

Atlas funds

Nurturing your investments

Atlas Fund of Funds

HALF YEARLY REPORT

31 December 2017

(UN-AUDITED)



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)

Mr. Shamshad Nabi
(Independent Director)

Mr. Frahim Ali Khan
(Non-Executive Director)

Mr. Ali H. Shirazi
(Non-Executive Director)

Mr. Arshad P. Rana
(Non-Executive Director)

Chief Executive Officer Mr. M. Habib-ur-Rahman
(Executive Director)

Company Secretary Ms. Zainab Kazim

Board Committees

Audit Committee

Chairman Mr. Tariq Amin
Members Mr. Shamshad Nabi
Mr. Frahim Ali Khan

Secretary Mr. M. Uzair Uddin Siddiqui

Board Evaluation Committee

Chairman Mr. Tariq Amin
Members Mr. Shamshad Nabi
Mr. Ali H. Shirazi

Secretary Mr. M. Habib-ur-Rahman

Human Resource & Remuneration Committee

Chairman Mr. Frahim Ali Khan
Members Mr. Ali H. Shirazi
Mr. M. Habib-ur-Rahman

Investment Committee

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

Management Committee

Chairman Mr. M. Habib-ur-Rahman
Members Mr. Muhammad Abdul Samad
Mr. Khalid Mahmood
Ms. Qurrat-ul-Ain Jafari
Secretary Mr. Muhammad Umar Khan

Risk Management Committee

Chairman Mr. M. Habib-ur-Rahman
Members Mr. Muhammad Abdul Samad
Mr. Khalid Mahmood
Secretary Mr. Muhammad Faizan Ghori

Chief Financial Officer

Ms. Qurrat-ul-Ain Jafari

Chief Internal Auditor

Mr. M. Uzair Uddin Siddiqui

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The above information is as at 09 February 2018.

Half Yearly Report 2017-18

CHAIRMAN'S REVIEW

It is my pleasure to present to you the un-audited financial statements of Atlas Fund of Funds for the half year ended December 31, 2017 of the FY 2017-18.

FINANCIAL REVIEW:

ASSETS OF THE FUND:

As of December 31, 2017 the total assets of the Fund stood at Rs 19,486,328. These are majorly invested in Atlas Money Market Fund (AMF) whose value stood at Rs. 17,534,720 and in PLS account whose value stood at Rs. 56,479 on December 31, 2017. Remaining amount i.e. Rs. 1,895,129 is invested in units of investee funds pending transfer to certificate holders

LIABILITIES:

The aggregate liabilities stood at Rs.13,725,449 on December 31, 2017, detailed as under:

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

- a. 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.
- b. 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.
- c. 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 December 31, 2017 amounted to Rs.5,760,879 will be distributable among certificate holders.

2. **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.1,895,129. The total unclaimed amount is Rs.3,906,391.

3. **ACCRUED AND OTHER LIABILITIES:** These amount to Rs.73,541.

INCOME:

Net income for the period ended December 31, 2017 was Rs.416,049. The aggregate post revocation income stood at Rs.5,760,879 on December 31, 2017.

RATING:

The Pakistan Credit Rating Agency Limited (PACRA) has upgraded 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.

جسے اللہ رکھے اسے کون چکھے

If Allah wills not, no one can Harm

ACKNOWLEDGEMENT

I 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 certificate holders for their help, support and the confidence.

Karachi: 28 February 2018

Yusuf H. Shirazi
Chairman

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

Half Yearly Report 2017-18

SPECIAL PURPOSE STATEMENT OF ASSETS AND LIABILITIES (UN-AUDITED) AS AT 31 DECEMBER 2017

		31 December 2017 Un-audited	30 June 2017 Audited
	Note	----- Rupees -----	-----
ASSETS			
Bank balances in PLS Savings Account	5	56,229	17,167,487
Investment in Atlas Money Market Fund	6	17,534,720	-
Profit receivable on bank balances		250	24,723
Units of investee funds awaiting transfer to certificate holders	7	1,895,129	2,496,581
Total Assets		19,486,328	19,688,791
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)		1,895,129	2,496,581
		2,877,135	3,478,587
Post revocation profits	8	5,760,879	5,344,830
		8,638,014	8,823,417
Liabilities against pending petitions	9	9,745,517	9,745,517
Accrued and other liabilities	10	73,541	90,601
Total Liabilities		19,486,328	19,688,791

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

M. Habib-ur-Rahman
Chief Executive Officer

Yusuf H. Shirazi
Chairman

Tariq Amin
Director

Atlas Fund of Funds

SPECIAL PURPOSE INCOME STATEMENT (UN-AUDITED) FOR THE HALF YEAR ENDED 31 DECEMBER 2017

	31 December 2017	31 December 2016
	----- Rupees -----	
INCOME		
Profit on bank deposits	26,807	31,864
Unrealised gain on revaluation of investments - net	434,720	401,804
	461,527	433,668
EXPENSES		
Auditors' remuneration	44,800	44,000
Bank Charges	678	43
	45,478	44,043
Net income for the period before taxation	416,049	389,625
Taxation	-	-
Payable to certificate holders in respect of post revocation profits	(416,049)	(389,625)
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

M. Habib-ur-Rahman
Chief Executive Officer

Yusuf H. Shirazi
Chairman

Tariq Amin
Director

Half Yearly Report 2017-18

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

FOR THE HALF YEAR ENDED 31 DECEMBER 2017

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 (Formerly Karachi 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 December 2017.

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 Ordinance, 1984, 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 2017.

		31 December 2017 Un-audited	30 June 2017 Audited
	Note	----- Rupees -----	----- Rupees -----
5. CASH AND BANK BALANCES			
Savings account			
Balances with banks:	5.1	56,229	17,167,487

5.1 The rate of return on this account is 6.75% (2017: 5.30%) per annum.

		31 December 2017 Un-audited	30 June 2017 Audited
	Note	----- Rupees -----	----- Rupees -----
6. INVESTMENTS			
At fair value through profit or loss - Held for trading	6.1	17,534,720	-

6.1 Name of Mutual Fund	Number of units					Rupees	
	As at 1 July 2017	Purchases during the period	Bonus during the period	Sold/ redeemed during the period	As at 31 December 2017	Carrying Cost	Market Value
Atlas Money Market Fund	-	34,016	-	-	34,016	17,100,000	17,534,720

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.

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	31 December 2017	30 June 2017
	Un-audited	Audited
Note	-----	Rupees -----

7. UNITS OF INVESTEE FUNDS AWAITING

TRANSFER TO CERTIFICATE HOLDERS	7.1	1,895,129	2,496,581
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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.222.73 million (30 June 2017: Rs.222.73 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 December 2017, the market value of these units aggregates to Rs.1.895 million (30 June 2017: Rs.2.497 million), based on the net asset value of the investee funds, as per the breakup below. The valuation gain of Rs.1.241 million (30 June 2017: Rs.1.617 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 December 2017	Unrealised gain on revaluation of investments-net
-----Rupees-----				
JS Growth Fund	2,882	156,679	519,941	363,262
JS Value Fund	2,571	182,895	515,444	332,549
Meezan Balanced Fund	23,932	151,584	364,013	212,429
HBL Energy Fund (Formerly PICIC Energy Fund)	34,991	163,065	495,731	332,666
	64,377	654,223	1,895,129	1,240,906

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

	As bonus issue	On reinvestment of dividend
	-----	Rupees -----
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 December 2017	30 June 2017
	Un-audited	Audited
Note	-----	Rupees -----

8. POST REVOCATION PROFITS

8.1	5,760,879	5,344,830
-----	------------------	------------------

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

	31 December 2017 Un-audited	30 June 2017 Audited
	----- Rupees -----	
9. LIABILITIES AGAINST PENDING PETITIONS IN THE HONORABLE SINDH HIGH COURT		
Provision for Workers' Welfare Fund (WWF)	9,554,259	9,554,259
Provision for Federal Excise Duty (FED)	191,258	191,258
9.1	<u>9,745,517</u>	<u>9,745,517</u>

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 2015.

As at 31 December 2017, 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.

	31 December 2017 Un-audited	30 June 2017 Audited
	----- Rupees -----	
10. ACCRUED AND OTHER LIABILITIES		
Auditors' remuneration payable	35,000	60,000
Sindh sales tax payable on remuneration of the Management Company	30,601	30,601
	<u>73,541</u>	<u>90,601</u>

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 28 February 2018.

**For Atlas Asset Management Limited
(Management Company)**

Qurrat-ul-Ain Jafari
Chief Financial Officer

M. Habib-ur-Rahman
Chief Executive Officer

Yusuf H. Shirazi
Chairman

Tariq Amin
Director

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

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