



## **UNICAP MODARABA**

Managed by : AL-Zāmin Modaraba Management (Private) Limited Since 03-05-2000

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## **UNICAP MODARABA**

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### **CORPORATE INFORMATION**

#### **MODARABA COMPANY**

Al-Zamin Modaraba Management (Private) Limited

#### **BOARD OF DIRECTORS**

##### **CHAIRMAN**

Mr. Syed Manzoor Husain Shah Kazmi

##### **CHIEF EXECUTIVE**

Mr. Basheer A. Chowdry

##### **DIRECTORS**

Mr. Syed Shahnawaz A. Rizvi

Mr. Shaikh Arshad Farooq

Mr. Mohammad Imranul Haque

Mr. Sohail Ansar

Mrs. Dr. Namoos Baquar

##### **AUDITORS**

Muniff Ziauddin Junaidy & Co.

Chartered Accountants

##### **BANKERS**

Meezan Bank Limited

##### **REGISTERED OFFICE**

104-106, Kassam Court,

BC-9, Block 5, Clifton, Karachi.

Tel : 3587 6651, 3587 6652, 35371725, 3587 3373, 3586 7102, 35374474

Fax : 3587 0408

E-mail : [contact@alzamin.com.pk](mailto:contact@alzamin.com.pk)



## **UNICAP MODARABA**

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### **DIRECTORS' REPORT**

The Board of Directors of Al-Zamin Modaraba Management (Private) Limited, the management company of Unicap Modaraba present annual audited financial statements of Unicap Modaraba for the year ended 30th June, 2013.

#### **PERFORMANCE REVIEW**

Like previous years, the financial year 2012-13 did not witness any operating activity in your Modaraba due to non availability of financial resources for undertaking business transactions. Total income generated by your Modaraba, during the year under review stood at Rs. 1.088 million, bulk of which pertained to two lease facilities written during the previous years. After accounting for operating and administrative expenses, the Modaraba registered net loss before tax of Rs. 592,764 for the period under review. As at 30th June, 2013, net loss has accumulated to Rs. 146 million with negative equity of Rs. 957,359/-. Since the Modaraba has been classified as a non going concern and there is no business activity being undertaken, Compliance under Code of Corporate Governance only to the extent possible could be ensured.

#### **FUTURE OUTLOOK**

As reported earlier, every effort is being made by the management to solicit participation of an investor willing to inject financial resources for revival of business operations. Negotiations with an interested party are underway. Further developments in this regard would be reported in due course.

#### **COMPLIANCE UNDER CODE OF CORPORATE GOVERNANCE:**

- The financial statements prepared by the management of Unicap Modaraba present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- Proper books of accounts of Modaraba have been maintained.
- Appropriate accounting policies have been consistently applied in preparation of financial statements of Modaraba and accounting estimates are based on reasonable and prudent judgment.

International Accounting Standards, as applicable to Modaraba, have been followed in preparation of financial statements and any departure there-from has been adequately disclosed.



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### BOARD MEETINGS:

Four meetings of the Board were held, which were attended as follows:

		No. of Meetings Attended
Mr. Manzoor Hussain Shah Kazmi	Director	1
Mr. Basheer A. Chowdry	CEO/Director	4
Mr. Sohail Ansar	Director	1
Mr. Sheikh Arshad Farooq	Director	4
*Mr. Mohammad Imranul Haq	Director	4
Mr. Sheikh Arshad Farooq	Director	4
Dr. Mrs. Namoos Baquar	Director	3
Mr. Syed. Shahnawaz A. Rizvi	Director	4

\* Mr. Ansar Husain, being alternate director represented Mr. Mohammad Imranul Haque on the Board.

Leave of absence was granted to the members who could not attend the meetings due to their pre-occupation.

### AUDIT COMMITTEE AND INTERNAL CONTROL SYSTEM:

The Audit committee comprises of three members who are all non-executive directors including the Chairman of the committee. Internal control systems are sound in design and scope and are applied to the extent possible.

### AUDITORS:

As per suggestion of the Audit Committee, the Board has recommended re-appointment of auditors M/s. Munif Zaiuddin & Company as statutory auditors for the financial year ending June 30, 2014, subject to the approval of Registrar Modaraba.

### PATTERN OF CERTIFICATE HOLDING:

Pattern of certificate holding as at 30th June 2013 is attached. No trade in the certificates of the Modaraba was carried out by the Directors, CEO, CFO, Company Secretary and their spouses and minor children.



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### **ACKNOWLEDGEMENTS:**

The Board wishes to place on record its appreciations for the support and guidance provided by the Registrar Modarabas and Securities and Exchange Commission of Pakistan.

For and on behalf of the Board of Directors

A stylized signature in black ink, appearing to be 'Basheer A. Chowdry'.

**Basheer A. Chowdry**  
Chief Executive

Karachi  
Date: 02 October 2013



## UNICAP MODARABA

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### REPORT OF SHARIAH ADVISOR

I have conducted the Shariah Review of UnicapModaraba managed by Al-ZaminModaraba Management (Private) Limited for the year ended 30th June, 2013, in accordance of the requirements of the Shariah Compliance and Shariah Audit Mechanism for Modarabas and report that except the observations as reported hereunder, in my opinion:-

- i. The Modaraba has introduced a mechanism which has 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;
- ii. the agreements entered into by the Modaraba are Shariah Compliant and the financing agreements have been executed on the formats as approved by the Religious Board and all the related conditions have been met.
- iii. No fresh business transaction was undertaken by the Modaraba during the year.

In my opinion, the operations of UnicapModaraba are Shariah Compliant.

Stamp of Shariah Advisor

**Muhammad Zubair Usman**  
Jamia Daruwloom Karachi

Karachi  
Date: 02 October 2013



## UNICAP MODARABA

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### **Statement of Compliance with The Code of Corporate Governance Unicap Modaraba for the year ending 30th June, 2013.**

This statement is being presented to comply with the Code of Corporate Governance contained in listing regulations of Karachi, Lahore and Islamabad Stock Exchanges 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.

Al-Zamin Modaraba Management (Private) Limited (Modaraba Company) is not listed, however, Unicap Modaraba (the Modaraba) is listed at Karachi, Lahore and Islamabad Stock Exchanges. The Board of Directors of the Modaraba Company is responsible for management of the affairs of the Modaraba.

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

1. The Modaraba Company encourages representation of independent/non executive directors and director representing minority interest on its' Board of Directors. At present the Board includes:

<b>Category</b>	<b>Names</b>
Independent Director	Mr. Syed Shahnawaz A. Rizvi
Executive Director	Mr. Basheer A. Chowdry
Non Executive Directors	Mr. Sheikh Mian Arshad Farooq Mr. Syed Manzoor Husain Shah Kazmi Mr. Sohail Ansar Mrs. Dr. Namoos Baquar Mr. Imran ul Haque

The independent director meets the criteria of independence under clause i (b) of the CCG.

2. The Directors have confirmed that none of them is serving as director on more than seven listed companies, including this Modaraba.
3. All the resident directors of the Modaraba Company have confirmed that they are registered as tax payers and have not defaulted in payment of any loan to a banking company, a Modaraba, Development Financial Institution or a Non Banking Financial Institution, Further non of the Director is a member of any stock exchange in Pakistan.
4. No casual vacancy occurred in the Board during the year.



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5. The Modaraba Company has prepared a 'Code of Conduct', and has ensured that appropriate steps have been taken to disseminate it throughout the company along with its' supporting policies and procedures.
6. The Board has developed a vision and mission statement, overall corporate strategy and significant policies of the Modaraba. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained in the form of minutes of meetings of the board and internal circulars. The overall corporate strategy of the Modaraba is discussed from time to time in the Board meetings and documented in the minutes.
7. All the powers of the Board have been duly exercised and decisions on material transactions have been taken by the Board including changes in remuneration of the Chief Executive Officer and other executive director.
8. The Board has met once in every quarter. All meetings of the Board were presided over by the Chairman and in his absence by a director elected by the Board for this purpose. 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. One of its' Director attended Directors Training Programme conducted by Institute of Corporate Governance during the year.
10. Appointment of Internal Auditor was duly approved by the Board.
11. The directors' report for the year has been prepared in compliance with the requirements of the Code and fully describes the salient matters required to be disclosed.
12. The financial statements of the Modaraba were duly endorsed by Chief Executive Officer and Chief Financial Officer before approval of the Board.
13. The Chief Executive Officer, directors and other executives do not hold any interest in the certificates of the Modaraba other than that disclosed in the pattern of certificate holding.
14. The Modaraba Company has complied with all the corporate and financial reporting requirements of the Code with respect to the Modaraba.
15. The Board has formed an Audit Committee. It comprises of three members and secretary to the Audit Committee. The members are non-executive directors. The Chairman of the Committee is an independent director.





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16. The meetings of the Audit Committee were held once in every quarter as required by the Code prior to approval of interim and final results of the Modaraba. The terms of reference of the Committee have been framed and advised to the Committee for compliance.
17. The Board has set-up an Internal Audit function on full time basis.
18. The Board has formed an HR and Remuneration Committee. It comprises of three members who are non executive directors.
18. The statutory auditors of the Modaraba 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 certificates of the Modaraba 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 Institute of Chartered Accountants of Pakistan.
19. 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.
20. The 'closed period', prior to the announcement of interim/final results, and business decisions, which may materially affect the market price of Modarabas' securities was determined and intimated to directors, employees and stock exchanges.
21. Material/price sensitive information has been disseminated among all market participants at once through stock exchange(s).
22. We confirm that all other material principles contained in the Code have been complied with.

For and on behalf of the Board of Directors

**Basheer A. Chowdry**  
Chief Executive

Karachi  
Date: 02 October 2013



## UNICAP MODARABA

Managed by : AL-Zāmin Modaraba Management (Private) Limited Since 03-05-2000

### AUDITORS' REPORT TO THE CERTIFICATE HOLDERS

We have audited the annexed balance sheet of UNICAP MODARABA as at June 30, 2013 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 (Al-Zamin Modaraba Management (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 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) in our opinion, proper books of account have been kept by the Modaraba Management Company in respect of Unicap 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;
- b) in our opinion:
  - i) the balance sheet and profit and loss account together with the notes thereon have been drawn up in conformity with the Modaraba Companies and Modaraba (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 accordance with accounting policies consistently applied.
  - ii) the expenditure incurred during the year was for the purpose of the Modaraba's business; and



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- iii) the business conducted, investments made and the expenditure incurred during the year were in accordance with the objects, terms and conditions of the Modaraba;
- c) in our opinion and to the best of our information and according to the explanations given to us, the balance sheet, profit and loss account, cash flow statement and statement of changes in equity together with the notes forming part thereof are in conformity with 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, 2013 and of the loss, its cash flows and changes in equity for the year then ended; and
- d) in our opinion no Zakat was deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980).

We draw attention to:

- 1) notes 1 to 3 to the financial statements, whereby management has provided the reason for not considering the Modaraba a going concern and also disclosed the basis of preparation based on which the annexed financial statements have been prepared.

Our opinion is not qualified in respect of this matter.

Date: 02 October 2013  
Karachi

Chartered Accountants  
Engagement Partner: Mohammad Moin Khan



## UNICAP MODARABA

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### BALANCE SHEET

As At June 30, 2013

	Note	2013 ----- Rupees -----	2012
<b>ASSETS</b>			
Fixed assets	5	2,383,700	3,050,300
Bank balances	6	1,151,281	1,021,471
Accrued markup / profit		4,391	-
Advance tax		6,630	-
Investment in marketable securities	7	-	59,691
Prepaid insurance		66,000	72,842
Security deposit		37,500	37,500
		<b>3,649,502</b>	<b>4,241,804</b>
<b>LIABILITIES</b>			
Accrued and other liabilities	8	2,454,918	2,454,568
Long term security deposit		1,272,500	1,272,500
Provision for taxation		879,443	874,224
		<b>4,606,861</b>	<b>4,601,292</b>
		<b>(957,359)</b>	<b>(359,488)</b>
<b>REPRESENTED BY:</b>			
<b>CERTIFICATE CAPITAL</b>			
<b>Authorized</b>			
20,000,000 Modaraba Certificates of Rs.10/- each		<b>200,000,000</b>	<b>200,000,000</b>
Issued, subscribed and paid up certificates	9	136,400,000	136,400,000
<b>RESERVES</b>			
Statutory reserve		8,738,973	8,738,973
Accumulated losses		(146,096,332)	(145,498,461)
<b>CONTINGENCIES</b>			
	10	-	-
		<b>(957,359)</b>	<b>(359,488)</b>

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

Basheer A. Chowdry  
Chief Executive

Dr. Namoos Baquar  
Director

Syed Shahnawaz A. Rizvi  
Director

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**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED JUNE 30, 2013**

	<b>Note</b>	<b>2013</b> ----- <b>Rupees</b> -----	2012
<b><u>INCOME</u></b>			
Profit on PLS account		66,300	44,172
Profit on certificate of musharakah		-	66,575
Other income		-	20,000
Gain on sales of assets		-	50,000
Ijara rental income		1,021,200	340,376
		1,087,500	521,123
<b><u>EXPENDITURE:</u></b>			
Administrative expenses	11	(1,620,573)	(705,411)
Unrealised gain/(loss) on remeasurement of marketable securities		-	1,937
Impairment in value of investment		(59,691)	-
Loss for the year before taxation		(592,764)	(182,351)
<b>Taxation</b>	12	(5,106)	(3,404)
<b>LOSS FOR THE YEAR AFTER TAXATION</b>		<b>(597,870)</b>	<b>(185,755)</b>

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

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**CASH FLOW STATEMENT  
FOR THE YEAR ENDED JUNE 30, 2013**

	<b>2013</b>	2012
	----- Rupees -----	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Loss before taxation	(597,870)	(185,755)
<b>Adjustment for :</b>		
Depreciation	666,600	222,200
Impairment in value of investment	59,691	(1,937)
Operating cash flow before working capital changes	726,291	34,508
<b>Changes in working capital (Increase)/decrease in current assets:</b>		
Security deposits	-	(37,500)
Accrued income	(4,391)	165,970
Prepaid Insurance	6,842	(72,842)
	2,451	55,628
<b>Increase/(decrease) in current liabilities:</b>		
Accrued and other liabilities	350	4,150
Changes in working capital	131,222	59,778
Tax paid	(1,412)	(1,012)
<b>Net cash (used in) operating activities</b>	129,810	93,274
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Acquisition of fixed assets	-	(3,272,500)
Long term security deposits	-	1,272,500
<b>Net cash generated from investing activities</b>	-	(2,000,000)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Redemption of investments	-	2,500,000
<b>Net cash generated from financing activities</b>	-	2,500,000
Net (decrease) / increase in cash and cash equivalent	129,810	593,274
Cash and cash equivalent at beginning of the year	1,021,471	428,197
Cash and cash equivalent at end of the year	6 1,151,281	1,021,471

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

Basheer A. Chowdry  
Chief ExecutiveDr. Namoos Baquar  
DirectorSyed Shahnawaz A. Rizvi  
Director



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### STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED JUNE 30, 2013

	Certificate Capital	Statutory Reserve	Accumulated (Loss)	Total
	-----Rupees-----			
Balance as at June 30, 2011	136,400,000	8,738,973	(145,312,707)	(173,734)
Loss for the year	-	-	(185,755)	(185,755)
<b>Balance as at June 30, 2012</b>	<b>136,400,000</b>	<b>8,738,973</b>	<b>(145,498,462)</b>	<b>(359,489)</b>
Loss for the year	-	-	(597,870)	(597,870)
<b>Balance as at June 30, 2013</b>	<b>136,400,000</b>	<b>8,738,973</b>	<b>(146,096,332)</b>	<b>(957,359)</b>

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

Basheer A. Chowdry  
Chief Executive

Dr. Namoos Baquar  
Director

Syed Shahnawaz A. Rizvi  
Director



## UNICAP MODARABA

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### NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2013

#### 1. LEGAL STATUS AND NATURE OF BUSINESS

Unicap Modaraba (the Modaraba) is a multipurpose, perpetual Modaraba floated in Pakistan in the year 1991 under the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980 and the rules framed there under, having its registered office at 104-106, Kassam Court, BC-9, Block-5, Clifton, Karachi. The Modaraba is listed on the Karachi, Lahore and Islamabad Stock Exchanges. The Modaraba was managed until May 03, 2000, by Chartered Management Services (Private) Limited and thereafter the management was transferred to AL-Zamin Modaraba Management (Private) Limited as the registration of the former was cancelled by the Securities and Exchange Commission of Pakistan in view of the various irregularities committed.

The operations of Modaraba have been reduced to minimal level since the year 2000 and present Modaraba Management Company has no plans to revive the Modaraba and intends to dispose off the management rights of the Modaraba. Further, accumulated losses of the Modaraba at balance sheet date are Rs. 146,096,332/-. Due to aforementioned reasons, the Modaraba is not considered a going concern.

#### 2. STATEMENT OF COMPLIANCE

The Modaraba is not a going concern, therefore, International Financial Reporting Standards (IFRSs) have not been applied in preparation of these financial statements in accordance with the para 25 of IAS - 1, "Presentation of Financial Statements."

These financial statements have been prepared in accordance with the requirements of the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980, the Modaraba Companies & Modaraba Rules, 1981 and directives issued by the Securities and Exchange Commission of Pakistan (SECP) ['the Modaraba Regulations'].

#### 3. BASIS OF PRESENTATION

As stated in note 1 the Modaraba is not considered a going concern, therefore, these financial statements have been prepared on a basis other than going concern, which is as follows:

- All the assets are stated at their realizable values; and
- All liabilities are stated at amounts payable.

#### 4. SIGNIFICANT ACCOUNTING POLICIES

##### 4.1 Fixed assets

Fixed assets are stated at cost less accumulated depreciation. Subsequent cost are included in assets' carrying amount or recognized as separate assets, as appropriate. Only when it is probable that future economic benefits associated with the item will flow to the company and the cost of item can be measured reliably. All other repair and maintenance costs are charged to income during the period in which they are incurred.





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Depreciation is provided on a straight-line basis and charged to profit and loss account to write off the depreciable amount of each asset over its estimated useful life at the rates specified in note 5. Depreciation on addition in property, plant and equipment is charged on assets from the month of acquisition/purchase while no depreciation is charged in the month of disposal.

### **Impairment**

The carrying amounts of the company's assets are reviewed at each balance sheet date to determine whether there is any objective evidence that an asset or group of assets may be impaired. If any such evidence exists, the assets or group of assets' recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognized in the profit and loss account immediately.

## **4.2 Revenue recognition**

### **Rental income**

Rentals on Ijarah contracts written are recognised as income on accrual basis.

### **Interest income**

Markup / profit is recorded on time proportion basis.

## **4.3 Financing**

### **Ijarah**

In Ijarah, Unicap Modarba provides the asset on pre-agreed rentals for specific tenors to the customers.

## **4.4 Taxation**

Provision for current taxation is based on taxable income at current rates of taxation after taking into account tax credits available, if any. The change for current tax also includes adjustments where necessary relating to prior years, which arise from assessment revised / finalized during the year.

## **4.5 Related party transactions**

Transactions with related parties are duly authorized by the management and are recognized in accordance with the pricing method approved by the Board of Directors.



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### 5. FIXED ASSETS

Particulars	Cost			Rate %	Depreciation			W.D.V.
	As at July 1, 2012	Additions / (Deletions)	As at June 30, 2013		As at July 1, 2012	For the Period	As at June 30, 2013	As at June 30, 2013
Generator	1,500,000	-	1,500,000	33%	111,100	333,300	444,400	1,055,600
Motor Vehicle	1,772,500	-	1,772,500	33%	111,100	333,300	444,400	1,328,100
<b>30/Jun/13</b>	<b>3,272,500</b>	<b>-</b>	<b>3,272,500</b>		<b>222,200</b>	<b>666,600</b>	<b>888,800</b>	<b>2,383,700</b>
<b>30/Jun/12</b>	<b>-</b>	<b>3,272,500</b>	<b>3,272,500</b>		<b>-</b>	<b>222,200</b>	<b>222,200</b>	<b>3,050,300</b>

Ijarah (lease) agreement with Sabs the Salon for generator and motor vehicle on February 23, 2012 for a period of three years against fixed monthly rentals.

### 6. BANK BALANCES

	June 30 2013 Rupees	June 30 2012 Rupees
- Current account	12,079	12,079
- PLS deposit account	<u>1,139,202</u>	<u>1,009,392</u>
	<u><u>1,151,281</u></u>	<u><u>1,021,471</u></u>

### 7. INVESTMENT IN MARKETABLE SECURITIES

#### 7.1 Investment in listed companies and mutual fund \*

\* The face value of these shares / certificates is Rs. 10/-, unless stated otherwise.

June 30, 2013	June 30, 2012		June 30, 2013 Rupees	June 30, 2012 Rupees
No of shares / certificates				
		<b>Closed end Mutual Fund</b>		
400	400	First Capital Mutual Fund	1,776	1,776
		<b>Investment Banks and Companies</b>		
17,438	17,438	First Dawood Investment Bank Limited	25,983	25,983
4,820	4,820	First Capital Security Corporation Limited	13,062	13,062
600,000	600,000	International Investment & Finance Services Limited (note 10.1)	-	-
		<b>Leasing Companies</b>		
1,268	1,268	Pakistan Industrial & Commercial Leasing Limited	-	-
250,000	250,000	Universal Leasing Corporation Limited (note 10.2)	-	-
		<b>Textile Composite</b>		
10,200	10,200	Colony Thal Textile Mills Limited	18,870	18,870
			<u><u>59,691</u></u>	<u><u>59,691</u></u>



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	<b>June 30 2013 Rupees</b>	June 30 2012 Rupees
<b>7.2 Less: Impairment in value of investment</b>		
Opening Balance as at July 01, 2012	-	-
Impairment in value of investment	<b>(59,691)</b>	-
	<b>(59,691)</b>	-
<b>8. ACCRUED AND OTHER LIABILITIES</b>		
Accrued expenses	<b>1,109,676</b>	1,109,326
Other liabilities	<b>1,000,000</b>	1,000,000
Unclaimed dividend	<b>345,242</b>	345,242
	<b>2,454,918</b>	2,454,568
<b>9. ISSUED, SUBSCRIBED AND PAID UP CERTIFICATES</b>		
10,000,000 Modaraba Certificates of Rs.10/- each fully paid in cash	<b>100,000,000</b>	100,000,000
3,640,000 Modaraba Certificates of Rs.10/- each as fully paid bonus certificates	<b>36,400,000</b>	36,400,000
	<b>136,400,000</b>	136,400,000
<b>10. CONTINGENCIES</b>		
<b>10.1</b> Shares as disclosed in note 7.1 of International Investment and Finance Services Limited were pledged against an advance obtained from Universal Leasing Corporation Limited. The lender has illegally transferred these shares in its name. The matter is disputed and a legal suit had been filed by the Modaraba against Universal Leasing Corporation Limited. This suit is likely to be decreed as most of the issues have been settled by the Court.		
<b>10.2</b> An Ex-Director and Sponsor of Chartered Management Services (Private) Limited (Ex-Modaraba Management Company) obtained financing from a bank against an un-authorized and illegal pledge of shares as disclosed in note 7.1 of Universal Leasing Corporation Limited belonging to the Modaraba. After failing to recover the shares from the lender bank, the Modaraba has filed a legal suit against the bank. A counter case has been filed by the lender seeking recovery of Rs. 1,894,524/-. However, in this regard the management does not foresee any liability to materialize.		
The above mentioned cases as indicated in note 10.1 & 10.2 are likely to take some time to conclude particularly due to the fact that the respective shares have reportedly been disposed off by the aforesaid counterparties. Necessary provisioning has been made in the books and accordingly the same appear at nil values in these financial statement as disclosed in Note 7.		
<b>10.3</b> In the assessment years 2002-2003, 2001-2002, and 2000-2001, appeals were preferred before the Honorable Income Tax Appellate Tribunal against the appellate orders of the Commissioner of Income Tax - Appeals which have been dismissed by the Tribunal resulting in a principal liability of tax of Rs. 1,322,543/- against which tax payment of Rs. 443,352/- had already been made.		



## UNICAP MODARABA

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The set aside proceedings for the assessment year 2000-2001, were concluded in the month of June 2006 wherein the tax authorities has agreed to the contention raised in respect with the depreciation allowance and has passed the order, accordingly. The tax officer has, however, omitted to give the credit of taxes deducted and paid against the tax demand. The Modaraba has applied for the rectification under Section 221 of the Ordinance, for the purpose.

The set aside proceedings for the assessment year 2000-2001, were concluded in the month of June 2006 wherein the tax authorities has agreed to the contention with respect to the disallowance of reversal of the provision for diminution in value of investments and has passed the order, accordingly. Consequence to the set aside orders, the department has accepted a loss of the Modaraba at Rs. 804,062/- This implies that the latent exposure of the additional tax under Section 205 of the Ordinance on the non payment of tax demand is also dispelled along with the above set aside assessment order. The taxation officer has erroneously charged the surcharge on the Dividend income of the Modaraba, which is a full and final discharge of income tax liability. The Modaraba has applied for the rectification under Section 221 of the Ordinance for the purpose.

The assessment year 1998-1999 has duly been finalized. A show cause for recovery of arrears demand of Rs. 703,756/- and Rs. 52,945/- has been served on Modaraba in the above assessment year on account of additional income tax and rectification, respectively. The Modaraba has deposited a sum of Rs. 703,756/- against the aforesaid demand.

		<b>June 30, 2013 Rupees</b>	June 30, 2012 Rupees
<b>11. ADMINISTRATIVE EXPENSES</b>			
Fees and subscription		<b>502,405</b>	198,480
Legal and professional		-	68,884
Auditors' remuneration	11.1	<b>107,500</b>	107,150
Advertisement		<b>27,300</b>	22,500
Printing and stationery		<b>59,159</b>	32,134
Depreciation	5	<b>666,600</b>	222,200
Postage telegram and telephone		-	16,492
Bank charges		<b>258</b>	1,150
Insurance		<b>105,841</b>	36,421
Professional Tax		<b>150,000</b>	-
Miscellaneous		<b>1,510</b>	-
		<b><u>1,620,573</u></b>	<b><u>705,411</u></b>
<b>11.1 Auditors' remuneration</b>			
Statutory audit fee		<b>75,000</b>	75,000
Half yearly review fee		<b>28,000</b>	28,000
Out of pocket expenses		<b>4,500</b>	4,150
		<b><u>107,500</u></b>	<b><u>107,150</u></b>



## UNICAP MODARABA

Managed by : AL-Zāmin Modaraba Management (Private) Limited Since 03-05-2000

### 12. TAXATION

As the company has incurred loss therefore the tax provision is provided under Section 113 of Income Tax Ordinance, 2001, as minimum tax at the rate of 0.5% of turnover only for the tax year June 30, 2013.

Provision for taxation

- current year	<u>5,106</u>	<u>3,404</u>
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Return of total income for Tax Years 2006 to 2012 corresponding with the financial year ended from June 30, 2006 to June 30, 2012 respectively, have been filed with the department. According to Income Tax Ordinance 2001, the return filed is deemed to be an assessment order unless modified by Commissioner of Income Tax.

The tax year 2003, corresponding with the Financial Year ended June 30, 2003, was selected for tax audit under section 177 of the Income Tax Ordinance, 2001 (the Ordinance). The Tax Audit is still pending to be finalized on the part of the Taxation Officer as the final show cause was duly been complied with.

### 13. TRANSACTIONS WITH RELATED PARTIES

Related parties include Al-Zamin Modaraba Management (Private) Limited being the Modaraba Management Company and Al Zamin Invest Bank Limited (formerly Invest Capital Investment Bank Limited).

Invest Capital Investment Bank Limited  
(Previously Al-Zamin Leasing Modaraba) - an associated undertaking

Profit earned on Musharakah investment	<u>-</u>	<u>66,575</u>
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### 14. GENERAL

Figures have been rounded off to the nearest rupee.

### 15. DATE OF AUTHORIZATION FOR ISSUE

"These financial statements were authorized for issue on October, 2013 by the Board of Directors of the Management Company.

Basheer A. Chowdry  
Chief Executive

Dr. Namooos Baquar  
Director

Syed Shahnawaz A. Rizvi  
Director



## UNICAP MODARABA

Managed by : AL-Zāmin Modaraba Management (Private) Limited Since 03-05-2000

### PATTERN OF CERTIFICATE HOLDING

As On June 30, 2013

Number of Shareholders	Shareholding		Total Shares Held
	From	To	
888	1	100	49,694
1235	101	500	377,788
1328	501	1000	1,052,186
1155	1001	5000	2,901,265
199	5001	10000	1,490,299
70	10001	15000	891,831
23	15001	20000	407,333
19	20001	25000	426,067
13	25001	30000	360,870
11	30001	35000	357,763
3	35001	40000	113,840
5	40001	45000	217,220
2	45001	50000	98,400
2	50001	55000	103,000
3	55001	60000	177,900
2	60001	65000	128,300
2	70001	75000	142,200
2	80001	85000	168,676
1	95001	100000	99,500
1	100001	105000	105,000
1	110001	115000	112,400
2	130001	135000	266,394
1	135001	140000	138,500
1	190001	195000	190,200
1	200001	205000	203,800
1	215001	220000	216,900
1	260001	265000	264,200
1	360001	365000	362,500
1	850001	855000	851,974
1	1360001	1365000	1,364,000
<b>4,975</b>			<b>13,640,000</b>



## UNICAP MODARABA

Managed by : AL-Zāmin Modaraba Management (Private) Limited Since 03-05-2000

### CATEGORIES OF SHAREHOLDERS

As On June 30, 2013

Categories of Shareholdres	Share held	Percentage %
<b>BANKS, DEVELOPMENT FINANCIAL INSTITUTION, NON BANKING FINANCIAL INSTITUTIONS.</b>		
National Development Finance Coporation	4,550	
Allied Bank of Pakistan Limited	4,950	
Pakistan Industrial Credit & Investment	30,700	
Saudi Pak Industrial & Agricultural Investment Co (Pvt) Ltd.	216,900	
Crescent Investment Bank Ltd.	8,300	
National Development Finance	1,500	
Al-Towfeek Investment Bank Limited	9,500	
National Development Finance Coporation	59,100	
National Development Leasing Corporation	32,400	
<b>Sub Total</b>	<b>367,900</b>	<b>2.70</b>
<b>INSURANCE COMPANIES</b>		
Delta Insurance Company Ltd.	3,700	
EFU Life Assurance Ltd.	3,500	
Gulf Insurance Company Ltd.	5,000	
Orient Insurance Company Ltd.	3,600	
<b>Sub Total</b>	<b>15,800</b>	<b>0.12</b>
<b>MODARABAS AND MUTUAL FUNDS</b>		
Industrial Capital Modaraba	344	
First Allied Bank Modaraba	272	
First Confidence Modaraba	56	
First General Leasing Modaraba	37,340	
First UDL Modaraba	3,900	
Second Prudential Modaraba	7,500	
Growth Mutual Fund Limited	851,974	
Modaraba Al-Tijarah	10,040	
<b>Sub Total</b>	<b>911,426</b>	<b>6.68</b>



## UNICAP MODARABA

Managed by : AL-Zāmin Modaraba Management (Private) Limited Since 03-05-2000

### NIT AND ICP

National Bank of Pakistan	264,200	
Investment Corp. of Pakistan	26,976	
Investment Corporation of Pakistan	131,894	
<b>Sub Total</b>	<b>423,070</b>	<b>3.10</b>

### OTHERS

Global Network (Pvt) Ltd.	1,000	
N.H. Holdings (Pvt) Ltd.	3,400	
Allied Investment Services (Pvt) Ltd.	27,500	
NCC-Pre Settlement Delivery account	10,000	
Taurus Securities Limited	3,300	
Bankers Equity Limited	1,974	
Spencer Securities (Pvt) Ltd.	4,000	
Al-Zamin Modaraba Management (Pvt) Ltd.	1,364,000	
NH Securities (Pvt) Ltd.	10	
Sarfaraz Mehmood (Pvt) Ltd.	24	
Al-Zamin Modaraba Management (Pvt) Ltd.	10,000	
Saao Capital (Pvt) Ltd	35,000	
Allies Fabrics (Pvt) Ltd	300	
N.H. Holdings (Pvt) Ltd.	8,000	
United Executors and Trustees Co. Ltd	2,200	
Al-Mall Securites and Services Ltd	100	
Fikree's (SMC - (Pvt) Ltd.	510	
<b>Sub Total</b>	<b>1,471,318</b>	<b>10.79</b>

### INDIVIDUALS

Local -Individuals	<b>Sub Total</b>	<b>10,450,486</b>	<b>76.62</b>
<b>Grand Total</b>		<b>13,640,000</b>	<b>100</b>





## UNICAP MODARABA

Managed by : AL-Zāmin Modaraba Management (Private) Limited Since 03-05-2000

### KEY FINANCIAL AND OPERATING DATA

	(Rupees in Millions)					
	June 2013	June 2012	June 2011	June 2010	June 2009	June 2008
Total Assets	<b>3,650</b>	<b>4.242</b>	<b>3.152</b>	<b>3.517</b>	3.583	5.575
Current Assets	<b>1.266</b>	<b>1.192</b>	<b>3.152</b>	<b>3.517</b>	2.935	4.279
Current Liabilities	<b>3.344</b>	<b>3.329</b>	<b>3.326</b>	<b>3.334</b>	2.943	3.622
Certificate Holder's Equity	<b>(0.957)</b>	<b>(0.359)</b>	<b>(0.174)</b>	<b>0.184</b>	0.640	1.953
Paid up Capital	<b>136.400</b>	<b>136.400</b>	<b>136.400</b>	<b>136.400</b>	136.400	136.400
Break-up Value (Rs.)	<b>(0.0701)</b>	<b>(0.0263)</b>	<b>(0.0127)</b>	<b>0.0135</b>	0.046	0.0143
Total Revenue	<b>1.088</b>	<b>0.521</b>	<b>0.375</b>	<b>0.455</b>	0.480	0.397
Operating Expenses	<b>1.621</b>	<b>0.705</b>	<b>0.720</b>	<b>0.481</b>	0.372	0.265
After Tax Profits/(Losses)	<b>(0.598)</b>	<b>(0.186)</b>	<b>(0.357)</b>	<b>0.457</b>	(1.313)	0.784
Earning per Certificate (Rs)	<b>(0.0438)</b>	<b>(0.0136)</b>	<b>(0.026)</b>	<b>(0.033)</b>	(0.009)	0.005



## UNICAP MODARABA

Managed by : AL-Zāmin Modaraba Management (Private) Limited Since 03-05-2000

### Notice Of Annual Review Meeting

The Annual Review Meeting of the Certificate Holders of Unicap Modaraba will be held on Tuesday October 22, 2013 at 08:30 am at The Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi, to review the performance of the Modaraba for the year ended June 30, 2013.

The Certificate Transfer Books of the Modaraba will remain closed from Tuesday October 15, 2013 to Tuesday October 22, 2013 (both days inclusive). For Modaraba Certificate Transfers, Messers Technology Trade (Pvt.) Limited. Dagia House, 241-C, Block-2, P.E.C.H.S., Off: Shahrah-e-Quaideen, Karachi. (Tel: 021-34391316-7 Fax: 021-34391318).

Karachi:  
04th October, 2013

**Hamida Aqeel**  
Company Secretary

#### NOTE :

The Certificate Holders are advised to notify to the Registrar of Unicap Modaraba, any change in their addresses. Certificates for transfer should also be lodged with the Registrar, Messers Technology Trade (Pvt.) Limited may be contacted at Dagia House, 241-C, Block-2, P.E.C.H.S., Off: Shahrah-e-Quaideen, Karachi. (Tel: 021-34391316-7 Fax: 021-34391318).