
HALLMARK INSURANCE COMPANY LIMITED

FINANCIAL STATEMENTS

**FOR THE YEAR ENDED
DECEMBER 31, 2013**

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VISION - MISSION STATEMENT

VISION

HIC vision is to be the pure Islamic and quality service oriented Company for the customers, shareholders and employees. To achieve this we will be driven by an obsession even we are better than make our self be the best not focusing on destination but make a continuous onward journey.

Quality service means a sustained commitment to meet and exceed stakeholder expectations. A will to go the "Mile & Miles" to delight our customers with products and services that exceed their expectations.

MISSION

HIC will manage our affairs through modern technology, collective wisdom and institutionalized leadership. Together with the customers, reinsures and employees we will achieve world class quality standards through continuous quality improvement. Achieve zero defects in everything we do.

HIC will do good business, with good clients and of the highest integrity. We will not compromise our principles and we will like to be known as a responsible corporate citizen aware of our obligation to the Government, religion and the society we serve.

COMPANY INFORMATION

Chairman

Muhammad Farrukh Bashir

Chief Executive

Mr. Muhammad Adil

Directors

Muhammad Adil
Muhammad Farrukh Bashir
Saad Aftab Shamsi
Haris A. Shamsi
Ahtesham Ashraf
Naveed Hamid
S. Muhammad Imran

Audit Committee

Muhammad Farrukh Bashir	Chairman & Member
Naveed Hamid	Member
Haris A. Shamsi	Member

External Auditors

M/s. Muneef Ziauddin & Co.
Chartered Accountants

Legal Advisor

Sayeed A. Sheikh & Co., Advocates

Registrar

M/s. F.D. Registrar Services (SMC-Private) Limited

Bankers

Habib Bank Limited
National Bank of Pakistan
Muslim Commercial Bank Limited

OFFICE OF THE COMPANY

Registered Office Karachi

Suite # 1001, Uni Centre, 10th Floor,
I.I. Chundrigar Road,
Karachi, Pakistan.
Phone: 021-32414419, 37011105
Fax: 021-32416288
Email: hallmark@bizcorei.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of the Shareholders of Hallmark Insurance Company Limited will be held on, Wednesday April 30, 2014 at 3:00 P.M. at the Registered Office of the Company at Office # 1001, Uni Centre, 10th Floor, I.I. Chundrigar Road, Karachi to transact the following business:

ORDINARY BUSINESS

- A. To confirm the minutes of 32nd Annual General Meeting held on April 30, 2013.
- B. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on December 31, 2013 together with the Directors' and Auditors' Reports thereon.
- C. To appoint Auditors for the year 2014 and fix their remuneration.
- E. To transact any other business with the permission of the Chairman.

By Order of the Board

SECRETARY

Karachi: April 08, 2014

NOTES:

1. A member entitled to attend and vote at the General Meeting is entitled to appoint another member as a proxy to attend and vote in respect of him. Forms of proxy must be deposited at the Company's Registered Office not later than 48 hours before the time appointed for the meeting.
2. The Share Transfer Books of the Company will be closed from April 23, 2014 to April 30, 2014 (both days inclusive). Transfers received in order by our Shares Registrar, F. D. Registrar Services (SMC-Private) Limited, 11th Floor, Trade Centre, I.I. Chundrigar Road, Karachi at the close of business on April 22, 2014 will be considered in time to attend and vote at the meeting and for the entitlement of Dividend(if any).
3. Members are requested to communicate to our Shares Registrar of any change in their addresses.
4. Shareholders are requested to notify any change in their address immediately.

DIRECTORS REPORT TO THE MEMBERS

The Directors of the Company are pleased to present the 33rd Annual Report of the Company for the year ended December 31, 2013.

Company's Performance

The Company's insurance business has continued to be dormant since many years mainly because of suspension of its Insurance license by the SECP due to the provision of the Insurance Ordinance, 2000 which requires that paid-up capital of the Company should be Rs. 300.00 million for an insurance company. Due to suspended insurance operations, continued bad law and order condition in our city the management has been unable to fulfill this requirement.

However, during the year the Company has managed to keep its equity in positive by having a profit for the year amounting to Rs. 238,639. This is due to the business activities performed by the Company during the year by obtaining an investment property which gives a return of Rs. 25,000 per month, selling old fixed assets for a profit of Rs. 51,260 and the reversal of old unclaimed sundry creditors amounting to Rs 227,379.

As mentioned above the Company has acquired an investment property of Rs 800,000 during the year. The Company has also declined the contract of Computer Software of Rs. 2.45 million with the respective vendor due to non availability of funds for the payment of said software.

Operating Conditions

The business and investment environment in the country is very challenging. Political and economic uncertainties make the task of capital requirements ever more daunting. The law and order situation, coupled with growing unemployment in the country and dissatisfaction promises no easy sailings in the future. We hope and expect the Government with the will and experience will seek to overcome the difficulties.

Future Prospects

The management is doing its best efforts to increase the Authorized and Paid up Capital up to Rs. 300.00 million to revive its insurance business activities at earliest possible time. The management also intends to operate Takaful business subject to completion of necessary requirements.

The Directors of the Company are willing to make the Company a reputable Insurance and Takaful business organization. We are also planning to run its activities as of an alternative business. We intend to develop an efficient system of internal control and comply with the code of corporate governance in all respects, as soon as the minimum paid-up capital and other requirements of the Insurance Ordinance 2000 are met. The Company is in the process to arrange funds to fulfill minimum capital requirement and trying to comply with the requirements of fit and proper criteria on revival of the Company, and to induct qualified, experience and service oriented staff trained locally and abroad, that shall strengthen the position of the Company to underwrite all classes of the general and Takaful business.

Auditors

The present Auditors M/s. Muniff Ziauddin & Co. Chartered Accountants shall retire, and eligible and willing to continue as Auditors of the Company. The Audit Committee has recommended for reappointment as Auditors of the Company for the ensuing year.

Auditors Observations

Auditors of the Company could not form a favorable opinion due to the suspended operations of the Company mainly on going concern and certain other issues. Their basis of opinion in the fact of not so far having the minimum level of paid-up capital of Rs. 300.00 million and other issues as specified in the audit report. We are however, making all our efforts to have the required paid-up capital and are striving our best to come up with the solutions for all other issues as specified by the Auditors.

Compliance with the Code of Corporate Governance

The requirement of the Code of Corporate Governance set out by the Karachi Stock Exchange in its Listing Rules, relevant for the year ended December 31, 2013 have mostly been complied with. A statement to this effect is annexed with the report.

Compliance with the Companies Ordinance 1984 & Insurance Ordinance 2000

The Company has also made its best efforts and to comply with all the possible requirements of the Companies Ordinance 1984 and filed its all prescribed returns with the SECP CRO. The Company is waiting for reply confirmation from SECP for few matters in relation to compliance made by the Company with the SECP. The Company has made its best efforts and to comply with all the possible requirements of the Insurance Ordinance 2000 and filed its all prescribed returns with the SECP Insurance Division. However the paid up capital requirement shall also be completed shortly and on revival of the Company remaining compliances of fit and proper criteria to be done.

Statement of Ethics and Business Practices

The Board has adopted the statement of Ethics and Business Practices; wherever practicable and shall implement on revival of the Company.

Enlistment with CDC

The Company has completed necessary requirements for induction of its Securities with the Central Depository Company Limited (CDC) and it will be completed on issuance of instructions from the SECP.

Audit Committee

During the year under review, the Board is also governing an Audit Committee comprising of the following members:

Muhammad Farrukh Bashir	Chairman and Member
Naveed Hamid	Member
Haris A. Shamsi	Member

Corporate and Financial Reporting Framework

- The financial statements prepared by the management of the Company present fairly state affairs, the result of its operations, cash flow and changes in equity.
- Proper books of accounts have been maintained by the Company.
- Appropriate accounting policies have been consistently applied in preparation of financial statements and accounting estimates are based on reasonable and prudent judgment.
- The International Accounting and Financial Reporting Standards, as applicable to the Company in Pakistan have been followed in preparation of these financial statements. However due to suspended operations, there is inheriting limitation in some areas hence it is not practicable to apply.
- The system of internal control is sound in design and has been effectively implemented and monitored.
- Except to the matters discussed by the auditors there is no other significant doubts upon the Company's ability to continue as a going concern.
- Except discussed above there has been no material departure from the best practices of Corporate Governance, as detailed in the listing regulations.
- The key operating and financial data for the last six years is annexed herewith.
- There is no trading of shares by Chief Executive, Directors their spouses and minor children during the year under report.
- During the year four meetings of the Board of directors were held and the number of meetings attended by each director is given hereunder:

NAME OF DIRECTOR	MEETINGS ATTENDED
Mr. Sheikh Humayun Sayeed	4
Mr. Muhammad Adil	5
Mr. Muhammad Farrukh Bashir	5
Mr. Saad A. Shamsi	4
Mr. Haris A. Shamsi	4
Mr. Ahtesham Ashraf	4
Mr. Naveed Hamid	5
Mr. S Muhammad Imran	1

- The statement of pattern of shareholding in the Company as at December 31, 2013 is included with the report.
- Due to no substantial activities undertaken during the year, Company is not in position now to declare any dividend.

Acknowledgements

The Directors of the Company are grateful to all Government institutions, Auditors', SECP for their valuable support and cooperation throughout the year. The Directors thank the Company's management and supporting staff for their satisfactory performance and devotion to duty.

Muhammad Adil
Chief Executive

HALLMARK INSURANCE COMPANY LIMITED

Pattern of Shareholding as at December 31, 2013

Number of Shareholders		Shares held	Total Shares held
186	1	to 100	19,500
89	101	to 500	29,000
17	501	to 1000	14,000
45	1001	to 5000	126,900
4	5001	to 10000	31,100
1	10001	to 15000	13,300
1	15001	to 20000	16,800
4	20001	to 25000	95,000
2	25001	to 30000	55,700
2	30001	to 35000	59,300
1	35001	to 200000	39,400
352			500,000

Categories of Shareholders

Categories of Share Holders		No. of Share Holders	Number of Shares Held	Percentage
1	Individuals	348	487,200	97.44
2	Investment Companies	2	300	0.06
3	Insurance Companies	-	-	-
4	Financial Institution	-	-	-
5	Modaraba Companies	-	-	-
6	Private Limited Companies	2	12,500	2.50
	Other (to be specified)	-	-	-
Total		352	500,000	100.00

KEY FINANCIAL DATA FOR THE LAST SIX YEARS

	Rupees in '000'					
	2013	2012	2011	2010	2009	2008
Gross premium	-	-	-	-	-	-
Net premium	-	-	-	-	-	-
Investment & other income	354	-	-	1,500	-	-
Profit/(Loss) before taxation	239	(120)	(143)	(346)	(279)	(272)
Profit/(Loss) before taxation	239	(120)	(143)	(346)	(279)	(272)
Paid-up Capital and Reserve	5,000	5,000	5,000	5,000	5,000	5,000
Investments	800	-	-	-	-	-
Cash and bank balances	477	492	492	492	720	964
Total Assets at book value	2,825	4,648	2,198	3,526	3,936	4,180

STATEMENT OF COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE

This statement is being presented to comply with the Code of Corporate Governance contained in the listing regulations of Karachi Stock Exchange for the purpose of establishing a framework of good governance, whereby a listed company is managed in compliance with the best practices of corporate governance.

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

1. The Company encourages representation of independent non-executive Directors on its Board. At present the Board includes 1 independent Director, 2 executive Directors including CEO and 4 non executive Directors.
2. The Directors have confirmed that none of them is serving as a Director in more than seven listed companies including this Company.
3. All the resident Directors of the Company are registered as taxpayers and none of them has defaulted in payment of any loan to a banking company, a DFI or an NBFI or, being a member of a stock exchange, has been declared as a defaulter by that stock exchange.
4. During the year one casual vacancy has occurred in the Board of Directors after resignation of Mr. Sheikh Humayun Sayeed and it was duly filled in by the Directors by appointing Mr. S. Muhammad Imran as Director to fill the casual vacancy.
5. The 'Statement of Ethics and Business Practices' has to be drawn up on revival of the Company's business as per requirements of current rules and regulations.
6. The board has developed a vision / mission statement, but not yet develop overall corporate strategy and significant policies of the Company except risk management, write off of bad debts, acquisition and disposal of fixed assets, investment.
7. All the powers of the Board have been duly exercised and decision on material transactions including appointment and determination of remuneration and terms and conditions of employment of the CEO and other Executive Directors have been taken by the Board.
8. The meetings of the Board were presided over by the Chairman and the Board met at least once in every quarter. Written notices of the Board meetings, along with agenda and working papers, were circulated at least seven days before the meetings. The minutes of the meetings were appropriately recorded and circulated.
9. The Board has to start the process of orientation for its Directors to apprise them of their duties and responsibilities on revival of the Company.
10. There was no appointment of CFO or head of Internal Audit during the year, as the operations were remain suspended.
11. The Directors' report for this year has been prepared in compliance with the requirements of the Code and fully describes the salient matters required to be disclosed.
12. The financial statements of the Company were duly endorsed by CEO before approval of the Board.
13. The Director, CEO and Executives do not hold any interest in the shares of the Company other than that disclosed in the pattern of shareholding.
14. The Company has complied with all the corporate and financial reporting requirements of the Code.
15. The Board has formed an Audit Committee.
16. The Board has setup an effective internal audit function.
17. The statutory auditors of the Company have confirmed that they have been given a satisfactory rating under the quality control review program of the Institute of Chartered Accountants of Pakistan, that they or any of the partners of the firm, their spouses and minor children do not hold shares of the Company and that the firm and all its partners are in compliance with International Federation of Accountants of (IFAC) guidelines on code of ethics as adopted by institute of Chartered Accountants of Pakistan.
18. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the listing regulations and the auditors have confirmed that they have observed IFAC guidelines in this regard.
19. Material / price sensitive information has been disseminated among all market participants at once through stock exchange.
20. Subject to the above, we confirm that all other material principles contained in the Code have been complied with.

Muhammad Adil
Chief Executive

**REVIEW REPORT TO THE MEMBERS ON STATEMENT OF COMPLIANCE
WITH BEST PRACTICES OF CODE OF CORPORATE GOVERNANCE**

We have reviewed the Statement of Compliance with the best practices contained in the Code of Corporate Governance for the year ended December 31, 2013 prepared by the Board of Directors of Hallmark Insurance Company Limited ("the Company") to comply with the Listing Regulations of the Karachi Stock Exchange where the Company is listed.

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

As part of our audit of financial statements, we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We have not carried out any special review of the internal control system to enable us to express an opinion as to whether the Board's statement on internal control covers all controls and the effectiveness of such internal controls.

Further, Listing Regulations of Karachi Stock Exchange require the Company to place before the Board of Directors for their consideration and approval related party transactions distinguishing between transactions carried out on terms equivalent to those that prevail in arm's length transactions and transactions which are not executed at arm's length price recording proper justification for using such alternate pricing mechanism. Further, all such transactions are also required to be separately placed before the audit committee. We are only required and have ensured compliance of requirement to the extent of approval of related party transactions by the Board of Directors and placement of such transactions before the audit committee. We have not carried out any procedures to determine whether the related party transactions were undertaken at arm's length price or not.

We report that the documentation prepared by the Company to comply with the code is not so maintained to provide us sufficient appropriate evidence to enable us to form an opinion thereon.

Based on our review, we report that we are unable to form an opinion, as to whether the Statement of Compliance appropriately reflect the Company's compliance with the best practices contained in the Code of Corporate Governance as applicable to the Company for the year ended 31 December 2013.

Karachi:
Date: April 07, 2014

MUNIFF ZIAUDDIN & CO
CHARTERED ACCOUNTANTS
(Muhammad Moin Khan)

AUDITORS' REPORT TO THE MEMBERS

We were engaged to audit the annexed financial statements comprising of:

- i. balance sheet;
- ii. profit and loss account;
- iii. statement of comprehensive income;
- iv. statement of changes in equity;
- v. cash flow statement;
- vi. statement of premiums;
- vii. statement of claims;
- viii. statement of expenses; and
- ix. statement of investment income;

of **Hallmark Insurance Company Limited** (the Company) as at December 31, 2013 together with the notes forming part thereof, for the year then ended.

It is the responsibility of the Company's management to establish and maintain a system of internal control, and prepare and present the financial statements in conformity with the approved accounting standards as applicable in Pakistan and the requirements of the Insurance Ordinance, 2000 (XXXIX of 2000) and the Companies Ordinance, 1984 (XLVII of 1984). We report that:

1. The Insurance Ordinance, 2000 requires the minimum capital of Rs. 300 million to be maintained by an insurance company; the Company does not find itself in a position to increase its paid up capital, and does not comply with this solvency requirements;
2. Sundry receivables as disclosed in the balance sheet amount to Rs.591,106. In our opinion the company is unlikely to receive any payment and full provision of 591,106 should have been made. Accordingly, sundry receivables should be reduced and net loss for the year should be increased by the same amount;
3. The Company could not reconcile its accounts with Pakistan Reinsurance Corporation Limited;
4. The commercial operations of the Company were suspended from January 1, 2003. Due to discontinued operations, depreciation for the year amounting to Rs. 86,707 (2012: Rs. 109,628) has not been charged in these financial statements. Had the depreciation been charged, the accumulated loss would have been increased by Rs. 196,335 and the written down value of fixed assets would have been reduced by Rs. 196,335;
5. During the year, the Company acquired land which is classified as investment property, however no title documents of this land were provided to us for our verification;

6. The Company earned a net profit of RS. 238,639 during the year ended December 31, 2013. However, the Company's accumulated loss is amounted to Rs. 4,909,337 and its total current liabilities exceeded its current assets by Rs. 1,646,181. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern. Furthermore, no disclosure has been made in these financial statements regarding the financing plans for the revival of the company; and

7. Due to non availability of records and direct confirmation, we were unable to verify bank balances amounting to Rs. 26,445.

Because of the significance of the matters as disclosed on the paragraph 1 to 7 above, we are unable to form an opinion as to whether:

- proper books of account have been kept by the Company as required by the Insurance Ordinance, 2000 and the Companies Ordinance, 1984;
- the financial statements together with the notes thereon have been drawn up in conformity with the Insurance Ordinance, 2000 and the Companies Ordinance, 1984, and accurately reflect the books and records of the Company and are further in accordance with accounting policies consistently applied; and
- the financial statements together with the notes thereon present fairly, in all material respects, the state of the Company's affairs as at 31 December 2013 and of its profit, its cash flows and changes in equity for the year then ended in accordance with approved accounting standards as applicable in Pakistan, and give the information required to be disclosed by the Insurance Ordinance, 2000 and the Companies Ordinance, 1984.

Karachi:
Date: April 07, 2014

MUNIFF ZIAUDDIN & CO
CHARTERED ACCOUNTANTS
(Muhammad Moin Khan)

HALLMARK INSURANCE COMPANY LIMITED
BALANCE SHEET
AS AT DECEMBER 31, 2013

EQUITY AND LIABILITIES

Share Capital And Reserves

Authorized Share Capital

1,000,000 Ordinary Shares of Rs. 10/- each

Issued, subscribed and paid-up capital

Accumulated loss

Creditors And Accruals

Amount due to other insurers / reinsurers

Accrued expenses

Taxation - provision less payments

Other Liabilities

Sundry creditors

Unclaimed dividends

Contingencies and commitments

TOTAL EQUITY AND LIABILITIES

ASSETS

Cash and Bank Deposits

Cash and other equivalent

Current and other accounts

Current Assets - Other

Stock of stationery

Sundry receivables

Fixed Assets

Tangible

Property, plant & equipment

Investment property

Intangible

Computer software

TOTAL ASSETS

	December 31, 2013	December 31, 2012
Note	Rupees	Rupees
	<u>10,000,000</u>	<u>10,000,000</u>
5	<u>5,000,000</u>	<u>5,000,000</u>
	<u>(4,909,337)</u>	<u>(5,147,976)</u>
	<u>90,663</u>	<u>(147,976)</u>
	<u>1,448,238</u>	<u>1,448,238</u>
	<u>690,216</u>	<u>575,216</u>
	<u>72,248</u>	<u>72,248</u>
	<u>2,210,702</u>	<u>2,095,702</u>
	<u>500,000</u>	<u>2,677,379</u>
6	<u>23,150</u>	<u>23,150</u>
	<u>523,150</u>	<u>2,700,529</u>
7		
	<u>2,824,515</u>	<u>4,648,255</u>
	<u>450,928</u>	<u>465,234</u>
8	<u>26,445</u>	<u>26,445</u>
	<u>477,373</u>	<u>491,679</u>
	<u>19,192</u>	<u>19,192</u>
	<u>591,106</u>	<u>591,106</u>
	<u>610,298</u>	<u>610,298</u>
	<u>936,844</u>	<u>1,096,278</u>
9	<u>800,000</u>	<u>-</u>
	<u>-</u>	<u>2,450,000</u>
	<u>1,736,844</u>	<u>3,546,278</u>
	<u>2,824,515</u>	<u>4,648,255</u>

The annexed notes from 1 to 15 form an integral part of these financial statements.

Muhammad Adil
Chief Executive

Naveed Hamid
Director

Saad A. Shamsi
Director

Muhammad Farrukh Bashir
Director

HALLMARK INSURANCE COMPANY LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED DECEMBER 31, 2013

For the year ended December 31, 2013						
Note	Fire and property	Marine, aviation and transport	Motor	Miscellaneous	December 31, 2013 Aggregate	December 31, 2012 Aggregate
Revenue account						
Net premium revenue	-	-	-	-	-	-
Net claims	-	-	-	-	-	-
Management expenses	-	-	-	-	-	-
Net commission	-	-	-	-	-	-
Underwriting result	-	-	-	-	-	-
Other income	10				353,639	-
General and administration expenses	11				(115,000)	(119,550)
Profit / loss after taxation					238,639	(119,550)
Taxation - net					-	-
Profit / loss after taxation					238,639	(119,550)
Earning / (loss) per share (basic and d	12				0.48	(0.24)

The annexed notes from 1 to 15 form an integral part of these financial statements.

HALLMARK INSURANCE COMPANY LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2013

	December 31, 2013	December 31, 2012
	(Rupees)	(Rupees)
Profit / (loss) after taxation	238,639	(119,550)
Other comprehensive income	-	-
Total comprehensive income for the year	238,639	(119,550)

The annexed notes from 1 to 15 form an integral part of these financial statements.

Muhammad Adil
Chief Executive

Naveed Hamid
Director

Saad A. Shamsi
Director

Muhammad Farrukh Bashir
Director

Muhammad Adil
Chief Executive

Naveed Hamid
Director

Saad A. Shamsi
Director

Muhammad Farrukh Bashir
Director

HALLMARK INSURANCE COMPANY LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2013

	Share Capital	Capital Reserves		Retained earnings	Total
	Issued, subscribed and paid-up	Reserve for issue of bonus shares	Reserve exceptional losses		
	(Rupees)				
Balance as at Dec 31, 2011	5,000,000	-	-	(5,028,426)	(28,426)
Total comprehensive loss for the year	-	-	-	(119,550)	(119,550)
Balance as at Dec 31, 2012	5,000,000	-	-	(5,147,976)	(147,976)
Total comprehensive income for the year	-	-	-	238,639	238,639
Balance as at Dec 31, 2013	5,000,000	-	-	(4,909,337)	90,663

The annexed notes from 1 to 15 form an integral part of these financial statements.

Muhammad Adil
Chief Executive

Naveed Hamid
Director

Saad A. Shamsi
Director

Muhammad Farrukh Bashir
Director

HALLMARK INSURANCE COMPANY LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2013

OPERATING CASH FLOW

a) Underwriting activities

Premiums received	-	-
Reinsurance premiums paid	-	-
Claims paid	-	-
Reinsurance and other recoveries received	-	-
Commission paid	-	-
Commission received	-	-
Other underwriting receipts	-	-
Net cash flow from underwriting activities	-	-

b) Other operating activities

Income tax paid	-	-
General management expenses paid	-	-
Other operating payments	-	-
Net cash (outflow) from other operating activities	-	-

Total cash (outflow) from all operating activities

CASH FLOW FROM INVESTMENT ACTIVITIES

Profit / return received	75,000	-
Proceeds from disposal of fixed assets	210,694	-
Fixed capital expenditure	(800,000)	-

Total cash flow from investing activities

CASH FLOW FROM FINANCING ACTIVITIES

Other creditors	500,000	-
	500,000	-

Net decrease in cash and cash equivalent

Cash and cash equivalent at the beginning of the year

Cash and cash equivalent at the end of the year

RECONCILIATION TO PROFIT AND LOSS ACCOUNT

Operating cash flow	-	-
Depreciation expenses	-	-
Decrease in assets other than cash	-	-
Decrease / (increase) in liabilities	238,639	(119,550)
Profit / loss after taxation as per profit and loss account	238,639	(119,550)

The annexed notes from 1 to 15 form an integral part of these financial statements.

Muhammad Adil
Chief Executive

Naveed Hamid
Director

Saad A. Shamsi
Director

Muhammad Farrukh Bashir
Director

[illegible]

The annexed notes from 1 to 15 form an integral part of these financial statements.

Muhammad Adil
Chief Executive

Naveed Hamid
Director

Saad A. Shamsi
Director

Muhammad Farrukh Bashir
Director

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Muhammad Farukh Bashir
Director

Saad A. Shamsi
Director
Page 21

Naveed Hamid
Director

Muhammad Adil
Chief Executive

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The annexed notes from 1 to 15 form an integral part of these financial statements.

[illegible]

HALLMARK INSURANCE COMPANY LIMITED
STATEMENT OF EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2013

Class	Commission paid or payable	Deferred commission		Net commission expenses	Other management expenses	Underwriting expenses	Commission from reinsurers*	Net underwriting expense	
		Opening	Closing					Dec 31, 2013	Dec 31, 2012
Direct and facultative									
1. Fire and property damage	-	-	-	-	-	-	-	-	-
2. Marine, aviation and transport	-	-	-	-	-	-	-	-	-
3. Motor	-	-	-	-	-	-	-	-	-
4. Miscellaneous	-	-	-	-	-	-	-	-	-
Grand total	-	-	-	-	-	-	-	-	-

The annexed notes from 1 to 15 form an integral part of these financial statements.

Muhammad Adil
Chief Executive

Naveed Hamid
Director

Saad A. Shamsi
Director

Muhammad Farrukh Bashir
Director

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HALLMARK INSURANCE COMPANY LIMITED
STATEMENT OF INVESTMENT INCOME
FOR THE YEAR ENDED DECEMBER 31, 2013

December 31, December 31,
2013 2012
----- (Rupees) -----

Income from trading investments

Gain on sale of trading investments - net
Dividend income
Unrealised (loss) / gain on re-measurement
of securities to fair value

-	-
-	-
-	-
-	-

Income from non-trading investments

Held to maturity

Return on Government Securities

Return on other fixed income securities
and deposits - Term finance certificates

-	-
-	-

Available-for-sale

Dividend income

Gain on sale of non-trading investments - net

Provision for impairment in value of available-
for-sale securities - net

Investments related expenses

-	-
-	-
-	-
-	-
-	-

Net investments income

The annexed notes from 1 to 15 form an integral part of these financial statements.

Muhammad Adil
Chief Executive

Naveed Hamid
Director

Saad A. Shamsi
Director
Page 23

Muhammad Farrukh Bashir
Director

HALLMARK INSURANCE COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2013

1 THE COMPANY AND ITS OPERATION

- 1.1** Hallmark Insurance Company Limited (the Company) was incorporated as a Public Limited Company on 31 October 1981 and the shares of the Company are quoted, currently at defaulter desk of the Karachi Stock Exchange. The registered office of the Company is situated at Office # 1001, Uni Centre, 10th Floor, I.I Chundrigar Road, Karachi.
- 1.2** The Company was engaged in non-life insurance business comprising of fire, marine, motor, engineering etc. With the promulgation of the Insurance Ordinance 2000, the requirement of minimum paid up capital for an insurer to operate as an insurance Company has been enhanced to Rs. 300 million. The Company does not find itself in a position to increase its paid up capital to the required minimum level and has ceased to underwrite insurance business w.e.f. January 01, 2003. Adjustments relating to the recoverability and classification of recorded assets or liabilities that may be necessary, since the Company is no more a going concern, have not been made in these financial statements as the management is making all efforts to have the required capital and run the business as a going concern. A winding up letter has been issued by the SECP and the management is taken up necessary steps to resolve the issues in the stipulated time, hence the management will do full efforts to revive the Company. A winding up letter Dated: 02/04/2013 has been issued by the Securities Exchange Commission of Pakistan and the management has taken up necessary steps to resolve the issues in the stipulated time, hence the management is confident that they will do full efforts to revive the Company.
- 1.3** Due to suspended operations, register of members and fixed assets could not be timely updated.

2 BASIS OF PREPARATION

2.1 Statement of Compliance

These financial statements are prepared in accordance with approved accounting standards as applicable in Pakistan. Approved accounting standards comprise of such International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board as are notified under the Companies Ordinance, 1984, provisions of and directives issued under the Companies Ordinance, 1984, the Insurance Ordinance, 2000 and SEC (Insurance) Rules, 2002. In case requirements differ, the provisions or directives of the Companies Ordinance, 1984, Insurance Ordinance, 2000 and SEC (Insurance) Rules, 2002 shall prevail.

The SECP has allowed insurance companies to defer the application of International Accounting Standard (IAS) - 39 'Financial Instruments: Recognition and Measurement' in respect of "available-for-sale investments" until suitable amendments have been made in the laws. Accordingly, the requirements of IAS-39, to the extent allowed by SECP, have not been considered in the preparation of these financial statements.

2.2 Standards, amendments and interpretations to the published standards that are not yet effective

- 2.2.1** The following revised standards, amendments and interpretations with respect to the approved accounting standards as applicable in Pakistan would be effective from the dates mentioned below against the respective standard or interpretation:

IAS 32 - Offsetting Financial Assets and Financial Liabilities (Amendment).	effective from accounting period beginning on or after 01 January 2014.
IAS 36 - Recoverable Amount for Non-Financial Assets (Amendment).	effective from accounting period beginning on or after 01 January 2014.
IAS 39 - Novation of Derivatives and Continuation of Hedge Accounting (Amendment).	effective from accounting period beginning on or after 01 January 2014.

HALLMARK INSURANCE COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2013

IFRIC 21 - Levies.

effective from accounting period beginning on or after 01 January 2014.

The Company expects that the adoption of the above amendments and interpretation of the standards will not affect the Company's financial statements in the period of initial application.

- 2.2.2** Further, following new standards have been issued by IASB which are yet to be notified by the SECP for the purpose of applicability in Pakistan:

IFRS 9 - Financial Instruments: Classification and Measurement.	effective from accounting period beginning on or after 01 January 2015.
IFRS 10 - Consolidated Financial Statements.	effective from accounting period beginning on or after 01 January 2013.
IFRS 11 - Joint Arrangements.	effective from accounting period beginning on or after 01 January 2013.
IFRS 12 - Disclosure of Interests in Other Entities.	effective from accounting period beginning on or after 01 January 2013.
IFRS 13 - Fair Value Measurement.	effective from accounting period beginning on or after 01 January 2013.

- 2.2.3** In November 2012, the SECP vide its notifications SRO No. 1383 / 2012 and SRO No. 1384 / 2012 published revised draft of insurance accounting regulations and draft amendments in SEC (Insurance) Rules, 2002 respectively. While these regulations and amendments are not yet effective.

- 2.2.4** The Company has adopted the following revised standard, amendments and interpretation of IFRSs which became effective for the current year:

IAS 1 - Presentation of Financial Statements - Presentation of items of other comprehensive income (Amendment).
IAS 19 - Employee Benefits (Revised).
IFRS 7 - Financial Instruments: Disclosures (Amendments) Amendments enhancing disclosures about offsetting of financial assets and financial liabilities.
IFRIC 20 - Stripping costs in the production phase of a surface mine.

- 2.2.5** Improvements to Accounting Standards issued by the IASB:

IAS 1 - Presentation of Financial Statements - Clarification of the requirements for comparative information.
IAS 16 - Property, Plant and Equipment - Clarification of Servicing Equipment.
IAS 32 - Financial Instruments: Presentation - Tax Effects of Distribution to Holders of Equity Instruments.
IAS 34 - Interim Financial Reporting - Interim Financial Reporting and Segment Information for Total Assets and Liabilities.

The adoption of the above amendments, revisions, improvements to accounting standards and interpretations did not have any effect on the financial statements.

HALLMARK INSURANCE COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2013

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these financial statements in conformity with approved accounting standards as applicable in Pakistan requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and income and expenses. It also requires management to exercise judgment in application of its accounting policies. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. These estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods, if the revision affects both current and future periods.

4 SIGNIFICANT ACCOUNTING POLICIES AND RISK MANAGEMENT

The principal accounting policies applied in the preparation of these financial statements are set out below. These accounting policies have been consistently applied to all the years presented unless otherwise stated.

4.1 Reserves For Unexpired Risk

The Company has a policy to maintain its reserves for un-expired risk at the end of any year at 40% of the premium income of the year net of re-insurances.

4.2 Estimated Liability In Respect Of Outstanding Claims

The liability in respect of outstanding claims is based on certified returns of branches and represents the estimate of claims intimated or assessed before the end of accounting year less anticipated recoveries.

4.3 Revenue recognition premium

Premium received/receivable under a policy are recognized at the time of issuance of policy. Similarly, reinsurance premium is recorded at the time the reinsurance is ceded.

4.4 Return on investments

Return on investment on bank deposits are recognized on time proportion basis. Dividend income is recognized when the right to receive such dividend is established

4.5 Claims

Claims are considered to be incurred at the time when the claims are lodged with the Company.

Provision for liability in respect of unpaid reported claims is made on the basis of individual case estimates. Provision for IBNR is based on the management's best estimate which takes into account the past trends, expected future patterns of reporting of claims and the claims actually reported subsequent to the balance sheet date.

4.6 Acquisition Cost

Commission due to Direct, Facultative and treaty business and on reinsurance cessation is recognized in accordance with the policy of recognizing premium revenue.

HALLMARK INSURANCE COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2013

4.7 Taxation

Current

Provision for current taxation is based on taxable income at current rate of taxation after taking into account tax credit and rebates if any.

Deferred tax

Deferred tax is provided, using liability method, liability method, on all temporary differences at the balance sheet date between the tax base of assets and liabilities and their carrying amount for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rate that are expected to apply to the period when assets are realized or the liabilities are settled, based on the tax rate(and tax laws) that have been enacted or subsequently enacted at the balance sheet date. Deferred tax asset are recognized only to the extent that it is probable that future taxable profit will be available against which the amount can be utilized. However, due to un-operational status of the Company no deferred tax provision have been provided

4.8 INVESTMENTS

Recognition

All investments are initially recognized at cost, being the fair value of the consideration given and include transaction costs. These are recognized and classified into following categories:

- i- Held to Maturity
- ii- Available for Sale
- iii- Held for Trading

A regular purchases and sales of financial assets are accounted for at settlement date.

I- Held to Maturity

These are financial assets with fixed or determinable payment and fixed maturity that the Company has positive intent and ability to hold to maturity.

Any premium paid and discount availed on the acquisition of held to maturity investments are deferred and included in the income for the period on straight-line basis over the term of investment.

Subsequent to initial recognition at cost, the investments that have a fixed maturity are measured at amortized cost

II- Available for Sale

Subsequent to initial recognition at cost, these are stated at the lower of cost or market value (market value being taken as lower if the fall is other than temporary) in accordance with the requirements of the SRO 938 issued by SECP in December 2002. The Company uses latest stock exchange quotations in an active market to determine the market value of its listed investments whereas, impairment of investments in unlisted companies is computed by the reference to net assets of the investee on the basis of latest available audited financial statements or latest unaudited management accounts.

III- Held for Trading

These financial assets are acquired principally for the purpose of generating profit from short term fluctuations in price or are part of a portfolio for which there is a recent actual pattern of short term profit taking and are included in current assets.

subsequent to initial recognition , these are measured at fair value by reference to quoted market price with the resulting gain or loss being included in the net profit or loss for the period in which it arises.

HALLMARK INSURANCE COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2013

4.9 FIXED ASSETS

Subsequent to initial recognition, carrying values of property, plant and equipment are reviewed at each reporting date for indication that an asset may be impaired and carrying values may not be recovered. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash generating units are written down to their recoverable amount. The recoverable amount is the greater of net selling price and value in use.

Depreciation has been charged on reducing balance method; but the due to non operational status of the Company no depreciation has been charged.

Depreciation is charged from the month the assets is available for use, while in case of disposal it is charged up to the month of disposal.

Normal repair and maintenance are charged to income currently.

Gains or losses on disposal of fixed assets are included in income currently.

4.10 EXPENSES OF MANAGEMENT

Expenses of management have been allocated to various revenue accounts on equitable basis.

4.11 AMOUNT DUE FROM OTHER INSURERS/ REINSURERS

Amount due from other insurers/reinsurers are recognized and carried at cost less an allowance for impairment, if any. Cost represents the fair value of consideration to be received in the future for services rendered.

4.12 OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

A financial asset and a financial liability are offset and the net amount is reported in the financial statements only when there is a legally setoff enforceable right to setoff the recognized amount and the Company intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

4.13 SEGMENT REPORTING

The Company's operating businesses are organized and managed separately according to the nature of services provided with each segment representing a strategic business unit that serves different markets. Due to dormancy of the business the management has not provided segment wise break-up of assets and liabilities for the year.

The Company has three major segments namely fire, marine and accident (motor and miscellaneous);

FIRE

The perils cover under fire insurance include damages caused by fire, riots, strike, explosion, earthquake, atmospheric damages, flood, electric fluctuation and impact.

MARINE

Marine insurance is provided coverage against cargo risk, war risk and damages occurring in inland transits.

ACCIDENTS - MOTOR

Motor insurance provide comprehensive car coverage and indemnity against third party loss.

HALLMARK INSURANCE COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2013

ACCIDENT - MISCELLANEOUS

Miscellaneous insurance provides coverage against burglary, loss of cash in safe and cash in transit, personal accident, money, engineering losses and other coverage.

4.14 REVENUE RECOGNITION

Premium Income

Premium income under a policy is recognized over the period of insurance from the date of the issuance of the policy to which it relates to its expiry as follows

- a) For direct business, evenly over the period of the policy.
- b) For proportional reinsurance business, evenly over the period of underlying insurance policies
- c) For non-proportional reinsurance businesses, since inception of the reinsurance contract.

Where the pattern of incidence of risk varies over the period of policy, premium is recognized as revenue in accordance with the pattern of incidence of risk.

Commission Income

In accordance with the requirement of the S.R.O 938 issued by SECP dated December 12, 2002, commission income is taken to profit and loss account on a time proportion basis in accordance with pattern of reinsurance premium to which they relate.

Interest Income

Interest income is recognized on the time proportion basis that takes into account effective yield on the assets.

Dividend Income

Dividend income and entitlement of bonus shares are recognized when right to receive such dividend and bonus shares are established.

Profit / loss on sale of investments is taken to profit and loss account in the year of sale as per settlement date.

Income on Held to Maturity Investments

Income on held to maturity investments is recognized on a time proportion basis taking into account the relevant maturity dates and the applicable mark-up in respect thereof.

HALLMARK INSURANCE COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2013

	December 31, 2013 Rupees	December 31, 2012 Rupees
5 ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
500,000 Ordinary Shares of Rs. 10/- each	<u>5,000,000</u>	<u>5,000,000</u>
6 UNCLAIMED DIVIDEND		
For the year ended 31-12-98	5,150	5,150
For the year ended 31-12-95	<u>18,000</u>	<u>18,000</u>
	<u>23,150</u>	<u>23,150</u>
7 CONTINGENCIES AND COMMITMENT		
7.1 Contingencies		
Due to suspended business operations, the Company could not maintain proper secretarial records as required by the Companies Ordinance 1984, and under the Insurance Ordinance, 2002 and listing regulations of Karachi Stock Exchange (KSE). In the absence of the same the Company might be liable to certain penalties which could not be quantified till the signing date.		
8 CURRENT AND OTHER ACCOUNTS		
Cash at bank - operative accounts	19,484	19,484
Cash at bank - inoperative accounts	<u>6,961</u>	<u>6,961</u>
	<u>26,445</u>	<u>26,445</u>
9 PROPERTY, PLANT & EQUIPMENT		
Opening book value	1,096,278	1,096,278
Less: Disposal during the year - (Office equipment)	<u>(159,434)</u>	<u>-</u>
	936,844	1,096,278
Less: Depreciation for the year	-	-
Closing book value	<u>936,844</u>	<u>1,096,278</u>
The Company is dormant. Therefore, the management has resolved not to charge depreciation for the year ended December 31, 2013.		
10 OTHER INCOME		
Gain on sale of fixed assets	51,260	-
Income from agricultural land	75,000	-
Reversal of sundry creditors	<u>227,379</u>	<u>-</u>
	<u>353,639</u>	<u>-</u>

HALLMARK INSURANCE COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2013

	December 31, 2013 Rupees	December 31, 2012 Rupees
11 GENERAL AND ADMINISTRATIVE EXPENSES		
Auditor remuneration	75,000	75,000
Depreciation	-	-
Legal and professional	<u>40,000</u>	<u>44,550</u>
	<u>115,000</u>	<u>119,550</u>
12 BASIC AND DILUTED EARNINGS PER SHARE		
Loss after taxation	238,639	(119,550)
Weighted average number of Ordinary Shares	500,000	500,000
Earning / (loss) per share	<u>0.48</u>	<u>(0.24)</u>

13 NUMBER OF EMPLOYEES

Number of employee as at December 31, 2013 was 1 (December 31, 2012: 1).

14 AUTHORIZATION FOR ISSUE

These financial statements was authorized for issue by the Board of Directors of the Company in its meeting held on _____.

15 GENERAL

Figures in the financial statement has been rounded off to the nearest Rupees.

Muhammad Adil
Chief Executive

Naveed Hamid
Director

Saad A. Shamsi
Director

Muhammad Farrukh Bashir
Director

HALLMARK INSURANCE COMPANY LIMITED

Regd. Office: Office # 1001, 10th Floor, Uni Centre, I.I Chundrigar Road, Karachi, Pakistan.

Tel: 021-32414419, 021-37011105 Fax: 021-32416288

PROXY FORM

I/We _____
of _____
being a member of HALLMARK INSURANCE COMPANY LIMITED and a holder

(Number of Shares)

Ordinary Shares, as per Share Register Folio No. _____

hereby appoint _____ of _____

(Name)

Who is also member of HALLMARK INSURANCE COMPANY LIMITED, as my proxy to vote for me and
my behalf at the Annual General Meeting of the Company to be held on the _____

_____ and at any adjourned
thereof.

signed this _____ day of _____ 2014.

Revenue
Stamp

(Signature should agree with the specimen signature registered with the Company)

Note 1: The PROXY MUST BE SIGNED ACROSS revenue stamp and it should be deposited in the Head
Office of the Company not later than 48 hours before the time of holding the meeting.

Note 2: No person shall act as proxy unless he is a member of the Company.