کے لیے منافع کا منسوب حصہ اب 100 فیصد ظاہر ہوتا ہے، جو کہ پچھلے سال 39.97 فیصد تھا۔ اس کے علاوہ 723 ملین نئے حصص جاری کیے گئے، جس سے فی حصص آمدنی پر اثر مرتب ہوا۔

2. **حرارتی توانائی کے اثاثے:** اینگرو انرجی کے حرارتی اثاثوں کی منتقلی کے معاہدے منسوخ ہونے کے بعد انہیں IFRS5 کے تحت دوبارہ جاری آپریشنز میں درجہ بندی کیا گیا۔ اس اقدام کے نتیجے میں پہلے تسلیم کی گئی کمی برائے قدرِ اثاثہ اور دیگر متعلقہ ایڈجسٹمنٹس کی واپسی ہوئی، جس کی مجموعی مالیت 54,174 ملین روپے رہی (مالکان کا حصہ: 26,861 ملین روپے)۔

3. **ڈیوڈار ٹاورز کا مدغم کرنا:** 3 جون 2025 کو گروپ نے PMCL کے ساتھ لین دین کے مکمل ہونے کے بعد ڈیوڈار (تقریباً 10,600 ٹاورز) کو گروپ میں مدغم کر لیا۔ اثاثہ جات اور واجبات کو عارضی منصفانہ قدروں پر بالترتیب 220,612 ملین روپے اور 167,679 ملین روپے پر ریکارڈ کیا گیا، اور ڈیوڈار کے نتائج اس تاریخ سے گروپ کے مالیاتی اعداد و شمار میں شامل کیے گئے۔

اثاثہ جاتی پیش رفت

فرٹیلائزرز (کھاد)

ہمارا فرٹیلائزر کاروبار اینگرو کے پورٹ فولیو کا سنگِ میل برقرار ہے۔ اس مدت کے دوران صنعت کی فروخت پر دباؤ رہا کیونکہ کسانوں کی معاشی حالت کمزور رہی اور سیلابی نقصانات نے کاشت شدہ علاقوں کو متاثر کیا، جو قلیل مدتی طلب میں کمی کا سبب بنے۔ کاروبار نے ان چیلنجوں سے نمٹنے کے لیے وزن دار صارفین کے ساتھ متحرک تعلق برقرار رکھا، اور انتظامیہ نے طویل مدتی استحکام اور لچک کو یقینی بنانے کے لیے آپریشنل نظم و ضبط اور کارکردگی پر توجہ جاری رکھی۔

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