Condensed Interim Financial Statements for the period ended **September 30, 2020**

Arif Habib Dolmen REIT Management Limited Directors' Report For the Quarter Ended 30 September 2020

The Board of Directors of Arif Habib Dolmen REIT Management Limited (RMC) are pleased to present the Condensed interim financial statements of the Company for the quarter ended on 30 September 2020.

Operational and Financial Results

Dolmen City REIT, remained the backbone of RMC's income. The Scheme's Net Operating Income over the period has shown a decline of 32.72%, which is a result of rental waivers provided to tenants, amounting to PKR 519.62 million as compared to PKR 772.32 million during the corresponding period.

With the decrease in profitability of the Scheme, the RMC earned a management fee amounting to PKR 15.58 million as compared to PKR 23.16 million during the corresponding period. The administrative expenses of the RMC for the period were PKR 14.52 million as compared to PKR of 13.82 million during the corresponding period which resulted in gross profit for the period amounting to PKR 1 million as compared to PKR 9 million during the corresponding period. The RMC has also earned PKR 1.6 million (30 Sept 2019: PKR 0.9 million) from markup on bank deposits and PKR 1.5 million as dividend income from the units of Dolmen City REIT. The unrealized loss on units of Dolmen City REIT, bought by RMC with surplus cash, is PKR 0.6 million. The RMC has posted a loss after tax amounting to PKR 1.27 million as compared to a profit of PKR 7.8 million in the corresponding period last year. This has translated into earning per share of PKR 0.06 for the period as compared to earnings per share of PKR 0.39 during the previous year.

Taxation Reforms

The REIT management company has been advocating multiple taxation reforms for REIT's survival in Pakistan. Exuberant dividend taxation on investing in REITs (which is 25%; compared with 15% when investing in mutual funds – under Division III of the First Schedule, Part-I of the Income Tax Ordinance 2001 'ITO'); Capital Gains taxation on non-cash gains (under section 99A of the Second Schedule of the ITO) and Advance taxation (under section 236C and section 236K of the ITO) on transfers of property to REIT schemes (whereby property transfers in the name of REIT's Trustee is an additional step which is not required in any other form of organization) have almost halted growth of REITs.

It is fundamental for the growth of REITs that the legal framework and taxation regime remain supportive and consistent in the longer term. It must be recognized that REITs are an important investment vehicle and have the potential of bringing several benefits to the economy. These range from improving documentation of real estate transactions, bringing accuracy to property valuations, enhancing the government revenue and allowing small savers to take exposure in real estate thereby promoting savings. It is important that REITs are supported at all levels and benefits that are available to REITs in the province of Sindh are extended throughout the country for their proliferation. In a real estate project, public money inevitably gets involved in the form of customer advances. Therefore, such business should be undertaken by regulated corporate entities such as REITs.

Future outlook

REITs are an important investment vehicle for the documentation of real estate sector and deepening of capital markets, therefore it is vital that REITs are supported at all levels. As of now, REITs are at a severe disadvantage in comparison with all other organizational forms such as proprietorship, partnership or a private or public limited company in Pakistan.

Like in every past year, we persevere in our effort to propose favorable changes in the taxation regime for REITs in the relevant sections of government.

We are evaluating a number of REIT opportunities which await rationalization of the taxation regime applied to REITs. We are optimistic that with a renewed interest by the government to identify and address impediments to growth of this important sector, it will not be long before REITs will be the mode of choice for significant real estate transactions.

Related Party Transaction

In order to comply with REIT Regulations and the Code of Corporate Governance, the RMC presented all related party transactions before the Audit Committee and Board for their review and approval.

Acknowledgement

The Board would like to thank the Securities and Exchange Commission of Pakistan and other business partners for their continued cooperation and support. We also appreciate the effort put in by the management team.

For and on behalf of the Board

Muhammad Ejaz Chief Executive October 16, 2020

Condensed Interim Statement of Financial Position

As at 30 September 2020

	Note	Unaudited 30 September 2020	Audited 30 June 2020
ACCETC		Amount in	Rupees
ASSETS			
Non-Current Assets			
Property and equipment	6	470,538	396,149
Right-of-use asset	7	5,455,644	6,061,826
Intangible asset	8	8,870	9,667
Long term advances and deposits		3,665,000	3,328,600
Long term loans to employees		229,000	16,000
		9,829,052	9,812,242
Current Assets	·		
Mark-up accrued on bank deposits		524,581	451
REIT management fee receivable	9	17,615,220	6,652,900
Current maturity of long term loan to employees and advances	10	7,941,007	7,557,835
Prepayments and other receivables	11	6,736,870	7,524,091
Taxation-net		1,414,274	1,433,618
Short term investment	12	83,592,614	84,289,214
Cash and bank balances	13	106,510,074	114,601,173
		224,334,640	222,059,282
Total Assets		234,163,692	231,871,524
SHAREHOLDERS' EQUITY AND LIABILITIES			
Share capital and reserves			
Issues, subscribed and paid-up capital		200,000,000	200,000,000
Reserves		20,173,677	18,899,531
		220,173,677	218,899,531
LIABILITIES			
Non-current liabilities			
		1,171,060	1,391,174
Deferred tax hability - net		3,926,055	4,512,270
Deferred tax liability - net Lease liability			
Lease liability			
		5,097,115	5,903,444
Lease liability Current Liabilities	14	5,097,115	5,903,444
Lease liability Current Liabilities Accrued expenses and other payables	14	5,097,115	5,903,444 4,968,007
Lease liability Current Liabilities	14	5,097,115 6,632,420 2,260,480	5,903,444 4,968,007 2,100,542
Lease liability Current Liabilities Accrued expenses and other payables	14	5,097,115	5,903,444 4,968,007

Then Chief Financial Officer

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Chief Executive Officer

Director

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

For the three months period ended 30 September 2020

Note	30 September	30 September 2019
16	15,588,690	23,169,600
17	(14,517,467)	(13,818,993)
	(244,726)	-
	(696,600)	(2,078,150)
18	3,199,201	3,468,828
	3,329,098	10,741,285
19	(2,054,952)	(2,906,557)
	1,274,146	7,834,728
	0.06	0.39
	16 17 18	2020 Amount in 16 15,588,690 17 (14,517,467) (244,726) (696,600) 18 3,199,201 18 3,329,098 19 (2,054,952) 1,274,146

Chief Financial Officer

Chief Executive Officer

Director

Condensed Interim Statement of Comprehensive Income (Un-audited)

For the three months period ended 30 September 2020

	30 September 2020	30 September 2019
	Amount i	n Rupees
Profit after taxation	1,274,146	7,834,728
Other Comprehensive Income		
Total comprehensive Income for the period	1,274,146	7,834,728

Chief Financial Officer

Director

Chief Executive Officer

Condensed Interim Statement of Cash Flow (Un-audited)

For the three months period ended 30 September 2020

r or the three months period ended 30 September 2020		
	30 September	30 September
	2020 Amount in	2019 Rupees
CASH FLOWS FROM OPERATING ACTIVITIES		. nupets
Profit before tax	3,329,098	10,741,285
Adjustment for:		
Depreciation on property and equipment	33,581	40,499
Depreciation on right-of-use assets	606,182	-
Amortisation of intangible assets	797	1,191
Dividend income	(1,548,000)	(2,554,200)
Loss on disposal of property and equipment	13,496	-
Loss on remeasurement of short term investments	696,600	2,078,150
Mark-up on bank deposits	(1,651,201)	(164,609)
	(1,848,545)	(598,969)
	1,480,553	10,142,316
Working capital changes		
(Increase) / decrease in current assets		(=0.0.0.1.1)
REIT management fee receivable	(10,962,320)	(708,214)
Current portion of long term loans to employees and advances	(383,172)	(160,273)
Prepayments and other receivables	787,221	(3,172,137)
Short term investment	- (10,550,251)	(59,294,750)
Increase / (decrease) in current liabilities	(10,558,271)	(63,335,374)
Accrued expenses and other payables	1,664,413	(15,743,091)
Cash used in operations	(7,413,305)	(68,936,149)
Taxes paid	(2,255,722)	(3,342,766)
Net cash used in operating activities	(9,669,027)	(72,278,915)
CASH FLOWS FROM INVESTING ACTIVITIES		
Formation cost received from scheme		50,339,537
Acquisition to property and equipment	(121,466)	(97,146)
Long term advances (made)	(336,400)	(472,600)
Long term loan to employees (disbursed) / recovered	(213,000)	9,000
Dividend received	1,548,000	2,554,200
Markup received	1,127,071	1,191,703
Net cash generated from investing activities	2,004,205	53,524,694
CASH FLOWS FROM FINANCING ACTIVITIES		
Net cash used in financing activities - Repayments of lease liabilities		
against right-of-use asset	(426,277)	-
Net (decrease) / increase in cash and cash equivalents	(8,091,099)	(18,754,221)
Cash and cash equivalents at beginning of the period	114,601,173	103,862,596
Cash and cash equivalents at end of the period	106,510,074	85,108,375

au Chief Financial Officer

Chief Executive Officer

Director

Arif Habib Dolmen REIT Management Limited Condensed Interim Statement of Changes in Equity (Un-audited) For the three months period ended 30 September 2020

		Re	serves		
	- Share Carital	Capital	Revenue	Sub Tatal	Shareholder's
	Share Capital -	Fair Value Reserves	Accumulated Profit / (Loss) Amount in Rupees	Sub Total	Equity
Balance as at 30 June 2019	200,000,000	-	(5,609,571)	(5,609,571)	194,390,429
Total comprehensive income for the period					
Profit for the period			7,834,728	7,834,728	7,834,728
Other comprehensive Income		-	-		-
otal comprehensive income for the period	-	-	7,834,728	7,834,728	7,834,728
Balance as at 30 September 2019	200,000,000	-	2,225,157	2,225,157	202,225,157
Balance as at 30 June 2020	200,000,000	-	18,899,531	18,899,531	218,899,531
otal comprehensive income for the period					
Profit for the period			1,274,146	1,274,146	1,274,146
Other comprehensive income		-		-	-
otal comprehensive income for the period	-	-	1,274,146	1,274,146	1,274,146
alance as at 30 September 2020	200,000,000	-	20,173,677	20,173,677	220,173,677

Chief Financial Officer

Chief Executive Officer

Director

Notes to the Condensed Interim Financial Information (Un-audited) For the three months period ended 30 September 2020

1 STATUS AND NATURE OF BUSINESS

Arif Habib Dolmen REIT Management Limited ('the Company') was incorporated in Pakistan as a public limited company (un-quoted) on April 08, 2009 under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). The Company is a REIT Management Company, registered under the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 with the Securities and Exchange Commission of Pakistan (SECP). The certificate for commencement of business was obtained from SECP on September 07, 2009. The registered office of the Company is situated at Arif Habib Centre, 23 M.T. Khan Road, Karachi, Pakistan.

The principal business of the Company is to launch Real Estate Investment Trust (REIT) Schemes and provide REIT management services in accordance with the Real Estate Investment Trust Regulations, 2015. As on September 30, 2020 the Company has been rated AM2+ (RMC) by VIS Credit Rating Company Limited.

Summary of Significant Transactions

There were no significant transactions during the period to be reported.

2 BASIS OF PREPARATION

2.1 Statement of Compliance

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

- International Accounting Standard 34 Interim Financial Reporting (IAS 34);
- Provisions of and directives issued under the Companies Act, 2017, Part VIII A of repealed Companies Ordinance 1984;
- The Non-Banking Finance Companies (Establishment and Regulation) Rules 2003 (the NBFC Rules 2003); and
- The Real Estate Investment Trust Regulations 2015 (the REIT Regulations 2015).

Where the provisions of and directives issued under Companies Act, 2017, Part VIII A of the repealed Companies Ordinance 1984, the NBFC Rules 2003, the REIT Regulations 2015 differ from IAS 34, the provisions of and directives issued under Companies Act, 2017, Part VIII A of repealed Companies Ordinance 1984, the NBFC Rules 2003, the REIT Regulations 2015 have been followed.

The disclosures made in these condensed interim financial statements have, however, been limited based on the requirements of IAS-34. These condensed interim financial statements do not include all the information and disclosures which are required in a full set of financial statements and should be read in conjunction with the annual audited financial statements of the Company for the year ended 30 June 2020. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the financial position and performance since the last financial statements of the Company.

The comparatives in the condensed interim statement of financial position as at 30 September 2020 have been extracted from the audited financial statements of the Company for the year ended 30 June 2020, whereas, the comparatives in the condensed interim statement of profit or loss, condensed interim statement of comprehensive income, condensed interim statement of changes in equity and condensed interim statement of cash flows have been extracted from the unaudited condensed interim financial statements of the Company for the three months period ended 30 September 2019.

2.2 Accounting convention

These condensed interim financial statements have been prepared under the historical cost convention, except:

- Lease liability and the related right-of-use asset which are initially measured at the present value of the lease payments that are not paid at the commencement date; and

- Short term investments which are carried at fair value.

Further, accrual basis of accounting is followed except for cash flow information.

2.3 Functional and presentation currency

Items included in these condensed interim financial statements are measured using the currency of the primary economic environment in which the Company operates. These condensed interim financial statements are presented in Pakistani Rupee which is the Company's functional and presentation currency, unless otherwise stated.

3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies and methods of computation adopted in the preparation of these condensed interim financial statements are the same as those applied in the preparation of the annual financial statements for the year ended 30 June 2020 except for certain accounting and reporting standards which became effective for annual period beginning on or after 01 July 2020. In addition to this certain amendments to existing accounting and reporting standards and interpretations also became effective for the period beginning on or after 01 July 2020 however the new accounting and reporting standards or amendments to existing accounting and reporting standards or interpretations are either not relevant or not having significant impact on these condensed interim financial statements.

ACCOUNTING ESTIMATES AND JUDGMENTS 4

The preparation of condensed interim financial statements in conformity with approved accounting standards, as applicable in Pakistan requires the management to make estimates, assumptions and use judgments that affect the application of policies and the reported amount of assets and liabilities and income and expenses.

Estimates and judgments made by management in the preparation of these condensed interim financial statements are same as those that were applied to the audited annual financial statements of the Company as at and for the year ended June 30, 2020.

5 RISK MANAGEMENT

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These condensed interim financial statements do not include all financial risk management information and disclosures which are required in the annual financial statements and should be read in conjunction with the Company's annual financial statements for the year ended June 30, 2020. There have been no changes in any risk management policies since the year end.

6 PROPERTY AND EQUIPMENT

PROPERTY AND EQUIPMENT	Note	Unaudited	Audited
		30 September	30 June
		2020	2020
		Amount in 1	Rupees
Opening net book value		396,149	461,001
Additions		121,466	97,146
Deletion		(13,496)	-
		504,119	558,147
Less: Depreciation charged during the period / year		(33,581)	(161,999)
Closing net book value		470,538	396,149
RIGHT-OF-USE ASSET			
Opening net book value		6,061,826	8,486,557
Less: Depreciation charged during the period / year		(606,182)	(2,424,731)
Closing net book value		5,455,644	6,061,826
INTANGIBLE ASSETS			
Opening net book value		9,667	14,431
Less: Amortization during the period / year		(797)	(4,764)
Closing net book value		8,870	9,667

9	REIT MANAGEMENT FEE RECEIVABLE	Note	Unaudited 30 September	Audited 30 June
			2020	2020
			Amount in	Rupees
	REIT management fee receivable	9.1	17,615,220	6,652,900

9.1 This represents management fee receivable from the Scheme in respect of fee. Under the provisions of REIT Regulations 2015, RMC is entitled to an annual management fee not exceeding three percent of Net Operating Income (NOI) of scheme. Management fee becomes receivable on quarterly basis.

10	CURRENT PORTION OF LONG TERM LOANS TO EMPLOYEES AND ADVANCES	N	ote	Unaudited 30 September 2020	Audited 30 June 2020
				Amount in	Rupees
	Unsecured, considered good				
	Current portion of loans to employees			786,952	225,500
	Advances to:				
	Employees	10	0.1	7,154,055	7,332,335
				7,941,007	7,557,835

10.1 This includes advance to chief executive officer of the Company amounting to Rs.6.67 million (June 30, 2020: Rs.6.84 million).

11	PREPAYMENTS AND OTHER RECEIVABLES	Note	Unaudited 30 September 2020 Amount in	Audited 30 June 2020 Rupees
	Prepayments	×	1,181,807	898,285
	Other receivable - Unsecured considered good - Javedan Corporation Limited - a related party - Dolmen City REIT scheme - a related party - Vision View (Private) Limited - Arif Habib Consultancy (Private) Limited - a related party - Arif Habib Real Estate Services (Private) Limited - a related party - Others		3,125,917 - 1,835,000 227,222 31,725 335,199 5,555,063	3,125,917 1,333,333 1,835,000 227,222 31,725 72,609 6,625,806
12	SHORT TERM INVESTMENT - At fair value through profit or loss		6,736,870	7,524,091
	Investments in Dolmen City REIT Scheme Investment in Marginal Trading System	12.1 12.2	83,592,000 614 83,592,614	84,288,600 614 84,289,214

12.1	Investment at fair w	value through pro	ofit or loss	Note	Unaudited	Audited
	30 September	30 June			30 September	30 June
	2020	2020			2020	2020
	Number o	of units				
	7,740,000	7,740,000	Dolmen City REIT (a relate	d party)	83,592,000	84,288,600
12.1.1	Unrealized gain or	ı remeasuremen	t of short term			
	investments as of	the reporting da	ite			
	Market value of the	investments			83,592,000	84,288,600
	Cost of the investm	ents			78,061,550	78,061,550
					5,530,450	6,227,050
12.2	Arif Habib Limite	d - a related par	ty			
	Marginal Trading S	system (MTS)			614	614
13	CASH AND BANK	BALANCES				
	Cash in hand				1,091	12,060
	Cash at bank					
	Saving account			13.1	106,508,855	114,588,985
	Current account				128	128
					106,508,983	114,589,113
					106,510,074	114,601,173

13.1 These carries markup at the rates ranging from 3.15% to 6.35% (30 June 2020 : 3.0% to 6.5%) per annum.

14	ACCRUED EXPENSES AND OTHER PAYABLES	Note	Unaudited	Audited
			30 September	30 June
			2020	2020
			Amount in	Rupees
	Preliminary expenses payable		522,410	522,410
	Withholding taxes payable		5,549	153,758
	Accrued expense	14.1	3,280,004	3,290,552
	Sales tax payable		2,543,235	736,775
	Finance cost payable on lease liability		244,726	264,512
	Others		36,496	-
			6,632,420	4,968,007

14.1 It includes Rs. 0.171 million (June 30, 2020 : Rs. 0.255 million) payable to Rotocast Engineering a related party of the Company.

15 CONTINGENCIES AND COMMITMENTS

There were no contingencies and commitments as at September 30, 2020.

16	OPERATING REVENUE - NET	Note	Unaudited 30 September 2020	Unaudited 30 September 2019	
			Amount in		
	Management fee		17,615,220	26,181,648	
	Sales tax		(2,026,530)	(3,012,048)	
			15,588,690	23,169,600	
			and the second s		
17	ADMINISTRATIVE EXPENSES		Unaudited	Unaudited	
			30 September	30 September	
			2020	2019	
			Amount in	n Rupees	
	Salaries, allowances and benefits		10,406,089	9,226,591	
	Legal and professional		438,384	425,200	
	Communication		141,621	126,098	
	Traveling		111,501	577,667	
	Office maintenance expense		442,464	581,878	
	Printing and stationery		38,700	95,760	
	Insurance		647,375	194,364	
	Depreciation		639,763	40,499	
	Amortisation		797	1,191	
	Auditors' remuneration		162,250	137,500	
	Others		856,427	691,854	
	Directors meeting fee		450,000	700,000	
	Training and membership expense		155,000	3,900	
	Rent expense		-	690,789	
	Professional tax		27,096	25,702	
	Donation		-	300,000	
		*	14,517,467	13,818,993	
18	OTHER INCOME				
	Mark-up on bank deposit		1,651,201	914,628	
	Dividend income		1,548,000	2,554,200	
			3,199,201	3,468,828	
19	TAXATION				
	Current tax		2,275,066	3,222,148	
	Deferred tax		(220,114)	(315,591)	
			2,054,952	2,906,557	
			_,	_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	

20 TRANSACTIONS WITH RELATED PARTIES

The related parties comprise of associated undertakings, sponsors, directors and key management personnel. Transaction with related parties are carried out by the company at agreed terms with related parties. Details of transaction carried out with related parties if not disclosed elsewhere in this condensed interim financial information is as follows:

ame of the related party, relationship with company and	Unaudited 30 September	Unaudited 30 September
Nature of Transaction	2020	2019
	Amount in Rupees	
Rotocast Engineering Company (Private) Limited -		
(Associate company due to common directorship)		
Transaction during the period		
Rent payment	690,789	1,381,578
Common shared expenses	404,315	525,497
Payment of common shared expenses	481,177	627,418
Administration charges	38,149	56,38
Payment of administration charges	45,835	65,81
Office Insurance	78,576	61,128
Dolmon City DELT (A solome monored by		
Dolmen City REIT - (A scheme managed by Arif Habib Dolmen REIT Management Limited)		
Transaction during the period		
Purchase of units	-	59,294,750
Receipt of expenses	1,333,333	-
MCB Arif Habib Savings & Investment Limited -		
(Associate company due to common directorship)		
Transaction during the period		
Employer's VPS contribution paid	679,038	623,284

21 COVID-19

The spread of Coronavirus across the globe caused disruptions to all businesses and economic activity. In Pakistan, the retail sector faced an unprecedented challenge with smart lock-downs imposed in all places of business. The mall management responded by intensifying customer engagement through digital platforms to encourage footfall and retail sales upon reopening with the implementation of prescribed customer safety protocols.

Efforts were also intensified to strengthen our valuable, long term tenant relationships by proactively negotiating contracts to support tenant retention in these challenging times. Tenants at both the Dolmen City Mall and the Harbour Front office building were provided with rental waivers from month to month after carefully assessing the overall situation. Rental waivers provided to tenants of the Mall and Harbour Front during the period July to September 2020 are as follows:

Month	Dolmen Mall Clifton	The Harbor Front
July 2020	45%	40%
August 2020	25%	25%
September 2020	15%	0%

Impact of the rental waivers on the statement of profit or loss of Dolmen City REIT Scheme are as follows:

Month	Loss of Revenue	Corresponding Decline in Management Fee of REIT Management Company	
	Amou	nt in Rupees	
July 2020	133,206,810	3,996,204	
August 2020	87,597,761	2,627,933	
September 2020	38,294,469	1,148,834	

22 These condensed interim financial statements were authorised for issue in the Board of Directors meeting held on October 16, 2020.

23 Figures have been rounded off to the nearest Rupee unless otherwise stated.

Chief Financial Officer

Chief Executive Officer

Director