Quice Food Industries Ltd.

Ref: QUICE / CS - 034/2026
Dated: June 02, 2026

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: **Prior intimation of publication of Notice of Extraordinary General Meeting (EOGM)**

Dear Sir

Please find attached the Notice of Extraordinary General Meeting of Quice Food Industries Limited to be held on Tuesday, June 23, 2026 at Karachi.

Further, the appended notice of EOGM will be published in the "**The Dawn**" (English language) and "**Jang**" (Urdu translation) newspapers, respectively on Wednesday, June 03, 2026.

Additionally, the appended documents are attached for your information.

A. Notice of Extraordinary General Meeting
B. Statement of Material Facts Under Section 134 (3) of the Companies Act, 2017
C. Scheme of Arrangement
D. Swap Letters issued by Parker Russell A.J.S Chartered Accountants
E. Special Purpose Financial Statements of the Companies for the Eight-month period from July 01, 2025 to February 28, 2026.

Please apprise TRE Certificate holders of the Exchange accordingly.

Yours sincerely
for **Quice Food Industries Limited**

QUICE FOOD INDUSTRIES LTD

Company Secretary

Ws7, Madina Palace, Mezzanine Floor Faran Co-operative Society, Dhoraji Colony, Karachi - 74800, Pakistan.
Phone: 021-34857177-79 Fax: 021-34857176 Email: info@quice.com.pk Web: www.quice.com.pk

Quice Food Industries Ltd.

C.c: **Executive Director/ HOD**
Offsite-II Department, Supervision Division
Securities & Exchange Commission of Pakistan
NIC Building 63 Jinnah Avenue, Blue Area
Islamabad

The Joint Registrar of Companies
Securities and Exchange Commission of Pakistan
Company Registration Office (CRO)
Dawood Center, Ground Floor
M.T. Khan Road
Civil Lines
Karachi.

The Commissioner
Securities & Exchange Commission of Pakistan
NIC Building 63 Jinnah Avenue, Blue Area
Islamabad

THK Associates (Pvt) Limited
32-C, Jami Commercial Street 2, D.H.A Phase VII,
Karachi 75500,
Pakistan

Ws7, Madina Palace, Mezzanine Floor Faran Co-operative Society, Dhoraji Colony, Karachi - 74800, Pakistan.
Phone: 021-34857177-79 Fax: 021-34857176 Email: info@quice.com.pk Web: www.quice.com.pk

Quice Food Industries Ltd.

QUICE FOOD INDUSTRIES LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ("EOGM") of Quice Food Industries Limited ("the Company") will be held on Monday, June 23, 2026, at 09:00 a.m., at WS7, Madina Palace, Faran Co-operative Society, Dhoraji Colony, Karachi and / or through video link facility to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of Annual General Meeting held on October 28, 2025

SPECIAL BUSINESS

2. Whereas it is proposed that by means of a Scheme of Arrangement, M/s. Indus Fruit Products Limited, shall, along with all their respective assets and liabilities, be amalgamated with and merged into M/s. Quice Food Industries Limited. In exchange for the issuance of ordinary shares of M/s. Quice Food Industries Limited to the shareholders respectively, in accordance with the Scheme of Arrangement. This will result in the dissolution without winding up of M/s. Indus Fruit Products Limited and the surviving entity shall be referred to and be renamed as M/s. Quice Food Industries Limited.

   "RESOLVED THAT" subject to the approval of the Honorable High Court of Sindh, the draft Scheme of Arrangement under Sections 279 to283 and 285 of the Companies Act, 2017 between M/s. Quice Food Industries Limited and M/s. Indus Fruit Products Limited., which is attached to the Notice herewith, and initialed by the Chairman of the Meeting for purposes of identification, is hereby approved, adopted and agreed.

OTHER BUSINESS

3. To transact any other business with the permission of the Chair.

Quice Food Industries Ltd.

Statement of Material Facts as required under 134(3) of the Companies Act 2017, is annexed to the notice of meeting circulated to the members of the Company.

By Order of the Board

Company Secretary
Sardar Iftikhar Ahmed

Karachi
June 02, 2026

NOTES:

1. CLOSURE OF SHARE TRANSFER BOOKS:

The Share Transfer Books of the Company will remain closed from 17-06-2026 to 23-06-2026 (both days inclusive). No transfer will be accepted for registration during this period. Transfer request received in order at the office of the Company's Share registrar, M/s. **THK Associates (Pvt) Limited** 32-C, Jami Commercial Street 2, D.H.A Phase VII, Karachi 75500, upto the close of business on 16-06-2026 will be treated in time for the purpose of attending and voting at the EOGM.

2. PARTICIPATION IN THE EXTRA ORDINARY GENERAL MEETING:

Any member entitled to attend and vote at this meeting shall be entitled to appoint any other member as his/her proxy to attend and vote in respect of him/her and the proxy instrument shall be received by the Company not later than 48 hours before the meeting.

CDC Account Holders Will Have to Follow Further Under Mentioned Guidelines as Laid Down by The Securities and Exchange Commission of Pakistan.

a) For attending the meeting:

i) In case of individuals, the account holders or sub-account holders and their registration details are uploaded as per the regulations,

ii) shall authenticate their identity by showing their original Computerized National Identity Card (CNIC), or Original Passport at the time of attending the meeting.

iii) In case of Corporate Entities, the Board of Directors' resolution/power of attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier) at the time of the meeting.

b) For appointing proxies:

i) In case of individuals, the account holders or sub account holders and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirements.

ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

iv) In case of corporate entities, the Board of Directors' resolution/power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted (unless it has been provided earlier) along with proxy form to the company's registrar.

3. PARTICIPATION IN EOGM THROUGH ELECTRONIC MEANS:

The shareholders who intend to attend and participate in the Extra Ordinary General Meeting through video-link are requested to register themselves by sending an email along with following particulars and valid copy of CNIC at **aa@thk.com.pk**, with subject of '**Registration for EOGM**', latest by June19, 2026.

Name of Shareholder	Company Name	CNIC NO.	Folio No. / CDC Account No.	Cell No.	Registered Email Address
	Quice Food Industries Limited				

The video link of the meeting will be sent to the members on their registered email address after due verification of above formalities. The said link will remain open from 09 a.m. on the date of EOGM till the conclusion of the meeting.

4. VIDEO CONFERENCE FACILITY

In terms of section 132(2) of the Companies Act, 2017, if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 10 days prior to the date of EOGM, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please email the following information to the Share Registrar, Please email details at, **aa@thk.com.pk**

Form for Video Conference Facility

The Company Secretary/Share Registrar, I, We____________________, of ________________, being the registered shareholder(s) of the company under Folio No(s). ______________/ CDC Participant ID No.______________and Sub Account No.____________ /CDC Investor Account ID No., and holder of __________ Ordinary Shares, hereby request for video conference facility at ______________ for the Annual General Meeting of the Company to be held on ______________.

Date: _____________

____
Member's signature

5. CONVERSION OF PHYSICAL SHARES INTO BOOK- ENTRY FORM

As per Section 72 of the Companies Act, 2017, all existing companies are mandated to convert their physical shares into book-entry form. In line with this, the Securities & Exchange Commission of Pakistan issued Circular #CSD/ED/Misc./2016-639-640 on March 26, 2021, advising listed companies to actively encourage their members still holding shares in physical form to undergo the conversion process.

In the aforementioned directive, the shareholders having physical share are requested to convert their physical share certificates into book-entry form at the earliest.

6. CIRCULATION OF NOTICE TO THE SHAREHOLDERS THROUGH EMAIL:

As per the SECP's notification vide SRO 452(I)/2025, dated March 17, 2025, the Notice of the EOGM shall be circulated to members through email in case email address has been provided by the respective member to the Company regardless of the fact that the consent of the member to receive the notice through email has been received or not.

7. STATUTORY CODE OF CONDUCT AT EOGM

Members are requested to observe the conduct referred in sub-regulation 2 of Regulation 55 of the Companies Regulations, 2024 while attending the EOGM.

8. POSTAL BALLOT

Members are hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018, read with Sections 143-144 of the Companies Act, 2017, and SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business in accordance with the conditions mentioned in the Ballot Paper(below)

9. E-VOTING PROCEDURE

a) Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses (Registered email ID) available in the register of members of the Company by the close of business on June 16, 2026 by M/s **THK Associates (Pvt) Limited** (being the e-voting service provider).

b) The web address, login details and password will be communicated to members via email. The security codes will be communicated to members through SMS and email from web portal of the e-voting service provider.

c) Identity of the members intending to cast vote through E-Voting shall be authenticated through electronic signature or authentication for login.

d) E-Voting lines will start from June 21, 2026 and shall close on June 22, 2026 at 5:00 p.m. Members can cast their votes any time during this period.

e) Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently

Statement of Information Under Section 134(3) of the Companies Act, 2017

1. Judicial Companies Miscellaneous Petition No. 30 of 2026 has been filed in the Honorable High Court of Sindh at Karachi under Section 279 to 283 and 285 of the Companies Act, 2017 for sanction of (and for other orders) in respect of the Scheme of Arrangement (hereinafter referred to as the "Scheme") between M/s. Indus Fruit Products Limited and M/s. Quice Food Industries Limited. (Hereinafter collectively referred to as the "Petitioners") and their respective members. In that proceeding, the Honorable Court has, through Order dated 25.05.2026 directed the convening of separate meetings of the members, as applicable, of each of the companies for seeking their agreement to the Scheme.

2. That the Board of Directors of the Petitioner Nos. 1 and 2 have considered various options ways and means available to improve their business with the ultimate aim of maximizing shareholder returns. They have accordingly formulated the Scheme annexed herewith. The Petitioners intend to enter into the Scheme whereby the Petitioner No.1 shall, along with all their respective assets and liabilities, be amalgamated with and into the Petitioner No. 2 in exchange for the issuance of ordinary shares of Petitioner No. 2 (M/s. Quice Food Industries Limited) to the shareholders of Petitioner No 1 (M/s. Indus Fruit Products Limited), in accordance with Article 05 of the Scheme this will result in the dissolution without winding up of the Petitioner No. 1.

3. In light of the aforesaid, the Scheme has been prepared. The respective Boards of the Petitioners have approved the Scheme and resolved to commence with the process to effect the Scheme and to take all such steps as are necessary in this regard and for submission of the Scheme to the Honorable High Court of Sindh pursuant to Section 279to 283 and 285 of the Companies Act, 2017. A copy of the Scheme is attached herewith and the same may also be inspected by the members of the company during business hours at the registered office of the company.

4. Under Section 279(2) of the Companies Act, 2017, the majority in number representing three-fourths of the members of the companies present in the meeting should agree to the Scheme in order for the same to be sanctioned by the Honorable High Court of Sindh. Hence, pursuant to the order dated 25.05.2026 passed in the aforesaid Judicial Companies Miscellaneous petition, an extra ordinary general meeting of the members of the Company will be held on Tuesday, June 23, 2026, at 09:00 a.m., at WS7, Madina Palace, Faran Co-operative Society, Dhoraji Colony, Karachi to consider and if through fit approve, adopt and agree to the Scheme.

5. No director of the Company has any interest, whether directly or indirectly, except to the extent of their shareholding held by them in the Petitioner Companies and their employment within the said Companies. The Directors are also interested to the extent of remuneration and benefits as per the policy of the Company.

Quice Food Industries Ltd.

QUICE FOOD INDUSTRIES LIMITED
WS7, Madina Palace, Faran Co-operative Society, Dhoraji Colony, Karachi.
Website: www.quice.com.pk

BALLOT PAPER FOR VOTING THROUGH POST

Designated e-mail address of the **Chairman** at which the duly filled in ballot paper may be sent: legal@quice.com.pk

Name of Shareholder	
Registered Address	
Folio No. / CDC Participant / Investor ID with Sub-Account #	
Number of shares	
CNIC, NICOP/ Passport No. (for foreigner) (Copy to be attached)	
CUIN (In case of corporate entity)	

Instructions for Poll

a) Please indicate your vote by ticking (✓) the relevant box.
b) In case if both the boxes are marked as (✓), you poll shall be treated as "Rejected".

I/we hereby exercise my/our vote in respect of the following Special Business resolution through postal ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below:

Nature & Description of Resolution	No. of ordinary shares used for casting votes	I/We assent to the Resolution (**FOR**)	I/We dissent to the Resolution (**AGAINST**)
"RESOLVED THAT" subject to the approval of the Honorable High Court of Sindh, the Draft Scheme of Arrangement under Sections 279 to283 and 285 of the Companies Act, 2017 between M/s. Quice Food Industries Limited and M/s. Indus Fruit Products Limited., which is attached to the Notice herewith, and initialed by the chairman of the Meeting for purposes of identification, is hereby approved, adopted and agreed.			
Signature of Shareholder(s) (In case of corporate entity, please also affix company stamp)	Place	Date	

Quice Food Industries Ltd.

NOTES:

1. The dully filled postal ballot should be sent to Quice Chairman, Fakhir Ahmed, through post Head Office, WS7, Madina Palace, Faran Co-operative Society, Dhoraji Colony, Karachi or through e-mail at legal@quice.com.pk, on or before June 22, 2026 till 5:00 p.m. Any postal ballot received after this date will not be considered for voting.

2. Copy of CNIC should be enclosed with the postal ballot form. In the case of a corporate entity, a copy of the Board resolution authorizings any signatory(ies) to vote on behalf of such entity, along with his/her CNIC copy, should be enclosed.

3. The signature on the postal ballot should match the signature on CNIC.

4. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over-written ballot paper will be rejected.

Ws7, Madina Palace, Mezzanine Floor Faran Co-operative Society, Dhoraji Colony, Karachi - 74800, Pakistan.
Phone: 021-34857177-79 Fax: 021-34857176 Email: info@quice.com.pk Web: www.quice.com.pk

Quice Food Industries Ltd.

Proxy Form

The Company Secretary
Quice Food Industries Limited
WS7, Mezzanine Floor
Madina Palace, Faran Co-operative Housing Society
Dhoraji Colony
Karachi

I / We hereby ________________________ **of** ____________________ being member (s) of Quice Food industries Ltd. and holder of ____________________ Ordinary Shares as per Share Registrar Folio ______________ and / or CDC Account No ______________________ Hereby appoint Mr./ Ms. ____________________ S/O , W/O________________ ________________ or falling him / her ________________ **of as my / our proxy to vote for me and on my behalf at the Extra Ordinary General Meeting of the Company to be held** on the **23rd day of June,** 2026 at 09:00 a.m at WS7, **Madina Palace, Faran Co-operative Society, Dhoraji Colony**, Karachi and/or at any adjournment thereof.

Signed __________ **this day of** ________________ 2026

WITNESSES:

1) **Signature** : ____________________

Name : ____________________

Address : ____________________

CNIC or : ____________________

Passport No. : ____________________

____
Signature

(Signature should agree with the specimen Specimen Signature with the Company)

2) **Signature** : ____________________

Name : ____________________

Address : ____________________

CNIC or : ____________________

Passport No. : ____________________

SCHEME OF ARRANGEMENT

UNDER SECTION 279 TO 283 READ WITH SECTION 285 OF THE COMPANIES ACT, 2017

FOR

AMALGAMATION/ MERGER

BETWEEN

M/S. INDUS FRUIT PRODUCTS LIMITED

and its Members

AND

M/S. QUICE FOOD INDUSTRIES LIMITED

and its Members

INDUS FRUIT PRODUCTS LIMITED *

QUICE FOOD INDUSTRIES LTD. *

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QUICE FOOD INDUSTRIES LTD. *

INDUS FRUIT PRODUCTS LIMITED *

BACKGROUND

INDUS FRUIT PRODUCTS LIMITED

INDUS FRUIT PRODUCTS LIMITED (hereinafter referred to as "IFPL") was incorporated on 13.02.1986 The principal activities are to produce and market fruit pulp, juices, concentrates and allied products.

The authorized share capital of IFPL is PKR 300,000,000/- divided into 30,000,000 ordinary shares of PKR 10/- each and the paid up capital is PKR 275,080,000/- divided into 27,508,000 ordinary shares of PKR 10/- each. IFPL's share capital details are available at **Annexure A** to this Scheme. The Balance Sheet of IFPL is also available at **Annexure C**.

QUICE FOOD INDUSTRIES LIMITED

QUICE FOOD INDUSTRIES LIMITED (hereinafter referred to as "QFIL") was incorporated on 12.03.1990. The principal activities are the manufacturing and sale of Jam, Jelly, Syrups, Custard powder, Pickles, Essence, Juices and Aerated drinks and its Allied Products. and is listed on Pakistan Stock Exchange Limited, being a public listed company.

The authorized share capital of QFIL is PKR 1,051,000,000/- divided into 105,100,000 ordinary shares of PKR 10/- each and the paid up capital is PKR 984,618,280/- divided into 98,461,828 ordinary shares of PKR 10/- each. QFIL's share capital details are available at **Annexure B** to this Scheme. The Balance Sheet of IFPL is also available at **Annexure D**.

QUICE FOOD INDUSTRIES LTD. ★

INDUS FRUIT PRODUCTS LIMITED ★

ARTICLE 1

DEFINITIONS

In this Scheme of Arrangement, unless the subject or context otherwise requires, the following expressions shall bear the meanings specified against them below:

"APPOINTED DATE" means the cut-off date fixed for transfer and amalgamation of the Undertaking as outlined in Article 4 hereto, as well as assets and liabilities of IFPL into QFIL, i.e. 01.03.2026.

"COURT" means the High Court of Sindh or any other Court for the time being having jurisdiction under Section 279 to 283 of the Act.

"EFFECTIVE DATE" means as specified in Article 7 of this Scheme of Arrangement.

"EXISTING" means existing, outstanding or in force immediately prior to the Effective Date,

"FINANCIAL STATEMENTS" means audited financial statements of IFPL and QFIL made as of 28.02.2026 for the purposes of determining the net assets, paid-up capital, reserves and surplus of IFPL and QFIL on the Appointed Date.

"IFPL" means Indus Fruit Products Limited, a public unlisted company incorporated in Pakistan having its registered office at WS7, Mezanine Floor, Madina Palace Faran Co operative Housing Society Dhoraji Colony, Karachi, Pakistan..

"QFIL" means Quice Food Industries Limited, a public listed company incorporated in Pakistan and listed on Pakistan Stock Exchange, having its registered office at WS7, Mezanine Floor, Madina Palace Faran Co operative Housing Society Dhoraji Colony, Karachi, Pakistan..

"ACT" means the Companies Act, 2017, rules and regulations thereunder, or any statutory modification or re-enactment thereof for the time being in force.

"RECORD DATE" means the date as appointed by the Board of Directors of QFIL in terms of Article 5, Clause (b) of this Scheme.

"SCHEME" means this Scheme of Arrangement in its present form with any modification thereof or addition thereto approved or conditions, if any, imposed by the Court.

"TAX" means all present and future taxes, including income tax, sales tax, stamp duties, octroi, customs or excise duty, registration charges, levies, deductions, imposts, and any other charges and withholdings whatsoever, together with any interest, mark-up or penalties payable in connection with any failure to pay or delay in paying any of the above.

The headings and marginal notes are inserted for convenience and shall not affect the construction of this Scheme.

QUICE FOOD INDUSTRIES LTD. *

INDUS FRUIT PRODUCTS LIMITED *

ARTICLE 2

OBJECTIVES

This Scheme of Arrangement has been formulated pursuant to the provisions of Section 279 to 283 and Section 285 of the Act for merger of IFPL and QFIL, as per the terms of this Scheme of Arrangement, together with all its properties, liabilities and obligations of every description.

The benefits of the Scheme of Arrangement shall include but are not limited to the following:

1. ***PRINCIPAL OBJECT***

   By way of this merger, IFPL intends to become an integral part of a consolidated food processing and beverages group under Quice Food Industries Limited. After the proposed merger, IFPL along with all their respective assets and liabilities, be amalgamated/merged with and into QFIL in exchange for issuance of ordinary shares of QFIL to the shareholders of the IFPL respectively, in accordance with Article 5 of the Scheme.

   This will result in the dissolution, without winding up of IFPL and QFIL shall continue as a listed entity on the PSX having adopted the name of QFIL only i.e. "Quice Food Industries Limited".

   Therefore, the principal object of the merger is to combine the assets and liabilities of the two companies and their members into one company, to bring significant value addition for shareholders of both companies and in a nub, the above proposed merger if sanctioned will contribute substantially to the strengthening of the food processing sector in Pakistan and the sustainable growth of the merged entity.

2. ***STRATEGIC RATIONALE***

   The proposed amalgamation of IFPL with QFIL has been conceived with the objective of consolidating the business operations, assets and resources of both companies into a single corporate entity.

   The merger is expected to create a more efficient organizational structure by integrating the operational strengths, managerial expertise and market presence of both companies. Through such integration, the merged entity will be better positioned to optimize its production capabilities, strengthen its distribution network and enhance its ability to respond to evolving market dynamics in the food processing and consumer products sector.

   The amalgamation will also enable the consolidation of the business activities of IFPL into QFIL, thereby simplifying the corporate structure and enabling more effective strategic planning, centralized decision-making and improved corporate governance. The combined operations are expected to generate operational synergies and improved efficiencies through coordinated management of resources, supply chains and marketing activities.

   Furthermore, as QFIL is a company listed on the Pakistan Stock Exchange, the merger will provide the shareholders of IFPL with the opportunity to participate in a listed corporate platform, thereby enhancing

QUICE FOOD INDUSTRIES LTD. ★ INDUS FRUIT PRODUCTS LIMITED ★

the liquidity and marketability of their investment while also providing the merged entity with improved access to capital markets.

Accordingly, the proposed Scheme of Arrangement is expected to strengthen the long-term strategic positioning of the merged entity and facilitate sustainable growth while enhancing value for shareholders and other stakeholders.

3. ***SINGLE CORPORATION AND TAX REPORTING***

The merger will make single corporate and tax reporting possible. It will entail elimination of maintenance of separate records for business operation, selling, purchasing, marketing, legal, administrative and secretarial and other records under the various laws resulting in duplication of work and higher costs.

4. ***ECONOMIC BENEFIT***

The proposed merger of IFPL with QFIL is expected to generate significant economic benefits through the consolidation of operations and the optimization of financial and operational resources.

The amalgamation will enable the merged entity to benefit from economies of scale in procurement, manufacturing, marketing and distribution activities. The elimination of duplicate corporate and administrative functions will result in cost efficiencies and improved operational productivity.

In addition, the merged entity will possess a larger asset base and stronger capital structure, which is expected to enhance its financial stability and improve its ability to obtain financing from banks and financial institutions on more favourable terms. This improved financial capacity will support future investments in expansion, modernization and product development.

The merger will also streamline regulatory, financial reporting and compliance obligations by eliminating the need to maintain multiple corporate entities for similar business operations, thereby reducing administrative and compliance costs.

Overall, the amalgamation is expected to strengthen the financial performance and competitive position of the merged entity while creating long-term economic value for shareholders, employees, creditors, and other stakeholders.

5. ***LARGER EQUITY AND ASSET BASE TO RESULT IN HIGHER PROFITABILITY***

The merged Company i.e., QFIL would have a larger asset and product base enabling it to achieve higher growth which is expected to result in enhanced profitability and the larger size of merged entity would provide greater opportunities in the market.

6. ***OVERALL BENEFITS***

The merger will be to the advantage of shareholders and employees of both the companies. Since the reduced overhead costs is likely to result in enhanced revenues, the prospects of higher profitability

with its attendant consequences of better dividends to shareholders may be expected. Moreover, by merging IFPL into QFIL, the larger base of assets of merged companies will bring financial stability to, and resulting in business growth.

QUICE FOOD INDUSTRIES LTD. *

INDUS FRUIT PRODUCTS LIMITED *

ARTICLE 3

A. EXISTING SHARE CAPITAL

IFPL

The Authorized Share Capital of IFPL is PKR 300,000,000/-divided into 30,000,000 ordinary shares of PKR 10/- each and the paid-up capital is PKR 275,080,000/-divided into 27,508,000 ordinary shares of PKR 10/- each.

QFIL

The Authorized Share Capital of QFIL is PKR 1,051,000,000/-divided into 105,100,000 ordinary shares of PKR 10/- each and an issued and paid-up share capital of PKR 984,618,280/-divided into 98,461,828 ordinary shares of PKR 10/- each.

B. EXISTING SHAREHOLDING PATTERN

IFPL

The substantial shareholding pattern of IFPL has been annexed and marked as **Annexure A.**

QFIL

The substantial shareholding pattern of QFIL has been annexed and marked as **Annexure C.**

C. EXISTING BOARD OF DIRECTORS

IFPL

Name	*Designation*
Mr. Javed Yameen	*Chief Executive Officer / Director*
Mr. M Anas Raza	*Director*
Ms. Hina Fayyaz	*Director*
Mr. Aamir Altaf	*Director*
Mr. Azhar Ahmed	*Director*
Mr. Muhammad Siraj	*Director*
Mr. Imran Mian	*Director*

QFIL

Name	*Designation*
Mr. Fakhir Ahmed	*Chairman / Director*
Mr. Muhammad Atif	*Chief Executive Officer*
Mr. Muhammad Siraj	*Director*

QUICE FOOD INDUSTRIES LTD.

INDUS FRUIT PRODUCTS LIMITED

Mr. Salman Haroon	*Director*
Mr. Qazi Muhammad Imran	*Director*
Ms. Hina Faiyaz	*Independent Director*
Ms. Saba Irfan	*Independent Director*

D. PROPOSED CONSTITUTION OF THE BOARD

The existing board of QFIL will be continue after the amalgamation/ merger of both companies as below.

Name	***Designation***
Mr. Fakhir Ahmed	*Chairman / Director*
Mr. Muhammad Atif	*Chief Executive Officer*
Mr. Muhammad Siraj	*Director*
Mr. Salman Haroon	*Director*
Mr. Qazi Muhammad Imran	*Director*
Ms. Hina Faiyaz	*Director*
Ms. Saba Irfan	*Director*

ARTICLE 4

THE SCHEME

THE OBJECT

The principal object of the Scheme is to effect a merger between IFPL and QFIL through the transfer to and vesting in QFIL of IFPL, in consideration whereof, inter alia, fully paid ordinary shares of QFIL shall be allotted to IFPL's shareholders, in lieu of shares held by them in IFPL as per Swap Ratio, subject to the terms of the Scheme and the dissolution of IFPL without winding up.

IFPL AND ITS TRANSFER TO AND VESTING IN QFIL

IFPL and QFIL shall be amalgamated by transfer to and vesting in QFIL of IFPL, as subsisting immediately preceding the Effective Date, and, accordingly, the entire IFPL, as subsisting immediately preceding the Effective Date, without further act or deed, matter, process or procedure, shall be transferred to and vested in QFIL as a going concern on the Effective Date.

A. The Undertakings of IFPL to be transferred to and vested in QFIL under the Scheme shall be inclusive of the following:

a) All assets and properties of IFPL, including without limitation, properties of all kind and by whatever title held and whether movable or immovable, tangible or intangible, leasehold assets, including but not limited to and without limiting the generality of foregoing in particular:

i. any and all immoveable property, land, buildings, moveable assets including all plant, machinery, equipment, spare parts, tools, appliances, computer systems and equipment, motor and other vehicles, furniture, fixture and fittings;

ii. all contracts which remain in whole or in part to be performed at the Appointed Date entered into by or subsisting in favour of IFPL, inclusive of all rights and obligations of IFPL thereunder;

iii. all contracts, agreements, trusts, leases, hires, rentals, subleases, tenancies, conveyances, grants, instruments of transfer, engagements, commitments and arrangements entered into by IFPL or subsisting in favour of IFPL, inclusive of all rights and obligations of IFPL arising thereunder;

iv. all actionable claims, book, trade and other debts or sums due, owing, accrued or payable to IFPL(whether or not invoiced and whether or not immediately due or payable), advances, deposits, prepayments and other receivables, loans made, investments, cash in hand and at banks or other depositories;

v. all historical and current documents, customer lists, product and supplier lists, catalogues, literature, employee records, documents of title, sales targets, sales statistics, market share statistics, marketing surveys and reports, marketing research and any advertising or other promotional material and other accounting (including management accounting reports) and other

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financial data whether in hard copy or in computer held form (including, for avoidance of doubts, such as microfilm and microfiche).

But the transfer and vesting of such assets and properties shall be subject to all mortgages, charges and other encumbrances subsisting thereon.

b) all debts and other liabilities and obligations (if any) of IFPL whether accrued or accruing or contingent and whether incurred solely or jointly with another or others including all amounts owing to banks, financial institutions and other creditors;

c) all banking and other accounts maintained by IFPL and all the credit and debit (as the case may be) balances in such accounts;

d) all rights, powers, authorities and privileges of every kind and description held by IFPL including without limitations, all registrations, licenses, permits, categories, entitlements, sanctions, approvals and permissions or otherwise concerning the investment in or carrying on of any business by IFPL or the businesses and other activities carried on by IFPL or any part thereof together with every and all renewals, validations and approvals, or other right, power, authority, or privilege, whatsoever;

e) all connections and facilities for telecommunication owned by or leased or licensed to IFPL, including telephones, telexes, internets and facsimile and the benefit of all payments and deposits made by or for the account of IFPL in connection therewith;

f) all connections, meters and other installations owned by or leased or licensed to IFPL for the supply of electricity, gas and water and the benefit of all payments and deposits made by or for the account of IFPL in connection therewith;

g) the liabilities of IFPL on account of its employees or former employees including such liabilities payable on termination of service by way of gratuity, redundancy, provident fund, pension or otherwise;

h) the contracts of employment between IFPL and its employees upon merger of IFPL with QFIL becoming effective and the rights and obligations of IFPL arising under such contracts;

i) all rights, title and interest of IFPL anywhere in the world and the goodwill in respect of any trademarks, service marks, trade names, trading styles, copyrights, designs, patents, inventions, secret processes, know-how and confidential information, including without limitation, any licenses (inclusive of the benefits and burdens of such license) for the same, and any applications or rights to apply for protection or registration of any of the same and any continuing, re-issue, divisional and re- examination patent application and goodwill of IFPL in respect of each and all of its businesses and activities;

j) all rights, title and interest of IFPL in technical data and know-how, industrial and technical information, trade secrets, confidential information, drawings, formulations, technical reports, operating and testing procedures, instruction manuals, raw materials or production specifications, the result of research and development work, whether in hard copy or in computer held form

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(including, for avoidance of doubt, such media as microfilm and microfiche) and computer software;

k) all licences, permits and authorizations for the import or export of any plant, machinery, equipment, materials, goods, articles or things and all bills of entry, airway bills, bills of lading or other documents of title relating thereto and all letters of credit and other payment orders and all rights, titles and privileges, benefits, liabilities and obligations of QFIL arising thereunder or pursuant thereto or in relation thereof;

l) all rights, powers, authorities and privileges of IFPL including all registrations, licences, permits, categories, entitlements, sanctions, approvals and permissions concerning the investment in or carrying on of any business by IFPL or the businesses and other activities carried on by IFPL or any part thereof;

m) all other rights, powers, authorities and privileges of IFPL, including without limitation:

i. all registrations, licences, permits, categories, entitlements, authorizations, sanctions, permissions and approvals issued or granted by any government, government department or agency, or any statutory or local authority or any municipal establishment to IFPL;

ii. all concessions, entitlements, tariff protections and duty and tax exemptions and remissions;

iii. all credits and refunds on account of sales tax, custom duty, octroi and other duties, taxes, levies, fees, charges, or imposts paid on account of, or in connection with any properties, assets or materials comprised in the IFPL and inclusive of the right to adjust the amount of sales tax paid on the purchase, acquisition or import thereof (input tax) against sales tax payable by IFPL on goods sold by it (output tax); and

iv. all rights against third parties (including sub-contracts and any retention of title rights);

n) all loans, advances, finances, leases and banking facilities provided to or agreed to be provided to IFPL inclusive of interest, mark up or other return and bank charges in respect thereof;

o) all amounts owing (whether or not due for payment) or payable by IFPL and which are unpaid at the Appointed Date in respect of the supply of goods, utilities and services (including without limitation credit notes granted and advances received from suppliers or customers) to IFPL ;

p) the benefits of any policies of insurance issued to or otherwise available to IFPL;

q) the benefit of all capital allowances and tax losses;

r) the liabilities of IFPL for payment of taxes, and the entitlements of IFPL to credit or refund of payments made for or in respect of any assessment or liability for taxes including advance tax collections; and

s) the accumulated accounting revenue losses of IFPL.

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B. The amalgamation in accordance with this Scheme and the transfer to and vesting in QFIL of IFPL shall be treated as having taken effect from the Appointed Date and as from that time and until the Effective Date, IFPL (inclusive of the businesses, operations and other activities of IFPL) shall be deemed to have been carried on by IFPL for and on account of and for the benefit of QFIL. All profits and losses accruing or arising or incurred by through the operation of IFPL(inclusive of the businesses, operations and other activities of IFPL), from the Effective Date shall be treated as the profits or losses, as the case may be, of QFIL.

C. The profits, reserves and surpluses (if any) of IFPL or of QFIL during the period from the Appointed Date to the Effective Date shall not be utilized by IFPL or QFIL, as the case may be, for or in connection with the declaration of dividends or the issuance of bonus shares or otherwise than in the operation of the IFPL or of the businesses and operations of QFIL, as the case may be, in the ordinary course of business.

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ARTICLE 5

ISSUANCE OF SHARES BY QFIL

A. All the assets and liabilities of IFPL shall be vested in QFIL.

B. The authorized capital of IFPL will merge into the authorized capital of QFIL; and, the issued share capital of IFPL will be eliminated in consequence of issuance of new shares of QFIL to the shareholders of IFPL in terms of this Article:

Pre-Merger Authorized Capital		**Post-Merger Authorized Capital**
IFPL	QFIL	QFIL
PKR 300,000,000	PKR 1,051,000,000	PKR 1,351,000,000

Upon the sanction of the Scheme, the authorized share capital of the QFIL will be increased from PKR 1,051,000,000/- (Pak Rupees One Billion and Fifty-one Million) to PKR 1,351,000,000/- (Pak Rupees One Billion Three Hundred Fifty-One Million), divided into 135,100,000 (One Hundred Thirty-five Million One Hundred Thousand) shares of PKR 10/- (Pak Rupees Ten) each, by merger of the existing authorized share capital of the IFPL and QFIL, and that the Memorandum and Articles of Association of the Company shall stand amended in terms of the Scheme.

However, such merged authorized capital of QFIL will not be sufficient to issue new shares to the existing shareholders of IFPL under this Scheme of Arrangement.

In view of foregoing, authorized capital of the QFIL will be further increased to PKR 5,000,000,000/- (Rupees Five Billion) in order to issue 386,673,236 paid up shares against a paid up share capital of PKR 4,851,350,640/- of PKR 10/- each and for any further issuance of shares in future. For this purpose, a special resolution would also be passed to increase authorized capital from PKR 1,351,000,000/-to PKR 5,000,000,000/-. Approval of the Shareholders of QFIL to this Scheme shall also include and constitute an approval by way of special resolution from the shareholders of QFIL, to the alteration of the Memorandum and Articles of Association of QFIL for the increase of the authorized capital of QFIL to PKR 5,000,000,000/- (Rupees Five Billion), divided into 500,000,000 (Five Hundred Million) shares of PKR 10/- each (Rupees Ten).

C. Clause V of the Memorandum of Association and clause IIA of the Articles of Association of QFIL shall, with effect from the Appointed Date and upon the Scheme becoming effective and without any further act, deed, matter or thing be replaced by the following clause:

"The authorized share capital of the company is Rs. 5,000,000,000 (Rupees Five Billion only) divided into 500,000,000 (Five Hundred Million) ordinary shares of Rs. 10 (Rupees Ten only) each."

D. Each member of IFPL holding ordinary share(s) on the Effective Date in terms of Article 7, shall, after book closure, be entitled to claim and receive as of right, such number of fully paid-up ordinary

shares of the face value of Rs. 10/- each, at par, of QFIL as may be determined to the extent and in the manner detailed hereunder, in exchange of his/her/its existing holding of share(s) in IFPL:

SHARE EXCHANGE BASIS

Particulars	IFPL Shares Held	QFIL Shares to be Issued
Share Exchange Ratio (proposed at par value)	1	13.66

QUICE FOOD INDUSTRIES LIMITED

Scheme of Arrangement (Working) Proposed to be effective from 01 March 2026

Particulars	Share-exchange ratio	
	As determined by M/s Parker Russel A.J.S, Chartered Accountants	Proposed by QUICE and INDUS Directors as draft Scheme of Arrangement
Total issued & paid up shares of QUICE	98,461,828	98,461,828
Total issued & paid up shares of INDUS	27,508,000	27,508,000
Valuation of INDUS	3,758,070,000	3,758,070,000
Valuation of QUICE	472,607,254	984,618,280
Value/share - INDUS	136.62	136.62
Value/share - QUICE	4.80	10
Swap Ratio (Rounded upto Two Decimal)	28.4600	13.6600
Number of shares to be issued to current shareholders of INDUS as per Scheme	782,877,680	375,759,280
New shares to be issued to INDUS Sponsors against loan of Rs. 109,139,557	22,737,866	10,913,956
Total number of shares after amalgamation	904,077,374	485,135,064
Total share capital after Amalgamation (Rupees)	9,040,773,737	4,851,350,637
Negative reserve due to discount on issue of shares to shareholders of INDUS	(4,189,278,734)	-
Net Equity Post Merger	4,851,495,004	4,851,350,637
Number of shares of Surviving Company - Quice Food Industries Limited		
Existing paid-up capital	98,461,828	98,461,828
To be issued as shares exchange under the Scheme	782,877,680	375,759,280
New shares to be issued to INDUS Sponsors against loan of Rs. 109,139,557	22,737,866	10,913,956
Total	**904,077,374**	**485,135,064**
Shareholding of Quice Sponser		
Existing shareholding percentage - QUICE	20.44%	20.44%
Existing shareholding percentage - INDUS	83.87%	83.87%
New shares to be issued to INDUS Sponsors in the surviving company	679,307,021	326,048,694
Existing shares of sponsor in QUICE	20,125,378	20,125,378
Total	**699,432,399**	**346,174,072**
Pattern of Shareholding		
Percentage of Quice Sponsors in the mergerd company - Quice Food Industries Ltd	77.36%	71.36%
Percentage of minority shareholders in the surviving company - Quice Food Industries Ltd	22.64%	28.64%

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Note: According to the share-exchange ratio determined by Parker Russell A.J.S., Chartered Accountants, new shares of QFIL will be issued at Rs. 4.80/share (resulting into negative reserve due to discount on issue of shares) while it has been proposed by the Board of Directors of both the companies that in order to avoid the parking of such discount in the equity, new shares may be issued at par i.e. Rs. 10 and resultant share swap ratio of 13.66. It may be noted that in both cases net equity would substantially be the same.

E. According to the share Swap Ratio as detailed above, in exchange of total issued and fully paid up 27,508,000 shares of IFPL, the total number of ordinary shares of QFIL having face value of Rs. 10/- each, is worked out to be 375,759,280, which shall be issued to existing shareholders of IFPL as a consequence of the consummation of this Scheme.

F. Moreover and simultaneously, the "Sponsors' Loan" appearing in the books of IFPL at the Appointed Date is Rs. 109,139,557 against which 10,913,956 shares having face value of Rs. 10 each will also be issued to the shareholders of IFPL in accordance with and pursuant to the Swap Ratio. Accordingly, post-merger share capital of the surviving entity would be as given below:

Number of Shares	Post-Merger
Total number of issued shares of QFIL	98,461,828
Number of shares to be issued to shareholders of IFPL as per Share Swap Ratio	375,759,280
Number of shares to be issued against IFPL Sponsor's loan	10,913,956
Total number of shares after amalgamation	485,135,064
Total share capital after Amalgamation (Rupees)	4,851,350,640

G. The new shares will be issued to those registered members of IFPL whose names will appear on the register of members on the date to be fixed by the board of directors of QFIL for the purpose. All entitlements of the registered holders of the ordinary shares of IFPL, to the new shares of QFIL to be issued in terms of this Article, shall be determined in the proportion to their existing shareholding in IFPL. Fractional shares shall not be issued. All fractions less than a share shall be consolidated into whole shares which shall be allotted to the secretary of QFIL upon trust to sell such shares in the market and pay the net sale proceeds realized (less the expenses of sale) to the shareholders who are entitled to fractions in proportion to their respective fractional entitlements.

H. The share swap ratio has been determined on the basis of special purpose audited financial statements of IFPL and QFIL respectively as at 28 February 2026 and the recommendations of M/s **Parker Russel A.J.S. Chartered Accountants** in terms of their valuation certificate dated 08.05.2026, attached herewith as **Annexure E.**

I. At least fourteen (14) days' notice shall be given to the registered shareholders of the ordinary shares of IFPL prior to the date fixed by the board of directors of QFIL for determination of entitlement to ordinary shares of QFIL. The share certificates for such QFIL shares shall be made ready for delivery as soon as practicable thereafter and notices of their readiness for their delivery shall be given to the shareholders of IFPL in the manner provided in its Articles of Association. Share certificates not collected within the time specified in any such notice shall be sent by post in prepaid envelopes addressed to the persons entitled thereto at their respective registered addresses. In the case of joint

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shareholders, share certificates may be delivered to or may be sent to the address of one of the joint holders whose name appears first in respect of such joint holding. QFIL shall not be responsible for loss of the share certificate in such transmission. Alternatively, such QFIL shares may be allotted through Central Depository System (as established and defined under the Central Depositories Act, 1997) of the Central Depository Company of Pakistan Limited (the "CDC") in accordance with the rules and regulations of the CDC.

J. The shares of QFIL, to be issued and allotted in the manner as aforesaid to the shareholders of IFPL, on an application made to the stock exchanges in Pakistan, shall and be deemed to rank pari passu as "quoted shares" with the existing shares of QFIL for all purposes including listing, trading, quoting and dealing in such shares on the stock exchange(s) in Pakistan, with the same legal effect and force as if this Scheme was not sanctioned.

K. Upon the issue and allotment of the shares of QFIL to the shareholders of IFPL in the aforesaid manner, all the existing share certificates representing the shares of IFPL shall stand cancelled.

L. The allotment of the QFIL shares to the shareholders/ members of the IFPL shall be made within such time period as determined by the board of directors of QFIL.

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ARTICLE 6

DISCHARGE BY QFIL OF IFPL LIABILITIES AND UNDERTAKINGS

1. **Agreement/Contracts**

1.1 All contracts, agreements, trusts, leases, conveyances, commitments, engagements and arrangements, grants, instruments of transfer, rights, powers, authorities and privileges entered into by or subsisting in favour of IFPL upon being transferred to and vested in QFIL, shall remain in full force and effect as if originally entered into by or granted in favour of QFIL instead of IFPL, and QFIL may enforce all rights and shall perform all obligations and discharge all liabilities arising there under accordingly.

2. **Creditors**

2.1 The debts, liabilities and obligations of IFPL comprised in IFPL, upon being transferred to and vested in QFIL shall be treated as the debts, liabilities, contingent liabilities and obligations of QFIL as if originally incurred by QFIL instead of IFPL, and QFIL shall pay and discharge all such debts and liabilities and shall perform all such obligations accordingly. The aforesaid shall not affect the respective rankings of the existing security interests of the creditors of QFIL on the assets of QFIL and IFPL.

3. **Receivables / Debtors**

3.1 All receivables of IFPL upon being transferred to and vested in QFIL shall be treated as the receivables of QFIL as if originally owing to QFIL instead of IFPL and QFIL shall receive all such proceeds accordingly.

4. **Employees**

4.1 On and from the Appointed Date, all employees of IFPL shall continue to be in service with QFIL on the terms and conditions applicable to them in IFPL, immediately preceding the Appointed Date including those relating to entitlements arising upon termination of service to payment of provident fund, gratuity, redundancy and pension as applicable, and with the benefit of past service in IFPL, as the case may be and other dues if applicable under their respective terms of service.

4.2 All deeds, rules and other instruments relating to the provident fund, pension fund and gratuity fund established by IFPL, as the case may be, shall remain in full force and effect for the benefit of all employees of IFPL, as the case may be, as if originally QFIL was a party thereto and was mentioned therein instead of IFPL, as the case may be, and QFIL may enforce all rights and shall perform all obligations and discharge all liabilities arising thereunder accordingly.

5. **Customers**

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5.1 On and from the Appointed Date, all the customers of IFPL shall continue to be serviced by QFIL on the terms and conditions applicable to them in IFPL.

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ARTICLE 7

EFFECTIVE DATE

1. The Scheme shall not become effective until the last of the following dates, namely:

    a) such date as the Court may specify in this regard at the time of sanctioning the Scheme;

    OR

    b) as soon as all necessary certified copies of an order or orders of the Court under the provisions of the Act, shall have been filed with the Registrar of Companies, Karachi.

2. This Scheme shall become null and void subject to the following and in that event, no rights and liabilities shall accrue to or be incurred in terms of this Scheme:

    a) if the Scheme is not approved by the requisite majority of members and creditors of either IFPL or QFIL; or

    b) If sanction of the Court in respect of this Scheme is not obtained.

3. As of the Effective Date, the terms of this Scheme shall be binding on IFPL and QFIL and all their respective members, and also on all its/their employees and also on all the debtors and creditors of the said companies and any person having any right or liability in relation to them.

MISCELLANEOUS

1. All suits, appeals, arbitrations, governmental investigations and other legal proceedings instituted by or against IFPL and pending on or immediately before the Appointed Date shall be treated as suits, appeals, arbitrations, governmental investigations and legal proceedings by or against QFIL and may be continued, prosecuted and enforced by or against QFIL; accordingly.

2. The revenue losses of IFPL as at the Appointed Date, shall constitute and be treated as revenue losses of a corresponding nature in QFIL and shall be accounted for on that basis in the books of account of QFIL.

3. Pending the merger neither QFIL nor IFPL shall make any declaration of dividend or issue any bonus shares or rights shares or alter the share capital in any manner except in consultation and as may be agreed with the other company.

4. IFPL shall be dissolved, without winding up, on the Effective Date or on such later date as the Court by order may prescribe.

5. This Scheme is subject to the sanction of the Court and may be sanctioned in its present form or with any modification thereof or addition thereto as the Court may approve and this Scheme, with such modification or addition if any, is also subject to any conditions, which the Court may impose.

6. The board of directors of QFIL and IFPL may consent jointly on behalf of all concerned to any modifications of or additions to this Scheme or to any conditions, which the Court may think fit to impose.

7. All costs, charges and expenses incurred in connection with the transfer to and vesting in QFIL of IFPL and all other costs, charges and expenses incurred in respect of the preparation of this Scheme and carrying the same into effect shall be borne and paid by QFIL.

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QUICE FOOD INDUSTRIES LTD. *

INDUS FRUIT PRODUCTS LIMITED *

Karachi.
Dated:______________

____
For and behalf of
M/S. INDUS FRUIT PRODUCTS LIMITED
Name: ____________
Designation:__________________

____
For and behalf of
M/S. QUICE FOOD INDUSTRIES LIMITED
Name: ____________
Designation:__________________

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INDUS FRUIT PRODUCTS LIMITED ★

Annexure A

INDUS FRUIT PRODUCTS LIMITED

INDUS FRUIT PRODUCTS LIMITED

Pattern of Shareholding Report as on February 26, 2026

S. No.	Categories of Shareholders	Designation	Total Shares Held	Perecentage %
1	Mr. Furqan Hussain	Sponsor	23,069,893	83.866
2	Mr. Javed Yameen (CEO)	Director	2,400	0.009
3	Mr. Aamir Altaf	Director	500	0.002
4	Mr. Muhammad Anas Raza	Director	500	0.002
5	Mr. Muhammad Siraj	Director	500	0.002
6	Ms. Hina Fayaz	Director	500	0.002
7	Mr. Azhar Ahmed	Director	500	0.002
8	Mr. Imran Mian	Director	2,400	0.009
9	Others	General Public	4,430,807	16.107
	Total		27,508,000	100

Shareholders Holding Ten Percent Or More	Shares Held	%
Mr. Furqan Hussain	23,069,893	83.866
Mr. Sardar Ifthikar Ahmed	2,785,500	10.126

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QUICE FOOD INDUSTRIES LTD. *

INDUS FRUIT PRODUCTS LIMITED *

Annexure B

Quice Food Industries Ltd.

QUICE FOOD INDUSTRIES LIMITED

Pattern of Shareholding Report as on February 26, 2026

S. No.	Categories of Shareholders	Designation	Total Shares Held	Perecentage %
1	Mr. Furqan Hussain	Sponsor	20,125,378	20.440
2	Mr. Javed Pervaiz Khan	Sponsor	11,261,200	11.437
3	Mr. Qazi Mohammad Imran	Director	500	0.001
4	Mr. Muhammad Siraj	Director	627	0.001
5	Mr. Salman Haroon	Director	500	0.001
6	Ms. Hina Fayaz	Director	500	0.001
7	Ms. Saba Irfan	Director	500	0.001
8	Mr. Muhammad Atif, CEO	Director	627	0.001
9	Mr. Fakhir Ahmed	Director	627	0.001
10	Others	General Public	67,071,369	68.119
	Total		98,461,828	100

Shareholders Holding Ten Percent Or More	Shares Held	%
Mr. Furqan Hussain	20,125,378	20.440
Mr. Javed Pervaiz Khan	11,261,200	11.437
Muhammad Munir Muhammad Ahmed Khanani Securities (Pvt.) Limited	14,570,400	14.798

Ws7, Madina Palace, Mezzanine Floor Faran Co-operative Society, Dhoraji Colony, Karachi - 74800, Pakistan.
Phone: 021-34857177-79 Fax: 021-34857176 Email: info@quice.com.pk Web: www.quice.com.pk

Annexure C

INDUS FRUIT PRODUCTS LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT FEBRUARY 28, 2026

	Note	Feb-28, 2026 Rupees
ASSETS		
NON-CURRENT ASSETS		
Property, plant and equipment	6	5,000,145,946
		5,000,145,946
CURRENT ASSETS		
Stores and spares	7	6,457,711
Stock-in-trade	8	54,236,725
Trade debts	9	9,132,531
Advances, deposits, prepayments & other receivables	10	12,112,471
Taxation - net	11	4,406,888
Cash and bank balances	12	1,694,731
		88,041,057
		5,088,187,003
EQUITY AND LIABILITIES		
SHARE CAPITAL AND RESERVES		
Authorized share capital		
30,000,000 (June 2025: 30,000,000) ordinary shares of Rs. 10 each		300,000,000
Issued, subscribed and paid up share capital and reserves		
27,508,000 (June 2025 : 27,508,000) ordinary shares of Rs.10 each	13	275,080,000
Reserves	14	(387,192,885)
Surplus on revaluation of property, plant and equipment	15	3,761,043,328
Sponsor loan	16	109,139,557
Total equity		3,758,070,000
LIABILITIES		
NON-CURRENT LIABILITIES		
Deferred liabilities	17	1,218,472,739
CURRENT LIABILITIES		
Creditors		48,098,182
Accrued liabilities		11,153,103
Advances		52,392,979
		111,644,264
CONTINGENCIES AND COMMITMENTS	18	-
		5,088,187,003

The annexed notes 1 to 32 form an integral part of these financial statements.

Chief Executive Officer

Director

Chief Financial Officer

FOOD INDUSTRIES LTD.

INDUS FRUIT PRODUCTS LIMITED

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Annexure D

QUICE FOOD INDUSTRIES LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT FEBRUARY 28, 2026

	Note	February 28, 2026 Rupees
ASSETS		
NON-CURRENT ASSETS		
Property, plant and equipment	3	692,943,988
Long term deposits		6,603,800
		699,547,788
CURRENT ASSETS		
Stores and spares	4	56,138,136
Stock-in-trade	5	647,684,341
Trade debts	6	91,471,932
Advances, deposits, prepayments & other receivables	7	137,318,973
Taxation - net	8	42,769,722
Cash and bank balances	9	3,095,306
		978,478,410
		1,678,026,198
EQUITY AND LIABILITIES		
SHARE CAPITAL AND RESERVES		
Authorized share capital		
105,100,000 (2025: 105,100,000) ordinary shares of Rs. 10 each		1,051,000,000
Issued, subscribed and paid up share capital and reserves		
98,461,828 (2025 : 98,461,828) ordinary shares of Rs.10 each	10	984,618,280
Reserves	11	(279,001,092)
Discount on issuance of shares		(282,788,556)
Surplus on revaluation of property, plant and equipment	12	49,778,622
		472,607,254
NON-CURRENT LIABILITIES		
Deferred liabilities	13	29,947,231
CURRENT LIABILITIES		
Security deposit payables	14	249,750,000
Trade and other payables		416,181,691
Advance from customers		465,599,539
Other laibilities		43,940,483
		1,175,471,713
CONTINGENCIES AND COMMITMENTS	15	-
		1,678,026,198

The annexed notes 1 to 30 form an integral part of these financial statements.

Chief Executive Officer

Director

Chief Financial Officer

QUICE FOOD INDUSTRIES LTD. ★

INDUS FRUIT PRODUCTS LIMITED ★

Parker Russell-A. J. S.
CHARTERED ACCOUNTANTS

901, Q. M. House,
Elander Road, Karachi - Pakistan.
Tel: + 92-21-32631701-03
E-mail: khi@parkerrussellajs.com.pk
Offices also at Faisalabad, Lahore & Islamabad

May 08, 2026
Ref No: BRA/1865/2025-26

The Board of Directors
Quice Food Industries Limited
WS7, Mezanine Floor, Madina Palace
Faran Co-operative Housing Society
Dhoraji Colony,
Karachi, Pakistan

The Board of Directors
Indus Fruit Products Limited
WS7, Ground Floor, Madina Palace
Faran Co-operative Housing Society
Dhoraji Colony,
Karachi, Pakistan.

Dear Sir,

Re: **Share swap ratio certificate for the proposed merger of Indus Fruit Products Limited into Quice Food Industries Limited**

We have been requested to provide the management of Indus Fruit Products Limited [IFPL] and Quice Food Industries Limited [QIFL] [collectively referred to as the Companies] with a certificate regarding the swap ratio in relation to the proposed merger of Indus Fruit Products Limited into Quice Food Industries Limited.

We shall be pleased to sign the swap letter in the present or amended form, after receiving the following;

a) Scheme of Arrangement for the amalgamation, duly approved by the Board of Directors of both Companies;
b) Resolution of the Board of Directors of both the companies, approving the following:
   i. Scheme of Arrangement for the merger of the Companies;
   ii. Share swap ratio, as depicted in this letter.
c) Special purpose audited accounts of QIFL & IFPL at the cutoff date - February 28, 2026
d) Signed representation letter from the Management of both parties.

I. Our understanding of the transaction

We also understand that the Scheme of Arrangement [the Scheme], a draft which has been shared with us, envisages the following:

(i) The merger, by way of amalgamation, of IFPL with and into QIFL, by transferring to, merging with and vesting in QIFL, the entire undertaking of IFPL, including all assets, liabilities and obligations of IFPL
(ii) Issuance of shares of QIFL to the shareholders of IFPL using the Share Swap Ratio
(iii) Dissolution of IFPL without winding up
(iv) The Scheme is envisaged to be effective as of the start of business on March 01, 2026 or a date to be approve by the Honorable High Court of Sindh.

The Scheme is intended to be filed before the Sindh High Court at Karachi [Court], under the provisions of Sections 279 to 283 and 285(8) of the Companies Act, 2017, which shall require the approval of the requisite majority of the shareholders and creditors of the companies (to the extent applicable) and the sanction of the Court.

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

2. About the Companies

a) Quice Food Industries Limited

The Company was incorporated in Pakistan on 12 March 1990 as a Private Limited Company and was converted into Public Limited Company on 13 December 1993. The Company was listed on Pakistan Stock Exchange on 18 July 1995. The principal activities of the Company are manufacturing and sale of jam, jelly, syrups, custard powder, pickles, essence, juices and aerated drinks and its allied products. Currently, the Company operates its units in Rahimabad, Swat and Hub Industrial Trading Estate, Baluchistan.

b) Indus Fruit Products Limited

Indus Fruit Products Limited (the "Company") was incorporated in Pakistan as a public limited company on 13 February 1986 under the Companies Ordinance, 1984 repealed by the Companies Act, 2017. The principal activities of the Company is to produce and market fruit pulp, juices, concentrates and allied products. Currently, the Company operates its unit in Jambar Kalan, Kasur.

c) Corporate reorganization transaction

Based on the records made available to us and the representations of the respective managements, as of the date of this certificate, we understand that QIFL and IFPL qualify as associated companies within the meaning of the Companies Act, 2017, as both entities are under the common control of Mr. Furqan Hussain.

Accordingly, the arrangement contemplated under the Scheme represents corporate reorganization within a group structure, involving entities under common control and does not involve participation of any unrelated third parties.

d) Shareholding information as at February 28, 2026

- The authorized share capital of QIFL is Rs 1,051,000,000/-, divided into 105,100,000 ordinary shares of Rs 10/- each. The issued, subscribed and paid-up share capital is Rs. 984,618,280/-, consisting of 98,461,828 ordinary shares.
- The authorized share capital of IFPL is Rs. 300,000,000/-, divided into 30,000,000 ordinary shares of Rs 10/- each. The issued, subscribed and paid-up share capital is Rs. 275,080,000/-, consisting of 27,508,000 ordinary shares.

3. Fair value methodologies

As detailed above, the Scheme envisages a corporate reorganization of group companies under common control, representing a restructuring of ownership within the group without any change in the ultimate controlling shareholder.

The settlement to the IFPL shareholders is intended to be effected on the basis of fair value. Accordingly, the valuation methodologies applied for determining such fair value must be consistently and appropriately applied across all the companies involved in the Scheme, in accordance with accepted valuation practices in Pakistan and applicable financial reporting principles.

There are three generally accepted valuation methodologies which are utilized for determining the fair value of the shares. These are as follows:

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

- Discounted cashflows [DCF]
- Capitalized earnings methodology [Comparable companies / Comparable transactions]
- Adjusted net asset value

Weightage assigned to the methodologies

a) Discounted cash flow methodology

As part of the generally accepted principles of conducting valuations, the methodology adopted should be appropriate, reliable, and consistently applicable across all the companies involved in the transaction, ensuring a fair and comparable basis for stakeholders.

Both QIFL and IFPL are operating companies, with QIFL being a listed company in the food sector and IFPL being an unlisted company. In view of the nature of the proposed transaction and the requirement to ensure consistency and comparability in valuation outcomes, it is important that the selected methodology reflects observable market-based indicators and current financial performance, rather than being overly sensitive to subjective assumptions.

While the Discounted Cash Flow [DCF] method is a recognized valuation approach, its application in the present case has not been considered appropriate due to the financial and operational profile of the merging entity. IFPL has incurred consistent losses, experienced interruption in operations in prior years, and recommenced operations only recently, with significant fluctuations in revenue and no established record of sustainable profitability. Accordingly, any projections of future cash flows would necessarily rely on aggressive assumptions and management estimates, resulting in a valuation outcome that is highly subjective and sensitive to underlying assumptions. The comparison of a loss making entity with a profitable entity through a DCF based methodology may impair comparability and reduce the reliability of the valuation exercise.

Furthermore, the purpose of a valuation in a merger involving a listed company is to arrive at a fair valuation framework for all stakeholders. Reliance on speculative future projections of a presently loss making entity may lead to distorted results and may not provide a sufficiently reliable basis for determination of the swap ratio.

In view of the foregoing, reliance on DCF methodology has not been considered appropriate.

b) Capitalized earnings methodology

QIFL is listed on the Main Board of the Pakistan Stock Exchange, whereas IFPL is an unlisted operating company. Both entities operate within the food sector; however, QIFL is a profitable entity, while IFPL is presently loss-making, reflecting differing stages of operational and financial maturity.

Although both companies operate in the same sector, the differences in listing status, scale of operations, and financial performance limit the availability of directly comparable market benchmarks. In particular, the absence of reliable and comparable listed peers with similar financial profiles to IFPL, coupled with its loss-making position, restricts the meaningful application of earnings based valuation techniques.

The closest listed entities within the relevant segment include Shezan International Limited, Mitchell's Fruit Farms Limited and National Foods Limited; however, all three entities possess materially distinct market positioning, branding and scale of operations. Shezan International Limited is a long established and mature brand with a significant operating history and entrenched market presence. Mitchell's Fruit Farms Limited benefits from substantial backward integration, including agricultural and farming operations, resulting in materially different supply chain dynamics and cost structures while National

INDUS FRUIT PRODUCTS LIMITED *

QUICE FOOD INDUSTRIES LTD. *

Foods Limited represents a significantly larger, highly diversified and premium-positioned FMCG player. Consequently, such entities cannot be regarded as directly comparable benchmarks for either QIFL or IFPL in the context of the present Scheme.

Furthermore, there are no recent publicly available transactions within the relevant segment of the food sector that are comparable in terms of size, structure and financial profile to the Companies involved in the present Scheme. Accordingly, transaction-based benchmarks do not provide a reliable basis for valuation.

In view of the above, the Capitalized Earnings Methodology (including Comparable Companies / Comparable Transactions approach) has not been considered appropriate for determining the swap ratio, as such methods rely on stable and positive earnings profiles and availability of comparable benchmarks, which are not present in the case of IFPL. IFPL' loss making position and absence of stable earnings, when contrasted against QIFL's profitable listed profile, impairs the meaningful application of earnings multiples and comparable company analysi. Application of this methodology may therefore result in distorted or non-representative valuation outcomes.

c) Adjusted net asset value

In the present case, the application of earnings based methodologies has not been considered appropriate due to the materially different financial and operational profiles of the two Companies. These two Companies operate in a relatively asset intensive segment of the food industry where the underlying value is substantially supported by tangible operating assets, infrastructure, plant and machinery and working capital deployment. Accordingly, valuation approaches dependent upon stable profitability, projected cash flows, or comparable earnings multiples may not produce reliable or representative valuation outcomes in the present circumstances.

The Adjusted Net Asset Value [ANAV] methodology has therefore been considered as the most suitable methodology for the present transaction, as it reflects the realizable value of the underlying net assets of the Companies, which is independent of short term earnings volatility or subjective future projections.

Under this methodology, all assets and liabilities of the respective companies, including off-balance sheet items where applicable, have been adjusted to reflect their current fair / market values, thereby arriving at a more realistic and comparable measure of net worth.

For this purpose, the special purpose audited financial statements as at February 28, 2026 have been used as the cut-off date for both the concerned entities and appropriate adjustments have been incorporated to determine the Adjusted Net Asset Value of each entity.

3.1 Valuation details for QIFL

As per the special purpose audited financial statements of QIFL as at February 28, 2026, the Company has reported net assets amounting to Rs. 472,607,254.

It is pertinent to note that the Property, Plant and Equipment of the Company has been revalued by M/s Sipra & Company (Pvt.) Ltd., an approved valuer of the Pakistan Banks' Association (PBA), vide their valuation report dated June 30, 2025. The said valuation report determines the present market value of the underlying assets, including land, building and plant & machinery, which has already been duly incorporated in the financial statements.

Accordingly, the impact of such revaluation forms part of the net assets considered for the purpose of determining the Adjusted Net Asset Value and no further adjustment in respect thereof has been considered.

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

3.2 Valuation details for IFPL

As per the special purpose audited financial statements of INDUS Fruit Products Limited as at February 28, 2026, the Company has reported total assets amounting to Rs. 5,088,187,003 and total equity of Rs. 3,758,070,000.

It is pertinent to note that the Property, Plant and Equipment of the Company has been revalued by M/s Sipra & Company (Pvt.) Ltd., an approved valuer of the Pakistan Banks' Association (PBA), vide their valuation report as at February 28, 2026. The said valuation forms the basis of the revaluation surplus amounting to Rs. 3,761,043,328, which has already been duly incorporated in the financial statements.

The asset base of the Company is primarily comprised of Property, Plant and Equipment amounting to Rs. 5,000,145,946 while the remaining assets mainly include inventories, receivables and other current assets which are fairly stated and do not require any material adjustment.

On the liabilities side, total liabilities amount to Rs. 1,330,117,003 which have been considered at their carrying values as a reasonable approximation of their settlement amounts.

Accordingly, the net assets of IFPL amounting to Rs. 3,758,070,000 have been considered as a fair representation of its Adjusted Net Asset Value, as the major underlying assets have already been independently valued and appropriately reflected in the financial statements.

Swap ratio

Based on the procedures mentioned above, the swap ratio based on the special purpose audited financial statements as at February 28, 2026 is as follows:

S. No.	Head	QIFL	IFPL
1	**Net assets value – as reported**	472,607,254	3,758,070,000
2	Number of shares	98,461,828	27,508,000
3	Adjust net asset value per share (upto two decimals)	4.80	136.62
4	Swap ratio working	136.62 / 4.80	-
5	Swap ratio	28.46	-

28.46 shares of QIFL Food Industries Limited will be issued against one share of Indus Fruit Products Limited.

4. Post-Merger Share Capital

According to the share swap ratio determined under the Adjusted Net Asset Value (ANAV) methodology, the relative value per share of IFPL and QIFL works out to approximately Rs. 136.62 and Rs. 4.80 respectively, resulting in an implied swap ratio of approximately 28.46 shares of QIFL for every 1 share of IFPL.

However, the said ratio is based on adjusted book values and implies an issue price of QIFL shares significantly below their face value i.e. Rs. 4.80 which will lead to recognition of discount on issuance of shares and creation of a negative merger reserve on the balance sheet of the surviving entity.

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Accordingly, in order to ensure a practical and compliant structure, the Board of Directors of both the companies have proposed that shares of QIFL be issued at their face value of Rupees 10 per ordinary share. Based on this adjustment, the revised and practical swap ratio works out to approximately 13.66 shares of QIFL for every 1 share of IFPL, ensuring alignment with regulatory requirements and preserving the capital structure of the surviving entity. The calculations are summarized below:

QUICE FOOD INDUSTRIES LIMITED
Scheme of Arrangement (Working) Proposed to be effective from 01 March 2026

Particulars	Share-exchange ratio	
	As determined by M/s Parker Russell A.J.S, Chartered Accountants	Proposed by QIFL and IFPL Directors as draft Scheme of Arrangement
Total Issued & paid up shares of QIFL	98,461,828	98,461,828
Total Issued & paid up shares of IFPL	27,508,000	27,508,000
Valuation of IFPL	3,758,070,000	3,758,070,000
Valuation of QIFL	472,607,254	984,618,280
Value/share - IFPL	136.62	136.62
Value/share - QIFL	4.80	10
Swap Ratio (Rounded upto two decimal)	28.4600	13.6600
Number of shares to be issued to current shareholders of IFPL as per Scheme	782,877,680	375,759,280
New shares to be issued to IFPL Sponsors against loan of Rs. 109,139,557	22,737,866	10,913,956
Total number of shares after amalgamation	904,077,374	485,135,064
Total share capital after amalgamation (Rupees)	9,040,773,737	4,851,350,640
Negative reserve due to discount on issue of shares to shareholders of IFPL	(4,189,278,734)	-
Net Equity Post Merger	4,851,495,004	4,851,350,640
Number of Shares of Surviving Company - Quice Food Industries Limited		
Existing paid-up capital	98,461,828	98,461,828
To be issued as shares exchange under the Scheme	782,877,680	375,759,280
New shares to be issued to IFPL Sponsors against loan of Rs. 109,139,557	22,737,866	10,913,956
Total	904,077,374	485,135,064
Shareholding of Quice Sponsor		
Existing shareholding percenatage - QIFL	20.44%	20.44%
Existing shareholding percenatage - IFPL	83.87%	83.87%
New shares to be issued to IFPL Sponsors in the surviving company	679,307,021	326,048,694
Existing shares of sponsor in QIFL	20,125,378	20,125,378
Total	699,432,399	346,174,072
Pattern of Shareholding		
Percentage of Quice Sponsors in the mergerd company - Quice Food Industries Ltd	77.36%	71.36%
Percentage of Minority Shareholders in the surviving company - Quice Food Industries Ltc	22.64%	28.64%

Accordingly, based on the proposed swap ratio, the total number of shares to be issued by QIFL to the existing shareholders of IFPL, against their entire issued, subscribed and paid-up share capital of 27,508,000 shares, works out to 375,759,280 ordinary shares of QIFL having a face value of Rupees 10 each.

Moreover, the Sponsors' Loan appearing in the books of IFPL amounting to Rs. 109,139,557 shall be converted into equity of QIFL at face value, pursuant to which 10,913,956 ordinary shares of QIFL shall be issued to the sponsors of IFPL.

Accordingly, upon implementation of the proposed Scheme, the total issued and paid-up share capital of the surviving company, QIFL, shall stand increased from 98,461,828 shares to 485,135,064 shares, as detailed below:

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

Parker Russell-A. J. S.
CHARTERED ACCOUNTANTS

Number of Shares	Post-Merger
Total number of issued shares of QIFL	98,461,828
Number of shares to be issued to shareholders of IFPL as per Share Swap Ratio	375,759,280
Number of shares to be issued against IFPL Sponsor's loan	10,913,956
Total number of shares after amalgamation	485,135,064
Total share capital after amalgamation (Rupees)	4,851,350,640

5. Caveats

The Scheme shall be subject to fulfilment of regulatory steps, including obtaining the requisite approvals of the members and secured creditors (to the extent applicable) of the respective companies, and the sanction thereof by the Court in accordance with the provisions of Sections 279 to 283 and 285(8) of the Act.

This certificate is intended to assist the respective Board of Directors of QIFL and IFPL in determining the fair values of the shares of their respective companies. The ultimate decision on the fair value of the shares of the respective entities rests with the Board of Directors and the shareholders of each company.

We have not conducted any independent verification of the special purpose financial statements / annual financial statements of the respective companies.

Regards,

Parker Russell AJS

(Chartered Accountants)

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

CamScanner

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INDEPENDENT AUDITOR'S REPORT

To The Members of Quice Food Industries Limited

Opinion

We have audited the financial statements of **Quice Food Industries Limited** (the Company), which comprise the statement of financial position as at February 28, 2026, and the statement of profit or loss, statement of other comprehensive income, statement of changes in equity and statement of cash flow for the eight-month period then ended, and notes to the financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying financial statements of the Company for the eight-month period ended February 28, 2026 are prepared in all material respects, in accordance with the basis of preparation described in Note 2.1 to the financial statements.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Pakistan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statement* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statement in Pakistan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2.1 to the financial statements, which describes the basis of preparation. The financial statements have been prepared by the management to accompany the scheme of arrangement for the purpose of potential merger/amalgamation of Indus Fruit Products Limited with and into Quice Food Industries Limited. As a result, these are not intended to be a complete set of financial statements prepared in accordance with approved accounting and financial reporting standards as applicable in Pakistan. As a result, these financial statements may not be suitable for another purpose. Our report is intended solely for the Company and court involved in the scheme of arrangements and should not be distributed to or used by parties other than these.

Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Financial Statement

Management is responsible for the preparation of the financial statement in accordance with basis of preparation described in Note 2.1 to the financial statement, and for such internal control as management determines is necessary to enable the preparation of a financial statement that is free from material misstatement, whether due to fraud or error.

In preparing the financial statement, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

Continuing ....

Auditor's Responsibilities for the Audit of the Financial Statement

Our objectives are to obtain reasonable assurance about whether the financial statement as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs as applicable in Pakistan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs as applicable in Pakistan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

The engagement partner on the audit resulting in this independent auditor's report is Muhammad Kamran Aslam.

Chartered Accountants

Date: April 30, 2026

Lahore

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

QUICE FOOD INDUSTRIES LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT FEBRUARY 28, 2026

	Note	February 28, 2026 Rupees
ASSETS		
NON-CURRENT ASSETS		
Property, plant and equipment	3	692,943,988
Long term deposits		6,603,800
		699,547,788
CURRENT ASSETS		
Stores and spares	4	56,138,136
Stock-in-trade	5	647,684,341
Trade debts	6	91,471,932
Advances, deposits, prepayments & other receivables	7	137,318,973
Taxation - net	8	42,769,722
Cash and bank balances	9	3,095,306
		978,478,410
		1,678,026,198
EQUITY AND LIABILITIES		
SHARE CAPITAL AND RESERVES		
Authorized share capital		
105,100,000 (2025: 105,100,000) ordinary shares of Rs. 10 each		1,051,000,000
Issued, subscribed and paid up share capital and reserves		
98,461,828 (2025 : 98,461,828) ordinary shares of Rs.10 each	10	984,618,280
Reserves	11	(279,001,092)
Discount on issuance of shares		(282,788,556)
Surplus on revaluation of property, plant and equipment	12	49,778,622
		472,607,254
NON-CURRENT LIABILITIES		
Deferred liabilities	13	29,947,231
CURRENT LIABILITIES		
Security deposit payables	14	249,750,000
Trade and other payables		416,181,691
Advance from customers		465,599,539
Other laibilities		43,940,483
		1,175,471,713
CONTINGENCIES AND COMMITMENTS	15	-
		1,678,026,198

The annexed notes 1 to 30 form an integral part of these financial statements.

Chief Executive Officer | Director | Chief Financial Officer

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

QUICE FOOD INDUSTRIES LIMITED
STATEMENT OF PROFIT OR LOSS
FOR THE EIGHT MONTH PERIOD ENDED FEBRUARY 28, 2026

	Note	February 28, 2026 Rupees
SALES	16	1,278,304,957
Cost of Sales	17	(1,070,253,843)
GROSS PROFIT		208,051,114
Distribution Cost	18	(135,331,525)
Administrative Expenses	19	(42,430,010)
		(177,761,535)
OPERATING PROFIT		30,289,579
Other Income	20	853,601
Finance Cost	21	(77,828)
PROFIT BEFORE LEVIES AND TAXATION		31,065,352
Levies	22	(14,066,450)
PROFIT BEFORE TAXATION		16,998,902
Taxation	22	-
PROFIT AFTER LEVIES AND TAXATION		16,998,902
EARNING PER SHARE	23	0.173

The annexed notes 1 to 30 form an integral part of these financial statements.

Chief Executive Officer

Director

Chief Financial Officer

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

QUICE FOOD INDUSTRIES LIMITED
STATEMENT OF OTHER COMPREHENSIVE INCOME
FOR THE EIGHT MONTH PERIOD ENDED FEBRUARY 28, 2026

	February 28, 2026
	Rupees
PROFIT AFTER LEVIES AND TAXATION	16,998,902
Items that will not be subsequently reclassified in profit or loss:	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	16,998,902

The annexed notes 1 to 30 form an integral part of these financial statements.

Chief Executive Officer | Director | Chief Financial Officer

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

QUICE FOOD INDUSTRIES LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE EIGHT MONTH PERIOD ENDED FEBRUARY 28, 2026

PARTICULARS	SHARE CAPITAL	RESERVES					SHAREHOLDERS' EQUITY
		CAPITAL				REVENUE	
		Premium on issue of share capital	Discount on issue of share capital	Surplus on revaluation of PPE	Subtotal	Accumulated loss	
	Rupees						
Balance as at June 30, 2025	984,618,280	6,875,000	(282,788,556)	51,041,317	(224,872,239)	(304,653,355)	455,092,686
Incremental depreciation	-	-	-	(1,262,695)	(1,262,695)	1,778,361	515,666
Profit for the period	-	-	-	-	-	16,998,902	16,998,902
Other comprehensive profit	-	-	-	-	-	-	-
Balance as at Feb 28, 2026	984,618,280	6,875,000	(282,788,556)	49,778,622	(226,134,934)	(285,876,092)	472,607,254

The annexed notes 1 to 30 form an integral part of these financial statements.

Chief Executive Officer

Director

Chief Financial Officer

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

QUICE FOOD INDUSTRIES LIMITED
STATEMENT OF CASH FLOW
FOR THE EIGHT MONTH PERIOD ENDED FEBRUARY 28, 2026

	Note	February 28, 2026 Rupees
CASH FLOWS FROM OPERATING ACTIVITIES		
PROFIT BEFORE TAXATION		16,998,902
Adjustment for non cash items:		
Depreciation	3	35,778,128
Levies	22	14,066,450
Provision for gratuity	13.2.4	4,080,694
		53,925,272
Net cash inflows from operations before working capital changes		70,924,174
Working capital changes		
(Increase) / decrease in current assets		
Stores and spares		1,149,363
Stock-in-trade		35,583,921
Trade debts		(31,348,060)
Advances, deposits, prepayments & other receivables		10,667,199
Increase / (decrease) in current liabilities		
Trade and other payables		(48,676,143)
Advance from customers		15,400,933
Other laibilities		(13,484,152)
Net working capital changes		(30,706,939)
Levies paid		(24,601,304)
Net cash generated from operating activities	A	15,615,931
CASH FLOWS FROM INVESTING ACTIVITIES		
Fixed capital expenditure		(14,745,891)
Net cash used in investing activities	B	(14,745,891)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net cash flows from financing activities	C	-
Net increase in cash and cash equivalents	A + B + C	870,040
Cash and cash equivalents at the beginning of the period		2,225,266
Cash and cash equivalents at the end of the period		3,095,306

The annexed notes 1 to 30 form an integral part of these financial statements.

Chief Executive Officer	Director	Chief Financial Officer

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

1 THE COMPANY AND ITS OPERATIONS

1.1 The Company was incorporated in Pakistan on 12 March 1990 as a Private Limited Company and was converted into Public Limited Company on 13 December 1993. The Company was listed on Pakistan Stock Exchange on 18 July 1995. The Principal activities of the Company are manufacturing and sale of Jam, Jelly, Syrups, Custard powder, Pickles, Essence, Juices and Aerated drinks and its Allied Products. Currently, the Company operates its units in SWAT and HUB. The principle office of the company is situated at W57, Madina Palace, Mezzanine Floor, Faran Co-operative Society, Dhoraji Colony, Karachi, Pakistan.

Purpose of Preparation

These financial statements have been prepared solely for the purpose of facilitating a proposed merger transaction of the Company with Indus Fruit Products Limited, and for use by the Company's management, shareholders, and other relevant parties involved in the transaction.

Accordingly, these financial statements are not intended to be a complete set of financial statements prepared in accordance with the approved accounting and financial reporting standards as applicable in Pakistan.

Reporting Period

These financial statements cover a period of eight months from June 30, 2025 to February 28, 2026, which is different from the Company's normal financial reporting period.

2 MATERIAL ACCOUNTING POLICY INFORMATION

The financial statements have been prepared using selected accounting policies consistent with the approved accounting standards as applicable in Pakistan; however, they do not fully comply with all the disclosure requirements, including the presentation of comparative information, as required under IAS 1 Presentation of Financial Statements.

2.1 Basis of Preparation

2.1.1 Statement of compliance

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

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

Where provisions of and directives issued under the Companies Act, 2017 differ from the IFRS Standards, the provisions of and directives issued under the Companies Act, 2017 have been followed.

2.1.2 Initial Application of a Standard, Amendment Or An Interpretation To An Existing Standard

Amendments to published accounting and reporting standards which are effective for the year ended June 30, 2025

There are certain amendments and interpretations to the accounting and reporting standards which are mandatory for the Company's annual accounting period which began on July 1, 2024. However, these do not have any significant impact on the Company's financial statements.

Standards, interpretations and amendments to approved accounting standards that are not yet effective

Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Company:

		Effective date (reporting periods beginning on or after)
IAS 21	The Effect of Changes in Foreign Exchange Rates (Amendments)	January-01-2025
IFRS 7	Financial Instruments: Disclosures (Amendments)	January-01-2026
IFRS 9	Financial Instruments: Classification and Measurement (Amendments)	January-01-2026
IFRS 17	Insurance Contracts	January-01-2026
Annual Improvements to IFRS 7, IFRS 9, IFRS 10 (consolidated financial statements) and IAS 7 (statements of cashflows)		January-01-2026

The above standards, amendments to approved accounting standards and interpretations are not likely to have any material impact on the Company's financial statements.

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Other than the aforesaid standards, interpretations and amendments, International Accounting Standards Board (IASB) has also issued the following standards and interpretation, which have not been notified locally or declared exempt by the Securities and Exchange Commission of Pakistan (SECP) as at June 30, 2025:

IFRS 1	First-time Adoption of International Financial Reporting Standards
IFRIC 12	Service Concession Arrangement
IFRS 18	Presentation and Disclosures in Financial Statements
IFRS 19	Subsidiaries without Public Accountability: Disclosures

Standard, amendments to published accounting and reporting standards and interpretations that are not yet effective and have not been early adopted by the Company

There are certain new standards and certain amendments to the accounting and reporting standards that will become mandatory for the Company's annual accounting periods beginning on or after July 1, 2024. However, these will not have any significant impact on the financial reporting of the Company and, therefore, have not been disclosed in these financial statements.

2.1.3 Accounting convention

These financial statements have been prepared under the historical cost convention except for staff retirement benefits which have been determined under actuarial valuation calculations.

Critical accounting estimates and judgments

The preparation of financial statements is in conformity with the approved accounting standards and requires the use of certain critical accounting estimates. It also requires the management to exercise its judgment in the process of applying the Company's accounting policies. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The areas where various assumptions and estimates are significant to the Company's financial statements or where judgments were exercised in application of accounting policies are as follows:

2.1.4 Inventories

These are valued at lower of cost and net realizable value. Cost is determined on weighted average basis.

Cost in relation to work-in-process and finished goods represents annual average cost which consist of prime cost and appropriate manufacturing overheads.

Net realizable value of inventories is determined with reference to currently prevailing selling prices less estimated expenditure to make sales.

2.1.5 Taxation

In making the estimates for income tax currently payable by the Company, the management takes into account the current income tax law and the decisions of appellate authorities on certain issues in the past.

2.1.6 Provision for doubtful debts

The Company reviews its receivable against any provision required for any doubtful balances on an ongoing basis. The provision is made while taking into consideration expected recoveries, if any.

2.2 Taxation

2.2.1 Current tax.

Current tax is the amount of tax payable on taxable income for the year, using tax rates enacted or substantively enacted by the reporting date, and any adjustment to the tax payable in respect of previous years.

Provision for current tax is based on higher of the taxable income at current rates of taxation in Pakistan after taking into account tax credits, rebates and exemptions available, if any, or 1.25% of turnover. However, for income covered under final tax regime, taxation is based on applicable tax rates under such regime. The amount of unpaid income tax in respect of the current or prior periods is recognized as a liability. Any excess paid over what is due in respect of the current or prior periods is recognized as an assets.

2.2.2 Deferred Tax

Deferred tax is accounted for using the statement of financial position liability method in respect of all taxable temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, unused tax losses and tax credits can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

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Deferred tax is calculated at the rates that are expected to apply to the period when the differences reverse, based on tax rates that have been enacted. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income tax levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

However, provision for taxation has been made in these financial statement for Hub Unit only, since the Swat Unit is exempt from all taxes.

2.3 Tangible Fixed Assets and Depreciation:

A) Owned

Building, Plant and machinery are stated at revalued amount less accumulated depreciation. Freehold land is carried at revalued amounts. All other operating assets are stated at cost less accumulated depreciation except capital work-in-progress which is stated at cost.

Borrowing costs during the erection period are capitalized as part of historical cost of the related assets.

Gains / (Losses) on disposal of operating assets are included in income currently. Normal maintenance and repairs are charged to income as and when incurred. Major renewals and replacements are capitalized.

Depreciation on property, plant and equipment is charged to profit and loss account applying the reducing balance method on quarterly basis so as to write off the cost / appreciated value of the assets over their estimated useful lives at the rates given in Note 3.1. The Company charges the depreciation on additions from the month in which the asset is available for use and on deletions up to the month in which the asset is de-recognized. The residual values and useful lives are reviewed by the management, at each financial year-end and adjusted if impact on depreciation is significant.

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the profit and loss account in the year the asset is de-recognized.

B) Lease

Right of Use Assets

The right-of-use asset is measured at cost, as the amount equal to initially measured lease liability adjusted for lease prepayments made at or before the commencement date, initial direct cost incurred less any lease incentives received.

The right-of-use asset is subsequently depreciated using straight line method from the date of recognition to the earlier of the end of useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of the right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by the impairment losses, if any, and adjusted for certain remeasurement of the lease liability.

Lease Liability

The lease liability was measured upon initial recognition at the present value of the future lease payments over the lease term, discounted with the specific incremental borrowing rate.

Subsequently lease liabilities are measured at amortized cost using the effective interest rate method. It is remeasured when there is a change in future lease payments arising from a change in the rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

Short-term leases and leases of low-value assets

The company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

2.3.1 Capital Work in Progress

All costs / expenditure connected with specific assets are collected under this head until completion of assets. These are transferred to specific assets as and when assets are available for use. Disposal shall be made on cost if any.

2.4 Impairment

2.4.1 Impairment of Non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each financial Position date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of such asset is estimated. An impairment loss is recognized wherever the carrying amount of the asset exceeds its recoverable amount. Impairment losses are recognized in profit and loss account. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit and loss account.

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2.5 Inventories

Inventories, except for stock in transit are stated at lower of cost and net realizable value. Cost is determined as follows:

2.5.1 Stock in trade

Cost signifies in relation to raw material and components at average cost. In case of work-in-process and finished goods at average cost comprising prime cost and appropriate manufacturing overheads. Raw material and components in transit are stated at invoice value plus other charges paid thereon.

2.5.2 Stores and spares

Useable stores, spare parts and loose tools are valued principally at moving average cost, while items considered obsolete are carried at nil value. Items in transit are valued at cost comprising invoice value plus other charges paid thereon till the reporting date.

Net realizable value signifies the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make a sale.

2.5.3 Financial instruments

Financial instruments carried on the balance sheet include investments, deposits, trade debts, loans and advances, other receivables, cash and bank balances, long-term financing, liabilities against assets subject to finance lease, short-term borrowings, accrued mark-up and trade and other payables etc. The fair value of financial assets and financial liabilities are recognized in the statement of financial position when the Company becomes a party to the contractual provisions of the instrument. All the financial assets are derecognized at the time when the Company losses control of the contractual rights that comprise the financial assets. All financial liabilities are derecognized at the time when they are extinguished that is, when the obligation specified in the contract is discharged, cancelled, or expires. Any gains or losses on de-recognition of the financial assets and financial liabilities are taken to the statement of profit or loss.

a) Financial assets

Classification

Effective July 1, 2018, the Company classifies its financial assets in the following measurement categories:

i) Amortized cost where the effective interest rate method will apply;

ii) fair value through profit or loss;

iii) fair value through other comprehensive income.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in statement of profit or loss or other comprehensive income (OCI). For investment in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI). The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Recognition and derecognition

Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Company commit to purchase or sell the asset. Further financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in statement of profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

a) Amortized cost

Assets that are held for collection of contractual cash flows where the contractual terms of the financial assets give rise on specified dates to cash flows that represent solely payments of principal and interest, are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other income together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the profit or loss.

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b) Fair value through other comprehensive income (FVTOCI)

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the contractual terms of the financial asset give rise on specified dates to cash flows that represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to statement of profit or loss and recognized in other income. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other income and impairment expenses are presented as separate line item in the statement of profit or loss.

c) Fair value through profit and loss (FVTPL)

Assets that do not meet the criteria for amortized cost or FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognized in the statement of profit or loss and presented in finance income/cost in the period in which it arises.

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss as other income when the Company's right to receive payments is established.

Impairment of financial assets

The Company assess on a historical as well as forward-looking basis, the expected credit loss (ECL) as associated with its debt instruments, trade debts, short term investment and deposits and other receivables carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

b) Financial Liabilities

Classification, initial recognition and subsequent measurement

Financial liabilities are classified in the following categories:

i) fair value through profit or loss;
ii) other financial liabilities

The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognized initially at fair value and, in case of other financial liabilities also include directly attributable transaction costs. The subsequent measurement of financial liabilities depends on their classification, as follows:

a) Fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as being at fair value through profit or loss. The Company has not designated any financial liability upon recognition as being at fair value through profit or loss.

b) Other financial liabilities

After initial recognition, other financial liabilities which are interest bearing subsequently measured at amortized cost, using the effective interest rate method. Gain and losses are recognized in profit or loss for the year, when the liabilities are derecognized as well as through effective interest rate amortization process.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when and only when the Company's obligations are discharged, cancelled or expire.

Offsetting financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when there is a legally enforceable right to offset the recognized amount and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

2.6 Revenue recognition

Revenue is recognized in accordance by applying the following steps:

i) Identify the contract with a customer;
ii) Identify the performance obligation in the contract;
iii) Determine the transaction price of the contract;
iv) Allocate the transaction price to each of the separate performance obligations in the contract; and
v) Recognize the revenue when (or as) the entity satisfies a performance obligation

Revenue is recognized at a point in time, when the Company satisfies performance obligations by transferring the promised goods to

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its customers. Revenue is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company's contracts with customers for the sale of goods generally include a single performance obligation for both local and export sales i.e. delivery of goods to the customers

Export sales

Revenue from export sales is recognized at the point in time when control of the goods is transferred to the customer which depends on the related terms; generally on date of bill of lading or delivery of the product to the port of destination.

Return on Deposits

Profit on bank balances are recognized on a time proportion basis on the on the principal amount outstanding and at the applicable rate.

2.7 Foreign currency transactions

Transactions in foreign currency are initially recorded in Pak rupees at exchange rates prevailing at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated into rupees at the rate of exchange approximating those prevailing at the financial position date except for liabilities covered under forward exchange which are translated at the contracted rates.

2.8 Trade Debts

These are classified at amortized cost and are initially recognized when they are originated and measured at fair value of consideration receivable. These assets are written off when there is no reasonable expectation of recovery. Actual credit loss experience over past years is used to base the calculation of expected credit loss.

2.9 Trade and other payables

Trade and other payables are recognized initially at fair value net of directly attributable cost, if any.

2.10 Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract.

2.11 Borrowings

Mark-up bearing borrowings are recognized initially at cost, less attributable transaction cost. Subsequent to initial recognition, mark up bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the income statement over the period of the borrowings on an effective interest basis.

2.12 Related party transaction

All transactions involving related parties arising in the normal course of business are conducted at arm's length at normal commercial rates on the same terms and conditions as third party transactions using uncontrolled price method, as admissible, except in extremely rare circumstances where, subject to the approval of the board of directors, it is in the interest of the Company to do so.

2.13 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events if it is probable that outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the obligation can be made.

2.14 Borrowing Costs

Borrowing costs incurred on long term finances directly attributable for the construction / acquisition of qualifying assets are capitalized up to the date, the respective assets are available for the intended use. All other mark-up, interest and other related charges are taken to the profit and loss account currently.

2.15 Share Capital

Ordinary shares are classified as share capital. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax. Share Premium Account can be utilized against the issuance of shares on discount. Further, Shares issued on discount are shown at full face value and discount is shown separately in statement of changes on equity.

2.16 Cash and cash equivalents

For the purpose of cash flow statement, cash and cash equivalents comprise cash in hand, cheques in hand and deposit with banks net off short term finances/borrowings maturing within one year from the date of acquisition, if any.

2.17 Employee retirement benefits

The Company operates approved un-funded gratuity scheme for its workers who have completed the minimum qualifying period of

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service as defined under the respective scheme. Provision is made annually to cover obligations under the scheme on the basis of actuarial valuation and is charged to statement of profit or loss.

The Company's net obligation in respect of defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

Calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contribution to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if, any excluding interest), are recognized immediately in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plan is recognized in statement of profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in statement of profit or loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

2.18 Earnings per share ("EPS")

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

Diluted EPS is calculated by adjusting basic EPS by the weighted average number of ordinary shares that would be issued on conversion of all dilutive potential ordinary shares into ordinary shares and post-tax effect of changes in profit and loss attributable to ordinary shareholders of the Company that would result from conversion of all dilutive potential ordinary shares into ordinary shares.

2.19 Dividend to ordinary shareholders

Dividend to ordinary shareholders is recognized as a deduction form accumulated profit in the statement of changes in equity and as a liability in the Company's financial statements in the year in which the dividends are approved by the Board of Directors or the Company's shareholders as the case may be.

2.20 Operating segment

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of the Company that makes strategic decisions.

2.21 Functional and presentation currency

These financial statements are presented in Pakistan Rupees which is Company's functional currency.

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	Note	Feb 28, 2025 Rupees
3 PROPERTY, PLANT AND EQUIPMENT		
Operating fixed assets	3.1	551,234,568
Capital work-in-progress	3.2	141,689,420
		692,943,988

3.1 Fixed Asset Schedule

Particulars	Free hold land	Building	Leasehold improvement	Plant and machinery	Vehicles	Computers & office equipment	Furniture and fixtures	Total
	Operating assets							
	Owned							
	Rupees							
Gross Carrying Value Basis								
Cost	66,573,440	204,804,650	12,935,239	622,745,957	24,107,760	5,346,905	4,194,289	940,708,240
Accumulated depreciation	-	(68,304,659)	(12,565,040)	(253,877,419)	(12,595,520)	(2,996,696)	(3,336,210)	(353,675,544)
NBV as on June 30, 2025	66,573,440	136,499,991	370,199	368,868,538	11,512,240	2,350,209	858,079	[illegible]
NBV as on June 30, 2024	52,010,500	66,896,777	457,035	204,213,201	3,651,696	371,492	953,421	328,594,122
Additions	-	65,944,184	-	187,816,058	9,555,000	2,458,450	-	265,773,692
Revaluation Surplus/(Loss)	14,562,940	11,997,313	(41,130)	2,803,069	-	-	-	29,322,189
Disposals (at NBV)								
Cost	-	-		-	915,000	-	-	915,000
Accumulated depreciation	-	-		-	872,131	-	-	872,131
	-	-		-	(42,869)	-	-	(42,869)
Depreciation charge	-	(8,338,283)	(45,706)	(25,963,770)	(1,651,587)	(479,733)	(95,342)	(36,614,418)
NBV as on June 30, 2025	66,573,440	136,499,991	370,199	368,868,538	11,512,240	2,350,209	858,079	587,032,696
Gross Carrying Value Basis								
Cost	66,573,440	204,804,650	12,935,239	622,745,957	24,107,760	5,346,905	4,194,289	940,708,240
Accumulated depreciation	-	(77,404,659)	(12,589,720)	(278,494,945)	(14,130,464)	(3,440,513)	(3,393,371)	(389,453,672)
NBV as on June 30, 2025	66,573,440	127,399,991	345,519	344,251,012	9,977,296	1,906,392	800,918	551,234,568
NBV as on June 30, 2025	66,573,440	136,499,991	370,199	368,868,538	11,512,240	2,350,209	858,079	587,032,696
Additions								-
Revaluation Surplus/(Loss)								-
Disposals (at NBV)								
Cost	-	-		-	-	-	-	-
Accumulated depreciation	-	-		-	-	-	-	-
	-	-		-	-	-	-	-
Depreciation charge	-	(9,100,000)	(24,680)	(24,617,526)	(1,534,944)	(443,817)	(57,161)	(35,778,128)
NBV as on Feb 28, 2025	66,573,440	127,399,991	345,519	344,251,012	9,977,296	1,906,392	800,918	551,234,568
		10%	10%	10%	20%	30%	10%	

** NBV stands for Net Book Value.

3.1.1 Depreciation for the year has been allocated as follows:

	Feb 28, 2025 Rupees
Cost of sales	34,326,210
Administrative expenses	1,451,918
	35,778,128

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3.1.2 No asset was sold to Chief Executive, Directors, Executives and Shareholders during the period.

3.1.3 Revaluation has been conducted on 30 June 2025 by Messrs. Sipra & Company (Private) Limited an independent valuer. Previously the revaluation was carried out on 30 Jun 2021, 30 June 2019, 30 June 2018, 30 June, 2014 and 31 December 2011. The management believes that these revalued amounts approximate to the fair values as on June 30, 2025 of these assets.

3.1.4 Forced sale value

Asset Class	Forced Sale
Land	59,916,094
Building	123,183,178
Plant and Machinery	313,057,835
Total Value	496,157,109

3.1.5 Had there been no revaluation, the original cost, accumulated depreciation and net book value of land, building and machinery would have been as follows:

	As at Feb 28, 2026		
	Cost	Accumulated Depreciation	Written Down Value
	---- Rupees ----		
Land	36,400,000	-	36,400,000
Building	137,779,795	88,901,890	48,877,905
Plant and machinery	393,992,266	232,369,704	161,622,562

3.1.6 Particulars of immovable property (i.e. Land and Building) in the name of Company are as follows:

Location/Address	Usage of immovable Property	Total Area (in Sq. Mtr)	Approx. Covered Area (in Sq.ft)
Plot Nos F-10, F-11, F-12, F-11 (B) & F-12 (B), Hub Industrial Trading Estate (HITE), Tehsil Hub, District Lasbella, Balochistan.	Production Unit	20,804	65,000

3.2 Capital-work-in-progress

	Feb 28, 2026
	---- Rupees ----
Balance at start of the period / year	126,943,529
Capital Expenditure Incurred	14,745,891
Transfer during the period / year	-
Balance at end of the period / year	141,689,420

4 STORE & SPARES

STORE & SPARES	54,138,136

5 STOCK IN TRADE

Raw and Packing materials	482,793,673
Finished goods	265,520,835
Less: Provision for slow moving stock	(100,630,167)
	647,684,341

6 TRADE DEBTS - considered good

Considered good (Unsecured)	91,471,932

6.1 The aging of trade debts as at February 28, 2026 is as follows:

Neither past due nor impaired (0-30)	36,901,055
Past due but not impaired (31-60)	30,650,136
Past due but not impaired (61 and above)	23,920,741
	91,471,932

6.2 As at February 28, 2026, an amount of Rupees 25.464 million (June 2025: 0.653 million) refer to foreign debtors.

6.3 No aggregate outstanding balance of trade debtors due from related parties at the end of any month during the period.

6.4 As at February 28, 2026, no amount was due from related parties for which impairment needs to be tested (June 2025: Nil).

7 ADVANCES DEPOSITS PREPAYMENTS AND OTHER RECEIVABLES

Advances to employees - considered goods	510,483
Advances to suppliers - unsecured, considered good	14,021,218
Other Receivables	17,471,077
Sales Tax Receivable	105,316,195
	137,318,973

8 TAXATION - Net

Advance income tax	56,836,172
Less: Provision for tax / levies	14,066,450
	42,769,722

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	Feb-28, 2026 Rupees
9 CASH AND BANK BALANCES	
Cash in hand	529,201
With banks:	
- Current accounts	913,254
- Saving accounts	1,652,851
	2,566,105
	3,095,306

9.1 The Rate of Return on Saving Accounts is Ranging from 10.5% to 11.00% (2025: 11.50% to 13.50%per annum).

10 ISSUED, SUBSCRIBED AND PAID-UP CAPITAL

Feb-28, 2026 Numbers		Feb-28, 2026 Rupees
18,332,840	Ordinary shares of Rs.10 each fully paid in cash	183,328,400
433,888	Ordinary shares of Rs.10 each fully paid in cash to NIT and ICP	4,338,880
1,722,822	Ordinary shares of Rs.10 each issued as bonus shares	17,228,220
31,711,000	Ordinary shares of Rs.10 each issued at a discount of Rs. 6 per Share issued to Convert Part of the Directors Loan into fully paid	317,110,000
20,000,000	Ordinary shares of Rs.10 each issued at a discount of Rs. 2 per share fully paid in cash issued to general public	200,000,000
26,261,278	Ordinary shares of Rs.10 each issued at a discount of Rs. 2 per share issued against property and machinery	262,612,780
98,461,828		984,618,280

10.1 The ordinary share holders are entitled to receive all distributions including dividends and other entitlements in the form of bonus and right shares, as and when declared by the Company. All shares carry one vote per share at the general meetings of the company.

10.2 **Capital risk management policies and procedures**

The Company's objective when managing the capital are:

- to safeguard its ability to continue as a going concern so that it can continue to provide return to shareholders and benefits other stakeholders; and
- to maintain a strong capital base to support the sustained development of its business.

The Company manages its capital structure by monitoring return on net assets and to maintain optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends to shareholders, issue new shares and adopt other means commensuration to the circumstances.

There were no changes in the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

11 RESERVES

Composition of reserves is as follows:

Capital		
Premium on issue of share capital	11.1	6,875,000
Revenue		
Accumulated loss		(285,876,092)
		(279,001,092)

11.1 This reserve can be utilized by the Company only for the purpose specified in section 81 of the Companies Act, 2017.

12 Revaluation of Property Plant & Equipment

	Feb 28, 2026 Rupees
Freehold land	
Opening Balance	30,173,440
Revaluation for the period	-
	30,173,440
Building	
Opening Balance	15,605,410
Revaluation for the period	-
Transferred to unappropriated profit in respect of incremental depreciation charged during the period	(1,040,361)
	14,565,049
Plant & Machinery	
Opening Balance	11,296,691
Revaluation for the period	-
Transferred to unappropriated profit in respect of incremental depreciation charged during the period - net of deferred tax	(738,083)
	10,558,608
	55,297,097
Less: related deferred tax liability	
Opening Balance	6,034,224
Revaluation recognized during the period	-
Incremental depreciation charged during the period	(515,749)
	5,518,475
	49,778,622

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

QUICE FOOD INDUSTRIES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE EIGHT MONTH PERIOD ENDED FEBRUARY 28, 2026

		Feb-28, 2026 Rupees
13	**Deferred Liabilities**	
	Deferred taxation	5,518,475
	Staff gratuity scheme -unfunded	24,428,756
		29,947,231
13.1	**Deferred Tax**	
	Opening deferred tax liability	6,034,224
	Deferred tax charged to other comprehensive income	(515,749)
	Closing deferred tax liability	5,518,475

In light of IAS 12, the deferred tax liability recognized in these financial statements relates solely to the taxable temporary differences arising from the surplus on revaluation of property, plant and equipment.

13.2	**STAFF RETIREMENT BENEFITS**	
	Staff gratuity scheme -unfunded	
	Present value of defined benefit obligation	24,428,756
	Add: Unrecognized actuarial gain	-
		24,428,756

13.2.1 General Description

The scheme provides for retirement benefits for all permanent employees who complete qualifying period of services with the company at varying percentages of last drawn salary. The percentage depends on the number of service years with the company. Annual provision is based on actuarial valuation, which was carried out as on June 30, 2025.

13.2.2	**Movement in present value of defined benefit obligation**	
	Balance at beginning of the period	20,348,062
	Current service cost	4,080,694
	Past service cost (credit)	-
	Interest cost	-
	Experience adjustments	-
	Balance as at end of the period	24,428,756
13.2.3	**Movement in balances**	
	Balance at beginning of the period	20,348,062
	Expense during the period	4,080,694
	Remeasurements chargeable in other comprehensive income	-
		24,428,756
13.2.4	**Charge for the period**	
	Current service cost	4,080,694
	Past service cost (credit)	-
	Interest cost	-
		4,080,694
13.2.5	**Experience Adjustments**	
	Experience adjustment arising on plan liabilities (gains) / losses	
	Present value of defined benefits obligation	24,428,756

13.2.6 Principal actuarial assumption

Following principal actuarial assumptions were used for the valuation:	Feb-28, 2026
Estimated rate of increase in salary of the employees	N/A
Discount rate used for period end obligation	11.75%
Discount rate used for interest cost in P&L charge	14.75%

13.2.7 Sensitivity analysis for Actuarial Assumptions

The Sensitivity of defined benefit obligation to changes in the weighted principal assumptions is:

	Change in Assumption	Increase in Assumptions
Discount Rate	+- 100bps	19,096,495
Salary Increase	+- 100bps	21,730,499

14 SECURITY DEPOSIT PAYABLE	249,750,000

14.1 This represents interest-free deposits received from distributors under distribution contracts which continue indefinitely unless terminated by either party. Contractors are not entitled to demand early refund during the term of the agreement. Furthermore, the Company may defer repayment of the security deposit for a minimum period of twelve (12) months beyond any financial reporting date.

15 CONTINGENCIES AND COMMITMENTS

15.1 Contingencies

There are no known material contingencies as at period end (June 2025: Nil).

15.2 Commitments

There were no capital or other commitments at the period end (June 2025: Nil).

		Feb-28, 2026 Rupees
16 SALES - net		
Local		877,703,953
Export		606,352,864
		1,484,056,817
Federal excise duty		(46,539,265)
Sales tax		(159,212,595)
		1,278,304,957

16.1 Export Sales comprise of sale made in USA, UK , Middle East, South Africa and Mauritius regions.

16.2 Revenue has been recognized at a point in time for sales made during the period.

17 COST OF SALES		
Opening stock of finished goods		235,790,643
Cost of goods manufactured	17.2	1,091,630,774
		1,327,421,417
Closing stock of finished goods		257,167,574
		1,070,253,843

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

QUICE FOOD INDUSTRIES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE EIGHT MONTH PERIOD ENDED FEBRUARY 28, 2026

17.1 Closing inventory is charged to cost of sales net of provision for slow moving and obsolete stock.

17.2 Cost of goods manufactured

Raw materials consumed	17.2.1	849,452,044
Stores, spares and loose tools consumed	17.2.2	7,030,456
Salaries, wages and benefits		32,395,954
Conveyance expenses		1,780,407
Entertainment expenses		5,988,043
Freight and octrol		12,766,664
Fuel and power		3,644,020
Stationary expenses		45,754
Repair and maintenance		1,818,550
Utilities		49,549,062
Depreciation	3.1.1	34,326,210
Security expenses		1,872,000
Toll Manufacturing		81,738,237
Water charges		7,544,958
Loading / unloading expenses		1,089,557
Miscellaneous expenses		588,858
		1,091,630,774

17.2.1 Raw materials consumed

Opening stock of raw materials	447,477,619
Add: Purchases - net	792,492,709
	1,239,970,328
Closing stock of raw materials	390,518,284
	849,452,044

17.2.2 Store and spare loose tools consumed

Opening	57,287,499
Add: Purchases - net	5,881,093
	63,168,592
Closing stock of raw materials	56,138,136
	7,030,456

18 DISTRIBUTION COST

Marketing expenses	9,588,414
Salaries and other benefits	67,901,423
Distribution claim	19,801,275
Outward freight and handling	38,040,413
	135,331,525

18.1 Distribution Cost includes the royalty payable to Mr. Furqan Hussain for the use of trademark "QUICE" in accordance with the royalty agreement

INDUS FRUIT PRODUCTS LIMITED *

QUICE FOOD INDUSTRIES LTD. *

QUICE FOOD INDUSTRIES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE EIGHT MONTH PERIOD ENDED FEBRUARY 28, 2026

	Note	Feb-28, 2026 Rupees
19 ADMINISTRATIVE EXPENSES		
Directors remuneration	24	1,343,333
Salaries, wages and benefits		28,241,256
Traveling expenses		2,948,866
Conveyance expense		131,500
Communication expense		2,822,359
Entertainment		391,840
Fee, subscription & professional charges		782,050
Fuel & power		27,000
Printing and stationery		355,859
Repair and maintenance		432,706
Advertisement		70,000
Utilities		2,795,823
Auditors' remuneration		225,000
Depreciation	3.1.1	1,451,918
Miscellaneous expenses		410,500
		42,430,010
20 OTHER INCOME		
Income from financial assets		
- Saving accounts		590,077
Income from non-financial assets		
Other Income		263,524
		853,601
21 FINANCE COST		
Bank charges		77,828

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

		Feb-28, 2026 Rupees
22 LEVIES AND TAXATION		
Levies		
Final tax	22.1	-
Minimum tax		14,066,430
Prior year Adjustment/(reversal)		-
		14,066,430
Taxation		
Current tax	22.2	-
Deferred Tax		-
		-
		14,066,430

22.1 This represents final tax under section 154 and minimum tax under section 113 of the Income Tax Ordinance, 2001, representing levy in terms of requirements of IFRIC 21/IAS 37.

22.2 The Company is not presenting the tax charge reconciliation because the Company has incurred tax loss during the year and the company has recognized levy for the year which represents minimum tax at the rate of 1.25% of turnover (2025: 1.25% of turnover) under section 113 of the Income Tax Ordinance, 2001 (the Ordinance)

23 EARNINGS PER SHARE - BASIC AND DILUTED

There is no dilutive effect on the basic earnings per share which is based on:

Profit attributable to ordinary shares	(Rupees)	16,998,902
Weighted average number of ordinary shares	(Numbers)	98,461,828
Earning per share	(Rupees)	0.173

24 REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

The aggregate amount charged in the financial statements for remuneration including certain benefits to the Chief Executive, Directors and Executives of the Company are as follows:

	February 28, 2026		
	Chief Executive	Director	Executives
	------- Rupees -------		
Managerial remuneration	380,000	765,000	6,816,389
House rent, utilities & others	63,333	135,000	-
	443,333	900,000	6,816,389
No. of Persons	1	1	6

24.1 Chief Executive is also provided with Company's owned and maintained car.

25 TRANSACTIONS WITH RELATED PARTIES

The related parties comprise of shareholders, directors of the Company, employees benefit funds and key management employees and carried out in the normal course of business. Transactions with related parties are as follows during the period February 28, 2026.

Name of Related Party	Basis of Relationship	Nature of Transaction	Feb-28, 2026 (Rupees)
Mr. Furqan Hussain	Significant Influence	Royalty Payable	38,332,393

26 PRODUCTION CAPACITY

In view of varying manufacturing process and multiple products, the annual rated capacity of the plant is mentioned in dozens based on single shift of eight hours a day. The fact for under utilization is due to product demand and normal maintenance.

	Feb-28, 2026
Rated capacity	
- Syrup	
Liters - 150 day per annum single shift	1,440,000
- Juice	
Liters - 180 day per annum single shift	17,778,960
- CSD	
Liters - 180 day per annum single shift	5,700,000
- Water	
Liters - 180 day per annum single shift	6,912,000
- Spices	
Kilograms - 180 day per annum single shift	142,000
Actual Production	
- Syrup	
Liters - 150 day per annum single shift	165,180
- Juice	
Liters - 180 day per annum single shift	4,025,904
- CSD	
Liters - 180 day per annum single shift	768,528
- Water	
Liters - 180 day per annum single shift	[illegible]
- Spices	
Kilograms - 180 day per annum single shift	[illegible]

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

27 NUMBER OF EMPLOYEES

Number of employees at Period end	214
Average number of employees during the year	176

This included 42 permanent employees.

28 GEOGRAPHICAL LOCATION AND ADDRESS OF BUSINESS UNITS

Business Units	Location
Production Unit 1	Near Nazar choragi Hub, Balochistan F-10/12.
Production Unit 2	Sher Zam plaza Near Rahimabad Post Office. GT Road Rahimabad, SWAT Khyber Pakhtunkhwa.
Sales Office	Block-B, Latifabad Unit # 02, Hyderabad.

29 OPERATING SEGMENT

The Company's chief decision maker reviews the Company's performance on single segment accordingly the financial information has been prepared on basis of single reportable segment.

29.1 Out of Total Sales, 40.49% of the Sales of the company are Export Sales and Export Sales comprise of sale made in USA,UK, Middle East, South Africa and Mauritius regions.

29.2 All assets of the Company as at February 28, 2026 are located in Pakistan.

30 Date of Authorization

These financial statements were authorized for issue on 30-April-2026 by the Board of Directors of the Company.

Chief Executive Officer

Director

Chief Financial Officer

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

Indus Fruit Products Limited
Financial Statements Feb 28, 2026
Special Audit

INDEPENDENT AUDITOR'S REPORT

To The Members of Indus Fruit Products Limited

Opinion

We have audited the financial statements of **Indus Fruit Products Limited** (the Company), which comprise the statement of financial position as at February 28, 2026, and the statement of profit or loss, statement of other comprehensive income, statement of changes in equity and statement of cash flow for the eight-month period then ended, and notes to the financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying financial statements of the Company for the eight-month period ended February 28, 2026 are prepared in all material respects, in accordance with the basis of accounting described in Note 2.2 to the financial statements.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statement* section of our report. We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statement in Pakistan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2.2 to the financial statements, which describes the basis of preparation. The financial statements have been prepared for the purpose of proposed merger transaction and are not intended to be a complete set of financial statements prepared in accordance with approved accounting and financial reporting standards as applicable in Pakistan. As a result, these financial statements may not be suitable for another purpose. Our report is intended solely for the Company and parties involved in the merger and should not be distributed to or used by parties other than these.

Revaluation of Property Plant and Equipment

We draw attention to note No 6.1 of accompanying financial statements .As more fully described in that note , land ,building , plant and machinery have been revalued by Messrs Sipra and Company Private Limited , a professional valuer listed on the panel of Pakistan Banks Association . We have been provided for our review revaluation report dated 28th February 2026 and have reviewed its contents and basis of valuation of the revalued assets .We have also ensured compliance to the international standards on auditing ISA 620 "Using the work of an Auditor Expert" and discussed with the management and the valuer the professional competency, capacity and independence matters. As a result of valuation aggregate values of these assets were Rs 5,000,000,000 and resultant surplus on revaluation is Rs 4,972,276,590 .We have relied on the aforesaid report from the valuers in concluding and forming our audit opinion. Our opinion is not modified in respect of this matter

HAMD

QUICE FOOD INDUSTRIES LTD.

INDUS FRUIT PRODUCTS LIMITED

H.A.M.D. & Co.
Chartered Accountants

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Amalgamation

The directors of the company has decided in its Board Meeting dated **13th February 2026** have decided to amalgamate companies operation with another company in the similar industry. As stated above, for the purpose of amalgamation land, building, plant and machinery of the company have been revalued by an independent professional valuer who in his report dated February 28 2026 has revalued these assets which resulted into a surplus on revaluation of Rs 4,972,276,590 and after the director's loan reclassified into equity Rs 109,139,557 , resultantly the negative equity of the company as of February 28 2026 turned upto an equity of Rs 3,758,070,000. Furthermore, carrying value of other assets and liability of the company have been adjusted appropriately to arrive at their respective recoverable values as of February 28, 2026 . The Director's are optimistic that the amalgamation proceedings would commence soon and is expected to finalize in the financial year on or before the financial year of the company as of June 30 2026. Our opinion is not modified in respect of this matter.

Other Matters:-

The financial Statements of the company for the year end June 30 2025 were audited by another firm of Chartered Accountant Messer's Farrukh Mateen and Co Chartered Accountants. Who have issued an unmodified opinion dated 11th December 2025 of these Financial Statements

We have relied on this audited balance which forms part of current period February 28 2026 Financial statements.

Responsibilities of Management and Those Charged with Governance for the Financial Statement

Management is responsible for the preparation and fair presentation of the financial statement in accordance with basis of preparation described in Note 2.2 relevant to preparing such a financial statement, and for such internal control as management determines is necessary to enable the preparation of a financial statement that is free from material misstatement, whether due to fraud or error.

In preparing the financial statement, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statement

Our objectives are to obtain reasonable assurance about whether the financial statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial statement.

As part of an audit in accordance with ISAs as applicable in Pakistan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

HAMD

QUICE FOOD INDUSTRIES LTD

INDUS FRUIT PRODUCTS LIMITED

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

The engagement partner on the audit resulting in this independent auditor's report is Mr Idrees Dawson.

H.A.M.D. & Co. Karachi

H.A.M.D. and Co
Chartered Accountants

Date:21 April 2026
Karachi

QUICE FOOD INDUSTRIES LTD.

INDUS FRUIT PRODUCTS LIMITED

INDUS FRUIT PRODUCTS LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT FEBRUARY 28, 2026

	Note	Feb-28, 2026
		Rupees
ASSETS		
NON-CURRENT ASSETS		
Property, plant and equipment	6	5,000,145,946
		5,000,145,946
CURRENT ASSETS		
Stores and spares	7	6,457,711
Stock-in-trade	8	54,236,725
Trade debts	9	9,132,531
Advances, deposits, prepayments & other receivables	10	12,112,471
Taxation - net	11	4,406,888
Cash and bank balances	12	1,694,731
		88,041,057
		5,088,187,003
EQUITY AND LIABILITIES		
SHARE CAPITAL AND RESERVES		
Authorized share capital		
30,000,000 (June 2025: 30,000,000) ordinary shares of Rs. 10 each		300,000,000
Issued, subscribed and paid up share capital and reserves		
27,508,000 (June 2025 : 27,508,000) ordinary shares of Rs.10 each	13	275,080,000
Reserves	14	(387,192,885)
Surplus on revaluation of property, plant and equipment	15	3,761,043,328
Sponsor loan	16	109,139,557
Total equity		3,758,070,000
LIABILITIES		
NON-CURRENT LIABILITIES		
Deferred liabilities	17	1,218,472,739
CURRENT LIABILITIES		
Creditors		48,098,182
Accrued liabilities		11,153,103
Advances		52,392,979
		111,644,264
CONTINGENCIES AND COMMITMENTS	18	-
		5,088,187,003

The annexed notes 1 to 32 form an integral part of these financial statements.

Chief Executive Officer

Director

Chief Financial Officer

QUICE FOOD INDUSTRIES LTD.

INDUS FRUIT PRODUCTS LIMITED

INDUS FRUIT PRODUCTS LIMITED
STATEMENT OF PROFIT OR LOSS ACCOUNT
FOR THE PERIOD ENDED FEBURARY 28, 2026

	Note	Eight months period ended FEB-28, 2026 Rupees
SALES	19	89,697,865
Cost of Sales	20	(94,413,778)
GROSS LOSS		(4,715,913)
Distribution Cost	21	(5,133,492)
Administrative Expenses	22	(1,622,990)
Other Operating Expenses		(22,347,495)
		(29,103,977)
Operating Loss		(33,819,890)
Other Operating Income	23	18,291
		(33,801,599)
Finance Cost	24	(8,151)
LOSS BEFORE LEVY AND TAXATION		(33,809,750)
Levy	25	(1,121,223)
LOSS BEFORE TAXATION		(34,930,973)
Taxation		-
LOSS AFTER LEVY AND TAXATION		(34,930,973)
LOSS PER SHARE	26	(1.27)

'The annexed notes 1 to 32 form an integral part of these financial statements.

Chief Executive Officer	Director	Chief Financial Officer

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

INDUS FRUIT PRODUCTS LIMITED
STATEMENT OF OTHER COMPREHENSIVE INCOME
FOR THE PERIOD ENDED FEBURARY 28, 2026

	FEB-28, 2026
	Rupees
LOSS AFTER TAXATION	(34,930,973)
Items that will not be subsequently reclassified in profit or loss:	
Revaluation surplus on land	777,929,470
Revaluation surplus on building- net of deferred tax	478,145,886
Revaluation surplus on plant & machinery- net of deferred tax	2,499,840,569
	3,755,915,925
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	3,720,984,952

'The annexed notes 1 to 32 form an integral part of these financial statements.

Chief Executive Officer

Director

Chief Financial Officer

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

INDUS FRUIT PRODUCTS LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED FEBURARY 28, 2026

		Reserves			
		Capital	*General*		
	Share capital	Revaluation surplus on property, plant and equipment	Accumulated loss	Sponsor loan	Total equity
Balance as at 30 June 2025	275,080,000	4,454,140	(352,433,238)	-	(72,899,098)
Net Loss for the period	-	-	(34,930,973)	-	(34,930,973)
Revaluation surplus - net of deferred tax		3,756,710,829	-	-	3,756,710,829
Incremental depreciation transfer	-	(121,641)	171,326	-	49,685
Reclassification during the period	-	-	-	109,139,557	109,139,557
Balance as at 28 Feb 2026	275,080,000	3,761,043,328	(387,192,885)	109,139,557	3,758,070,000

The annexed notes 1 to 32 form an integral part of these financial statements.

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Chief Executive Officer

Director

Chief Financial Officer

INDUS FRUIT PRODUCTS LIMITED

QUICE FOOD INDUSTRIES LTD.

INDUS FRUIT PRODUCTS LIMITED
STATEMENT OF CASH FLOW STATEMENT
FOR THE PERIOD ENDED FEBURARY 28, 2026

	Note	Eight months period ended FEB-28, 2026 Rupees
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before levy and taxation		(33,809,750)
Adjustment for non cash items:		
Pre-commencement		19,735,766
Provision for slow moving items against raw material & spare parts		18,401,528
Provision for bad debts against trade debts and advances		2,611,729
Depreciation	6	1,811,532
		42,560,555
Net cash inflows from operations before working capital changes		8,750,805
Working capital changes		
(Increase) / decrease in current assets		
Stores and spares		3,121,564
Stock-in-trade		5,091,210
Trade debts		(4,000,000)
Advances, deposits, prepayments & other receivables		2,112,581
		6,325,355
Increase / (decrease) in current liabilities		
Trade and other payables		(11,388,744)
Net working capital changes		(5,063,389)
Income tax paid		(3,162,416)
Net cash inflows from operating activities		525,000
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash inflows from investing activities		-
CASH FLOWS FROM FINANCING ACTIVITIES		
Net cash inflows from financing activities		-
Net increase in cash and cash equivalents		525,000
Cash and cash equivalents at the beginning of the period		1,169,731
Cash and cash equivalents at the end of the period		1,694,731

'The annexed notes 1 to 32 form an integral part of these financial statements. 14 AMD

Chief Executive Officer	Director	Chief Financial Officer

QUICE FOOD INDUSTRIES LTD.

INDUS FRUIT PRODUCTS LIMITED

INDUS FRUIT PRODUCTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED FEBURARY 28, 2026

1 STATUS AND NATURE OF THE BUSINESS

Indus Fruit Products Limited (the "Company") was incorporated in Pakistan as a public limited Company on 13 February 1986 under the Companies Ordinance, 1984. The shares of the Company were quoted on Pakistan Stock Exchanges, however, the Company was delisted by Pakistan Stock Exchanges in 2014. The registered office of the Company located at ground floor Madina palace FCHS Dhorajee Karachi. The primary activities of the Company is to produce and market fruit pulp, juices, concentrates and allied products.

2 FRAMEWORK

2.1 These are special purpose financial statements prepared solely for the purpose of entering into the transaction of amalgamation and these finanical statments have been prepared in accordance with ISA 800 " Special Considerations-Audits of Financial Statements prepared in Accordance with Special Purpose Frameworks". All assets and liabilities are therefore have been stated at the appropriate market/recoverable values in order to facilitate parties to decide basis of entering into these arrangment and as far as possible making the compliance to the provisions contained in the companies Act 2017. Therefore these financial statements may not be available for use for the other users of Financial Statements.

2.2 Proposed Amalgamation of the Company

The directors of the Company have decided to amalgamate companies with another Company in the similar industry. For the purpose of amalgamation land, building and plant & machinery of the Company have been revalued by an independent professional valuer who in his report dated February 28 2026 has revalued these assets which resulted into a surplus on revaluation of Rs 4,972,276,590 and the diretors loan reclassified into equity amounnting to Rs 109,139,557. As at February 28 2026 aggregate losses of the Company was Rs 387,192,885 and net equity was in negative of Rs 112,112,885 however as a result of these adjustments the negative ecuity of the Company as of February 28 2026 turned upto an equity of Rs 3,758,070,000, carrying value of other assets and liability of the Company have also been adjusted to arrive at there respective recoverable values as of February 28, 2026 . The Directors are optimistic that the amalgamation proceedings would commence soon and is expected to finalize in the financial year on or before the financial year of the Company as of June 30 2026.

2.3 The Board of Directors in its meeting held on 13th February 2026 has resolved whereby the Company and its management have been authorized to explore the feasibility of a potential merger of the Company with and into Quice Food Industries Ltd.("QUICE ") ,under the provisions of sections 279 to 283 and 285 of the Companies Act 2017 the proposed arrangment would include but not limited to, entering into discussions with QUICE and its managment, formulating and proposing the structure and terms with respet to the same, along with carrying out and finalzing the feasibility /valuations in respect therof (if required), in addition the Chief Executive Officer has been authorized to appoint legal, finanical and such other advisors and consultants as may be required for the puspose of the above and to take any and all actions necessary and incidental to give effect of the aforesaid Proposed Arrangement .

3 STATEMENT OF COMPLIANCE

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

- International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017 as applicable for medium sized entities; and
- Provisions of and directives issued under the Companies Act, 2017.

Where provisions of and directives issued under the Companies Act, 2017 differ from the IFRSs, the provisions of and directives issued under the Companies Act, 2017 have been followed.

4 BASIS OF PREPARATION

4.1 Measurement

These financial statements have been prepared under historical cost convention unless otherwise specifically

4.2 Significant accounting judgments and estimates

The preparation of financial statements in conformity with the accounting and reporting standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies.

Estimates and judgments are continually evaluated and are based on historic experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. In the process of applying the Company's accounting policies, the management has made the following estimates and judgments which are significant to the financial statements:

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a) Depreciation / impairment, useful lives of property, plant and equipment (note 6)
b) Taxation (note 25)
c) Provisions (note 5.14)
d) Contingencies (note 18)

4.3 Functional and presentational currency

Items included in financial statements are measured using the currency of the primary economic environment in which the Company operates. These financial statements are presented in Pak Rupees rounded to nearest of a Rupee, which is Company's functional and presentation currency.

5 SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies set out below have been adopted and applied consistently to the period presented in the preparation of these financial statements.

5.1 Property, plant and equipment

Property, plant and equipment except freehold land , Building Plant and machinery is stated at cost / revalued amounts (if any) less accumulated depreciation and impairment in value, if any.

Initial Recognition :-

All assets are initially recognized at cost . cost includes borrowing costs wherever applicable .When parts of an item of property plant and equipment have different useful lives , they are recognized as separate items.

Subsequent Measurment :-

Subsequent costs are recognized as a part of asset, only when it is probable that future economic benefits associated with the item will flow to the Company and cost of the item can be measured reliably. All other maintenance costs are charged to income during the period in which incurred.

~~Revaluation:~~
Depreciation:-

Depreciation is charged to profit or loss account by applying reducing balance method over its estimated useful life at the rates specified in note 6. Depreciation on additions is charged from the month in which they are available for use and no depreciation in the month in which it is disposed off. The useful lives and depreciation methods are reviewed on periodic intervals to ensure that the methods and period of depreciation charged during the year are consistent with the expected pattern of economic benefits from items of property, plant and equipment. Gains or losses on disposal of asset, if any, are recognized in the income of the relevant year, as and when incurred.

5.2 Surplus on revaluation of fixed assets

Surplus is the difference between fair value of the assets and consideration paid and is recognized as income over the remaining useful life of the assets acquired. Increase in carrying amounts arising on revaluation of assets are recognized net of tax, in other comprehensive income and accumulated in revaluation surplus. To the extent that increase reverses a decrease previously recognized in profit, the increase is first recognized in profit. Decreases that reverse previous increases of the same assets are first recognized in other comprehensive income to the extent of remaining surplus attributable to the asset; all other decreases are charged to profit. Differences between depreciation based on the revalued carrying amount of the asset charged to the statement of profit or loss and depreciation based on the asset's original cost, net of tax, is reclassified from revaluation surplus on property plant and equipment to unappropriated profit.

5.3 Taxation

Current tax is the amount of tax payable on taxable income for the year, using tax rates enacted or substantively enacted by the reporting date, and any adjustment to the tax payable in respect of previous years. Provision for current tax is based on higher of the taxable income at current rates of taxation in Pakistan after taking into account tax credits, rebates and exemptions available, if any, or 1.25% of turnover. However, for income covered under final tax regime, taxation is based on applicable tax rates under such regime. The amount of unpaid income tax in respect of the current or prior periods is recognized as a liability. Any excess paid over what is due in respect of the current or prior periods is recognized as an assets.

5.4 Borrowings

Loans and borrowings are recorded at the proceeds received. In subsequent periods, borrowings are stated at amortized cost using the effective yield method. Subsequent to initial recognition, borrowings are stated at originally recognized amount less subsequent repayments, while the difference between the original recognized amount as reduced by periodic payments and redemption value is recognized in the profit over the period of borrowings on an effective rate basis. Finance cost is accounted for on an accrual basis.

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5.5 Trade debts and other receivables

Trade debts are recognized and carried at the original invoice amounts, being the fair value, less allowance for expected credit loss, if any. For measurement of loss allowance for trade debts, the Company applies simplified approach to measure the expected credit loss as required by IFRS 9.

5.6 CLASSIFICATION OF FINANCIAL ASSETS

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. Financial assets, other than those designated and effective as hedging

- those to be measured at amortized cost, and
- at fair value through profit or loss (FVTPL)
- at fair value through other comprehensive income (FVTOCI)

5.7 FINANCIAL LIABILITIES

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss.

Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit or loss. Any gain or loss on de-recognition is also included in profit or loss.

5.8 DE-RECOGNITION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

a) FINANCIAL ASSETS

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in such derecognized financial assets that is created or retained by the Company is recognized as a separate asset or liability

b) FINANCIAL LIABILITIES

The Company derecognizes a financial liability (or a part of financial liability) from its statement of financial position when the obligation specified in the contract is discharged or cancelled or expires.

5.9 IMPAIRMENT OF FINANCIAL ASSETS

IFRS 9's impairment requirements use more forward-looking information to recognize expected credit losses – the 'expected credit loss (ECL) model'. The Company assesses on a forward-looking basis the expected credit losses associated with its loan and other debt-type instruments carried at amortized cost and FVTOCI as per IFRS-9 impairment requirements. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

5.10 Offsetting

Financial assets and financial liabilities are offset and the net amount is reported if the Company has a legally enforceable right to set off the recognized amounts and the Company intends to settle on a net basis or realize the asset and settle the liability simultaneously.

5.11 Cash and cash equivalents

Cash and cash equivalents are carried in the financial position at cost. For the purpose of cash flow statement, cash and cash equivalents consist of cash in hand and balances with banks and short-term deposits which are held to maturity.

5.12 Trade and other payables

a) Financial liabilities

These are classified as 'financial liabilities at amortized cost'. On initial recognition, these are measured at cost, being their fair value at the date the liability is incurred, less attributable transaction costs. Subsequent to initial recognition, these are measured at amortized cost using the effective interest method, with interest

b) Non-financial liabilities

These on initial recognition and subsequently are measured at cost.

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5.13 Dividend distribution

Dividend to ordinary shareholders is recognized as a deduction from accumulated profit in statement of changes in equity and as a liability, to the extent it is unclaimed, in the Company's financial statements in the

5.14 Provisions

Provisions are recognized when the Company has a present, legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of obligation can be made. Provisions are reviewed at each reporting date and adjusted to reflect current best estimate .

5.15 Borrowing cost

Borrowing costs relating to the acquisition, construction or production of a qualifying asset are recognized as part of the cost of that asset. All other borrowing costs are recognized as an expense in the period in which these are incurred.

5.16 Ordinary share capital

Ordinary share capital is recognized as equity. Transaction costs directly attributable to the issue of ordinary shares are recognized as deduction from equity.

5.17 Revenue recognition

Revenue is measured according to IFRS-15 (Revenue from Contracts with Customers) at the fair value of the consideration received or receivable as defined in sales contract, including variable consideration; sales tax and other duties collected on behalf of third parties are not taken into account. However, variable consideration is only included if it is highly probable that a significant reversal of revenue will not occur once the uncertainty related to the variable consideration is resolved

Revenue is recognized when control of a promised goods passes to a customer at a specific point in time. The customer obtains control of the goods when the goods are delivered to customers and in very few cases when goods are handed over to the customers i.e. ex-factory, in case of local sales. Further in case of export sale, control is transferred when goods are loaded on vessels.

5.18 Earnings per share ("EPS")

The Company calculates both basic and diluted EPS in accordance with IAS 33 "Earnings per Share". Under IAS 33, basic EPS is computed using weighted average number of shares outstanding during the period. Diluted EPS is computed using weighted average number of shares outstanding plus dilutive effect of stock options outstanding during the period.

5.19 RELATED PARTIES TRANSACTIONS

All related-party transactions are undertaken strictly on an arm's-length basis and in the ordinary course of business. Each transaction is reviewed and endorsed by the Board Audit Committee and subsequently approved by the Board of Directors to ensure transparency and fairness. These transactions are also placed before shareholders in general meetings for their consideration.

5.20 FAIR VALUE OF FINANCIAL INSTRUME

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Underlying the definition of fair value is the presumption that the Company is a going concern without any intention or requirement to curtail materially the scale of its operations or to undertake a transaction on adverse terms.

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INDUS FRUIT PRODUCTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED FEBURARY 28, 2026

	Feb-28, 2026
	Rupees
5 PROPERTY, PLANT AND EQUIPMENT	
Operating fixed assets	5,000,145,946

	COST / REVALUATION			DEPRECIATION			BOOK VALUE	
	At beginning of the period	Revaluation Surplus	At end of the period	At beginning of the period	Charged for the period	At end of the period	At end of the period	Annual rate of Dep.
	Rupees							%
Reconciliation of carrying values at end of the period - as on 28 Feburary 2026								
Freehold land	2,070,530	777,929,470	780,000,000	-	-	-	780,000,000	-
Building on freehold land	19,212,417	673,444,910	692,657,327	17,573,436	83,891	17,657,327	675,000,000	7.68
Plant and machinery	305,940,511	3,320,902,210	3,626,842,721	280,123,798	1,718,983	281,842,721	3,345,000,000	10.00
Tools and equipment	423,812		423,812	372,616	3,413	376,029	47,783	10.00
Electric equipment	258,578		258,578	252,688	393	253,081	5,496	10.00
Furniture and fittings	715,879		715,879	653,326	4,171	657,497	58,382	10.00
Office equipment	365,109		365,109	330,316	2,320	332,636	32,473	10.00
Vehicles	728,280		728,280	727,053	164	727,217	1,063	20.00
Fork lifters	1,275,000		1,275,000	1,274,055	196	1,274,251	749	20.00
	330,990,116	4,772,276,590	5,103,266,706	301,309,228	1,811,531	303,120,759	5,000,145,946	

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6.1

Revaluation has been conducted on Feb 28, 2026 by Messrs. Sipra & Company (Private) Limited an independent valuer. The management believes that these revalued amounts approximate to the fair values as on Feb 28, 2026 of these assets.

Forced sale value

Asset Class	Forced Sale Value
Land	624,000,000
Building	506,250,000
Plant and Machinery	2,481,500,000
Total Value	3,611,750,000

6.2 Had there been no revaluation, the cost, accumulated depreciation, and book value of revalued property, plant and equipment as at Feb 28, 2026 would have been as follows:-

	Cost	Depreciation	Book Value
	----	Rupees	----
As at Feb 28, 2026	174,650,819	165,141,940	9,508,879

	Feb-28, 2026
	Rupees
7 STORE AND SPARES	
Store, Spare & loose tools	8,610,282
Less: Provision for slow moving stock	(2,152,571)
	6,457,711
8 STOCK IN TRADE	
Raw and Packing materials	65,581,820
Finished goods	4,903,862
Less: Provision for slow moving stock	(16,248,957)
	54,236,725
9 TRADE DEBTS - considered good	
Considered good (Unsecured)	10,398,430
Less: Provision for bad debts	(1,265,899)
	9,132,531
10 ADVANCES DEPOSITS PREPAYMENTS AND OTHER RECEIVABLES	
Advances to employees - considered goods	1,384,000
Advances to suppliers - unsecured, considered good	3,393,522
Sales tax receivable	8,680,779
Less: Provision for doubtful	(1,345,830)
	12,112,471
11 TAXATION - Net	
Advance income tax	5,528,111
Less: Provision for tax / levy	(1,121,223)
	4,406,888
12 CASH AND BANK BALANCES	
Cash in hand	911,652
Cash at bank -Saving Accounts	783,079
	1,694,731

13 ISSUED, SUBSCRIBED AND PAID-UP CAPITAL

Feb-28, 2026 (No. of Shares)		Feb-28, 2026 Rupees
	Ordinary shares of Rs. 10 each	
9,000,000	- fully paid in cash	90,000,000
18,508,000	- consideration otherwise than cash	185,080,000
27,508,000		275,080,000

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			Feb-28, 2026
			Rupees
14	**RESERVES**		
	Revenue		
	Accumulated loss		(387,192,885)
15	**SURPLUS ON REVALUATION OF PROPERTY, PLANT AND EQUIPMENT**		
	Freehold land		
	Opening Balance		-
	Revaluation for the period		777,929,470
			777,929,470
	Building		
	Opening Balance		-
	Revaluation for the period		673,444,910
	Transferred to unappropriated profit in respect of incremental depreciation charged during the period		-
			673,444,910
	Plant & Machinery		
	Opening Balance		7,410,799
	Revaluation for the period		3,520,902,210
	Transferred to unappropriated profit in respect of incremental depreciation charged during the period - net of deferred tax		(171,322)
			3,528,141,687
			4,979,516,067
	Less: related deferred tax liability		
	At the beginning of the period		2,956,659
	Add: Revaluation recognized during the period		1,215,565,765
	Less: Deferred tax on incremental depreciation		(49,685)
			1,218,472,739
	At the end of the period		3,761,043,328
16	**SPONSOR LOAN (from related parties - unsecured)**		
	Sponsor Loan	- note 16.1	109,139,557

16.1 This represents unsecured and interest free loan from Sponsor of the Company. The Sponsor has given an undertaking that he has no intention to demand such loan within period of next twelve months, as such the current maturity has not been presented.

17	**DEFERRED LIABILITIES**		
	Deferred taxation	- note 17.1	1,218,472,739

17.1 This represents the deferred tax liability on surplus on revaluation of property, plant and equipment. Provision for deferred tax is not applicable in view of available carry forward tax losses and the resultantly deferred tax asset has not been recognized.

18 CONTINGENCIES AND COMMITMENTS

There is no known contingent liability and capital commitment of the Company outstanding as at reporting date.

			Feb-28, 2026
19	**SALES - net**		Rupees
	Local		106,111,955
	Sales tax		(16,414,090)
			89,697,865
20	**COST OF SALES**		
	Opening stock of finished goods		3,442,141
	Cost of goods manufactured	20.1	95,875,499
			99,317,640
	Closing stock of finished goods		4,903,862
			94,413,778

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			FEB-28, 2026 Rupees
20.1	**Cost of goods manufactured**		
	Raw materials consumed	20.2	23,199,688
	Stores, spares and loose tools consumed		8,018,513
	Salaries, wages and benefits		9,689,261
	Entertainment expenses		2,778,821
	Freight and octroy		821,487
	Stationary expenses		12,128
	Utilities		43,653,218
	Depreciation	6	1,811,532
	Repairs and Maintenance P&M		3,377,531
	Security expenses		1,400,000
	Loading / unloading expenses		802,295
	Miscellaneous expenses		311,025
			95,875,499
20.2	**Raw materials consumed**		
	Opening stock of raw materials		72,134,751
	Add: Purchases - net		397,800
			72,532,551
	Closing stock Raw & Packing Material		49,332,863
	Stock Issued /Consumed		23,199,688
21	**DISTRIBUTION COST**		
	Salaries and other benefits		2,751,649
	Trade Discount		456,134
	Outward freight and handling		1,245,238
	conveyance Expense Sales		293,935
	Travelling Expense Sales		386,536
			5,133,492
22	**ADMINISTRATIVE EXPENSES**		
	Salaries, wages and benefits		1,110,500
	Printing & Stationary		71,105
	Auditor's Remuneration		50,000
	Miscellaneous Expenses		391,385
			1,622,990
23	**OTHER INCOME**		
	Income from non-financial assets		
	Other Income		18,291
24	**FINANCE COST**		
	Bank charges		8,151
25	**TAXATION**		
	LEVY AND TAXATION		
	Levy		
	Final tax		-
	Minimum tax		1,121,223
			1,121,223
	Taxation		
	Current tax		-
	Deferred Tax		-
			-
			1,121,223

25.1 Provision for current tax is based on higher of the taxable income at current rates of taxation in Pakistan after taking into account tax credits, rebates and exemptions available, if any, or 1.25% of turnover.

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	FEB-28, 2026
	Rupees

26 LOSS PER SHARE - BASIC AND DILUTED

There is no dilutive effect on the basic earnings per share which is based on:

Loss attributable to ordinary shares	(34,930,973)
Weighted average number of ordinary shares	27,508,000
Loss per share	(1.27)

27 FINANCIAL RISK MANAGEMENT

27.1 Financial risk factors

This represents unsecured and interest free loan from Sponsor of the Company. The Sponsor has given an undertaking that he has no intention to demand such loan within period of next twelve months, as such the current maturity has not been presented.

Risk management is carried out by the Company's finance department under policies approved by the Board of Directors. The Company's finance department evaluates and manages financial risks. The Board provides principles for overall risk management, as well as policies covering specific areas such as currency risk, other price risk, interest rate risk, credit risk, liquidity risk, and investment of excess liquidity.

(a) Market risk

(i) Currency risk

Currency risk arises due to fluctuation in foreign exchange rates. The Company has transactional currency exposure. Such exposure arises from sales by the Company in currencies other than Rupee.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Currency risk arises mainly from future commercial transactions or receivables and payables that exist due to transactions in foreign currencies.

Sensitivity analysis

At the year end the Company is not exposed to currency risk since there are no financial instruments, whose fair value or future cash flows will fluctuate because of changes in currency prices.

(ii) Other price risk

Other price risk represents the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instrument traded in the market. The Company is not exposed to commodity price risk.

(iii) Interest rate risk

This represents the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company has no significant long-term interest-bearing assets. The Company's interest rate risk arises from long term financing. Borrowings obtained at variable rates expose the Company to cash flow interest rate risk. Borrowings obtained at fixed rate expose the Company to fair value interest rate risk. As at reporting date, there were no interest bearing borrowings. Therefore, there was no interest rate risk.

(b) Credit risk

Credit risk represents the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was as follows:

	FEB-28, 2026
	Rupees
Trade debts	9,132,531
Advances, deposits, prepayments & other receivables	4,777,522
Bank balances	783,079
	14,693,132

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rate:

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	Rating		
	Short Term	Long term	Agency
Banks			
Meezan Bank Limited	A1+	AAA	VIS
MCB Bank Limited	A1+	AAA	PACRA

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

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The Company manages liquidity risk by maintaining sufficient cash and ensuring the availability of funding through an adequate amount of committed facilities. At 28 Feb 2026, the Company had Rupees 1.69 million in cash and bank balances. Management believes the liquidity risk to be low, considering the nature and composition of individual items within the working capital position. The following table presents the contractual maturities of financial liabilities, including interest payments. The amount disclosed in the table are undiscounted cash flows:

Contractual maturities of financial liabilities as at 28 Feb 2026

	Carrying Amount	Contractual Cash Flows	6 month or less	6-12 month	1-2 Year
	Rupees	Rupees	Rupees	Rupees	Rupees
Trade and other payables	111,644,264	111,644,264	65,673,096	45,971,168	-
	111,644,264	111,644,264	65,673,096	45,971,168	-

27.2 Fair values of financial assets and liabilities

The carrying values of the financial assets and financial liabilities approximate their fair values. Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

Fair value hierarchy

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

Level 1 : Fair value measurements using quoted (unadjusted) in active markets for identical asset or liability.

Level 2 : Fair value measurements using inputs other than quoted prices included within Level 1 that are observable fo the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 : Fair value measurements using inputs for the asset or liability that are not based on observable market data (i.e. unobservable inputs)

The carrying values of all financial assets and liabilities reflected in financial statements approximate their fair values. Fair value is determined on the basis of objective evidence at each reporting date.

27.3 Financial instruments by category

	FEB-28, 2026
Financial Assets at Amortized Cost	Rupees
Trade debts	9,132,531
Cash and bank balances	1,694,731
	10,827,262
Financial Liabilities at Amortized Cost.	
Trade and other payables	59,251,285

28 NUMBER OF EMPLOYEES

At the period end (Number)	15

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29 GEOGRAPHICAL LOCATION AND ADDRESS OF BUSINESS UNITS

Business Unit	Location
Production Unit	65 KM, Main Multan Road, Jamba Kalan, District Kasur | Manufacturing facility | Area: 6 Acres

30 CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

31 RECLASSIFICATIONS AND RE-ARRANGEMENTS

Corresponding figures have been re-arranged and re-classified where necessary, to reflect better presentation. However, no significant re-classification is made in these financial statements.

32 AUTHORIZATION FOR ISSUE

These financial statements have been approved by the board of directors of the Company and authorized for issue on 30-April-2026

Chief Executive Officer	Director	Chief Financial Officer

INDUS FRUIT PRODUCTS LIMITED

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