# **DIRECTORS' REPORT TO THE SHAREHOLDERS**

This report has been prepared in November 2004 after the resolution of disagreement between the Company and SECP and after receipt of letter No 23(6) INS: SECP / 2004 of 13 September 2004 from Securities and Exchange Commission of Pakistan.

The Directors are pleased to present the forty third Annual Report of the Company together with the Audited Accounts and their Report thereon for the year ended 31 December 2003.

#### **Business Review**

During the year under review too, the Company remained almost commercially non-operational in continuation since 2001. It is evident from the statement of premium that a very small gross premium of Rs.3,249 was underwritten during the year, against Rs.233,904 in the previous year 2002. This premium was received as residual revenue from underwriting activity of previous years.

Now it is expected that your Company will resume its usual business activities from the start of coming year 2005 after obtaining clearance from the Securities and Exchange Commission of Pakistan against certain issues and permission to underwrite proposed products for which the Company is fully prepared.

Profit and Loss statement reflects, an overall loss amounting to Rs.3,679,457 during the year under review which mainly consists of administrative and management expenses as against Rs.7,010,706 during the previous year 2002. (Reduced by 48%).

Necessary steps have already been taken by the Management of the Company to reorganise the affairs to boost up business activities during the year 2005. Experienced, qualified staff and Marketing team are ready to meet the challenges of existing competition.

#### **Compliance with the Code of Corporate Governance**

The Board of Directors remained engaged in performing their duties as required under the Code of Corporate Governance. In addition, the Code of Corporate Governance for Insurance Companies has also been adopted and complied with, and such compliance is attached with this Report.

# **Change in the Board of Directors**

There was no change in the Board of Directors of the Company during the year 2003.

#### **Board of Audit Committee**

There was no change in the Board Audit Committee during the year 2003.

# **Appointment of Auditors**

The Board of Directors and the Audit Committee of the Company have recommended appointment of Messrs. Rao & Company, Chartered Accountants, as Auditors of the Company for the year 2004, at a remuneration to be mutually agreed by the Management and the Auditors. This appointment was ratified by the SECP.

# Pattern of Shareholding

A Statement showing the Pattern of Shareholding is attached with this Report **Corporate Financial Reporting** 

- 1. The financial statements together with the notes forming an integral part of these statements are drawn up in conformity with the Companies Ordinance 1984, and the Insurance Ordinance 2000. Prepared by the management of your Company, these present fairly the state of affairs, the result of the operations, cash flows and changes in equity.
- 2. Proper Books of Accounts of the Company have been maintained.
- Appropriate accounting policies have consistently been applied in preparation of these financial statements and accounting estimates are based on reasonable and prudent judgment.
- 4. The International Accounting Standards, as applicable in Pakistan have been followed in preparation of financial statements and any departure there-from has been adequately disclosed.
- 5. The system of internal control is satisfactory in design and has been continuously monitored by the internal audits. This is in course of process and any weaknesses will be removed soon after Company comes into operation.
- 6. There is no doubt upon the Company's ability to continue as a going concern.
- 7. There has been no material departure from the best practices of corporate governance, as detailed in the listing regulations.
- 8. Key operating and financial data for the last ten years is attached with this Report.
- 9. Outstanding amounts, taxes and duties are given in the financial statements.

#### **Financial Statements**

The Financial Statements of the Company have been audited by M/s. Rao & Company, Chartered Accountants who have approved the Accounts.

There were no material changes and commitments affecting the financial position of the Company from the end of the financial year and up to the date of signing the Directors Report.

#### **Insurance Ordinance 2000**

As required under the Insurance Ordinance and rules framed thereunder the Directors confirm that:

- 1) In their opinion and to the best of their belief the annual statutory accounts of the Company set out in the forms attached with this statement have been drawn up in accordance with the Insurance Ordinance and the rules made thereunder
- 2) The Company has, all times in the year, where practicable complied with the provision of the Ordinance and the rules made thereunder.
- 3) As at the date of the statement, the Company continues to be in compliance with the provisions of the Ordinance and rules framed thereunder as mentioned above.

# **Internal Control**

Since the Company remained erroneously non-operational and was almost dormant during the year under review, these controls shall be fully implemented and monitored on resuming of business operation of the Company.

# Paid-up-Capital of the Company

During the year under review, the Paid-up-Capital of the Company was Rs.475.90 million. In 2002, it was increased from Rs.50 million to Rs.475.90 million and since then there has been no change. Details of issued, subscribed and preference Shares are as under. Likewise, Authorised Capital of the Company was also increased during the year 2002, from Rs.50 million to Rs.500 million, and since then there was no change.

# Shares Issued, Subscribed and Paid-up Share Capital Ordinary and Preference Shares of Rs.10/- each

No. of Shares Issued	Particulars of Shares Issued	Face Value Rupees	Nature of Issue
550,000	Fully paid Ordinary shares of Rs.10/- each, issued for cash	Rs.5,500,000	Ordinary Shares
825,000	Fully paid Right shares of Rs.10/- each, issued for cash	Rs.8,250,000	и
1,172,739	Fully paid Right shares of Rs.10/- each, issued for cash	Rs.11,727,390	и
1,577,261	Fully paid Right shares of Rs.10/- each, issued for cash	Rs.15,772,610	u
875,000	Fully paid Right shares of Rs.10/- each, issued for cash	Rs.8,750,000	и
3,627,739	Fully paid Right shares of Rs.10/- each, issued for cash	Rs.36,277,390	и
33,056,000	Fully paid Right shares of Rs.10/- each, issued for cash	Rs.330,560,000	ű
41,683,739		Rs.416,837,390	
5,906,000	Preference shares of Rs.10/- ewith the right to hold Managem of the Company, issued to Mr. M. Shahnawaz Agha, Chairman & Chief Executive of Company.	nent	Preference
47,589,739		475,897,390	Shares

#### SUMMARY

	No. of Shares	Face Value of Shares Issued
Ordinary Shares of Rs.10/- each, Issued for cash	2,547,739	Rs.25,477,390
Ordinary Shares of Rs.10/- each, Issued against Immovable Property and Land	39,136,000	Rs.391,360,000
Total Ordinary Shares	41,683,739	Rs.416,837,390
Preference Shares of Rs.10/- each, To Mr. M. Shahnawaz Agha, Chairman And Chief Executive of the Company	5,906,000	Rs.59,060,000
The second of th		
Total Paid-up Capital	47,589,739	Rs.59,060,000

# **Corporate Governance**

Since the Company was almost dormant during the year under review and there was almost no business operation, therefore with these limitations in mind, the Company had tried its efforts to comply with the Code of Corporate Governance. However, the Company will fully implement the requirements of these codes in its organization when it runs into operation on full year basis.

# **Future Outlook**

The Directors and Management of the Company are quite confident and very much hopeful for a quick and better growth of the Company. The Management has taken very strong measures and made certain policies to upgrade the Company It has been studied and projected that the total business of the group of Management owners would be diverted to this Company.

The future outlook for the short and medium term is dependent on improved political situation in the region, besides the continuation of economic and fiscal policies by the Government. All economic indicators are however, positive and should lead to higher growth in future years.

As indicated earlier that the paid-up-capital was enhanced to Rs.475 million, in view thereof, the management is hopeful of a bright future and considerable business will be generated in the coming year.

#### General

We take the opportunity to express our appreciation to our valued clients, Securities and Exchange Commission of Pakistan, Pakistan Reinsurance Company Limited, other Reinsurers, Banks, DFIs and statutory bodies our Auditors, Messrs. Rao & Company (Chartered Accountants) for their extensive co-operation and support to the Company.

The Directors are also pleased to record their appreciation of the valuable services rendered by the staff of the Company.

Director Director M. SHAHNAWAZ AGHA
Chairman & Chief Executive

Karachi: 22<sup>nd</sup> November, 2004

# BEEMA-PAKISTAN COMPANY LIMITED STATEMENT OF EXPENSES FOR THE ENDED 31ST DECEMBER, 2003

Rupees in '000

Class	Commissions paid or payable a	Opening deferred commission b	Closing deferred commission C	Net Commission expense d=a+b+c	Other management expenses e (Refer note) Rupees	Underwriting expense f=d+e	Commission from reinsurance g (Refer note)	2003 Net Underwriting expense h=f-g	2002 Net Underwriting expense
Direct and facultative  1 Fire and property damage	1	-	-	1	-	1	-	1	453
2 Marine, aviation and transport	-	-	-	-	-	-	-	-	118
3 Motor	-	-	-	-	-	-	-	-	-
4 Miscellaneous	-	-	-	-	-	-	-	-	961
Total	1			1		1		1	1,532

Note: Commission from reinsurers is arrived at by taking impact of opening and closing unearned commission

Director Director Chairman & Chief Executive

# BEEMA-PAKISTAN COMPANY LIMITED STATEMENT OF INVESTMENT INCOME FOR THE ENDED 31ST DECEMBER, 2003

2003 2002 Rupees Rupees Income from non-trading investments Available for sale Dividend income Others 15 9 15 9 **Held to maturity** Return on government securities 106 88 Return on other fixed income securities and deposit Certificates of deposit/investment 121 97 Term finance certificate Provision for impairment of investment 121 97 121 97 Gain on sale of non-trading investments Provision for impairment in value of investments Write back of provision on portfolio available for sale Less: Investment related expenses Zakat deducted **Net Investment income** 121 97

Director

---- Rupees in '000 -----

Chairman & Chief Executive

Karachi: 22nd November 2004

# **AUDITOR REPORT TO THE MEMBERS**

We have audited the annexed financial statements comprising of:

- i. Balance sheet;
- ii. Profit and loss account;
- iii. Statement of changes in equity;
- iv. Cash flow statement:
- v. Statement of premium;
- vi. Statement of claims;
- vii. Statement of expenses; and
- viii. Statement of investment;

of Beema-Pakistan Company Limited as at 31 December 2003 together with the notes forming part thereof for the year ended. The auditor of these statements and related documents were finalized by us post receive by authorization from S.E.C.P.

It is the responsibility of the Company's Management to establish and maintain a system of internal control, and prepare and present the financial statements in conformity with the approved Accounting standards as applicable in Pakistan and the requirements of the Insurance Ordinance, 2000 (XXXIX of 2000) and the Companies Ordinance 1984 (XLVII of 1984). Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audited in accordance with the auditing standard as applicable in Pakistan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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 used and significant estimates made by management, as well as, evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

The design, implementation and monitoring of the system of internal control suffers from concentration of management in the hands of the Chief Executive. This is presumably because of extra ordinary status of the Company with its regulators.

We are not expressing any opinion regarding matters relating to Insurance Ordinance, 2000 as per the letter number 23(6): INS; S.E.C.P/2004 dated September 23, 2004 of S.E.C.P.

The Company's license to carry on the insurance business was also not valid during the year 2003. Due to this reason the company could not continue on its business in the year 2003. However, the Company has received underwriting income for some insurance business during the year.

The Company legal advisor mentions six legal cases between the company and the various parties without mentioning any monetary effect. Therefore we cannot express any opinion about these cases and also unable to quantify its financial impacts on these financial statements.

We have not observed the physical stock taking of the Company as at December 2003.

The shares were issued against land amounting to Rs.38,962,000 in 2002, the mutation of the title of land remains to be made in the name of company. All properties are under registered Power of Attorney and Sale Agreement favoring the Company.

We have not received bank confirmation from various banks consisting of balances aggregation Rs. 27,584/- as at balance sheet date.

As mentioned in note 14. The amount due to/ from other Insurance/ Reinsurance companies is remain unconfirmed.

The provision for doubtful debts is in inadequate by Rs. 12,726,753/- as we did not receive any confirmation from these parties, hence in our opinion, theses are no more recoverable, if the Company writes off this amount the loss of the company will be increased by the same amount.

We are not issuing the Review Report on statement of Compliance with best practices of Code of Corporate Governance.

The Company is not supposed to be a going concern entity in the absence of License to carry on the insurance business.

Except for the financial effects of the matters referred to in the preceding paragraphs, in our opinion:

a) Proper books of accounts have been kept by the Company as required by the Companies Ordinance, 1984;

b)

- i. the financial statement together with the notes thereon have been drawn up in conformity with the Companies Ordinance, 1984 and accurately reflect the books and records of the Company and are further in accordance with accounting policies consistently applied.
- ii. the expenditure incurred during the year was for the purpose of the Company's business and
- iii. the business conducted, investments made and the expenditure incurred during the year were in accordance with the objects of the Company.
- iv. in our opinion and to the best our information and explanation given to us, the financial statements together with the notes thereof present fairly, except as stated in foregoing paragraphs, in all material respects, the state of company's affair at the 31<sup>st</sup> December 2003 and of the loss, its cash flows and changes in equity for the year then ended in accordance with approved accounting standards as applicable in Pakistan, and given the information required to be disclosed by the Insurance Ordinance, 2000 and the Company Ordinance, 1984; and
- c) No Zakat was deductible at source, under Zakat & Ushar Ordinance 1980.

- d) Without qualifying our opinion, we would like to point out the followings.
  - i. The Company has filed Writ petition in the honorable High Court of Sindh for the ratification of capitalization process and allotment of shares to Mr.Shahnawaz Agha for Rs. 8,750,000 in the year 2001 and Rs.36,277,390 in the year 2002.
  - ii. The company has not made any provision regarding the contingencies in respect of claims, as per the opinion of the Management of the Company that no liability will accrue or arise in this respect.

Rao & Company Chartered Accountant

Place: Karachi

Date: 22<sup>nd</sup> November, 2004

# BEEMA-PAKISTAN COMPANY LIMITED BALANCE SHEET AS AT DECEMBER 31, 2003

	Rupees i	Rupees in '000			
Share conital and recorner	<b>2003</b> Rupess	<b>2002</b> Rupees			
Share capital and reserves					
Share Capital Authorized	500,000	500,000			
Paid-up-Ordinary shares Preference shares	416,837 59,060	416,837 59,060			
Reserves					
Capital Reserves	662	662			
Unappropriated loss	(26,606)	(22,927)			
- Pre-	(25,943)	(22,265)			
TOTAL EQUITY	449,954	453,632			
Underwriting provisions Provision for unearned premium	-	94			
Creditors and accruals					
Amounts due to other insurers/reinsurers Accrued expenses Loan from director Over Draft Taxation-provision less payment Others creditors and accruals	5,752 4,171 5,908 300 1 3,725 19,857	5,750 4,682 631 300 1 3,568			
Unclaimed dividends	21	21			
CONTINGENCIES					
TOTAL EQUITY AND LIABILITIES	469,832	468,679			

Director

Karachi: 22nd November 2004

# BEEMA-PAKISTAN COMPANY LIMITED BALANCE SHEET AS AT DECEMBER 31, 2003

	2003	2002
	Rupess	Rupees
Cash and bank deposits		
Cash and other equivalent Current and other account	- 825	30
Deposit maturing within 12 Month	-	-
Deposit maturing within 12 Month	-	
Investments	2,265	2,159
Less: Provision for fluctuation of investment	1,383	1,383
	882	776
Deferred taxation		
Other Assets		
Premiums due but unpaid	2	2
Amounts due from other insurers/reinsurers	1,529	1,529
	, i	,
Advances Deposit and Prepayments	1,868	1,868
Advance for subscription of term finance certificates		
Sundry receivable	12,727	12,727
	16,126	16,126
Fixed assets		
Tangible		
Land	450,420	450420
Properties	291	307
Offices	386	406
Lease Hold improvements	104	116
Furniture and Fixture	238	264
Office equipment  Motor vehicles	282 278	212 22
Intangible	451,999	451,747
mangiote	401,000	451,747
Total Assets	469,832	468,679

Chairman & Chief Executive

Karachi: 22nd November 2004

Director

# BEEMA-PAKISTAN COMPANY LIMITED PROFIT AND LOSS ACCOUNT FOR THE ENDED 31ST DECEMBER, 2003

Rupees in '000

	Fire and Property	Marine Aviation and Transport	Motor	Others <b>Rupees</b>	Aggre( <b>2003</b>	gate 2002
Revenue account						
Net Premiums	29	6	-	61	96	912
Administrative Surcharge	-	-		_	-	4
Net Claims	-	-	-	(4)	(4)	(25)
Expenses	-	-	-	-	-	(1,466)
Net commission	-	-	-	-	-	(67)
Underwriting result	29	6		57	92	(642)
Investment income				ſ	121	97
Other income					-	35
				İ	121	132
General and administration expenses					(4,125)	(1,576)
Fixed assets written off					-	(1,114)
Financial Charges					-	(29)
Amortization of deffered expenses					-	, ,
Assets/Liabilities writtenoff/back					234	(3,781)
				_		
Profit before tax					(3,678)	(7,010)
Provision for taxation					_	(1)
Profit after tax				-	(3,678)	(7,011)
					•	, ,
Profit and loss appropriation account						
Balance at the commencement of year					(22,927)	(15,916)
Balance unappropriated profit at end	of year			-	(26,605)	(22,927)
Earnings per share-basic					(0.09)	(0.30)

Director Director Chairman & Chief Executive

# BEEMA-PAKISTAN COMPANY LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE ENDED 31ST DECEMBER, 2003

Rupees in '000

				Reserve for			
	Issued, subscribed and paid up capital	Advance for issue of right shares	Exceptional losses			unappropriated loss	Total
		<b>3</b>					
Balance as at January 01, 2001	50,000	36,327	662	-	-	(15,916)	71,073
Issuance of right shares againt advance share money	36,277	36,277		-	-	-	-
Issuance of right shares againt properties acquired	389,620	_	-	-		-	- 389,620
Adjustments of share money	, -	50					(50)
Loss for the year	-	-	-	-		(7,011)	(7,011)
Balance as at Dec. 31, 2002	475,897	-	662	-	-	(22,927)	453,632
Transfer to unappropriated Loss	-	-	-	-	-	- (3,678)	- (3,678)
Balance as at Dec. 31, 2003	475,897		662			(26,605)	449,954

Director Director Chairman & Chief Executive

# BEEMA-PAKISTAN COMPANY LIMITED STATEMENT OF CASH FLOW FOR THE ENDED 31ST DECEMBER, 2003

2003 2002 Rupess Rupees Operating cash flows (a) Underwriting activities Premium received 3 95 Claims paid (5) (26)Commission paid (66)(1) Net cash flow from underwriting (3) 3 (b) Other operating activities (548)General management expenses (3,615)Other operating payments (329)(453)Other operating receipts 429 Net cash flow from other operating activities (4,068)(448)Total cash flow from all oprerating activities (4,071) (445)Investing activities Dividends received 15 (426)Fixed capital expenditure (379)Total cash flow from investing activities (411) (370)Financing activities Loans received 631 5,277 Increase/decrease in overdraft 54 Financial charges paid (29)656 Total cash flow from financing activities 5,277 795 (159) Net cash inflow/(outflow) from all activities

---- Rupees in '000 ----

30

825

189

30

Director Director Chairman & Chief Executive

Karachi: 22nd November 2004

Cash at the beginning of the yea

Cash at the end of the year

# BEEMA-PAKISTAN COMPANY LIMITED RECONCILIATION TO PROFIT AND LOSS ACCOUNT FOR THE ENDED 31ST DECEMBER, 2003

	2003 Rupess	2002 Rupees
Operating cash flows	(4,071)	(445)
Depreciation	(174)	(109)
Dividend income	15	9
Profit on disposal of fixed assets	-	(1,113)
Increase/(Decrease) in assets other then cash	106	150
Prior year Adjustments	234	(3,781)
(Decrease)/increase in liabilities other than medium term finance	118	(2,455)
Provision for diminuation in value of available for sale investments	-	-
Amortization of deferred expenses (Increase)/decrease in reserve for unexpired risk	- 94	- 763
Provision for taxation	-	(1)
Financial Charges	<u> </u>	(29)
Profit after Taxation	(3,678)	(7.011)
Cash in hand and at bankl, Stamps in hand and short term		
placement with bank cash for the purposes of the Statement of cash flow consists of:		
Cash and other equivalents		
Cash in hand		-
Stamps in hand	_	_
	<u> </u>	-
Current and other account		
Current Account	823	28
PLS Account	2	2
	825	30
Deposit maturing within 12 Month		
	825	30
Cash with State Bank of Pakistan		

Director

---- Rupees in '000 ----

Chairman & Chief Executive

Karachi: 22nd November 2004

### **BEEMA-PAKISTAN COMPANY LIMITED STATEMENT OF PREMIUMS** FOR THE ENDED 31ST DECEMBER, 2003

Rupees in '000

				Rei	nsurance ce	eded				
Class	Premiums written	Unearned premi	ium reserve Closing	Premium earned	Re-insurance ceded <b>Rupe</b>	opening balance	closing	Reinsurance expense	Net premiu 2003	ım revenue 2002
Direct and Facultative					Марс					
1 Fire and property damage	2	27	-	29	-	-	-	-	29	276
2 Marine, aviation and transport	-	7	-	7	-	-	-	-	7	23
3 Motor	-	-	-		-	-	-	-	-	-
4 Miscellaneous	1	59	-	60	-	-	-	-	60	613
Total	3	93		96		-	-		96	912

Director Chairman & Chief Executive Director

#### BEEMA-PAKISTAN COMPANY LIMITED STATEMENT OF CLAIMS FOR THE ENDED 31ST DECEMBER, 2003

Rupees in '000

Class	Claims Paid	Outstand Opening	ing claims *Closing	Claim expense	Re-insurance and other recoveries received	Re-insurance recoveries in <u>Outstandin</u> Opening <b>Rupees</b>	respect of	Re-insurance and other recoveries received	2003 Net Claims expenses	2002 Net Claims expenses
Direct and										
facultative										
1 Fire and property damage	1	-	-	1	-	-	-	-	1	2
2 Marine, aviation and transp	ort -	-	-	-	-	-	-	-	-	9
3 Motor	-	-	-	-	-	-	-	-	-	-
4 Miscellaneous	3	-	-	3	-	-	-	-	3	15
Total	4			4			-		4	26

<sup>\*</sup> Opening claims are written off during the year and taken into profit and loss account

Director Director Chairman & Chief Executive