

INFORMATION MEMORANDUM

For the Initial Offer to the Accredited Investors
and
the Listing of NETS on Growth Enterprise Market Board (GEM) of
Pakistan Stock Exchange (PSX)
under
Chapter 5A of PSX Regulations: Regulations governing Listing and
Trading of Equity Securities on Growth Enterprise Market

Name of the Issuer	:	Nets International Communication Limited
Registered office	:	Office 3 Floor 8, ARFA Software Technology Park, Ferozpur Road , Lahore, Pakistan
Web Site	:	https://nets-international.com

Accredited Investors are hereby informed that this Fixed Price issue is fully
underwritten by





Dawood Equities Limited

Disclaimer

- This is not a prospectus for issue of shares to the general public, but a document prepared for the purpose of offering shares only to Accredited Investors. This IM has not been approved by the Securities & Exchange Commission of Pakistan (the Commission) or the Pakistan Stock Exchange Limited (the Exchange).
- The Issuer & The Board of Directors of **NETS International Communication Limited (NETS or the “Company”)** accepts responsibility for accuracy of the information contained in this document.
- This Information Memorandum (“IM”) describes and summarizes the key highlights of **NETS International Communication Limited**, and it is being provided to the prospective investors who may be interested in participating in the Initial Offering (“Transaction”) by **NETS**.
- **Advise for Investors:**

The GEM is designed primarily for Growth Companies. Growth Companies are comparatively exposed to higher investment risk including liquidity risk as compared to the companies listed at the main Board of the Exchange. The prospective investor should, therefore, be aware of the risk of investing in such companies and should make the decision to invest only after careful diligence of the issue and consideration. It is advisable to consult any independent investment advisor before making investment in equity of the Issuer.
- **LSE Capital Limited**, the Advisor to the Issue, has been authorized by **NETS** to provide this IM to Accredited Investors, as stipulated by Chapter 5A of the PSX Rule Book, with associated guidance, who wish to participate in this Transaction, and to assist them in assessing the proposed Transaction.
- All information pertaining to this Transaction and contained in this IM has been obtained from NETS and other publicly available sources. The information contained in this IM has been reviewed and agreed upon by the Company. The Advisor to the Issue believes that the information stated herein is accurate and complete. However, **nothing contained in this IM should be considered a promise, confirmation, or representation by the Advisor to the Issue as to the future, or an indication that there has been no change in the Issue and of the Company since the date of this IM.**
- The prospective investors should conduct their own independent investigation, due diligence and analysis, including legal and tax advice, if required, **before taking any decision with regard to this Transaction.**
- **This IM does not constitute a Prospectus or an offer to the public by the Advisor to the Issue**, and is being provided on a strictly and permanently confidential basis, solely for the purpose stated above and for no other purpose. It must not be copied, reproduced, or distributed in any shape or form to others without prior approval of the Advisor to the Issue.
- The Issuer & The Board of Directors of **NETS International Communication Limited (NETS or the “Company”)** confirm that there is **no pending litigation exist on the Balance Sheet date.**

Company Overview

-  **NETS** specializes in developing, managing, and expanding communication systems, enabling seamless exchange of ideas and information across various media, including telecommunication.
-  The company provides unparalleled solutions and systems integration, backed by experienced professionals, cutting-edge technology, and efficient processes.
-  **NETS** delivers effective, simple solutions for complex systems across industries, exceeding customer expectations. The approach includes thorough analysis, detailed planning, and an agile methodology for timely delivery with regular client updates.
-  With certified consultants and expertise in various technologies, **NETS** offers complete, end-to-end turnkey global solutions tailored to client needs, establishing itself as a trusted partner for businesses.

NETS primarily deals in:

- Infrastructure Solutions
- Digital Solutions
- Managed Solutions

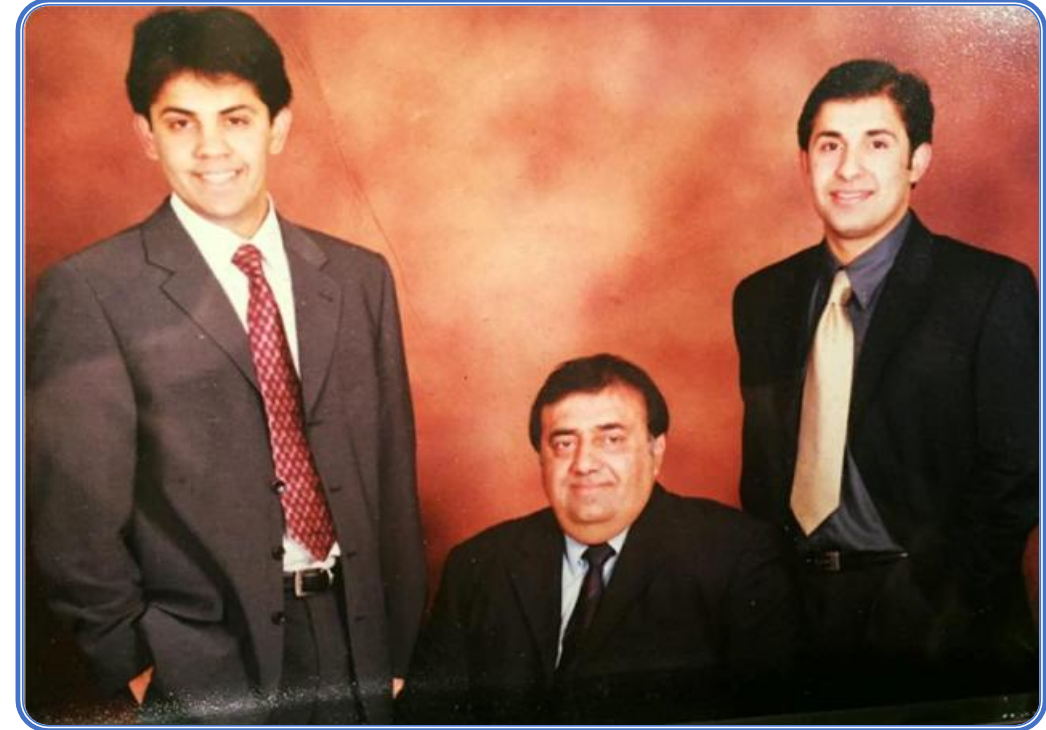
These solutions entail both the supply of goods and the rendering of services.

Supply of Goods includes: Access Points, Switches, Routers, Racks, Fiber Optics, , Firewalls, Anti-Virus software & Networking related equipment.



The Issuer

Issuer	NETS International Communication Limited ("NETS" or the "Company")
Registration Number (CIUN)	0216168
Date of Incorporation	November 22, 2022 (The status of the Company was changed to Public Limited Company on 7 th Jan 2025).
Web Site	https://nets-international.com
Address of the Issuer	ADDRESS : Office No. 3, Level 8. Arfa Software Technology Park, Ferozepur Road Lahore, Pakistan
PHONE	+92 42 35972019
ADDRESS 2	Office No. 216, 2nd Floor, ISE Tower, 55 Jinnah Avenue, Blue Area, Islamabad, Pakistan
PHONE	+92 51 2894250
ADDRESS 3	Office # 706,707, 7th Floor, Hill Trade Centre, Shaheed-e-Millat Road, Karachi, Pakistan
PHONE	+92 21 32272212
Contact Email	contact@NETS-international.com



NETS acquired the existing business of import/export, distribution, intending of communication of IT related products and services being run by National Engineers (AOP) by taking over all assets and liabilities along with related risk and rewards. The assets and liabilities were acquired by the Company with effect from **April 01, 2024**.

NETS is a Solutions Provider and Systems Integrator dedicated to empowering the future through integrated approach and commitment to delivering Innovative, Intelligent, and Integrated Solutions (NETS 3 I's) Effectively, Efficiently, and Economically (NETS 3 E's). NETS's service portfolio covers 3 verticals namely Infrastructure Solutions, Digital Solutions, and Managed Solutions and under these verticals NETS provides services of Fixed & Wireless Access Networks, Enterprise Data Networks, Cloud Solutions, Cyber Security, Automation, Resource Outsourcing, and Managed Services.

The business activities of the Company is providing Communication related products and services

Subscription Dates: May 05, 2025 to May 06 2025 (both days inclusive) from 09:00 am to 05:00 pm

Transaction	Initial Offering through Issue of Ordinary Shares on GEM Board
Type of Shares and Face Value	Ordinary Shares of Face Value of PKR 10.00 per Ordinary Share
Transaction Size	Total Issue Size: 3,676,000 ordinary shares (10% of Post-Issue Paid-Up Capital)
Offering Structure	The entire issue will be offered through Fixed Price Mechanism at a Fixed Price of PKR 10.00 per share (premium: Nil per share)
Total Amount to be Raised	PKR 36,760,000
Advisor to the Issue	LSE Capital limited
Banker to the Issue	Habib Metropolitan Bank Limited
Underwriter	This Issue is underwritten by Dawood Equities Limited

Post-Issue Paid-Up Capital	Nos.
Shares Outstanding before the Issue	33,081,596
Initial Offering to the Accredited Investors	3,676,000
Post-Issue Paid-Up Capital	36,757,596
Authorized Share Capital	40,000,000

Issue Price	PKR/Share	10.00
Share Premium	PKR/Share	Nil
Face/Par Value	PKR/Share	10.00
Issue Size	PKR	36,760,000
Amount Underwritten	PKR	36,760,000

Utilization of Proceeds	
	PKR
Working Capital Requirement	36,760,000
Working Capital as on June 30, 2024	
Current assets	970,625,974
Less :	
Current liabilities	(597,176,012)
	373,449,962

Proceeds will be utilized for the repayment of short term borrowings taken from Habib Metropolitan Bank Limited. Current Outstanding Balance (as on December 31, 2024) is PKR 134.78 million. It will be paid immediately to the extent of proceeds.



Capital and Structure – Pre-Issue

Transfer of Business from National Engineers (AOP) to the Company		PKR
Non-current assets		35,781,652
Current assets		1,069,349,437
Total assets		1,105,131,089
Less :		
Non-current liabilities		(55,959,364)
Current liabilities		(723,355,765)
Net assets of AOP transferred (on April 01, 2024) against issuance of shares		325,815,960

	Shares Issued on	
	November 22, 2022	March 31, 2024
	Nos.	Nos.
Share Capital Issued against Cash	500,000	
Share Capital Issued against Transfer of Business		32,581,596
	500,000	32,581,596

Movement of Shares	November 30, 2024	June 30, 2024	June 30, 2023	Upon Transfer of Business
	Nos.	Nos.	Nos.	Nos.
Mr. Jahangir Ahmad	29,773,437	29,442,621	445,000	28,997,621
Mr. Irfan Bashir	-	330,816	5,000	325,816
Mr. Muhammad Nadeem	3,308,159	3,308,159	50,000	3,258,159
	33,081,596	33,081,596	500,000	32,581,596

The Company acquired assets and liabilities of AOP (National Engineers) with effect from April 01, 2024. Operations were transferred from partnership to the Company. Sole purpose of the formation of the Company is to transfer of business from partnership to the Company.



Capital and Structure – Post-Issue

	November 30, 2024
	Nos.
Mr. Jahangir Ahmad	29,773,437
Mr. Muhammad Nadeem	3,308,159
	33,081,596
Existing Position	
Nos.	
Mr. Jahangir Ahmad	29,773,432
Mr. Muhammad Nadeem	3,308,159
Other Directors	5
	33,081,596
Post Issue Capital	
Nos.	
Mr. Jahangir Ahmad	29,773,432
Mr. Muhammad Nadeem	3,308,159
Initial Offering to the Accredited Investors	3,676,000
Other Directors (Transferred by Mr. Jahangir Ahmad)	5
	36,757,596

Transaction Detail/ Utilization of Proceeds

Proceeds will be utilized for the repayment of short term borrowings taken from Habib Metropolitan Bank Limited. Current Outstanding Balance (as on December 31, 2024) is PKR 134.78 million. It will be paid immediately to the extent of proceeds.

The main purpose of the listing, as mentioned above, is to partially payoff the borrowings (to the extent of the amount raised) and the compliance to the Code of Corporate Governance applicable to listing companies and to prepare the company for listing on the main Trading Board of PSX in the near future.

	Post Issue Capital	
	Nos.	Rs.
Shares Issued against Cash - before the Issue	500,000	5,000,000
Shares Issued against Cash - this Issue	3,676,000	36,760,000
Shares Issued other than Cash (transfer of business from AOP)	32,581,596	325,815,960
	36,757,596	367,575,960



Board of Directors

**Mr. Jahangir Ahmad,
Chairman**



A visionary leader in global telecommunications and technology, he has expanded the company's presence to key regions, including Dubai, KSA, UK, Germany and USA. With a strong background in electrical engineering and telecommunications, he drives operational excellence, technological advancements, and strategic scalability. Under his leadership, NETS International has invested in innovative technologies, such as AI-powered recruitment platforms and automation solutions. As Managing Director of NETS International Group, he has revolutionized operations and led the company to new growth milestones, solidifying its position as a global leader. His commitment to excellence and ability to lead high-performing teams have been key to the company's success.

**Mr. Muhammad Nadeem,
Chief Executive Officer**



As CEO of NETS International Communication Pvt Ltd, Mr. Nadeem oversees all operations in Pakistan, driving strategic growth and ensuring the company's success in delivering cutting-edge technology solutions. With his visionary leadership and deep industry knowledge, he continues to guide NETS toward new milestones, securing its position as a leader in ICT solutions. Mr. Nadeem's extensive expertise spans ICT domains such as Digital Solutions, Infrastructure Solutions, and Managed Solutions. His deep understanding of the ever-evolving technology landscape has enabled him to successfully lead high-value projects and foster strategic partnerships with global companies, including Cisco, FiberHome, Fortinet, Polycom, Dell, H3C, Huawei, and IBM. Throughout his career, Mr. Nadeem has executed multimillion-dollar projects in international markets, including Warid Telecom's operations in Ivory Coast and Georgia. His achievements have earned him several prestigious accolades, such as the Best Business Performance Award (2006-07) from Polycom and Excellent Partner of 2022 from H3C. A seasoned leader with over 20 years of experience in Sales, Business Development, and ICT Solutions, Mr. Nadeem has also held key leadership positions at Wateen Telecom and National Engineers, where he played a crucial role in large-scale telecom and networking projects. He holds a Bachelor's in Telecommunications Engineering and an MBA in Strategic Management.

**Mr. Zaheer Khan
Non-Executive Director**



With a Mechanical Engineering degree from UET (1976), he has amassed over 40 years of experience as a consultant, advisor, and human trainer. His career began with renowned American companies in Iran, after which he moved to Pakistan to join the Noon Group. There, he played a pivotal role in developing and leading three companies focused on sales, after-sales, and manufacturing. Known for his expertise in managing large-scale industrial projects and building high-performing teams across Pakistan and the UAE, he served as a Board Member for two decades before retiring in 2019 as Director and CEO.

Board of Directors

Mr. Muhammad Iqbal,
Independent Director



He holds an LLB and has been a practicing lawyer since 2014 as a Partner at Allied Legal Services. Previously, he served as Deputy Manager (Legal) and Head of Legal at Lahore Stock Exchange Limited (2009-2014).

His expertise covers civil, constitutional, corporate, banking, commercial, administrative, labor, employment, and capital-market litigation. He has represented clients in the Supreme Court, High Courts, District & Sessions Courts, Civil Courts, and Banking Courts.

Mr. Sani E Mahmood Khan,
Independent director



With over 15 years of experience in C-level roles, including CEO, Director, and GM positions at fintech companies and Pakistan's largest financial institution, he excels in driving growth, fostering innovation, and optimizing operations. He holds an MA in Economics from the University of Karachi, Pakistan.

Ms. Fauzia Qadir,
Executive Director



Ms. Fozia Qadir has significantly impacted NETS International's HR landscape, fostering a culture of innovation and excellence. With 18+ years of experience, she has been instrumental in shaping HR strategies focused on talent acquisition, employee engagement, and organizational growth.

Her expertise in labor laws, compliance, and employee development has strengthened the company's foundation, enabling it to meet the evolving needs of its workforce. Fozia's strategic insights and dedication to creating a vibrant workplace are key to NETS International's ongoing success and growth.

Mr. Khalid Mahmood,
Executive Director



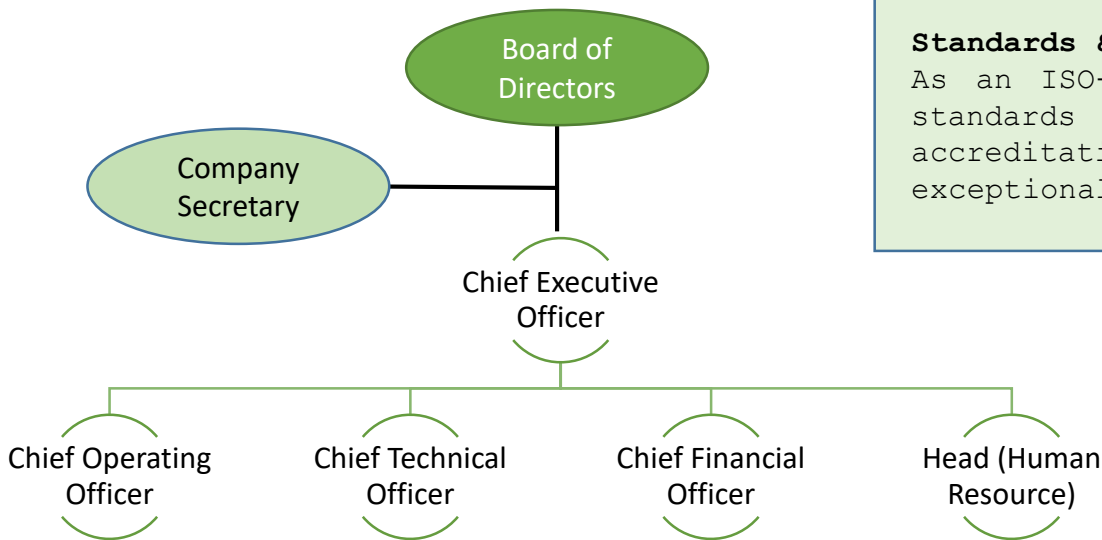
Mr. Khalid Mahmood brings over twenty years of expertise in procurement, supply chain management, and turnkey contracting, both locally and internationally. He has a proven track record in implementing strategic procurement initiatives that deliver cost savings and enhance operational efficiency. His skills include strategic sourcing, vendor management, logistics, and industry best practices.

As a leader, Khalid has held pivotal roles, including Chief Operating Officer and Head of Supply Chain Management, where he drove growth strategies, improved processes, and optimized supply chain operations. His focus on innovation, accountability, and teamwork aligns with NETS International's mission to deliver exceptional solutions to clients.

Organization Chart and Structure

NETS Executive Leadership

At **NETS**, we recognize that our people are our greatest asset. Our team of over one thousand highly skilled and certified professionals, supported by a legacy of training more than ten thousand resources, forms the backbone of our success. Guided by our TEAM philosophy: Talent, Excellence, Adaptability, and Mentorship- we strive for cohesion and excellence in all our endeavors.



Standards & Compliance

As an ISO-certified organization, **NETS** is committed to maintaining the highest standards of HSQE (Health, Safety, Quality, and Environment). Our local accreditation enables us to consistently exceed customer expectations, ensuring exceptional satisfaction in all our operations.

Quality assurance

NETS is dedicated to maintaining professionalism and delivering consultancy services that surpass customer expectations. Through strong governance, efficient processes, and compliance with regulations, we foster a culture of excellence, innovation, and continuous improvement in all our operations.



Muhammad Nadeem
CEO




Aleem Paracha
CTO



Khalid Mahmood
COO



Fozia Qadir
Head – HR



Muhammad Shaheer
CFO

Health and Safety

NETS Health, Safety & Wellbeing Policy focuses on preventing accidents and fostering a culture of care. Its goal is to eliminate injuries, damage, delays, and environmental impact, while promoting a healthy, injury-free environment through policy expertise and a culture of responsibility.

Management's Profile

Mr. Khalid Mahmood Chief Operating Officer

Mr. Khalid Mahmood brings over twenty years of expertise in procurement, supply chain management, and turnkey contracting, both locally and internationally. He has a proven track record in implementing strategic procurement initiatives that deliver cost savings and enhance operational efficiency. His skills include strategic sourcing, vendor management, logistics, and industry best practices.

As a leader, Khalid has held pivotal roles, including Chief Operating Officer and Head of Supply Chain Management, where he drove growth strategies, improved processes, and optimized supply chain operations. His focus on innovation, accountability, and teamwork aligns with NETS International's mission to deliver exceptional solutions to clients.

Mr. Aleem Paracha Chief Technology Officer

Mr. Aleem Paracha is an innovative technology leader with 16+ years of experience in system integration. As the Group Chief Technology Officer at NETS International, he leads the development of technology strategies that ensure seamless integration of advanced systems to meet client needs. Under his leadership, NETS has delivered solutions that enhance efficiency, scalability, and growth.

He drives the company's technology roadmap, focusing on emerging technologies like IoT, AI, cloud computing, and cybersecurity. With expertise in MPLS Core, R&S, SDWAN, Network Automation, and industry standards like ISO and ITIL, Aleem ensures the security and reliability of all systems. His passion for innovation helps address complex business challenges and deliver value to clients.

Mr. Muhammad Shaheer Chief Financial Officer

Mr. Muhammad Shaheer is a Chartered Accountant and an experienced finance professional with over ten years of varied expertise in financial management, business advisory, and operational excellence. He has held leadership positions in reputable organizations, showcasing his skills in strategic financial planning, risk management, and improving operational processes. Shaheer has notably overseen multimillion-dollar projects in partnership with global stakeholders, optimized cost structures, and enhanced compliance frameworks. His achievements include leading financial reforms, cutting operational costs, and aligning business strategies with organizational objectives for sustainable growth.

In his role as a Financial Advisor for NETS International, Mr. Shaheer utilizes his extensive knowledge to offer strategic guidance, ensuring financial transparency and operational efficiency. His proven capability to navigate complex financial environments and achieve significant results makes him a vital contributor to the company's ongoing growth and success in the competitive telecom and solutions sector.



Infrastructure Solutions



NETS offers core FTTX and wireless infrastructure connectivity for telecom providers, along with specialized solutions for Banking and Utility networks, including ATM/POS, ISPs, Alt nets, EV charging points, and utilities like gas, electricity, and water.

With a team of experts, NETS is a leading provider of innovative, reliable, and secure infrastructure solutions tailored to specific industry needs.

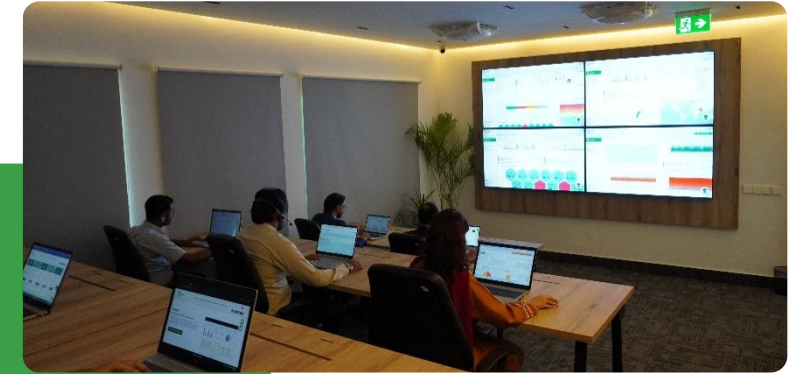
Digital Solutions

NETS delivers secure and scalable digital infrastructure solutions for businesses of all sizes, including Enterprise Data Networks, Data Center services, Public/Hybrid Cloud Migration, Cybersecurity (Zero Trust & Endpoint Security), and Collaboration solutions (audio/video and meeting rooms). Additionally, NETS offers custom automation services, including in-house products (Monet X, Map X) or tailored solutions.

Focused on driving innovation and operational efficiency, NETS enables automation at scale, boosting productivity and customer satisfaction.



Managed IT Solutions



NETS offers a comprehensive range of Managed Solutions, including Managed Services delivering 24/7/365 uninterrupted services backed by Service Level Agreements to meet your technology needs.

Our Managed Solutions portfolio focuses on IT operations management, simplifying complexities and improving efficiency.

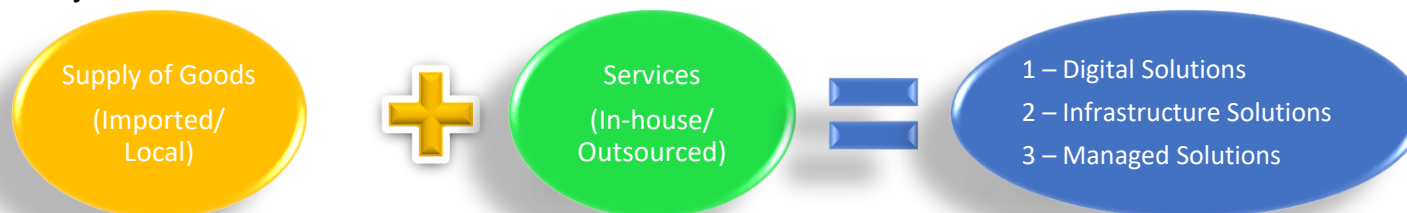
NETS Resource Outsourcing provides flexible options: Full-time (headhunting), Contract (onsite customer resources on NETS payroll), Remote (virtual resources), and Shared (on-demand surge resources for urgent projects).

Supply of Goods & Services



NET's Process & Service Lifecycle is a complete turnkey process framework that outlines their approach to delivering end-to-end projects and adding value as a one stop Solution Provider.

- **Plan:** Survey, Planning, Design, assessment and Consulting activities to ensure comprehensive understanding of client's need/requirements.
- **Deploy:** That includes infrastructure networks such as Telecommunications, Banking and Utility networks, including FFTX, mobile, EV Charging Points, Banking ATM/POS networks etc.
- **Operate:** Manage, Monitor, Support and Optimize the Solutions to ensure that its meets client's requirements over time to allow them Core Businesses while NETS provided premium SLA back services.
- **Support:** Finding solutions to customer business pain points to ensure that our clients receive the support they need when they need it.



NETS bases its Service Portfolio around its 3 I's and NET's Solutions are based on 3 E's



Basic information about the industry

- The Pakistani market across NETS' domains is substantial and diverse. The Fixed Access Network (Infrastructure Solutions) is valued at \$1.4 billion, with the Wireless Access Network leading at \$1.8 billion. Cloud Solutions (Digital Solutions) represent \$700 million, while Enterprise Data Networks contribute \$190 million. Cybersecurity (Digital Solutions) is valued at \$180 million, and emerging areas like Automation and Managed Services are valued at \$50 million and \$60 million, respectively. Resource Outsourcing stands at \$90 million.
- The market growth for next 5 years is expected to grow at the average rate of 8~10% per annum.

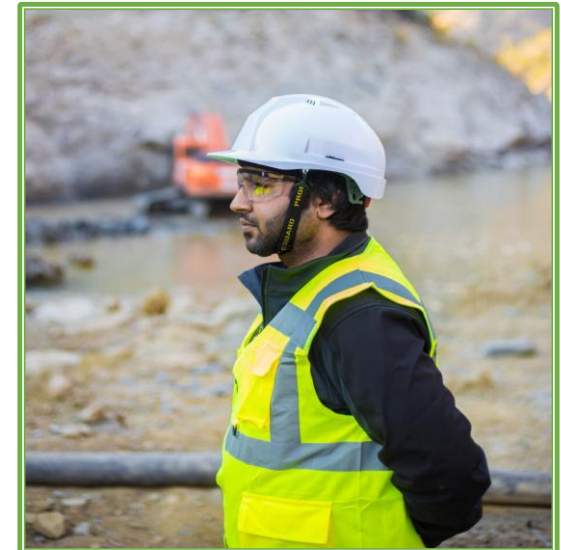
Source: management's own estimates based on internal market research

- NETS operates across various sectors, where customers in one domain may have competitors in another. While each domain has its own key players, NETS generates the most revenue from EDN, Fixed Access Network, and Cybersecurity.
- Prominent competitors include PTCL, Transworld, Wateen Telecom, Jaffer Business Systems, Systems Limited, Huawei, Megaplus, Jazz, Orbin, and Gerry's International.
- Pakistan's telecommunications industry has grown recently, driven by increasing demand for affordable telecom services. Expansion of mobile and broadband networks, along with government efforts to improve infrastructure and promote competition, have fueled growth. The rise in e-commerce, especially during and after the COVID-19 pandemic, has further boosted connectivity demand. However, policy and operational challenges have resulted in low investment in the sector.
- The country's telecom infrastructure includes microwave radio relay, coaxial cable, fiber-optic cable, cellular, and satellite networks. Pakistan is connected to international markets through ten submarine cable systems: SMW3, SMW4, SMW5, IMEWE, AAE-1, TW1, PEACE, 2AFRICA, and AFRICA1.



Revenue Growth Factors:

- **New Customer Acquisition:**
 - Enterprise Data Network market is driven by per customer Revenue;
 - Potential gaps and transitional challenges in IT infrastructure, data management, and service delivery will create demand for specialized solutions.
 - IT firms can offer services such as cloud computing, cybersecurity, system integration, and managed IT services to enhance operational efficiency.
 - The focus may shift towards urban markets, offering more opportunities for IT companies.
- **Nationwide IT Infrastructure Development:**
 - Pakistan's focus on expanding broadband and fiber-optic networks is a key growth driver.
 - This development will bridge the digital divide, particularly in underserved areas.
 - Opportunities will arise to introduce advanced services like 5G, IoT, and cloud computing.
 - A robust infrastructure will attract international investments, supporting customer base growth and revenue diversification.
- **Government-Led Digital Transformation Projects:**
 - The government's efforts to automate healthcare, education, and public services present a significant opportunity.
 - Collaborating with the government on these projects positions the company as a key partner in the nation's digital transformation.
 - Opportunities include implementing secure communication systems, providing cloud and data storage solutions, and developing e-governance software.
 - These collaborations will boost revenue and help establish long-term partnerships.
- **Increasing digital Adoption:**
 - Increasing smartphone penetration and growing adoption of digital platforms are driving higher demand for telecom and IT services in Pakistan.



Revenue Declining factors:

1. Technological Competitiveness:

- a) Delayed adoption, lack of understanding, or inadequate training to leverage these technologies could lead to lost opportunities and reduced market relevance.
- b) Competitors who stay ahead in innovation may capture market segments previously dominated by the company.

2. Customer's budget:

- a) A decrease in customers' budgets for upcoming projects can significantly impact the company's revenue growth.
- b) Economic instability, rising inflation, and currency devaluation may lead to financial constraints, reducing spending on IT and telecommunication services.
- c) This could result in decreased demand for premium services, smaller project volumes, and a shift toward lower-cost alternatives.
- d) Prolonged budget cuts may lead to delayed or cancelled projects, further challenging growth prospects.

3. Customer Management Challenges & Competitive pressure:

- a) Poor customer management can lead to dissatisfaction, loss of trust, and reduced revenue.
- b) In a competitive industry, customers expect prompt, reliable, and personalized service; failing to meet these expectations can drive customers to competitors.
- c) Strengthening brand loyalty through excellent service, offering tailored solutions, and maintaining a strong market presence will ensure growth and success amid competitive pressure.
- d) Continuous innovation, unique value propositions, and strong customer relationships are essential to staying ahead of the competition.

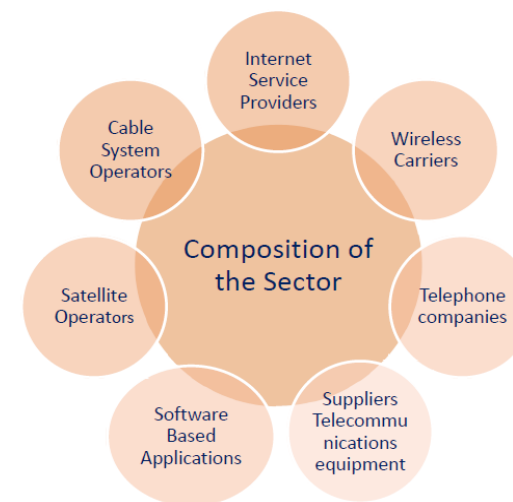


Revenue and Cost Drivers



Future Prospects and Demand Outlook

1. The communication sector is made up of companies that make communication possible on a global scale, whether it is through the phone or the Internet, through airwaves or cables, through wires or wirelessly. These companies created the infrastructure that allows data in words, voice, audio, or video to be sent anywhere in the world.
2. Not long ago, the communications sector consisted of a club of big national and regional operators. Since the early 2000s, the industry has been swept up in rapid deregulation and innovation. In many countries around the world, government monopolies are now privatized and they face a plethora of new competitors.
3. Communication plays an important part in daily lives of people today. It is an essential component of every walk of life ranging from education, business to entertainment. The sector has witnessed many innovations and improvement over the periods and increased competition further fueling the innovation.



Source: management's own estimates based on internal market research

	Current			Projected by 2030		
	Total Addressable Market	Serviceable Addressable Market	Serviceable Obtainable Market	Total Addressable Market	Serviceable Addressable Market	Serviceable Obtainable Market
	(TAM)	(SAM)	(SOM)	(TAM)	(SAM)	(SOM)
	US\$ (million)	US\$ (million)	US\$ (million)	US\$ (million)	US\$ (million)	US\$ (million)
	Universe	Competitors	NET's Share	Universe	Competitors	NET's Share
Fixed Access Network FAN (Fixed / FTTX / HFC)	1,400	281	0	2,101	422	42
Wireless Access Network WAN (Mobile, Enterprise 5 & Next Gen Networks)	1,800	126	-	2,701	189	19
Enterprise Data Network (incl Cloud & Cybersecurity)	1,070	203	7	1,606	305	31
Automation, AI & Big Data (Extravis & 3Cix Platforms)	110	59	0	165	89	9
Resource Outsourcing	210	100	0	315	150	15
Managed Services & Operations	210	62	2	315	94	9

Associated Companies/Undertakings and Transactions

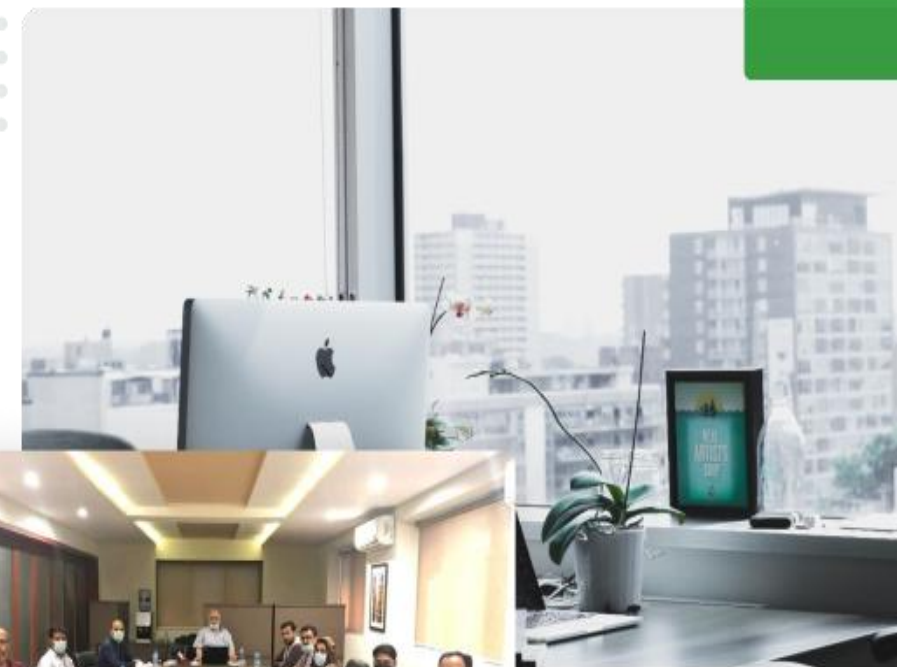
1 - Nets Engineering (AOP) – Common Director/Partners

Assets are Transferred from National Engineers (AOP) as on March 31, 2024

From passionate entrepreneurs to a top 3 market leader, NETS has a rich legacy that dates to the early 80s, when Mr. Shafi Naeem Ahmad (Late), a visionary engineer with a dynamic and positive persona, partnered with his brothers to set up National Engineers, now known as NETS. NETS brings over 4 decades* of proven domain expertise, service specialization, and industry leadership, delivering over 3,000+ successful projects. NETS' 1,000+ highly skilled & professional staff, collaboration with over 50 leading global technology partners, 100+ NETS OEM Partners, and NETS Reach, with offices in the UK, UAE, USA, Germany, Saudi Arabia, and Pakistan, has allowed them to be the preferred trusted partner to over 200 long-standing satisfied customers including fortune 500 companies across 25+ countries.

** management's perspective – in different legal form (partnership) of business*

	PKR
Total non-current assets	35,781,652
Total current assets	1,069,349,437
Total assets	1,105,131,089
Less:	
Total non-current liabilities	(55,959,364)
Total current liabilities	(723,355,765)
Total liabilities	(779,315,129)
Net assets of AOP transferred	325,815,960



Associated Companies/Undertakings and Transactions

Details of the wings/teams established in UK, UAE and KSA along with their capital structure / association with NETS PAK.

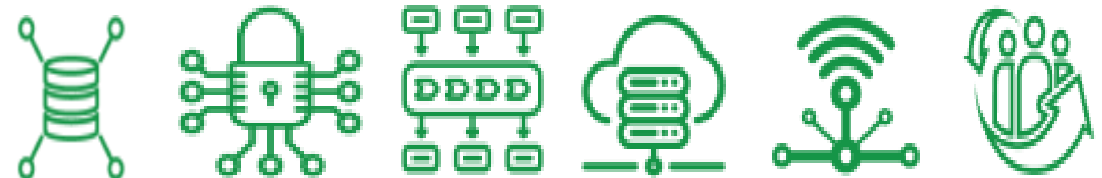
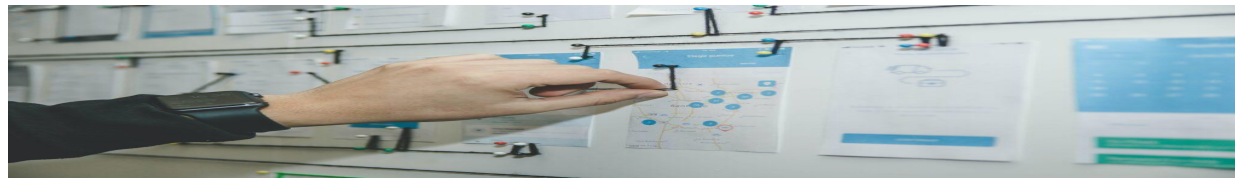
	Country	Name of Entity	Type	Address	Jahangir Ahmad % holding*	
	United Arab Emirates	NETS International Communication LLC	Limited Company	Office No. 302 Sobha Sapphire, Business Bay, Shaikh Zayed Road, Dubai	44%	**
Note-1	Saudi Arabia	NETS International LLC	Limited Company	4 Tajreed Building, King Abdulaziz Road, Alsahafa, Riyadh	0%	
Note-1	United Kingdom	NETS International Limited	Limited Company	Unit 2&3 Howards Nursery, Handcross Road, Plummers Plain, Horsham, England, RH13 6NX.	0%	
Note-1	Germany	NETS International GmbH	Limited Company	NETS International GmbH. Becker-Göring-Str. 26, 76307 Karlsbad, Deutschland	0%	
	United States of America	NETS International Communication LLC	Limited Company	555 republic drive, STE 231, Plano, Texas 75074	44%	**

Note-1 Wholly owned subsidiary of NETS International Communication LLC , United Arab Emirates
Nature of Relationship with the Associated Companies: **Common Directorship (major shareholder)**

*Mr. Jahangir Ahmad is Group Managing Director of all companies

**Other shareholder is Mr. Sheikh Mabashar Ahmad (56%)

Relationship among Sponsor Directors of NETS International Communication Limited: No Such Relationship Exists



Key Customers

S. No.	Customer Name	Customer Address	Location	% of Share in Turnover
1	Pakistan Telecommunication Company Limited (PTCL)	Headquarters, Sector G-8/4,	Islamabad	43.00%
2	NDRMF - National Disaster & Risk Management Fund	5th Floor, EOBI House, 4, G-10 Mauve Area G 10 Markaz G-10,	Islamabad	13.00%
3	Pakistan Telecom Mobile Limited	Plot No. 55C, Ufone Tower Blue Area Jinnah Avenue	Islamabad	2.00%
4	Punjab Urban Land Systems Enhancement Project	158-A, Abu Bakar Block Garden Town,	Lahore	2.00%
5	Oil & Gas Development Company Limited	OGDCL House, Plot No 3, F-6/G-6, Blue Area, Jinnah Avenue,	Islamabad	8.00%
6	CM Pakistan	Islamabad Pakistan	Islamabad	4.00%
7	The Bank of Punjab	BOP Tower, 10-B, Block-E-II, Main Boulevard, Gulberg-III,	Lahore	6.00%
8	Fiberhome International Technologies Pakistan Company (Private) Limited	House No. 17 Street No. 45, Sector F-8/1	Islamabad	7.00%
9	Others			15.00%

PTCL is the only unified service provider in Pakistan able to serve all the customer segments including consumers, enterprises and carriers with a comprehensive portfolio of products including fiber optic connectivity, IP-MPLS, DXX, DSL and Wireless VPN over WLL and satellite etc.



NETS is involved with PTCL across several segments, including:



Enterprise Data Networks (EDN): NETS support on improving data network & operations through but not limited to supply of Cisco Switches, Routers, Firewalls, Servers, Load Balancers & Gateways. In the current engagement with the NTDC project, NETS is collaborating with PTCL to deliver both passive and active equipment. This includes following Services:

Passive
Equipment

Active
Equipment

Complete
Installation

Commissioning

Resource Outsourcing: By providing dedicated resources for multiple operating division, NETS have multiple SLA-driven projects that require round-the-clock support. To ensure seamless execution, we have on boarded dedicated resources who work closely with the PTCL team to deliver 24/7 services. These resources are fully integrated with the PTCL team, enabling us to provide uninterrupted support and ensuring prompt issue resolution. This collaborative approach has significantly enhanced our service delivery capabilities.

Managed Services: By providing comprehensive management solutions for PTCL's operations through but not limited to Managing Cisco, MPLS & MSSP operations. NETS is responsible for managing a diverse range of technologies for PTCL, including 1 - MPLS (Multiprotocol Label Switching) networks, ensuring efficient and reliable data transmission. 2 - Cisco-based infrastructure, providing robust and secure networking solutions. NETS team's expertise in these technologies enables us to deliver high-quality services, ensuring optimal network performance, availability, and security for PTCL.

Fixed Access Network: By providing FTTH services. Nets spearheading the design, planning, and implementation of FTTH (Fiber-to-the-Home) and GPON (Gigabit Passive Optical Network) projects for PTCL across multiple cities in Pakistan. Scope of work includes 1 - Designing and planning 2 - Implementing and deploying. This project aims to enhance PTCL's network infrastructure, providing faster and more reliable internet services to customers across Pakistan.

Risks –

1. **Reduced Spending:** Customers may cut back on purchasing services or products, directly impacting sales.
2. **Customer Management Challenges:**
 - a) Retention Issues: Budget cuts could cause customers to reconsider their loyalty, increasing churn rates.
 - b) Communication and Support: Addressing customer concerns becomes critical as they navigate their own financial limitations, requiring enhanced management practices.
3. **Increased Competition:** Competitive pressure can intensify as businesses vie for a smaller pool of available budget, leading to potential price wars and lower margins.

These challenges necessitate strategic adjustments to manage customer relationships and ensure sustainable revenue streams even in fluctuating budget scenarios. If you need specific strategies to address these issues, let me know!

Major Contracts

Vendors

Sr. No#	Vendors	Detail of Contract	Category	Total Contract Amount in PKR Million
1	Westcon Middle East	Cisco Smart Net Renewal	Managed Solution	101.90
2	Aptec Distribution FZ LLC	Cisco Smart Net Renewal	Managed Solution	100.00
3	NetSoft Solutions	Firewall	Digital Solution	28.20
4	Aptec Distribution FZ LLC	Dell Servers & Desktops	Digital Solution	16.20
5	Aptec Distribution FZ LLC	Fortinet Firewall	Managed Solution	11.10
6	Linuro Systems (Pvt) Ltd	Cisco Licensing	Managed Solution	10.10
7	Aptec Distribution FZ LLC	Fortinet Firewall	Managed Solution	7.90
				275.40

Purchases %

Westcon Middle East FZE	≈37.00%
Aptec Distribution FZ LLC	≈49.09%
Others	≈13.91%

Customers

Sr. No#	Customer Name	Detail of Contract	Category	Amount PKR Million
1	National Disaster Risk Management Fund	Workstations & Desktops Network Firewalls Professional Services & SLAVM ware Cisco Smart net renewal	Digital Solution /Managed Solution	376.00
2	Pakistan Telecommunication Company Limited	Automation-Monetx Resource Outsource	Managed Solution	318.00
3	Pakistan Telecommunication Company Limited	O&M Support	Managed Solutions	241.70
4	Pakistan Telecommunication Company Limited	O&M Support	Managed Solution	230.00
5	Pakistan Telecommunication Company Limited	Networking	Digital Solution	105.70
6	Pakistan Telecommunication Company Limited	GPON / FTTH Services	Infrastructure Solution	105.00
7	Pakistan Telecommunication Company Limited	GPON / FTTH Services	Infrastructure Solution	95.20
8	Fiberhome International Technologies Pakistan Co (Pvt)Ltd	O&M Support	Managed Solution	83.60
9	Pakistan Telecommunication Company Limited	GPON / FTTH Services	Infrastructure Solution	58.60
10	Pakistan Telecommunication Company Limited	GPON / FTTH Services	Infrastructure Solution	57.20
11	Pak Telecom Mobile Limited	Cisco Smart net Renewal	Managed Solution	38.90
12	Pakistan Telecommunication Company Limited	GPON / FTTH Services	Infrastructure Solution	35.60
13	Benazir Income Support Program (BISP)	Firewall	Digital Solution	32.90
14	Pakistan Telecommunication Company Limited	MS Security Services	Digital Solution	19.30
15	Pak Telecom Mobile Limited	Gateway Networking	Digital Solution	18.40
16	CM PAK Limited	Display Services	Digital Solution	16.30
17	Sindh Engro Coal Mining Company Ltd	IP Services	Digital Solution	12.70
18	CM PAK Limited	Fortinet Firewall	Digital Solution	12.70
19	Pakistan Telecommunication Company Limited	Networking	Digital Solution	12.20
20	Pak Telecom Mobile Limited	Gateway Networking	Digital Solution	7.40

1,877.40

Major Contracts - Summary

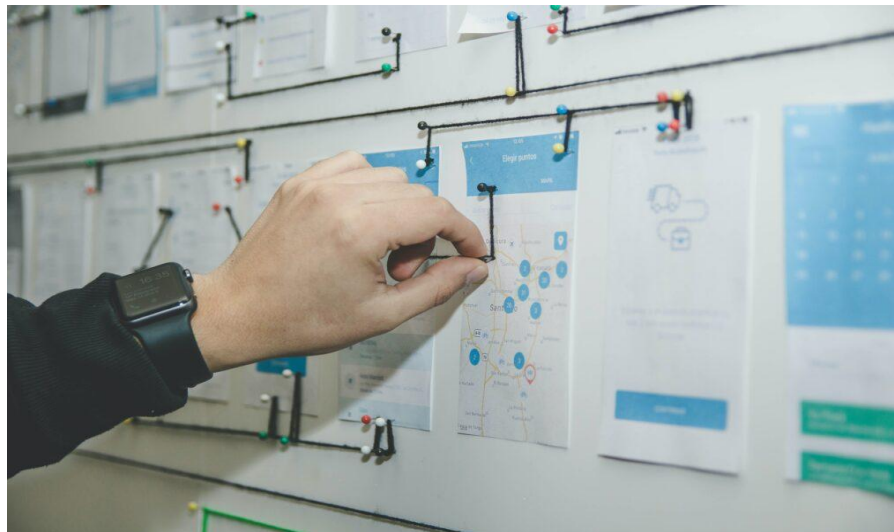
1 -	Performance Bond Issued by Habib Metropolitan Bank Limited in favor of OGDCL of 10% of Purchase Order Value;	
2 -	Charge created in favor of Habib Metropolitan Bank Limited amounting Rs. 434.00 million for the financial facility procured from Habib Metropolitan Bank Limited	
3 -	Material Contract - Purchases in PKR (million)	275.40
4 -	Material Contract - Sales in PKR (million)	1,877.40

Commitments and Contingencies

There is no contingency and commitment(s) exist on the Balance Sheet date.

Peer Analysis

As mentioned earlier, **NETS is relatively small companies as compare to its peers.** Prominent competitors include PTCL, Transworld, Wateen Telecom, Jaffer Business Systems, Systems Limited, Huawei, Megaplus, Jazz, Orbin, and Gerry's International.



Historical Financial Data - NETS INTERNATIONAL COMMUNICATION LIMITED

Statement of Financial Position

	December 31, 2024	June 30, 2024	June 30, 2023
	Rs	Rs.	Rs.
	(Un-Audited)	(Audited)	(Audited)
Non-current assets			
Property, plant and equipment	52,483,915	33,302,335	-
Long term advance and deposits	4,983,462	9,016,552	-
	57,467,377	42,318,887	-
Current assets			
Trade debts	536,263,451	306,378,689	1,823,519
Stock in trade	56,872,193	50,382,496	-
Loan and advances	331,285,736	439,490,187	112,890
Short term deposits, prepayments and other receivables	23,777,103	46,481,093	-
Short term investments	24,400,000	24,400,000	-
Cash and bank balances	42,687,258	103,493,509	6,659,871
	1,015,285,741	970,625,974	8,596,280
Total assets	1,072,753,118	1,012,944,861	8,596,280
Authorized capital	400,000,000	400,000,000	400,000,000
Issued, subscribed and paid up share capital	330,815,960	330,815,960	5,000,000
Unappropriated profits	90,504,929	30,356,301	591,518
	421,320,889	361,172,261	5,591,518
Non-current liabilities			
Liabilities against assets subject to finance lease	13,999,425	5,087,779	-
Deferred liabilities	47,211,248	49,508,809	-
	61,210,673	54,596,588	-
Current liabilities			
Trade and other payables	450,253,266	569,684,833	3,004,762
Short term borrowings	136,312,624	24,229,377	-
Current portion of lease liabilities	3,655,666	3,261,802	-
	590,221,556	597,176,012	3,004,762
Total equity and liabilities	1,072,753,118	1,012,944,861	8,596,280

Statement of Profit or Loss

	December 31, 2024	June 30, 2024	June 30, 2023
	Rs	Rs.	Rs.
	(Un-Audited)	(Audited)	(Audited)
Revenue - net	1,115,602,302	168,317,601	2,894,469
Cost of sales	(881,702,368)	(63,962,964)	(1,499,022)
Gross profit	233,899,934	104,354,637	1,395,447
Administrative expenses	(151,656,068)	(79,158,015)	(640,760)
Other operating expenses	-	(823,253)	(15,090)
Other income	10,249,356	26,799,788	-
Finance cost	(6,582,020)	(10,833,762)	(200)
Taxation	(25,762,575)	(10,574,612)	(147,879)
Profit after taxation	60,148,627	29,764,783	591,518
Important Ratios	December 31, 2024	June 30, 2024	June 30, 2023
	(Un-Audited)	(Audited)	(Audited)
Book value	Rs./share 12.74	10.92	11.18
EPS	Rs./share 1.82	0.90	1.18
Current ratio	times 1.72	1.63	2.86
Debt-equity ratio	times 1.55	1.80	0.54

Historical Financial Data - NETS INTERNATIONAL COMMUNICATION LIMITED

Statement of Cash Flow

	December 31, 2024 Rs (Un-Audited)	June 30, 2024 Rs. (Audited)	June 30, 2023 Rs. (Audited)
Cash generated from operations	(3,128,707)	(163,964,807)	1,721,672
Income tax paid	(29,998,819)	(9,930,875)	(61,601)
Finance cost paid	(6,582,020)	(10,833,762)	(200)
Net cash generated from (used in) operating activities	(39,709,546)	(184,729,444)	1,659,871
Cash flow from investing activities			
Additions to property, plant and equipment	(25,129,797)	(35,236,325)	-
Long term deposits	4,033,090	(9,016,552)	-
Net cash used in investing activities	(21,096,707)	(44,252,877)	-
Cash flow and financing activities			
Share capital issued	-	325,815,960	5,000,000
Net cash generated from financing activities	-	325,815,960	5,000,000
Net increase in cash and cash equivalent	(60,806,253)	96,833,639	6,659,871
Cash and cash equivalent at the beginning of the year	103,493,510	6,659,871	-
Cash and cash equivalent at the end of the year	42,687,257	103,493,510	6,659,871



Historical Financial Data - NETS ENGINEERS (AOP)

Statement of Financial Position

	March 31, 2024 PKR	June 30, 2023 PKR	June 30, 2022 PKR
Non-current assets			
Property, plant and equipment	32,638,100	18,652,435	61,855,987
Long term deposits	3,143,552	2,543,552	
	35,781,652	21,195,987	61,855,987
Current assets			
Trade receivables	574,472,787	450,872,664	252,767,212
Short term loans and advances	57,015,782	14,676,825	3,220,458
Short term deposits and prepayments	309,324,586	214,737,167	284,929,030
Other receivables	-	-	16,995,757
Short term investments	24,400,000	24,400,000	24,400,000
Cash and bank balances	104,136,282	3,525,028	2,450,544
	1,069,349,437	708,211,684	584,763,001
Total assets	1,105,131,089	729,407,671	646,618,988
Partners capital	325,815,960	262,885,037	252,502,592
	325,815,960	262,885,037	252,502,592
Non-current liabilities			
Liabilities against assets subject to finance lease	5,885,601	273,493	700,717
Deferred liabilities	50,073,763	49,163,362	37,144,764
	55,959,364	49,436,855	37,845,481
Current liabilities			
Trade and other payables	714,310,279	403,879,176	330,115,345
Provision for taxation	5,158,491	6,679,461	-
Interest and mark-up accrued	835,047	3,998	445,394
Short term borrowings secured	-	6,131,055	25,710,176
Current portion of lease liabilities	3,051,948	392,089	
	723,355,765	417,085,779	356,270,915
Total capital and liabilities	1,105,131,089	729,407,671	646,618,988

Statement of Profit or Loss

	March 31, 2024 PKR	June 30, 2023 PKR	June 30, 2022 PKR
Contractual receipts - certified billing	1,440,841,322	1,563,117,968	817,329,228
Contract costs	(1,065,443,639)	(1,194,603,823)	(589,920,259)
Gross profit	375,397,683	368,514,145	227,408,969
Operating expenses	(161,353,380)	(185,508,964)	(123,847,259)
Finance cost	(9,401,856)	(4,532,539)	(2,406,947)
Other income	16,826,292	18,966,187	24,604,617
Taxation	(93,707,595)	(95,745,673)	(41,003,807)
Profit after tax	127,761,144	101,693,156	84,755,573



Risk Factors and Mitigants

1 - Regulatory Challenges

Risk: Policy changes and regulatory uncertainty hinder planning and investment.

Mitigation: Stable, clear policies and consistency for long term market development.

2 - Infrastructure Limitations

Risk: Outdated infrastructure, especially in rural areas, limits service reach.

Mitigation: Companies need to invest in modern infrastructure and explore public-private partnerships. However, this development has slowed down significantly due to forex rates and changing tax laws.

3 - Cybersecurity Concerns

Risk: Growing cyber threats could disrupt services and compromise data.

Mitigation: Many companies still are running in conventional infrastructures however invest in advanced cybersecurity, encryption, and employee training would benefit their business with reduced cyber threats and more informed employees.

4 - Investment Constraints

Risk: Economic instability makes it difficult to raise capital.

Mitigation: Seek foreign investment and explore public-private funding models.

5 - Skilled Workforce Shortage

Risk: Lack of skilled talent in emerging technologies limits innovation.

Mitigation: Invest in education and provide incentives for skilled professionals.

6 - Competition from International Players

Risk: International companies may capture market share from local players.

Mitigation: Strengthen local offerings and form partnerships for global expertise.

7 - Economic Instability

Risk: Inflation and currency depreciation reduce purchasing power.

Mitigation: Diversify revenue streams and offer affordable solutions for consumers.

8 - Consumer Trust & Data Privacy

Risk: Concerns over data privacy may reduce adoption of digital services.

Mitigation: Ensure compliance with global privacy standards and educate consumers.

9 - Lack of Innovation

Risk: Low investment in R&D stifles local tech development.

Mitigation: Encourage innovation through incentives and R&D partnerships.

10 – Customer Risk

NETS's major revenue comes from Pakistan Telecommunication Company Limited i.e. 43%(appx.), This single largest buyer is very important for the Company.

11 – Undersubscription Risk

This issue is fully underwritten by Dawood Equities Limited and if the whole or any part of the shares offered under this section is declined or is not subscribed, the directors may allot such shares in such manner as they may deem fit including allotment of shares to the underwriter.

12 – Cancellation of Contracts in Hand

The projections are mainly based on the in-hand / upcoming contracts. This carries a risk as in case of cancellation of any the contracts, the projected growth would be impacted.

Revaluation of Fixed Assets and Outstanding Debt Securities Issued in the Past and Detail of Charges created in favor of Banks/ Financial Institutions

Revaluation of Fixed Assets

Book value of fixed assets (including leased vehicles) as on 30-06-2024 is PKR 33.30 million and cost of these assets was PKR 35.23 million This is the cost at which these fixed assets were transferred from National Engineers on March 31, 2024. Thus, no revaluation of fixed assets is involved.

Outstanding Debt Securities Issued in in the Past

No debt securities are issued by the Company in the past years.

Detail of Charges created in favor of Banks/ Financial Institutions

Detail of charges created by the Company in favor of Banks/Financial Institutions is as follows:

Name of Bank / Financial Institution	Amount of Charge PKR	Particulars of Property Charged	Creation of Charge
Habib Metropolitan Bank Limited Ferozepur Road Branch, Lahore	434,000,000	Exclusive charge over all present and future current assets of the Company	November 05, 2024

The mark-up is set at 3-month Kibor + 200bps, payable on quarterly basis.



Vendors of the Issuer – with balance as on June 30, 2024

S. No.	Vendor Name	Vendor Address	Location	Balance	Nature of Business
1.	Expeditors International	61-A, Main Gulberg,	Lahore	135,035	Warehouse Services
2.	Century Computers & Laptops	11-LG, Hafeez Center, Gulberg,	Lahore	1,864,493	Computers and Laptops
3.	Imran Bros	Flat No.4, Sultan Complex, Gulshan-E-Iqbal, Block-14	Karachi	22,998,221	Services/Supplies
4.	Business IT Solution	Suit No: 9, 4th Floor, Hafeez Center, Gulberg,	Lahore	8,562,651	Supplies of H3c and Huawei
5.	Aptec Distribution FZ LLC	Building 1, Innovation Hub, Dubai Internet City	Dubai UAE	166,232,031	Distributor of Cisco & Dell
6.	Westcon Middle East FZE	PO Box:17124 JAFZA View 18 Office 8, Floor 4 Jebel Ali Free Zone	Dubai UAE	20,537,003	Distributor of Cisco
7.	DA Network Solution	DA Network Services Solutions	Islamabad	810,320	Survey & Passive Services
8.	Expert Flow	3b Phase 3 model town link road, St. GECH Society, Lahore,	Lahore	14,604,603	Software Services
9.	AWAN DISTRIBUTION PVT LTD	Office #511, 512, 5Th Floor, Ceasars Tower, IT park Shahra-E-Faisal	Karachi	185,573	Distributor of Cisco , Dell, H3c & Vivanco
10.	Unique Technologies	Office# 1015, Street 44 Sector E-11/3 , Street 44	Islamabad	4,370,393	Distributor of Cisco & H3c
11.	Network Empire	23A Manzoor Park Gulshan-e-Ravi,	Lahore	17,177,214	Passive Service
12.	Ingram Micro Pakistan (Pvt) Ltd.	Office # 409 & 410 , 4th Floor, The Forum Mall, Khayaban-e-Jami, Clifton, Block 9,	Karachi	6,440,079	Distributor of Cisco & Dell
13.	IVY Interface	Suite No. 6 & 8, 4th Floor, Ginza Center, Jinnah Avenue,	Islamabad	4,905,886	Passive Supply and Services
14.	S. Ashraf & Brothers	Jaffar-e-Tayyar Society Malir, Karachi	Karachi	35,158,989	Fixed Access Network Services
15.	A&A Engineers	E-193-F, Street No.7-A, Yasrab Colony, Walton Road, Cantt.	Lahore	31,998,552	Passive Services
16.	Evernex Pakistan	Plot 395-396, Industrial Area Near 7up Ch	Islamabad	12,591,027	Cisco Equipment
17.	Adamjee General Insurance	House,I.I. Chundrigar Road,	Karachi	2,496,100	Insurance
18.	Extravis (Private) Limited	Office# 1002 ISE Towers 1 st Floor Islamabad	Islamabad	4,182,000	Software developers
				355,250,170	

Projected Statement of Financial Position

Disclaimer: The success of any investment depends on many factors some of which may be under the control of the management, but many of which rely on the markets and general business environment.

The management of the Company has made these projections on the best estimate basis. However, actual results and outcome may be different due to changed market and business environment and factors beyond the control and anticipation of the management.

Statement of Financial Position	2027 PKR	2026 PKR	2025 PKR
ASSETS			
Non-current assets			
Property, plant and equipment's	39,489,302	47,758,713	53,286,024
Long term advance and deposits	82,284,831	54,856,554	36,571,036
	121,774,133	102,615,267	89,857,060
Current Assets			
Trade debts	1,056,681,809	788,794,687	594,347,837
Stock in trade	170,040,924	113,360,616	75,573,744
Loan and advances	806,149,444	679,915,232	566,031,830
Short term deposits, prepayments and other receivables	102,631,788	76,381,162	57,695,767
Short term investments	24,400,000	24,400,000	24,400,000
Cash and bank balances	541,846,682	255,964,007	100,482,796
	2,701,750,647	1,938,815,704	1,418,531,974
TOTAL ASSETS	2,823,524,780	2,041,430,971	1,508,389,034
EQUITY AND LIABILITIES			
Share capital and reserves			
Authorized Share Capital: 100,000,000 ordinary shares of Rs.10 each	400,000,000	400,000,000	400,000,000
Issued, subscribed and paid-up share capital	367,575,960	367,575,960	367,575,960
Unappropriated profit	1,523,164,408	834,775,806	382,506,594
Total equity	1,890,740,368	1,202,351,766	750,082,554
Non-current liabilities			
Liabilities against assets subject to finance lease	13,187,191	8,009,442	6,314,721
Deferred liabilities	85,166,876	77,424,433	70,385,848
	98,354,067	85,433,875	76,700,569
Current Liabilities			
Trade and other payables	776,008,805	699,501,629	631,384,709
Short term borrowing	57,074,763	51,602,730	45,119,371
Current portion of lease liabilities	1,346,777	2,540,971	5,101,831
	834,430,345	753,645,330	681,605,911
Contingencies and commitments	-	-	-
TOTAL EQUITY AND LIABILITIES	2,823,524,780	2,041,430,971	1,508,389,034

Statement of Profit or Loss	2027 PKR	2026 PKR	2025 PKR
Revenue - net	7,044,545,395	5,258,631,245	3,962,318,912
Cost of sales	(5,614,889,412)	(4,256,543,387)	(3,195,777,585)
Gross profit	1,429,655,983	1,002,087,858	766,541,327
	20.30%	20.0%	19.7%
Administrative expenses	(529,930,871)	(404,540,095)	(299,210,645)
Other operating expenses	(1,422,581)	(1,185,484)	(987,904)
	898,302,531	596,362,279	466,342,778
Other income	94,677,184	58,146,822	41,898,988
Profit from operations	992,979,715	654,509,101	508,241,766
Finance cost	(9,567,427)	(8,410,226)	(5,169,920)
Profit before taxation	983,412,288	646,098,875	503,071,846
Taxation	(295,023,687)	(193,829,662)	(150,921,554)
Profit after taxation	688,388,601	452,269,213	352,150,292

Projected Statement of Financial Position - Ratio Analysis

			2027	2026	2025
Liquidity Ratios					
1-	Working Capital	Rs.	1,867,320,301	1,185,170,373	736,926,062
2-	Current Ratio	times	3.24	2.57	2.08
3-	Quick (Acid Test) Ratio	times	2.15	1.57	1.17
4-	Debt - Equity Ratio	times	0.49	0.70	1.01
5-	Debt Coverage Ratio	times	0.35	0.22	0.03
6-	Interest Cover	times	103.79	77.82	98.31
Profitability Ratios					
7-	Sales Growth	%	33.962%	32.716%	146.235%
8-	Gross Profit Margins	%	20.29%	19.06%	19.35%
9-	Net Profit Margins	%	9.77%	8.60%	8.89%
10-	SGA to Sales Ratio	%	7.52%	7.69%	7.55%
11-	Return on Assets	%	24.38%	22.15%	23.35%
12-	Return on Equity	%	36.41%	37.62%	46.95%
Efficiency Ratios					
13-	Days in Receivables	days	54.75	54.75	54.75
14-	Trade Debt Turnover	times	6.67	6.67	6.67
15-	Asset Turnover	times	2.49	2.58	2.63
16-	Days in Inventory	days	15.76	14.03	12.37
17-	Stock Turnover	times	23.15	26.02	29.51
18-	Days in Accounts Payables	days	50.45	59.98	72.11
19-	Accounts Payable Turnover	times	7.24	6.09	5.06
20-	Net Operating Cycle	days	20.07	8.80	(4.99)
21-	Staff Performance	Rs.	26,331,698	21,621,772	17,920,936
22-	Book Value per Share	Rs. / Share	51.44	32.71	20.41
23-	Earning per Share	Rs. / Share	18.73	12.30	9.58



Profit Distribution Policy

- The Company intends to follow a consistent profit distribution policy for its members, subject to profitability, availability of adequate cash flows, the Board's recommendation and shareholders' approval, where required.
- The rights in respect of capital and dividends attached to each ordinary share on offer are and will rank pari-passu with sponsor shareholders. The Company in its general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board of Directors. Dividend, if declared in the general meeting, shall be paid according to the provisions of the Companies Act 2017.
- The Board of Directors may from time to time declare interim dividends as appear to it to be justified by the profits of the Company. No dividend shall be paid otherwise than out of the profits of the Company for the year or any other undistributed profits.
- No unpaid dividend shall bear interest or mark-up against the Company. The dividends shall be paid within the period laid down in the Companies Act.
- Furthermore, it is stated that there is no restriction on **the Company** by any regulatory authority, creditor, stakeholder etc. on the distribution and capitalization of its profits.

Rights of Shareholders

- The new ordinary shareholders will have the same rights as the existing ordinary shareholders including the right to vote, dividend etc.
- None of the holders of the Issued shares of the Company have any special or other interest in the property or profits of the Company other than their capacity as holder of Ordinary shares except from the shareholders who are also the Director of the Company or have extended loans to the Company.
- Directors of the Company have interest to the extent of receiving remuneration for their role as Directors, mark-up on loans extended over the period, covered stipulated under predetermined Long Term Loan agreements
- The ordinary shares issued shall rank pari-passu with the existing ordinary shares in all matters of the Company, including the right to such bonus or right issues, and dividend as may be declared by the Company subsequent to the date of issue of such shares.



Accredited Investors Include:

1. Institutional Investors; and
2. Accredited individual investors registered with NCCPL having assets of at least PKR 5 million

Subscription Mechanism:

1. A standardized Subscription Form has been prescribed by the Issuer and is available on websites of the issuer and Advisor to the Issue
2. Those Accredited Investors who are interested to participate can submit their forms in person or through their representatives at the designated Bank(s)
3. The Subscription Form can be submitted only during the Subscription Period prescribed by the Issuer. The subscription of shares shall remain open for two (02) working days on **May 05, 2025 and May 06, 2025** between 9:00 AM to 5:00 PM

Minimum Application Size and Payment Instructions:

1. The amount of a single application shall not be less than 500 Shares
2. Application for shares must be made for 500 shares or in multiple of 500 shares only. Applications which are neither for 500 shares nor for multiples of 500 shares shall be rejected.
3. Applications, which do not meet the above requirements, or applications which are incomplete will be rejected. The applicants are, therefore, required to fill in all data fields in the Application Form.
4. The Company will credit shares in the CDS Accounts of the successful applicants.
5. The pay order/cheque shall be made in favor of **NETS International Communication Limited** – Subscription Account.

Close of Subscription Period and Allocation of Shares

1. Upon close of the Subscription Period and in case of oversubscription, the allocation of shares will be made on pro-rata basis.
2. The Issuer will be required to finalize the allocation within three (03) working day of the close of Subscription Period and communicate the same to the Accredited Investors.
3. Any refund (if required) will be made to the Accredited Investors within five (05) working days of the close of Subscription Period.



Signatures of the Information Memorandum



Mr. Jahangir Ahmad
Chairman & Non-Executive Director

Mr. Muhammad Nadeem
Chief Executive & Director

Mr. Khalid Mahmood
Executive Director

Ms. Fozia Qadir
Executive Director

Mr. Zaheer Khan
Non-Executive Director

Mr. Muhammad Iqbal
Independent Director

Mr. Sani E Mahmood Khan
Independent Director

(Advisor/Consultant) to the Issue and Underwriter to the Issue

LSE Capital Limited

Exchange Hub, LSE Plaza, 19-Kashmir Egerton Road, Lahore

Mr. Amir Zia

Head of Corporate Advisory

Mr. Inamullah

Head of Legal Affair

Contact:

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- Underwriter to the Issue

Dawood Equities Limited

Saima Trade Tower, 17th floor A, I.I Chundrigar Rd, Karachi

