



Connecting Businesses for Pakistan



Annual Report 2018



An ICTSI Group Company

Pakistan International Container Terminal Limited

Theme on The Cover

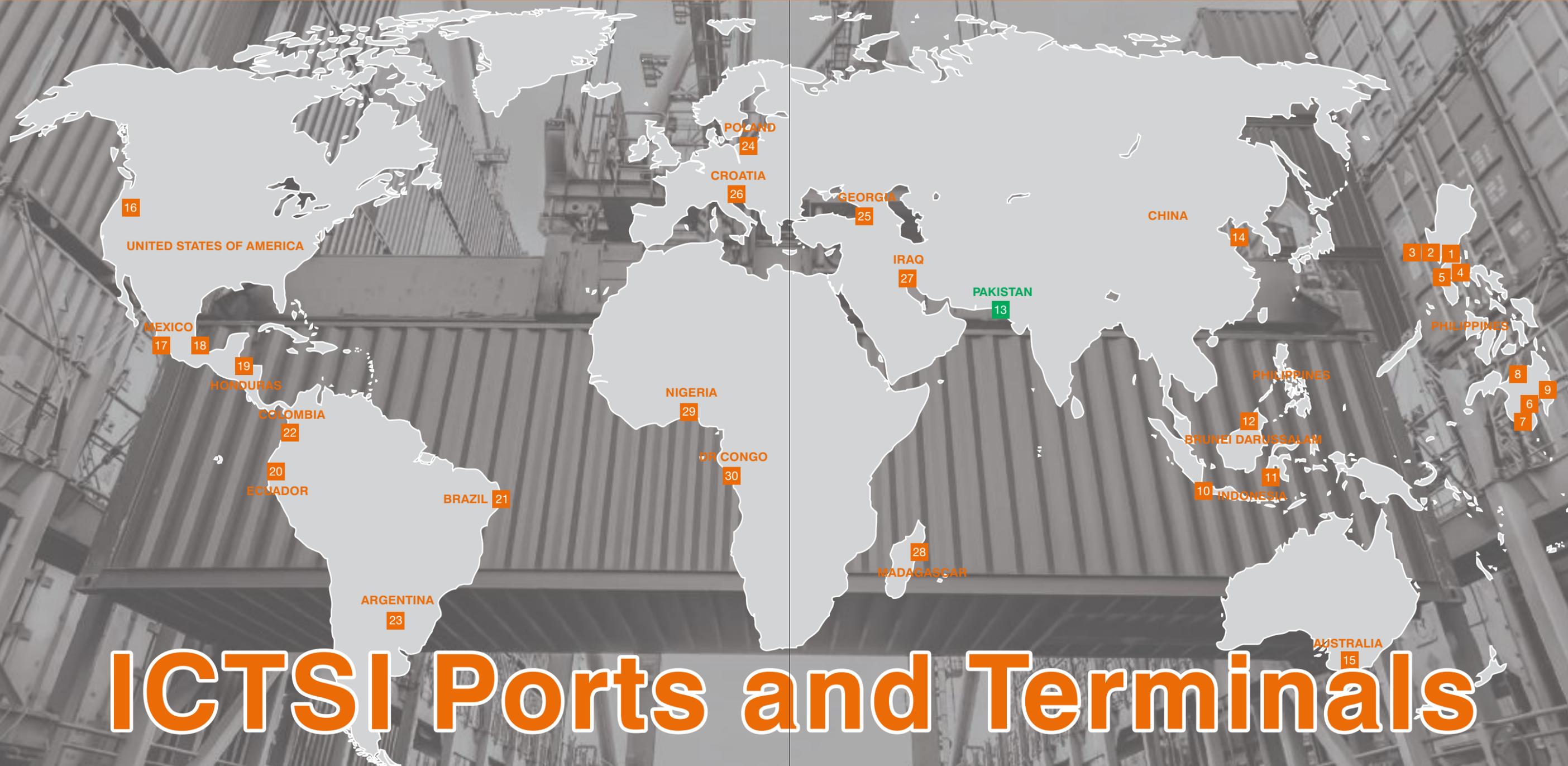
“Connecting Businesses” for “Pakistan”

2018 was another year of dedicated services by Pakistan International Container Terminal Limited [PICT]. Through innovation and quality services, we are continuously raising the bar of supply chain efficiencies in Pakistan in order to become the most reliable Port Gateway of international trade and Container Terminal of the choice.

This sense of achievement can be visualised in the form of sustainable growth which PICT has depicted since its inception. Being part of the global terminal operators, International Container Terminal Services Inc., we strictly follow the philosophy of generating Ease of doing business for our customers through adoption of digital mindset and usage of smart technologies.

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ICTSI Ports and Terminals

Be the container terminal of choice for trade at Karachi port



Vision



Mission

To be most reliable Port gateway of international trade with the commitment to provide customer centric services



Growth

Our purpose in doing our work is to grow: grow as individuals, expand as a business, and progress as a global organisation. More than sustaining lives, we work because of self-worth and dignity. As we further improve ourselves personally and professionally, we believe that the stability and continuous growth of PICT follows



Diligence

We work hard at our tasks, believing in performing dutifully, and in committing to first-rate work. Beyond duty, we are willing to go the extra mile. Our company has no room for mediocrity. Focused, punctual and dedicated are a few indisputable attributes PICT employees possess



Compassion

We care; we respect. We support each other to ensure that PICT remains viable, and that relations with stakeholders of the port community are stable. We work to sustain our families, pay our dues, or help a relative or a neighbor in need. We value and strive to promote workplace harmony, recognising the vital role that interdependence has played in PICT's ceaseless effort to achieve excellence



Core Values



Accountability

We value our work and take responsibility for our actions. We also carry a positive attitude, believing that by working with optimism and self-fulfillment, we produce positive results for the company and for ourselves. PICT management and employees give worth to being employed



Company Information

Board of Directors

Chairman

Mr. Andrew James Dawes
(Appointed on January 21, 2019)
(Non-Executive Director)

Directors

Mr. Aasim Azim Siddiqui
(Non-Executive Director)

Ms. Gigi Iluminada Miguel
(Appointed on October 15, 2018)
(Non-Executive Director)

Mr. Gordon Alan P. Joseph
(Independent Director)

Mr. Hans-Ole Madsen
(Non-Executive Director)

Mr. Roman Felipe S. Reyes
(Independent Director)

Mr. Sharique Azim Siddiqui
(Non-Executive Director)

Company Secretary

Mr. Adil Siddique

Audit Committee

Chairman

Mr. Roman Felipe S. Reyes

Members

Mr. Sharique Azim Siddiqui

Ms. Gigi Iluminada Miguel

Chief Internal Auditor

Mr. Moammar Raza

Human Resource & Remuneration Committee

Chairman

Mr. Gordon Alan P. Joseph

Members

Mr. Aasim Azim Siddiqui

Mr. Christian R. Gonzalez
(Resigned on January 21, 2019)

Mr. Andrew James Dawes
(Appointed on January 21, 2019)

Risk Management Committee

Chairman

Mr. Gordon Alan P. Joseph

Members

Mr. Christian R. Gonzalez
(Resigned on January 21, 2019)

Mr. Andrew James Dawes
(Appointed on January 21, 2019)

Mr. Sharique Azim Siddiqui

Key Management

Chief Executive Officer

Mr. Khurram Aziz Khan

Chief Financial Officer

Mr. Muhammad Hunain

External Auditors

EY Ford Rhodes

Chartered Accountants, 6th Floor, Progressive Plaza
Beaumont Road, P.O. Box 15541, Karachi-75530

Legal Advisor

Usmani & Iqbal, F-73/11, Swiss Cottages
Block-4, Clifton, Karachi

Bankers

Al Baraka Bank (Pakistan) Limited

Faysal Bank Limited

Habib Bank Limited

JS Bank Limited

National Bank of Pakistan

Samba Bank Limited

Standard Chartered Bank (Pakistan) Limited

Registered & Terminal Office

Berths 6-9, East Wharf, Karachi Port, Karachi

UAN: +92-21-111 11 7428 (PICT)

Fax : +92-21-3285-4815

Email: investor-relations@pict.com.pk

Website: www.pict.com.pk

Share Registrar / Transfer Agent

Central Depository Company of Pakistan Limited

99-B, Block 'B', SMCHS, Main Shakra-e-Faisal,
Karachi - 74400

Tel: +92-21-111-111-500 Fax: +92-21-34326053



Profile of the Board of Directors



Mr. Christian R. Gonzalez was Chairman of the Board of Directors of Pakistan International Container Terminal Limited till January 21, 2019. Subsequent to the year end, Mr. Gonzalez resigned as Director of the Company and Chairman of the Board of Directors effective from January 21, 2019. Being part of the International Container Terminal Services Inc. (ICTSI) group companies since 1997, he has held various senior positions in the group. Currently Mr. Gonzalez is the Senior Vice President, Global Corporate Head of the ICTSI Group. He recently served as Vice President, Regional Head – Asia Pacific.

Prior to his current role, he served as the Director General and Chief Executive Officer (CEO) of Madagascar International Container Terminal Services Ltd. (MICTSL), which operates the port in Toamasina, Madagascar, and thereafter, appointed as the Vice President and Head of Asia Pacific Region & Manila International Container Terminal. Mr. Gonzalez is a graduate of Instituto de Estudios Superiores de la Empresa (IESE) Business School, the graduate school of management of the University of Navarra, in Barcelona, Spain, where he received his Bilingual Masters in Business Administration. He is also a graduate of Business Administration from Pepperdine University in California.

Mr. Andrew James Dawes is the Chairman of the Board of Directors of Pakistan International Container Terminal Limited. Subsequent to the year end, Mr. Dawes was appointed as Director of the Company and Chairman of the Board of Directors after the resignation of Mr. Christian R. Gonzalez on January 21, 2019. Mr. Dawes is the Senior Vice President and Regional Head for Asia Pacific of ICTSI. With over 20 years in the port industry, Mr. Dawes has significant experience from senior roles in multinational port management companies in Europe, the Middle East, Africa and the Americas.



Prior to his current role, Mr. Dawes was Managing Director of APM Terminals Salalah in Oman. He was Chief Executive officer of Intels Nigeria Ltd. in Lagos, Managing Director and Chief Operations Officer of various APM Terminals in both regional and concessions locations in Africa and the Middle East. He has held key roles in DP World, P&O Ports and Southampton Container Terminal in the UK.



Mr. Aasim Azim Siddiqui is the Managing Director of the Marine Group of Companies. He has been engaged with the shipping and cargo handling industry for the last twenty five years and has been with PICT since its inception. He was instrumental in arranging all financing requirements of PICT including IFC and OFID and has played an instrumental role in the project roll out of PICT.

Mr. Aasim is also engaged in the development sector and has founded the Organization for Social Development Initiatives (OSDI) with an objective to improve the living conditions in the rural areas of Pakistan. He has also founded corporate sector's first and leading exhibition organizing company in Pakistan, Pegasus. Mr. Aasim did his BSc (hons) from London School of Economics and obtained a Master of Business Administration degree from Clark University, USA.

Ms. Gigi Iuminada Miguel is the Vice President and Treasurer Global Treasury of ICTSI. From 1990 to 2008, she has served in China Banking Corporation.

Ms. Miguel has an MBA degree from Ateneo de Manila Graduate School of Business, Philippines in 2000 and BSc degree in Applied Mathematics from University of the Philippines, Philippines in 1990.

Ms. Miguel was appointed as Director of the Company on October 15, 2018 after the resignation of Mr. Rafael D. Consing Jr.



Mr. Gordon Alan P Joseph is the Honorary Consul of Kingdom of the Netherlands to the Philippines, and concurrently the Chariman of the Executive Committee of the Metro Cebu Development Coordinating Board. He is also the largest shareholder and CEO of Philpacific Insurance Brokers, Inc., one of the 10 largest insurance and reinsurance brokers in the Philippines.

Mr. Joseph has a Bachelor's degree from De La Salle University, Manila in 1979.

Mr. Joseph was appointed as a director on the board on February 9, 2018 after the resignation of Mr. Jose Manuel M. De Jesus.

Mr. Hans-Ole Madsen has over 30 years of international experience within the Port, Shipping & Logistic industry. Mr. Madsen is the Senior Vice President, Regional Head for Europe and Middle East and Acting Regional Head-Africa of International Container Terminal Services Inc. Alongside, he is a Director of several other ICTSI group companies.

Prior to joining ICTSI, Mr. Madsen was Vice President for Business Development at APM Terminals Zeebrugge N.V. He was also Chairman of Gujarat Pipavav Port Limited (GPPL) and has also served as a Director of Pipavav Railway Corporation Limited and GPPL.



Mr. Roman Felipe S. Reyes, being a Certified Public Accountant, has over 40 years of rich experience in audit and advisory services for different industries such as utilities, power generation, port services, land transport, broadcasting, real estate, oil refinery, steel manufacturing and banks.

Mr. Reyes is Senior Partner and Vice Chairman for Client Services at SyCip Gorres Velayo & Co. (SGV) as well as the head of SGV's Japan Business Services as well as the head of SGV's highest revenue generating business unit.

Mr. Reyes obtained his Bachelor's degree in Commerce, major in Accounting from San Beda College and a Master's degree in Business Administration, concentration in Finance from the University of Detroit, Michigan, USA.

Mr. Sharique Azim Siddiqui is the Chief Executive Officer of Pakistan International Bulk Terminal Limited which is Pakistan's first bulk terminal for handling cement, clinker and coal. He joined the Marine Group of Companies in 1997 and was involved in various Group Ventures. He has also served as Project Director and Chief Operating Officer at PICT from 2002 till 2012.

Mr. Sharique has also served as CEO of Marine International Container Terminal and headed the implementation of the project which comprises of an Inland Container Depot in Lahore with direct Railways connectivity for operating dedicated freight trains between Karachi and Lahore.

Mr. Sharique did his Bachelors and Masters of Arts in Economics from Tufts University Boston, USA.



Chairman's Review



Dear Shareholders

It is indeed an immense pleasure to welcome you to the 18th Annual General Meeting of the Company and to present Company's annual report for the year ended December 31, 2018. I also thank you for your interest in Pakistan International Container Terminal and for having faith in us to oversee and grow your investment.

I hereby also take this opportunity to acknowledge the efforts of our outgoing Chairman Mr. Christian R. Gonzalez who had been associated with your company since 2013. Under his able Chairmanship, your Company was able to achieve its ever highest turnover and earnings per share along with winning accolades and appreciation from various stakeholders. We wish him the very best in his future endeavors.

Industry and Business Overview alongwith future outlook

Excessive handling capacity at Karachi Port and upsizing of vessels has remained a challenge for your Company during the year. Moreover, uncertain political situation in first half of the year coupled with the economic concerns and foreign exchange fluctuations in second half of the year kept the trade activity at par with the last year. This resulted in increased pressures on the container terminals owing to increased cost of service. Your Company has been responding effectively to the challenges faced and has been making concentrated efforts to sustain volumes ensuring the financial and operational sustainability.

Review of Financial Performance

A good Board pressure tests strategy, provides leadership on matters of governance and ensures their company is well equipped to handle business risks. During the year 2018, your company faced and overcame various challenges, confirming my strong belief that this is a Company set well to succeed in challenging times.

Your Company made every possible effort for maintaining sustainable volume and revenues during the year 2018. Despite increasing competition in container terminal industry and inflationary pressures in the economy, optimal efficiencies and cost optimization approach enabled your Company to realize Earnings per share of Rs 19.56.

Dividend Appropriation

In order to maintain a steady stream of income for the shareholders, the Directors of the Company have recommended final cash dividend @ 41% (Rs. 4.1/- per ordinary share) for the year ended December 31, 2018.

Governance and Culture Review of Board's performance

The Board understands that it needs members who bring core competencies, diversity, requisite skills, and experience for successful governance of the Company. In this regard, it is relevant to mention that the current members of the Board have extensive expertise in the areas of business management, strategy, finance, legal, and administration. All members of the Board are cognizant of their fiduciary duty to the Company and its shareholders and have ensured that this obligation is kept in mind at all times. The Board has constituted an independent Audit Committee, Human Resource and Remuneration Committee and Risk Management Committee for further strengthening the governance structure of the Company.

As Chairman of the Board, I can affirm that all directors are encouraged to contribute and deliberate on strategic and governance-related topics, and that inputs from the independent directors, director representing minority shareholders, and the directors having relevant experience on such topics are always encouraged and given due consideration before taking any decision.

The Board acknowledges its responsibilities to maintain effective oversight of the operations of the



چیرمین کا جائزہ

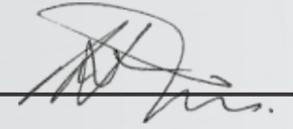
Company through quarterly meetings of the Board and its Committees. The Board met four times during the year to discuss the performance and future strategy for the business in this competitive environment. The Board received comprehensive agendas and supporting papers in a timely manner for its Board meetings. All the Directors, including the Independent Directors, fully participated in and made contributions to the decision-making process of the Board.

The Board its Committees and individual Directors carried out self-evaluation of their performance during the year and found it to be satisfactory. The overall aim was to measure the current performance of the Board and identify areas for improvement in future years.

The Board has approved a formal policy for remuneration of independent and non-executive directors. The Board remuneration is set to a level that is appropriate and commensurate with the level of responsibility and expertise, but at the same time ensures that it will not be construed as to compromise their independence.

Acknowledgments

I would like to acknowledge our CEO, Mr. Khurram Khan, his executive team and all the employees of the Company for their hard work, commitment and leadership in steering the Company into a new era of challenges. I would also like to thank the Board for its hard work and commitment to the Company I also wish to express my gratitude to our stakeholders including the Karachi Port Trust, Ministry of Maritime Affairs, SECP, Pakistan Stock Exchange and our valued shareholders for their unwavering support and continued trust in us.



Andrew James Dawes
Chairman of the Board
February 11, 2019

بورڈ کا چیرمین ہونے کی حیثیت سے، میں اس بات کی یقین دہانی کر سکتا ہوں کہ تمام ڈائریکٹرز کو حکمت عملی اور نظم و نسق کے مواضع پر رائے دینے اور مشاورت کی حوصلہ افزائی کی جاتی ہے اور اقلیتی حصص یافتگان کے نمائندہ ڈائریکٹرز اور موضوع سے متعلق متعلقہ تجربے کے حامل ڈائریکٹرز کی فیصلہ کرنے سے پہلے رائے پر حوصلہ افزائی اور غور کیا جاتا ہے۔

مجلس ہر سہ ماہی میں مجلس اور کمیٹی کے اجلاس کے ذریعے کمپنی کے آپریشن کی موثر نگرانی کی اپنی ذمہ داری کو تسلیم کرتا ہے مجلس نے مسابقتی ماحول میں کاروبار کی کارکردگی اور مستقبل کی حکمت عملی پر غور کرنے کے لیے سال میں چار بار اجلاس منعقد کیے۔ مجلس کو اپنی میٹنگز کے لئے ایجنڈا اور سپورٹنگ پیپرز جامع اور بروقت موصول ہوئے۔ تمام ڈائریکٹرز بشمول انڈیپنڈنٹ ڈائریکٹرز نے فیصلہ سازی کے عمل میں بھرپور حصہ لیا۔

بورڈ، کمیٹی اور انفرادی ڈائریکٹرز نے دوران سال خود تشخیصی کے ذریعے اپنی کارکردگی کو تسلی بخش پایا۔ اس عمل کا مجموعی مقصد مجلس کی موجودہ کارکردگی کو جانچنا اور آنے والے سالوں کے لئے بہتری کی گنجائش کی نشاندہی کرنا ہے۔

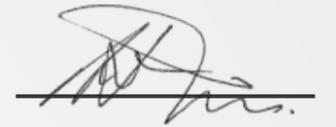
بورڈ نے انڈیپنڈنٹ اور نان ایگزیکٹو ڈائریکٹرز کے لئے حسب ضابطہ معاوضہ کی پالیسی منظور کی ہے۔ بورڈ کو اس سطح پر مقرر کیا جاتا ہے جو کہ نہ صرف ذمہ داری اور مہارت کی مطابقت سے مناسب ہو، بلکہ ساتھ ہی یہ بھی یقینی بنائے کہ اس سے ان کی آزادی پر سمجھوتہ نہ ہو۔

اظہار تشکر

میں ہمارے سی ای او، جناب خرم خان، ان کی انتظامی ٹیم اور کمپنی کے تمام ملازمین کو ان کی محنت، عزم اور قیادت سے کمپنی کو نئے دور کے چیلنجز میں چلانے کے لیے شکر یہ ادا کرنا چاہتا ہوں۔ میں کمپنی کی مجلس کی انتھک محنت کا بھی مشکور ہوں۔

میں اپنے تمام متعلقین بشمول کراچی پورٹ ٹرسٹ، وزارت ساحلی امور، سکیورٹی اینڈ ایکسیجن کمیشن آف پاکستان، پاکستان اسٹاک ایکسچینج اور ہمارے قابل قدر حصص یافتگان جنہوں نے ہماری غیر جانبدارانہ حمایت اور مسلسل اعتماد کیا۔

بے حد مسرور ہوں۔



اینڈریو جیمس ڈیوے
مجلس نظما کے چیرمین
11 فروری 2019



صنعتی اور کاروباری جائزہ بمعہ مستقبل کا منظر نامہ

دوران سال آپ کی کمپنی کے لئے کراچی بندرگاہ پر اضافی ہینڈلنگ کی صلاحیت اور جہازوں کے سائز میں اضافہ ایک چیلنج رہا۔ اس کے علاوہ، سال کے پہلے سہ ماہی میں سیاسی غیر یقینی کی صورتحال اور دوسرے سہ ماہی میں اقتصادی خدشات اور غیر ملکی زرمبادلہ میں اتار چڑھاؤ نے پچھلے سال کے مقابلے میں تجارت کی سرگرمیوں کو برقرار رکھا۔ اس کے نتیجے میں کنٹینر ٹرمینلز پر دباؤ بڑھا اور خدمات کی لاگت میں اضافہ ہوا۔ آپ کی کمپنی مالیاتی اور آپریشنل استحکام کے لیے موثر طریقے سے تمام چیلنجز کا سامنا اور توجہ مرکوز کوششوں سے حجم کے نمو کو سنبھال رہی ہے۔

مالیاتی کارکردگی کا جائزہ

ایک اچھا بورڈ دباؤ کی حکمت عملی کو آزمانا، نظم و نسق کی قیادت فراہم کرنا اور اس بات کو یقینی بنانا ہے کہ ان کی کمپنی کاروباری خطرات کو سنبھالنے کے لئے اچھی طرح تیار ہے۔ سال 2018 کے دوران آپ کی کمپنی کو ہر میدان میں متعدد چیلنجز کا سامنا کرنا پڑا، جس نے میرے کامل بھروسے کی توثیق کی کہ یہ کمپنی چیلنج کے اوقات میں اچھی طرح کامیاب ہونے کی قابلیت رکھتی ہے۔ آپ کی کمپنی نے سال 2018 کے دوران حجم اور آمدنی کو برقرار رکھنے کے لئے ہر ممکن کوشش کی ہے۔ کنٹینر ٹرمینلز کی صنعت میں بڑھتی ہوئی مسابقت اور معیشت میں افراط زر کے دباؤ کے باوجود کمپنی نے وسائل کے بہترین استعمال اور کڑی لاگت کی روک تھام کی مدد سے ختم شدہ سال میں 19.56 روپے آمدنی فی حصص حاصل کی۔

منافع کا تصرف

حصص یافتگان کی مستحکم آمدنی کو برقرار رکھنے کے لئے کمپنی کے ناظمین نے ختم شدہ سال 31 دسمبر 2018 کے لئے حتمی کیش ڈیویڈنڈ @ 41 فیصد (یعنی 4.1 روپے فی عمومی حصص) کی تجویز کی ہے۔

گورننس اور کلچر - مجلس کی کارکردگی کا جائزہ

بورڈ اس بات کو سمجھتا ہے کہ کمپنی کو کامیاب نظم و نسق سے چلانے کے لئے ایسے ممبران کی ضرورت ہے جو بنیادی اہلیت، تنوع، مطلوبہ صلاحیت اور تجربہ رکھتے ہوں۔ اس ضمن میں، یہ بات قابل ذکر ہے کہ بورڈ کے موجودہ ممبران کاروباری مناظمت، حکمت عملی، مالیات، قانونی اور انتظامی امور میں وسیع مہارت رکھتے ہیں۔ بورڈ کے تمام ممبران کمپنی اور اس کے حصص یافتگان کی جانب اپنی امانتی ذمہ داری سے بخوبی واقف ہیں، اور اس بات کو یقینی بناتے ہیں کہ یہ ذمہ داری ہر وقت ذہن میں رکھی جائے۔ مجلس نے کمپنی کے گورننس کو مضبوط کرنے کے لئے محاسبہ کمیٹی، ہیومن ریسورسز اور ریٹرنز کمیشن کمیٹی اور رسک مناظمت کمیٹی تشکیل دی ہے۔



مجھے کمپنی کے اٹھارویں سالانہ اجلاس عام میں آپ کا استقبال کرتے ہوئے کمپنی کی سالانہ رپورٹ اور محاسب شدہ مالیاتی گوشوارے ختم شدہ سال 31 دسمبر 2018 کو پیش کرتے ہوئے بہت زیادہ خوشی محسوس ہو رہی ہے۔ میں آپ کا شکر گزار ہوں کہ آپ نے پاکستان انٹرنیشنل کنٹینر ٹرمینلز میں دلچسپی ظاہر کرنے اور اپنے سرمائے کی نگرانی اور نشوونما کے لئے ہم پر بھروسہ کیا۔

میں موقع کی مناسبت سے ہمارے سبکدوش ہونے والے چیرمین مسٹر کرچن آرگوزالز کی خدمات کو تسلیم کرتا ہوں جو آپ کی کمپنی کے ساتھ 2013 سے منسلک رہے۔ ان کی قابل صدارت میں آپ کی کمپنی نے متعدد اعزازات جیتنے اور حصص یافتگان کی قدردانی کے ساتھ ساتھ کمپنی کی تاریخ کا سب سے زیادہ کاروبار اور فی حصص آمدنی حاصل کی۔ ہم ان کی مستقبل کی کوششوں کے لئے دعا گو ہیں۔



Directors' Report



We the undersigned for and on behalf of the Board of Directors are pleased to present the Annual Report of your Company alongwith the financial statements for the financial year ended December 31, 2018 and auditors' report thereon.

BUSINESS PERFORMANCE REVIEW

Pakistan's economy did not fare well in 2018. Uncertain political situation, depleting foreign exchange reserves, exchange rate fluctuations and trade deficit resulted in the economic challenges aggravated in the second half of the year. The newly elected government will need to grapple with these issues decisively through careful consideration and attention.

The business environment for container terminals remained challenging majorly due to vessel upsizing, consolidation of shipping lines and increased handling capacity at Karachi Port. Due to low trade activity almost all the container terminals at Karachi Port remained under-utilised in terms of handling capacity resulting in increased cost of service. Overall, Karachi Port witnessed flat growth in terms of container volumes during 2018 as compared to last year.

Sensing the emergence of this challenging environment, since last year your Company has been responding effectively and has been making concentrated efforts for ensuring financial and operational sustainability. Despite cut throat competition, your Company managed to retain sustainable market share and handled 427,118 containers which was 18% lower as compared to the last year. As discussed earlier, due to higher cost of services and inflationary impacts your company achieved gross profit of Rs 3,746 million for the year which showed a decreased of 17.4% in line with reduction in volume handled. After accounting for finance cost and taxation, the Company generated net profit of Rs 2,135 million which is 24% lower as compared to last year.

FUTURE OUTLOOK

Pakistan's economy is at an important juncture, whereby the need of the hour is timely materialization of financial inflows and continued reduction in the import bill. Support from the financial institutions and other friendly countries will improve the country's foreign exchange reserves and ensure that the country continues to pursue growth-friendly policies and measures. Pakistan will also need to improve its export competitiveness by boosting productivity, reduction in production cost coupled with greater diversification in the export sector. The government needs to tackle these challenges successfully for keeping Pakistan on the path of economic stability. Alongwith this outlook and increasing competition at the Karachi Port, your Company remains committed to driving the business forward in line with its historical achievements. The Company endeavours to mitigate the effect of the competition through maximization of efficiencies, increased productivity through innovation and provision of improved quality services to the customers.

OPERATING AND FINANCIAL RESULTS FOR THE YEAR ENDED DECEMBER 31, 2018

	2018	2017
	(Rs. in millions)	
Revenue	8,250	9,291
Gross Profit	3,751	4,546
Profit before taxation	3,290	4,169
Profit after taxation	2,135	2,798
Un appropriated profit brought forward	1,069	874
Profit available for appropriation	3,204	3,672
Appropriations:		
- Final cash dividend for the year end December 31, 2017 @ Rs. 6.43 per share (December 31, 2016 @ Rs. 6.3 per share)	(702)	(688)
- Interim cash dividends for the year end December 31, 2018 @ Rs. 13.5 per share (December 31, 2017 @ Rs. 17.55 per share)	(1,474)	(1,916)
Unappropriated profit carried forward	1,028	1,069
Basic and Diluted EPS	19.56	25.63



Directors' Report

The Board of Directors of the Company in their meeting held on February 11, 2019, have proposed a final cash dividend for the year ended December 31, 2018 of 41% i.e. Rs 4.1 per ordinary share (2017: Rs 6.43 per ordinary share). This is in addition to the interim cash dividends amounting to a total of Rs 13.5 per ordinary share paid during the year.

The proposal of the final cash dividend is subject to the approval of the members at the 18th Annual General Meeting to be held on April 29, 2019. These financial statements do not include the effect of above proposal which will be accounted for in the year in which it is approved by the members.

IMPACT OF THE BUSINESS ON ENVIRONMENT

Your Company is an ISO 14001 certified company and is fully committed to perform the operations in a manner that protects the health and safety of its employees and other stakeholders while complying with applicable laws and regulations in this respect. Your Company continuously makes efforts to enhance the environmental compliance level within the terminal.

Some of the various initiatives taken by your Company are as follows:

Reducing Emissions:

Subsequent to conversion of diesel operated port equipment to electrically operated, the same are being continuously maintained and monitored to reduce emissions. Your company has also formed a green belt inside the terminal which helps in decreasing the carbon foot prints.

Waste Management:

Proper waste management procedures are in place for waste collection and disposal segregating between the hazardous and non-hazardous categories. Further, your Company has Sewerage Treatment Plants being installed and maintained for treatment of waste prior to their disposal. Samples of their effluents are also being tested for ensuring the effectiveness of their performance.

Oil Spill Control:

Your Company has an established procedure in place for oil spill control. In this respect, secondary containment trays and other arrangements are made available. Furthermore, drills are carried out regularly to demonstrate the spill control activity and for ensuring the effectiveness of control procedure.

Energy Conservation:

Your Company is also focused towards energy conservation. Accordingly, different initiatives have been taken like replacement of equipments' and yards' high intensity lights with LED lights, introducing thermal printers etc.

CORPORATE AWARDS AND RECOGNITIONS

The quality of services, best practices and enabling corporate culture of your Company has been recognised by various stakeholders during the year. Few of them are mentioned below:

- Corporate Excellence Award by Management Association of Pakistan.
- 2nd prize in service sector in 13th EFP Best Practices Award on Occupational Safety & Health 2017 from Employers' Federation of Pakistan.
- 2nd Prize amongst the best multinational employers in Pakistan in 6th Employer of the Year Award 2017 by Employers' Federation of Pakistan.
- Awarded in Container Terminals Operation category in 8th Executive Green Supply Chain Awards 2018 by The Professionals Network.
- Recognition award for uplifting export business through terminal services in 42nd Export Awards by Federation of Pakistan Chambers of Commerce and Industry (FPCCI)

CORPORATE SOCIAL RESPONSIBILITY

Your Company considers social, environmental and ethical matters in the context of the overall business environment. It is committed to work in the best interest of all the stakeholders in particular the community in which we live and forms our customer base. A glimpse of the events, where your Company played a key role as a responsible corporate social citizen, during the year is presented below:

Education for Underprivileged:

Access to quality education is a right of every human. In addition to its regular donations to Rabia Azim Trust (an associated undertaking) for financial assistance of an adopted school for underprivileged children in its neighbouring community, your company actively participates in increasing the social awareness and other related activities.

Health and Safety:

A healthy society can only be a progressive society. Cash and kind contributions by your Company and its volunteer staff has remained a beacon for others. Blood- donation campaigns and health awareness sessions continued during the year. Apart from this in-house fitness programs helped in ensuring employees' well-being.



Directors' Report

Responsibility towards Environment:

Businesses affect the environment most directly in the way offices are operated. Your company believes that we can lessen our impact by being efficient, educating stakeholder and taking initiatives in neighbourhood. Your company and its volunteers led a cleaning drive on beaches and neighbourhood alongwith the plantation campaign inhouse and externally.

Future Orientation:

Your company is here to serve customers and communities. That means lending a hand when it's needed, doing our part to enable the communities in which we live and work to prosper. From participating in job fairs to regular visits to organisation serving people with special needs, your company tries to reach out to everyone, spreading the message of hope.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Internal controls policy is designed to provide reasonable assurance regarding the effectiveness and efficiency of the Company's operations, reliability of financial information and compliance with applicable laws and regulations. Management ensures an efficient and effective Internal Controls by identifying controls, reviewing pertinent policies/procedures, and establishing relevant control procedures and monitoring systems. The Internal Control System has been designed to provide reasonable assurance to the shareholders and Board of Directors. The Management considers that the existing Internal Control System is adequate and has been effectively implemented and monitored.

DIRECTORS' RESPONSIBILITY IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Board of Directors acknowledges their responsibility towards the implementation of an effective internal control environment throughout the organisation. The Company has set up an effective and efficient Internal Audit function which rigorously monitors the control environment of the Company. This department conducts comprehensive quarterly reviews of the activities of your Company. Broader targets of the said reviews are establishment and observance of internal controls for ensuring operational efficiencies and safeguard of profitability.

The activities of the Internal Audit department are overseen by the Audit Committee which regularly monitors the performance of the department through review of the internal audit reports on quarterly basis and accordingly apprising the Board of its findings and recommendations.

The Board reviews the Company's financial operations and position at regular intervals by means of interim accounts, reports, and other financial and statistical information.

PATTERN OF SHAREHOLDING

The Pattern of shareholding as at December 31, 2018 is annexed to this Report.

The Directors, Executives and their spouses and minor children have made no transactions in the Company's shares during the year, except those reported in the pattern of shareholding. Executives for this purpose means Chief Executive Officer, Chief Financial Officer, Chief Internal Auditor, Company Secretary and other persons designated as executives by the Board.

PARENT COMPANY

Your Company is a subsidiary of ICTSI Mauritius Limited, whereas its ultimate Parent Company is International Container Terminal Services Inc., a company incorporated in Manila, Philippines.

AUDITORS

The present auditors, EY Ford Rhodes, Chartered Accountants stand retired at the conclusion of upcoming Annual General Meeting and being eligible have offered themselves for reappointment.

The Audit Committee has recommended the reappointment of the retiring auditors for the year ending December 31, 2019 and the Board has endorsed the recommendation of the Audit Committee.

REVISED CONTENT OF THE INDEPENDENT AUDITOR'S REPORT

In January 2015, the International Auditing and Assurance Standards Board (IAASB) issued revised set of auditing standards dealing with the auditors reporting requirements. These new reporting requirements have been adopted by the SECP in its regulations on auditors reporting obligations issued in April 2018. While these changes have resulted in various enhancements in the content of the auditor's report, the most significant change is the requirement to communicate key audit matters as part of the auditor's report. Accordingly, the audit report on the financial statements of the current year has been prepared in line with the new requirements.

RISKS AND UNCERTAINTIES AND ITS MITIGATIONS

The Company addresses risks individually in the course of its business operations. The management determines response strategies for such risks which includes avoid, transfer, reduce or accept strategy.

Financial risk has been described in detail in notes to the financial statements that covers credit risk, liquidity risk, foreign currency risk, interest rate risk and capital risk.

COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE

Governance set out by the Listed Companies (Code of Corporate Governance) Regulations, 2017 relevant for the year ended December 31, 2018 have been duly complied with. A statement to this effect is annexed with the Annual Report.



Directors' Report

BOARD OF DIRECTORS

As of the date of the Directors' Report, the Board of Directors comprises of one female and six male Directors. In respect of the executive, non-executive and independent directors, the Board comprises the following:

1. Independent Directors:
 - a. Mr. Roman Felipe S. Reyes
 - b. Mr. Gordon Alan P. Joseph***
2. Other Non-Executive Directors
 - a. Mr. Andrew James Dawes*
 - b. Mr. Aasim Azim Siddiqui
 - c. Mr. Hans Ole Madsen
 - d. Mr. Sharique Azim Siddiqui
 - e. Ms. Gigi Iluminada Miguel**

All the directors take keen interest in the proper stewardship of the Company's affairs. During the year, four Board Meetings, four Audit Committee Meetings and one Human Resource and Remuneration [HR&R] Committee Meeting were held. The names of Directors and their attendance in Board and Committee meetings held during the year are presented below:

S.No	Name of Director	Status	Member of			Meetings Attended		
			Audit Committee	HR&R Committee	Risk Management Committee	Board	Meetings Attended Audit Committee	HR & R Committee
1	Mr. Andrew James Dawes*	Appointed on Jan. 21, 2019	-	-	-	-	-	-
2	Mr. Christian R. Gonzalez*	Re-elected on Feb. 24, 2018 Resigned on Jan. 21, 2019	-	✓	✓	3	-	1
3	Mr. Aasim Azim Siddiqui	Re-elected on Feb. 24, 2018	-	✓	-	4	-	-
4	Mr. Sharique Azim Siddiqui	Re-elected on Feb. 24, 2018	✓	-	✓	4	4	1
5	Mr. Hans Ole Madsen	Re-elected on Feb. 24, 2018	-	-	-	3	-	1
6	Mr. Roman Felipe S. Reyes	Re-elected on Feb. 24, 2018	✓	-	-	4	4	1
7	Mr. Rafael D. Consing Jr **	Re-elected on Feb. 24, 2018 Resigned on Oct. 15, 2018	✓	-	-	4	4	-
8	Mr. Gordon Alan P. Joseph***	Appointed on Feb. 9, 2018 Re-elected on Feb. 24, 2018	-	✓	✓	4	-	-
9	Mr. Jose Manuel M. De Jesus***	Resigned on Feb. 9, 2018	-	-	-	-	-	-
10	Ms. Gigi Iluminada Miguel **	Appointed on Oct. 15, 2018	-	-	-	-	-	-

* Subsequent to December 31, 2018, Mr. Christian R. Gonzalez resigned as Director of the Company and Chairman of the Board of Directors on January 21, 2019 in whose place, Mr. Andrew James Dawes was appointed by the Board as Director and Chairman of the Board of Directors on January 21, 2019.

** Mr. Rafael D. Consing Jr resigned on October 15, 2018 in whose place Ms. Gigi Iluminada Miguel was appointed by the Board on October 15, 2018.

*** Mr. Jose Manuel M. De Jesus resigned on February 9, 2018 in whose place Mr. Gordon Allan P. Joseph was appointed by the Board on February 9, 2018.

Leave of absence was granted to those Directors who could not attend some of the Board and Committee meetings.

The Board places on record the enormous gratitude and appreciation for the leadership and contributions made by Mr. Christian R. Gonzalez who has been associated with the Company since 2013 and welcomes Mr. Andrew James Dawes as the new Chairman. The Board also places on record its appreciation for the contributions made by Mr. Rafael D. Consing Jr and Mr. Jose Manuel M. De Jesus during their tenure on the Board and welcomes Ms. Gigi Iluminada Miguel and Mr. Gordon Alan P. Joseph as the new Directors of the Company.

For details on Directors training program, please refer Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2017.

Directors Remuneration Policy

The Board has approved a formal policy for remuneration of independent and non-executive directors. The Board remuneration is set to a level that is appropriate and commensurate with the level of responsibility and expertise, but at the same time ensures that it will not be construed as to compromise their independence.

Details of aggregate amounts of remuneration for Directors are disclosed in note 27.1 to the financial statements.

CORPORATE AND FINANCIAL REPORTING FRAMEWORK

- The financial statements, prepared by the management of the Company, present its state of affairs fairly, the results of its operations, cash flows and changes in equity.
- Proper books of account have been maintained by the Company.
- Appropriate accounting policies have been consistently applied in preparation of financial statements and accounting estimates are based on reasonable and prudent judgement.
- International Financial Reporting Standards, as applicable in Pakistan, have been followed in preparation of financial statements.



Directors' Report

- The system of internal control is sound in design and has been effectively implemented and monitored.
- There are no significant doubts upon the Company's ability to continue as a going concern.
- There has been no material departure from the best practices of corporate governance, as detailed in the Rule Book of Pakistan Stock Exchange.
- A summary of key operating and financial data of last six years is annexed to this Report.
- Information about contribution to national exchequer in the form of taxes and levies is given in the respective notes to the Financial Statements.
- The Company operates a contributory Provident Fund Scheme for all the eligible employees. The value of its investments based on the audited accounts as at June 30, 2018 is Rs. 351 million.

CODE OF CONDUCT

The underlying values of the Company's Code of Conduct are based on honesty, integrity and openness alongwith respect for human rights and interests of the employees. The Company's Code of Conduct promotes guidelines on various ethical standards including issues such as conflict of interest, employee rights etc. The Board ensures that Code of Conduct is disseminated to, understood and observed by employees. The responsibility for day to day implementation and monitoring of the Code is delegated to the senior management. The Code is also available on the Company's website.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company which have occurred between December 31, 2018 and the date of this report except the proposal of final dividend which is subject to approval by the Members at the forthcoming Annual General Meeting. The effect of such declaration shall be reflected in the next year's financial statements.

COMMUNICATION

Communication with the members is given high priority. Annual reports are distributed to them within the time specified in the Companies Act, 2017. The Company also has a website, www.pict.com.pk which contains up-to-date information on Company's activities and financial reports.

CHAIRMAN'S REVIEW

The Chairman's review included in the Annual Report deals inter alia with the performance of the Company and overall performance of the Board of Directors and effectiveness of the role played by the

Board of Directors in achieving the Company's objectives for the year ended December 31, 2018. The Board of Directors endorse the contents of the Chairman's Review.

ACKNOWLEDGMENT

The Board acknowledges the contribution of each and every employee of the Company. The Board also places on record its sincere gratitude to extremely valued shareholders, customers, suppliers, employees and financial institutions for their support, confidence and cooperation which enables the Company to sustain the competitive environment. We would also like to thank all concerned regulatory authorities for their prompt guidance and support. This continued support gives us confidence and courage and we remain committed to achieve excellence in all areas of operations.

Thanking you all

On behalf of the Board of Directors



Mr. Andrew James Dawes
Chairman of the Board

Karachi,
Dated: February 11, 2019



Mr. Khurram Aziz Khan
Chief Executive Officer



ترسیل

اراکین کے ساتھ رابطے کو اعلیٰ ترجیح دی جاتی ہے۔ سالانہ رپورٹ کمپنیز ایکٹ 2017 کے مطابق مخصوص اوقات کے اندر حصص یافتگان کو تقسیم کر دی جاتی ہیں۔ کمپنی کی ویب سائٹ www.pict.com.pk بھی موجود ہے جس پر کمپنی کی حالیہ سرگرمیوں کی معلومات اور مالیاتی رپورٹس موجود ہیں۔

چیئر مین کا جائزہ

میں چیئر مین کا سالانہ جائزہ کمپنی اور مجلسِ نظماً کی مجموعی کارکردگی اور کمپنی کے مقاصد کی تعمیل کے لئے مؤثر حکمتِ عملی مجلسِ نظماً کی ختم شدہ سال 31 دسمبر 2018 کی کارکردگی کے معاملات کے بارے میں ذکر کر رہا ہے سالانہ مالیاتی مجلسِ نظماً چیئر مین کی جائزہ رپورٹ کے مندرجہ جات کی توثیق کرتی ہے۔

اظہارِ تشکر

مجلسِ نظماً ہر ایک ملازم کی شکر گزار ہے۔ مجلسِ نظماً اپنے انتہائی قابلِ قدر حصص یافتگان، گاہکوں، سپلائرز، ملازمین اور مالیاتی اداروں کی حمایت، اعتماد اور تعاون کا تہہ دل سے شکریہ ادا کرتی ہے جو کمپنی کو مسابقتی ماحول میں برقرار رکھنے کا باعث بنتے ہیں۔ ہم تمام انضباطی اداروں کی فوری طور پر رہنمائی اور تعاون کے بھی مشکور ہیں۔ یہ مسلسل حمایت ہمارے اعتماد اور حوصلہ افزائی کا باعث بنتا ہے جس کی وجہ سے ہم اپنی تمام عمل کاری میں عمدگی حاصل کرنے کے لیے پرعزم رہتے ہیں۔

آپ سب کا شکریہ۔

مجلسِ نظماً کی جانب سے



اینڈریو چیئرس ڈپوس

مجلسِ نظماً کے چیئر مین

کراچی

تاریخ 11 فروری 2019



خرم عزیز خان

کمپنی کے سربراہ

* کمپنی مالیاتی کھاتوں کو مناسب طریقے سے ترتیب دیتی ہے۔
* مالیاتی گوشواروں کی تیاری میں مناسب حساب داری پالیسیاں مسلسل لاگو کی گئی ہیں اور حساب داری اندازے معقول اور دانشمندانہ فیصلوں پر مبنی ہیں۔
* مالیاتی گوشواروں کی تیاری میں پاکستان میں لاگو ہونے والے بین الاقوامی مالیاتی رپورٹنگ معیارات انٹرنیشنل فائنیشنل رپورٹنگ اسٹینڈرڈز پر عملدرآمد کیا گیا ہے۔

* اندرونی کنٹرول کا نظام نہ صرف بہترین انداز میں مرتب اور لاگو کیا گیا ہے بلکہ اس بات کی باقاعدہ نگرانی بھی کی جاتی ہے۔
* چلتے ہوئے کاروباری ادارے کی حیثیت سے کمپنی کی اہلیت پر کوئی قابل ذکر شکوک و شبہات نہیں ہیں۔
* پاکستان اسٹاک ایکسچینج کے قواعد میں دی گئی تفصیل کے مطابق کارپوریٹ گورننس کے بہترین طور طریقوں میں کوئی اہم نہیں کیا گیا۔
* گزشتہ چھ سالوں کے اہم کاروباری اور مالیاتی اعداد و شمار کا ایک خلاصہ اس رپورٹ کے ساتھ ملحق ہے۔
* ٹیکس اور لیوی کی شکل میں قومی خزانے میں شراکت کے بارے میں معلومات مالی گوشواروں کے متعلقہ نوٹس میں دی گئی ہیں۔
* کمپنی تمام اہل ملازمین کے لئے ایک پراویڈنٹ فنڈ اسکیم چلاتی ہے۔ 30 جون 2018 کے محاسب شدہ گوشوارے کے مطابق اس فنڈ کی سرمایہ کاری کی مالیت 351 ملین روپے ہے۔

ضابطہ اخلاق

کمپنی کے ضابطہ اخلاق کی بنیادی اقدار سچائی، دیانتداری اور کثادگی بمعہ انسانی حقوق کا احترام اور ملازمین کی بہتری پر مبنی ہے۔ کمپنی کا ضابطہ اخلاق اخلاقی اقدار سے متعلق رہنما اصولوں کو فروغ دیتا ہے جس میں مفادات کا تصادم، ملازمین کے حقوق، وغیرہ سے متعلق اصول شامل ہیں۔ مجلسِ نظماً اس بات کو یقینی بناتی ہے کہ ضابطہ اخلاق تمام ملازمین تک پہنچے، وہ اس کو سمجھیں اور اس پر عمل کریں۔ ضابطہ اخلاق کے نفاذ اور اس کی نگرانی کے لئے ذمہ داری اعلیٰ قیادت کو سونپی گئی ہے۔ ضابطہ اخلاق کمپنی کی ویب سائٹ پر بھی دستیاب ہے۔

نمایاں تبدیلیاں اور معاہدے

31 دسمبر 2018 اور اس رپورٹ کی تاریخ کے درمیان کوئی نمایاں تبدیلیاں اور معاہدے، کمپنی کے مالیاتی گوشواروں پر اثر انداز نہیں ہوئے سوائے فائنل ڈیویڈنڈ جو آئندہ سالانہ اجلاس عام میں اراکین کی منظوری سے مشروط ہے۔ اس اعلان کا اثر اگلے سال کے مالیاتی گوشواروں میں لیا جائے گا۔



بیانِ نظماء

تمام ناظمین کمپنی کے معاملات کی مناسب نگہبانی میں گہری دلچسپی لیتے ہیں۔ دوران سال مجلسِ نظماء کے چار حسابہ کمیٹی کے چار اور کمیٹی برائے انسانی وسائل و معاوضہ کا ایک اجلاس منعقد کیا گیا۔ ناظمین کے نام اور ان کی مجلس اور کمیٹی اجلاس میں شرکت ذیل میں پیش کئے گئے ہیں:

سیریل نمبر	ناظمین کے نام	حیثیت	ممبر	اجلاس میں شرکت
			حسابہ کمیٹی	مجلسِ نظماء
			کمیٹی برائے انسانی وسائل و معاوضہ	مجلسِ نظماء
			رسک مینجمنٹ کمیٹی	مجلسِ نظماء
			کمیٹی برائے انسانی وسائل و معاوضہ	مجلسِ نظماء
1	جناب اینڈریو چیمس ڈیوس *	21 جنوری 2019 کو مقرر ہوئے	-	-
2	جناب کریسٹن آرگوزالز *	24 فروری 2018 کو دوبارہ منتخب ہوئے 21 جنوری 2019 کو مستعفی ہوئے	✓	3
3	جناب عاصم عظیم صدیقی	24 فروری 2018 کو دوبارہ منتخب ہوئے	✓	4
4	جناب شارق عظیم صدیقی	24 فروری 2018 کو دوبارہ منتخب ہوئے	✓	4
5	جناب ہنس اول مڈن	24 فروری 2018 کو دوبارہ منتخب ہوئے	-	3
6	جناب روسن فلپ ایس ریٹیس	24 فروری 2018 کو دوبارہ منتخب ہوئے	✓	4
7	جناب رافل ڈی کوننگ جونیر **	24 فروری 2018 کو دوبارہ منتخب ہوئے اور 15 اکتوبر 2018 کو مستعفی ہوئے	✓	4
8	جناب گورڈن ایلین پی جوزف ***	09 فروری 2018 کو مقرر ہوئے اور 24 فروری 2018 کو دوبارہ منتخب ہوئے	✓	4
9	جناب جوز مینیول ایم ڈی جیسس ***	09 فروری 2018 کو مستعفی ہوئے	-	-
10	محترمہ گیلی ایو مینا ڈا میگل **	15 اکتوبر 2018 کو مقرر ہوئیں	-	-

* 31 دسمبر 2018 کے اختتام کے بعد جناب کریسٹن آرگوزالز نے 21 جنوری 2019 کو بطور کمپنی کے ناظم اور مجلسِ نظماء کے سربراہ استعفی دے دیا اور ان کی جگہ جناب اینڈریو چیمس ڈیوس کو مجلس میں بطور کمپنی کے ناظم اور مجلسِ نظماء کے سربراہ مقرر کیا گیا۔

** جناب رافل ڈی کوننگ جونیر نے 15 اکتوبر 2018 کو استعفی دیا اور ان کی جگہ محترمہ گیلی ایو مینا ڈا میگل کو 15 اکتوبر 2018 کو مقرر کیا گیا۔
*** جناب جوز مینیول ایم ڈی جیسس نے 09 فروری 2018 کو استعفی دیا اور ان کی جگہ جناب گورڈن ایلین پی جوزف کو مجلس میں مقرر کیا گیا۔
وہ ناظمین جو مجلسِ نظماء اور کمیٹیوں کے کچھ اجلاس میں شرکت نہیں کر سکے، ان کو اجازت برائے عدم موجودگی دی گئی۔

مجلسِ نظماء جناب کریسٹن آرگوزالز جو کہ کمپنی کے ساتھ 2013 سے منسلک تھے، ان کی سربراہی اور شراکت داری کو سرہاتے اور شکر یہ ادا کرتے ہیں۔ مجلسِ نظماء جناب اینڈریو چیمس ڈیوس کا بطور مجلسِ نظماء کے سربراہ خیر مقدم کرتے ہیں۔ مجلسِ نظماء نے جناب رافل ڈی کوننگ جونیر اور جناب جوز مینیول ایم ڈی جیسس کی خدمات کو سراہتے اور محترمہ گیلی ایو مینا ڈا میگل اور جناب گورڈن ایلین پی جوزف کا نئے ناظمین کی حیثیت سے خیر مقدم کرتے ہیں۔

ڈائریکٹرز ٹریننگ پروگرام کے بارے میں تفصیلات کے لئے، براہ کرم لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، 2017 کے ساتھ تعمیل کا بیان ملاحظہ کریں۔

ناظمین کے معاوضے کی پالیسی

بورڈ نے آزاد ناظمین اور غیر ایگزیکٹو ناظمین کے لئے معاوضے کی حسب ضابطہ پالیسی منظور کی ہے۔ بورڈ کے معاوضوں کو اس سطح پر مقرر کیا جاتا ہے جو کہ نہ صرف ذمہ داری اور مہارت کی مطابقت سے مناسب ہو، بلکہ ساتھ ہی یہ بھی یقینی بنائے کہ اسے ان کی آزادی پر سمجھوتہ نہ ہو۔

ناظمین کے لئے معاوضہ کی مجموعی رقم کی تفصیلات مالیاتی بیانات کے نوٹ نمبر 27.1 میں بیان کی گئی ہے۔

کارپوریٹ اور مالیاتی رپورٹنگ فریم ورک

* کمپنی کی انتظامیہ کی جانب سے تیار کیئے جانے والے مالیاتی گوشوارے شفافیت کے ساتھ کمپنی کے معاملات کے حالات، کاروباری نتائج، نقدی بہاؤ اور اکوٹی میں تبدیلیوں کو منصفانہ طور پر پیش کرتے ہیں۔



حصص داروں کا خاکہ

31 دسمبر 2018 کو حصص داروں کا خاکہ اس رپورٹ کے ساتھ منسلک ہے۔

ناظمین، ایگزیکٹوز اور ان کے شریک حیات اور ان کے نابالغ بچوں نے دوران سال کمپنی کے حصص کی خرید و فروخت نہیں کی ہے، علاوہ اس کے کہ جو حصص داروں کے خاکہ میں ظاہر کی گئی ہیں۔ اس حوالے سے ایگزیکٹوز کا مطلب کمپنی کے سربراہ، حساب دار اعلیٰ، داخلی حسابہ کے سربراہ، کمپنی سیکرٹری اور دیگر ایگزیکٹوز جنہیں مجلسِ نظماً نے اس مقصد کے لیے نامزد کیا ہے۔

پیرنٹ کمپنی

آپ کی کمپنی آئی سی ٹی ایس آئی ماریشس لمیٹڈ کے ماتحت ہے جبکہ اس کی حتمی مالک انٹرنیشنل کنٹینر ٹرمینل سروسز، انکارپوریٹڈ، فیلیپائن میں رجسٹرڈ ایک کمپنی ہے۔

قانونی محاسب

موجودہ محاسبین ای وائے فورڈ رھوڈس (EY Ford Rhodes)، چارٹرڈ اکاؤنٹنٹس آئیڈہ سالانہ اجلاس عام کے اختتام پر ریٹائر ہو رہے ہیں اور بوجہ اہل ہونے کے خود کو دوبارہ تقرری کے لیے پیش کر رہے ہیں۔

محاسبہ کمیٹی نے سال 31 دسمبر 2019 کے لیے دوبارہ تقرری کی سفارش کی ہے جس کی مجلسِ نظماً نے توثیق کر دی ہے۔

آزاد قانونی محاسب کی رپورٹ کا نظر ثانی شدہ مواد

جنوری 2015 میں انٹرنیشنل آڈیٹنگ اینڈ اٹورنس اسٹینڈرڈ بورڈ (آئی اے اے ایس بی) نے قانونی محاسب کی رپورٹنگ کی سے متعلقہ آڈیٹنگ اسٹینڈرڈ کا ایک نظر ثانی شدہ سیٹ جاری کیا۔ ایس ای سی پی نے اپریل 2018 کو جاری کئے گئے اپنے قانونی محاسب کے رپورٹنگ کے فرائض میں ان نئی ترامیم کو شامل کیا۔

ان تبدیلیوں کے نتیجے میں محاسب کی رپورٹ کے مواد میں اضافہ ہوا ہے۔ جس میں سے انتہائی اہم ترامیم یہ ہے کہ محاسبہ کے کلیدی کو محاسب کی رپورٹ کے حصے کے طور پر پیش کیا جائے۔ اس طرح رواں مالی سال کے گوشوارے ان نئی ترامیم کے مطابق تیار کیے گئے ہیں۔

خدشات اور غیر یقینی کیفیات اور ان کی تخفیف

کمپنی اپنے کاروباری معاملات کو درپیش خدشات کو انفرادی طور پر توجہ دیتی ہے۔ انتظامیہ ان خدشات پر عمل کرتی اور حکمت عملی کا تعین کرتی ہے جس میں چھٹا، منتقل کرنا، کم کرنا اور قبول کرنا شامل ہوتی ہیں۔ مالیاتی خدشات کے بارے میں مالیاتی گوشوارے کے نوٹ میں تفصیل بیان کی گئی ہے جس میں قرضے، سیالیت، شرح مبادلہ، شرح سود اور سرمائے سے متعلق خدشات کے بارے میں بیان کیا گیا ہے۔

ضابطہ برائے نظم و نسق کی تعمیل

31 دسمبر 2018 کو ختم ہونے والے سال میں، لسٹڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، 2017 میں موجود ضابطہ برائے نظم و نسق کے تمام تقاضوں پر کلی طور پر عمل درآمد کیا گیا ہے۔ اس سے متعلقہ بیان سالانہ رپورٹ کے ساتھ منسلک ہے۔

مجلسِ نظماً

بیانِ نظماً کی تاریخ کے مطابق مجلسِ نظماً ایک خاتون اور چھ مرد ناظمین پر مشتمل ہے۔ بورڈ مندرجہ ذیل ایگزیکٹوز کے سلسلے میں، غیر ایگزیکٹو ناظمین اور آزاد ناظمین پر مشتمل ہے:

1- آزاد ناظمین

a- جناب رومن فلپ ایس ریٹیس

b- جناب گورڈن ایلن پی جوزف ***

2- دیگر غیر ایگزیکٹو ناظمین

a- جناب اینڈریو چیمس ڈیوس *

b- جناب عاصم عظیم صدیقی

c- جناب ہنس اول ڈسن

d- جناب شارق عظیم صدیقی

e- محترمہ گیبی ایوینا ڈامیگل **



کارپوریٹ اعزازات اور اعترافات

خدمات کے بہترین معیار، بہترین طریقوں اور آپ کی کمپنی کے کارپوریٹ کلچر کو دوران سال مختلف متعلقین کی جانب سے تسلیم کیا گیا ہے۔ ان میں سے کچھ درج ذیل ہیں:

☆ پاکستان مینجمنٹ ایسوسی ایشن کی طرف سے کارپوریٹ ایکسیلنس ایوارڈ۔

☆ اوکیو پینٹل سیفٹی اینڈ ہیلتھ 2017 کے 13 ویں ایوارڈ میں سروس سیکٹر کے بہترین پریکٹس ایوارڈ میں دوسرا انعام حاصل کیا ہے۔

☆ سال 2017 کے دوران ایمپلائز فیڈریشن آف پاکستان کی جانب سے 16th ایمپلائز آف دی ایئر کا ایوارڈ بھی حاصل کیا۔

☆ پروفیشنل نیٹ ورک کی جانب سے 8th ایگزیکٹو گرین سپلائی چین ایوارڈ 2018 میں کنٹینر ٹرمینل آپریشن کے زمرے میں بھی ایوارڈ حاصل کیا۔

☆ فیڈریشن آف پاکستان چیمبر آف کامرس اینڈ انڈسٹری (FPCCI) کی طرف سے 142nd ایکسپورٹ ایوارڈز میں ٹرمینل خدمات کے ذریعہ برآمدی کاروبار کو بڑھانے شائق اعزاز حاصل کیا۔

ادارے کی سماجی ذمہ داری

آپ کی کمپنی مجموعی طور پر کاروباری حالات کے تناظر میں سماجی، ماحولیاتی اور اخلاقی معاملات کے بارے میں غور و خوض کرتی ہے۔ کمپنی اپنے سے وابستہ تمام افراد کے بہترین مفاد میں کام کرنے کے لیے پُر عزم ہے، خاص طور پر اس کمیونٹی میں جہاں ہم رہتے ہیں، اور جو ہمارے گاہوں کی بنیاد ہے۔ دوران سال آپ کی کمپنی نے جن سماجی عمور میں کلیدی کردار ادا کیا ان کی جھلک مندرجہ ذیل ہیں:

(1) ناداروں کے لئے تعلیم

معیاری تعلیم کا حق ہر انسان کو ہے۔ آپ کی کمپنی نادار بچوں کی فلاح کے لئے رابعہ عظیم ٹرسٹ (ایک متعلقہ ادارہ) کی مالی امداد کرتی ہے اور اس کے علاوہ مستقل بنیادوں پر سماجی شعور اور دیگر متعلقہ سرگرمیوں میں بھی حصہ لیتی رہتی ہے۔

(2) صحت اور حفاظت

ایک صحت مند سماج صرف ایک ترقی پسند معاشرے میں ہو سکتا ہے۔ آپ کی کمپنی اور اس کے عملے کی رضا کارانہ نقد اور مخلص شراکت داری دوسروں کے لئے روشنی کی کرن ہے۔ دوران سال خون کے عطیات کی مہم اور صحت سے متعلق شعور کی نشست جاری ہیں۔ اسکے علاوہ ان ہاؤس فٹنس پروگرام ملازمین کے اچھے ہونے میں مددگار رہے گی۔

(3) ماحول کی طرف ذمہ داری

کاروباری دفاتر ماحول پر براہ راست اثر انداز ہوتے ہیں۔ آپ کی کمپنی یقین رکھتی ہے کہ ماحول پر اثرات کو موثر طریقے سے اپریشن اور تعلیم سے کم کر سکتے ہیں۔ آپ کی کمپنی اور اس کے رضا کار نے ساحل سمندر اور گردونواح کی صفائی اس کے ساتھ ساتھ اندرونی اور بیرونی باغ بانی کی مہم چلائی۔

(4) مستقبل کا منظر نامہ

آپ کی کمپنی گاہوں اور کمیونٹی کی خدمت کیلئے کوشاں ہے یعنی ضرورت کے وقت اور اپنی کمیونٹی کا ہاتھ بٹانا جس میں رہت ہیں اور کام کرتے ہیں۔

اندرونی مالی کنٹرولز کی موزنیت

اندرونی کنٹرولز کی پالیسیاں کمپنی کے آپریشنز کی اہلیت اور موثر، مالی معلومات پر انحصار اور لاگو قوانین اور ریگولیشنز کے متعلق مناسب ضمانت دینے کی غرض سے تیار کی گئی ہیں۔ مینجمنٹ، کنٹرولز کی نشاندہی، مخصوص پالیسیوں پر نظر ثانی اور متعلقہ کنٹرولز کے طریقہ کار اور مانیٹرنگ کے نظام کو قائم کرتے ہوئے اندرونی کنٹرولز کے نظام کے اہل اور موثر ہونے کو یقینی بناتی ہے۔ اندرونی کنٹرول سسٹم حصص یافتگان اور مجلس نظماً کو مناسب ضمانت دینے کی خاطر تیار کیا گیا ہے۔ مینجمنٹ سمجھتی ہے کہ مجودہ اندرونی کنٹرول سسٹم موزوں ہے اور اس پر موثر طریقے سے عملدرآمد اور مانیٹرنگ کی جاتی ہے۔

انٹرنل کنٹرول کی موزنیت سے متعلق ناظمین کی ذمہ داری

مجلس نظماً، موثر اندرونی اختیار کے ماحول کو پوری کمپنی پر نافذ کرنے کی اپنی ذمہ داری کو تسلیم کرتے ہیں۔ کمپنی نے موثر اور تسلی بخش اندرونی محاسب کا فنکشن تشکیل دیا ہے جو سختی سے اختیارات پر نظر رکھتا ہے۔ یہ شعبہ سہ ماہی بنیادوں پر کمپنی کی سرگرمیوں کا جائزہ لیتا رہتا ہے۔ ان جائزوں کے بنیادی اہداف کمپنی کی موثر عمل کاری، منافع اور مفادات کی حفاظت اور اندرونی اختیارات کا قیام اور مشاہدے کا تسلسل برقرار رکھنا ہے۔

اندوئی محاسب کی رپورٹ کی بنیاد پر محاسبہ کمیٹی اندرونی محاسب کے شعبے کی کارکردگی کی سہ ماہی مدت میں نگرانی کرتی ہے، اور اس کے مطابق مجلس کو انکشافات اور سفارشات کے بارے میں آگاہ کرتی ہے۔

مجلس، عبوری حسابات، بیان اور دیگر مالیاتی اور اعداد و شمار کی معلومات سے مالیاتی کارکردگی اور حیثیت کا جائزہ لیتی ہے۔



31 دسمبر 2018 کو ختم ہونے والے سال کے کاروباری اور مالیاتی نتائج

2017	2018	
		روپے ملین میں
9,291	8,250	محاصل
4,546	3,751	مجموعی منافع
4,169	3,290	محصولات سے قبل منافع
2,798	2,135	بعد از محصولات منافع
874	1,069	آگے لایا گیا غیر منقسمہ منافع
		تخصیصات کے بعد دستیاب منافع
3,672	3,204	تخصیصات
(688)	(702)	حتمی کیش ڈیویڈنڈ ختم شدہ سال 31 دسمبر 2017 @ 6.43 روپے فی حصص (31 دسمبر 2016 @ 6.3 روپے فی حصص)
(1,916)	(1,474)	عبوری کیش ڈیویڈنڈ ختم شدہ سال 31 دسمبر 2018 @ 13.5 روپے فی حصص (31 دسمبر 2017 @ 17.55 روپے فی حصص)
1,069	1,028	غیر مختص منافع فرستادہ
25.63	19.56	بنیادی اور خفیف آمدنی فی عمومی حصص

11 فروری 2019 کو ہونے والے کمپنی کے مجلسِ نظما کے اجلاس میں حتمی کیش ڈیویڈنڈ ختم شدہ سال 31 دسمبر 2018 کے لئے 41% جو کہ 4.1 روپے فی عمومی حصص (2017: 6.43 روپے فی عمومی حصص) ہے۔ یہ دوران سال ادا کئے گئے عبوری کیش ڈیویڈنڈ 13.5 روپے فی عمومی حصص کے علاوہ ہوگا۔

یہ حتمی کیش ڈیویڈنڈ کی تجویز اٹھارویں سالانہ اجلاس عام میں ارکان کی منظوری سے مشروط ہے جو کہ 29 اپریل 2019 کو منعقد ہوگی۔ مندرجہ بالا تجویز کا اثر ان مالیاتی گوشواروں میں شامل نہیں ہوگا بلکہ اس کا اثر رواں مالی سال میں ممبران کی منظوری کے بعد ہوگا۔

ماحول پر کاروباری اثرات

آپ کی کمپنی ای ایس او 14001 سے سند یافتہ ہے اور ہمارا پورا عزم ہے کہ ہم اپنے ملازمین اور دیگر شراکت داری کی صحت اور حفاظت کے ساتھ آپریشن کی انجام دہی کریں اور اس کے ساتھ لاگو قوانین اور قواعد و ضوابط کی تعمیل کرتے رہیں۔ اس سلسلے میں کمپنی نے متعدد اقدامات کئے ہیں جن میں سے بعض مندرجہ ذیل ہیں:

(1) اخراج کو کم کرنا:

اخراج میں کمی کے لیے ڈیزل سے چلنے والے پورٹ کے آلات کو بجلی سے چلنے والے آلات میں تبدیل کرنے کے بعد برقرار رکھا جا رہا ہے۔ آپ کی کمپنی ٹرینٹل میں مسلسل ماحولیاتی تعمیل کی سطح کو بڑھانے کے لئے مسلسل کوشاں ہے۔ آپ کی کمپنی نے ٹرینٹل کے اندر ایک سبز ہیٹ بھی بنائی ہے جو کاربن فٹ پرنٹس کی کمی میں مدد دیتی ہے۔

(2) فضلے کی مناظمت:

فضلے کی مناظمت کیلئے طریقہ کار عمل میں ہے جس کے تحت مضر اور غیر مضر فضلے کو جمع کیا جاتا ہے اور اس کے مطابق مناسب طریقے سے خارج کر دیا جاتا ہے۔ اس کے علاوہ آپ کی کمپنی میں سیورج ٹریٹمنٹ پلانٹ آپریشن میں ہیں جو فضلے کو خارج کرنے سے قبل فضلے کے ٹریٹمنٹ کرتے ہیں۔ ان کے اثرات کے نمونوں کی کارکردگی کی موثریت کو یقینی بنانے کے لئے خاص تعداد میں تجربے بھی کیے جاتے ہیں۔

(3) تیل سپل کنٹرول:

آپ کی کمپنی نے تیل سپل کنٹرول کے سلسلے میں طریقہ کار قائم کیا ہوا ہے۔ اس سلسلے میں، سیکنڈری کنٹینمنٹ ٹرے اور دیگر انتظامات دستیاب کیئے گئے ہیں۔ اس کے علاوہ سپل کنٹرول سرگرمیوں کے حوالے سے باقاعدگی سے مشقیں بھی ہوتی ہیں تاکہ موثر کنٹرول کے طریقے کار کو یقینی بنایا جاسکے۔

(4) توانائی کا تحفظ:

آپ کی کمپنی کی توانائی کے تحفظ کی طرف بھی توجہ مرکوز ہے۔ اس کے مطابق مختلف اقدامات کیے گئے ہیں جیسا کہ ایل ای ڈی لائٹس کے ساتھ آلات اور یارڈ کی تیز شدت لائٹس کو تبدیل کرنا اور تھرمل پرنٹر کا متعارف کروانا وغیرہ ہیں۔



دورانِ سال کنٹینر ٹرمینلز کے لئے کاروباری ماحول مشکل رہا جسکی اہم وجہ جہازوں کے سائز میں اضافہ، شپنگ لائنوں کا انجماد اور کراچی بندرگاہ میں اضافی کنٹینرز سنبھالنے کی صلاحیت ہے۔ تجارتی سرگرمی میں کمی کے زیر اثر کراچی بندرگاہ پر تقریباً تمام کنٹینر ٹرمینلز نے اپنی صلاحیت سے کم کنٹینرز سنبھالے جس کے نتیجے میں سروس کی لاگت میں اضافہ رہا۔ مجموعی طور پر، پچھلے سال کے مقابلے سال 2018 میں کراچی بندرگاہ میں کنٹینرز کے حجم کا نمو برقرار رہا۔

اس مشکل ماحول کو مد نظر رکھتے ہوئے، آپ کی کمپنی گزشتہ سال سے ہی مالیاتی اور عملی استحکام کو یقینی بنانے کے لئے مؤثر انداز سے ٹھوس کوششیں کر رہی ہے۔ سخت مسابقت کے باوجود آپ کی کمپنی پائیدار مارکیٹ شیئر برقرار رکھنے میں کامیاب رہی اور 427,118 کنٹینرز سنبھالے جو پچھلے سال کے مقابلے میں 18% کم ہیں۔ جیسا کہ پہلے بیان کیا گیا ہے افراط زر کے اثرات اور سروس کی لاگت میں اضافے کے نتیجے میں آپ کی کمپنی نے منافع 3,746 ملین کا مجموعی منافع حاصل کیا جو کہ حجم کے نمو میں کمی کے مطابق گزشتہ سال کے مقابلے میں 17.4% کم ہے۔ مالیاتی لاگت اور محصولات کی حساب داری کے بعد آپ کی کمپنی نے 2,135 ملین روپے کا خام منافع حاصل کیا جو گزشتہ سال کے مقابلے میں 24% کم ہے۔

مستقبل کا منظر نامہ

پاکستان کی معیشت ایک اہم موڑ پر ہے، وقت کا تقاضہ یہ ہے کہ سرمایہ کاری اور درآمد کے بل میں بروقت مسلسل کمی کی جائے۔ مالیاتی ادارے اور دیگر دوستانہ ممالک کی حمایت ملک کے غیر ملکی زرمبادلہ کے ذخائر کو بہتر بنانے کی اور یہ یقینی بنانے کی کہ ملک ترقی یافتہ پالیسیوں اور اقدامات کی طرف گامزن رہے۔ پاکستان کو برآمدی مسابقت کو بہتر کرنے کے لئے پیداوار کا فروغ، پیداواری اخراجات میں کمی اور برآمد کے شعبے میں زیادہ متنوع ہونے کی ضرورت ہے۔ پاکستان کو استحکام کے راستے پر برقرار رکھنے کے لئے ان مشکلات کا کامیابی سے سامنا کرنے کی ضرورت ہے۔ اس منظر نامہ اور کراچی پورٹ میں اضافی مسابقت کے دوران آپ کی کمپنی مسابقت کے آثار کو کم کر رہی ہے آپ کی کمپنی استعداد کو بڑھانے، جدت کے ذریعے نتیجہ خیزی میں اضافے اور اپنے گاہکوں کو بہتر معیاری خدمات فراہم کرتے ہوئے کامیابیوں کے تسلسل کو برقرار رکھے ہوئے کاروبار کو مسلسل آگے بڑھانے کے لیے پُر عزم ہیں۔

ہم مجلسِ نظام کی جانب سے اختتام مالی سال 31 دسمبر 2018 کے لئے آپ کی کمپنی کے محاسب شدہ مالیاتی گوشوارے بمعہ محاسب کی رپورٹ کو پیش کرنے پر مسرور ہیں۔

کاروباری کارکردگی کا جائزہ

سال 2018 پاکستان کی معیشت کے لئے سازگار نہیں رہا۔ سال کے دوسرے نصف کے دوران پاکستان میں سیاسی غیر یقینی صورتحال، قومی وغیر ملکی زرمبادلہ کے ذخائر میں کمی، زرمبادلہ کی شرح میں اتار چڑھاؤ اور تجارتی خسارے کی وجہ سے اقتصادی چیلنجز سنگین طور پر بڑھے۔ نو منتخب حکومت کو ان مسائل کو محتاط اور توجہ کے ساتھ نمٹنے کی ضرورت ہے۔



Key Operating & Financial Data

	December 31, 2018	December 31, 2017	December 31, 2016	December 31, 2015	December 31, 2014	December 31, 2013
STATEMENT OF PROFIT OR LOSS (Rs. in Millions)						
Revenue	8,250.37	9,291.44	9,295.47	8,828.24	7,921.66	7,974.39
Gross Profit	3,750.99	4,545.97	4,627.48	4,285.16	3,507.88	4,012.57
Profit Before Taxation	3,290.18	4,168.82	4,137.17	3,731.67	2,997.12	3,249.49
Profit After Taxation	2,134.92	2,797.87	2,748.62	2,456.58	2,086.31	2,250.78
STATEMENT OF FINANCIAL POSITION (Rs. in Millions)						
Share Holder Equity	2,299.96	2,340.45	2,145.88	2,693.68	2,583.90	2,789.80
Long term Loans	-	-	-	298.76	896.27	1,493.77
Current Liabilities	1,608.29	1,452.16	1,999.35	1,940.07	1,898.23	2,392.44
Total Liabilities	1,868.59	1,837.74	2,494.51	2,873.68	3,572.95	4,873.97
Current Assets	1,558.58	1,205.16	1,319.79	1,854.84	1,988.84	2,952.96
Total Assets	4,168.55	4,178.20	4,640.39	5,567.36	6,156.84	7,663.77
RATIOS						
Earnings Per Ordinary Share (Rs)	19.56	25.63	25.18	22.51	19.11	20.62
Break up Value Per Ordinary Share (Rs)	21.07	21.44	19.66	24.68	23.67	25.56
Return on Equity (%)	92.01	124.73	113.59	93.09	77.65	64.44
Debt Equity Ratio	0:100	0:100	0:100	10:90	26:74	35:65



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To the members of Pakistan International Container Terminal Limited

Review Report on the Statement of Compliance contained in Listed Companies (Code of Corporate Governance) Regulations, 2017

We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2017 (the Regulations) prepared by the Board of Directors of Pakistan International Container Terminal Limited for the year ended 31 December 2018 in accordance with the requirements of regulation 40 of the Regulations.

The responsibility for compliance with the Regulations is that of the Board of Directors of the Company. Our responsibility is to review whether the Statement of Compliance reflects the status of the Company's compliance with the provisions of the Regulations and report if it does not and to highlight any non-compliance with the requirements of the Regulations. A review is limited primarily to inquiries of the Company's personnel and review of various documents prepared by the Company to comply with the Regulations.

As a part of our audit of the financial statements we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We are not required to consider whether the Board of Directors' statement on internal control covers all risks and controls or to form an opinion on the effectiveness of such internal controls, the Company's corporate governance procedures and risks.

The Regulations require the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval, its related party transactions and also ensure compliance with the requirements of section 208 of the Companies Act, 2017. We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee. We have not carried out procedures to assess and determine the Company's process for identification of related parties and that whether the related party transactions were undertaken at arm's length price or not.

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended 31 December 2018.


Chartered Accountants

Place: Karachi

Date: 26 February 2019

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Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2017 (the Regulations)

For the Year Ended December 31, 2018

The Company has complied with the requirements of the Regulations in the following manner:

1. The total number of directors are 7 as per the following:
 - a. Male: six (6)
 - b. Female: one (1)
2. The composition of Board is as follows:
 - a) Independent Directors:
 - i. Mr. Gordon Alan P. Joseph
 - ii. Mr. Roman Felipe S. Reyes
 - b) Other Non-executive Directors
 - i. Mr. Aasim Azim Siddiqui
 - ii. Mr. Christian R. Gonzalez [Resigned on January 21, 2019. Mr. Andrew James Dawes was appointed in his place on January 21, 2019]
 - iii. Ms. Gigi Iluminada Miguel
 - iv. Mr. Hans Ole Madsen
 - v. Mr. Sharique Azim Siddiqui
 - c) Executive Director/Chief Executive Officer
Mr. Khurram Aziz Khan
3. The Directors have confirmed that none of them is serving as a director on more than five listed companies, including this company (excluding the listed subsidiaries of listed holding companies where applicable).
4. The Company has prepared a Code of Conduct and has ensured that appropriate steps have been taken to disseminate it throughout the Company along with its supporting policies and procedures.
5. The Board has developed a vision/mission statement, overall corporate strategy and significant policies of the Company. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.
6. All the powers of the Board have been duly exercised and decisions on relevant matters have been taken by the Board/ shareholders as empowered by the relevant provisions of the Companies Act, 2017 (the Act) and the Regulations.
7. The meetings of the Board were presided over by the Chairman and, in his absence, by a director elected by the Board for this purpose. The Board has complied with the requirements of the Act and the Regulations with respect to frequency, recording and circulating minutes of meetings of the Board.
8. The board of directors have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.
9. During the year, Mr. Khurram Aziz Khan, Chief Executive Officer of the Company took Directors' Training program, arranged by the board, from Pakistan Institute of Corporate Governance.
10. The Board has approved appointment of Company Secretary, including his remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations. There have been no changes in the position of CFO and Head of Internal Audit during the year.
11. CFO and CEO duly endorsed the financial statements before approval of the Board.

12. The Board has formed following committees comprising of members given below:

- a) Audit Committee
 - i. Mr. Roman Felipe S. Reyes, Chairman
 - ii. Ms. Gigi Iluminada Miguel, Member
 - iii. Mr. Sharique Azim Siddiqui, Member
- b) Human Resource and Remuneration Committee
 - i. Mr. Gordon Alan P. Joseph, Chairman
 - ii. Mr. Aasim Azim Siddiqui, Member
 - iii. Mr. Christian R. Gonzalez, Member [Resigned on January 21, 2019. Mr. Andrew James Dawes was appointed in his place on January 21, 2019]
- c) Risk Management Committee
 - i. Mr. Gordon Alan P. Joseph, Chairman
 - ii. Mr. Christian R. Gonzalez, Member [Resigned on January 21, 2019. Mr. Andrew James Dawes was appointed in his place on January 21, 2019]
 - iii. Mr. Sharique Azim Siddiqui, Member

13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committees for compliance.

14. The frequency of meetings of the committee were as per following:

- a) Audit Committee [Quarterly]
- b) Human Resource and Remuneration Committee [Yearly]
- c) Risk Management Committee [Yet to be held]

15. The Board has set up an effective internal audit function that is considered suitably qualified and experienced for the purpose and is conversant with the policies and procedures of the Company.

16. The statutory auditors of the Company have confirmed that they have been given a satisfactory rating under the quality control review program of the Institute of Chartered Accountants of Pakistan (ICAP) and registered with Audit Oversight Board of Pakistan, that they or any of the partners of the firm, their spouses and minor children do not hold shares of the Company and that the firm and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on code of ethics as adopted by the ICAP.

17. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, these regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard.

18. We confirm that all other requirements of the Regulations have been complied with.



Mr. Andrew James Dawes
Chairman of the Board

Karachi

Dated: February 11, 2019



Mr. Khurram Aziz Khan
Chief Executive Officer



INDEPENDENT AUDITORS' REPORT

To the members of Pakistan International Container Terminal Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the annexed financial statements of **Pakistan International Container Terminal Limited** (the Company), which comprise the statement of financial position as at **31 December 2018**, and the statement of profit or loss and other comprehensive income, the statement of changes in equity, the statement of cash flows 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, the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows 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 (XIX of 2017). In the manner so required and respectively give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of the profit and its 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 *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants as adopted by the Institute of Chartered Accountants of Pakistan (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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Following are the key audit matters:

S No.	Key audit matters	How our audit addressed the key audit matter
1.	<p>Contingencies</p> <p>As at the reporting date, the Company has various contingent liabilities in respect of income tax & sales tax related matters and pending litigation from the concerned authorities as disclosed in note 16 of the financial statements.</p> <p>Due to the significance of the amounts involved in such matters and the inherent uncertainties in respect of their ultimate outcome, the management judgements and estimates in relation to such contingencies may be complex and can significantly impact the financial statements. For such reasons we have considered the contingencies as a key audit matter.</p>	<p>Our key audit procedures on contingencies included, amongst others, obtaining an understanding of the management's processes and controls over litigations through meetings with the management and review of the minutes of the Board of Directors and Audit Committee.</p> <p>We obtained and reviewed confirmations from the Company's external advisors for their views on the legal position of the Company in relation to the contingencies.</p> <p>We involved our internal tax professionals to assess management's conclusions on contingent tax matters and to evaluate the consistency of such conclusions with the views of the external tax advisors engaged by the Company.</p> <p>We also evaluated the adequacy of disclosures made in respect of the contingencies in accordance with the requirements of the financial reporting standards as applicable in Pakistan.</p>
2.	<p>Information Technology (IT) systems and related controls over revenue recognition</p> <p>The Company uses automated system which processes significant volume of revenue transactions on a real-time basis.</p> <p>The transactions which generate revenue are captured using the system which involves automated controls, system generated information and system interfaces, which are underpinned by the design and operating effectiveness of the IT general controls over the key IT systems and the automated application controls over the processes.</p> <p>Due to the significance of the impacts of the IT systems and controls over revenue process, we have identified this as a key audit matter.</p>	<p>Our key audit procedures in respect of IT systems and related controls of revenue processing and General Ledger (GL) application and reporting processes included the following:</p> <ul style="list-style-type: none"> - Obtained a start-to-end understanding of the revenue recognition and reporting processes and identified the automated controls and the corresponding key IT systems that support the processes. - With the help of internal IT specialists, we assessed the IT control environment, reviewed the IT governance framework and tested the IT general controls of the key IT applications that support the revenue recognition and reporting to evaluate whether the system dependent controls and information could be relied on throughout the period. Our testing of IT

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S No.	Key audit matters	How our audit addressed the key audit matter
		<p>general controls covered access management, change management and IT operations.</p> <p>- We also tested the identified automated application controls, which are critical to the revenue recognition processes. Our testing procedures included the testing of system logics, automated calculations and validations, testing of system generated information, system interfaces and reconciliations.</p>
3.	<p>The new Companies Act, 2017 and its impact on the financial statements</p> <p>As referred to in note 1.4.2 to the accompanying financial statements, the Companies Act, 2017 (the Act) became applicable for the first time for the preparation of the financial statements for the year ended 31 December 2018.</p> <p>The Act forms an integral part of the statutory financial reporting framework as applicable to the Company and amongst others, prescribes the nature and content of disclosures in relation to various elements of the financial statements.</p> <p>In the case of the Company, a summary of key additional disclosures and changes to the existing disclosures have been stated in note 2.1 to the accompanying financial statements.</p> <p>The above changes and enhancements in the financial statements are considered important and a key audit matter because of the volume and significance of the changes in the financial statements resulting from the transition to the new reporting requirements under the Act.</p>	<p>We assessed the procedures applied by the management for identification of the changes required in the financial statements due to the application of the Act. We considered the adequacy and appropriateness of the additional disclosures and changes to the previous disclosures based on the new requirements. We also evaluated the sources of information used by the management for the preparation of the above referred disclosures and the internal consistency of such disclosures with other elements of the financial statements.</p> <p>We assessed the accounting implications in accordance with the applicable financial reporting standards and evaluated its application in the context of the Company.</p>

Information Other than the Financial Statements and Auditors' Report Thereon

Management is responsible for the other information. The other information comprises of information included in the Annual Report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

UAM

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 requirements of Companies Act, 2017 (XIX of 2017) and for such internal control as management determines is necessary to enable 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 operations, or has no realistic alternative but to do so.

Board of directors is responsible for overseeing the Company's financial reporting process.

Auditors' 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 auditors' 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 auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

UAM





- 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.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

- proper books of account have been kept by the Company as required by the Companies Act, 2017 (XIX of 2017);
- the statement of financial position, the statement of profit or loss, statement of 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 (XIX of 2017) and are in agreement with the books of account and returns;
- investments made, expenditure incurred and guarantees extended during the year were for the purpose of the Company's business; and
- zakat deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980), was deducted by the company and deposited in the Central Zakat Fund established under section 7 of the Ordinance.

The engagement partner on the audit resulting in this independent auditors' report is Arif Nazeer.

Arif Nazeer
Chartered Accountants

Place: Karachi

Date: 26 February 2019

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Financial Statements

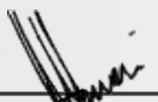


Statement of Financial Position

AS AT DECEMBER 31, 2018

	Note	December 31, 2018 ----- (Rs. in thousands) -----	December 31, 2017 -----
NON-CURRENT ASSETS			
Property, plant and equipment	4	2,500,137	2,921,044
Intangibles	5	99,403	43,270
Long-term deposits		10,424	8,729
		<u>2,609,964</u>	<u>2,973,043</u>
CURRENT ASSETS			
Stores, spare parts and loose tools - net	6	473,947	509,258
Trade debts - net	7	419,206	335,914
Advances	8	35,415	17,231
Deposits, prepayments and other receivables	9	204,682	179,908
Short-term investments - net	10	-	-
Cash and bank balances	11	425,339	162,854
		<u>1,558,589</u>	<u>1,205,165</u>
TOTAL ASSETS		<u>4,168,553</u>	<u>4,178,208</u>
SHARE CAPITAL AND RESERVES			
Issued, subscribed and paid-up capital	12	1,091,532	1,091,532
Reserves	12.3	1,208,427	1,248,925
		<u>2,299,959</u>	<u>2,340,457</u>
NON-CURRENT LIABILITIES			
Deferred taxation - net	13	205,974	332,127
Long-term employee benefits	14	54,323	53,458
		<u>260,297</u>	<u>385,585</u>
CURRENT LIABILITIES			
Trade and other payables	15	1,478,512	1,387,344
Unclaimed dividends		122,578	45,790
Taxation - net		7,207	19,032
		<u>1,608,297</u>	<u>1,452,166</u>
TOTAL EQUITY AND LIABILITIES		<u>4,168,553</u>	<u>4,178,208</u>
CONTINGENCIES AND COMMITMENTS	16		

The annexed notes from 1 to 35 form an integral part of these financial statements.


Chief Financial Officer


Chief Executive Officer


Director

Statement of Profit or Loss

FOR THE YEAR ENDED DECEMBER 31, 2018

	Note	December 31, 2018 ----- (Rs. in thousands) -----	December 31, 2017 -----
Revenue - net	17	8,250,377	9,291,440
Cost of services	18	(4,499,383)	(4,745,471)
Gross profit		<u>3,750,994</u>	<u>4,545,969</u>
Administrative expenses	19	(478,671)	(423,543)
Other expenses	20	(7,388)	(12,211)
Finance cost	21	(1,060)	(8,543)
Other income	22	26,310	67,150
Profit before taxation		<u>3,290,185</u>	<u>4,168,822</u>
Taxation	23	(1,155,260)	(1,370,944)
Profit after taxation		<u>2,134,925</u>	<u>2,797,878</u>
		----- (Rupees) -----	
Earnings per ordinary share - basic and diluted	24	<u>19.56</u>	<u>25.63</u>

The annexed notes from 1 to 35 form an integral part of these financial statements.


Chief Financial Officer


Chief Executive Officer

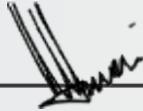

Director

Statement of Comprehensive Income

FOR THE YEAR ENDED DECEMBER 31, 2018

	December 31, 2018	December 31, 2017
	----- (Rs. in thousands) -----	
Profit after taxation	2,134,925	2,797,878
Other comprehensive income	-	-
Total comprehensive income	<u>2,134,925</u>	<u>2,797,878</u>

The annexed notes from 1 to 35 form an integral part of these financial statements.


Chief Financial Officer


Chief Executive Officer

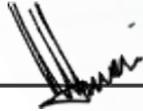

Director

Statement of Cash Flows

FOR THE YEAR ENDED DECEMBER 31, 2018

	Note	December 31, 2018	December 31, 2017
		----- (Rs. in thousands) -----	
CASH FLOWS FROM OPERATING ACTIVITIES	29	3,931,097	4,377,861
Taxes paid		(1,293,238)	(1,511,640)
Long-term employee benefits paid	14	(2,801)	(7,958)
Finance cost paid		(1,062)	(10,359)
Increase in long term deposits		(1,695)	(7,182)
Net cash generated from operating activities		<u>2,632,301</u>	<u>2,840,722</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Capital expenditure		(290,204)	(270,358)
Proceeds from disposal of operating fixed assets	4.1.1	1,166	25,570
Markup on savings accounts received		17,856	45,678
Net cash used in investing activities		(271,182)	(199,110)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of long-term financing		-	(298,755)
Dividends paid		(2,098,634)	(2,642,708)
Net cash used in financing activities		(2,098,634)	(2,941,463)
Net increase / (decrease) in cash and cash equivalents		262,485	(299,851)
Cash and cash equivalents at the beginning of the year		162,854	462,705
Cash and cash equivalents at the end of the year	11	<u>425,339</u>	<u>162,854</u>

The annexed notes from 1 to 35 form an integral part of these financial statements.


Chief Financial Officer


Chief Executive Officer

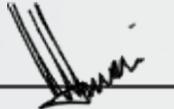

Director

Statement of Changes in Equity

FOR THE YEAR ENDED DECEMBER 31, 2018

	Issued, subscribed and paid-up capital	Capital reserve Capital redemption reserve fund	Revenue reserve Unappropriated profit	Total reserves	Total
----- (Rs. in thousands) -----					
Balance as at December 31, 2016	1,091,532	180,000	874,350	1,054,350	2,145,882
Profit after taxation	-	-	2,797,878	2,797,878	2,797,878
Other comprehensive income	-	-	-	-	-
Total comprehensive income	-	-	2,797,878	2,797,878	2,797,878
Final cash dividend for the year ended December 31, 2016 @ Rs 6.3/- per ordinary share	-	-	(687,665)	(687,665)	(687,665)
Interim cash dividends for the year ended December 31, 2017 @ Rs 17.55/- per ordinary share	-	-	(1,915,638)	(1,915,638)	(1,915,638)
Balance as at December 31, 2017	1,091,532	180,000	1,068,925	1,248,925	2,340,457
Profit after taxation	-	-	2,134,925	2,134,925	2,134,925
Other comprehensive income	-	-	-	-	-
Total comprehensive income	-	-	2,134,925	2,134,925	2,134,925
Final cash dividend for the year ended December 31, 2017 @ Rs 6.43/- per ordinary share	-	-	(701,855)	(701,855)	(701,855)
Interim cash dividends for the year ended December 31, 2018 @ Rs 13.50/- per ordinary share	-	-	(1,473,568)	(1,473,568)	(1,473,568)
Balance as at December 31, 2018	1,091,532	180,000	1,028,427	1,208,427	2,299,959

The annexed notes from 1 to 35 form an integral part of these financial statements.


Chief Financial Officer


Chief Executive Officer


Director

Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

1. CORPORATE INFORMATION AND OPERATIONS

- 1.1.** Pakistan International Container Terminal Limited (the Company) was incorporated in Pakistan as a private limited company in June 2002. Subsequently, it was converted to an unquoted public limited company and later on listed on the Pakistan Stock Exchange Limited on October 15, 2003. The registered office of the Company is situated at Berths 6 - 9, East Wharf, Karachi Port, Karachi.
- 1.2.** The Company has a Build Operate Transfer (BOT) contract with Karachi Port Trust (KPT) for the exclusive construction, development, operations and management of a common user container terminal at Karachi Port for a period of twenty-one years commencing June 18, 2002. After the expiry date, the Company will transfer all the concession assets to KPT as disclosed in note 34 to these financial statements.
- 1.3.** The Company is a subsidiary of ICTSI Mauritius Limited whereas its ultimate parent company is International Container Terminal Services, Inc., a company incorporated in Philippines.
- 1.4. Summary of significant transactions and events occurred during the year**

The Company's financial position and performance was particularly affected by the following event during the current year:

- 1.4.1.** During the year, the Finance Act, 2018, extended the application of super tax to the tax year 2019. Accordingly, the Company has recognised super tax expense for prior year as well as current year in the Statement of Profit or Loss.
- 1.4.2.** Due to first time application of financial reporting requirements under the Companies Act, 2017, including disclosure and presentation requirements of the fourth schedule to the Companies Act, 2017, some additional disclosures have been added and some amounts reported for the previous period have been reclassified in these financial statements.

2. BASIS OF PREPARATION

2.1. Statement of compliance

These financial statements have been prepared in accordance with the requirements of 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) and Islamic Financial Accounting Standards (IFASs) issued by Institute of Chartered Accountants of Pakistan (ICAP), as are notified under the Companies Act, 2017 (the Act) and, provisions of and directives issued under the Act. In case requirements differ, the provisions of and directives of the Act, shall prevail.

The Act has also brought certain changes with regard to the preparation and presentation of these financial statements. These changes, amongst others, include changes in nomenclature of the primary statements. Further, the disclosure requirements under the Act have been revised, resulting in elimination of duplicative disclosure with the IFRS disclosure requirements and incorporation of additional amended disclosures including additional disclosure requirements for related parties (refer to note 28) and change in threshold for identification of executives for note on their remuneration (refer to note 27).

Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

The Securities and Exchange Commission of Pakistan (the SECP) in pursuance of the S.R.O No. 24(I)/2012 dated January 16, 2012 has given relaxation for the implementation of IFRIC 12 - "Service Concession Arrangements" due to the practical difficulties facing the companies. The impact on the financial results of the Company due to application of IFRIC-12 is disclosed in note 34 to these financial statements.

2.2. Basis of measurement

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

2.3. New standards, amendments to approved accounting standards and new interpretations

2.3.1. Adoption of standards and amendments effective during the year

The Company has adopted the following accounting standards, the amendments and interpretations of IFRSs which became effective for the current year:

IFRS 2	Share based Payments: Classification and Measurement of Share Based Payments Transactions (Amendments)
IFRS 4	Insurance Contracts: Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts (Amendments)
IAS 40	Investment Property: Transfers of Investment Property (Amendments)
IFRIC 22	Foreign Currency Transactions and Advance Consideration

Improvements to accounting standard issued by IASB in December 2016

IAS 28 Investments in Associates and Joint Ventures: Clarification that measuring Investees at fair value through profit or loss is an investment-by-investment choice

The adoption of the above standards, amendments and improvements to accounting standards did not have any material effect on the financial statements.

2.3.2. Standards, interpretations and amendments to approved accounting standards that are not yet effective

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

Standard or interpretation:		Effective date (annual periods beginning on or after)
IFRS 3	Definition of a Business (Amendments)	January 01, 2020
IFRS 9	Financial Instruments: Classification and Measurement	July 01, 2018
IFRS 9	Prepayment Features with Negative Compensation (Amendments)	January 01, 2019

Standard or interpretation:

IFRS 10	Consolidated Financial Statements and IAS 28 Investment in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendment)	Not yet finalised July 01, 2018
IFRS 15	Revenue from Contracts with Customers	January 01, 2019
IFRS 16	Leases	January 01, 2020
IAS 1/ IAS 8	Definition of Material (Amendments)	January 01, 2020
IAS 19	Plan Amendment, Curtailment or Settlement (Amendments)	January 01, 2019
IAS 28	Long-term Interests in Associates and Joint Ventures (Amendments)	January 01, 2019
IFRIC 23	Uncertainty over Income Tax Treatments	January 01, 2019

The above standards and amendments are not expected to have any material impact on the Company's financial statements in the period of initial application except for IFRS 15 - 'Revenue from Contracts with Customers', IFRS 9 - 'Financial Instruments' and IFRS 16 - 'Leases'. The Company is currently evaluating the impact of these standards.

In addition to the above standards and amendments, improvements to various accounting standards have also been issued by the IASB in December 2017. Such improvements are generally effective for annual reporting period beginning on or after January 01, 2019. The Company expects that such improvements to the standards will not have any material impact on the Company's financial statements in the period of initial application.

The IASB has also issued the revised Conceptual Framework for Financial Reporting (the Conceptual Framework) in March 2018 which is effective for annual periods beginning on or after January 01, 2020 for preparers of financial statements who develop accounting policies based on the Conceptual Framework. The revised Conceptual Framework is not a standard, and none of the concepts override those in any standard or any requirements in a standard. The purpose of the Conceptual Framework is to assist IASB in developing standards, to help preparers develop consistent accounting policies if there is no applicable standard in place and to assist all parties to understand and interpret the standards.

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

Standard or interpretation:		IASB Effective date (annual periods beginning on or after)
IFRS 14	Regulatory Deferral Accounts	January 01, 2016
IFRS 17	Insurance Contracts	January 01, 2021



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

The Company expects that above new standards will not have any material impact on the Company's financial statements in the period of initial application.

2.4. Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with approved accounting standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. Estimates and judgments are continually evaluated and are based on historic experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. In the process of applying the Company's accounting policies, the management has made the following estimates and judgments which are significant to the financial statements:

- a) determining the method of depreciation, residual values and useful lives of operating fixed assets (note 4.1);
- b) determining the method of amortisation, residual values and useful lives of intangibles (note 5.1);
- c) determining the provision for obsolescence of stores, spare parts and loose tools (note 6);
- d) determining the provision for doubtful debts (note 7);
- e) determining the provision for impairment in short-term investments (note 10);
- f) recognition of deferred taxation (note 13); and
- g) expected outcome of contingencies involving the Company (note 16).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1. Property, plant and equipment

3.1.1. Operating fixed assets

These are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is charged to statement of profit or loss using straight line method so as to write off the historical cost of the assets over their estimated useful lives at the rates specified in note 4.1 to these financial statements. Depreciation on additions is charged from the month in which the asset is available for use and on disposals up to the month the respective asset was in use. Assets' residual values, useful lives and methods of depreciation are reviewed and adjusted, if appropriate, at each reporting date.

The carrying values of property, plant and equipment are reviewed at each reporting date for indication that an asset may be impaired and carrying values may not be recovered. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash generating units are written down to their recoverable amount. The recoverable amount of property, plant and equipment is the higher of fair value less cost to sell and value in use.

Maintenance and normal repairs are charged to statement of profit or loss as and when incurred. Major renewals and improvements, if any, are capitalised when it is probable that respective future economic benefits will flow to the Company.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Gains and losses on disposals are determined by comparing proceeds with the carrying amount of the relevant assets. These are included in the statement of profit or loss in the period in which they arise.

3.1.2. Capital work-in-progress

These are stated at cost less any impairment in value. All expenditures connected with specific assets incurred during installation and construction period including advances to suppliers and contractors are carried under this head. These are transferred to specific assets as and when these assets are available for use.

3.2. Intangibles

An intangible asset is recognised if it is probable that the future economic benefits that are attributable to the asset will flow to the Company and that the cost of such asset can also be measured reliably.

Costs incurred on the acquisition of intangibles are capitalised and are amortised on straight line basis over their estimated useful life. Amortisation is charged in the month in which the asset is available for use at the rates stated in note 5.1 to these financial statements.

Useful lives of intangible assets are reviewed, at each reporting date and adjusted if appropriate.

The carrying values of intangible assets are reviewed for impairment at each reporting date for events or changes in circumstances that indicate the carrying value may not be recoverable.

3.3. Stores, spare parts and loose tools

Stores, spare parts and loose tools are valued at lower of net realisable value and cost. Cost is determined using first-in-first-out (FIFO) basis except for those in transit which are stated at invoice price plus other charges paid thereon up to the reporting date. Provision is made annually in the financial statements for slow moving and obsolete items if required.



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

3.4. Trade debts

Trade debts originated by the Company are recognised and carried at original invoice amounts less provision for doubtful debts. Provision for doubtful debts is based on the management's assessment of customers' outstanding balances and creditworthiness. Bad debts are written-off when identified.

3.5. Loans, advances and other receivables

After initial measurement these are carried at amortised cost less any allowance for impairment.

Gains and losses are recognised in the profit or loss when the loans, advances and other receivables are derecognised or impaired.

3.6. Investments

The investments of the Company, upon initial recognition, are classified as investment at fair value through profit or loss, held to maturity investment or available for sale investment, as appropriate. The Company determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year-end.

When investments are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

At fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

Investments which are acquired principally for the purpose of generating profit from short term fluctuations in price or dealer's margin are classified as held for trading. After initial recognition, these are stated at fair values with any resulting gains or losses recognised directly in the statement of profit or loss. Transaction costs are charged to statement of profit or loss when incurred.

Held-to-maturity investments

Investments with fixed or determinable payments and fixed maturity where management has both the positive intent and ability to hold to maturity are classified as held to maturity and are stated at amortised cost using the effective interest method. Gains and losses are recognised in statement of profit or loss when the investments are derecognised or impaired, as well as through the amortisation process.

Available-for-sale investments

Investments which are intended to be held for an indefinite period of time but may be sold in response to the need for liquidity or changes in interest rates are classified as available for sale. After initial measurement, these are stated at fair values with unrealised gains or losses recognised directly in

other comprehensive income until the investment is disposed or determined to be impaired. At the time of disposal, the cumulative gain or loss previously recorded in other comprehensive income is recognised in the statement of profit or loss.

Fair value of investments

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the reporting date. For investments where there is no active market, fair value is determined using valuation techniques.

3.7. Cash and cash equivalents

For the purpose of statement of cash flows, cash and cash equivalents consist of cash in hand and balances with banks, pay orders in hand, cheques in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

3.8. Taxation

Current

The charge for current taxation is based on taxable income at the current rates of taxation in accordance with the Income Tax Ordinance, 2001 after considering rebates and tax credits available, if any, and includes adjustments to charge for prior years, if any.

Deferred

Deferred tax is recognised using the balance sheet liability method, on all major temporary differences arising at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that the future taxable profits will be available against which the assets may be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be recognised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

3.9. Interest-bearing loans and borrowings

All loans and borrowings are initially recognised at fair value less directly attributable transaction costs, and have not been designated 'as at fair value through profit or loss'. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using effective interest rate method.

Gains and losses are recognised in statement of profit or loss when the liabilities are derecognised as well as through the amortisation process.

3.10. Trade and other payables

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 rendered whether or not billed to the Company.

3.11. Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Provision are reviewed at each reporting date and adjusted to reflect the current best estimate.

3.12. Revenue

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, rebates and government levies, if any. The following recognition criteria must be met before revenue is recognised:

- Revenues from port berth operations are recognised when service is rendered;
- Profit on deposits / saving accounts are recognised on time proportion basis; and
- Gain on redemption of investments is recognised at the time of redemption.

3.13. Staff retirement benefits

The Company operates a recognised provident fund scheme for all its eligible permanent employees. Equal monthly contributions are made by the Company and the employees to the fund in accordance with the rules of the provident fund scheme. Contributions from the Company are charged to statement of profit or loss for the year.

3.14. Long-term employee benefits

The Company provides a facility to its employees for accumulating their annual earned leave under an unfunded scheme.

Accruals are made to cover the obligation under the scheme on accrual basis and are charged to statement of profit or loss. Accrual for compensated absences for employees is calculated on the basis of one month's gross salary. The amount of liability recognised in the statement of financial position is calculated by the Company using the above basis as the difference in liability is not expected to be material using the Projected Unit Credit Method.

3.15. Financial instruments

Financial assets and financial liabilities are recognised at the time when the Company becomes a party to the contractual provisions of the instrument and are derecognised in case of assets, when the contractual rights under the instrument are realised, expired or surrendered and in case of liability, when the obligation is discharged, cancelled or expired.

3.16. Offsetting of financial assets and financial liabilities

A financial asset and a financial liability is offset and the net amount reported in the statement of financial position, if the Company has the enforceable legal right to set off the transaction and also intends either to settle on net basis or to realise the asset and settle the liability simultaneously. Income and expense arising from such assets and liabilities are also offset accordingly.

3.17. Foreign currency translations

Foreign currency transactions are translated into Pakistani Rupee (functional currency) using the exchange rates ruling at the dates of the transactions. Monetary assets and liabilities in foreign currencies are re-translated into Pakistani Rupee using the exchange rate ruling at the reporting date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translations at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are taken to statement of profit or loss.

3.18. Dividend

Dividend is recognised as a liability in the period in which it is approved.

3.19. Impairment

3.19.1. Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect of the estimated future cash flows of that asset.

3.19.2. Non-financial assets

The carrying value of non-financial assets other than inventories and deferred tax assets are



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

assessed at each reporting date to determine whether there is any indication of impairment. If any such indications exist, then the recoverable amount is estimated. An impairment loss is recognised, as an expense in the statement of profit or loss, for the amount by which an asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. Value in use is determined through discounting of estimated future cash flows using a discount rate that reflects current market assessments of the time value of money and risk specific to the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels for which they are separately identifiable cash flows (cash generating units).

3.20. Functional and presentation currency

These financial statements are presented in Pakistani Rupee, which is the Company's functional and presentation currency.

4. PROPERTY, PLANT AND EQUIPMENT

	Note	December 31, 2018 (Rs. in thousands)	December 31, 2017
Operating fixed assets	4.1	2,335,855	2,842,247
Capital work-in-progress	4.2	164,282	78,797
		<u>2,500,137</u>	<u>2,921,044</u>

4.1. Operating fixed assets:

	Cost			Accumulated Depreciation			Written down value as at December 31, 2018	Depreciation rate per annum %		
	As at January 01, 2018	Additions / *transfers from capital work-in-progress	Disposals (note 4.1.1)	As at December 31, 2018	As at January 01, 2018	Charge for the year (note 4.1.3)			Disposals (note 4.1.1)	
Leasehold land & building (note 4.1.2)	247,547	-	-	247,547	122,141	23,152	-	145,293	102,254	8.33
Leasehold improvements	1,829,196	4,747 *17,401	-	1,851,344	1,320,690	113,766	-	1,434,456	416,888	5-20
Container / terminal handling / workshop equipment**	5,247,815	18,100 *49,691	(3,776)	5,311,830	3,364,457	397,766	(2,759)	3,759,464	1,552,366	5-20
Port power generation	566,269	141	-	566,410	353,292	52,835	-	406,127	160,283	5-10
Vehicles	19,884	3,683	(1,012)	22,555	13,463	2,015	(1,012)	14,466	8,089	20
Computers and other equipment	283,333	27,527 *13,089	(4,083)	319,866	192,464	45,563	(4,083)	233,944	85,922	10-33.33
Furniture and fixtures	64,100	- *164	(14,664)	49,600	49,390	4,802	(14,645)	39,547	10,053	10-33.33
	8,258,144	54,198 *80,345	(23,535)	8,369,152	5,415,897	639,899	(22,499)	6,033,297	2,335,855	
Total	8,258,144	134,543	(23,535)	8,369,152	5,415,897	639,899	(22,499)	6,033,297	2,335,855	

* Transfers from capital work-in-progress
** Includes stand-by equipment having written down value of Rs 29.22 million

	Cost			Accumulated Depreciation			Written down value as at December 31, 2017	Depreciation rate per annum %		
	As at January 01, 2017	Additions / *transfers from capital work-in-progress	Disposals (note 4.1.1)	As at December 31, 2017	As at January 01, 2017	Charge for the year (note 4.1.3)			Disposals (note 4.1.1)	
Leasehold land & building (note 4.1.2)	247,547	-	-	247,547	98,989	23,152	-	122,141	125,406	8.33
Leasehold improvements	1,802,992	7,265 *18,939	-	1,829,196	1,211,830	108,860	-	1,320,690	508,506	5-20
Container / terminal handling / workshop equipment**	5,094,815	26,672 *153,073	(26,745)	5,247,815	3,010,852	373,308	(19,703)	3,364,457	1,883,358	5-20
Port power generation	517,447	12,961 *35,861	-	566,269	308,705	44,587	-	353,292	212,977	5-10
Vehicles	36,877	*1,128	(18,121)	19,884	22,099	4,663	(13,299)	13,463	6,421	20
Computers and other equipment	252,509	15,751 *16,872	(1,799)	283,333	155,015	38,547	(1,098)	192,464	90,869	10-33.33
Furniture and fixtures	62,415	2,615	(930)	64,100	45,275	4,727	(612)	49,390	14,710	10-33.33
	8,014,602	65,264 *225,873	(47,595)	8,258,144	4,852,765	597,844	(34,712)	5,415,897	2,842,247	
Total	8,014,602	291,137	(47,595)	8,258,144	4,852,765	597,844	(34,712)	5,415,897	2,842,247	

* Transfers from capital work-in-progress
** Includes stand-by equipment having written down value of Rs 37.49 million



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

4.1.1. Disposals of operating fixed assets:

Particulars	Cost	Accumulated depreciation	Written down value	Sale proceeds	Gain on disposals - net	Particulars of buyer	Mode of Disposal
Items having written down value of less than Rs. 500,000							
2018	23,535	22,499	1,036	1,166	130	Various	Various
2017	47,595	34,712	12,883	25,570	12,687		

4.1.2. This includes a leasehold land in the name of the Company having written down value of Rs 17.2 million (2017: Rs 21.1 million) and with an area of approximately 31,944 sq. yards (equivalent to 6 by 6 acres) situated at Deh Mai Gharhi, Tappo Manghopir, Gadap Town, Karachi which is depreciated over the lease term.

Note	December 31, 2018		December 31, 2017	
	(Rs. in thousands)		(Rs. in thousands)	
4.1.3. Depreciation charge for the year has been allocated as under:				
Cost of services	18	575,909		538,060
Administrative expenses	19	63,990		59,784
		<u>639,899</u>		<u>597,844</u>

4.2. Capital work-in-progress:

4.2.1. Movement:

Opening balance		78,797	100,279
Additions during the year		165,830	204,391
Transferred to operating fixed assets		(80,345)	(225,873)
Closing balance	4.2.2	<u>164,282</u>	<u>78,797</u>

4.2.2. Category wise breakup:

Leasehold improvements		15,594	11,533
Container / terminal handling / workshop equipment		121,166	54,011
Computers and other equipment		10,808	13,089
Port power generation		13,314	-
Furniture and fixtures		3,400	164
		<u>164,282</u>	<u>78,797</u>

5. INTANGIBLES

Intangible assets	5.1	29,228	43,270
Intangible asset under development		70,175	-
		<u>99,403</u>	<u>43,270</u>

5.1. Intangible assets:

	December 31, 2018							Amortisation rate per annum %
	Cost		Accumulated Amortisation			Written down value as at December 31, 2018		
	As at January 01, 2018	Additions/ *Transfer	As at December 31, 2018	As at January 01, 2018	Charge for the year (note 5.2)		As at December 31, 2018	
Computer software	175,397	-	175,397	132,127	14,042	146,169	29,228	20-33.33
Project development cost	37,889	-	37,889	37,889	-	37,889	-	20
Total	213,286	-	213,286	170,016	14,042	184,058	29,228	

	December 31, 2017							Amortisation rate per annum %
	Cost		Accumulated Amortisation			Written down value as at December 31, 2017		
	As at January 01, 2017	Additions/ *Transfer	As at December 31, 2017	As at January 01, 2017	Charge for the year (note 5.2)		As at December 31, 2017	
Computer software	159,662	703 *15,032	175,397	117,759	14,368	132,127	43,270	20-33.33
Project development cost	37,889	-	37,889	37,889	-	37,889	-	20
Total	197,551	15,735	213,286	155,648	14,368	170,016	43,270	

* Transfers from Intangible assets under development

Note	December 31, 2018		December 31, 2017	
	(Rs. in thousands)		(Rs. in thousands)	
5.2. Amortisation charge for the year has been allocated as under:				
Cost of services	18	12,638		12,931
Administrative expenses	19	1,404		1,437
		<u>14,042</u>		<u>14,368</u>

6. STORES, SPARE PARTS AND LOOSE TOOLS - net

Stores, spare parts and loose tools	482,100	515,039
Fuel and lubricants	20,942	23,465
	<u>503,042</u>	<u>538,504</u>
Provision for obsolescence	(29,095)	(29,246)
	<u>473,947</u>	<u>509,258</u>



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

7.	TRADE DEBTS - net	Note	December 31,	December 31,
			2018	2017
			----- (Rs. in thousands) -----	
	Unsecured			
	Considered good	7.1, 7.2, 7.3 & 7.4	419,206	335,914
	Considered doubtful		1,475	1,475
			<u>420,681</u>	<u>337,389</u>
	Provision for doubtful debts		(1,475)	(1,475)
			<u>419,206</u>	<u>335,914</u>

7.1. The aging of unimpaired trade debts as at December 31 is as follows:

	Total	Neither past due nor impaired	Past due but not impaired		
			Within 90 days	91 to 180 days	Over 180 days
----- (Rs. in thousands) -----					
Related parties	6,377	2,854	3,523	-	-
Other than related parties	412,829	199,997	212,832	-	-
2018	<u>419,206</u>	<u>202,851</u>	<u>216,355</u>	<u>-</u>	<u>-</u>
Related parties	2,243	1,655	449	34	105
Other than related parties	333,671	291,829	33,645	5,662	2,535
2017	<u>335,914</u>	<u>293,484</u>	<u>34,094</u>	<u>5,696</u>	<u>2,640</u>

7.2. Related parties represent Rs 3.13 million (2017: Rs 0.89 million) due from Marine Services (Private) Limited, Rs 0.37 million (2017: Rs 0.64 million) due from Premier Mercantile Services (Private) Limited, and Rs 2.88 million (2017: Rs 0.71 million) due from Portlink International Services (Private) Limited.

7.3. The maximum amounts outstanding at the end of any month during the year from Marine Services (Private) Limited, Premier Mercantile Services (Private) Limited and Portlink International Services (Private) Limited were Rs 3.5 million, Rs 1.12 million and Rs 4.98 million respectively.

7.4. These are non-interest bearing and generally on a term ranging from 15 to 30 days.

8.	ADVANCES	Note	December 31,	December 31,
			2018	2017
			----- (Rs. in thousands) -----	
	Unsecured, considered good			
	Suppliers and contractors		31,949	14,652
	Employees		3,466	2,579
			<u>35,415</u>	<u>17,231</u>

9.	DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES	Note	December 31,	December 31,
			2018	2017
			----- (Rs. in thousands) -----	
	Deposits		5,480	5,254
	Prepayments		60,092	49,604
	Other Receivables - considered good			
	Sales tax receivable		16,715	7,448
	Insurance claim receivable		11,489	11,489
	Accrued interest		10	255
	Receivable from tax authorities	16.1.3	100,000	100,000
	Others		10,896	5,858
			<u>139,110</u>	<u>125,050</u>
			<u>204,682</u>	<u>179,908</u>

10. SHORT-TERM INVESTMENTS - net

Held to Maturity Investments

Certificate of investments (COIs)		43,000	43,000
Provision for impairment	10.1	(43,000)	(43,000)
		<u>-</u>	<u>-</u>

10.1. Represents investment in COIs of Saudi Pak Leasing Company (the investee Company). The investee Company made default in repayment against COIs in August 2009 due to serious financial and liquidity crunch reportedly being faced by it. Due to uncertainties involved, the Company has carried impairment provision in these financial statements, as a matter of prudence.

11.	CASH AND BANK BALANCES	Note	December 31,	December 31,
			2018	2017
			----- (Rs. in thousands) -----	
	With banks in:			
	current accounts		125,691	54,175
	savings accounts	11.1	297,802	105,234
			<u>423,493</u>	<u>159,409</u>
	Cash and pay orders in hand		1,846	3,445
			<u>425,339</u>	<u>162,854</u>

11.1. These carry profit at rates ranging from 3.75 to 9.3 percent (2017: 3.75 to 6.3 percent) per annum.

11.2. As at December 31, 2018, the Company has unutilised short-term running finance facility under markup arrangements aggregating Rs 300 million (2017: Rs 150 million) available from Faysal Bank Limited carrying mark-up rate based on 6 months KIBOR as benchmark rate plus 30 basis points (2017: 6 months KIBOR plus 30 basis points).



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

12. SHARE CAPITAL

12.1. Authorised capital

December 31, 2018	December 31, 2017		December 31, 2018	December 31, 2017
----- (Number of shares) -----			----- (Rs. in thousands) -----	
182,000,000	182,000,000	Ordinary shares of Rs 10/- each	1,820,000	1,820,000
18,000,000	18,000,000	Preference shares of Rs 10/- each	180,000	180,000
<u>200,000,000</u>	<u>200,000,000</u>		<u>2,000,000</u>	<u>2,000,000</u>

12.2. Issued, subscribed and paid-up capital

December 31, 2018	December 31, 2017	Note	December 31, 2018	December 31, 2017
----- (Number of shares) -----			----- (Rs. in thousands) -----	
63,761,200	63,761,200	Ordinary shares of Rs 10/- each issued for cash	637,612	637,612
33,352,352	33,352,352	issued as bonus shares	333,524	333,524
12,039,600	12,039,600	issued for consideration other than cash 12.2.1	120,396	120,396
<u>109,153,152</u>	<u>109,153,152</u>		<u>1,091,532</u>	<u>1,091,532</u>

12.2.1 Represent shares issued in consideration for mobile harbour cranes, port equipment and a vehicle.

12.2.2 The voting rights are in proportion to shareholding of the shareholders.

12.2.3. As of the reporting date, following are the major shareholders (directly and indirectly) of the Company:

	December 31, 2018	December 31, 2017
	----- (Rs. in thousands) -----	----- (Rs. in thousands) -----
ICTSI Mauritius Limited the Parent Company 64.54 percent (2017: 64.54 percent)	<u>70,442,082</u>	<u>70,442,082</u>
Premier Mercantile Services (Private) Limited 21.23 percent (2017: 21.25 percent)	<u>23,174,829</u>	<u>23,194,329</u>

12.3. Reserves

	December 31, 2018	December 31, 2017
	----- (Rs. in thousands) -----	----- (Rs. in thousands) -----
Capital reserve		
Capital redemption reserve fund	12.3.1 <u>180,000</u>	180,000
Revenue reserve		
Unappropriated profits	12.3.2 <u>1,028,427</u>	1,068,925
	<u>1,208,427</u>	<u>1,248,925</u>

12.3.1. The capital redemption reserve fund can be utilised by the Company in accordance with the provisions of the Companies Act, 2017 and any applicable regulations therein.

12.3.2. The shareholders are entitled to receive all distributions including dividends and other entitlements in the form of bonus and right shares as and when declared by the Company.

	Note	December 31, 2018	December 31, 2017
		----- (Rs. in thousands) -----	----- (Rs. in thousands) -----
13. DEFERRED TAXATION - net			
Credit / (debit) balances arising in respect of timing differences relating to:			
Accelerated tax depreciation and amortisation		<u>323,257</u>	455,584
Provisions		<u>(117,283)</u>	(123,457)
		<u>205,974</u>	<u>332,127</u>

14. LONG-TERM EMPLOYEE BENEFITS

	December 31, 2018	December 31, 2017
	----- (Rs. in thousands) -----	----- (Rs. in thousands) -----
Opening balance	<u>53,458</u>	51,327
Accrual made during the year	<u>3,666</u>	10,089
	<u>57,124</u>	61,416
Payments made during the year	<u>(2,801)</u>	(7,958)
Closing balance	<u>54,323</u>	<u>53,458</u>

15. TRADE AND OTHER PAYABLES

		December 31, 2018	December 31, 2017
		----- (Rs. in thousands) -----	----- (Rs. in thousands) -----
Trade creditors	15.1	<u>395,598</u>	355,057
Technical services fee payable	15.1	<u>110,313</u>	156,651
Staff related liabilities		<u>145,842</u>	102,112
Payable to port authorities	16.1.2	<u>167,130</u>	142,909
Accrued liabilities	15.1	<u>201,379</u>	140,704
Other liabilities			
Advances from customers	15.1	<u>48,086</u>	82,958
Workers' Welfare Fund		<u>329,541</u>	329,541
Sales tax payable		<u>72,167</u>	71,512
Others		<u>8,456</u>	5,900
		<u>458,250</u>	489,911
		<u>1,478,512</u>	<u>1,387,344</u>

15.1. Includes Rs 148 million (2017: Rs 201 million) payable to related parties.



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

16. CONTINGENCIES AND COMMITMENTS

16.1. Contingencies

16.1.1. The Trustees of the Port of Karachi (KPT) filed a civil suit 1201/2006 against the Company on September 13, 2006, in the Honorable High Court of Sindh (HCS) claiming a sum of Rs. 304.5 million along with the interest, as default payment of wharfage and penalty thereon, for the alleged mis-declaration of the category of goods on the import of Ship to Shore Cranes and Rubber Tyre Gantry Cranes in 2004.

On April 24, 2017, HCS passed the judgment and decree in favor of the Company and ordered that KPT is not entitled to the amount of wharfage charges claimed by it. On June 3, 2017, KPT filed an appeal 287/2017 against the aforesaid HCS' judgment before the Divisional Bench of HCS.

Upon advice of the Company's legal advisor, management believes that there is no merit in this claim and accordingly no provision in respect of above has been made in the financial statements.

16.1.2. The Company has filed an interpleader civil suit 827/2007 on June 29, 2007 before HCS against the Deputy District Officer, Excise and Taxation (DDO) and the Trustees of KPT in respect of demand raised by the DDO on the Company to pay property tax out of the Handling, Marshalling and Storage (HMS) charges payable to KPT amounting to Rs. 34.6 million for the period from 2003 to 2007. In compliance with the Order of HCS, the Company deposited the amount with Nazir of HCS, out of amount withheld by the company from HMS charges billed by KPT.

In 2014, another demand was made by the DDO amounting to Rs. 96.1 million for the period 2008 to 2014. On an application filed by the Company for directions, HCS ordered for deposit of the aforementioned amount out of HMS charges billed by KPT. The Company complied with the order of HCS. In 2015, HCS issued further orders directing the Company to deposit the remaining HMS charges due and payable with Nazir of HCS in quarterly installments. Accordingly, the Company complied with the order of HCS. The amount deposited with Nazir of HCS is netted off with the HMS payable to KPT.

The decision of the suit is still pending and the Company's legal advisor believes that there may be no adverse implication for depositing the payments due to KPT with Nazir of HCS in view of complying with the HCS's order. Accordingly, no provision has been made in this respect in the financial statements.

16.1.3. While completing the audit proceedings for the tax year 2013, the Deputy Commissioner Inland Revenue (DCIR) modified the deemed assessment of the Company by passing an order under section 122(1) of the Income Tax Ordinance, 2001 and made certain disallowances / additions in the taxable income and raised an income tax demand of Rs. 130.4 million. The Company filed an appeal before the Commissioner Inland Revenue - Appeals (CIR-A) who partly decided the appeal in favour of the Company. Consequently, the Company made the payment of Rs. 100 million and filed a second appeal before the Appellate

Tribunal Inland Revenue (ATIR), in respect of issues confirmed by the CIR (A), which is now pending for adjudication. The tax advisor of the Company is of the view that the issues involved in the appeal will be decided in favour of the Company and accordingly, no provision in respect of excess demand raised by the DCIR has been made in the financial statements.

16.1.4. In 2017, the Assistant Commissioner Sindh Revenue Board (AC-SRB) under Sindh Sales Tax on Services Act, 2011 raised a demand of Rs. 514.4 million along with penalty and default surcharge, for tax periods January 2013 to December 2014 on exempt services provided by the Company. The Company filed an appeal with Commissioner Appeals - SRB which is pending for hearing.

The tax advisor of the Company is of the view that the Company has a strong defence and appeal will be decided in favour of the Company. Accordingly, the Company has not made any provision in respect of the above demand in the financial statements.

16.1.5. In 2017, the Additional Commissioner Inland Revenue (ACIR) modified the deemed assessment of the Company for the tax year 2016 by passing an order under section 122(5A) of the Income Tax Ordinance, 2001 and made certain additions / disallowances to the taxable income and tax credits claimed by the Company and raised an income tax demand of Rs. 222.2 million. The Company filed an appeal before the Commissioner Inland Revenue Appeals (CIR-A) who had decided the appeal partly in favor of the Company. Being aggrieved by the decision of CIR-A, the Company as well as the tax department filed the appeals before Appellate Tribunal Inland Revenue (ATIR) which are pending for adjudication. The Company has also sought stay from HCS against the demand created by ACIR after appeal effect proceedings. HCS vide its final order directed the ACIR not to take any coercive recovery measures till the finalization of appeal before the ATIR which is pending adjudication.

The tax advisor of the Company is of the view that the issues involved in the appeal will be decided in favor of the Company. Accordingly, no provision in respect of excess demand raised by the ACIR has been made in the financial statements.

16.1.6. The Company is defending various suits, other than those disclosed above, filed against it in various courts in Pakistan. The Company's management is confident, based on the advice of its legal advisors, that these suits will be decided in Company's favor.

16.2. Commitments

16.2.1. Commitments for capital expenditure

26,227 5,883

16.2.2. Outstanding letters of guarantees

144,354 109,354

December 31, 2018 **December 31, 2017**
----- (Rs. in thousands) -----



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

	Note	December 31, 2018 ----- (Rs. in thousands) -----	December 31, 2017 -----
16.2.3.	Outstanding letters of credit		
	Utilised	19,106	784
	Unutilised	<u>280,894</u>	<u>399,216</u>
16.2.4.	Commitments in respect of Handling, Marshalling and Storage charges to the Karachi Port Trust (KPT)		
	Not later than one year	88,368	86,006
	Later than one year but not later than five years	801,356	770,324
	Later than five years	-	207,768
		<u>889,724</u>	<u>1,064,098</u>
17.	REVENUE - net		
	Gross revenue	17.1 9,159,640	10,413,791
	Sales tax	17.1 (909,263)	(1,122,351)
		<u>8,250,377</u>	<u>9,291,440</u>
17.1.	Includes Rs 84.5 million (2017: Rs 103.9 million) collected from customers on behalf of KPT in respect of sales tax on wharfage charges.		
18.	COST OF SERVICES		
	Salaries, wages and other benefits	565,513	549,546
	Provident fund contribution	16,250	15,472
	Staff training	3,337	946
	Terminal handling and services	561,023	679,854
	Royalty to KPT	776,945	803,842
	Handling, Marshalling and Storage charges	16.1.2 176,149	166,390
	Fuel and power	628,916	579,422
	Stores, spares and other maintenance charges	270,591	271,823
	Technical services fee	18.1 485,316	689,415
	Rent, rates and taxes	150,894	245,065
	Insurance	120,525	102,785
	Software maintenance charges	86,242	7,857
	Office maintenance	25,467	40,882
	Travelling, conveyance and vehicle running expenses	13,375	2,979
	Communication, printing and stationery	6,539	2,050
	Utilities	5,279	2,701
	Depreciation and amortization	4.1.3 & 5.2 588,547	550,991
	Others	18,475	33,451
		<u>4,499,383</u>	<u>4,745,471</u>

18.1. Represents charges for technical services provided by ICTSI Mauritius Limited to the Company for advising on continuous improvement of the terminal operations, training of key personnel and risk management services.

	Note	December 31, 2018 ----- (Rs. in thousands) -----	December 31, 2017 -----
19.	ADMINISTRATIVE EXPENSES		
	Salaries, wages and other benefits	224,623	197,260
	Provident fund contribution	7,060	7,424
	Directors fee	699	-
	Travelling, conveyance and vehicle running expenses	24,382	16,712
	Legal and professional charges	15,243	12,426
	Auditors' remuneration	19.1 7,115	7,683
	Security expenses	15,624	14,714
	Insurance	12,478	11,628
	Office maintenance	28,488	22,484
	Advertising and public relations	14,191	6,732
	Communication, printing and stationery	16,385	17,113
	Utilities	4,740	5,158
	Depreciation and amortisation	4.1.3 & 5.2 65,394	61,221
	Fees and subscription	5,480	3,375
	Others	36,769	39,613
		<u>478,671</u>	<u>423,543</u>

19.1. Auditors' remuneration

Fee for statutory audit	1,950	1,950
Tax advisory services	2,285	2,924
Limited scope reviews, group reporting package, and various certifications	1,922	2,210
Out of pocket expenses	958	599
	<u>7,115</u>	<u>7,683</u>

20. OTHER EXPENSES

Donations	20.1 1,804	4,049
Exchange loss - net	5,584	8,162
	<u>7,388</u>	<u>12,211</u>

20.1. Includes Rs 1.8 million (2017: Rs 3.0 million) paid to Rabia Azeem Trust in which Mr. Sharique Azim Siddiqui (Director) and Mr. Aasim Azim Siddiqui (Director) are Trustees. No other directors or their spouses have any interest in any donee's fund to which donation was made.



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

	Note	December 31, 2018 ----- (Rs. in thousands) -----	December 31, 2017
21. FINANCE COST			
Bank charges		883	556
Markup on running finance facility		177	-
Markup on long-term financing		-	7,987
		<u>1,060</u>	<u>8,543</u>
22. OTHER INCOME			
Income from financial assets			
Markup on savings accounts		17,611	45,864
Income from non-financial assets			
Gain on disposals of operating fixed assets - net		130	12,687
Others		8,569	8,599
		<u>8,699</u>	<u>21,286</u>
		<u>26,310</u>	<u>67,150</u>
23. TAXATION			
Current	23.1	1,146,024	1,346,894
Deferred		(126,153)	(111,702)
Prior	23.1	135,389	135,752
	23.2	<u>1,155,260</u>	<u>1,370,944</u>

23.1. During the year, the Finance Act, 2018, extended the application of super tax to the tax year 2019. Accordingly, the Company has recognised super tax expense for prior year as well as current year in the Statement of Profit or Loss. Therefore, these includes super tax of Rs 208.8 million (2017: Rs 136.8 million).

23.2. Section 5A of the Income Tax Ordinance, 2001 was revised by the Finance Act, 2018 According to the revision, tax at the rate of 5 percent shall be payable on the accounting profits before tax of every public company other than a scheduled bank and modaraba if at least 20% of its after tax profits are not distributed as dividend through cash within six months of the end of the tax year.

As explained in note 33, the Board of Directors in their meeting held on February 11, 2019 have recommended sufficient cash dividend for the year ended December 31, 2018 for the approval of shareholders in forth coming Annual General Meeting. This is in addition to the interim dividends of Rs 13.50 per ordinary share declared during the year which together meets the above stated requirement. Accordingly, no provision for tax on undistributed profits has been recognised in the financial statements.

	December 31, 2018 ----- (Rs. in thousands) -----	December 31, 2017
23.3. Relationship between tax expense and accounting profit:		
Profit before taxation	<u>3,290,185</u>	<u>4,168,822</u>
Tax at the applicable tax rate of 29 percent (2017: 30 percent)	954,153	1,250,647
Net effect of income tax provision relating to prior years	135,389	135,752
Effect of super tax relating to current year	73,971	-
Effect of change in rate of deferred tax	(11,071)	(14,317)
Others	2,818	(1,138)
	<u>1,155,260</u>	<u>1,370,944</u>
	----- (Percent) -----	
Average effective tax rate	<u>35.11</u>	<u>32.88</u>

23.4. Management's assessment of sufficiency of tax provision

The Company computes tax based on generally accepted interpretations of the tax laws to ensure that the sufficient provision for the purpose of taxation is available which can be analysed as follows:

	Provision for taxation ----- (Rs. in thousands) -----	Tax assessed
2017	<u>1,346,894</u>	<u>1,347,157</u>
2016	<u>1,413,460</u>	<u>1,412,421</u>
2015	<u>1,315,222</u>	<u>1,314,973</u>

	December 31, 2018	December 31, 2017
24. EARNINGS PER ORDINARY SHARE - basic and diluted		
	----- (Rs. in thousands) -----	
Profit after taxation	<u>2,134,925</u>	<u>2,797,878</u>
	----- (No. of shares) -----	
Weighted average ordinary shares in issue during the year	<u>109,153,152</u>	<u>109,153,152</u>
	----- (Rupees) -----	
Earnings per share	<u>19.56</u>	<u>25.63</u>



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The main risks arising from the Company's financial instruments are credit risk, liquidity risk, foreign currency risk, interest rate risk and equity price risk. No changes made to the objectives and policies during the year ended December 31, 2018. The Board of Directors reviews and agrees policies for managing each of these risks which are summarised below.

25.1. Credit Risk

Credit risk is the risk which arises with the possibility that one party to a financial instrument will fail to discharge its obligation and cause the other party to incur a financial loss. The Company attempts to control credit risk by monitoring credit exposures, limiting transactions with specific counterparties and continually assessing the creditworthiness of counterparties.

Concentrations of credit risk arise when a number of counterparties are engaged in similar business activities or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations of credit risk indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

The Company is exposed to credit risk on long-term deposits, trade debts, advances, deposits, other receivables and bank balances. The Company seeks to minimise the credit risk exposure by dealing only to customers considered credit worthy and obtaining securities where applicable. The maximum exposure to credit risk at the reporting date is:

	Carrying Values	
	December 31, 2018	December 31, 2017
	----- (Rs. in thousands) -----	
Unsecured:		
Long-term deposits	10,424	8,729
Trade debts - net	419,206	335,914
Advances	35,415	17,231
Deposits and other receivables	27,875	30,304
Bank balances	423,493	159,409
	<u>916,413</u>	<u>551,587</u>

Quality of financial assets

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings or the historical information about counter party default rates as shown below:

	Carrying Values	
	December 31, 2018	December 31, 2017
	----- (Rs. in thousands) -----	
25.1.1. Trade debts		
Customers with no defaults in the past one year	419,206	335,914
Customers with some defaults in past one year which have been fully recovered	-	-
	<u>419,206</u>	<u>335,914</u>
25.1.2. Cash with Banks		
A1	4,934	9,209
A1+	418,559	150,200
	<u>423,493</u>	<u>159,409</u>

25.2. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company applies the prudent risk management policies by maintaining sufficient cash and bank balances and by keeping committed credit lines. The table below summarises the maturity profile of the Company's financial liabilities at the following reporting dates:

	On demand	Less than 3 months	3 to 12 months	1 to 5 Years	> 5 years	Total
	----- (Rs. in thousands) -----					
December 31, 2018						
Trade and other payables	681,202	395,598	-	-	-	1,076,800
	<u>681,202</u>	<u>395,598</u>	-	-	-	<u>1,076,800</u>
December 31, 2017						
Trade and other payables	631,234	355,057	-	-	-	986,291
	<u>631,234</u>	<u>355,057</u>	-	-	-	<u>986,291</u>

25.3. Foreign Currency Risk

Foreign currency risk is the risk that the value of financial assets or financial liabilities will fluctuate due to a change in foreign exchange rates. It arises mainly where receivables and payables exist due to transactions in foreign currency.

	December 31, 2018	December 31, 2017
	----- (Rupees) -----	
The following significant exchange rate has been applied at the reporting dates:		
Pakistani Rupee to US Dollars	<u>139.80</u>	<u>110.70</u>



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

The foreign currency exposure is adequately covered as the majority of the Company's billing is determined in US dollars which is converted into rupees at the exchange rate prevailing at the transaction date.

The following figures demonstrate the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant, of the Company's profit before tax:

	Change in Exchange rates	Effect on profit before tax (Rs. in thousands)
December 31, 2018	± 5%	12,794
December 31, 2017	± 5%	11,425

25.4. Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of change in market interest rates relates primarily to the Company's financing obligations with floating interest rates. However, as of the reporting date the Company does not have any financing obligations with floating interest rates.

25.5. Equity price risk

Equity price risk is the risk of loss arising from movements in prices of equity instruments. The Company is not exposed to any equity price risk, as the Company does not have any investment in equity shares as at the reporting date.

25.6. Capital risk management

The primary objective of the Company's capital management is to maintain healthy capital ratios, strong credit rating and optimal capital structures in order to ensure ample availability of finance for its existing and potential investment projects, to maximise shareholder value and reduce the cost of capital.

The Company manages its capital structure and makes adjustment to it, in light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may adjust the amounts of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as total loans less cash and bank balances. Capital signifies equity as shown in the statement of financial position plus net debt. The gearing ratio of the Company as at December 31, 2018 is Nil (December 31, 2017: Nil).

26. FAIR VALUES OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets and financial liabilities. Financial assets consist of bank balances, advances, trade deposits, other receivables and short-term investments. Financial liabilities consist of trade and other payables. The fair values of financial instruments are not materially different from their carrying values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Fair value measurements using quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Fair value measurements using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Fair value measurements using inputs for the asset or liability that are not based on observable Market data (i.e. unobservable inputs).

As of the reporting date, the Company does not have any financial assets carried at fair value that required categorisation in Level 1, Level 2 and Level 3.

27. REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

27.1. The aggregate amount, charged in the financial statements for the year, is as follows:

	December 31, 2018			December 31, 2017		
	Chief Executive	Directors / Chairman (Non-Executive)	Executives	Chief Executive	Directors / Chairman (Non-Executive)	Executives
	(Rs. in thousands)					
Managerial remuneration	22,138	-	105,129	21,471	-	97,033
Company's contribution to provident fund	1,299	-	5,112	1,267	-	4,361
Bonus	8,750	-	38,870	7,157	-	42,627
Fee for attending meetings	-	699	-	-	-	-
	32,187	699	149,111	29,895	-	144,021
Number	1	7	29	1	7	26

27.2. The Chief Executive and certain Executives of the Company were also provided with the free use of Company maintained cars, club memberships and medical benefits in accordance with their terms of service.



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

28. RELATED PARTY TRANSACTIONS

The related parties include the Parent Company, associated companies, entities having directors in common with the Company, Staff Provident Fund, directors and other key management personnel. Detail of related parties with whom the Company has entered into transactions with or has arrangement / agreement in place during the year along with relationship and transactions with related parties, other than those which have been disclosed elsewhere in these financial statements, are as follows:

28.1. Name and nature of relationship

a) Parent Company

ICTSI Mauritius Limited - 64.54% shares (directly and indirectly) held in the Company.

b) Associated Companies due to significant influence

Premier Mercantile Services (Private) Limited 21.23% shares held in the Company
 Aeolina Investments Limited 15.71% shares held in the Company.

c) Associated Companies/Undertakings due to common directorship with nil shareholding

Marine Services (Private) Limited
 Port Link International (Private) Limited
 Marine International Container Terminal (Private) Limited
 Travel Club (Private) Limited
 Rabia Azeem Trust
 Staff Provident Fund of the Company

28.1.1. ICTSI Mauritius Limited is a company incorporated in Mauritius, having registered office at Suite 201/2 A, 2nd Floor, 1Cybercity, Ebene Mauritius. ICTSI Mauritius Limited directly and indirectly holds 64.54% shares in the Company. Mr. Reemul Giandeo, Mr. Theyvarajen Ponambalum and Mr. Rafael D. Consing, Jr. are the authorised personnel of ICTSI Mauritius Limited. Auditors have expressed unqualified opinion on the financial statements of ICTSI Mauritius Limited for the year ended June 30, 2018.

28.1.2. Aeolina Investments Limited is a company incorporated in British Virgin Islands, having registered office at Woodbourne Hall, P.O. Box 3162, Road Town, Tortola, British Virgin Islands. Aeolina Investments Limited directly holds 15.71% shares in the Company. Mr. Rafael D. Consing, Jr. and Mr. Jose Joel M. Sebastian are authorised personnel of Aeolina Investments Limited. As per the confirmation from the shareholder, there is no requirement for an audited financial statements in British Virgin Islands.

		December 31, 2018	December 31, 2017
	Note	----- (Rs. in thousands) -----	
28.2. Transactions with related parties			
Associated companies / other related parties			
Technical services fee	18.1	<u>485,316</u>	689,415
Terminal handling services and rent		<u>462,699</u>	579,018
Revenue from container handling		<u>49,829</u>	41,924
Traveling expenses		<u>527</u>	3,260
Donations		<u>1,800</u>	3,000
Dividends		<u>1,865,961</u>	2,260,508
28.3.	Amounts due from and due to related parties, amount relating to remuneration of the Chief Executive and Directors / Chairman and Executives are disclosed in the relevant notes to these financial statements.		
28.4.	All the transactions with related parties are entered into at agreed terms duly approved by the Board of Directors of the Company.		

		December 31, 2018	December 31, 2017
	Note	----- (Rs. in thousands) -----	
29. CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before taxation		3,290,185	4,168,822
Adjustments for non-cash items:			
Depreciation and amortization	4.1.3 & 5.2	<u>653,941</u>	612,212
Accrual for long-term employee benefits	14	<u>3,666</u>	10,089
Exchange loss - net	20	<u>5,584</u>	8,162
Finance cost	21	<u>1,060</u>	8,543
Markup on savings accounts	22	<u>(17,611)</u>	(45,864)
Gain on disposals of operating fixed assets - net	22	<u>(130)</u>	(12,687)
		<u>646,510</u>	580,455
Operating profit before working capital changes		<u>3,936,695</u>	4,749,277
(Increase) / Decrease in current assets			
Stores, spare parts and loose tools - net		<u>35,311</u>	(171,918)
Trade debts - net		<u>(83,292)</u>	(33,846)
Advances, deposits, prepayments and other receivables		<u>(43,202)</u>	20,726
		<u>(91,183)</u>	(185,038)
(Decrease) / Increase in current liabilities			
Trade and other payables		<u>85,585</u>	(186,378)
Cash generated from operations		<u>3,931,097</u>	4,377,861



Notes to the Financial Statements

FOR THE YEAR ENDED DECEMBER 31, 2018

30. PROVIDENT FUND

Investments out of provident fund have been made in accordance with the provisions of the section 218 of the Companies Act, 2017 and the conditions specified thereunder.

	December 31, 2018	December 31, 2017
	----- (Number) -----	
31. NUMBER OF PERSONS EMPLOYED		
Persons employed as of	<u>855</u>	<u>894</u>
Average persons employed during the year	<u>876</u>	<u>913</u>

32. DATE OF AUTHORISATION FOR ISSUE

These financial statements have been authorised for issue on February 11, 2019 by the Board of Directors of the Company.

33. NON-ADJUSTING EVENTS AFTER THE REPORTING DATE

The Board of Directors in their board meeting, held on February 11, 2019, have recommended a final cash dividend of Rs. 4.1 per ordinary share amounting to Rs. 447.528 million for the year ended December 31, 2018. The adjustment for this dividend will be incorporated in the subsequent financial statements of the Company.

34. EXEMPTION FROM APPLICABILITY OF IFRIC 12 "SERVICE CONCESSION ARRANGEMENTS"

As explained in note 2.1, the required disclosure is as follows:

Under IFRIC-12, the consideration required to be made by operator (the Company) for the right to use the asset is to be accounted for as an intangible asset under IAS 38 "Intangible Assets". If the Company had to follow IFRIC-12, the effect on the financial statements would be as follows:

	December 31, 2018	December 31, 2017
	----- (Rs. in thousands) -----	
Reclassification from property, plant and equipment (including CWIP) to intangible assets (Port Concession Rights) - written down value	<u>1,431,486</u>	<u>1,568,306</u>
Reclassification from spares to intangible assets	<u>33,844</u>	<u>27,919</u>
Recognition of intangible assets (Port Concession Rights) on account of handling and marshalling charges (HMS)	<u>390,445</u>	<u>477,184</u>
Recognition of present value of concession liability on account of intangibles (HMS)	<u>766,468</u>	<u>891,794</u>
Interest expense for the year on account of intangibles (HMS)	<u>49,049</u>	<u>55,322</u>
Amortisation expense for the year on account of intangibles (HMS)	<u>86,014</u>	<u>86,014</u>
Amortisation expense for the year on account of concession assets (PPE and spares)	<u>295,364</u>	<u>285,498</u>
Increase in profit before tax for the year on account of reversal of HMS	<u>176,149</u>	<u>169,380</u>

35. GENERAL

35.1. Amounts have been rounded off to the nearest thousand rupees unless otherwise stated.

35.2. The handling capacity of the Company is indeterminable because it depends on certain variables such as dwell time of containers, availability of external yards and type of containers. The containers handled by the Company were according to the market demand.

35.3. Corresponding figures have been rearranged and reclassified, wherever necessary, for the purpose of better presentation and comparison and due to the applicability of the disclosure requirements of the Fourth schedule of the Companies Act, 2017, the effects of which are not material.



Chief Financial Officer



Chief Executive Officer



Director



Pattern of Shareholding

As at December 31, 2018

Corporate Universal Identification Number: 0043992

Form - 34

No. of Shareholders	Shareholdings		Total Shares Held
	From	To	
879	1	100	22,686
449	101	500	109,035
714	501	1000	546,183
181	1001	5000	380,550
20	5001	10000	145,282
5	10001	15000	60,640
4	15001	20000	62,356
2	25001	30000	59,520
1	40001	45000	43,200
1	45001	50000	49,940
1	50001	55000	52,000
1	60001	65000	63,363
1	90001	95000	94,000
1	100001	105000	103,000
1	275001	280000	276,665
1	370001	375000	371,200
1	2235001	2240000	2,235,083
1	11630001	11635000	11,631,938
1	17155001	17160000	17,155,639
1	23170001	23175000	23,174,829
1	52515001	52520000	52,516,043
2,267			109,153,152

Categories of Shareholders	Number of Shareholders	Total Shares held	Percentage
Directors, Chief Executive Officer and their spouse(s) and minor children	2	5,000	0.00
Associated Companies, undertakings and related parties	3	92,846,511	85.06
NIT and ICP	-	-	-
Banks, development finance institutions, non-banking financial institutions	1	720	0.00
Insurance Companies	-	-	-
Modarabas and Mutual funds	2	4,700	0.00
General Public			
a. Local	1,536	1,610,881	1.48
b. Foreign	697	432,006	0.40
Foreign Companies	6	13,870,169	12.71
Joint Stock Companies	17	380,216	0.35
Trust	1	8	0.00
Executives	2	2,941	0.00
	2,267	109,153,152	100

Share holders holding 10% or more

4 104,478,449 95.72

Pattern of Shareholding

As at December 31, 2018

Categories of Shareholders	Number of Shareholders	Total Shares held	Percentage
Directors, Chief Executive Officer and their spouse(s) and minor children	2	5,000	0.00
Sharique Azim Siddiqui		500	0.00
Aasim Azim Siddiqui		4,500	0.00
Associated Companies, undertakings and related parties	3	92,846,511	85.06
Aeolina Investments		17,155,639	15.72
ICTSI Mauritius Limited		52,516,043	48.11
Premier Mercantile Services (Private) Limited		23,174,829	21.23
NIT and ICP	-	-	-
Banks, development finance institutions, non-banking financial institutions	1	720	0.00
Insurance Companies	-	-	-
Modarabas and Mutual funds	2	4,700	0.00
B.R.R. Guardian Modaraba		1,100	0.00
CDC - Trustee AKD Index Tracker Fund		3,600	0.00
General Public			
a. Local	1,536	1,610,881	1.48
b. Foreign	697	432,006	0.40
Foreign Companies	6	13,870,169	12.71
Joint Stock Companies	17	380,216	0.35
Trust	1	8	0.00
Executives	2	2,941	0.00
	2,267	109,153,152	100

Share holders holding 5% or more	Shares held	Percentage
ICTSI Mauritius Limited	52,516,043	48.11
Premier Mercantile Services (Private) Limited	23,174,829	21.23
Aeolina Investments	17,155,639	15.72
EFG Private Bank Limited	11,631,938	10.66

Details of Purchase/Sale of Shares By Directors, CEO, CFO, Company Secretary and their spouses or minor children during Year Ended December 31, 2018

Name	Designation	Date of Purchase	No of Shares Purchased
None	N/A	N/A	N/A



Notice of the 18th Annual General Meeting

Notice is hereby given that the Eighteenth (18th) Annual General Meeting of the members of Pakistan International Container Terminal Limited ("Company") will be held on Monday, April 29, 2019 at 10:30 a.m., at Beach Luxury Hotel, M.T. Khan Road, Karachi, to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 17th Annual General Meeting held on April 19, 2018.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2018 together with the Directors' Report, Chairman's Review Report and Auditors' Report thereon.
3. To appoint Auditors and fix their remuneration for the financial year ending December 31, 2019. The present auditors EY Ford Rhodes, Chartered Accountants, are retiring and being eligible have offered themselves for reappointment.
4. To consider, declare and approve the final cash dividend of Rs. 4.1/- per ordinary share of the Company, as recommended by the Board of Directors, in addition to the interim cash dividend of Rs. 13.5/- per ordinary share already paid during 2018, thereby making a total cash dividend of Rs. 17.6/- per ordinary share for the year ended December 31, 2018.

ANY OTHER BUSINESS:

5. To transact any other business as may be placed before the meeting with the permission of the Chair.

By the order of the Board

Adil Siddique
Company Secretary

Karachi: April 5, 2019

NOTES

CLOSURE OF SHARE TRANSFER BOOKS

The share transfer books of the company will remain closed from April 23, 2019 to April 29, 2019 (both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company's Share Registrar, "M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', SMCHS, Main Shahra-e-Faisal, Karachi - 74400", by the close of business on April 22, 2019 will be treated in time for the purpose of ascertaining the entitlement of transferees for payment of final dividend and to attend and vote at the Annual General Meeting.

PARTICIPATION IN THE ANNUAL GENERAL MEETING

A Member entitled to attend, speak and vote at the above said meeting is entitled to appoint another person as his/her proxy to attend, speak and vote instead of him/her and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the above said meeting as are available to the Member.

CDC Account Holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

Duly completed, signed and stamped instrument of proxy (as enclosed) and the other authority under which it is signed, or a notarially certified copy thereof, in order to be valid, must be lodged with the Company Secretary at the Registered Office of the Company (Berths 6-9, East Wharf, Karachi Port, Karachi) not less than 48 hours before the commencement of the Meeting. The proxy need not be a Member of the Company.

A. FOR ATTENDING THE MEETING

In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall authenticate his / her identity by showing his / her valid original Computerised National Identity Card (CNIC) or original passport at the time of attending the meeting.

In case of a corporate entity/trust, the Board of Directors'/Trustees' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

The members registered on CDC are also requested to bring their particulars, I.D. numbers and account numbers in CDS.

B. FOR APPOINTING PROXIES

In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall submit the duly completed and stamped proxy form accordingly.

The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. The proxy shall produce his / her original CNIC or original passport at the time of the meeting and copy of CNIC of Member of whom he/she holds Proxy. Attested copies of valid CNIC or the passport of the beneficial owners/members and the proxy shall be furnished with the proxy form.

In case of a corporate entity/trust, the Board of Directors'/Trustees' resolution / power of attorney with specimen signature of the nominee shall be submitted along with proxy form to the Company.

C. POSTAL BALLOT

Members can also demand a poll and exercise their right to vote by means of postal ballot i.e. by post or through electronic mode subject to the requirements of section 143 to section 145 of the Act and applicable clauses of Companies (Postal Ballot) Regulations, 2018.

VIDEO CONFERENCE FACILITY

- As per Circular No. 10 dated May 21, 2014 of the Securities and Exchange Commission of Pakistan read with sections 132 (2) and 134(1)(b) of the Act, members can also avail video conference facility for attending the Annual General Meeting in a city other than in which Annual General Meeting is being held. In this regard, please fill the following and submit to registered address of the Company at least seven (7) days



Notice of the 18th Annual General Meeting

before holding of the Annual General Meeting. If the Company receives demand from members holding in aggregate 10% or more of the total paid up capital residing in a city, to participate in the meeting through video conference atleast seven (7) days before holding of the Annual General Meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

- "I/We, _____ of _____, being a member of Pakistan International Container Terminal Limited, holder of _____ ordinary share(s) as per register Folio No. _____ hereby opt for video conference facility at _____.

Signature of Member

- The Company will intimate members regarding venue of video conference facility at least 5 days before the date of Annual General Meeting along with complete information necessary to enable them to access such facility.
- For any query / problem / information, the investors may contact the Company and / or the Share Registrar at the following phone Numbers and email addresses:

PICT Investor Relations Department

Pakistan International Container Terminal Limited
Berth # 6-9, East Wharf, Karachi Port
Karachi.
+92 21 32855701-9 Ext. 2602;2606
investor-relations@pict.com.pk

PICT Shares Registrar

Share Registrar Services, Central Depository
Company of Pakistan Limited, CDC House, 99-B,
Block-B, S.M.C.H.S, Main Shahrah e Faisal,
Karachi.
+92-21 32416774
Info@cdcpak.com

MINUTES OF 17th ANNUAL GENERAL MEETING

Copies of the minutes of the 17th Annual General Meeting held on April 19, 2018 will be available to the Members on submission of written request.

MANDATORY PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE AND SUBMISSION OF COPIES OF VALID CNIC & NATIONAL TAX NUMBER [NTN] CERTIFICATE

- The provisions of section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the information on a Dividend mandate form (enclosed) to the Company's Share Registrar at the address given herein above. In case of CDC account holders, the same information should be provided directly to the CDS participant/ CDC Investor Account Services. The Company or its Share Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. The form is also available at the Company website i.e. www.pict.com.pk.
- The designated bank account details should be of the titleholder of the shares or Account title in Central Depository System.

- The Individual Members who have not yet submitted photocopy of their valid CNIC and Corporate Entities who have not yet submitted their NTN are once again reminded to have these details updated with their respective CDS participants, in case of CDC account holders and to send the same at the earliest directly to the Company's Share registrar at the address given herein above, in case of physical shareholders. Please provide folio numbers with the copy of CNIC / NTN.
- In case of non-receipt of valid Bank details given herein above and copy of valid CNIC or NTN, the Company would withhold future dividend payments to such shareholders as per the provisions of section 243(3) of the Companies Act, 2017 and Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017.

FILER AND NON-FILER STATUS

- The Government of Pakistan has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These rates are as per law.
- To enable the Company to make tax deduction on the amount of Cash Dividend, all the members whose names are not entered into Active Tax-Payers List (ATL), despite the fact that they are filers are advised to make sure that their names are entered into ATL available at e-portal of Federal Board of Revenue ("FBR"), before the date of commencement of book closure for cash dividend. The Company as per the law shall apply 20% rate of withholding tax if the shareholder's name with relevant details does not appear on the ATL available on the FBR website on first day of the book closure and deposit the same in the Government Treasury as this has to be done within the prescribed time.
- Withholding Tax exemption from the dividend income shall only be allowed if copy of valid tax exemption certificate is made available to the Company's share registrar by April 22, 2019.
- The FBR has clarified that holders of shares held in joint names or joint accounts will be treated individually as either filers or non-filers and tax will be deducted according to the proportionate holding of each holder. All shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Shares Registrar, in writing as follows:

Folio/CDC Account No.	Total Shares	Principal Shareholder		Joint Shareholder		CNIC No.	Signature
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)		

The required information must reach our Share Registrar by the close of business on April 22, 2019; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s) and deduction of withholding tax will be made accordingly.

UNPAID OR UNCLAIMED DIVIDEND/SHARES

Shareholders who could not collect their dividend/shares are advised to contact our Share Registrar to claim their unclaimed dividend or shares, if any.

In compliance with section 244 of the Act and Unclaimed shares, Modaraba Certificates, Dividend, Other instruments and Undistributed Assets Regulations, 2017, all such dividends/shares which remain unclaimed or unpaid for a period of three years from the date it is due and payable shall be deposited to the credit of Federal Government.



Notice of the 18th Annual General Meeting

CIRCULATION OF NOTICE OF MEETING & ANNUAL AUDITED FINANCIAL STATEMENTS

The Securities and Exchange Commission of Pakistan (SECP) vide SRO No. 470(I)/2016 dated May 31, 2016, has allowed listed companies to circulate their Annual Audited Financial Statements to its members through CD/DVD/USB at their registered addresses instead of sending them in hard copies, subject to approval obtained from shareholders in General Meeting. Accordingly, the Company has obtained approval from members in the 16th Annual General Meeting held on April 24, 2017. Pursuant to the approval of members, as aforesaid, the Annual Audited Financial Statements of the Company for the year ended December 31, 2018, have been circulated to the members along with Notice of this meeting through CD/DVD/USB.

In terms of SRO No 787(I)/2014 dated September 8, 2014, shareholders can opt to obtain annual audited financial statements and profit and loss account, auditor's report and directors report etc. along with the notice of Annual General Meeting through email. The Companies Act, 2017 also allow electronic circulation of annual financial statements and reports thereon. Accordingly, we are pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the Company through e-mail in future. Annual Audited Financial Statements along with the notice of Annual General Meeting have been circulated by email to those members who have requested for annual balance sheet and profit and loss account, auditor's report and directors report etc. along with the notice of Annual General Meeting through email.

For the convenience of shareholders, a Standard Request Form has been made available at the Company's website i.e. www.pict.com.pk, to opt receiving of future annual reports through email or in hard copies. Please ensure that your email has sufficient rights and space available to receive such email which may be larger than 1 MB file in size. Further, it is the responsibility of the member to timely update to the Share Registrar of any change in the registered email address. The duly filled & signed form can be submitted through post/courier to the Company's Share Registrar at the address given herein above. In case of CDC account holders, the same information should be provided directly to the CDS participant/ CDC Investor Account Services. The forms are also available at the Company website i.e. www.pict.com.pk. Members who do not provide their email ids or request for a hard copy shall continue to receive their future Annual Financial Statements and reports through CD/ DVD/USB at the registered address.

PLACEMENT OF ANNUAL AUDITED FINANCIAL STATEMENTS ON WEBSITE

Annual Audited Financial Statements of the Company for the year ended December 31, 2018 along with reports have been made available on the Company's website (www.pict.com.pk) in terms of Regulation 25 of the Companies (General Provisions and Forms) regulations, 2018 together read with SRO 634 (I) of 2014.

SUBMISSION OF ZAKAT EXEMPTION

Members are requested to submit declaration as per Zakat & Ushr Ordinance, 1980 for Zakat exemption and to advise change in address, if any.

CHANGE OF ADDRESS

Any change of address of Members should be immediately notified to the Company's share registrar M/S Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrah e Faisal, Karachi.

CONVERSION OF SHARES IN BOOK-ENTRY FORM

Members holding shares in physical form are requested to consider converting their shares from physical form to book-entry form to eliminate all risks associated with physical shares. Members can contact the Company or Share Registrar for assistance in this regard.

Shareholders are requested to provide above mentioned information/documents to (i) respective Central Depository System (CDS) Participants and (ii) in case of physical securities to the Company/Share Registrar

حصص کا کتابی اندراج

اراکین جن کے پاس حصص مادی حال میں موجود ہیں ان سے درخواست ہے کہ وہ حصص کا کتابی اندراج کرا لیں تاکہ مادی حصص سے منسلک تمام خدشات کو ختم کیا جاسکے۔ اراکین اس سلسلے میں مدد کے لیے کمپنی یا شیئر رجسٹرار سے رابطہ کر سکتے ہیں۔

حصص یافتگان سے گزارش ہے کہ مندرجہ بالا معلومات / دستاویزات کو (i) متعلقہ سینٹرل ڈیپازٹری سسٹم (سی ڈی ایس) شرکاء اور (ii) کمپنی کی مادی تمسکات / شیئر رجسٹرار یا کمپنی میں جمع کروائیں۔



اطلاع برائے اٹھارواں سالانہ اجلاس عام

جوائنٹ شیئر ہولڈر کی شیئر ہولڈنگ کے تناسب کو مندرجہ ذیل طریقے پر ہمارے شیئر رجسٹرار کو تحریری طور پر فراہم کریں:

فولیو ای ڈی ایس	کل شیئرز	پرنسپل شیئر ہولڈر		جوائنٹ شیئر ہولڈر		دستخط
		نام اور قومی شناختی کارڈ نمبر	شیئر ہولڈنگ کا تناسب (شیئرز کی تعداد)	نام اور قومی شناختی کارڈ نمبر	شیئر ہولڈنگ کا تناسب (شیئرز کی تعداد)	

مطلوبہ معلومات 22 اپریل 2019 کو کاروبار کے بند ہونے تک ہمارے شیئر رجسٹرار کو جمع کرادیں بصورت دیگر یہ فرض کیا جائے گا کہ پرنسپل شیئر ہولڈر اور جوائنٹ شیئر ہولڈر مساوی طور پر حصص کے حامل ہیں۔

غیر کلیم شدہ / غیر ادا شدہ منافع منقسمہ / شیئر

حصص یافتگان سے گزارش ہے کہ جو حصص یافتگان اپنے منافع منقسمہ / شیئر وصول نہیں کر سکے وہ اپنے غیر کلیم شدہ / غیر ادا شدہ منافع منقسمہ / شیئر کے لیے کمپنی کے شیئر رجسٹرار سے رابطہ کریں۔ کمپنیز ایکٹ 2017 کے سیکشن 244 اور ان کلیڈ شیئرز، مضاربہ، سٹیفیکٹیٹ، ڈیویڈنڈ، دیگر انسٹرومنٹ اور ان ڈسٹریبیوٹڈ ایسیٹ ریگولیشنز 2017 کے مطابق منافع منقسمہ، جو واجب الادا ہونے کے بعد تین سال کے عرصے تک غیر کلیم شدہ / غیر ادا شدہ ہو فیڈرل گورنمنٹ کے پاس جمع ہوں گے۔

اطلاع برائے اجلاس عام اور سالانہ مالیاتی گوشواروں کی ترسیل

سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے ایس آر او 2016/1(470) مورخہ 31 مئی 2016، کے تعمیل کے تحت کمپنیز کو منظوری دی گئی ہے کہ وہ اپنے سالانہ محاسب شدہ اکاؤنٹ کی ممبران کو ترسیل بمعہ CD/DVD/USB ان کے رجسٹرڈ پتوں پر کر سکتی ہیں بجائے ہارڈ کاپی کے یہ حصص یافتگان کی منظوری سے مشروط ہے۔ مستقبل میں ہم اپنے ممبران کو سالانہ محاسب شدہ اکاؤنٹ کی ترسیل بمعہ CD/DVD/USB کی سہولت پیش کرتے ہوئے پرمسرت ہیں۔ لہذا اسی سلسلے میں کمپنی نے اپنی سولہواں سالانہ اجلاس عام بتاریخ 24 اپریل 2017 میں حصص یافتگان سے منظوری لے لی ہے۔ اس منظوری کے تعمیل میں سالانہ محاسب شدہ مالیاتی گوشوارے ختم شدہ سال 31 دسمبر 2018 اپنے ممبران کو CD/DVD/USB میں ترسیل کریں گے۔

ایس آر او نمبر 787(1) / 2014 مورخہ 08 ستمبر 2014 کے تحت حصص یافتگان سالانہ فرد تو ازن اور آمدنی کا گوشوارہ، محاسب

کی رپورٹ اور ڈائریکٹرز رپورٹ وغیرہ اور سالانہ مالیاتی حسابات ای میل کے ذریعہ حاصل کر سکتے ہیں۔

کمپنیز ایکٹ 2017 میں سالانہ مالیاتی حسابات اور رپورٹس کی الیکٹرانک سرکولیشن کی اجازت ہے۔ لہذا ہم اس سہولت کی پیشکش اپنے ان ممبران کو کرتے ہیں جو کہ کمپنی کی سالانہ مالیاتی حسابات اور نوٹسز مستقبل میں ای میل کے ذریعہ وصول کرنا چاہتے ہوں۔

حصص یافتگان کی آسانی کے لیے معیاری درخواست فارم ہماری ویب سائٹ www.pict.com.pk پر دستیاب ہے تاکہ آئندہ سالانہ رپورٹس ای میل کے ذریعہ یا ہارڈ کاپی طلب کر سکتے ہیں۔ مہربانی کر کے اس بات کو یقینی بنائیں کہ آپ کے پاس ای میل وصول کرنے کے معقول حقوق اور جگہ دستیاب ہوں جو کہ سائز میں ایک میگا بائٹ (1MB) سے بڑی ہو سکتی ہیں۔ مزید یہ کہ یہ حصص یافتگان کی ذمہ داری ہے کہ وہ رجسٹرڈ ای میل پتے میں کوئی بھی تبدیلی کو شیئر رجسٹرار کے پاس بروقت تبدیل کرائے۔

اس سلسلے میں باضابطہ طور پر بھرا ہوا اور دستخط شدہ فارم بزرگ پوسٹ / کوریئر سے کمپنی کے شیئر رجسٹرار کے مندرجہ بالا پتے پر ارسال کر سکتے ہیں۔ سی ڈی سی کھاتے دار کی صورت میں وہی معلومات براہ راست سی ڈی ایس کے شرکاء / سی ڈی سی انویسٹر اکاؤنٹ سروسز کو بھیجی جائے۔ یہ فارم کمپنی کی ویب سائٹ www.pict.com.pk پر بھی موجود ہے۔ وہ ممبران جنہوں نے اپنے ای میل یا ہارڈ کاپی کی درخواست فراہم نہیں کی ہو، وہ اپنے رجسٹرڈ پتے پر سالانہ CD/DVD/USB کے توسط سے وصول کریں گے۔

مالیاتی گوشواروں کی آن لائن دستیابی

کمپنیز (جنرل پروویژن اینڈ فارمز) ریگولیشنز 2018 کے ریگولیشن 25 اور ایس آر او 2018/1(634) کے تحت 31 دسمبر 2018 کو ختم ہونے والے سال کے لئے کمپنی کے سالانہ محاسب شدہ مالیاتی گوشوارے کمپنی کی ویب سائٹ www.pict.com.pk پر دستیاب ہے۔

زکوٰۃ سے استثناء کی درخواست

حصص یافتگان سے درخواست ہے کہ زکوٰۃ اور عشر آرنٹینس 1980 کے مطابق زکوٰۃ سے استثناء کے لئے اقرار نامہ جمع کروائیں اور اگر پتے میں کسی طرح کی تبدیلی ہے تو وہ بھی فراہم کریں۔

پتے کی تبدیلی

اراکین کے پتے میں کسی بھی تبدیلی کو فوری طور پر کمپنی کے شیئر رجسٹرار میسرز سنٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ سی ڈی سی ہاؤس، 99-B بلاک- بی ایس۔ ایم۔ سی۔ ایچ۔ ایس مین شاہراہ فیصل، کراچی کو فوری طور پر اطلاع دی جائے۔



اطلاع برائے اٹھارواں سالانہ اجلاس عام

کاشیئر رجسٹرار ان اراکین کے بینک کی تفصیلات یا بینک کے تفویض کردہ اختیار میں تبدیلی کی درخواست پر عمل نہیں کر سکتا جن کے پاس الیکٹرانک شکل میں حصص موجود ہوں۔ یہ فارم کمپنی کی ویب سائٹ www.pict.com.pk پر بھی موجود ہے۔ نامزد بینک اکاؤنٹ کی تفصیلات حصص کے عنوان دار یا سنٹرل ڈیپازٹری سسٹم کے عنوان سے ہونا چاہئے۔ انفرادی ممبران جنہوں نے ابھی تک اپنے موثر CNIC اور کارپوریٹ ادارے جنہوں نے ابھی تک اپنے NTN کی فوٹو کاپی پیش نہیں کی ہے ان کو ایک بار پھر یاد دہانی کرائی جا رہی ہے کہ وہ مندرجہ بالا شیئر رجسٹرار کے پتے پر جلد از جلد ارسال کریں۔ براہ مہربانی NTN/CNIC کی نقل کے ساتھ فوٹو نمبر بھی دیں۔

کمپنیز ایکٹ 2017 اور کمپنیز (ڈسٹرپوشن آف ڈیویڈنڈ ریگولیشن 2017) کے ضوابط 6 کے تحت بینک کی موثر تفصیلات اور موثر CNIC یا NTN کی کاپی جمع نہ کرانے کی صورت میں کمپنی ممبر کے مستقبل کے تقسیم شدہ منافع کو روکنے کی مجاز ہے۔

فائلر اور نوٹ فائلر کی قانونی دفع

حکومت پاکستان نے اگست 2001 کی دفعہ 150 میں بعض ترمیمات کی ہیں، جس کے ذریعے کمپنیوں کی طرف سے ادا کئے جانے والے منافع کی رقم پر ود ہولڈنگ ٹیکس کی کٹوتی کیلئے مختلف شرح مقرر کئے گئے ہیں۔ یہ شرح قانون کے مطابق ہیں۔ اس خاطر کے نقد منافع کی رقم پر ٹیکس کی درست کٹوتی کی جاسکے، تمام حصص یافتگان، جن کا نام فعال ٹیکس ادا کرنیوالوں کی فہرست، ایکٹیو ٹیکس پیئر زلسٹ (اے۔ٹی۔ایل) میں درج نہیں کئے گئے، اس حقیقت کے باوجود کہ وہ فائلر ہیں، انہیں مشورہ دیا جاتا ہے کہ وہ اس بات کو یقینی بنائیں کہ نقد منافع کے استحقاق کیلئے حصص کی منتقلی کے کتب کی بندش سے پہلے انکے نام اے۔ٹی۔ایل میں درج ہوں، جو کہ وفاقی بورڈ آف ریونیو کے ای۔پورٹل میں دستیاب ہے۔ کمپنی قانون کے مطابق 20% (بیس فیصد) کی ود ہولڈنگ ٹیکس کی شرح کا اطلاق کرے گی اگر شیئر ہولڈر کا نام متعلقہ تفصیلات کے ساتھ حصص کی منتقلی کی بندش کے پہلے دن اے۔ٹی۔ایل میں موجود نہ ہو کیونکہ ٹیکس سرکاری خزانے میں جمع کرایا جانا مقررہ وقت کے اندر ضروری ہے۔

نقد منافع کی رقم پر ود ہولڈنگ ٹیکس کی کٹوتی سے استثناء کی اجازت تب دی جائے گی جب درست ٹیکس استثناء کے سرٹیفکیٹ کی کاپی کمپنی کے شیئر رجسٹرار کے پاس 22 اپریل 2019 تک جمع کرائی گئی ہو۔

فیڈرل بورڈ آف ریونیو (FBR) کی طرف سے موصول ہونے والی وضاحت کے مطابق جو آؤٹ اکاؤنٹ کی صورت میں ود ہولڈنگ ٹیکس کا حساب فائلر/نان فائلر کے لیے پرنسپل شیئر ہولڈر اور جو آؤٹ شیئر ہولڈرز کے لیے ان کی شیئر ہولڈنگ کے تناسب سے علیحدہ علیحدہ کیا جائے گا۔ وہ تمام حصص یافتگان جو مشترکہ طور پر حصص کے حامل ہیں، ان سے گزارش کی جاتی ہے کہ وہ پرنسپل شیئر ہولڈر اور

میں اہم..... از..... پاکستان انٹرنیشنل کنٹینر ٹرمینل لمیٹڈ کے ایک ممبر ہونے کے ناطے، حامل..... عمومی حصص، رجسٹر فوٹیو نمبر..... کے مطابق ویڈیو کانفرنس کی سہولت کے لیے..... مقام کو انتخاب کرتا ہوں۔

ممبر کا دستخط

کمپنی ممبران کو غیر معمولی اجلاس عام کی تاریخ سے کم از کم 5 دن قبل ویڈیو کانفرنس کے مقام مع ایسی سہولت تک ان کی رسائی کے بارے میں تمام ضروری معلومات سے آگاہ کر دے گی۔ کسی بھی استفسار مسئلے معلومات کے لئے، سرمایہ کار کمپنی اور / یا شیئر رجسٹرار سے درج ذیل فون نمبروں اور ای میل ایڈریسوں پر رابطہ کر سکتے ہیں

پی آئی سی ٹی شیئر رجسٹرار میسرز سنٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ سی ڈی سی ہاؤس، B-99 بلاک-بی ایس۔ایم۔سی۔ایچ۔ایس مین شاہراہ فیصل، کراچی۔ +92-21 32416774 info@cdcpak.com	پی آئی سی ٹی سرمایہ کار تعلقات محکمہ پاکستان انٹرنیشنل کنٹینر ٹرمینل لمیٹڈ برتھ نمبر 6-9، ایسٹ وہارف، کراچی پورٹ، کراچی +92 21 3285 5701-9 Ext: 2606 investor-relations@pict.com.pk
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ستھویں سالانہ اجلاس عام کی روداد

19 اپریل 2018 کو منعقدہ ستھویں سالانہ اجلاس عام کے روداد کی نقول حصص یافتگان کی درخواست پر فراہم کر دی جائیں گی۔

نقد تقسیم شدہ منافع کی لازمی ادائیگی بزرگ لیکٹرانک موڈ اور سی این آئی سی اور قومی ٹیکس نمبر [این ٹی این] سرٹیفکیٹ کی کاپی کو پیش کرنا

کمپنیز ایکٹ 2017 کے سیکشن 242 کی دفعات کے تحت، تمام لیکٹرانک موڈ اپنے نقد تقسیم شدہ منافع کی رقم کو حصص یافتگان کے منتخب شدہ بینک کے کھاتے میں براہ راست الیکٹرانک موڈ کے ذریعے جمع کرنا لازمی ہوگا۔ اس کے مطابق، مادی حصص رکھنے والے حصص یافتگان اپنی معلومات ڈیویڈنڈ تفویض کردہ اختیار کے فارم (منسلک) کے ساتھ کمپنی کے شیئر رجسٹرار کے مندرجہ بالا پتے پر ارسال کریں۔ سی ڈی سی کھاتے دار کی صورت میں وہی معلومات براہ راست سی ڈی ایس کے شرکاء / سی ڈی سی انویسٹرا کاؤنٹ سروسز کو بھیجی جائے۔ کمپنی یا اس



اطلاع برائے اٹھارواں سالانہ اجلاس عام

کارپوریٹ ادارہ / ٹرسٹ کی صورت میں اجلاس کے وقت، بورڈ آف ڈائریکٹرز / ٹرسٹیز کی قرارداد / مختار نامہ بمعہ نامزد فرد کے دستخط کے نمونے پیش کریں۔ سی ڈی سی پر رجسٹرڈ اراکین سے بھی درخواست ہے کہ وہ اپنی تفصیلات، آئی ڈی نمبر اور کھاتہ نمبر جو کہ سی ڈی ایس میں درج ہیں اپنے ساتھ لے کر آئیں۔

(B) عیوضی / نائب (پراکسی) کی تقرری کیلئے

انفرادی فرد کی صورت میں، اکاؤنٹ ہولڈر یا ذیلی اکاؤنٹ ہولڈر اور ایواہ فرد جس کی سیکورٹیز گروپ اکاؤنٹ میں ہوں، اور ان کی رجسٹریشن کی تفصیلات سنٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ کے ضوابط کے مطابق جمع کروائی گئی ہوں، کو مکمل اور مہر شدہ پراکسی فارم جمع کرانا ہونگے۔

پراکسی فارم پر دو افراد گواہ ہونے چاہئیں جن کے نام، پتے اور شناختی کارڈ نمبر پراکسی فارم پر مذکور ہوں۔ عیوضی / نائب کو اپنا اصلی قومی شناختی کارڈ یا اصلی پاسپورٹ اور رکن کے قومی شناختی کارڈ کی کاپی جس کے آپ عیوضی / نائب ہوں، اجلاس کے وقت پیش کرنا ہوگا۔ اصل حق دار / رکن اور عیوضی / نائب کے درست شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول پراکسی فارم کے ساتھ جمع کرانے ہونگے۔ کارپوریٹ ادارہ / ٹرسٹ کی صورت میں، بورڈ آف ڈائریکٹرز / ٹرسٹیز کی قرارداد / مختار نامہ بمعہ نامزد فرد کے دستخط کے نمونے اور کمپنی کے پراکسی فارم کے ساتھ پیش کرنا ہوگا۔

(C) پوسٹل بیلٹ

کمپنیز ایکٹ 2017 کی دفعہ 143 سے دفعہ 145 اور کمپنیز (پوسٹل بیلٹ) ریگولیشنز 2018 کے تحت، اراکین پوسٹل بیلٹ (یعنی پوسٹ یا الیکٹرونک موڈ) کے ذریعے پول کا مطالبہ اور اپنے حق رائے کا استعمال کر سکتے ہیں۔

ویڈیو کانفرنس کی سہولت

سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے جاری کردہ سرکلر نمبر 10 بتاریخ 21 مئی 2014 اور ایکٹ کی دفعہ (2) 132 اور (b) (1) 134 کے تحت، حصص یافتگان سالانہ اجلاس عام میں شرکت کے لئے ویڈیو کانفرنس کی سہولت سے بھی فائدہ اٹھا سکتے ہیں ماسوائے اس شہر کے جہاں سالانہ اجلاس عام منعقد ہو۔ اس سلسلے میں برائے مہربانی مندرجہ ذیل فارم پُر کر کے اجلاس عام کے انعقاد سے سات (7) دن قبل کمپنی کے رجسٹرڈ پتے پر جمع کرا دیا جائے۔ اگر کمپنی کو کسی ایک جغرافیائی حدود میں مقیم مجموعی طور پر 10 فیصد یا زائد شیئر ہولڈنگ کے حامل ممبران کی جانب سے اجلاس کی تاریخ سے کم از کم سات (7) دن قبل ویڈیو کانفرنس کے ذریعے اجلاس عام میں شرکت کے اجازت نامے موصول ہوتے ہیں تو کمپنی اس شہر میں ویڈیو کانفرنس کی سہولت کا انتظام کر دے گی جو اس شہر میں ایسی سہولت کی دستیابی سے مشروط ہے۔

نوٹس

حصص منتقلی کی کتب کی بندش

کمپنی کے حصص کی منتقلی کی کتب 23 اپریل 2019 سے 29 اپریل 2019 تک (بشمول دونوں دن) بند رہیں گی جس دوران تدوین کے لئے کسی بھی حصص کی منتقلی کو قبول نہیں کیا جائے گا۔ حصص کی منتقلی کی وہ درخواستیں جو درست حالت میں کمپنی کے شیئر رجسٹرار کے دفتر میسرز سنٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ شیئر رجسٹرار ڈیپارٹمنٹ، سی ڈی سی ہاؤس، B-99 بلاک - بی، ایس۔ ایم۔ سی۔ ایچ۔ ایس مین شاہراہ فیصل، کراچی۔ 74400 پر 22 اپریل 2019 کو دفتری اوقات ختم ہونے سے قبل موصول ہونگی ان حصص یافتگان کو حتمی نقد منافع کی ادائیگی اور سالانہ اجلاس عام میں شرکت اور حق رائے استعمال کرنے کے استحقاق کے تعین کیلئے بروقت شمار کیا جائے گا۔

سالانہ اجلاس عام میں شرکت

مندرجہ بالا اجلاس عام میں شرکت، بولنے اور حق رائے استعمال کرنے کے مستحق ہر رکن کو یہ حق حاصل ہے کہ وہ شرکت، بولنے اور حق رائے استعمال کرنے کیلئے اپنی جگہ کسی عیوضی / نائب (پراکسی) کو مقرر کرے اور ایسے مقرر کردہ عیوضی / نائب کو اجلاس میں شرکت، بولنے اور حق رائے استعمال کرنے کی نسبت سے وہی اختیارات حاصل ہونگے جو کہ بذات خود کمپنی کے رکن کو حاصل ہوتے ہیں۔

سی ڈی سی اکاؤنٹ ہولڈرز کو سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے مراسلا نمبر 1 مورخہ 26 جنوری 2000 میں موجود ہدایات پر بھی عمل کرنا ہوگا۔

عیوضی / نائب مقرر کرنے کیلئے ہر لحاظ سے درست اور باقاعدہ مکمل، دستخط شدہ اور مہر شدہ پراکسی فارم (جیسا کہ منسلک ہے) اور دوسری حاکم مجازی دستخط یا نظارت کے مطابق تصدیق شدہ کاپی اجلاس کے شروع ہونے سے کم از کم 48 گھنٹے قبل کمپنی سیکرٹری کو کمپنی کے رجسٹرڈ آفس (برتھ 9-6، ایسٹ وہارف، کراچی پورٹ، کراچی) میں موصول ہونا ضروری ہے۔ عیوضی / نائب کا بذات خود کمپنی کے حصص یافتگان میں سے ہونا ضروری نہیں۔

(A) اجلاس عام میں شرکت کے لئے

انفرادی فرد کی صورت میں، اکاؤنٹ ہولڈر یا ذیلی اکاؤنٹ ہولڈر اور ایواہ فرد جس کی سیکورٹیز گروپ اکاؤنٹ میں ہوں، اور ان کی رجسٹریشن کی تفصیلات سنٹرل ڈیپازٹری کمپنی آف پاکستان لمیٹڈ کے ضوابط کے مطابق جمع کروائی گئی ہوں، وہ اصلی کمپیوٹرز ڈیٹا قومی شناختی کارڈ یا اصلی پاسپورٹ کے ذریعے اجلاس عام میں شامل ہونے کے لئے اپنی شناخت کی تصدیق کروائیں۔



اطلاع برائے اٹھارواں سالانہ اجلاس عام

اطلاع دی جاتی ہے کہ پاکستان انٹرنیشنل کنٹینر ٹرمینل لمیٹڈ (کمپنی) کے ممبران کا اٹھارواں سالانہ اجلاس عام بروز پیر 29 اپریل 2019 کو صبح 10:30 بجے، بیچ لگژری ہوٹل، ایم ٹی خان روڈ، کراچی میں مندرجہ ذیل امور کو انجام دینے کے لئے منعقد کیا جائے گا:

عمومی امور

- 1- 19 اپریل 2018 کو منعقد ہونے والے سترھویں سالانہ اجلاس عام کے رواد کی توثیق کرنا۔
- 2- 31 دسمبر 2018 کو ختم ہونے والے کمپنی کے مالی سال کے محاسب شدہ مالیاتی گوشوارے، بمعہ ناظمین، چیئرمین اور محاسب کی رپورٹس، وصول کرنا، اُن پر غور کرنا اور انہیں اختیار کرنا۔
- 3- 31 دسمبر 2019 کو ختم ہونے والے مالی سال کے لئے کمپنی کے محاسب کو مقرر کرنا اور ان کا معاوضہ طے کرنا۔ موجودہ محاسب ای وائے فورڈ ر ہوڈز چارٹرڈ اکاؤنٹنٹس ریٹائر ہو رہے ہیں اور بوجہ اہل ہونے کے خود کو دوبارہ تقرری کے لیے پیش کیا ہے۔
- 4- مجلسِ نظماء کی سفارش کے مطابق 4.1 روپے فی حصص حتمی نقد منافع کی ادائیگی پر غور کرنا، منظور کرنا اور اعلان کرنا، بمعہ 13.5 روپے فی حصص سال 2018 کے ضمن میں پہلے ہی دے دیے جانے والے عبوری نقد منافع کے جس کی وجہ سے 31 دسمبر 2018 کے لیے نقد منافع کی مجموعی رقم 17.6 روپے فی حصص ہو جائے گی۔

دیگر امور

- 5- چیئرمین کی اجازت سے کسی بھی دیگر امور کی انجام دہی کرنا

بحکم بورڈ

عادل صدیق

کمپنی سیکریٹری

کراچی: 5 اپریل 2019

GLOSSARY

ICTSI:	International Container Terminal Services Incorporation
PICT:	Pakistan International Container Terminal Limited
KPT:	Karachi Port Trust
ISO:	International Organisation for Standardization
LED:	Light Emitting Diode
NIT:	National Investment Trust Limited
SRO:	Statutory Regulatory Orders
CEO:	Chief Executive Officer
CFO:	Chief Financial Officer
CSR:	Corporate Social Responsibility
CDC:	Central Depository Company
IFRS:	International Financial Reporting Standards
IFRIC:	International Financial Reporting Interpretations Committee
ICAP:	Institute of Chartered Accountants of Pakistan
Board:	Board of Directors
SRB:	Sindh Revenue Board
SECP:	Securities and Exchange Commission of Pakistan



FORM OF PROXY

The Company Secretary

Pakistan International Container Terminal Limited

Berths # 6-9, East Wharf, Keamari

Karachi Port, Karachi.

I/We, _____ S/o, D/o, W/o, _____ of _____ being a member of Pakistan International Container Terminal Limited (the Company) and holder of _____ Shares as per Share Register Folio No. _____ and/or CDC Participant I.D. No. _____ and Sub Account No. _____ hereby appoint Mr./Mrs./Miss _____ of _____ as my/our proxy to attend, speak and vote for me / us and on my / our behalf at the 18th Annual General Meeting of the Company to be held on April 29, 2019 at 10:30 a.m. at Beach Luxury Hotel, M.T. Khan Road, Karachi, and at any adjournment thereof.

As witnessed given under my / our hand(s) _____ day of _____ 2019

Witnesses:

1. Name _____

Address _____

CNIC No. _____

Signature _____

Signature on
Rs. 5/-
Revenue Stamp

2. Name _____ Shareholder's Folio No. _____

Address _____ CDC A/c No: _____

CNIC No. _____ NIC No: _____

Signature _____ Dated: _____

Notes:

1. A member entitled to attend and vote at the meeting may appoint another person as his/her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.
2. The proxy in order to be valid must be signed across Five Rupees Revenue Stamp and should be deposited with the Company not later than 48 hours before the time of holding the Meeting.
3. The proxy shall authenticate his/her identity by showing his/her original CNIC or original passport and bring folio number at the time of attending the meeting.
4. Signature should agree with the specimen signature registered with the Company.
5. CDC shareholders and their Proxies must attach either an attested photocopy of their Computerized National Identity Card (CNIC) or Passport with this Proxy Form.
6. In case of proxy by a corporate entity/trust, Board of Directors/Trustees resolution / power of attorney with specimen signature and attested copies of CNIC or Passport of the proxy shall be submitted along with the proxy form.

پراکسی فارم

کمپنی سیکریٹری
پاکستان انٹرنیشنل کنٹینرز مینل لمیٹڈ
برتھ نمبر ۶-۱۹ ایسٹ وہارف،
کراچی پورٹ، کراچی۔

میں ام، _____ کا/کے _____
بحیثیت رکن پاکستان انٹرنیشنل کنٹینرز مینل لمیٹڈ اور حامل عام حصص، بمطابق شیئر رجسٹر فوئیو نمبر _____ کے مطابق اور ایسی ڈی سی شرکت کا آئی
ڈی نمبر _____ اور سب اکاؤنٹ (ذیلی کھاتہ) نمبر _____ جناب محترمہ امس _____
مکمل پتہ _____
کو اپنے اہمارے ایماء پر مورخہ ۱۲۹ اپریل ۲۰۱۹ء کو دن پیر بیچ لگژری ہوٹل، ایم ٹی خان روڈ، کراچی میں منعقد ہونے والے کمپنی کے اٹھارویں سالانہ اجلاس عام میں
حق رائے دہی استعمال کرنے یا کسی بھی التوا کی صورت اپنا اہمارا بطور مختار (پراکسی) مقرر کرتا ہوں کرتے ہیں۔
آج بروز _____ بتاریخ _____ ۲۰۱۹ء کو دستخط کئے گئے۔

دستخط پانچ روپے کے
ریونیواسٹمپ پر

گواہان:

۱۔ نام: _____

پتہ: _____

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: _____

دستخط: _____

۲۔ نام: _____

پتہ: _____

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر: _____

دستخط: _____

نوٹ:

- ۱۔ ایک ممبر (رکن) جو اجلاس میں شرکت اور ووٹ دینے کا مجاز ہو، اپنی جگہ کسی اور شخص کو بطور نائب شرکت کرنے اور ووٹ دینے کا حق تفویض کر سکتا ہے۔
- ۲۔ ایک ممبر (رکن) جو اجلاس میں شرکت نہیں کر سکتا، وہ اس فارم کو مکمل طور سے پُر کرے اور پانچ روپے کی رسیدی کٹ پر دستخط کرنے کے بعد اجلاس شروع ہونے سے کم از کم ۲۸ گھنٹے قبل کمپنی کے ساتھ جمع کر دے۔
- ۳۔ اجلاس کے وقت نائب کو اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ہوگا۔
- ۴۔ دستخط کا نمونہ جو کمپنی کے ریکارڈ میں جمع اور ج ہے، اس سے اتفاق ہونا چاہیے۔
- ۵۔ سی ڈی سی حصص یافتگان اور ان کا نائب کے کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقول بھی اس پراکسی فارم کے ساتھ منسلک کرنی ہوگی۔
- ۶۔ کارپوریٹ ادارہ ہونے کی صورت میں بحیثیت ممبر (رکن)، بورڈ آف ڈائریکٹرز انٹرنیشنل کی قرارداد اور آف انارنی کے نمونہ دستخط کے ساتھ، نائب کے کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقول بھی اس پراکسی فارم کے ساتھ منسلک کرنی ہوگی۔

PAKISTAN INTERNATIONAL CONTAINER TERMINAL LIMITED

Admission Slip

For the 18th Annual General Meeting of Pakistan International Container Terminal Limited scheduled on Monday, April 29, 2019 at 10:30 a.m. at Beach Luxury Hotel, M.T. Khan Road, Karachi. Kindly bring this slip duly signed by you for attending the Meeting.

**COMPANY
SECRETARY**

Folio No. _____

Name _____

Joint holder(s), if any,

i. _____

ii. _____

iii. _____

Signature(s)

NOTES:

- i) The signature of the shareholder must tally with the specimen signature in the Company record.
- ii) Shareholders are requested to hand over duly completed admission slips at the counter before entering the meeting premises.

THIS ADMISSION SLIP IS NON TRANSFERABLE

FORM (E-DIVIDEND MANDATE)

**The Share Registrar Services (Pakistan International Container Terminal Limited)
Central Depository Company of Pakistan Limited
99-B, Block 'B', SMCBS, Main Shakra-e-Faisal, Karachi - 74400
Tel: +92-21-111-111-500, Fax: +92-21-34326053
Email: info@cdcpak.com**

Subject: Bank account details for payment of Cash Dividend through electronic mode

Dear Sir

I/We, Mr. / Ms. / Mrs. _____ S/o D/o W/o, _____
being registered shareholder(s) of **Pakistan International Container Terminal Limited** (the Company) hereby authorize the Company to directly credit cash dividends declared by it, if any, from time to time in the below mentioned bank account.

(i) Shareholder's detail	
Name of the Shareholder	
Folio No. / CDC Participants ID A/C No.	
CNIC No.	
Passport No. (in case of foreign shareholder)	
NTN (in case of corporate entity)	
Land Line Phone Number	
Cell Number	
Valid E-mail address	

(ii) Shareholder's bank detail	
Title of the Bank Account	
Type of Bank Account	
IBAN	
Bank's Name	
Branch Name and Branch Code No.	
Full mailing address and contact No. of Branch	

It is stated that the above-mentioned information is correct and I/We shall intimate the changes in the above-mentioned information to the Share Registrar and Company as soon as these occur.

I/We hereby further authorize Company to update my/our particulars mentioned above in the member register of the Company along with email address mentioned.

Signature of the Shareholder Signature of Joint shareholder 1 Signature of Joint shareholder 2 Signature of Joint shareholder 3

Notes:

- Please provide complete IBAN after checking with your concerned Bank branch along with Account maintenance certificate, to enable electronic credit directly into your bank account. In case of any error or omission in IBAN, the Company will not be held responsible in any manner for any loss or delay in your cash dividend payment.
- Please attach attested clear photocopy of valid CNIC/ Passport/NTN.
- In case of Joint shareholders, all joint shareholders are required to sign this form.
- The shareholders who hold shares in physical form are requested to submit the above information to the concerned Share Registrar.
- Shareholders maintaining their shareholdings under Central Depository System (CDS) are advised to submit this form directly to relevant Participant / CDC Investor Account Service with a copy to share registrar.
- All fields of the form have to be compulsorily filled up. In case of nil information for a particular field, 'N/A' is to be written. The form is to be filled up by the shareholder himself / herself in Block Capitals with blue colour ball point pen.

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



Pakistan International Container Terminal Limited

Registered & Terminal Office:

Berths 6-9, East Wharf, Karachi Port, Karachi, Pakistan.

UAN: (+9221) 111 11 PICT (7428) Fax: (+9221) 32854815

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