

Nael Capital (Private) Limited
Financial statements
For the year ended
June 30, 2019



DIRECTOR'S REPORT

On behalf of the Board of Directors I am pleased to present the Annual report together with the company's Audited Financial Statement and Auditors Report for the Financial year ended 30th June 2019. The Summarized results for the year ended 30th June 2019 are as under:

Financial results	2019
Operating Revenue	9,746,536
Loss) before Taxation	(16,125,473)
Taxation	303,204
(Loss) after Tax	(16,428,677)

AUDITORS:

The auditors M/S UHY Hassan Naeem & co retire at the conclusion of the meeting being eligible, they have offered themselves for re-appointment.

CONCLUSION:

The Directors appreciate assistance and co-operation extended by customers and employees of the company.

For and on behalf of the Board

Chief Executive

Date: 11 OCT 2019

Karachi

Nael Capital (Pvt.) Limited

601, Business & Finance Center, I.I. Chundrigar Road, Karachi.

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INDEPENDENT AUDITOR'S REPORT

To the members of NAEL CAPITAL (PRIVATE) LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the annexed financial statement of **NAEL CAPITAL (PRIVATE) LIMITED**, which comprise the statement of financial position as at **June 30, 2019** and the statement of profit or loss and other comprehensive income, the statement of changes in equity, the statement of cash flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, 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 the audit.

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, statement of profit or loss and other comprehensive income, the statement of changes in equity and statement of cash flow together with the notes forming part thereof conform with the accounting and reporting standards as applicable in Pakistan and give the information required by the Companies Act, 2017, in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at June 30, 2019 and of the loss for the year then ended; and other comprehensive income, the changes in equity and its cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Pakistan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants as adopted by the Institute of Chartered Accountants of Pakistan / Institute of Cost and management Accountants (the Code) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Board of Directors for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the accounting and reporting standards as applicable in Pakistan and the requirement of Companies Act, 2017 and for such internal control as management determines is necessary to enables the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operation, or has no realistic alternative but to do so. Board of directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs as applicable in Pakistan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs as applicable in Pakistan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the board of directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

Based on our audit, we further report that in our opinion:

- a) proper books of account have been kept by the Company as required by the Companies Act, 2017;
- b) the statement of financial position, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes thereon have been drawn up in conformity with the Companies Act, 2017 and are in agreement with the books of account and returns;
- c) investments made, expenditure incurred and guarantees extended during the year were for the purpose of the Company's business; and
- d) No zakat was deductible at source under the Zakat and Ushr Ordinance, 1980.

The engagement partner on the audit resulting in this independent auditor's report is **Imran Iqbal**

UHY Hassan Naeem & Co.

KARACHI

DATE: 11TH October 2019

NAEL CAPITAL (PRIVATE) LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2019

	Note	2019 (Rupees)	2018 (Rupees)
<u>ASSETS</u>			
NON CURRENT ASSETS			
Property and equipment	4	4,447,177	5,360,999
Intangible assets	5	3,665,924	3,762,848
Investment-at Fair value through other comprehensive income	6	14,055,522	21,357,137
Long term deposits	7	1,302,000	3,220,800
		23,470,623	33,701,783
CURRENT ASSETS			
Trade debts	8	2,197,669	2,005,502
Investment at fair value through profit and loss	9	16,815,297	24,824,556
Advances, deposits, prepayments and other receivables	10	52,335,227	47,743,521
Cash and bank balances	11	24,510,536	45,255,982
		95,858,729	119,829,560
		119,329,352	153,531,343
<u>EQUITY AND LIABILITIES</u>			
CAPITAL RESERVES			
Authorized capital	12.1	300,000,000	300,000,000
Issued, subscribed and paid-up capital	12.2	70,434,993	70,434,993
Share premium		51,000,000	51,000,000
Accumulated Profit/(Loss)		(16,279,433)	149,244
Surplus/(Deficit) - Investment at Fair value through other comprehensive income		(7,573,596)	(271,981)
		97,581,964	121,312,256
NON-CURRENT LIABILITIES			
Liabilities against assets subject to finance lease	13	-	1,994,005
		-	1,994,005
CURRENT LIABILITIES			
Trade and other payable	14	21,747,388	28,582,337
Liabilities against assets subject to finance lease		-	1,642,745
		21,747,388	30,225,082
Contingencies and commitments	15	119,329,352	153,531,343

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



Chief Executive


Director

NAEL CAPITAL (PRIVATE) LIMITED
STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED JUNE 30, 2019

	<i>Note</i>	2019 <i>(Rupees)</i>	2018 <i>(Rupees)</i>
Revenue from contract with customers	16	9,746,536	12,424,780
Operating and administrative expenses	17	(20,791,942)	(19,366,609)
Impairment - TREC	5.1.2	-	(13,352,340)
Finance Cost	18	(85,440)	(257,404)
Other income	19	<u>(4,994,627)</u>	<u>(272,779)</u>
NET PROFIT/(LOSS) BEFORE TAXATION		(16,125,473)	(20,824,352)
Taxation	20	<u>(303,204)</u>	<u>(2,289,532)</u>
NET PROFIT/(LOSS) AFTER TAXATION		<u>(16,428,677)</u>	<u>(23,113,884)</u>

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



Chief Executive



Director

NAEL CAPITAL (PRIVATE) LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2019

	2019 (Rupees)	2018 (Rupees)
Profit/(loss) for the year	(16,125,473)	(23,113,884)
Other Comprehensive Income		
Unrealised gain/(loss) on revaluation of investments at fair vlaue thorough - other comprehensive income	(7,301,615)	(9,376,754)
TOTAL COMPREHENSIVE INCOME/(LOSS)	<u>(23,427,088)</u>	<u>(32,490,638)</u>

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



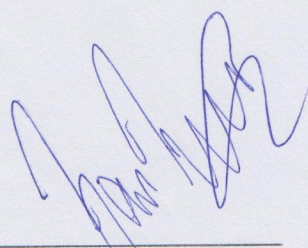
Chief Executive

Director

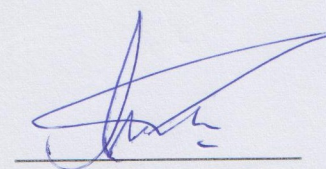
NAEL CAPITAL (PRIVATE) LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2019

	Issued, Subscribed and Paid-up Capital	Share Premium	Accumulated Profit/(Loss)	Surplus/ (Deficit) - Investment (FVTOCI)	Total
-----Rupees-----					
Balance as at June 30, 2017	50,000,000	51,000,000	23,263,128	9,104,773	133,367,901
Right shares issued during the year	20,434,993	-	-	-	20,434,993
Net (loss) for the year	-	-	(23,113,884)	-	(23,113,884)
Surplus/(Deficit) - Investment at Fair value through OCI	-	-	-	(9,376,754)	(271,981)
Balance as at June 30, 2018	70,434,993	51,000,000	149,244	(271,981)	121,312,256
Profit/(loss) for the year	-	-	(16,428,677)	-	(16,428,677)
Surplus/(Deficit) - Investment at Fair value through OCI	-	-	-	(7,301,615)	(7,301,615)
Balance as at June 30, 2019	70,434,993	51,000,000	(16,279,433)	(7,573,596)	97,581,964

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



Chief Executive

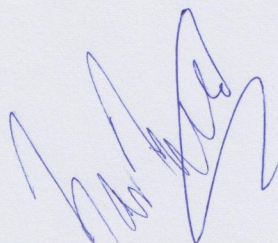


Director

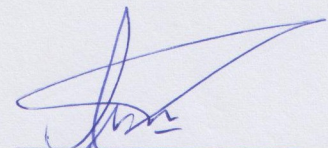
NAEL CAPITAL (PRIVATE) LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2019

	2019 (Rupees)	2018 (Rupees)
CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(loss) before taxation	(16,125,473)	(20,824,352)
<u>Adjustment for non-cash items</u>		
Depreciation	1,105,047	1,493,485
Amortization	96,924	96,924
Realized Gain/(Loss) Investment at fair value through P&L	(550,678)	(1,216,120)
Unrealized Gain/(Loss) Investment at fair value through P&L	7,682,031	2,981,737
Unrealized Gain on Reclassification of Investment	-	130,440
Dividend income	(303,398)	(385,341)
Gain /(Loss) on disposal of fixed assets	13,479	12,832
Impairment loss on TREC	-	13,352,340
Bad debts	-	44,408
Operating profit before working capital changes	8,043,405	16,510,706
<u>Changes in working capital</u>		
Decrease / (increase) in trade debts	(192,167)	3,637,135
Decrease / (increase) in advances, deposits and prepayments	(3,569,294)	27,297,021
(Decrease) / increase in trade and other payable	(6,834,949)	13,026,239
	(10,596,410)	43,960,396
Taxes paid	(1,325,616)	(2,423,140)
Net cash (used in)/generated from operating activities	(20,004,094)	37,223,610
CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of property and equipment	(214,795)	-
Proceeds from sale of property and equipment	10,090	73,109
Acquisition/Disposal of investments - net of sales	877,905	(10,250,280)
Long-term deposits	1,918,800	(1,000,000)
Dividend received	303,398	385,341
Net cash (used in)/generated from investing activities	2,895,398	(10,791,830)
CASH FLOWS FROM FINANCING ACTIVITIES		
Lease rental paid	(3,636,750)	(1,565,911)
Net cash (used in)/generated from financing activities	(3,636,750)	(1,565,911)
Net increase in cash and cash equivalent	(20,745,446)	24,865,869
Cash and cash equivalent at beginning of the year	45,255,982	20,390,113
Cash and cash equivalent at end of the year	24,510,536	45,255,982

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



Chief Executive



Director

NAEL CAPITAL (PRIVATE) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2019

1 Legal Status and Nature of Business

Nael Capital (Private) limited was incorporated as a private limited company in Pakistan on May 13, 2008 under the Companies Ordinance, 1984 as a private limited company. The registered office of the company is situated at Business Finance Centre, I.I Chandigarh Road Karachi. The principal activity of the company is to carry on the business of share brokerage, underwriting and advisory to its various clients.

2 Basis of Preparation

2.1 Statement of Compliance

The financial statements is prepared in accordance with the provisions of the Companies Act, 2017. Accordingly, 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 (IASB) as are notified under the Companies Act, 2017, provisions of and directives issued under the Companies Act, 2017. In case requirements differ, the provisions or directives of the Companies Act, 2017 shall prevail.

2.2 Basis of Measurement

These financial statements have been prepared under the historical cost convention unless otherwise specifically specified.

2.3 Functional and Presentation Currency

These financial statements are presented in Pak Rupees, which is the functional and presentation currency of the Company.

2.4 Critical Accounting Estimates and Judgments

The preparation of financial statements is in conformity with approved accounting standards, as applicable in Pakistan, requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

Significant areas requiring the use of management estimates in these financial statements relate to the useful life of depreciable assets, value of intangibles and provision for doubtful receivables.

2.5 Changes in accounting standards, interpretations and pronouncements

2.5.1 New and Amended Standards and interpretations

The company has adopted IFRS 09 Financial 09 "Financial Instruments" and IFRS 15 "Revenue from Contract with Customers" w.e.f from July 1 2018. Related Changes in accounting policy and impact on company's financial statements are explained.

The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

2.5.2 Standards, Interpretation and Amendments to approved accounting standards that are not yet effective

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

Description effective for periods		Effective for periods beginning on or after
IAS 1	Presentation of financial statements (Amendments)	January 01, 2020
IAS 08	Accounting policies, changes in accounting estimates and errors (Amendments)	January 01, 2020
IAS 19	Employee Benefits (Amendments)	January 01, 2019
IAS 12	Income Taxes – (Amendments)	January 01, 2019
IAS 23	Borrowing Costs (Amendments)	January 01, 2019
IFRS 03	Business Combinations (Amendments)	January 01, 2020
IFRS 09	Financial Instruments (Amendments)	January 01, 2019
IFRIC 23	Uncertainty over income tax	January 01, 2019
IFRS 11	Joint Arrangements (Amendments)	January 01, 2019
IFRS 16	Leases	January 01, 2019

The Company expects that the adoption of the above revisions, amendments and interpretations of the standards will not have material effect on the Company's financial statements in the period of initial application.

In addition to the above, amendments to various accounting standards have also been issued by the IASB. Such improvements are generally effective for accounting periods beginning on or after January 01, 2017. The Company expects that such improvements to the standards will not have material effect on the Company's financial statements in the period of initial application.

Further, the following new standards have been issued by IASB which are yet to be notified by the Securities and Exchange Commission of Pakistan (SECP) for the purpose of applicability in Pakistan.

Description effective for periods		Effective for periods beginning on or after
IFRS 01	First time adoption of International Financial Reporting Standards	July 01, 2009
IFRS 14	Regulatory Deferral Accounts	January 01, 2016
IFRS 17	Insurance Contract	January 01, 2022

3 Summary of Significant Accounting Policies

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

3.1 Taxation

Income tax expense comprises of current, and prior year. Income tax expense is recognized in profit and loss account except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

3.1.1 Current

Current tax is the expected tax payable on the taxable income for the year using tax rates enacted or substantively enacted at the balance sheet date, and any adjustments to tax payable in respect of prior years.

3.1.2 Deferred

Deferred tax is accounted for using the balance sheet liability method in respect of all temporary differences at the balance sheet date between the tax base and carrying amount of assets and liabilities for financial reporting purposes.

Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences and carried forward unused tax losses, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and carried forward unused tax losses can be utilized. Carrying amount of all deferred tax assets are reviewed at each balance sheet date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.2 Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. Cost incurred to replace a component of an item of property and equipment is capitalized, the asset so replaced is retired from use and its carrying amount is derecognized. Normal repairs and maintenance are charged to the profit and loss account in the period in which they are incurred.

Depreciation on all property and equipment is charged to the profit and loss account using Reducing Balance method over the asset's useful life at the rates stated Note no. 4. The depreciation on property and equipment is charged full in the month of acquisition and no depreciation is charged in the month of disposal. Gains or losses on disposal of an item of property and equipment are recognized in the profit and loss account. The assets' residual value and useful life are reviewed at each financial year end, and adjusted if appropriate.

3.3 Intangible Assets

These are stated at cost less accumulated amortization and impairment losses, if any. Amortization is charged using the straight line method over assets estimated useful life at the rates stated therein, after taking into account residual value, if any. The residual values, useful lives and amortization methods are reviewed and adjusted, if appropriate, at each balance sheet date.

Amortization on additions is charged from the month the assets are put to use while no amortization is charged in the month in which the assets are disposed of. Gain and losses on disposal of such assets, if any, are included in the profit and loss account.

3.4 Non-Financial Assets

The carrying amounts of non-financial assets are assessed at each reporting date to ascertain whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated to determine the extent of impairment loss, if any. An impairment loss is recognised, as an expense in the profit and loss account. The recoverable amount is the higher of an asset's fair value less cost to disposal and value in use. Value in use is ascertained through discounting of the estimated future cash flows using a pretax discount rate that reflects current market assessments of the time value of money and the risk specific to the assets for which the estimate of future cash flow have not been adjusted. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). An impairment loss is reversed if there is a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised previously. Reversal of an impairment loss is recognised immediately in profit and loss account.

3.5 Financial Instruments

3.5.1 Financial Assets

Classification:

Effective July 1, 2018, the Company classifies its financial assets in the following measurement categories:

- i) Amortized cost where the effective interest rate method will apply;
- ii) fair value through profit or loss;
- iii) fair value through other comprehensive income.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in statement of profit or loss or other comprehensive income (OCI). For investment in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI). The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Recognition and derecognition:

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commit to purchase or sell the asset. Further financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Measurement:

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in statement of profit or loss.

Debt Instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised Cost:

Assets that are held for collection of contractual cash flows where the contractual terms of the financial assets give rise on specified dates to cash flows that represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other income together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the profit or loss

Fair value through other comprehensive income (FVTOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the contractual terms of the financial asset give rise on specified dates to cash flows that represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit or loss and recognised in other income. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other income and impairment expenses are presented as separate line item in the statement of profit or loss.

Fair value through profit and loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. Gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in the statement of profit or loss and presented in finance income/cost in the period in which it arises.

Equity Instruments:

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the

derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Company's right to receive payments is established.

Impairment of financial assets

Effective July 1, 2018, the Company assess on a historical as well as forward-looking basis, the expected credit loss (ECL) as associated with its debt instruments, trade debts, short term investment and deposits and other receivables carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Following are financial instruments that are subject to the ECL model:

- Trade debts
- Deposits and other receivables
- Short term investments
- Cash and bank balances

(i) General approach for short term investment, deposits and other receivables and cash And bank balances.

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information (adjusted for factors that are specific to the counterparty, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate). As for the exposure at default for financial assets, this is represented by the assets' gross carrying amount at the reporting date. Loss allowances are forward looking, based on 12 month expected credit losses where there has not been a significant increase in credit risk rating, otherwise allowances are based on lifetime expected losses. Expected credit losses are a probability weighted estimate of credit losses. The probability is determined by the risk of default which is applied to the cash flow estimates. In the absence of a change in credit rating, allowances are recognised when there is reduction in the net present value of expected cash flows. On a significant increase in credit risk, allowances are recognised without a change in the expected cash flows, although typically expected cash flows do also change; and expected credit losses are rebased from 12 month to lifetime expectations.

Significant increase in credit risk

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the instrument as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportable forward-looking information.

The following indicators are considered while assessing credit risk

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations;
- actual or expected significant changes in the operating results of the debtor;
- significant increase in credit risk on other financial instruments of the same debtor; and
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees, if applicable

Definition of default:

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collaterals held by the Company). Irrespective of the above analysis, in case of trade debts, the Company considers that default has occurred when a the debt is more than 181 days past due, unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit - impaired financial assets:

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

(ii) Simplified approach for trade debts:

The Company recognises life time ECL on trade debts, using the simplified approach. The measurement of ECL reflects:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Trade debts with individually significant balance are separately assessed for ECL measurement. All other trade debts are grouped and assessed collectively based on shared credit risk characteristics and the days past due. To measure ECL, trade debts have been grouped by amounts due from individual customers, corporate customers and other miscellaneous customer groups based on similar credit risk characteristics and ages. The expected credit losses on these financial assets are estimated using a provision matrix approach based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- external credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Recognition of loss allowance:

The Company recognizes an impairment gain or loss in the statement of profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

Write-off:

The Company writes off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. The assessment of no reasonable expectation of recovery is based on unavailability of debtor's sources of income or assets to generate sufficient future cash flows to repay the amount. The Company may write-off financial assets that are still subject to enforcement activity. Subsequent recoveries of amounts previously written off will result in impairment gains.

3.5.2 Financial Liabilities

Classification, initial recognition and subsequent measurement:

Financial liabilities are classified in the following categories:

- fair value through profit or loss; and
- Other financial liabilities.


The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognized initially at fair value and, in case of other financial liabilities also include directly attributable transaction costs. The subsequent measurement of financial liabilities depends on their classification, as follows:

a) Fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held-for trading and financial liabilities designated upon initial recognition as being at fair value through profit or loss. The Company has not designated any financial liability upon recognition as being at fair value through profit or loss.

b) Other financial liabilities:

After initial recognition, other financial liabilities which are interest bearing subsequently measured at amortized cost, using the effective interest rate method. Gain and losses are recognized in profit or loss for the year, when the liabilities are derecognized as well as through effective interest rate amortisation process.



Derecognition of financial liabilities:

The Company derecognises financial liabilities when and only when the Company's Obligations are discharged, cancelled or expire.

Offsetting financial assets and financial liabilities:

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when there is a legally enforceable right to offset the recognised amount and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

3.6 Trade Debts:

Trade debts are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets. Trade debts are recognised and carried at the original invoice amounts, being the fair value, less an allowance for uncollectible amounts, if any. As explained in note 8 to these financial statements, for measurement of loss allowance for trade debts, the Company applies IFRS 9 simplified approach to measure the expected credit losses, previously loss allowance was measured under incurred loss model of IAS 39.

3.7 Trade and Other Payables

Trade and other payables are carried at cost, which is the fair value of the consideration to be paid, in the future for goods and services received.

3.8 Provisions

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

The amount recognized as provision is the best estimate of consideration required to settle the present obligation at the end of reporting period, taking into account the risk and uncertainties surrounding the obligation.

3.9 Revenue Recognition

- Brokerage income is recognized at a point in time as and when transaction is executed.
- Mark-up income, return on bank deposits and balances are recognized on accrual basis.
- Dividend income is recorded when the right to receive the dividend is established.

3.10 Cash and Cash Equivalents

For the purpose of cash flow statement, cash and cash equivalents comprise cash in hand, bank balances and highly liquid short term investments with original maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

3.11 Related Party Transactions

Transactions in relation to sales purchase and services with related parties are made at arm's length price which is determined in accordance with the comparable uncontrolled price method. The related parties comprise of entities over which the directors are able to exercise significant influence, entities with common directors, major shareholders, directors and key management employees.

NAEL CAPITAL (PRIVATE) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2019

4. PROPERTY AND EQUIPMENT

Particulars	Cost				Rate %	Depreciation				WDV
	As at July 01, 2018	Additions	Disposals/ Write off	As at June 30, 2019		As at July 01, 2018	For the Year	Disposals/ Write off	As at June 30, 2019	As at June 30, 2019
-----Rupees-----										
Generator	1,048,330	-	-	1,048,330	10%	1,048,338	-	-	1,048,338	-
Office Equipments	1,401,562	214,795	-	1,616,357	10%	1,381,739	11,972	(39,300)	1,354,411	261,946
Furniture & Fixtures	203,292			203,292	10%	186,935	2,556	-	189,491	13,801
Computers	2,932,753			2,943,954	33%	2,794,926	93,247	-	2,888,173	55,781
Vehicle	299,666		(126,300)	173,366	20%	126,225	51,072	(52,230)	125,067	48,299
Leased Cars	7,931,000			7,931,000	20%	2,917,450	946,200	-	3,863,650	4,067,350
June 30, 2019	13,816,604	214,795	(126,300)	13,916,299		8,455,613	1,105,047	(91,530)	9,469,130	4,447,177
June 30, 2018	13,965,335	-	(148,732)	13,816,604		7,024,911	1,493,485	(62,784)	8,455,613	5,360,999
2019 (Rupees)										
2018 (Rupees)										

	2019 (Rupees)	2018 (Rupees)
6. INVESTMENT - AT FAIR VALUE THROUGH OCI		
Investment in shares of Pakistan Stock Exchange	<u>14,055,522</u>	<u>21,357,137</u>

6.1 This represents 1,081,94 (2018: 1,081,194) shares of Pakistan Stock Exchange Limited

7. LONG-TERM DEPOSITS

Deposit in National Clearing Company	200,000	200,000
Deposit in Central Depository Company	100,000	100,000
Others	2,000	2,000
NCCPL Deposit	1,000,000	1,000,000
Security deposit- car lease	-	1,918,800
	<u>1,302,000</u>	<u>3,220,800</u>

8. TRADE DEBTS

Trade debts	2,697,669	2,505,502
less: Loss allowance	(500,000)	(500,000)
	<u>2,197,669</u>	<u>2,005,502</u>

8.1

8.1 The company has made a provision of Rs 500,000 against doubtful debts.

8.1.1 Movement in loss allowance

Opening balance under IAS 39	500,000	500,000
Effect of change in accounting policy	-	-
Opening Balance under IFRS 09	500,000	-
Loss Allowance for the year	-	-
Balance at the year end	<u>500,000</u>	<u>500,000</u>

9. INVESTMENT AT FAIR VALUE THROUGH PROFIT AND LOSS

Investment in quoted securities	9.1	<u>16,815,297</u>	<u>24,824,556</u>
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9.1 Investment in various equity shares carried at market value.

10. ADVANCES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

Deposit in Pakistan Stock Exchange - Ready Market	35,853,007	32,600,005
Deposit in Pakistan Stock Exchange - Future Market	6,995,762	7,013,687
Tax refundable	8,035,770	4,061,037
Advance tax - net	1,022,412	3,974,732
Advance to staff	349,445	15,000
Prepaid Monitoring fee	-	17,323
Prepaid takaful expense	78,831	61,736
	<u>52,335,227</u>	<u>47,743,521</u>

11. CASH AND BANK BALANCES

2019 (Rupees)	2018 (Rupees)
Cash in hand	5,230
Cash at bank - Current	24,505,306
Saving	-
	24,510,536
	45,255,982

12. SHARE CAPITAL

12.1 Authorized Share Capital

2019 Number of Shares	2018 Number of Shares	2019	2018
30,000,000	30,000,000	ordinary shares of Rs. 10 each	300,000,000

12.2 Issued, Subscribed and Paid-up Capital

2019	2018	2019	2018
7,043,499	7,043,499	ordinary shares of Rs. 10 each fully paid in cash	70,434,993

12.3 PATTERN OF SHAREHOLDING

	<u>Number of Shares</u>	<u>Holding Percentage</u>
1. Mr. Ashraf Bava (Director)	5,621,020	79.80%
2. Mr. Irshad ul Haq (Director)	5,000	0.07%
3. Mr. Nasir Muqet (Director)	172,302	2.45%
4. Mr. Muhammad Shakeel	1,245,177	17.68%
	<u>7,043,499</u>	<u>100.00%</u>

13. LIABILITIES AGAINST ASSETS SUBJECT TO FINANCE LEASE

-	1,994,005
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14. TRADE AND OTHER PAYABLE

	14.1	2019	2018
Credit balances of clients		20,149,878	28,017,167
Sales Tax Payable		47,326	88,270
Provident fund payable		250,264	176,931
Audit Fee Payable		200,000	200,000
Advance from Employees		-	43,745
Accrued Expenses		1,099,919	26,497
Interest payable on Finance Lease		-	29,727
		<u>21,747,388</u>	<u>28,582,337</u>

		2019 (Rupees)	2018 (Rupees)
14.1	Credit balances of clients held by the company	20,149,878	28,017,167
	Number of Securities of client held by the company	13,878,112	11,435,286
14.2	No Securities of clients is pledged with Financial Institution.		
14.3	No Securities of the company is pledged with Financial Institution.		
15.	CONTINGENCIES AND COMMITMENTS	15.1	-
15.1.	There were no contingencies and commitments as at June 30, 2019.		
16.	REVENUE FROM CONTRACT WITH CUSTOMERS		
	Brokerage income	16.1	9,746,536
16.1	Brokerage Income- gross	11,202,915	14,281,356
	Sales tax	(1,456,379)	(1,856,576)
		9,746,536	12,424,780
17.	OPERATING AND OTHER EXPENSES		
	Salaries, allowances and other benefits	17.1	14,830,262
	Communication	601,055	176,023
	Printing, stationary & periodicals	78,902	53,279
	Utilities	459,518	459,350
	Repair and maintenance	582,527	348,469
	Insurance Expense	159,568	176,664
	Bad Debts Expense	-	44,408
	Rent, rates and taxes	416,100	924,600
	Transaction Charges	1,415,670	1,382,698
	Entertainment	120,124	76,424
	Amortization	96,924	96,924
	Fees & subscription	111,523	93,200
	Auditor's remuneration	202,000	330,200
	Depreciation	1,105,047	1,493,485
	Donation	285,400	-
	Computer expense	192,000	293,850
	Miscellaneous	135,322	146,417
		20,791,942	19,366,609
17.1	This includes remuneration to directors amounting to Rs. 7800,000.		

	2019 (Rupees)	2018 (Rupees)
18. FINANCE COST		
Markup on assets subject to finance lease	72,101	246,450
Bank charges	13,339	10,954
	<u>85,440</u>	<u>257,404</u>
19. OTHER INCOME		
Realized Gain/(Loss) Investment at fair value through P&L	550,678	1,216,120
Unrealized Gain/(Loss) Investment at fair value through P&L	(7,682,031)	(2,981,737)
Unrealized Gain/(loss) on reclassification of investment	-	(130,440)
Return on Deposit in PSX - Ready Market	1,715,536	1,012,370
Return on Bank Deposits	7,602	221,899
Gain/ (Loss) on Disposal	(13,479)	(12,832)
Other income	123,669	16,500
Dividend Income	303,398	385,341
	<u>(4,994,627)</u>	<u>(272,779)</u>

20. TAXATION

The Company has filed return for the tax year 2018. According to Income Tax Ordinance 2001, the return filed is deemed to be an assessment order unless modified by Commissioner of Income Tax.

Provision for taxation

- Current year	167,342	2,289,532
- Prior year	135,863	-
- Deferred	-	-
Net tax charge	<u>303,204</u>	<u>2,289,532</u>

20.1

- 20.1 The company has deferred tax asset amounting to Rs.145,000. However, as there is Operating loss therefore deferred tax asset has not been recorded.

20. FINANCIAL INSTRUMENT AND RELATED DISCLOSURES

20.1 Financial instrument by category

20.1.1 Financial assets

	2019		
	At fair value through profit or loss	At fair value through OCI	At amortized cost
Long term loan, advances & deposits	-	-	1,302,000
Investment at fair value through OCI	-	14,055,522	-
Investment at fair value through P&L	16,815,297	-	-
Trade debts	-	-	2,197,669
Advances, deposits and prepayments	-	-	52,335,227
Bank balances	-	-	24,510,536
	<u>16,815,297</u>	<u>14,055,522</u>	<u>80,345,433</u>
			<u>111,216,252</u>

	2018			
	At fair value through profit or loss	At fair value through OCI	At Amortized cost	Total
Long term loan, advances & deposits	-		3,220,800	3,220,800
Investment at fair value through OCI	-	21,357,137	-	21,357,137
Investment at fair value through P&L	24,824,556	-	-	24,824,556
Trade debts	-	-	2,005,502	-
Advances, deposits and prepayments	-	-	47,743,521	47,743,521
Bank balances	-	-	45,255,982	45,255,982
	24,824,556	21,357,137	98,225,805	142,401,994

20.1.2 Financial Liabilities at amortized cost

	2019	
	Amount	Total
Trade and other Payables	21,747,388	21,747,388
	21,747,388	21,747,388

	2018	
	Amount	Total
Trade and other Payables	28,582,337	28,582,337
Liabilities against asset subject to finance lease	1,642,745	1,642,745
	28,582,337	28,582,337

20.2 Financial risk management

The company primarily invests in marketable securities and are subject to varying degree of risk.

The Board of Directors of the company has overall responsibility for the establishment and oversight of the company's risk management framework. The company has exposure to the following risks from its use of financial instruments:

Credit risk
Liquidity risk
Market risk
Operational risk

20.2.1 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, without taking in to account the fair value of any collateral. Credit risk arises from the inability of the issuers of the instruments, the relevant financial institutions or counter parties in case of placements or other arrangements to fulfil their obligations.

Exposure to Credit risk

Credit risk of the company arises principally from the trade debts, investments, loans and advances, deposits and other receivables. The carrying amount of financial assets represents the maximum credit exposure. The company allow to trade in future contracts after taking appropriate margins

Credit risk is minimised due to the fact that the company invest only in high quality financial assets, all transactions are settled/paid for upon delivery. The company doesnot expect to incur material credit losses on its financial assets. The maximum exposure to credit risk at the reporting date is as follows:

	2019	2018
	<i>Rupees</i>	
Long Term deposit	1,302,000	3,220,800
Investment at fair value through OCI	14,055,522	21,357,137
Investment at fair value through P&L	16,815,297	24,824,556
Advances, deposits prepayments and other receivable	43,198,214	39,707,751
Trade debts	2,197,669	2,005,502
Bank Balances	24,505,306	45,239,487
	<u>102,074,008</u>	<u>136,355,233</u>

20.2.1.2 Bank Balances

The Analysis below summarizes the credit quality of the company's bank balance:

	2019	2018
	<i>Rupees</i>	
AAA	2,480	108,164
AA+	21,598,202	40,868,917
AA-	250,264	176,931
A+	2,654,361	4,085,475
	<u>24,505,306</u>	<u>45,239,487</u>

The long term rating above are taken from SBP website and the rating agencies are PACRA and VIS.

20.2.2 Liquidity risk

Liquidity risk is the risk that the company will encounter difficulty in meeting its financial obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the company could be required to pay its liabilities earlier than expected or difficulty in raising funds to meet commitments associated with financial liabilities as they fall due. prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding to an adequate amount of committed credit facilities and the ability to close out market positions due to dynamic nature of business.

	2019			
	carrying amount	contractual cash flows	up to one year	one to two years
				Two to five years
Financial Liabilities				
Trade and other payables	21,747,388	21,747,388	21,747,388	-
	<u>21,747,388</u>	<u>21,747,388</u>	<u>21,747,388</u>	

	2018				
	carrying amount	contractual cash flows	up to one year	one to two years	Two to five years
Financial Liabilities					
Trade and other payables	28,582,337	28,582,337	28,582,337	-	-
Liability under finance lease	1,642,745	1,642,745	1,642,745	-	-
	<u>30,225,082</u>	<u>30,225,082</u>	<u>30,225,082</u>	<u>-</u>	<u>-</u>

On the balance sheet date, the company has cash and bank balances of Rs.24 million (2018: 45 million) for repayment of liabilities

20.2.3 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, management manages market risk by monitoring exposure on marketable securities by following the internal risk management and investment policies and guidelines.

Market risk comprises of three types of risk: currency risk, interest rate risk and other price risk.

Currency risk

Foreign currency risk arises mainly where receivables and payables exist due to transactions in foreign currencies. Currently there is no currency risk as all financial assets and liabilities are in PKR.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market risk. The company is not exposed to interest rate risk as there is no interest based liability or asset.

Other price risk

Other price risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk) whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factor affecting all or similar financial instrument traded in the market.

The company's listed securities are susceptible to market price risk arising from uncertainties about the future value of investment securities. The company manages the equity price through diversification and all instruments are made through surplus funds.

The company is exposed to other price risk on investment in listed shares. The company manages the risk through portfolio diversification, as per recommendation of Investment committee of the company. The committee regularly monitors the performance of investees and assess the financial performance on on-going basis.

The 10 percent increase/(decrease) in market value of these instruments with all other variables held constant impact on profit and loss account of the company is as follows:

	Before Tax	
	10% Increase	10% Decrease
as at 30th June 2019	1,681,530	(1,681,530)
as at 30th June 2018	2,482,456	(2,482,456)

20.3 Fair value of Financial instruments

The Carrying values of all financial assets and liabilities reflected in these financial statements approximate to their fair value. The company measures fair value using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

The company hold listed assets amounting to Rs 30 million (2018: 46 million) that are recorded at quoted price.

The carrying value of remaining financial assets and liabilities reflected in these financial statements approximate to their fair value.

20.4 Capital risk management

The primary objective of the company's capital risk management is to maintain healthy capital ratios, strong credit rating and optimal capital structure in order to ensure ample availability of finance for its existing operations, for maximizing shareholder's value, for tapping potential investment opportunities and to reduce cost of capital.

The company finances its operations through 100% equity with a view to maintain an appropriate mix between various sources of finance to minimise risk.

21. CAPITAL ADEQUACY LEVEL

Total Assets	119,329,352	153,531,343
Less: Total Liabilities	(21,747,388)	(32,219,087)
Less: Revaluation Reserves	-	-
Capital Adequacy Level	97,581,965	121,312,256

22. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

Related Parties Comprise of associated companies, directors, key management personnel and close family members of the directors. Transactions with related parties may be carried out at negotiated rates. Remuneration and benefits to executives of the company are in accordance with the terms of their employment.

Details of transactions and balances with related parties, other than those which have been specifically disclosed elsewhere in the financial statements are as follows:

	2019	2018
Remuneration to Directors	5,700,000	6,300,000
Remuneration to Chief Executive Officer	2,100,000	2,100,000
	7,800,000	8,400,000

23. NUMBER OF EMPLOYEES

Number of employees

Total number of employees at 30 June

13

13

24. DATE OF AUTHORIZATION

11 OCT 2019

These financial statements have been authorized for issue on _____ by the Board of Directors of the company.

25. GENERAL

Figures have been rearranged and reclassified wherever necessary, for the purpose of comparison and have been rounded off to the nearest Rupee.



Chief Executive



Director