



Grant Thornton

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INDEPENDENT AUDITORS REPORT ON STATEMENT OF LIQUID CAPITAL

To the Chief Executive Officer of
Foundation Securities (Private) Limited (the Securities Broker)

Opinion

We have audited the Statement of Liquid Capital of **Foundation Securities (Private) Limited** (the Securities Broker) and notes to the Statement of Liquid Capital as at June 30, 2017 (together 'the statement').

In our opinion, the financial information in the statement of the Securities Broker as at June 30, 2017 is prepared, in all material respects, in accordance with the requirements of the Third Schedule of the Securities Brokers (Licensing and Operations) Regulations, 2016 (the Regulations) issued by the Securities & Exchange Commission of Pakistan (SECP).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Pakistan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the statement section of our report. We are independent of the Securities Broker in accordance with the ethical requirements that are relevant to our audit of the statement in Pakistan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Basis of Accounting and Restriction on Distribution

We draw attention to Note 2 to the statement, which describes the basis of accounting. The statement is prepared to assist the **Foundation Securities (Private) Limited** (the Securities Broker) to meet the requirements of the SECP, Pakistan Stock Exchange (PSX) and National Clearing Company of Pakistan Limited (NCCPL). As a result, the statement may not be suitable for another purpose. Our report is intended solely for **Foundation Securities (Private) Limited** (the Securities Broker), SECP, PSX and NCCPL and should not be distributed to parties other than **Foundation Securities (Private) Limited** (the Securities Broker), the SECP, PSX or NCCPL. Our opinion is not modified in respect of this matter.

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Responsibilities of Management and Those Charged with Governance for the statement

Management is responsible for the preparation of the statement in accordance with the Regulations, and for such internal control as management determines is necessary to enable the preparation of the statement that is free from material misstatement, whether due to fraud or error.

Those charged with governance is responsible for overseeing the Securities Broker's financial reporting process.

Auditor's Responsibilities for the Audit of the statement

Our objectives are to obtain reasonable assurance about whether the statement is free from material misstatement whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 this statement.

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


- Identify and assess the risks of material misstatement of the statement, 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 Securities Broker's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates, if any, and related disclosures made by management.

We communicate with those charged with governance 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.

The engagement partner on the audit resulting in this independent auditor's report is **Khaliq-ur-Rehman**.

Karachi

Date: September 12, 2017


Grant Thornton Anjum Rahman
Chartered Accountants

FOUNDATION SECURITIES (PRIVATE) LIMITED
STATEMENT OF LIQUID CAPITAL
AS ON JUNE 30, 2017

S. No.	Head of Account	Note	Value in Pak Rupees	Hair Cut / Adjustments	Net Adjusted Value
I. Assets					
1.1	Property & Equipment		7,992,843	100.00%	-
1.2	Intangible Assets		14,203,389	100.00%	-
1.3	Investment in Govt. Securities (150,000*99)		-	-	-
	Investment in Debt. Securities				
	If listed than:				
	i. 5% of the balance sheet value in the case of tenure upto 1 year.		-	5.00%	-
	ii. 7.5% of the balance sheet value, in the case of tenure from 1-3 years.		-	7.50%	-
1.4	iii. 10% of the balance sheet value, in the case of tenure of more than 3 years.		-	10.00%	-
	If unlisted than:				
	i. 10% of the balance sheet value in the case of tenure upto 1 year.		-	10.00%	-
	ii. 12.5% of the balance sheet value, in the case of tenure from 1-3 years.		-	12.50%	-
	iii. 15% of the balance sheet value, in the case of tenure of more than 3 years.		-	15.00%	-
	Investment in Equity Securities				
1.5	i. If listed 15% or VaR of each securities on the cutoff date as computed by the Securities Exchange for respective securities whichever is higher.	3	43,313,776	41,760,664	1,553,112
	ii. If unlisted, 100% of carrying value.		-	100.00%	-
1.6	Investment in subsidiaries		-	100.00%	-
	Investment in associated companies/undertaking				
1.7	i. If listed 20% or VaR of each securities as computed by the Securities Exchange for respective securities whichever is higher.		-	-	-
	ii. If unlisted, 100% of net value.		-	100.00%	-
1.8	Statutory or regulatory deposits/basic deposits with the exchanges, clearing house or central depository or any other entity.		3,825,309	100.00%	-
1.9	Margin deposits with exchange and clearing house.		232,506,718	-	232,506,718
1.10	Deposit with authorized intermediary against borrowed securities under SLB.		-	-	-
1.11	Other deposits and prepayments		4,030,394	100.00%	-
1.12	Accrued interest, profit or mark-up on amounts placed with financial institutions or debt securities etc. (Nil)		-	-	-
	100% in respect of markup accrued on loans to directors, subsidiaries and other related parties		-	100.00%	-
1.13	Dividends receivables.		-	-	-
1.14	Amounts receivable against Repo financing.		-	-	-
1.15	i. Short Term Loan To Employees: Loans are Secured and Due for repayment within 12 months		-	-	-
	Receivables other than trade receivables	4	117,754,144	100.00%	-
1.16	Receivables from clearing house or securities exchange(s)				
	100% value of claims other than those on account of entitlements against trading of securities in all markets including MtM gains.		-	-	-
	Receivables from customers				
	i. In case receivables are against margin financing, the aggregate if (i) value of securities held in the blocked account after applying VAR based Haircut, (ii) cash deposited as collateral by the finance (iii) market value of any securities deposited as collateral after applying VaR based haircut.		-	-	-
	<i>i. Lower of net balance sheet value or value determined through adjustments.</i>				
	ii. In case receivables are against margin trading, 5% of the net balance sheet value.		-	5.00%	-
	<i>ii. Net amount after deducting haircut</i>				
	iii. In case receivables are against securities borrowings under SLB, the amount paid to NCCPL as collateral upon entering into contract,		-	-	-
	<i>iii. Net amount after deducting haircut</i>				
1.17	iv. In case of other trade receivables not more than 5 days overdue, 0% of the net balance sheet value.	5	189,841,368	-	189,841,368
	<i>iv. Balance sheet value</i>				
	v. In case of other trade receivables are overdue, or 5 days or more, the aggregate of (i) the market value of securities purchased for customers and held in sub-accounts after applying VAR based haircuts, (ii) cash deposited as collateral by the respective customer and (iii) the market value of securities held as collateral after applying VaR based haircuts.	5	104,331,495	70,716,931	70,716,931
	<i>v. Lower of net balance sheet value or value determined through adjustments</i>				
	<i>vi. 100% haircut in the case of amount receivable form related parties.</i>		83,166	100.00%	-



FOUNDATION SECURITIES (PRIVATE) LIMITED
STATEMENT OF LIQUID CAPITAL
AS ON JUNE 30, 2017

S. No.	Head of Account	Note	Value in Pak Rupees	Hair Cut / Adjustments	Net Adjusted Value
	Cash and Bank balances				
1.18	i. Bank Balance - proprietary accounts		183,822,091	-	183,822,091
	ii. Bank balance - customer accounts	6	629,317,735	-	629,317,735
	iii. Cash in hand		82,562	-	82,562
1.19	Total Assets		1,531,104,988		1,307,840,517

2. Liabilities

2.1	Trade Payables				
	i. Payable to exchanges and clearing house		105,157,775	-	105,157,775
	ii. Payable against leveraged market products		-	-	-
	iii. Payable to customers	6	659,136,201	-	659,136,201
2.2	Current Liabilities				
	i. Statutory and regulatory dues		-	-	-
	ii. Accruals and other payables	7	57,688,446	-	57,688,446
	iii. Short-term borrowings		100,000,000	-	100,000,000
	iv. Current portion of subordinated loans		-	-	-
	v. Current portion of long term liabilities		200,000,000	-	200,000,000
	vi. Deferred Liabilities		-	-	-
	vii. Provision for bad debts		1,405,369	-	1,405,369
	viii. Provision for taxation		-	-	-
	ix. Other liabilities as per accounting principles and included in the financial statements		-	-	-
2.3	Non-Current Liabilities				
	i. Long-Term financing			-	-
	a. Long-Term financing obtained from financial institution: Long term portion of financing obtained from a financial institution including amount due against finance lease				
	b. Other long-term financing				
	ii. Staff retirement benefits		4,273,962	-	4,273,962
	iii. Advance against shares for Increase in Capital of Securities broker: 100% haircut may be allowed in respect of advance against shares if: a. The existing authorized share capital allows the proposed enhanced share capital b. Board of Directors of the company has approved the increase in capital c. Relevant Regulatory approvals have been obtained d. There is no unreasonable delay in issue of shares against advance and all regulatory requirements relating to the increase in paid up capital have been completed e. Auditor is satisfied that such advance is against the increase of capital.				
	iv. Other liabilities as per accounting principles and included in the financial statements		-	-	-
2.4	Subordinated Loans				
	i. 100% of Subordinated loans which fulfill the conditions specified by SECP are allowed to be deducted: The Schedule III provides that 100% haircut will be allowed against subordinated Loans which fulfill the conditions specified by SECP. In this regard, following conditions are specified: a. Loan agreement must be executed on stamp paper and must clearly reflect the amount to be repaid after 12 months of reporting period b. No haircut will be allowed against short term portion which is repayable within next 12 months c. In case of early repayment of loan, adjustment shall be made to the Liquid Capital and revised Liquid Capital statement must be submitted to exchange.		55,000,000	55,000,000	-
	ii. Subordinated loans which do not fulfill the conditions specified by SECP		-	-	-
2.5	Total Liabilities		1,182,661,753		1,127,661,753

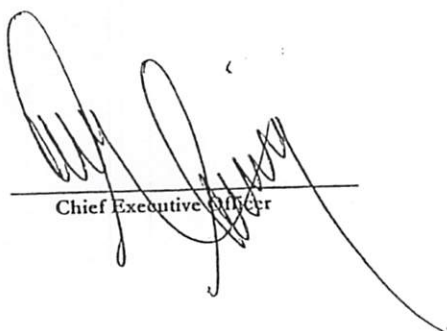
3. Ranking Liabilities Relating to :

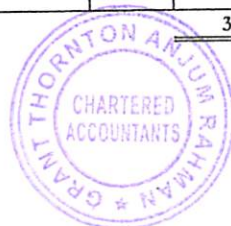
3.1	Concentration in Margin Financing				
	The amount calculated client-to-client basis by which any amount receivable from any of the finances exceed 10% of the aggregate of amounts receivable from total finances.		-	-	-




FOUNDATION SECURITIES (PRIVATE) LIMITED
STATEMENT OF LIQUID CAPITAL
AS ON JUNE 30, 2017

S. No.	Head of Account	Note	Value in Pak Rupees	Hair Cut / Adjustments	Net Adjusted Value
	Concentration in securities lending and borrowing				
3.2	The amount by which the aggregate of: (i) Amount deposited by the borrower with NCCPL, (ii) Cash margins paid, and (iii) The market value of securities pledged as margins exceed the 110% of the market value of shares borrowed.		-	-	-
	Net underwriting Commitments				
3.3	(a) in the case of right issues : if the market value of securities is less than or equal to the subscription price; the aggregate of: (i) the 50% of Haircut multiplied by the underwriting commitments, and (ii) the value by which the underwriting commitments exceeds the market price of the securities. In the case of rights issues where the market price of securities is greater than the subscription price, 5% of the Haircut multiplied by the net underwriting. (b) in any other case : 12.5% of the net underwriting commitments		-	-	-
	Negative equity of subsidiary				
3.4	The amount by which the total assets of the subsidiary (excluding any amount due from the subsidiary) exceed the total liabilities of the subsidiary.		-	-	-
	Foreign exchange agreements and foreign currency positions				
3.5	5% of the net position in foreign currency. Net position in foreign currency means the difference of total assets denominated in foreign currency less total liabilities denominated in foreign currency.		-	-	-
3.6	Amount Payable under REPO		-	-	-
	Repo adjustment				
3.7	In the case of financier/purchaser the total amount receivable under Repo less the 110% of the market value of underlying securities. In the case of finance/seller the market value of underlying securities after applying haircut less the total amount received, less value of any securities deposited as collateral by the purchaser after applying haircut less any cash deposited by the purchaser.		-	-	-
	Concentrated proprietary positions				
3.8	If the market value of any security is between 25% and 51% of the total proprietary positions then 5% of the value of such security .If the market of a security exceeds 51% of the proprietary position, then 10% of the value of such security.		-	-	-
	Opening Positions in futures and options				
3.9	i. In case of customer positions, the total margin requirements in respect of open positions less the amount of cash deposited by the customer and the value of securities held as collateral/pledged with securities exchange after applying VaR haircuts.		40,912,274	40,912,274	-
	ii. In case of proprietary positions, the total margin requirements in respect of open positions to the extent not already met.		-	-	-
	Short sell positions				
3.10	i. In case of customer positions, the market value of shares sold short in ready market on behalf of customers after increasing the same with the VaR based haircuts less the cash deposited by the customer as collateral and the value of securities held as collateral after applying VAR based Haircuts.		-	-	-
	ii. In case of proprietary positions, the market value of shares sold short in ready market and not yet settled increased by the amount of VAR based haircut less the value of securities pledged as collateral after applying haircuts.		-	-	-
3.11	Total Ranking Liabilities		40,912,274	40,912,274	-
	Total (1.19-2.5-3.11)		307,530,962	Liquid Capital	180,178,764


Chief Executive Officer




Director

FOUNDATION SECURITIES (PRIVATE) LIMITED
 NOTES TO THE STATEMENT OF LIQUID CAPITAL
 FOR THE PERIOD ENDED JUNE 30, 2017

1. STATEMENT OF COMPLIANCE

This statement has been prepared by management based on the requirements of the Third Schedule of the Securities Brokers (licensing and Operations) Regulations 2016.

2. BASIS OF ACCOUNTING

This statement has been prepared on Trade Date accounting basis and accordingly account for income, assets and liabilities.

3. INVESTMENT IN LISTED SECURITIES IN THE NAME OF BROKER

Name of Securities	Available Quantity	June 30, 2017	
		Fair Value in Rs.	Net Value after adjustment in Rs.
NIB Bank Limited	1,100,000	1,892,000	1,333,860
Lucky Cement	300	250,878	213,246
United Bank Limited	30	7,066	6,006
Pakistan Stock Exchange	1,602,953	41,163,832	-
Total	2,703,283	43,313,776	1,553,112

4. RECEIVABLES OTHER THAN TRADE RECEIVABLES

	June 30, 2017 (Rupees)
Loan to employees - unsecured	3,163,793
Taxation - net of provision	96,974,161
Other receivables - unsecured (gross)	17,616,190
	<u>117,754,144</u>

5. TRADE RECEIVABLES

These are valued at cost less debts outstanding for more than 5 days.

	June 30, 2017 (Rupees)
Total trade receivable	309,919,267
Less: Outstanding for less than 5 days	(189,841,368)
Less: Related party balances	(83,166)
Less: Provision	(15,663,239)
Balance sheet value of 5 days or more	<u>104,331,495</u>
Net adjusted value: Lower of net balance sheet value (5 days or more) or value determined through adjustments	<u>70,716,931</u>

6. RECONCILIATION OF TRADE PAYABLES AND BANK BALANCE PERTAINING TO CLIENTS

Trade payable as at June 30, 2017	659,136,201
Add: Accrual of Trade Payable for T+2 transaction	(29,818,466)
	<u>629,317,735</u>



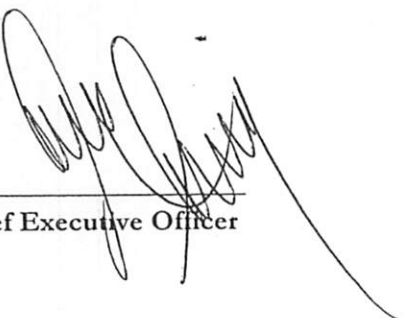
FOUNDATION SECURITIES (PRIVATE) LIMITED
NOTES TO THE STATEMENT OF LIQUID CAPITAL
FOR THE PERIOD ENDED JUNE 30, 2017

	June 30, 2017 (Rupees)
7. ACCRUALS AND OTHER PAYABLES	
Accrued expenses	14,815,020
Performance incentive payable	15,431,953
Withholding tax payable	3,847,570
Accrued mark-up	16,665,153
Others	6,928,750
	<u>57,688,446</u>


8. DATE OF ISSUANCE

This statement was authorized for issue on SEPT 12, 2017





Chief Executive Officer



Director