



Atlas Fund of Funds
THIRD QUARTER REPORT
31 MARCH 2019
(UN-AUDITED)

Atlas
funds
Nurturing your investments



Management Company

Atlas Asset Management

Rated AM2+ by PACRA



Vision

To be a market leader in providing quality fund management services with customer satisfaction as our premier goal.

Mission Statement

We are committed to offering our investors the best possible risk adjusted returns on a diverse range of products, providing a stimulating and challenging environment for our employees, and committing to the highest ethical and fiduciary standards. We firmly believe that by placing the best interests of our clients first, we will also serve the best interest of our employees, our shareholders and the communities in which we operate.

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Atlas Fund of Funds

ORGANISATION

Management Company

Atlas Asset Management Limited

Board of Directors of the Management Company

| | |
|-------------------------|---|
| Chairman | Mr. Yusuf H. Shirazi (Non-Executive Director) |
| Directors | Mr. Tariq Amin (Independent Director) Ms Zehra Naqvi (Independent Director) Mr. Frahim Ali Khan (Non-Executive Director) Mr. Ali H. Shirazi (Non-Executive Director) Mr. M. Habib-ur-Rahman (Non-Executive Director) |
| Chief Executive Officer | Mr. Muhammad Abdul Samad (Executive Director) |
| Company Secretary | Ms Zainab Kazim |

Board Committees

Audit Committee

| | |
|-----------|---|
| Chairman | Mr. Tariq Amin |
| Members | Mr. Frahim Ali Khan Mr. M. Habib-ur-Rahman |
| Secretary | Mr. M. Uzair Uddin Siddiqui |

Human Resource & Remuneration Committee

| | |
|-----------|--|
| Chairman | Mr. Frahim Ali Khan |
| Members | Mr. Ali H. Shirazi Mr. Muhammad Abdul Samad |
| Secretary | Ms Zainab Kazim |

The Above information is as at 22 April 2019

Investment Committee

| | |
|------------------|--|
| Chairman | Mr. Muhammad Abdul Samad |
| Members | Mr. Ali H. Shirazi Mr. Khalid Mahmood Mr. Muhammad Umar Khan Mr. Fawad Javaid |
| Secretary | Mr. Faran-ul-Haq |

Management Committee

| | |
|-----------|--|
| Chairman | Mr. Muhammad Abdul Samad |
| Members | Mr. Khalid Mahmood Ms Qurrat-ul-Ain Jafari Ms Mishaal H. Shirazi Mr. Tariq Ahmed Siddiqui Ms Ayesha Farooq |
| Secretary | Mr. Muhammad Umar Khan |

Risk Management Committee

| | |
|-----------|--------------------------|
| Chairman | Mr. Muhammad Abdul Samad |
| Members | Mr. Khalid Mahmood |
| Secretary | Mr. Shaikh Owais Ahmed |

Chief Financial Officer

Ms Qurrat-ul-Ain Jafari

Chief Internal Auditor

Mr. M. Uzair Uddin Siddiqui

Registered Office

Ground Floor, Federation House Sharae Firdousi,
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Tel: (92-21) 111-MUTUAL (6-888-25)
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Website: www.atlasfunds.com.pk

Third Quarter Report 2018-19

CHAIRMAN'S REVIEWS

It is my pleasure to present to you the un-audited financial statement of Atlas Fund of Funds (ATFF) for nine months ended March 31, 2019 of the FY 2018-19.

FINANCIAL REVIEW:

ASSETS OF THE FUND:

As of March 31, 2019 the total assets of the Fund stood at Rs. 20,795,056. These are majorly invested in Atlas Money Market Fund (AMF) whose value stood at Rs. 18,852,683 and in PLS savings account whose value stood at Rs. 182, 653 on March 31, 2019. Remaining amount i.e. Rs. 1,750,210 is invested in units of investee funds pending transfer to certificate holders.

LIABILITIES:

The aggregate liabilities stood at Rs. 13,590,090 on March 31, 2019, detailed as under:

AMOUNT UNCLAIMED BY CERTIFICATE HOLDERS: The liabilities represents unclaimed amount by certificate holders on account of (i) dividends amounting to Rs. 1,029,256, (ii) cash proceeds on revocation unclaimed amounting to Rs. 982,006 and (iii) units of investee funds pending transfer to certificate holders, amounting to Rs. 1,750,210 . The total unclaimed amount is Rs. 3,761,472.

ACCRUED AND OTHER LIABILITIES: These amount to Rs. 83,101

LIABILITIES AGAINST PENDING PETITIONS: These amount to Rs. 9,745,517

INCOME:

Net income for the period ended March 31, 2019 was Rs. 1,009,285. The aggregate post revocation income stood at Rs. 7,204,966 on March 31, 2019.

COURT JUDGEMENTS IN THE WORKERS WELFARE FUND (WWF) & FEDERAL EXCISE DUTY (FED) CASES:

1. On November 10, 2016 the Honorable Supreme Court of Pakistan (SCP) passed a judgment declaring the amendments made in the Finance Acts 2006 and 2008 pertaining to WWF as illegal citing that WWF was not in the nature of tax and could, therefore, not have been introduced through money bills. The Federal Board of Revenue has filed a review petition in the SCP against the said judgment, which is pending for hearing. While the petitions filed by the CISs on the matter are still pending before the SHC. The Mutual Funds Association of Pakistan (MUFAP) consulted both legal and tax advisors who gave the opinion that the judgment has removed the very basis on which the demands were raised, therefore, there was no longer any liability against the mutual funds under the WWF Ordinance.
2. The bench of Honorable Sindh High Court had declared the levy of FED by Federal Government as unconstitutional, where provincial Governments have levied sales tax on the service. The Federal Government filed an appeal at Honorable Supreme Court of Pakistan which is pending adjudication. Your Fund will wait for decisions by SCP on review petition in case of WWF and on appeal made in case of FED by Federal Government for final distribution to certificate holders of Atlas Fund of Funds. In case of favorable decisions the amount provided by the Fund on account of WWF amounting to Rs. 9,554,259 and FED amounting to Rs. 191,258 together with post revocation income, which on March 31, 2019 amounted to Rs. 7,204,966 will be distributable among certificate holders.

RATING:

The Pakistan Credit Rating Agency (PACRA) maintained asset manager rating of Atlas Asset Management Limited (AAML) to "AM2+" (AM Two Plus). The rating denotes high quality as the asset manager meets high investment management industry standards and benchmarks with noted strengths in several of the rating factors.

ع جھلو اگر کچھ نہیں کہنا ہے جھلو ہی کچھ کہنے دو

ACKNOWLEDGEMENT

I would like to thank the Securities and Exchange Commission of Pakistan, the Board of Directors, and the Group Executive Committee for their help, support and guidance. I also thank the financial institutions and the unit holders for their help, support and the confidence reposed in the Fund and the Chief Executive Officer, Mr. Muhammad Abdul Samad and his management team for their hard work, dedication and sincerity of purpose.

Yusuf H. Shirazi
Chairman

Karachi: 29 April 2019

Atlas Fund of Funds

Corporate Information

Trustee

MCB Financial Services Limited
3rd Floor, Adamjee House, I. I. Chundrigar Road
Karachi

Auditors

A. F. Ferguson & Co.
Chartered Accountants

Legal Advisers

Mohsin Tayebaly & Co.

Bankers

Bank Alfalah Limited

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SPECIAL PURPOSE INTERIM STATEMENT OF ASSETS AND LIABILITIES (UN-AUDITED)

AS AT 31 MARCH 2019

| | | 31 March 2019 Un-audited | 30 June 2018 Audited |
|--|------|--------------------------------|----------------------------|
| | Note | -----Rupees----- | |
| ASSETS | | | |
| Bank balances in PLS Savings Account | 5 | 182,653 | 18,043,215 |
| Investment in Atlas Money Market Fund | 6 | 18,852,683 | - |
| Profit receivable on bank balances | | 9,510 | 9,847 |
| Units of investee funds awaiting transfer to certificate holders | 7 | 1,750,210 | 1,981,103 |
| Total Assets | | 20,795,056 | 20,034,165 |
| LIABILITIES | | | |
| Unclaimed Dividends | | 1,029,256 | 1,029,256 |
| Payable to certificate holders : | | | |
| Settlement of proceeds on revocation | | | |
| Cash settlement | | 982,006 | 982,006 |
| Transfer of units of investee funds (contra) | | 1,750,210 | 1,981,103 |
| | | 2,732,216 | 2,963,109 |
| Post revocation profits | 8 | 7,204,966 | 6,195,681 |
| | | 9,937,182 | 9,158,790 |
| Liabilities against pending petitions | 9 | 9,745,517 | 9,745,517 |
| Accrued and other liabilities | 10 | 83,101 | 100,601 |
| Total Liabilities | | 20,795,056 | 20,034,165 |

The annexed notes from 1 to 12 form an integral part of these special purpose financial statements.

For Atlas Asset Management Limited
(Management Company)

Qurrat-ul-Ain Jafari
Chief Financial Officer

Muhammad Abdul Samad
Chief Executive Officer

Yusuf H. Shirazi
Chairman

Tariq Amin
Director

Atlas Fund of Funds

SPECIAL PURPOSE INTERIM INCOME STATEMENT (UN-AUDITED)

FOR THE NINE MONTHS ENDED 31 MARCH 2019

| | 31 March 2019 | 31 March 2018 |
|--|------------------|------------------|
| | -----Rupees----- | |
| INCOME | | |
| Profit on bank deposits | 66,825 | 27,428 |
| Capital gain on sale of investments - net | 943,477 | - |
| Unrealised gain on revaluation of investments - net | 52,683 | 665,006 |
| | 1,062,985 | 692,434 |
| EXPENSES | | |
| Auditors' remuneration | 52,300 | 62,300 |
| Bank Charges | 1,400 | 807 |
| | 53,700 | 63,107 |
| Net income for the period before taxation | 1,009,285 | 629,327 |
| Taxation | - | - |
| Payable to certificate holders in respect of post revocation profits | (1,009,285) | (629,327) |
| Net income for the period after taxation | - | - |
| Other comprehensive income | - | - |
| Total Comprehensive income for the period | - | - |

The annexed notes from 1 to 12 form an integral part of these special purpose financial statements.

For Atlas Asset Management Limited
(Management Company)

Qurrat-ul-Ain Jafari
Chief Financial Officer

Muhammad Abdul Samad
Chief Executive Officer

Yusuf H. Shirazi
Chairman

Tariq Amin
Director

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NOTES TO AND FORMING PART OF THE SPECIAL PURPOSE INTERIM FINANCIAL STATEMENTS (UN-AUDITED)

FOR THE NINE MONTHS ENDED 31 MARCH 2019

1 LEGAL STATUS

- 1.1 Atlas Fund of Funds (the Fund), is a closed end mutual fund managed by Atlas Asset Management Limited (AAML) as management company, with MCB Financial Services Limited (MCBFSL) as the trustee. As per the decision of the certificate holders of the Fund in the general meeting held on 30 January 2013 to revoke the Fund, and the approval of the Securities and Exchange Commission of Pakistan (the Commission) through their letter no. SCD/AMCW/ATFF/519/2013 dated 3 May 2013 read with letter no. NBFC/AMCW/ATFF/662/2013 dated 26 July 2013, the process of revocation of the Fund was completed and the final report on the revocation of the Fund was submitted jointly by the Management Company and the Trustee to the Commission on 30 August 2013.
- 1.2 Following the approval for revocation of the Fund, the Management Company of the Fund carried out the process of disposal of assets and liabilities and based on net assets of Rs.495.66 million appearing in the books of the Fund as at 26 July 2013, issued the settlement proceeds to the certificate holders, as reported in note 25.2 of the audited financial statements of the Fund for the FY 2012-13, excluding the amount retained in respect of the provisions for Workers' Welfare Fund and Federal Excise Duty, as detailed in note 7 below, against which the petitions filed in the Honourable Sindh High Court are pending at the date of revocation of the Fund. The Fund shall continue to exist as a legal entity until the decision of these petitions. In view of the above, the Fund is not a going concern and the special purpose financial statements have been prepared using the liquidation basis of accounting. The use of liquidation basis of accounting did not have any impact on the values of assets and liabilities of the Fund determined in accordance with the basis of preparation of the special purpose interim financial statements as disclosed in note 2 and 3 below.
- 1.3 The post revocation activities and administration of the Fund are being managed by Atlas Asset Management Limited situated at Ground Floor, Federation House, Shahrae Firdousi, Clifton, Karachi.
- 1.4 The Commission, through their letter no. NBFC - II/DD/AAML/724/2013 dated 24 September 2013 in response to the final report on the revocation of the Fund, required the Management Company to report to the Commission on quarterly basis, the status of the pending petitions in the Honourable Sindh High Court in respect of Workers' Welfare Fund (WWF) and Federal Excise Duty (FED) on quarterly basis, which are being complied with by the Management Company. The details of the petitions are disclosed in note 8 and 8.1 to these special purpose financial statements.
- 1.5 The Management Company of the Fund, in their final joint report on revocation with the Trustee of the Fund, had sought the approval of the Commission to invest the amount representing liability against provisions for WWF and FED, pending the decision of the Honourable Sindh High Court and other liabilities, in Atlas Money Market Fund (AMF), an open ended fund managed by the Management Company. The Commission, in their letter no. NBFC - II/DD/AAML/724/2013 dated 24 September 2013, on the basis of endorsement of the proposal by the Trustee, has allowed the Management Company to retain such amount with banks, or invest in the AMF, after ensuring the best interests of the certificate holders and compliance to regulatory framework. The Management Company of the Fund has utilized such option after analyzing the beneficial impact of the same for the certificate holders.
- 1.6 Following the completion of revocation formalities, the certificates of the Fund were de-listed from the Pakistan Stock Exchange Limited with effect from 16 September 2013.

2 BASIS OF PRESENTATION

These special purpose interim financial statements have been prepared solely for the purpose of submission to the taxation authorities and accordingly do not contain all the disclosures required under approved accounting standards (note 3). These special purpose financial statements comprise of statements of assets and liabilities, income statement alongwith the notes forming part thereof for the period ended 31 March 2019.

Atlas Fund of Funds

3 BASIS OF PREPARATION

3.1 These special purpose interim financial statements have been prepared in accordance with the accounting policies as mentioned in note 4 below. These policies are consistent with the recognition principle specified under approved accounting standards as applicable in Pakistan. Approved accounting standards comprise of such International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board as are notified under the Companies Act, 2017, the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (the NBFC Rules), the Non-Banking Finance Companies and Notified Entities Regulations, 2008 (the NBFC Regulations) and directives issued by the Securities and Exchange Commission of Pakistan (SECP). Wherever the requirements of the NBFC Rules, the NBFC Regulations or directives issued by SECP differ with the requirements of IFRS, the requirements of the NBFC Rules, the NBFC Regulations or the directives issued by SECP prevail. The disclosures made in these special purpose financial statements have been limited as these are special purpose financial statements as stated in note 2 above.

3.2 In response to the request of the Management Company regarding relaxation of the requirements of Regulation 38 (2) (f) and 38 (2) (g) of the NBFC Regulations, 2008, the Commission, through their letter no.SCD/AMCW/AAML/ ATFF/849/2014 dated 16 January 2014, granted approval to the Management Company to publish electronically, by uploading on the Management Company's website, an un-audited statement of net assets in abridged form to the certificate holders on quarterly basis, together with the status of pending petitions, subject to intimation thereof to the certificate holders through press notice on half yearly and annual basis, and transmission via email to those certificate holders whose email addresses are available with the Management Company.

The management company has prepared these special purpose financial statements for the purposes of meeting these regulatory requirements.

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied for the preparation of these condensed interim special purpose financial statements are the same as those applied in the preparation of the annual financial statements of the Fund for the year ended 30 June 2018.

| | 31 March 2019 | 30 June 2018 |
|------|------------------|-----------------|
| | Un-audited | Audited |
| Note | -----Rupees----- | |

5 CASH AND BANK BALANCES

Savings account

| | | | |
|-------------------------|-----|---------|------------|
| Balances with banks in: | 5.1 | 182,653 | 18,043,215 |
|-------------------------|-----|---------|------------|

5.1 The rate of return on this account is 10.75% (2018: 7.35%) per annum.

| | 31 March 2019 | 30 June 2018 |
|--|------------------|-----------------|
| | Un-audited | Audited |
| | -----Rupees----- | |

6 INVESTMENTS

| | | | |
|---|-----|------------|---|
| At fair value through profit or loss - Held for trading | 6.1 | 18,852,683 | - |
|---|-----|------------|---|

| Name of Mutual Fund | -----Number of units ----- | | | | | -----Rupees----- | |
|--------------------------------|----------------------------|-----------------------------------|-------------------------------|----------------------------------|------------------------|------------------|-----------------|
| | As at 1 July 2018 | Purchases during the period | Bonus during the period | Redeemed during the period | As at 31 March 2019 | Carrying Cost | Market Value |
| 6.1 Atlas Money Market Fund | - | 146,906 | - | 109,542 | 37,364 | 18,800,000 | 18,852,683 |

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6.2 This investment had been made in line with the approval granted by the Securities and Exchange Commission of Pakistan vide their letter no. NBFC - II/DD/AAML/724/2013 dated 24 September 2013.

| | | 31 March 2019 | 30 June 2018 |
|---|------|------------------|------------------|
| | | Un-audited | Audited |
| | Note | -----Rupees----- | |
| 7 UNITS OF INVESTEE FUNDS AWAITING TRANSFER TO CERTIFICATE HOLDERS | | | |
| | 7.1 | 1,750,210 | 1,981,103 |

7.1 This represents the portion awaiting transfer of units of the investee funds to the certificate holders, against which executed transfer deeds have been issued to them at the time of final settlement upon revocation. The total settlement in this form aggregated to Rs.223.61 million of which transfers aggregating Rs.222.96 million (30 June 2018: Rs.222.96 million) have already been executed. The remaining transfers are awaiting submission of the executed transfer deeds by the certificate holders to the relevant asset management companies managing the investee funds.

As at 31 March 2019, the market value of these units aggregates to Rs.1.745 million (30 June 2018: Rs.1.981 million), based on the net asset value of the investee funds, as per the breakup below. The valuation gain of Rs.1.116 million (30 June 2018: Rs.1.327 million) relates to the respective certificate holders whose units are still pending transfer in their favour.

| Name of Fund | Total units outstanding | Market value at the time of transfer | Market value as at 31 March 2019 | Unrealised gain on revaluation of investments - net |
|--|-------------------------|--------------------------------------|----------------------------------|---|
| | | -----Rupees----- | | |
| JS Growth Fund | 2,794 | 146,578 | 455,918 | 309,340 |
| JS Value Fund | 2,493 | 172,808 | 501,678 | 328,870 |
| Meezan Balanced Fund | 23,932 | 151,584 | 351,056 | 199,472 |
| HBL Energy Fund (Formerly PICIC Energy Fund) | 34,991 | 163,065 | 441,558 | 278,493 |
| | 64,210 | 634,035 | 1,750,210 | 1,116,175 |

The outstanding units shown above includes units received from investee funds subsequent to revocation as follows:

| | As bonus issue | On reinvestment of dividend |
|--|----------------|-----------------------------|
| JS Growth Fund | 1,383 | 122 |
| JS Value Fund | 1,008 | 146 |
| Meezan Balanced Fund | 7,553 | 4,262 |
| HBL Energy Fund (Formerly PICIC Energy Fund) | 19,558 | 1,800 |

| | | 31 March 2019 | 30 June 2018 |
|----------------------------------|------|------------------|------------------|
| | | Un-audited | Audited |
| | Note | -----Rupees----- | |
| 8 POST REVOCATION PROFITS | | | |
| | 8.1 | 7,204,966 | 6,195,681 |

8.1 In terms of the settlement process communicated to certificate holders, profit on bank balances and investments retained pending settlement of pending petitions is payable to the certificate holders after the decision of the Courts and it is established that the cases in respect of which petitions are pending will not be pursued further.

Atlas Fund of Funds

| 9 LIABILITIES AGAINST PENDING PETITIONS IN THE HONORABLE SINDH HIGH COURT | Note | 31 March 2019 | 30 June 2018 |
|--|------|------------------|------------------|
| | | Un-audited | Audited |
| | | -----Rupees----- | |
| Provision for Workers' Welfare Fund (WWF) | | 9,554,259 | 9,554,259 |
| Provision for Federal Excise Duty (FED) | | 191,258 | 191,258 |
| | 9.1 | 9,745,517 | 9,745,517 |

9.1 The Finance Act 2015 excluded mutual funds from the FED & WWF from July 1, 2015. However, the FBR did not withdraw claim for FED & WWF till June 30, 2015.

As at 31 March 2019, the amount representing the aggregate liability in respect of provisions for Workers' Welfare Fund (WWF) and Federal Excise Duty (FED) is placed in avenues permitted by the SECP as explained in note 1.5 to these special purpose interim financial statements.

| 10 ACCRUED AND OTHER LIABILITIES | 31 March 2019 | 30 June 2018 | |
|---|------------------|------------------|--|
| | Un-audited | Audited | |
| | | -----Rupees----- | |
| Auditors' remuneration payable | 52,500 | 70,000 | |
| Sindh sales tax payable on remuneration of the Management Company | 30,601 | 30,601 | |
| | 83,101 | 100,601 | |

11 GENERAL

Figures have been rounded off to the nearest Rupee.

12 AUTHORISATION OF ISSUE

These special purpose interim financial statements were authorized for issue by the Board of Directors of the Management Company on 29 April 2019.

For Atlas Asset Management Limited
(Management Company)

Qurrat-ul-Ain Jafari
Chief Financial Officer

Muhammad Abdul Samad
Chief Executive Officer

Yusuf H. Shirazi
Chairman








Tariq Amin
Director





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regulatory actions)
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mobile device
-  Online Quizzes



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Commission of Pakistan

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*Mobile apps are also available for download for android and ios devices

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Savings Center- Karachi

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Karachi-74400.
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Fax: (92-21) 34522603

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S.I.T.E.,
Karachi.

Landhi Office- Karachi

C/o. Atlas Engineering Limited,
15th Mile,
National Highway,
Landhi, Karachi.

Hyderabad Office

C/o. Atlas Honda Limited,
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Opposite Foundation Public
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Hyderabad.

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Multan Office

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Rawalpindi Office

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Savings Center- Islamabad

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