

### MGM SECURITIES (Pvt.) LTD.

Trading Right Entitlement Certificate (TREC) Holder
Lahore Stock Exchange Limited

#### **DIRECTOR'S REPORT**

On behalf of the Board of Directors of "MGM SECURITIES (PRIVATE) LIMITED" (the company), I am pleased to present our report, the audited financial statements and auditor's report for the year ended June 30, 2015.

The company in consistency with the last year has shown positive results in the current year too. During the year the company earned a profit of Rs. 2,470,894/- as against the profit of Rs. 1,467,599/- in the year 2014. The increase in the profits is the manifest of hearty efforts put up by the company management and the staff.

#### **Future outlook:**

The management is of the view that despite the current threats to the economy in the shape of high inflation rate, political instability the market fundamentals stay strong and bring hopes of survival during this hard span of operations. Therefore, company shall be able maintain its performance.

#### **Profit Appropriations:**

No dividend was declared and nor any other appropriations were made by the company.

#### **Acknowledgement:**

In the end we would like to thanks and appreciate the cooperation and dedication of the company's executive and staff devoted in the smooth management of company's affairs.

On behalf of the board

GHULAM MOHI UD DIN

**CHIEF EXECUTIVE** 

Lahore. August 28, 2015

#### **HEAD OFFICE:**

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#### **AUDITORS' REPORT TO THE MEMBERS**

We have audited the annexed balance sheet of "M/S. MGM SECURITIES (PRIVATE) LIMITED" at JUNE 30, 2015 and the related profit and loss account, cash flow statement and statement of changes in equity together with the notes forming part thereof, 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.

It is the responsibility of the company's management to establish and maintain a system of internal control, and prepare and present the above said statements in conformity with the approved accounting standards and the requirements of the Companies Ordinance, 1984. 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 above said statements are free of any material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the above said statements. An audit also includes assessing the accounting policies and significant estimates made by management, as well as, evaluating the overall presentation of the above said 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 accounts have been kept by the company as required by the Companies Ordinance, 1984;
- (b) In our opinion
  - the balance sheet and profit and loss account together with the notes thereon have been drawn up in conformity with the Companies Ordinance, 1984, and are in agreement with the books of accounts 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;
- (c) In our opinion and to the best of our information and according to the



# SHAFIQ & CO. CHARTERED ACCOUNTANTS

explanations given to us, the balance sheet, profits and loss account, cash flow statement and statement of changes in equity together with the notes forming part thereof conform with approved accounting standards as applicable in Pakistan, and, give the information required by the Companies Ordinance, 1984, 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, 2015** and of the profit, 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).

Lahore.

Dated: August 20, 2015

SHAFIQ & CO

Chartered Accountantarered

Accountants

# M/S. MGM SECURITIES (PRIVATE) LIMITED BALANCE SHEET AS AT JUNE 30, 2015

CAPITAL & LIABILITIES	Note	2015 Rupees	2014 Rupees
Authorized Capital: 600,000 Ordinary Shares of Rs. 100/-each	=	60,000,000	60,000,000
<u>Issued, Subscribed &amp; Paid Up Capital:</u> 185,000 Ordinary Shares of Rs. 100/- each	Г	18,500,000	18,500,000
Un-appropriated Profit		20,742,564	18,271,670
on appropriate a second	_	39,242,564	36,771,670
CURRENT LIABILITIES			
Trade Creditors		28,498,839	20,224,285
Other Payables	4	930,236	658,171
Provision for Taxation		1,240,151	285,292
		30,669,226	21,167,748
	-	69,911,790	57,939,418
PROPERTY & ASSETS	-		
NON-CURRENT ASSETS			
Fixed Assets - Tangibles	5	7,139,766	7,547,141
Capital Work in Process	6	2,461,091	1,490,087
Trading Rights Entitlement Certificate - TREC	7	321,550	321,550
Long Term Investments	8	678,450	678,450
		10,600,857	10,037,228
CURRENT ASSETS			
Trade Debtors		9,899,586	13,531,516
Short Term Investment	9	2,500,000	-
Advances, Deposit & Prepayments	10	3,761,399	3,996,757
Cash and Bank Balance	11	43,149,948	30,373,917
		59,310,933	47,902,190
	9	69,911,790	57,939,418

CHIEF EXECUTIVE

TREC HOLDER Code - 096 \*

DIRECTOR

Chartered Accountants

# M/S. MGM SECURITIES (PRIVATE) LIMITED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED JUNE 30, 2015

	Note	2015 Rupees	2014 Rupees
Income	12	15,674,598	10,961,770
LESS: OPERATING EXPENSES Administrative, Marketing & General Expenses Financial Expenses	13 14	11,906,176 21,370 11,927,546	8,805,202 17,610 8,822,812
Operating Profit / (Loss)	-	3,747,052	2,138,958
Add: Other Income	15 _	(36,007)	(386,067)
Net Profit / (Loss) Before Taxation		3,711,045	1,752,891
Less: Taxation	16	1,240,151	285,292
Net Profit / (Loss) After Taxation	-	2,470,894	1,467,599
Basic Earning /(Loss) per share	17	13.36	7.93

CHIEF EXECUTIVE

TREC HOLDER Code - 096 \*

DIRECTOR

Chartered Accountants

## M/S. MGM SECURITIES (PRIVATE) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED JUNE 30, 2015

	2015 RUPEES	2014 RUPEES
Operating Activities		
Net Profit / (Loss) Before Taxation	3,711,045	1,752,891
Adjustments		
Financial Expenses	21,370	17,610
Prior Year Adjustment	-	(50,000)
Profit on Disposal of Capital Work in Progress	-	(238,400)
Depreciation	407,375	432,328
Operating profit before working capital change	4,139,790	1,914,429
Change in working capital		
(Increase)/Decrease in Trade Debtors	3,631,930	9,762,941
(Increase)/Decrease in Advances, Deposits & Prepayments	235,358	(2,718,909)
Increase/(Decrease) in Trade Creditors	8,274,554	(4,670,050)
Increase/(Decrease) in Other Payables	272,065	(130,015)
Increase/(Decrease) in Provision for Taxation	954,859	226,096
	13,368,766	2,470,063
Cash Generated form Operating Activities	17,508,556	4,384,492
Taxation	(1,240,151)	(285,292)
Cash Inflow from Operating Activities	16,268,405	4,099,200
Investing Activities		
Short Term Investment	(2,500,000)	3,385,371
Capital Work in Progress	(971,004)	(1,490,087)
Proceeds from sale of fixed asses	-	1,500,000
Addition in Fixed Assets		_
Cash Outflow From Investing Activities	(3,471,004)	3,395,284
Financing Activities		
Financial Expenses	(21,370)	(17,610)
Cash Outflow From Financing Activities	(21,370)	(17,610)
Net Cash inflow / (outflow)	12,776,031	7,476,874
Opening balance of Cash & Bank	30,373,917	22,897,043
Cash and Bank Balance at end of Year	43,149,948	30,373,917

CHIEF EXECUTIVE

TREC HOLDER Code - 096 \*

DIRECTOR

Chartered Accountants

## M/S. MGM SECURITIES (PRIVATE) LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED JUNE 30, 2015

	Share Capital	Un-appropriated Profit / (Loss)	Total
Balance as at July 01, 2013	18,500,000	16,854,071	32,234,475
Profit / (Loss) For The Year Ended June 30, 2014 Prior Year Adjustment	-	1,467,599 (50,000)	1,467,599
Balance as at June 30, 2014	18,500,000	18,271,670	33,702,074
Profit / (Loss) For The Year Ended June 30, 2015		2,470,894	2,470,894
Balance as at June 30, 2015	18,500,000	20,742,564	36,172,968

CHIEF EXECUTIVE



Chartered C. Chartered C. Accountants

DIRECTOR

# M/S. MGM SECURITIES (PRIVATE) LIMITED NOTES TO THE ACCOUNTS FOR THE YEAR ENDED JUNE 30, 2015

#### 1 COMPANY AND ITS OPERATIONS:

The Company was incorporated on October 27, 2003 as Private Limited Company under the provisions of Compnaies Ordinance, 1984 in Lahore, Pakistan. The registered office of the company is situated at Room # 10, Ground Floor, Lahore Stock Exchange Building, Lahore. The company is a Trading Right Entitlement Certificate (TREC) holder of Lahore Stock Exchange Limited (formerly Lahore Stock Exchange (Guarantee) Limited) and is engaged in the business of brokerage.

#### 2 BASIS OF PREPARATION:

#### 2.1 Statement of Compliance:

These financial statements have been prepared in accordance with approved accounting standards as applicable in Pakistan. Approved accounting standards comprise of Accounting and Financial Reporting Standards for Medium Sized Entities (MSE's) issued by the Institute of Chartered Accountants of Pakistan and provisions and directives issued under the Companies Ordinance, 1984. In case requirements differ, the provisions or directives of the Companies Ordinance, 1984 shall prevail.

#### 2.2 Basis of Measurement:

These financial statements have been prepared under the historical cost convention except otherwise stated in relevant notes.

#### 3 ACCOUNTING POLICIES:

#### 3.1 Fixed Assets - Tangibles:

Operating Property, Plant and Equipment except freehold land are stated at cost less accumulated depreciation.

Depreciation is provided on Reducing Balance Method to write-off the cost and capitalise over estimated remaining useful life of operating fixed assets. Rates of depreciation are stated in the Schedule of Fixed Assets 'Annexure A'. Depreciation on additions is charged from the month the asset is available for use while no depreciation is charged in the month in which the assets is disposed off.

Gain / (Loss) on disposals of Property, Plant and Equipment is taken to Profit & Loss Account. Normal repairs and maintenance is taken to Profit & Loss Account.

Major improvements are capitalised and assets replaced, if any, are retired.

#### 3.2 Intangibles:

These are stated at cost less amortization and impairment loss, if any.

Depreciation is charged on an assets in the month it is available for use and no depreciation is charged in the month the said assets is disposed off.

Depreciation is charged using the reducing balance method at the rates specified in the relevant note to the financial statements.



#### Trading Right Entitlement Certificate:

It is stated at cost less impairment, if any. Cost is determined as the value of the membership card with which it has been exchanged. For this purpose, the cost of the membership card has first been allocated to the shares of LSE at their par value of Rs. 10/- and the remaining cost has been allocated to the TREC.

#### 3.3 Investments:

Investments intended to be held for less than twelve months from the balance sheet date or to be sold to raise operating capital, are included in current assets, all other investments are classified as non-current.

#### Short term investments available for sale:

These are initiall recognized at cost and at subsequent reporting dates measured at fair values. Gains or losses from changes in fair values are taken to other comprehensive income until disposal at which time these are recycled to profit and loss account.

#### Long term investments available for sale:

These represent shares in Lahore Stock Exchange Limited, a public unlisted company, therefore they have been stated at cost. Cost is determined as the value of membership card with which it has been exchanged. For this pupose, the cost of the membership card has first been allocated to the shares allocated to the shares of LSE @ Rs. 10/- being the par value and remaining cost has been allocated to the TREC.

#### 3.4 Impairment:

The Company assesses at each balance sheet date whether there is any indication that a tangible fixed asset may be impaired. If such indication exists, the carrying amount of such assets are reviewed to assess whether they are recorded in excess of their recoverable amount. Whether carrying value exceed recoverable amount, assets are written down to the recoverable amount the difference is charged to income of that year.

#### 3.5 Trade Receivables:

Trade receivables comprise of receivables from the members of the stock exchange and customers less any estimate made for doubtful debts based on a review of all outstanding amounts at the year end. Bad debts are written off as and when identified.

#### 3.6 Revenue Recognition:

Revenues are recognized as per the follwing criteria:

- brokerage / commission: at the provision of services i.e. execution of client orders
- capital gain / loss: at the disposal of the assets
- dividends: when the right to receive the dividend is established
- bank profit and others: on accrual basis

#### 3.7 Taxation:

Provision for current taxation is based on the taxable income at the current rates of taxation after taking to account tax credits and tax rebates available, if any, or minimum tax on turnover whichever is higher.



#### 3.8 Financial Instruments:

Financial assets and liabilities are recognised when the Company becomes a party to cotractual provisions of the instrument.

All purchases and sales of financial assets are recognized on the trade date.

#### 3.9 Financial Assets:

The Company's principal financial assets are long term investment, long term deposit, trade debtors, advances, deposits and prepayments and cash & bank balances.

#### 3.10 Financial Liabilities:

Financial liabilities are classified according to the substance of the contractual arrangements entered into. Significant financial liabilities include trade and other payables.

#### 3.11 Cash and Cash Equivalents:

Cash and cash equivalents are carried in the balance sheet at cost. For the purpose of cash flow statements, cash and cash equivalents comprise cash in hand, demand deposits, other short term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

#### 3.12 Creditors, Accrued & Other Liabilities:

Liabilities for trade and other amounts payable are carried at cost which is the fair value of the consideration to be paid in future for goods and services.

#### 3.13 Provisions:

Provisions are recorded when the company has a present obligation as a result of past event which is probable to result in an outflow of resources embodying economic benefits and a reliable estimate can be made of the obligation.

#### 3.14 Off Setting:

Financial assets and financial liabilities are set off and the net amount is reported in the financial statements when there is a legally enforceable right to set off and the company intends either to settle on a net basis or to realise the assets and to settle the liabilities simultaneously.



		2015 Rupees	2014 Rupees
4	ACCRUED & OTHER PAYABLES:	185,087	182,606
	Staff Welfare Fund	437,989	379,967
	Other Payables Tax Payable	307,160	95,598
	Tax I ayable	930,236	658,171
5	FIXED ASSETS - TANGIBLES: As per annexure "A" attached.	7,139,766	7,547,141
6	CAPITAL WORK IN PROGRESS: LSE South Tower	2,461,091	1,490,087

The current balance of the head represents the company's investment in the South Tower of LSE where it has purchased an office to establish a branch for the promotion of company's business.

## 7 TRADING RIGHTS ENTITLEMENTCERTFICATE - TREC: Lahore Stock Exchange Limited 321,550 321,550

7.1 This represents trading rights in Lahore Stock Exchange Limited which have replaced membership cards of stock exchange pursuant to the promulgation of Stock Exchanges (Corporatization, Demutualization and Integration) Act, 2012 (the 2012 act). Before demutualization the stock exchanges were functioning as Guarantee Limited Companies, wherein ownership and trading rights were conferred to members through membership cards. Pursuant to demutualization, the ownership in a stock exchange has been segregated from the right to trade on the exchange. Therefore, the membership cards have now been replaced by shares in the exchange representing ownership in the exchange and Trading Rights Entitlements Certificates (TREC) representing rights to trade in the exchange. As result 843,975 shares of Rs. 10/- each have been allotted to the Company out of which 60% of the shares are blocked in a separate account held with CDC and would be sold to strategic investors and general public in future at a price which remains to be finalized, proceeds of which would come to the members, while the remaining 40% are available to members with no condition on their future sale. The Institute of Chartered Accountants of Pakistan in its technical guide dated May 29, 2013, concluded that the demutualization, in substance, had not resulted in exchange of dissimilar assets, and therefore no gain or loss should be recognized and the segregation of ownership rights and the trading rights should be acconted for by allocating the cost / carrying value of the membership card between the two distinct assets on a reasonable basis. The TREC can only be sold or transferred once, however, once sold it would not be sellable / transferable again. The transaction is in nature an exchange of an intangible asset (membership card) with a financial asset (shares) together with an intangible asset (TREC).



The above mentioned face value (Rs. 8,439,750/-) of the shares issued by the LSE to its members including the Company has been determined on the basis of the fair valuation of the underlying assets and liabilities of the Stock Exchange in accordance with the requirements of the Demutualization Act. In other words, shares worth Rs. 8,439,750/- received by the Company represent its share in the fair value of the net assets of the LSE. Under the current circumstances where active market is not available for such shares, this net asset valued based valuation has been considered as the closest estimate of the fair value of the shares.

Further recently, the LSE has introduced a minimum capital regime for the brokers, and for this purpose have valued TREC at Rs. 4,000,000/- as per the decision of the BOD of the LSE. This fact indicates an acceptable level of value for TREC which is also used by the Stock Exchange for risk management and to safeguard the investor's interest. In the absence of an active market for TREC, this assigned value of Rs. 4,000,000/- has been considered as the closest estimate of the fair value of the TREC.

The value of the TREC and shares have thus been measured at the value of the membership card with which they have been exchanged. For this purpose value of the membership card has been allocated between TREC and shares on proportionate basis at ratio of 32:68 which has been determined on the basis of the above estimates of fair value of LSE Shares (Rs. 8,439,750/-) and TREC (Rs. 4,000,000/-). Recently the shares have been recognized at Rs. 678,450/- and TREC at Rs. 321,550/-

		2015 Rupees	2014 Rupees
8	LONG TERM INVESTMENTS: LSE Shares - available for sale		
	- Blocked	407,070	407,070
	- Unblocked	271,380	271,380
	(refer note 7.1)	678,450	678,450
9	SHORT TERM INVESTMENTS:		
	Investment in Listed Securities	2,500,000	
10	ADVANCES, DEPOSITS & PREPAYMENTS:		
	Securities	1,623,000	1,662,000
	Loans & Advances	1,546,039	1,712,428
	Income Tax Refundable	592,360	622,329
		3,761,399	3,996,757
11	CASH AND BANK BALANCES:		
	Cash in Hand	13,429	13,429
	Cash at Bank	43,136,519	30,360,488
	\$1Q &	43,149,948	30,373,917



			2015 Rupees	2014 Rupees
12	INCOME:		13,485,022	9,149,158
	Brokerage Income		1,605,189	1,812,612
	Bank Profit		565,463	-
	Dividend IPO Commission		18,924	-
	IPO Commission		15,674,598	10,961,770
12	ADMINISTRATIVE, MARKET	INC & GENERAL EXPENSES:		
13	Director's Remuneration	13.1	2,940,000	2,190,000
	Staff Salaries and Allowances		3,538,081	3,068,809
	Rent		195,000	252,000
	Printing & Stationery		84,371	94,237
	Charity & Donations		52,500	10,000
	EOBI Contribution		13,200	15,628
	Postage & Telegram		207,886	255,402
	Telephone Charges		219,536	218,538
	Fee & Subscription		362,167	331,886
	Electricity Charges		202,469	204,898
	Entertainment		290,383	330,652
	Travelling & Conveyance		4,000	25,811
	Software Inst. & Maint.		96,000	45,500
	Auditor's Remuneration	13.2	73,200	98,000
	Repair & Maintenance		260,828	140,058
	Commission Expenses	manufacture of the control of the co	> 2,601,413	800,512
	N.C.C.S Charges		277,142	200,074
	M.C.F Charges		4,469	8,006
	Newspapers & Priodicals		11,716	14,644
	Vehicle Maintenance		12,000	12,000
	Miscellaneous Exp.		52,440	56,219
	Depreciation		407,375	432,328
		a a	11,906,176	8,805,202
13.	1 Director's Remuneration:			
	Salaries		2,940,000	2,190,000
			2,940,000	2,190,000
12	2 Auditor's Remuneration:			
13.	Statutory Audit Fee		70,000	70,000
	System Audit Fee		-	20,000
	Out of pocket expenses		3,200	8,000
	Out of pocket expenses		73,200	98,000
1.4	DINANCIAI EVDENSES.			
14	FINANCIAL EXPENSES: Bank Charges	100	21,370	17,610
	Dank Charges	P. O	21,370	17,610
		Chartered (I) Accountants		

		2015 Rupees	2014 Rupees
15	OTHER INCOME: Gain on Disposal of Capital Work in Progress Other Income Capital Gain / (Loss)	(36,007)	238,400 - (624,467) (386,067)
16	TAXATION: Capital Gain Tax Current - Provision For Taxation	1,240,151 1,240,151	285,292 285,292
17	BASIC EARNINGS / (LOSS) PER SHARE: Profit / (Loss) After Taxation Attributable to Ordinary Shareholders Number of Ordinary Shares Issued & Subscribed At The Year End	2,470,894 185,000	1,467,599
	Basic Earnings / (Loss) Per Share	13.36	7.93
	There is no dilutive effect on the basic earnings per share.		
18	NUMBER OF EMPLOYEES: Annual number of employees at the year end	18	18

#### 19 <u>AUTHORIZATION FOR ISSUE:</u>

The above financial statements have been authorized for issue by the board of directors of the company on August 20, 2015.

#### 20 FIGURES:

- in the accounts have been rounded-off to the nearest of rupees.
- of the previous year have been re-arranged wherever necessary for the purpose of comparison.

CHIEF EXECUTIVE

TREC HOLDER Code - 096 &

DIRECTOR

Chartered

# M/S. MGM SECURITIES (PRIVATE) LIMITED SCHEDULE OF FIXED ASSETS AS AT JUNE 30, 2015

		COST			DEPRI	DEPRECIATION		W.D.V.
PARTICULARS	As At	Addition /	As At	Rate	As At	For The	As At	As At
	01-07-14	(Deletion)	30-06-15	%	01-07-14	Year	30-06-15	30-06-15
Office Building	11,500,000	ı	11,500,000	5%	4,553,233	347,338	4,900,571	6,599,429
Tools & Equipment	302,500	1	302,500	10%	204,846	9,765	214,611	87,889
Computer & Softwares	526,800	1	526,800	10%	350,587	17,621	368,208	158,592
Furniture & Fixture	1,028,586	1	1,028,586	10%	702,079	32,651	734,730	293,856
Total - 2014	13,357,886	1	13,357,886		5,810,745	407,375	6,218,120	7,139,766

		COST			DEPRI	DEPRECIATION		W.D.V.
<b>PARTICULARS</b>	As At	Addition/	As At	Rate	As At	For The	As At	As At
	01-07-13	(Deletion)	30-06-14	%	01-07-13	Year	30-06-14	30-06-14
Office Building	11,500,000	ı	11,500,000	5%	4,187,614	365,619	4,553,233	6,946,767
Tools & Equipment	302,500	1	302,500	10%	193,995	10,851	204,846	97,654
Computer & Softwares	526,800	ž <u>i</u>	526,800	10%	331,008	19,579	350,587	176,213
Furniture & Fixture	1,028,586	C	1,028,586	10%	665,800	36,279	702,079	326,507
Total - 2013	13,357,886	1	13,357,886		5,378,417	432,328	5,810,745	7,547,141