



FIRST

PAK

MODARABA

**23RD ANNUAL REPORT
FOR THE YEAR ENDED
JUNE 30, 2014**

Managed by:

Royal Management Services (Pvt.) Limited



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Abdul Hameed Khan -Chairman
Mr. Mohammad Musharraf Khan -Director / Chief Executive Officer
Mr. Amir Mehmood -Director (Subject to approval from the Registrar Modaraba)

AUDIT COMMITTEE

Mr. Abdul Hameed Khan -Member
Mr. Mohammad Musharraf Khan -Member

**HUMAN RESOURCE
AND REMUNERATION
COMMITTEE**

Mr. Abdul Hameed Khan -Chairman
Mr. Mohammad Musharraf Khan -Member

SHARIAH ADVISOR

Mufti Muhammad Ibrahim Esse

COMPANY SECRETARY

Mr. Mohammad Musharraf Khan

CHIEF FINANCIAL OFFICER

Mr. Mehfooz A. Shakoor

BANKERS

Burj Bank Limited
Habib Bank Ltd. (Islamic Banking)
Albaraka Bank (Pakistan) Ltd.
Faysal Bank Limited

AUDITORS

Rahman Sarfraz Rahim Iqbal Rafiq
Chartered Accountants

LEGAL ADVISOR

Muhammad Zubair Quraishy & Co.

MANAGEMENT COMPANY

M/s Royal Management Services (Pvt.) Limited

REGISTERED OFFICE

Office No. 54, Ground Floor, Beverley Centre,
58-G, Blue Area, Islamabad

KARACHI OFFICE

Office No. A-601-602, 6th Floor, Lakson Square
Building No.3, Serwar Shaheed Road, Karachi-
74200, Tel: 92-21-35643088-87,
Fax: 92-21-35643283

SHARE REGISTRAR

Shares & Corporate Services (Pvt.) Limited,
Mehersons Estate,
Talpur Road, Karachi- 74000
Tel: 021 - 32401634

**CHAIRMAN'S REVIEW**

The Board of Directors of Royal Management Services (Pvt) Limited, Managers First Pak Modaraba are pleased to present 23rd Annual Report of First Pak Modaraba together with Audited Accounts and Auditors' Report thereon for the year ended 30th June 2014 before the certificate holders.

KEY OPERATING / FINANCIAL HIGHLIGHTS

(Rs. in million)

		30.06.2014	30.06.2013
Total Income from Operations	:	6.877	6.348
Operating Expenses	:	3.748	4.246
Profit from Operation	:	3.129	2.102
Unrealized Gain / (Loss) on Re-measurement of Investment	:	(0.589)	(0.064)
Net Profit / (Loss)	:	2.529	1.957
Earning per Certificate (Rs)	:	0.20	0.16
Dividend declared (Rs)	:	0.15	0.12

ECONOMY

During the fiscal year 2014, Pakistan achieved 4.1% growth in its GDP as compared to 3.7% last year. This growth rate is highest in the last 5 years. It is mainly attributable to stabilizing foreign exchange reserves resulting in appreciation of exchange rate and consequently restricted inflation. Initiation of Euro Bond and 3G/4G licenses also helped in this regard. All this contributed to sustained industrial growth with the help of marked improvement in energy supply. During this year Karachi Stock Exchange also reached its peak. S&P discounting rate also stabilized at around 10% mark. It is expected that with the successful military operation the law and order situation will further improve, resulting in more and better business opportunities. However any political instability may hinder its way towards even better growth rate.

REVIEW OF OPERATIONS:

The Board of Directors is pleased to announce a cash dividend @ 1.50 percent (Rs.0.15 per certificate) for the year ended 30-06-2014, to the certificate holders of the First Pak Modaraba. The Management of Modaraba has waived its management fee for this year to provide maximum return to the certificate holders.

During the year ended on 30th June 2014, the Overall operating performance of the First Pak Modaraba reflects that the Net Profit of the Modaraba showed a positive growth of 20% stands to Rs.2,529 Million as against a profit of Rs.2,102 Million last year. Operating Income increased by 8.33% to Rs.6,877 Million as against Rs. 6,348 Million during the last year. Modaraba also succeeded in cutting down operating expenses from Rs.4,246 million last year to Rs.3,748 million, i.e., a reduction of 11.7%. Modaraba has earned Rs.2,270 Million capital gain on sale of Investment as compared to earned Rs.1,319 million last year. The Earning per Certificate stands to Re.0.20 during the year as against Re.0.16 during last year.

The Modaraba set aside Rs.0.506 million (20% of net profit) (2013:Rs.0.391) as statutory reserve in compliance with the Prudential Regulation for Modaraba issued by Securities & Exchange Commission of Pakistan. Now its balance has been amounted to Rs.25,222 million.



Refer Note 1.2 to the financial statements regarding order of change of management by Securities and Exchange Commission of Pakistan (SECP). Since in the opinion of the legal advisor of the management of Moderaba, this order was unconstitutional and unwarranted. The said order was challenged in the Sindh High Court under CP-3158/2010 and the Honorable Court stayed the application of the said order. However the Honorable High Court of Sindh on May 22, 2014, dismissed the petition on technical grounds. Prior to that the Honorable Supreme Court of Pakistan in CP 68/2011 dated April 12, 2013 has passed a detailed order which confirms some of the points raised by the management of the Moderaba. The management has instituted a case against the order of SHC on 09-06-2014 in the Honorable Supreme Court of Pakistan which is pending for a hearing. The management of the Moderaba is optimistic of a favorable outcome of the appeal/ petition.

Observations of External Auditors:

1. The amount under the head "Advances, prepayments and other receivables" include balance amounting to Rs.10.476 million against sale proceeds of various equity investments and Rs.1.00 million against cash margin deposit due from Prudential Securities Limited (PSL). The Moderaba lodged claim against their aggregate receivables amounting to Rs.11.476 million from PSL with Karachi Stock Exchange Limited on April 29, 2010. To cover this outstanding we have also signed an agreement with PSL to acquire offered land at Narowal in settlement of claim. The original title documents are in custody of the Moderaba.

2. The amount under the head "Investment" includes an amount of 1.836 million in Prudential Securities Limited (PSL) an unlisted public company. The Moderaba has asked PSL to provide the latest Audited Financial Statements to determine fair value of our investment. The operation of PSL has been ceased at Stock Exchange and we are trying to call back our invested amount as PSL has sufficient assets to set off the invested amount.

3. The amount under the head "Advances, prepayments and other receivables" include balance amounting to Rs.1.0 million against sale proceeds of various equity investments due from Pearl Capital Management Limited (PCML). PCML gave two cheques of Rs.0.5 million each for the settlement of above balance, but subsequently those were bounced. The Moderaba is in process of filing criminal complaint against the signatories of the cheques.

Sharia Compliance and Sharia Audit Mechanism

The Board is trying its best to comply the requirement of circular no. 08 of 2012 Shariah Compliance and Shariah Audit Mechanism for Moderabas under the direction of our Sharia Auditor & Sharia Advisor. Although, the Moderaba is making transactions only in Shariah Compliant scrips but we achieved a net capital gain of Rs.2.269 million (2013: Rs. 1.319 million) by taking better and timely decision of investment.

CORPORATE AND FINANCIAL REPORTING FRAMEWORK

- The financial statements, prepared by the management of the Moderaba, present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- Proper books of account of the Moderaba have been maintained.
- Appropriate accounting policies have been consistently applied in preparation of financial statements and accounting estimates are based on reasonable and prudent judgment.
- International Accounting Standards, as applicable in Pakistan, have been followed in preparation of financial statements and any departure there from has been adequately disclosed.
- The system of internal control is sound in design and has been effectively implemented and monitored.
- There are no significant doubts upon the Moderaba's ability to continue as a going concern.



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g. There has been no material departure from the best practices of corporate governance, as detailed in the listing regulations except for those reported in Auditors' review report on compliance of code of corporate governance

h. Key operating and financial data of last six years in a summarized form is annexed.

i. During the year 5 meetings of Board of Directors were held. Attendance by each director was as follows:

<u>Name of Director</u>	<u>Number of meeting Attended</u>
Mr. Abdul Hameed Khan	5
Mr. Muhammad Musharraf Khan	5
Mr. Akhtar I. Pathan (Retinquished Director)	2

j. The Statement of pattern of certificate holding of the Modaraba as at 30th June 2014 as per code of corporate governance is annexed.

k. On January 6, 2014 the Registrar Modaraba, Securities & Exchange Commission of Pakistan in order to ensure compliance of section 199 of the Companies Ordinance 1984 has accorded his approval for appointment of Mr. Muhammad Musharraf Khan, as Chief Executive Officer of Royal Management Services (Pvt.) Limited, managers of First Pak Modaraba for a period of six months as a stop gap arrangement. Subsequent to the Balance Sheet date, on July 5, 2014, the said term expired. The BOD is considering the issue and is looking forward for a suitable candidate to fill the position.

FUTURE OUTLOOK

The management is in the process of revamping the Modaraba and believes that with the favorable outcome of the decision pending with the Honorable Supreme Court of Pakistan, the Modaraba would be able to perform better. However the Management feels that the objective could be achieved not only through the efforts of the Management itself and staff of the Modaraba but also and more importantly under the guidance and supervision of the Registrar Modaraba, Securities and Exchange Commission of Pakistan and other regulating authorities.

Economic & political instability and adverse law & order conditions and above all uncertainty hanging over the Modaraba due to order passed by the Registrar Modaraba to remove the Modaraba Company, and RMSL's appeal there against in the honorable Sindh High Court which was also dismissed forced the Modaraba to adopt extra cautious approach towards long term investments in the form of morabaha, musharika, diminishing musharika and Ijarah. But now the management of the Modaraba is all geared up and its good liquidity also permits to lend to selected good quality clients. Since there are no financial obligations and as a result no financial costs, this helps the Modaraba to offer lending at very competitive rates to good quality clients with financially sound footing.

Return from capital market outperformed any other investment avenue. The performance of the Modaraba has also remained more than satisfactory. In future as well Modaraba intends to build an investment portfolio comprising of blue chip shariah compliant scrips to fetch maximum benefit out of the capital market.

The current economic situation, alongwith a very competitive environment for Islamic financial products, has resulted in a very challenging outlook for the Modaraba. The Management of your Modaraba is proactively studying available options which would best protect and preserve certificate holders' interest in the future. We are making all possible efforts to do the best to augment the system and special emphasis are being placed on recoveries and careful risk assessment to safeguard any adverse impact in future. New products and services are being explored to enhance our business generating activities. We are fully geared to maintain this upward trend and Inshah Allah foresee to achieve better result and to regularly pay progressive rate of return to the certificate holders of the Modaraba.

The management of First Pak Modaraba is also considering Merger with and into First Prudential Modaraba with a view to benefit in a shape of better return to the certificate holders of the Modaraba.



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Auditors

On the recommendation of Audit Committee, the Board has approved the appointment of Messrs. Rehman Sarfraz Rahim Iqbal Rafiq, Chartered Accountants, as auditors for the year ended June 30, 2015, subject to approval by the Registrar Modaraba, SECP. .

Acknowledgement:

The Board of Directors express their thanks to its Certificate Holder for reposing their confidence in the Management of the Modaraba and also appreciates the hard work and dedication of the staff of the Modaraba.

For & on behalf of the Board of Directors of
Royal Management Services (Pvt) Limited,
Managers First Pak Modaraba

Chairman

Karachi,
October 10, 2014



VISION STATEMENT

"To participate prominently in the economic and social development of the Country and increase prosperity of stakeholders through a well established and competitive Islamic financial system managed by motivated and efficient human resources"

MISSION STATEMENT

"We are in business to generate year to year increase in profit to reward our stake holders and the wider business environment. This will be achieved by making First Pak Modaraba a profitable and growing entity through exploiting the opportunities and avoiding threats in the environment"



**STATEMENT OF COMPLIANCE WITH THE CODE OF
CORPORATE GOVERNANCE
YEAR ENDED JUNE 30, 2014**

This statement is being presented to comply with the Code of Corporate Governance contained in the Regulation No. 37 of Listing Regulations of Karachi Stock Exchange Ltd. 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 Royal Management Services (Private) Ltd (the Modaraba Management Company), Manager of First Pak Modaraba (the Modaraba), has applied the principles contained in the CCG in the following manner:

1. The Modaraba Management Company encourages representation of independent non-Executive directors. At present the Board includes:

Category	Names
Independent Directors	Mr. Abdul Hameed Khan Mr. Amir Mahmood (Subject to approval from Registrar Modaraba)
Non-Executive Directors	Mr. Muhammad Musharraf Khan

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 the stock exchange.

4. No casual vacancy occurred on the Board. Casual Vacancy of CEO was filled by the appointment on 6th January, 2014 by SECP under the stop gap arrangement for 6 months till 6th July 2014.

5. The Company has prepared a Statement of Ethics and Business Practices which has been signed by all the directors and senior employees of the Company.

6. The Board has developed a vision and mission statement, overall corporate strategy and significant policies of the Company. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.

7. All the powers of the Board have been duly exercised and decisions on material transactions, including appointment and determination of remuneration and terms and conditions of employment of the CEO have been taken by the Board.

8. The meetings of the Board were presided by the Chairman. 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. Due to busy schedule of directors no training program could be conducted by the end of fiscal year. However the omission will be rectified in the next year.



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10. The Board did not arranged orientation courses for its directors during the financial year to apprise them with their duties and responsibilities.

11. No new appointment of CFO, Company Secretary and Head of Internal Audit has been made during the year.

12. The Directors' Report for this period has been prepared in compliance with the requirements of the Code and fully describes the salient matters required to be disclosed.

13. As the Modaraba Management company has no Chief Executive Officer, the financial statements of Modaraba were duly endorsed by the Director in the absence of CEO and the Chief Financial Officer before approval of the Board.

14. The Directors, CEO and executives do not hold any interest in the shares of the Company other than that disclosed in the pattern of shareholding.

15. The Company has complied with all the corporate and financial reporting requirements of the Code.

16. The Board has formed an Audit Committee. It comprises two members, who are non-executive Directors and chairman of the committee is an Independent Director.

17. The Board has formed a Human Resource and Remuneration Committee. It comprises two members, who are non-executive Directors and chairman of the committee is an Independent Director.

18. The meetings of the audit committee were held at least once every quarter prior to approval of interim and final results of the Company and as required by the Code. The terms of reference of the committee have been formed and advised to the committee for compliance.

19. The Modaraba has setup an effective Internal audit function. The Modaraba is in the process of hiring a Head of Internal Audit as per criteria laid down by CCG.

20. The statutory auditors of the Company have confirmed that they have been given a satisfactory rating under the quality control review programme 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 (IFAC) guidelines on Code of Ethics as adopted by the Institute of Chartered Accountants of Pakistan.

21. 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.

22. The 'closed period' prior to the announcement of interim / final results and business decisions, which may materially affect the market price of company's securities, was determined and intimated to directors, employees and stock exchange.



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23. The company has complied with all the major corporate and financial reporting requirements to the code. All related parties transactions has been reviewed and approved by the Board and are carried out as per agreed terms.

24. We confirm that all other material principles contained in the Code have been complied with except for the requirements pertaining to change in composition of Board of Directors or some its committees.

Karachi
Date: October, 10, 2014

For & on behalf of the Board of Directors


DIRECTOR



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

We have reviewed the enclosed Statement of Compliance with the best practices contained in the Code of Corporate Governance (the Code) prepared by the Board of Directors of Royal Management Services (Pvt) Ltd (the Modaraba management Company) representing First Pak Modaraba (the Modaraba) for the year ended June 30,2014 to comply with the requirements of Listing Regulation No(s) 35 of the Karachi Stock Exchange(s) where the Company is listed.

The responsibility for compliance with the Code 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 and report if it does not and to highlight any non-compliance with the requirements of the Code. A review is limited primarily to inquiries of the Company's personnel and review of various documents prepared by the Company to comply with the Code.

As a part of our audit of the 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 are not required to consider whether the Board of Directors' statement on internal control covers all risks and controls or to form an opinion on the effectiveness of such internal controls, the Company's corporate governance procedures and risks.

The Code requires the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval its 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 and recording proper justification for using such alternate pricing mechanism. We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of 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.

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the best practices contained in the Code as applicable to the Company for the year ended June 30, 2014.

Further, we highlight below instance(s) of non-compliance with the requirement(s) of the Code as reflected in the note/paragraph reference where these is/are stated in the Statement of Compliance:



- i. As disclosed in point 9 of the statement, none of the directors have obtained certification under directors training program as required under clause (xi) of the code
- iii. As disclosed in point 10 of the statement, Board has not arrange orientation courses for its directors to appraise them with their duties and responsibilities as required under clause (xi) of the code
- III. As disclosed in point 13 of the statement, financial statements were not duly endorsed by CEO for consideration and approval of board of Directors, as required under clause (xxi) of the code
- iv. As disclosed in point 16 and 17 of the statement, Board has formed an audit committee and Human resource and remuneration committee which is not in compliance with clause (xxiv) and (xxv) of the code.
- v. As disclosed in point 19 of the statement, the Board is in process of hiring a head of internal audit as required by clause (xxxi) of the code.

Karachi.

Date: October, 10, 2014

Rahman Sarfaraz Rahim Iqbal Rafiq
Chartered Accountants



AUDITORS' REPORT TO THE CERTIFICATE HOLDERS

We have audited the annexed balance sheet of First Pak Modaraba (the Modaraba) as at June 30, 2014 and the related profit and loss account, cash flow statement and statement of changes in equity together with the notes forming part thereof (hereinafter referred to as the financial statements), for the year then ended and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

These financial statements are the Modaraba Management Company's [Royal Management Services (Private) Limited] responsibility who is also responsible to establish and maintain a system of internal control, and prepare and present the above said statements in conformity with the approved accounting standards as applicable in Pakistan and the requirements of the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980 (XXXI of 1980), and the Modaraba Companies and Modaraba Rules, 1981. Our responsibility is to express an opinion on these statements based on our audit.

We conducted our audit in accordance with the auditing standards as applicable in Pakistan. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of any material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting policies and significant estimates made by the Modaraba Management Company, as well as, evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion and, after due verification, we report that:

a) "Advances, prepayments and other receivables" include a long outstanding balance of Rs.10.476 million (refer note 9.2 to the financial statements) receivable on account of stock market transactions and Rs. 1 million (refer note 9.1 to the financial statements) as deposit on account of security paid against trading in shares. These amounts are due from Prudential Securities Limited (PSL). Operations of PSL have been ceased by The Karachi Stock Exchange Limited (KSE) and the Modaraba has filed a claim with KSE for these amounts. In our opinion, chances of recoverability of Rs. 11.476 million are remote; however, no provision has been made by the Modaraba for doubtful recoveries of these amounts.

b) Investments include Rs. 4.875 million (refer note 6.1 to the financial statements) in the shares of Prudential Securities Limited (PSL) - an unlisted public company; classified as available for sale and carried at Rs. 1.838 million against which an unrealized loss on revaluation of Rs. 3.037 million is reflected in reserves. The operations of PSL have been ceased which indicates a significant and prolonged decline in the fair value of this investment below its carrying value resulting in an objective evidence of impairment; therefore, in our opinion the investment shall be fully impaired and the impairment loss of Rs.3.037 million which is already recognized in equity shall be reclassified to profit and loss. However the impairment loss has not been recorded in respect of the carrying amount of Rs 1.838 million which is in contravention to the requirements of International financial reporting standards 9 "Financial Instruments".



c) Advances, deposits, prepayments and other receivables also include balance from Pearl Capital Management Limited (PCML) – a broker, amounting to Rs. 999,832 (refer note 9.3 to the financial statements). Operations of the broker have been ceased by the Karachi Stock Exchange Limited (KSE). A claim was lodged with the KSE for the recovery of the said amount which was rejected on the grounds of having been filed after the lapse of the last date for the submission of claims as notified by KSE. In our opinion there is a remote chance for the recovery of the said balance, however no provision has been made by the Modaraba for doubtful recovery of this advance.

In respect of matters stated in paragraphs (a), (b) and (c), had the provision been made "advances, prepayments and other receivables" would have been reduced by Rs 12.476 million, investments by Rs 1.838 million, unrealized loss on 'Available for sale investment' by Rs. 3.037 million and profit for the year would have convert into loss amounting to Rs 14.822 million.

d) In our opinion, except for paragraphs (a), (b) and (c) above, proper books of account have been kept by the Modaraba Management Company in respect of the Modaraba as required by the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980 (XXXI of 1980), and the Modaraba Companies and Modaraba Rules, 1981;

e) In our opinion:

(i) except for paragraphs (a), (b) and (c) above, the balance sheet and the related profit and loss account together with the notes thereon have been drawn up in conformity with the Modaraba Companies and Modarabs (Floatation and Control) Ordinance, 1980 (XXXI of 1980) and the Modaraba Companies and Modaraba Rules, 1981, and are in agreement with the books of account and are further in agreement with accounting policies consistently applied;

(ii) the expenditure incurred during the year was for the purpose of the Modaraba's business; and

(iii) the business conducted, investment made and the expenditure incurred during the year were in accordance with the objects, terms and conditions of the Modaraba;

f) In our opinion, except for the effects of the matters stated in paragraphs (a), (b) and (c) the balance sheet, profit and loss account, cash flow statement and statement of changes in equity together with the notes forming part thereof conform with approved accounting standards as applicable in Pakistan and give the information required by the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980 (XXXI of 1980), and the Modaraba Companies and Modaraba Rules, 1981, in the manner so required and respectively give a true and fair view of the state of the Modaraba's affairs as at June 30, 2014 and of the profit, its cash flows and changes in equity for the year then ended; and



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g) in our opinion, Zakat deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980), was deducted by the Modaraba and deposited in the Central Zakat Fund established under section 7 of that Ordinance.

h) We draw attention to the following matters:

i. The position of Chief Executive Officer is vacant for the reasons mentioned in note 1.3 to the financial statements.

ii. During the previous years the Modaraba incurred expenditure of Rs. 0.886 million on behalf of the Management Company and disclosed as other receivable (refer note 9.3 to the financial statements) which is in contravention of the Section 17 of Modaraba Companies and Modaraba (Flotation and Control) Ordinance.

iii. Note 1.2 to the financial statements regarding appointment of Administrator by Securities and Exchange Commission of Pakistan (SECP) which has been stayed by the Sindh High Court.

Other Matter

The financial statements of the Modaraba for the year ended June 30, 2013 were audited by M. Yousuf Adil Saleem & Company, Chartered Accountants, who, through their report dated October 10, 2013 expressed an qualified opinion thereon. However, the report also contained emphasis of matter paragraphs.

Karachi

Dated : October 10, 2014

RAHMAN SARFARAZ RAHIM IQBAL RAFIQ

CHARTERED ACCOUNTANTS

ENGAGEMENT PARTNER: MUHAMMAD RAFIQ DOSANI



SHARIAH ADVISOR'S REPORT

I have reviewed the affairs of First Pak Modaraba managed by Royal Management Services (Private) Limited for the Year ended June 30, 2014 in accordance with the requirements of the Circular No.8 of 2012, issued by the Securities and Exchange Commission of Pakistan, regarding *Shariah* Compliance and *Shariah* Audit Mechanism for Modarabas.

SHARIAH COMPLIANCE:

The Modaraba effectively has introduced a mechanism to strengthened the *Shariah* compliance, in letter and spirit and the systems, procedures and policies adopted by the Modaraba are in line with the *Shariah* principles;

REVIEW OF OPERATIONS:

Based on my review following were the major activities / developments in respect of *Shari'ah* that took place during this period:

BANK ACCOUNTS:

Modaraba does not maintain any saving account with conventional banks except the one which could not be closed due to legal matters. For investment and operational purpose, First Pak Modaraba is operating the Bank accounts only which are maintained with Islamic Banks.

INVESTMENTS IN ISLAMIC FUNDS

Modaraba has made its Investment in Islamic products with Islamic Banks and Islamic Funds.

DIVIDEND PURIFICATION :

Modaraba has effectively performed process of dividend purification of equities and transferred charitable amount into charity payable account.

TAKAFUL:

For risk mitigation, the Modaraba effectively adopted and maintaining Takaful coverage with Takaful companies and did not obtain any coverage from conventional Insurance companies.

CHARITY:

I confirm that Modaraba has transferred all charitable amounts such as charity of dividend purification, profits on conventional saving accounts etc. into charity payable account and I further confirm that considerable amount of charity has been paid as charity to the registered charitable organizations during the period.



EQUITY SHARES:

Modaraba's entire equity investments were made in approved Shariah compliant scripts provided and updated by NBFI and Modaraba Association of Pakistan and in compliance of circular 8 of 2012, except for the following shares:

S.No	Name of Shares	Quantity
1.	Pak Industrial & Commercial Leasing	279,749
2.	Prudential Investment Bank	120,000
3.	Prudential Securities Limited (unlisted)	487,500

As informed by the management the buyers are not available to acquire these shares and values of serial 1 to 2 suspended / defisted companies have been fully provided in the books of account.

OBSERVATION:

Modaraba still maintains one saving account with conventional Bank. This account could not be closed due to legal matters.

Shares as mentioned above are in the holding of Modaraba and they are not in the approved list of NBFI & Modaraba Association of Pakistan.

RECOMMENDATION(S):

Modaraba should close saving account maintained with conventional bank as soon as legal matter resolves.

Modaraba should dispose-off all non *Shariah* complaint equity shares subject to the legal clearance and availability of the buyers.

CONCLUSION:

By the grace of Almighty ALLAH, after introduction of *Shari'ah* Compliance and *Shari'ah* Audit Mechanism for Modarabas by Securities & Exchange Commission of Pakistan (SECP), through Circular No. 8 of 2012 the Management of First Pak Modaraba has effectively shown its sincerity to comply with *Shari'ah* Rulings in its true spirit, therefore, the business operations of First Pak Modaraba are *Shari'ah* compliant up to the best of my knowledge.


Mufti Ibrahim Essa
Shariah Advisor



Dated: September 29, 2014

Karachi.



BALANCE SHEET

AS AT JUNE 30, 2014

ASSETS	Note	2014 Rupees	2013 Rupees
Current Assets			
Cash and bank balances	5	31,488,537	48,371,514
Investments	6	18,291,010	10,843,216
Current Portion of diminishing Musharika		2,207,753	-
Morabaha finance	7	-	-
Ijarah rentals receivable	8	-	74,496
Advances, deposits, prepayments and other receivables	9	17,408,751	13,999,234
Tax refundable - considered good		4,929,854	4,889,437
Total Current Assets		72,325,905	78,177,987
Non - Current Assets			
Property and equipment - ijarah	10	-	324,659
Property and equipment - owned	11	106,164	123,107
Diminishing Musharika	12	9,935,452	-
Advance and deposits	13	45,750	45,750
Total Non - Current Assets		10,087,366	493,516
TOTAL ASSETS		82,413,271	78,671,413
LIABILITIES			
Current Liabilities			
Current portion of ijarah deposits	14	-	287,400
Accrued and other liabilities	15	3,598,278	949,562
Unclaimed profit distribution		4,384,535	4,129,447
Total Current Liabilities		8,083,813	6,366,409
Non - Current Liabilities			
Long term ijarah deposits	14	-	-
TOTAL LIABILITIES		8,083,813	6,366,409
NET ASSETS		74,329,458	73,305,004
REPRESENTED BY			
Certificate Capital	16	125,400,000	125,400,000
Statutory reserve		25,222,452	24,716,601
Accumulated loss		(73,255,869)	(73,774,472)
Unrealized loss on available for sale investment		(3,037,125)	(3,037,125)
		74,329,458	73,305,004
Contingencies and commitments	17		

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

Due to non-appointment of chief executive officer these financial statements have been signed by two directors instead of chief executive officer and two directors.

For Royal Management Services (Private) Limited
(Management Company)

DIRECTOR

DIRECTOR



**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED JUNE 30, 2014**

	Note	2014 Rupees	2013 Rupees
INCOME			
Return on term deposit receipts and PLS accounts		3,166,898	4,024,930
Income on Diminishing Musharika		928,546	-
Gain on sale of investments		2,289,513	1,318,714
Dividend Income		422,346	593,580
Ijarah rentals		49,684	297,984
Other income		40,650	12,351
		<u>6,876,617</u>	<u>6,347,539</u>
Unrealised loss on remeasurement of held for trading investments		<u>(599,066)</u>	<u>(63,909)</u>
		<u>6,277,551</u>	<u>6,283,630</u>
EXPENDITURE			
Administrative expenses	18	(3,858,355)	(3,981,003)
Amortization on Ijarah assets		(37,259)	(223,533)
Workers welfare fund		(52,683)	(41,582)
		<u>(3,748,297)</u>	<u>(4,246,118)</u>
Profit for the year		2,529,254	2,037,512
Modaraba Company's Management fee		<u>-</u>	<u>-</u>
Profit before taxation		2,529,254	2,037,512
Provision for taxation	19	<u>-</u>	<u>(80,808)</u>
Profit after taxation		2,529,254	1,956,604
Other Comprehensive Income			
Total income for the year		<u>2,529,254</u>	<u>1,956,604</u>
Earnings per certificate			
	20	<u>0.20</u>	<u>0.16</u>

Due to non-appointment of chief executive officer these financial statements have been signed by two directors instead of chief executive officer and two directors.

For Royal Management Services (Private) Limited
(Management Company)

DIRECTOR**DIRECTOR**



CASH FLOW STATEMENT FOR THE YEAR ENDED JUNE 30, 2014

	2014 Rupees	2013 Rupees
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	2,529,254	2,037,512
Adjustments for non-cash changes and other items:		
Gain on sale of investments	(2,289,513)	(1,318,714)
Dividend income	(422,345)	(593,560)
Gain on disposal-own assets	(4,500)	(12,351)
Unrealised loss on remeasurement of held for trading investments	589,066	63,909
Amortization on ijarah assets	37,259	223,533
Depreciation-owned	45,958	53,858
	<u>(2,014,078)</u>	<u>(1,673,325)</u>
	515,176	364,187
Cash flows before movements in working capital		
(Increase) / decrease in operating assets		
Diminishing Musharaka	(12,143,205)	-
Ijarah rentals receivable	74,495	(74,496)
Advances, prepayments and other receivables	(3,448,635)	1,091,124
	<u>(15,517,354)</u>	<u>1,016,628</u>
Increase / (Decrease) in operating liabilities		
Long term ijarah deposits	(287,400)	-
Accrued and other liabilities	2,749,716	(728,064)
	<u>2,462,316</u>	<u>(728,064)</u>
Cash generated from / (used in) operations	(12,539,870)	652,751
Income tax paid / adjustment	(1,279)	(40,417)
Net cash generated from / (used in) operating activities	<u>(12,541,149)</u>	<u>612,334</u>
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Dividend received	422,346	693,560
Investments encashed / (made) -net	(3,777,347)	38,204,595
Proceeds from disposal-ijarah assets	287,400	-
Purchase of own assets	(29,015)	(124,400)
Proceeds from disposal-own assets	4,500	23,000
Net cash generated from / (used in) investing activities	<u>(3,092,116)</u>	<u>39,796,755</u>

**FIRST PAK MODARABA**

	2014 Rupees	2013 Rupees
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Profit distribution	(1,249,712)	(1,123,637)
Net cash used in financing activities	<u>(1,249,712)</u>	<u>(1,123,637)</u>
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(16,882,977)	39,285,452
Cash and cash equivalents at July 01	48,371,514	9,086,062
Cash and cash equivalents at June 30	<u><u>31,488,537</u></u>	<u><u>48,371,514</u></u>

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

Due to non-appointment of chief executive officer these financial statements have been signed by two directors instead of chief executive officer and two directors.

For Royal Management Services (Private) Limited
(Management Company)

DIRECTOR

DIRECTOR



STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2014

	Certificate capital	Statutory Reserve*	Capital	Revenue	Unrealized loss on available for sale investments	Accumulated Loss	Sub Total	Total
	125,400,000	24,325,280		(3,037,125)		(79,834,955)	(76,872,080)	72,853,200
Balance at July 1, 2012								
Profit for the year ended June 30, 2013	-	-	-	-	-	1,956,604	1,956,604	1,956,604
Other comprehensive income for the year ended June 30, 2013	-	-	-	-	-	-	-	-
Transfer to statutory reserve	-	391,321	-	-	-	(391,321)	(391,321)	-
Distribution @ 1.2 % declared for the year ended June 30, 2012	-	-	-	-	-	(1,504,800)	(1,504,800)	(1,504,800)
Balance at June 30, 2013	125,400,000	24,716,601		(3,037,125)		(73,774,472)	(76,811,597)	73,305,004
Profit for the year ended June 30, 2014	-	-	-	-	-	2,528,254	2,528,254	2,528,254
Other comprehensive income for the year ended June 30, 2014	-	-	-	-	-	-	-	-
Transfer to statutory reserve	-	505,851	-	-	-	(505,851)	(505,851)	-
Distribution @ 1.2 % declared for the year ended June 30, 2013	-	-	-	-	-	(1,504,800)	(1,504,800)	(1,504,800)
Balance at June 30, 2014	125,400,000	25,222,452		(3,037,125)		(73,255,869)	(76,292,994)	74,329,458

Somebody negative represents permit set aside to comply with the Presidential Regulations for Molecules to transfer not less than 20% and not more than 50% of its after-tax profit for each year. Furthermore, a sum not less than 5% of the after-tax profit is to be transferred.

The answered notes form an integral part of the foregoing statements.

...in the non-employment of relief as well as office. These financial statements have been viewed by two directors instead of three, and two directors.

www.pearsoned.com.au/education

[Signature]
DIRECTOR

[Signature]
DIRECTOR

DIRECTOR

Director



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2014

1. LEGAL STATUS AND NATURE OF BUSINESS

1.1 First Pak Modaraba (the Modaraba) is a multipurpose, perpetual Modaraba. The Modaraba is registered under the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980 and the Modaraba Companies and Modaraba Rules, 1981 and is managed by Royal Management Services (Private) Limited, a company incorporated in Pakistan under the Companies Ordinance 1984. The Modaraba is listed on the Karachi, Lahore and Islamabad Stock Exchanges. The Modaraba is currently engaged in various modes of Islamic funding and business which include Ijarah financing, Diminishing Musharika financing, deployment of fund as investment in liquidated securities. Registered office of the Modaraba is situated at Beverly Centre, 56-G, Blue Area, Islamabad.

1.2 In pursuance of a show cause notice dated July 09, 2010 and July 22, 2010 issued to the Royal Management Services (Private) Limited (RMSL) and after taking approval from the Securities and Exchange Commission of Pakistan (SECP) under 20 (2) of the Modaraba Ordinance, 1980, the Registrar Modarabas passed an order dated October 28, 2010 under section 20 (1)(a)(iv) to remove the Modaraba Company, Royal Management Services (Private) Limited (RMSL) and appointed another Modaraba Management Company as Administrator to takeover and manage the affairs of Modaraba in place of RMSL. RMSL challenged the order in the Sindh High Court (the Court) and the Court has suspended the said order of the Registrar Modarabas till the decision of the case with the remark, that the order was passed without giving opportunity of fair trial in terms of Article 10-A of the Constitution of Pakistan. On May 22, 2014 High Court of Sindh dismissed CP filed by the Modaraba Company (RMSL) on technical grounds. RMSL has taken stay order from Sindh High Court in respect of the implementation of order of Registrar Modaraba for filing an appeal in Supreme Court against the order of Sindh High Court. RMSL has challenged the High Court decision in the Supreme Court on 09-06-2014, the matter is pending in the Supreme Court of Pakistan.

1.3 The position of Chief Executive Officer (CEO) is filled during the year for the purpose of complying with section 199 of the companies ordinance, 1984, the Registrar Modaraba approved the appointment of one of the existing directors as the CEO on January 06, 2014 for the period of 6 months as a stop gap arrangement. The same has lapsed subsequent to the balance sheet date. In the absence of CEO the board is directly managing the affairs of Modaraba.

1.4 The Financial Statements is presented in Pak Rupees, which is the Modarabas functional and presentation currency

2. BASIS OF PREPARATION

2.1 Statement of Compliance

These financial statements have been 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, Islamic Financial Accounting Standards (IFAS) issued by the Institute of Chartered Accountants of Pakistan, the requirements of the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980, Modaraba Companies and Modaraba Rules, 1981 and directives issued by the Securities and Exchange Commission of Pakistan (SECP). Wherever the requirements of the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980, Islamic Financial Accounting Standards (IFAS), Modaraba Companies and Modaraba Rules, 1981 and directives issued by SECP differ with the requirements of IFRS, the requirements of the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980, Islamic Financial Accounting Standards (IFAS), Modaraba Companies and Modaraba Rules, 1981 or the directives issued by SECP prevail.



2.2 Initial application of standards, amendments or an Interpretation to existing standards

a) Standards, amendments or interpretations which became effective during the year:

Standards, amendments to published standards and interpretations that are effective in year beginning from July 01, 2013 and are relevant to the company:

IAS 1, 'Financial statement presentation' regarding other comprehensive income, emphasizes on the requirement for entities to group items presented in other comprehensive income (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The application of the amendment has not affected the results or net assets of the Company as it is only concerned with presentation and disclosures.

IAS 16 Property, Plant and Equipment is amended to clarify the accounting of spare parts, stand-by equipment and servicing equipment. Applicable to annual periods beginning on or after January 1, 2013.

IAS 32 Financial Instruments: Presentation - Applicable to annual periods beginning on or after 1 January 2013, is amended to clarify that IAS 12 Income Taxes applies to the accounting for income taxes relating to distributions to holders of an equity instrument and transaction costs of an equity transaction.

IAS 34 Interim Financial Reporting is amended, Applicable to annual periods beginning on or after 1 January 2013, to align the disclosure requirements for segment assets and segment liabilities in interim financial reports with those in IFRS 8 Operating Segments.

IAS 28 "Investments in Associates and Joint Ventures", applicable to annual reporting periods beginning on or after January 1, 2013.

IFRS 12, 'Disclosure of interests in other entities', effective for annual periods beginning on or after January 1, 2013.

IFRS 13, 'Fair value measurement', effective for annual periods beginning on or after January 1, 2013.

IAS 19 (revised) 'Employee Benefits' has eliminated the corridor approach and requires to calculate finance cost on net funding bases. The Company has applied this change in accounting policy retrospectively in accordance with IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' and recorded unrecognized actuarial losses net of taxes associated with retirement benefit plan by adjusting the opening balance of unappropriated profit and retirement benefit for the prior years presented.

b) New / revised accounting standards, amendments to published accounting standards, and interpretations that are not yet effective:

IFRIC 21- Levies 'an Interpretation on the accounting for levies imposed by governments' (effective for annual periods beginning on or after 1 January 2014). IFRIC 21 is an interpretation of IAS 37 Provisions, Contingent Liabilities and Contingent Assets. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event (known as an obligating event). The Interpretation clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. The Interpretation is not likely to have an impact on Company's financial statements.

Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32) - (effective for annual periods beginning on or after 1 January 2014). The amendments address inconsistencies in current practice when applying the offsetting criteria in IAS 32 Financial Instruments: Presentation. The amendments clarify the meaning of 'currently has a legally enforceable right of set-off'; and that some gross settlement systems may be considered equivalent to net settlement. The amendments are not likely to have an impact on Company's financial statements.

Amendment to IAS 36 'Impairment of Assets' Recoverable Amount Disclosures for Non-Financial Assets (effective for annual periods beginning on or after 1 January 2014). These narrow-scope amendments to IAS 36 Impairment of Assets address the disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal.



Amendments to IAS 39 'Financial Instruments: Recognition and Measurement' Continuing hedge accounting after derivative novation (effective for annual periods beginning on or after 1 January 2014). The amendments add a limited exception to IAS 39, to provide relief from discontinuing an existing hedging relationship when a novation that was not contemplated in the original hedging documentation meets specific criteria.

Amendments to IAS 38 Intangible Assets and IAS 16 Property, Plant and Equipment (effective for annual periods beginning on or after 1 January 2016) introduce severe restrictions on the use of revenue-based amortization for intangible assets and explicitly state that revenue-based methods of depreciation cannot be used for property, plant and equipment. The rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate can be overcome only when revenue and the consumption of the economic benefits of the intangible asset are 'highly correlated', or when the intangible asset is expressed as a measure of revenue. The amendments are not likely to have an impact on Company's financial statements.

Agriculture: Bearer Plants [Amendment to IAS 16 and IAS 41] (effective for annual periods beginning on or after 1 January 2016). Bearer plants are now in the scope of IAS 16 Property, Plant and Equipment for measurement and disclosure purposes. Therefore, a company can elect to measure bearer plants at cost. However, the produce growing on bearer plants will continue to be measured at fair value less costs to sell under IAS 41 Agriculture. A bearer plant is a plant that: is used in the supply of agricultural produce; is expected to bear produce for more than one period; and has a remote likelihood of being sold as agricultural produce. Before maturity, bearer plants are accounted for in the same way as self-constructed items of property, plant and equipment during construction.

Amendments to IAS 27 'Separate Financial Statements' (effective for annual period beginning on or after 1 January 2016). The amendments to IAS 27 allow entities to use equity method to account for its investment in subsidiaries, joint ventures and associates in the Separate Financial Statements. Management is currently evaluating the implication of the amendment.

Annual Improvements 2010-2012 and 2011-2013 cycles (most amendments will apply prospectively for annual period beginning on or after 1 July 2014). The new cycle of improvements contain amendments to the following standards:

IFRS 2 'Share-based Payment'. IFRS 2 has been amended to clarify the definition of 'vesting condition' by separately defining 'performance condition' and 'service condition'. The amendment also clarifies both: how to distinguish between a market condition and a non-market performance condition and the basis on which a performance condition can be differentiated from a vesting condition.

IFRS 3 'Business Combinations'. These amendments clarify the classification and measurement of contingent consideration in a business combination. Further IFRS 3 has also been amended to clarify that the standard does not apply to the accounting for the formation of all types of joint arrangements including joint operations in the financial statements of the joint arrangement themselves.

IFRS 8 'Operating Segments' has been amended to explicitly require the disclosure of judgments made by management in applying the aggregation criteria. In addition this amendment clarifies that a reconciliation of the total of the reportable segment's assets to the entity assets is required only if this information is regularly provided to the entity's chief operating decision maker. This change aligns the disclosure requirements with those for segment liabilities.

Amendments to IAS 16 'Property, plant and equipment' and IAS 38 'Intangible Assets'. The amendments clarify the requirements of the revaluation model in IAS 16 and IAS 38, recognizing that the restatement of accumulated depreciation (amortization) is not always proportionate to the change in the gross carrying amount of the asset.

IAS 24 'Related Party Disclosure'. The definition of related party is extended to include a management entity that provides key management personnel services to the reporting entity, either directly or through a group entity.

IAS 40 'Investment Property'. IAS 40 has been amended to clarify that an entity should: assess whether an acquired property is an investment property under IAS 40 and perform a separate assessment under IFRS 3 to determine whether the acquisition of the investment property constitutes a business combination.



IFRIC 21- Levies 'an interpretation on the accounting for levies imposed by governments' (effective for annual periods beginning on or after 1 January 2014). IFRIC 21 is an interpretation of IAS 37 Provisions, Contingent Liabilities and Contingent Assets. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event (known as an obligating event). The interpretation clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy.

Amendment to IAS 36 "Impairment of Assets" Recoverable Amount Disclosures for Non-Financial Assets (effective for annual periods beginning on or after 1 January 2014). These narrow-scope amendments to IAS 36 Impairment of Assets address the disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal. These are not expected to have any impact other than increased disclosures.

Securities and Exchange Commission of Pakistan (SECP) vide SRO 833(1)/2014 dated 10th July 2014 has approved the below IFRSs:

- IFRS 10 'Consolidated Financial Statements'
- IFRS 11 'Joint Arrangements'
- IFRS 12 'Disclosure of interests in other entities'
- IFRS 13 'Fair Value Measurement'

2.3 Islamic Financial Accounting Standard - 1

During the year ended June 30, 2005, the Securities and Exchange Commission of Pakistan notified the Islamic Financial Accounting Standard 1 issued by the Institute of Chartered Accountants of Pakistan relating to accounting for Murabaha transaction undertaken by a bank / financial institution, effective for financial periods beginning on or after January 1, 2006. The Modaraba adopted this standard effective from July 1, 2006.

2.4 Islamic Financial Accounting Standard - 2

During the year ended June 30, 2008, Islamic Financial Accounting Standard 2 'Ijarah' issued by the Institute of Chartered Accountants of Pakistan which was notified by the Securities and Exchange Commission of Pakistan vide an SRO 431(1)/2007 dated May 5, 2007 was adopted. Under the above IFAS 2, the 'Ijarah' transactions are accounted for in the following manner:

- Mujiir (lessors) shall present the assets subject to Ijarah in their balance sheet according to the nature of the asset, distinguished from the assets in own use.
- Costs, including depreciation on the assets given on Ijarah, incurred in earning the Ijarah income shall be recognized as an expense.
- Ijarah income shall be recognized in income on an accrual basis as and when the rental becomes due, unless another systematic basis is more representative of the time pattern in which the benefit of the use derived from the leased asset is diminished.
- SECP, vide its letter No. SC/ M/ RW/ SCM /2008 dated March 9, 2008, allowed that in case of Modarabas, IFAS-2 shall be applied for Ijarah transactions executed on or after July 1, 2008.

3. Basis of Measurement

These financial statements have been prepared under the historical cost convention, except for certain investments which have been measured at fair value / equity method.



4. SIGNIFICANT ACCOUNTING POLICIES

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

4.1 Property and equipment

(i) Ijarah and amortization

Ijarah assets are stated at cost less accumulated amortization and impairment loss (if any). Amortization is charged to income applying the straight line method whereby the cost of an asset, less its residual value, is written off over its lease period. In respect of additions and disposals during the year, amortization is charged proportionately to the period of lease.

(ii) In own use and depreciation

Operating assets are stated at cost less accumulated depreciation and impairment loss (if any). Depreciation is charged to profit and loss account applying the straight-line method whereby the cost of an asset is written off over its estimated useful life. In respect of additions and disposal during the year, depreciation is charged proportionately to the period of use.

Profit or loss on disposal of assets is recognized as income or expense.

Assets' residual values, if significant and their useful lives are reviewed and adjusted, if appropriate, at each balance sheet date.

Maintenance and normal repairs are charged to income as and when incurred.

4.2 Investments

The Company determines the appropriate classification of its investments at the time of purchase of investment and re-evaluates this classification on a regular basis. The existing investment portfolio of the Company has been categorized as follows:

Held-for-trading "at fair value through profit and loss"

These are investments which are acquired principally for the purpose of generating profits from short-term fluctuations in market prices, interest rate movements, dealer's margin or are investments included in a portfolio in which a pattern of short-term profit taking exists.

Available for sale

These are investments that are intended to be held for an indefinite period of time and which may be sold in response to need for liquidity or changes to interest rates, exchange rates or equity prices.

Held to maturity

These are investments with fixed or determinable payments and fixed maturity that the Company has the positive intention and ability to hold to maturity.

All investments are initially recognized at cost, being the fair value of the consideration given. Cost includes transaction costs associated with the investment. Subsequent to initial recognition, held-for trading and available-for-sale investments for which active market exists, are measured at their market value while held-to maturity investments are stated at amortized cost using the effective interest rate method less impairment, if any.

Any surplus or deficit on revaluation of held-for-trading investments are charged to income currently, while in case of available-for-sale investments, the resulting surplus/(deficit) is kept in a separate account and is shown in the balance sheet below the shareholders' equity as surplus/(deficit) on revaluation of investments. At the time of disposal the respective surplus or deficit is transferred to income currently.



Unquoted available for sale investments, except where an active market exists, are carried at cost less accumulated impairment losses, if any.

Impairment of investments is recognized when there is a permanent diminution in their values. Provision for impairment in the value of investment, if any, is taken to the profit and loss account.

4.3 Ijarah rentals receivable, Ijarah, murabaha and musharika finances

Receivables considered doubtful are provided for in accordance with the requirement of the Prudential Regulations for Modarabas. Specific provision is also made for receivables considered doubtful.

4.4 Staff retirement benefits

Defined contribution plan

The Modaraba operates a defined contribution provident fund for all employees. Equal monthly contributions are made both by the Modaraba and the employees to the fund at the rate of 5.33% of basic salary.

4.5 Provisions

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

4.6 Impairment

Financial Assets

Impairment is recognized by the Modaraba on the basis of provision requirements given under Prudential Regulations for Modaraba and subjective evaluation carried out on an ongoing basis.

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

Available-for-sale financial investments

For available-for-sale financial investments, the Modaraba assesses at each balance sheet date whether there is objective evidence that an investment or a group of investments is impaired. In the case of equity investments classified as available-for-sale, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. Where there is evidence of impairment, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognized in the profit and loss account - is removed from equity and recognized in the profit and loss account. Impairment losses on equity investments are not reversed through the profit and loss account; increases in their fair value after impairment are recognized directly in equity.

In the case of debt instruments classified as available-for-sale, impairment is assessed based on the same criteria as financial assets carried at amortized cost. Interest continues to be accrued at the original effective interest rate on the carrying amount of the asset and is recorded as part of 'Interest and similar income'. If, in a subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in the profit and loss account, the impairment loss is reversed through the profit and loss account.



All impairment losses are recognized in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognized previously in equity is transferred to profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. For financial assets measured at amortized cost and available-for-sale financial assets that are debt securities, the reversal is recognized in profit or loss. For available-for-sale financial assets that are equity securities, the reversal is recognized directly in equity.

Non-financial assets

The Moderaba assesses at each balance sheet date whether there is any indication that assets except deferred tax assets and investment property may be impaired. If such indication exists, the carrying amounts of such assets are reviewed to assess whether they are recorded in excess of their recoverable amount. Where carrying values exceed the respective recoverable amount, assets are written down to their recoverable amounts and the resulting impairment loss is recognized in profit and loss account. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

Where impairment loss for asset subsequently reverses, the carrying amount of the asset is increased to the revised recoverable amount but limited to the extent of initial cost of the asset. Reversal of impairment loss is recognized as income.

4.7 Revenue recognition

4.7.1 Ijarah rentals

Income from Ijarah is recognized as and when lease rentals become due on a systematic basis over the lease and Ijarah period.

4.7.2 Hire purchase transactions

For hire purchase transactions, the unearned finance income is deferred and taken to income over the period of hire purchase, applying the annuity method to produce a constant rate of return on the net investment.

4.7.3 Morabaha and musharika transactions

Profit from musharika transactions is recognized on the basis of pro rata accrual of the profit estimated for the transaction over the period.

Profit from morabaha finance is accounted for on culmination of morabaha transaction. However, the profit on that portion of morabaha finance not due for payment is deferred by accounting for "Deferred Morabaha Income" with a corresponding credit to "Unearned Morabaha Income" which is recorded as a liability. The same is then recognized on a time proportion basis.

4.7.4 Dividend Income

Dividend is recognized as income when the right of receipt is established.

4.7.5 Markup Income

Mark-up / return on deposits / investments is recognized on accrual basis using the effective interest rate method.



4.6 Taxation

Current

Provision for taxation is made on taxable income if any, at the prevailing rates of tax after taking into account any tax credit available.

The income of non-trading Modaraba is exempt from taxation under clause 100 of Part 1 of the Second schedule of the Income Tax Ordinance, 2001, subject to the condition that not less than 90% of its income excluding realized and unrealized capital gains for the period is distributed amongst the certificate holders.

Deferred

Deferred income tax is provided using the liability method for all temporary differences at the balance sheet date between tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liability is generally recognized for all taxable temporary differences. Deferred income tax asset is recognized for all deductible temporary differences and carry forward of unused tax losses, if any, to the extent that it is probable that taxable profit will be available against which such temporary differences and tax losses can be utilized.

Deferred income tax assets and liabilities are measured at the tax rate that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the balance sheet date.

4.8 Foreign currencies translation

Monetary assets and liabilities in foreign currencies are translated into Pak Rupees at the rates of exchange approximating to those prevalent on the balance sheet date. Foreign currency transactions are converted into Rupees at the rate of exchange prevailing on the date of transactions. Exchange gains and losses on translation are taken to income currently.

4.10 Financial assets

Financial assets comprise of Ijarah rentals receivable, investments, morabaha finances, deposits, other receivables, excluding taxation. Ijarah rentals receivable, morabaha and other receivables are stated at cost as reduced by appropriate allowances for estimated irrecoverable amounts.

4.11 Financial liabilities

Financial liabilities are classified according to the substance of contractual arrangements entered into. Significant financial liabilities includes Ijarah deposits and accrued and other liabilities.

4.12 Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash in hand, with banks on current, savings and deposit accounts, as well as balance held with the State Bank of Pakistan (SBP).

4.13 Offsetting of financial assets and financial liabilities

A financial asset and a financial liability is offset and the net amount reported in the balance sheet, if the Modaraba has a legal enforceable right to set off the transaction and also intends either to settle on a net basis or to realize the asset and settle the liability simultaneously. Corresponding income on the assets and charge on the liability is also off-set.

**4.14 Profit distribution**

Profit distribution to the Modaraba's Certificate Holders is recognized as a liability in the financial statements in the period in which the dividends are approved by the board of Modaraba Company.

4.15 Significant accounting estimates and judgment

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

- i) Classification of Investments (Note 6)
- iii) Provision against doubtful Investments (Note 6)
- ii) Depreciation/amortization on property, plant and equipment (Note 10 & 11)

5. CASH AND BANK BALANCES

	Note	2014 Rupees	2013 Rupees
Cash in hand		4,360	940
Cash at banks			
Current accounts		31,026,336	3,904,172
Saving accounts	5.1	457,821	44,466,402
		31,484,157	48,370,574
		<u>31,488,537</u>	<u>48,371,514</u>

5.1 Effective mark-up rate in respect of PLS accounts ranges from 5% to 10.25 % (June 2013 : 5% to 10.25%) per annum.

6. INVESTMENTS

Available for sale	6.1	1,837,875	1,837,875
Held for trading at fair value through profit or loss account	6.2	14,453,135	7,655,341
Amortized Cost - term deposit receipts	6.3	-	1,350,000
		<u>16,291,010</u>	<u>10,843,216</u>

6.1 Available for sale

Fully paid ordinary shares of Rs 10 each.



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2014 Number of Shares Unquoted securities	2013	Name of company	2014 Rupees	2013 Rupees
487,500	487,500	Prudential Securities Limited		
		Cost	4,875,000	4,875,000
		Less: Fair value adjustments	(3,037,125)	(3,037,125)
			<u>1,837,875</u>	<u>1,837,875</u>

6.1.1 Latest financial statements of investee company are not available. The breakup value of shares based on last available audited financial statements for the year ended June 30, 2008 was Rs. 3.77 (2013: Rs 3.77) per share.

6.2 Held for trading at fair value through profit or loss account

Unless stated otherwise, the holdings are in the fully paid ordinary shares / certificates / units of Rs 10/- each.

2014 Number of Certificates / Shares	2013	Name of Company	2014 Rupees	2013 Rupees
		Open-end Mutual Funds		
-	30,821	MCB Islamic Income Fund Type-A (Face value of certificate Rs.100/- each)	-	3,118,901
9,623	-	AJ-Ameen Islamic Principal Preservation Fund II Oil and gas	974,060	-
2,000	-	National Refinery Limited	430,740	-
-	1,000	Attock Refinery Limited	-	172,550
16,600	-	Pakistan Petroleum Limited	3,724,210	-
-	1,000	Mad Petroleum Company Limited	-	138,570
1,000	-	Pakistan State Oil Limited	366,850	-
5,000	-	Shell Pakistan, Limited	1,361,400	-
		Chemicals		
-	60,000	Fauji Fertilizer Bin Qasim Limited	-	2,252,400
5,000	3,000	Fauji Fertilizer Company Limited	561,250	322,290
		Construction and materials		
-	6,000	D.G. Khan Cement Company Limited	-	602,140
18,000	-	Charal Cement Limited	1,178,260	-
100,000	-	Fuji Cement Limited	1,924,000	-
		Software and Computer services		
10,000	-	NetSol Technologies	292,200	-
		Food Producers		
26,500	4,000	Engro Foods Limited	2,717,045	563,080
		Personal Goods		
-	1,000	Nishat Mills Limited	-	94,210
		Electricity		
15,000	8,000	The Hub Power Company Limited	881,100	493,200
		Suspended / Delisted Company		
120,000	120,000	Prudential Investment Bank Limited	-	-
279,749	279,749	Pakistan Industrial & Commercial Leasing Limited	-	-
			<u>14,463,135</u>	<u>7,655,341</u>



	Note	2014 Rupees	2013 Rupees
6.2.1 Unrealized loss on changes in fair value of held for trading investments			
Weighted average cost of investments		15,052,201	7,719,250
Unrealized loss on changes in fair value of held for trading investments		(599,066)	(83,909)
Market value of investments		<u>14,453,135</u>	<u>7,635,341</u>

6.3 Amortized cost - Term Deposit Receipts

• Other receivables	8.3.1	1,350,000
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6.3.1 This represent investments made in the term deposit certificate of Invest Capital Investment Bank Limited (ICIBL). The management of the Modaraba on April 30, 2012 entered into a settlement agreement with the ICIBL against total outstanding balance of Rs. 5,000,000. As per revised terms the ICIBL paid Rs. 500,000/- at the time of signing the agreement and remaining investment to be paid in 20 equal installments which have been received as of June 30, 2014.

7. MORABAHA FINANCE

Morabaha finance - Unsecured	7.1	15,319,705	15,319,705
Less: Provision for doubtful morabaha finance		<u>(15,319,705)</u>	<u>(15,319,705)</u>

7.1 This include amount of Morabaha finance receivable from five different parties. These amounts are outstanding since many years. As per term of agreement, the profit against these finance ranged from 16.5% to 20%, however, based on the guidelines of prudential regulation for Modaraba, total profit against these finances are fully suspended.

8. IJARAH RENTALS RECEIVABLE

Considered good	74,496
Considered doubtful	<u>119,542</u>
	<u>119,542</u>
Less: Provision for doubtful receivables	<u>(119,542)</u>
	<u>74,496</u>

8.1 Movement of provision

Opening balance	119,542	119,542
Reversal during the year	<u>-</u>	<u>194,038</u>
Closing balance	<u>119,542</u>	<u>119,542</u>

8.2 Future minimum Ijarah rentals receivable

Within one year	-	49,664
After one year but not more than five years	<u>-</u>	<u>49,664</u>



Note **2014** **2013**
 Rupees **Rupees**

9. ADVANCES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

Considered good

Profit Receivable on Diminishing Musharika		147,641	-
Advance Sindh Sales Tax		13,000	-
Advance tax		1,278	40,417
Advance to staff		22,000	87,000
Deposit	9.1	1,600,000	1,000,000
Prepayments		181,781	175,367
Profit receivable - on bank deposits and TDR		300,596	185,172
Receivables against sale of shares-PSL & PCML	9.2 & 9.3	14,642,404	11,604,720
Others	9.4	890,050	806,558
		17,408,751	13,989,234

Considered doubtful

Profit receivable on Morabaha finance		4,028,913	4,028,913
		21,437,664	18,028,147
Less: Provision for doubtful receivables		(4,028,913)	(4,028,913)
		17,408,751	13,989,234

9.1 The amount was paid to Prudential Securities Limited (PSL) as advance for purchase of securities. Operations of PSL has been ceased by Karachi Stock Exchange Limited (KSE). Modaraba has filed claim with KSE for the amount.

9.2 It include Rs. 10.476 million (2013: Rs. 10.476 million) receivable from PSL. As mentioned in note 9.1 operations of PSL has been ceased by Karachi Stock Exchange Limited (KSE) and the Modaraba has filed claim with KSE for the amount.

9.3 It include Rs. 999,832 receivable from Pearl Capital Management Limited (PCML). The operations of PCML has been ceased by Karachi Stock Exchange Limited.

9.4 It includes Rs. 886,442 (2013: Rs. 886,442) receivable from the Modaraba Management Company in respect of various expenses paid on their behalf.



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10. PROPERTY AND EQUIPMENT -UJARAH

	Cost		Amortisation		Rate%
	at July 1, 2013	Additions/ (Disposals) at June 30, 2014	Accumulated at July 1, 2013	For the year ended June 30, 2014	
Vehicles	1,217,000	(958,000)	892,341	37,259 (570,500)	33.33

- For comparative period

	Cost		Amortisation		Rate%
	at July 1, 2012	Additions/ (Disposals) at June 30, 2013	Accumulated at July 1, 2012	For the year ended June 30, 2013	
Vehicles	1,217,000	1,271,000	868,808	223,533	33.33



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11. PROPERTY AND EQUIPMENT - OWNED

	Cost			Depreciation		Rate%
	at July 1, 2013	Additional/ (Disposals)	at June 30, 2014	Accumulated at July 1, 2013	For the year / (on disposals) June 30, 2014	
Office equipment	289,307	29,015 (20,000)	289,322	263,845	19,148 (20,000)	33.33
Furniture and fixtures	41,445	(1,800)	39,645	30,843	1,260 (1,800)	10
Motor vehicles	165,900		165,900	78,857	25,550	20
	496,652	29,015 (21,800)	503,867	373,545	45,958 (21,800)	
					105,184	

- For comparative period

	Cost			Depreciation		Rate%
	at July 1, 2012	Additional/ (Disposals)	at June 30, 2013	Accumulated at July 1, 2012	For the year / (on disposals) June 30, 2013	
Office equipment	360,794	30,900 (102,387)	289,307	332,288	33,844 (102,387)	33.33
Furniture and fixtures	96,295	10,000 (64,850)	41,445	76,917	8,127 (54,201)	10
Motor vehicles	82,400	83,500	165,900	57,070	21,787	20
	539,489	124,400 (167,237)	496,652	466,275	63,858 (156,588)	
					123,107	

**11.1. Disposal of property and equipment -own**

Following assets were disposed off during the year - by negotiations:

Particulars	Cost	Accumulated depreciation	Written down value	Sale proceed	Particulars of buyers
-----Rupees-----					
Office equipment	20,000	20,000	-	4,000	Mr. Qadri Hassan
Furniture and fixtures	1,800	1,800	-	500	Mr. Qadri Hassan
June 30, 2014	21,800	21,800	-	4,500	

	Note	2014 Rupees	2013 Rupees
12. DIMINISHING MUSHARIKA			
Diminishing Musharika	12.1	12,143,205	-
Less: Current Portion of Diminishing Musharika		(2,207,753)	-
		<u>9,935,452</u>	<u>-</u>

12.1 These carry profit rate at 14.59% per annum and are payable on monthly basis over a period of 3 years with a grace period of 1 year.

13. LONG TERM ADVANCES AND DEPOSITS

Long term deposits	45,750	45,750
	<u>45,750</u>	<u>45,750</u>

14. LONG TERM IJARAH DEPOSITS

Ijarah deposits	-	287,400
Current portion	-	(287,400)
	<u>-</u>	<u>-</u>

15. ACCRUED AND OTHER LIABILITIES

Workers welfare fund	15.1	545,419	492,736
Auditors' remuneration		310,000	335,000
Charity fund payable		66,072	6,724
Other payables	15.2	<u>2,777,787</u>	<u>115,102</u>
		<u>3,699,278</u>	<u>949,662</u>

**15.1 Worker welfare fund**

The Finance Act 2008 introduced an amendment to the Workers' Welfare Fund Ordinance, 1971 (WWF Ordinance). Through these amendments Workers' Welfare Fund (WWF) is payable @2% of the profit before taxation as per the financial statements or taxable income which ever is higher.

During the year 2011, the Honorable Lahore High Court (LHC) in a constitutional petition relating to the amendments brought in the WWF Ordinance, 1971 through the Finance Act, 2006, and the Finance Act 2008, has declared the said amendments as unlawful and unconstitutional and struck them down. In March 2013 a larger bench of the Sindh High Court (SHC) in various constitutional petitions declared that amendments brought in the WWF Ordinance, 1971 through the Finance Act, 2006, and the Finance Act 2008, do not suffer from any constitutional or legal infirmity.

The Management Company, as a matter of abundant caution, has made the provision for WWF amounting to Rs. 545,419/- in these financial statements.

15.2 It include Rs. 2,610,000 payable on account of offer for sale of PPL book account in respect of 16,600 PPL shares allotted to First Pak Modaraba in the Book Building process of PPL.

15. CERTIFICATE CAPITAL

2014	2013		2014	2013
Number of Certificates			Rupees	Rupees
Authorised				
<u>15,000,000</u>	<u>15,000,000</u>	Modaraba certificates of Rs.10/- each	<u>150,000,000</u>	<u>150,000,000</u>
10,000,000	10,000,000	Issued, subscribed and paid-up Modaraba certificates of Rs.10/- each fully paid in cash	100,000,000	100,000,000
2,540,000	2,540,000	Modaraba certificates of Rs.10/- each fully paid bonus certificates	25,400,000	25,400,000
<u>12,540,000</u>	<u>12,540,000</u>		<u>125,400,000</u>	<u>125,400,000</u>

As at June 30, 2014, the Royal Management Services (Private) Limited (the Management Company) held 1,254,000 (2013: 1,254,000) certificates of Rs. 10 each.

17. CONTINGENCIES AND COMMITMENTS

No contingencies and commitments exist at the year end.



FIRST PAK MODARABA

	Note	2014 Rupees	2013 Rupees
15. ADMINISTRATIVE EXPENSES			
Salaries, allowances and benefits	15.1, 15.2 & 15.3	1,032,123	1,080,351
Fees and subscription		714,422	801,811
Telephone and postage		385,669	415,299
Legal and professional		57,200	70,000
Registrar services		240,000	360,000
Auditors' remuneration	15.4	355,150	418,000
Travelling and conveyance		91,604	171,811
Printing and stationery		205,733	156,344
Transaction cost on investment		122,071	58,430
Repairs and maintenance		61,905	146,071
Security services		117,000	118,161
Rent, rate and taxes		1,751	57,227
Electricity, water and gas		93,776	45,485
Entertainment		1,510	77,516
Depreciation-owned assets		45,958	63,858
Insurance		20,670	20,161
Bank charges		13,122	10,156
Miscellaneous		96,791	112,523
		<u>3,656,355</u>	<u>3,981,003</u>

15.1 It includes charge for provident fund as follows

- Provident fund	40,987	41,796
	<u>40,987</u>	<u>41,796</u>

15.2 DISCLOSURES RELATING TO PROVIDENT FUND

(i) Size of the fund	442,651	509,664
(ii) Cost of Investment made	397,938	425,113
(iii) Percentage of Investment made	89.9%	83.4%

Breakup of Investment -at fair value

Deposit with Silk Bank.	397,938	425,113
	<u>397,938</u>	<u>425,113</u>

Percentage of Investment

Deposit Account	100%	100%
	<u>100%</u>	<u>100%</u>

These investments are made meeting the requirement of section 227 of Companies Ordinance 1984 and Employee's Provident Fund Rules 1996.



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18.3 The aggregate amounts incurred during the year for remuneration including all benefits to officers and other employees of the Company are given below:

REMUNERATION OF OFFICERS AND OTHER EMPLOYEES

	2014			2013		
	Officers	Other Employees	Total	Officers	Other Employees	Total
	Rupees			Rupees		
Remuneration	579,000	329,129	908,129	584,000	351,600	945,600
Provident fund	24,828	16,169	40,997	24,828	16,968	41,796
Medical expenses	24,828	16,169	40,997	24,828	26,127	50,955
Others	42,000	-	42,000	42,000	-	42,000
	<u>670,656</u>	<u>361,467</u>	<u>1,032,123</u>	<u>685,656</u>	<u>394,695</u>	<u>1,080,351</u>
No. of persons	3	4		3	3	

18.3.1 The position of chief executive is vacant since October 2008.

18.3.2 In Addition, the chief financial officer is paid monthly fuel and mobile allowance amounting to Rs 2,500 and 1,000 respectively (2013: 2,500 & 1,000)

18.3.3 The total number of employees as at June 30th are 7 (2013: 6) and the average number of employees during the year equates to 7 (2013: 6)

	2014 Rupees	2013 Rupees
18.4 AUDITORS' REMUNERATION		
Statutory audit fee	18.4.1 175,000	275,000
Half year review fee	100,000	75,000
Review of code of corporate governance	25,000	25,000
CDC certification	25,000	10,000
Out of pocket expenses	30,150	33,000
	<u>356,150</u>	<u>418,000</u>

18.4.1 As per letter no. SC/R/MW/Pak/2014-08 audit fee for the year has been approved by the registrar modaraba.

19. Provision for Taxation

Current		
for prior year	-	80,908

The income of the Modaraba is exempt from tax, provided not less than 90% of their profits are distributed to the certificate holders. The management intends to distribute the profit and accordingly no provision for tax has been made in the current year. The Modaraba is also exempt from the provisions of section 113 (minimum tax) under clause 11 of Part IV of the Second Schedule of the Income Tax Ordinance, 2001.

20. EARNINGS PER CERTIFICATE - BASIC AND DILUTED

Profit for the year (Rupees)	2,529,254	1,956,604
Weighted average number of ordinary certificates	12,540,000	12,540,000
Earnings per certificate (Rupees per certificate)	0.20	0.16

**21. RELATED PARTY TRANSACTIONS**

The related parties comprise of associated undertakings, directors of the Modaraba Management Company. The Modaraba, in the normal course of business carries out transactions with these related parties. Amounts due from and to related parties and key management personnel, if any, are shown under receivables and payables. Significant transactions with related parties are as follows: -

Relationship with the Company	Nature of transaction	2014 Rupees	2013 Rupees
Modaraba Management Company	Expenses paid on their behalf	-	-
	Dividend paid	150,480	150,480
Provident Fund	Contribution made	40,997	41,798

22. FINANCIAL RISK MANAGEMENT

The Modaraba's activities expose it to a variety of financial risks: market risk (including currency risk, fair value profit rate risk and price risk), credit risk and liquidity risk. The board of directors' of the management company has overall responsibility for the establishment and oversight of the Modaraba's risk management framework.

The Modaraba's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the modaraba's financial performance.

The Modaraba's principal financial liabilities comprise Ijarah deposits, accrued and other liabilities and unclaimed profit distribution. The Modaraba's principal financial assets comprises of Ijarah rentals receivable, modaraba finances, advance, prepayments and other receivables and cash and bank balances that arise directly from its operations. The Modaraba also holds held for trading, available-for-sale, and loan and receivable as its investments.

22.1 Liquidity risk management

Liquidity risk is the risk that the Modaraba will encounter difficulty in meeting its financial obligations as they fall due. Liquidity risk arises because of the possibility that the Modaraba will be required to pay its liabilities earlier than expected or will face difficulty in raising funds to meet commitments associated with financial liabilities as they fall due. The Modaraba's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stress conditions, without incurring unacceptable losses or risking damage to the Modaraba's reputation. Modaraba holds total current assets of Rs. 72.326 million against its current liability of Rs.8.084 million which lead to total surplus of Rs. 64.242 million.

The table below shows an analyses of Modaraba's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to contractual maturity date. However, Modaraba has surplus funds to pay off its liabilities. The amounts in the table are the contractual undiscounted cash flows.



2014	Total	Upto three months Rupees	More than three months and upto one year	More than one year
Accrued and other liabilities	3,689,278	3,689,278	-	-
Unclaimed profit distribution	4,384,535	4,384,535	-	-
Ijarah deposits	-	-	-	-
	<u>6,083,813</u>	<u>6,083,813</u>	<u>-</u>	<u>-</u>
2013				
Accrued and other liabilities	949,562	949,562	-	-
Unclaimed profit distribution	4,129,447	4,129,447	-	-
Ijarah deposits	287,400	287,400	-	-
	<u>5,366,409</u>	<u>5,366,409</u>	<u>-</u>	<u>-</u>

22.2 Credit risk and concentration of credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Modaraba controls credit risk by monitoring credit exposure, limiting transactions with specific counter parties and continually assessing the credit worthiness of counter parties.

The Modaraba is exposed to credit risk from its financing activities (modaraba finance, Ijarah rental receivables), deposits with bank and financial institutions and other receivables.

The Modaraba has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. This information is supplied by independent rating agencies where available and, if not available, the Modaraba uses other publicly available financial information and its own trading records to rate its major customers.

Credit risk from balances with banks and financial institutions is managed by finance department in accordance with the Modaraba's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are approved by the Board of Directors. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through potential counterparty failure.

The Modaraba's maximum exposure to credit risk related to financial instruments at June 30, 2014 and June 30, 2013 is the carrying amounts of following financial assets

	2014	2013
Advances, deposits, prepayments and other receivables	17,406,761	13,958,817
Balances with banks and financial institutions	<u>31,488,537</u>	<u>49,720,574</u>
	<u>48,895,298</u>	<u>63,679,391</u>



The analysis below summarises the quality rating of the major Banks in which the Modaraba deals:

Bank balances	Short Term	Long Term	2014	2013
Habib Bank Limited	A-1+	AAA	31,014,879	20,574,066
Al Baraka Bank (Pakistan) Limited	A1	A	312,902	318,837
Faysal Bank Limited	A1+	AA	8,818	10,330
Burj Bank Limited	A-1	A	8,082	38,683,856
Bank balances	Short Term	Long Term	2014	2013
Bank Alfalah Limited	A1+	AA	118,688	111,124
Invest Capital Investment Bank Limited	D - Default	D - Default	-	1,350,000

Past due but not impaired financings are those for which contractual profit or principal payments are past due, but the Modaraba believes that impairment is not appropriate on the basis of the level of security/collateral available to the Modaraba.

An analysis of the financial assets that are individually impaired as per the accounting policy is as under:

As at June 30, 2014				
OAEM	Substandard	Doubtful	Loss	Total
Ijarah rentals receivable	-	-	119,542	119,542
Morabaha finance	-	-	15,319,705	15,319,705
As at June 30, 2013				
OAEM	Substandard	Doubtful	Loss	Total
Ijarah rentals receivable	-	-	119,542	119,542
Morabaha finance	-	-	15,319,705	15,319,705

Total impairment against these assets as at June 30, 2014 is Rs. 15,439,247/- (June 2013: 15,439,247/-)

The Modaraba manages credit risk and its concentration through diversification of activities to avoid undue concentration of risks with individuals, groups or specific industry segments.

22.3 Market risk

Market risk is the risk that the value of the financial instrument may fluctuate as a result of changes in market interest rates or the market price due to change in credit rating of the issuer or the instrument, change in market sentiments, speculative activities, supply and demand of securities and liquidity in the market. The Modaraba incurs financial liabilities to manage its market risk. All such activities are carried out with the approval of the Board. The Modaraba is exposed to profit risk.

22.3.1 Profit rate risk

The profit rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Majority of the profit rate exposure arises from short term deposits with banks, Ijarah finance and musharaka and morabaha finance. The profit rate risk profile of the modaraba's profit bearing financial instruments is solely on cash and bank balances which is not exposed to significant profit rate risk.



22.3.2 Equity Price Risk

The Modaraba's Equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The modaraba manages the equity price risk through diversification and placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the modaraba's senior management on a regular basis the board if directors of the management company reviews and approves all equity investment decision.

The carrying amount of investments in equity securities carried at fair value as shown in note 6 is as follows.

	2014	2013
Investments	14,453,135	7,655,341

22.3.3 Sensitivity Analysis

The table below summarises the impact of increase / decrease in Karachi stock exchange index on the modaraba's profit after tax and on equity. The analysis is based on the assumption that the equity index had increased / decreased by 5% with all other variables held constant and all modaraba's equity instruments moved on perfect correlation with the index.

	Impact on profit after tax and equity	
	2014	2013
KSE 100 (5% Increase)	722,657	382,767
KSE 100 (5% Decrease)	(722,657)	(382,767)

22.3.4 Currency Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Modaraba at present is not exposed to currency risk as all transactions are carried out in Pak Rupees.

22.4 Fair Value of Financial Instruments

Fair value is an amount for which an asset could be exchanged or a liability settled between knowledgeable and willing parties in an arms length transaction. Carrying values of financial assets and financial liabilities approximate their fair values.

22.4.1 Fair Value Hierarchy

The table below analysis financial instruments carried at fair value by valuation method. The different levels has been defined as follows.

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

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

Level 3: Inputs for the assets or liability that are not based.


June 30, 2014

	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL				
Quoted companies	14,453,135	-	-	14,453,135
Available-for-sale financial assets				
Unlisted entities	-	1,837,875	-	1,837,875
Loan and receivable financial assets				
Term deposit receipt	-	-	-	-
	<u>14,453,135</u>	<u>1,837,875</u>	<u>-</u>	<u>16,291,010</u>

June 30, 2013

	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL				
Quoted companies	7,655,341	-	-	7,655,341
Available-for-sale financial assets				
Unlisted entities	-	1,837,875	-	1,837,875
Loan and receivable financial assets				
Term deposit receipt	-	1,350,000	-	1,350,000
	<u>7,655,341</u>	<u>3,187,875</u>	<u>-</u>	<u>10,843,216</u>

22.5 Financial instrument by category
As at June 30, 2014

	Loan and receivables	Assets at fair value through profit & loss	Available-for-sale	Total
Rupees.....			
ASSETS				
Cash and bank balances	31,488,537	-	-	31,488,537
Investments	-	14,453,137	1,837,875	16,291,012
Ijarah rentals receivable	74,496	-	-	74,496
Advances, prepayments and other receivables	17,408,751	-	-	17,408,751
Accrued profit	-	-	-	-
Advance to staff	22,000	-	-	22,000
Long term deposits	45,750	-	-	45,750
	<u>49,039,534</u>	<u>14,453,137</u>	<u>1,837,875</u>	<u>65,330,546</u>
LIABILITIES				
Ijarah deposits	287,400	-	-	287,400
Accrued and other liabilities	949,562	-	-	949,562
Unclaimed profit distribution	4,129,447	-	-	4,129,447
	<u>5,366,409</u>	<u>-</u>	<u>-</u>	<u>5,366,409</u>



As at June 30, 2013

	Loan and receivables	Assets at fair value through profit & loss	Available-for-sale	Total
	Rupees			
ASSETS				
Cash and bank balances	48,371,514	-	-	48,371,514
Investments	1,350,000	7,855,341	1,837,875	10,643,216
Ijarah rentals receivable	74,496	-	-	74,496
Advances, prepayments and other receivables	13,958,817	-	-	13,958,817
Accrued profit	-	-	-	-
Advance to staff	-	-	-	-
Long term deposits	45,750	-	-	45,750
	<u>63,800,577</u>	<u>7,855,341</u>	<u>1,837,875</u>	<u>73,293,793</u>
LIABILITIES				
Ijarah deposits	287,400	-	-	287,400
Accrued and other liabilities	949,562	-	-	949,562
Unclaimed profit distribution	4,129,447	-	-	4,129,447
	<u>5,366,409</u>	<u>-</u>	<u>-</u>	<u>5,366,409</u>

23. CAPITAL RISK MANAGEMENT

The Modaraba manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to stakeholders through the optimization of the debt and equity balance. As at balance sheet date Modaraba do not have any exposure in short term and long term borrowing and it has sufficient surplus funds to manage the affairs of the Modaraba effectively. Further Modaraba has positive current ratio of 8.95:1 which is assessed as not overstated (2013: 14.57:1).

The Modaraba is continuously endeavoring for invest in risk free business with maximizing returns in order to improve the position of its accumulated reserves, however, due to risky economic and market conditions, the Modaraba is following conservative approach and it is not actively making any major investments or financing of its allowed business.

Consistently with others in the industry, the Modaraba monitors capital on the basis of the debt-to-adjusted capital ratio. Modaraba focus towards the equity based financing and therefore consistent with the previous years. Currently, the Modaraba is not exposed to any external borrowings.

24. SEGMENT INFORMATION

As per IFRS 8, operating segments are reported in a manner consistent with the internal reporting used by the chief decision-maker. The Board of Directors of the Management Company has been identified as the chief decision-makers, who is responsible for allocating resources and assessing performance of the operating segments.

The Chief Financial Officer who is also the member of investment committee is responsible for the Modaraba's entire portfolio and considers the business to have a single operating segment. The Modaraba's asset allocation decisions are based on a single integrated investment strategy and the Modaraba's performance is evaluated on an overall basis.

The internal reporting provided to the Board of Directors of the Management Company for the Modaraba's assets, liabilities and performance is prepared on a consistent basis with the measurement and recognition principles of approved accounting standards as applicable in Pakistan.

The Modaraba is domiciled in Pakistan. All of the Modaraba's income is from investments in entities incorporated in Pakistan.



25. NON-ADJUSTING EVENTS AFTER THE BALANCE SHEET DATE

The Board of Directors have approved profit distribution of Rs. 1,881,000 at the rate of 1.5% (Rs. 0.15 per certificate of Rs 10) for the year ended June 30, 2014. These financial statements do not reflect this distribution.

26. DATE OF AUTHORISATION OF ISSUE

These financial statements has been authorized for issue on October 10, 2014 by the Board of Directors of the Royal Management Services (Private) Limited.

27. CORRESPONDING FIGURES

Corresponding figures have been rearranged and reclassified, wherever necessary for the purposes of comparison and better presentation.

28. GENERAL

Figures have been rounded off to the nearest Rupee.

Due to non-appointment of chief executive officer these financial statements have been signed by two directors instead of chief executive officer and two directors.


DIRECTOR
DIRECTOR



**Summary of key Operating and Financial data of the
Modaraba for last six years.
Year ended June 30**

.....Rupees in million.....

Year	2014	2013	2012	2011	2010	2009
Paid up Capital	125.400	125.400	125.400	125.400	125.400	125.400
Statutory Reserve	25.222	24.717	24.325	23.948	21.262	18.503
Certificate Holders' Equity	74.329	73.305	72.853	75.983	68.312	59.416
Certificate	12.540	12.540	12.540	12.540	12.540	12.540
Current Liabilities	8.084	5.368	5.426	5.478	4.939	4.174
Non-Current Assets	10.057	0.494	2.030	1.956	1.717	3.429
Current Assets	72.326	78.178	78.537	79.971	69.968	60.771
Profit/(Loss) before taxation	2.529	2.038	1.885	13.483	6.398	(33.498)
Taxation	-	-	(0.008)	0.051	(0.501)	-
Earning/(Loss) per Certificate (Rs.)	0.20	0.16	0.15	1.07	0.55	(2.67)
Dividend (%)	1.5%	1.2%	1.2%	3%	5%	Nil

**PATTERN OF SHARE HOLDINGS AS AT 30.06.2014**

NUMBER OF SHARE HOLDERS	SHARE HOLDINGS			TOTAL SHARES HELD
885	1	-	100	38,181
1,360	101	-	500	278,080
1,114	501	-	1000	914,604
540	1001	-	5000	1,030,731
69	5001	-	10000	460,108
42	10001	-	15000	506,821
11	16001	-	20000	162,555
7	20001	-	25000	165,730
5	26001	-	30000	141,214
2	30001	-	35000	61,908
5	35001	-	40000	191,762
1	40001	-	45000	41,954
7	45001	-	50000	335,719
1	60001	-	65000	62,700
1	65001	-	70000	65,835
1	105001	-	110000	109,725
1	110001	-	115000	111,860
3	125001	-	130000	376,475
1	135001	-	140000	137,500
1	145001	-	150000	149,790
1	180001	-	185000	160,500
1	205001	-	210000	205,649
2	245001	-	250000	500,000
1	285001	-	290000	290,000
1	335001	-	340000	337,919
1	340001	-	345000	340,338
1	395001	-	395000	395,000
1	495001	-	500000	500,000
1	565001	-	570000	868,500
1	1035001	-	1040000	1,036,296
1	1250001	-	1255000	1,254,000
1	1305001	-	1310000	1,308,568
<u>4,070</u>				<u>12,540,000</u>



CATEGORIES OF CERTIFICATE HOLDING AS ON 30-06-2014

	No of Certificate holders	No of Certificate Held	Total No of Certificate	Percentage
ASSOCIATED COMPANIES UNDERTAKING AND RELATED PARTIES	1		1,254,000	10.00
ROYAL MANAGEMENT SERVICES (PVT) LIMITED		1,254,000		
NET AND ICP	1		3,500	0.03
INVESTMENT CORPORATION OF PAKISTAN		3,500		
DIRECTORS, C.E.O THEIR SPOUSE AND MINOR CHILDREN	1		25	0.00
MRL. MOHAMMAD MUSHARRAF KHAN		25		
EXECUTIVE	---	---	---	---
PUBLIC SECTOR COMPANIES AND CORPORATIONS.	1		109,725	0.87
STATE LIFE INSURANCE CORPORATION OF PAKISTAN LTD		109,725		
BANKS, DEVELOPMENT FINANCIAL INSTITUTIONS, NON BANKING FINANCIAL INSTITUTIONS, INSURANCE COMPANIES, MODARABA AND MUTUAL FUNDS	6		4,744	0.04
THE BANK OF KHYBER		1,526		
NATIONAL DEVELOPMENT LEASING CORPORATION LTD.		350		
NEW JUBILEE INSURANCE COMPANY LTD.		500		
L.T.V. CAPITAL MODARABA		1,345		
FIRST PRUDENTIAL MODARABA		100		
MODARABA AL MALL		923		
CERTIFICATEHOLDING TEN PERCENT OR MORE VOTING INTREST IN THE LISTED COMPANY	---	---	---	---
INDIVIDUALS	4030		10,607,630	83.79
OTHER CORPORATE CERTIFICATEHOLDERS	29		680,476	5.27
TOTAL	4070		12,540,000	100.00



NOTICE OF THE ANNUAL REVIEW MEETING

Notice of the 15th Annual Review Meeting of First Pak Modaraba to be held on Friday October 31, 2014 at 12.00 Noon at Office No. 54, Ground Floor, Beverly Centre, 56 – G, Blue Area, Islamabad. To consider and review the Annual Account (Duly Audited) of the First Pak Modaraba for the period ended June 30, 2014 in terms of clause 20 of the Prudential regulation for Modaraba issued vide Circular No. 5/2000 by Registrar Modaraba.

Place: Karachi.

Date: October 10, 2014

Muhammad Musharraf Khan
Company Secretary

1. The Modaraba Certificates transfer Book shall remain close from October 24, 2014 to October 31, 2014 (both days inclusive) to determine the name of certificate holders eligible to attend the Annual Review Meeting. Transfer received in order at the Registrar Office of the Modaraba (Whose address is given below) upto the close of business hours on October 23, 2014 will be treated in time.
2. The certificate holders are advised to notify the Registrar of First Pak Modaraba of any change in their addresses to ensure prompt delivery of mails, Further any Certificate for transfer etc. should be lodged with the Registrar Shares & Corporate Services (Pvt.) Limited, Meherson Estate, Talpur Road, Near NBP Head Office Karachi.
3. Accounts Holders Book entry securities of the Modaraba in Central Depository Company of Pakistan limited, who wish to attend the Annual Review Meeting are requested to bring original Computerized National Identity Card for identification purpose and will in additions, have to follow the guidelines as laid down in Circular No. 1 of 2000 dated January 26, 2000 of the Securities & Exchange Commission of Pakistan.

BOOK - POST

If undelivered please return to :
First Pak Modaraba
Registrar
Mehersons Estate,
Talpur Road, Karachi.
Tel : 021 32401634
Fax : 021 35643283
E-mail : info@firstpakmodaraba.com